

CHURCH OF THE EPIPHANY
3301 Hidden Meadow Drive
Herndon, Virginia 20171

VESTRY RESOLUTION TO RATIFY MODIFICATION OF ARTICLES OF INCORPORATION, TO RATIFY AND ACKNOWLEDGE FILING AND ACCEPTANCE OF ARTICLES OF INCORPORATION, TO DESIGNATE INITIAL VESTRY AND OFFICERS OF INCORPORATED CHURCH, AND TO AUTHORIZE WARDENS TO ENTER INTO CERTAIN CLERGY EMPLOYMENT CONTRACTS

WHEREAS, pursuant to Section 13.1-822 of Chapter 10, Title 13.1 of the Virginia Nonstock Corporation Act of the Code of Virginia, and pursuant to sufficient written and telephone notice of a Special Meeting of the Vestry called for the purpose of ratifying a modification to the articles of incorporation previously approved by the Vestry, to acknowledge the filing and acceptance of said articles of incorporation, to designate the initial vestry and officers of the new Church corporation, and to authorize the wardens to enter into clergy employment contracts, at its January 11, 2007, meeting, at which a quorum was present, upon motion made and duly seconded and carried by a majority of those in attendance, the Vestry of Church of the Epiphany ("Church") adopted this resolution, whereby it is

RESOLVED, that the addition of the new second sentence to Article VIII of the Church's Articles of Incorporation as previously approved by the Vestry, as reflected in **Exhibit A** attached hereto, is hereby ratified; and it is

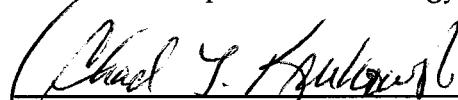
FURTHER RESOLVED, that the January 11, 2007, filing and effective date of the said Church's Articles of Incorporation, whereby the Church was incorporated as evidenced by the Certification of Incorporation, attached hereto as **Exhibit B**, be and is hereby ratified and acknowledged; and it is

FURTHER RESOLVED, that all of the members of the Vestry as of January 11, 2007, as named in the Articles of Incorporation as the initial directors of the new Church corporation, be and are hereby acknowledged as the initial Vestry of the Church corporation; and the following officers of the new Church corporation be and are hereby appointed, to wit:

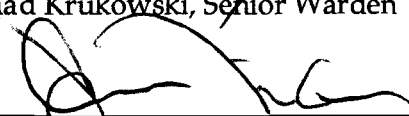
Chad Krukowski, Senior Warden
Sally McNeely, Junior Warden
Andrew Plummer, Treasurer
John Ticer, Register

and it is

FURTHER RESOLVED, that the wardens are hereby authorized to prepare and execute employment contracts between the new Church corporation and clergy.



Chad Krukowski, Senior Warden



John Ticer, Register of the Vestry

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

**ARTICLES OF INCORPORATION
FOR
CHURCH OF THE EPIPHANY
3301 HIDDEN MEADOW DRIVE
HERNDON, VIRGINIA 20171
A VIRGINIA NON-STOCK CORPORATION**

The undersigned, pursuant to the Virginia Non-Stock Corporation Act, Chapter 10 of Title 13.1 of the Code of Virginia, state as follows:

I.

NAME OF CORPORATION

The name of the corporation is Church of the Epiphany, Herndon ("Church").

II.

DURATION

The corporation's period of duration is perpetual.

III.

PRINCIPAL OFFICE

The principal office of the Church is 3301 Hidden Meadow Drive, Herndon, Virginia 20171.

IV.

PURPOSE

The purpose for which the corporation is formed is the worship of Almighty God in accordance with the following Principles by which the Members of the Church affirm that the Church was founded in the evangelical tradition within the Anglican Communion and do accept, witness, and proclaim their affirmation of and witness to the One Holy Catholic and Apostolic Church. The Church's Members do affirm:

I. The Authority of Holy Scripture as the Word of God, summarized in the Apostles' and Nicene Creeds, taught by the Fathers, and defined in the General Councils of the Church.

II. The Holy Sacraments as the guaranteed means of Grace through which Christ is known and present, and especially:

- Holy Baptism with water in the name of the Holy Trinity, and Confirmation by a Bishop in the Apostolic line as the seal of the Holy Spirit in completion of Baptism as the total pattern of Christian tradition initiation.

- The Holy Eucharist validly celebrated by a Bishop of the Apostolic line or a Priest ordained by such a Bishop.

- The Holy Orders of Bishop, Priest, and Deacon, bestowed upon men and women according to the universal practice of The Holy Catholic and Apostolic Church and as intended by the Ordinal in the traditional Anglican 1979 Episcopal Book of Common Prayer, and

- Holy Matrimony as a lifelong and exclusive relationship intended to be celebrated only between a man and a woman as a reflection of the relationship between Christ and His Bride, the Church, and which is the only appropriate context for sexual relations, for the reasons set forth in the traditional Anglican 1979 Episcopal Book of Common Prayer, and reaffirmed by the 1998 Lambeth Conference Resolution 1.10.

III. The Integrity of the Episcopate in its sacramental functions and as evangelist and guardian of the Church's faith and moral teaching.

