

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

MASSANETTA SPRINGS, INC.

Pursuant to Va. Code § 13.1-889, Massanetta Springs, Inc., a Virginia non-stock corporation subject to the laws of the Commonwealth of Virginia, hereby amends and restates its Articles of Incorporation so that they read, *in toto*, as follows:

ARTICLE I

The name of the corporation is to be Massanetta Springs, Inc.

ARTICLE II

The corporation is organized and shall be operated exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as it now exists or as it may hereafter be amended. The purpose of the Corporation is to own and operate the property known as Massanetta Springs as a camp and conference center of the Presbyterian Church (U.S.A.), with primary service to the Synod of the Mid-Atlantic or its successors and the presbyteries and congregations within the North Carolina to Delaware region of the Mid-Atlantic United States, and to develop said property and any other property which the Corporation may own for any other exclusively charitable religious and educational uses that the Board of Trustees of the Corporation may deem wise; to purchase, possess, receive, and hold and retain to itself any lands, tenements, rents, goods and chattels or any other property whatsoever which may hereafter be given to or purchased for the use of said Corporation and, subject to limitations set forth in these Articles, to dispose of the same according to law in any way it shall adjudge most useful to the interests and legal purposes of said Corporation and to have power to

execute bonds, notes, or other evidences of debt and to secure the same by deeds of trust or mortgages upon the property of the Corporation in accordance with the statutes in such cases made and provided; and said Corporation shall receive donations, bequests, devises and in its discretion purchase and hold property, real and personal, wherever located and use, hold and control the same.

### ARTICLE III

The Corporation shall have all powers and authorities now or hereafter conferred upon non-stock, not-for-profit corporations organized under the laws of the Commonwealth of Virginia; provided, however, that no part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, any trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

### ARTICLE IV

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities or engage in any transaction not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as it now exists or as it may hereafter be amended or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2) and 2055(a)(2) of the Internal Revenue Code as they now exist or as they may hereafter be amended.

#### ARTICLE V

The corporation may solicit and receive funds and property by gift, transfer, devise, or bequest, and may administer and apply such funds and property only in the furtherance of the charitable, religious, and educational purposes set out above.

#### ARTICLE VI

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute and pay over all the assets of the corporation to the Presbyterian Church (U.S.A.), Inc., so long as such organization qualifies as an exempt institution under Section 501(c)(3) of the Internal Revenue Code of 1986; and if such organization does not so qualify, then such assets shall be distributed to another organization, exempt from income taxation under Section 501(c)(3) of such Internal Revenue Code, determined by the Board of Trustees, which has substantially the same exempt purposes as the Presbyterian Church (U.S.A.), Inc. Upon dissolution, in no event shall the assets of the corporation be distributed to an organization that is not exempt from income taxation under such Section 501(c)(3).

#### ARTICLE VII

The corporation shall have no members.

#### ARTICLE VIII

(a) The corporation shall be managed by a Board of Trustees. Subject to subsection (c) of this Article, members of the Board of Trustees shall be elected annually in accordance with the terms herein and Virginia law.

(b) The number of members on the Board of Trustees shall be fixed by the Bylaws but shall be no more than seventeen (17). In the absence of a Bylaw provision fixing the number of trustees, the number shall be seventeen (17).

(c) The Executive/Stated Clerk of the Synod of the Mid-Atlantic of the Presbyterian Church (U.S.A.), an unincorporated association (the “Synod”), and the President of the Friends of Massanetta, a Virginia unincorporated association, shall be voting members of the Board and shall serve for terms of one year. Should the Synod cease to exist, the presbyteries within the Mid-Atlantic region shall provide for a process that leads to the election of one of their Executive Presbyters and/or Stated Clerks to serve as stated above.

(d) The remaining Trustees shall be elected by the incumbent Board of Trustees with diligent effort to secure representation from the presbyteries in the Mid-Atlantic region. The terms of all Trustees other than those identified in subsection (c) of the Article shall be three (3) years or until their successors have been duly elected.

(e) By a majority vote of the whole number of directors then serving, the Board of Trustees shall have the right to expel any trustee with or without cause.

(f) In the event of a vacancy on the Board of Trustees (other than the vacancy of the seat of a trustee described in paragraph (c) above), the Board of Trustees may appoint a new trustee to fill the vacancy for the unexpired term of the previous trustee.

#### ARTICLE IX

The Board of Trustees may not sell, lease, exchange, or otherwise dispose of all, or substantially all, of the corporation’s property without the prior approval of the Commissioners of the Synod. Should the Synod cease to exist such that their approval or disapproval will not be available, then in the alternative, the Board of Trustees may not take any of the aforementioned actions without approval of the Presbyterian Mission Agency of the Presbyterian Church (U.S.A.).

## ARTICLE X

[Reserved]

## ARTICLE XI

All trustees and officers of the corporation shall be indemnified and held harmless by the corporation to the fullest extent possible under Article 9 of the Virginia Non-stock Corporation Act (Virginia Code Section 13.1-875 et seq.).

## ARTICLE XII

These Articles of Incorporation may not be amended without approval of the Synod at a Stated or special meeting with notice of any proposed change mailed or submitted electronically to such Commissioners at least ten (10) calendar days prior to such meeting. Should the Synod cease to exist such that their approval or disapproval will not be available, then in the alternative, these Articles of Incorporation may not be amended without approval of the Presbyterian Mission Agency of the Presbyterian Church (U.S.A.) after notice as stated above.