

Articles of Incorporation
Of
Good Shepherd Cemetery Corporation

Dated: July 10, 2024

The undersigned, acting as incorporators of a domestic nonprofit corporation pursuant to the applicable articles and sections of Chapter 31 of West Virginia Code of 1931, as amended, hereby adopt the following Articles of Incorporation for such nonprofit corporation.

Restatement or Amendment for 501(c)(3) Status Approval

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the corporations shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article Third hereof. 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article I

NAME

The undersigned agree to become a nonprofit corporation under the name of Good Shepherd Cemetery Corporation.

Article II

DURATION

The period of duration of this nonprofit is to be perpetual.

Article III

PURPOSES

The purposes for which this corporation is being formed are as follows, to-wit, the maintenance of an existing cemetery established by the former corporation of the same name, and the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the Corporation Laws of the State of West Virginia.

Article IV

PRINCIPAL OFFICE AND AGENT FOR ACCEPTING SERVICE OF NOTICE AND
PROCESS

The principal office of this nonprofit corporation is to be located in the Village of Tanner, City of Glenville, Gilmer County, West Virginia, 26351, and the agent for accepting service of notice and process on behalf of said nonprofit corporation will be the Secretary of State of West Virginia, insofar as and so far only as the laws of said state will permit.

Article V

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of this nonprofit corporation is to be five and the names and addresses of the persons who shall serve

as members of said board of directors until their successors in office are duly elected, appointed, and qualified, as the case may be, are as follows, to-wit:

1. Christine Gainer Barton, 5021 Landing Road, Elkridge MD, 21075
2. Laura Jacobson, PO Box 361, Forest Hill, MD, 21050
3. Anthony Barton, 127 Dillard Court, Front Royal VA 22630
4. Judi Connell, 600 Brand Camp Rd, Glenville, WV 26351
5. Daniel Gainer, 234 Purdham Lane, Shenandoah Junction, WV 25442

Absent any provisions in the bylaws to the contrary, the number of directors constituting the full membership of the board of directors of this nonprofit corporation shall be five, and no person on said board of directors need be a resident of the State of West Virginia, a member of said corporation, or elected as such director.

Article VI

NAMES AND ADDRESSES OF INCORPORATORS

The names and addresses of each of the incorporators of this nonprofit are as follows, to-wit:

Christine Barton
5021 Landing Road
Elkridge MD 21075

Laura Jacobson
PO Box 361
Forest Hill, MD 21050

Article VII

MEMBERSHIP AND VOTING

The membership of this nonprofit corporation shall consist of all persons with evidence of title to one or more burial plots in the cemetery which the corporation is being formed to maintain, and the same cemetery which the former corporation of the same name was formed to establish.

Said cemetery is located within the outer boundaries of a certain two acre lot, tract, or parcel of land which was donated to the former nonprofit of the same name after it became a legal entity. Said two acre lot, tract, or parcel of land is situate on the waters of Road Run of Tanner Creek, approximately one-fourth mile east of the bridge over Tanner Creek on 3rd Run Road, in the Dekalb District, Gilmer County, West Virginia, and is more particularly bounded and described as follows, to-wit:

BEGINNING at the northwest corner of a concrete culvert over Crites Run on West Virginia Secondary Highway No. 20; thence N 40 E following north bank of Crites Run 400 feet to a steel post; thence W 20 N 75 feet to a steel post; thence S 40 W 400 feet to a steel post at north boundary of West Virginia Secondary Highway No. 20; thence S 40 E 100 feet to point of beginning, containing two acres, more or less.

The above-described two acre lot, tract, or parcel of land is known as Good Shepherd Cemetery.

VOTING. All provisions with respect to voting rights will be set forth in the Bylaws of said nonprofit corporation; or any amendment made thereto.

Article VIII

PROVISION FOR REGULATION AND MANAGEMENT OF INTERNAL AFFAIRS AND AMENDMENT OF THESE ARTICLES

BYLAWS. The bylaws of this nonprofit corporation shall be adopted by the initial board of directors. The power to alter, amend or repeal said Bylaws or adopt new Bylaws shall

be vested in the board of directors. The bylaws may contain any provision for the regulation and management of this corporation not inconsistent with the West Virginia Corporation Act, as amended, or these Articles of Incorporation.

AMENDMENT OF ARTICLES OF INCORPORATION. No amendment shall be made to these Articles of Incorporation without the written consent or affirmative vote of sixty-seven percentum (67%) of the members of this nonprofit corporation.

Article IX

CONCLUSION

We, the undersigned incorporators, for the purpose of forming this nonprofit corporation under the applicable laws of the State of West Virginia, do hereby make and file this Agreement.

Christine Gainer Barton

Laura Jacobson

State of West Virginia
County of Gilmer, to-wit

The foregoing Articles of Incorporation were acknowledged before me this
_____ day of _____, 2024, by Christine Gainer Barton.

State of West Virginia
County of Gilmer, to-wit

The foregoing Articles of Incorporation were acknowledged before me this
_____ day of _____, 2024, by Laura Jacobson.