IV. The 1979 Episcopal Book of Common Prayer and the administration of the Sacraments and other Rites and Ceremonies of the Church, not only as a common liturgy, but as a standard of doctrine and a bond of fellowship, allowing prudent revision and diverse forms and usages, provided that the substance of the Faith be kept entire.

Members hold these Principles as binding beyond compromise those ordained as its stewards and trustees for the common and equal benefit of all. Obedient to these Principles, Members pledge themselves to the perpetuation of the Worldwide Anglican Communion and do pray the witness and support of the faithful throughout the world.

The Church is organized exclusively for religious, charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code ("IRC"), or corresponding section of any future federal tax code. No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its Members, officers or other private persons, except that the Church shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set for in this provision. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and neither the Church nor its Members participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for

public office. Notwithstanding any other provision herein, the Church shall not carry on any other activities not permitted to be carried on: (a) by any organization exempt from federal income tax under section 501(c)(3) of the IRC, or corresponding section of any future federal tax code; or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the IRC, or corresponding section of any future federal tax code. Upon dissolution of the Church, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRC, or corresponding section of any future federal tax code, to one or more churches within the Worldwide Anglican Communion dedicated to the worship of Almighty God in accordance with the Principles set forth in Article IV above, as determined by the Church's Vestry.

V.
MEMBERS

The corporation shall have one class of Members. Members of the Church comprise those who abide by the Principles set forth in Article IV above and contribute financially to the operation of the Church.

VI.
REGISTERED AGENT

The initial registered agent is a resident of Virginia and a member of the Virginia State Bar located in Fairfax County. The initial registered agent and the initial registered office of the corporation are James R. Hart, Esquire, Hart & Horan, PC, 10505 Judicial Drive, Suite 101, Fairfax, Virginia 22030.

VII.
VESTRY

The management of the corporation resides in the board of directors, which shall be known as the Vestry. The Vestry members who are to serve until the first annual meeting of the corporation or until their successors be elected and qualified are:

Chad Krukowski
2651 Unicorn Court
Herndon, VA 20171

Kevin Holmes
3127 Nestlewood Drive
Oak Hill, VA 20171

Sally McNeely
47506 Tilden Court
Potomac Falls, VA 20165

Ralph Morris
13541 Point Pleasant Drive
Chantilly, VA 20151

Ted Gregg
3919 Bokel Drive
Chantilly, VA 20151

Mark Oliphant
26243 Rachel Hill Drive
South Riding, VA 20152

Gabe Paul
12777 Oak Farms Drive
Oak Hill, VA 20171

Margaret Stromberg
26169 Iverson Drive
South Riding, VA 20152

Andy Plummer
13126 Ladybank Lane
Herndon, VA 20171

John Ticer
10164 Clover Glen Drive
Vienna, VA 22181

Scott Reiter
13116 Tingewood Court
Oak Hill, VA 20171

Elizabeth Tomlinson
13456 Point Pleasant Drive
Chantilly, VA 20151

VIII.

MODE OF ELECTION OF VESTRY

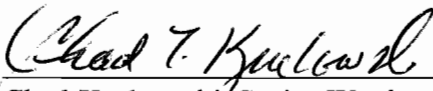
Election of the Vestry of the Church is governed by the ByLaws. [Pursuant to those ByLaws, the Church's Vestry is elected at the Church's annual meeting by those Church members eligible to vote.] The Bylaws provide that the Vestry is responsible for managing the affairs of the Church and have all of the powers conferred upon boards of directors by the Virginia Non-Stock Corporation Act, *supra*. As provided in the ByLaws, the Vestry shall consist of the Rector *ex officio*; and twelve Lay Members, including a Senior Warden, a Junior Warden, and ten (10) other Vestrymen. Only members eligible to vote under the Church's ByLaws who are eighteen years of age or over shall be eligible to serve as a Member or Officer of the Vestry. Prior to commencing service as a Vestry Member, each Officer or Member of the Vestry shall affirm: (1) a personal commitment to the Principles set forth in Article IV above; (2) a pledge to serve without any conflict of interest; and (3) pledge to honor the confidentiality of all confidential materials to which the Member will have access during his term of service. Each year, the Senior Warden shall be appointed by the Rector and confirmed by the Vestry to hold office for one (1) year. The Senior Warden shall be eligible to hold office for succeeding terms. Each year, the Junior Warden shall be nominated and elected by the Vestry to hold office for one (1) year. The Junior Warden shall be eligible to hold office for succeeding terms. Each year, one-third of the total number of Vestrymen shall be elected to hold office for three (3) years. Members of the Vestry shall continue in office until their successors are chosen. Should a vacancy occur among the Lay Officers of the Vestry during the year between Annual Meetings, the Vestry shall have power to fill the same. Retiring Vestry members shall be ineligible for immediate re-election for a succeeding term.

IX.
INCORPORATORS

The name and address of each incorporator is:

Chad Krukowski
2651 Unicorn Court
Herndon, VA 20171

Sally McNeely
47506 Tilden Court
Potomac Falls, VA 20165



Chad Krukowski, Senior Warden

Sally McNeely, Junior Warden

Date: _____

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, January 11, 2007

This is to certify that the certificate of incorporation of

Church of the Epiphany, Herndon

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: January 11, 2007



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission