

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, February 26, 2014

This is to certify that the certificate of incorporation of

Women -of- Connections Ministry, Inc.

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: February 26, 2014



State Corporation Commission

Attest:

Joel H. Peck
Clerk of the Commission

Amended & Restated
ARTICLES OF Incorporation
OF

WoMen-of Connections Ministry

FIRST: The name of the Corporation is **WoMen-of Connections Ministry**.

SECOND: The Corporation is organized and shall be operated exclusively for charitable, educational, religious and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as it may be amended from time to time (or the corresponding provision of any future United States Internal Revenue Code) (the "Code"). Solely in furtherance thereof, the Corporation shall: (a) educate and empower secondary school students and their communities to receive high school diplomas and seek post-secondary education and encourage people from diverse cultures, including from our Native American and immigrant populations, to seek prosperity and inclusion and (b) engage in any and all lawful activities consistent with the foregoing purposes and the provisions of the Virginia Nonstock Corporation Act (the "Act"), except as limited herein.

THIRD: The initial registered agent is **Aanu-Oluwapo (Ruth) Adewusi**. The post office address of the registered office and the business office of the registered agent is in the City, of **Richmond, Virginia, 5730A Thorndale Lane, Richmond, VA 23225** and the registered agent at that address is, an individual who resides in the Commonwealth of Virginia, and whose business address is the same as the registered office of the Corporation.

FOURTH: The Corporation is formed pursuant to the Virginia Non-Stock Corporation Act. The Corporation shall have **no members**. The ^{Full} voting power of the Corporation shall be vested in its Board of Directors/Members. The number of Directors shall be specified in or fixed in accordance with the bylaws of the Corporation.

FIFTH: The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than one. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors or the corporation may, if the Bylaws so provide, be classified as to term of office. The corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the State. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

SIXTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the Corporation shall

be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes not in conflict with the requirements of Section 501(c)(3) of the Code. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not 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 of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and (2) by a corporation, contributions to which are tax deductible by the contributor under Section 170(c)(2) of the Code. The Corporation admits the students of any race to all the rights, privileges, programs and activities generally accorded or made available to students at or by the Corporation. The Corporation shall not engage in or permit any unlawful discrimination, including any discrimination on the basis of race, color, sex, ethnic origin or national origin, with respect to any students or any administration, educational and admission policies, scholarship or loan programs, athletic programs or any other policies or programs.

SEVENTH: To the full extent that the Act, as it exists on the date hereof or may hereinafter be amended, permits the limitation or elimination of the liability of Directors and Officers, a Director or Officer of the Corporation shall not be liable to the Corporation for monetary damages. If elimination of the liability is not permitted, the limitation of liability shall be (1) \$1.00 or the minimum amount allowed to be stated by such Act if a specific dollar amount is required to be stated or (2) the full extent of the limitation set forth in such Act if no specific dollar amount is required to be stated.


The Corporation shall indemnify an individual made a party to a proceeding because he or she is or was a Director or Officer of the Corporation against liability incurred in the proceeding if the Director or Officer conducted himself or herself in good faith and believed, in the case of conduct in an official capacity with the Corporation, that his or her conduct was in the Corporation's best interest; and in all other cases, that the conduct was at least not opposed to the Corporation's best interests and in the case of any criminal proceeding, the Director or Officer had no reasonable cause to believe the conduct was unlawful. The determination whether a Director or Officer has met this standard of conduct shall be determined in the manner fixed by statute with respect to statutory indemnification. The Corporation may not indemnify (1) in connection with a proceeding by or in the right of the Corporation in which the Director or Officer was adjudged liable to the Corporation, or (2) in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in an official capacity, in which the Director or Officer was adjudged liable on the basis that personal benefit was improperly received by him or her.

The Corporation shall pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a party to a proceeding in advance of final disposition of the proceeding if (1) the Director or Officer furnishes the Corporation a written statement of his or her good faith belief that he or she has met the standard of conduct described herein, (2) the Director or Officer furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that the Director or Officer did not meet the standard of conduct, and (3) a determination is made that the facts then known to those making the determination would not preclude indemnification.

All terms defined in Article 9 of the Act, as enacted and in effect on the date of these articles of incorporation, shall have the same meaning when used in this article. In the event that any provision of this article is determined to be unenforceable as being contrary to public policy, the remaining provisions shall continue to be enforced to the maximum extent permitted by law. Any indemnification under this article shall apply to a person who has ceased to have the capacity referred to herein, and may inure to the benefit of the heirs, executors and administrators of such a person. Any amendment to or repeal of this Article Sixth shall not adversely affect any right or protection of a Director or Officer of the Corporation for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal. Notwithstanding the foregoing, payments under this section with respect to a claim for indemnification shall be reduced to the extent the Director or Officer has not made reasonable efforts to reduce the amount of an indemnified loss by seeking contributions from other sources.

EIGHTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute the assets of the Corporation to such organization or organizations which would then qualify under the provisions of Section 501(c)(3) of the Code as may be determined by the Board of Directors best to fulfill the purposes of the Corporation.

Executed in the name of the corporation by: _____

Signature: 
 Incorporator _Aanu-oluwapo Ruth Adewusi

Incorporator's Address : 5730A Thorndale Lane,
 Richmond, Virginia 23225

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 (corporation's SCC ID no.)