ARTICLES OF INCORPORATION
OF
ASHLAND CHRISTIAN EMERGENCY SERVICES, INC.

We hereby associate to form a nonstock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and to that end set forth the following:

ARTICLE ONE
Name

The name of this Corporation shall be Ashland Christian Emergency Services, Inc. (hereinafter referred to as "the Corporation"), with principal offices located in the Town of Ashland, Hanover County, Virginia.

ARTICLE TWO
Purposes and Powers

(1) The purpose for which the Corporation is formed is exclusively for religious, charitable, and other similar nonprofitable purposes, as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1954 (any reference herein to any provision of such Code shall be deemed to mean provisions as now or hereafter existing, amended, supplemented or superseded). More specifically, the purpose of the Corporation is to administer charitable emergency services to indigent individuals and families by giving them food, clothing, shelter, transportation, or other needed services.

(2) The assets of the Corporation shall be at all times dedicated to the charitable purposes set out above, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation. If for any reason it becomes necessary to dissolve or liquidate the Corporation, the remaining assets of the Corporation after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to one or more corporations, societies, or organizations engaged in activities similar to those of the Corporation and qualifying under Section 501(c)(3) of the Internal Revenue Code of 1954, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction.

(3) The Corporation may solicit and receive funds and property by gift, sale, transfer, devise or bequest, and may administer and apply such funds and property only in the furtherance of the charitable purposes set out in Paragraph (1) above.

(4) The Corporation shall not engage in any activities attempting to influence legislation, nor shall it directly or indirectly participate or intervene (including publishing or

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distributing statements) in any political campaigns on behalf of any candidate for public office or any other activity not within the charitable purposes set out in Paragraph (1) above.

(5) The Corporation shall do any and all lawful things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Corporation, and shall exercise all powers possessed by Virginia corporations of similar character, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

ARTICLE THREE
Membership

Membership in the Corporation shall be open to any and all churches located in Hanover County, Virginia, including members of the business and professional community, who desire to join and who are interested in the purposes of the Corporation. Each member shall pay such dues as may from time to time be set by the Board of Directors in accordance with the By-Laws. Each member shall be entitled to one vote in all matters coming before membership meetings. Each member shall have full voting rights. A quorum shall consist of representation by thirty percent (30%) of the registered member churches, and all issues requiring a vote shall be decided by a majority of those present.

ARTICLE FOUR
Board of Directors

(1) The affairs of the Corporation shall be managed by the Board of Directors.

(a) The initial number of directors of the Corporation shall be three(3). The number of directors may be increased or decreased from time to time by amendment to the By-Laws.

(b) The directors shall be elected by and from the voting membership at the annual membership meeting and the immediate past President shall serve as a director.

(2) The names and addresses of the persons to serve as initial directors are as follows:

Name	Address
H. D. Shaver	310 North Center Street Ashland, Virginia 23005
J. T. Morrison, Jr.	507 John Street Ashland, Virginia 23005
Charles E. Baylor	316 Berkley Street Ashland, Virginia 23005

ARTICLE FIVE
Registered Agent

The post office address of the initial registered office of the Corporation is Rockwood Green Office Park, 10132 Hull Street Road, Suite B, Midlothian, Virginia, 23113. The initial registered office is located in the County of Chesterfield. The name of its initial registered agent is William D. Hamner, a member of the Virginia State Bar, who is a resident of Virginia and whose business address is the same as the address of the initial registered office of the Corporation.

ARTICLE SIX
Indemnification

(1) Each person now or hereafter a Director or Officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities, judgments, settlements, costs and expenses, including all attorney's fees imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not a Director or Officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for gross negligence or wilful misconduct in the performance of his duties as such Director or Officer. In the event of any other judgment against such Director or Officer, or in the event of a settlement, the indemnification shall be made only if the corporation shall be advised, in case none of the persons involved shall be or have been a Director, by the Board of Directors of the corporation, and otherwise by independent counsel to be appointed by the Board of Directors, that in its or his opinion such Director or Officer was not guilty of gross negligence or wilful misconduct in the performance of his duty, and in the event of a settlement, that such settlement was or is in the best interest of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of independent counsel. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any By-Law agreement, or otherwise.

(2) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the

Corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE SEVEN
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned incorporator, who is duly licensed as an attorney and counselor at law, for the purpose of forming a corporation pursuant to the laws of the Commonwealth of Virginia, makes this certificate on this 12th day of November, 1986.

(SEAL)
WILLIAM D. HAMNER, Incorporator