

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

2015 JUN 17 AM 10:08
SECRETARY OF STATE
CORPORATIONS DIV

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is CHOICE BOOKS OF NORTHERN VIRGINIA, INC.
2. It is incorporated under the laws of THE COMMONWEALTH OF VIRGINIA
3. The date of its incorporation is JUNE 9, 1989
4. The address of its principal office is 10100 PIPER LANE; BRISTOW, VA 20136
5. The address of its proposed registered office in Rhode Island is 450 VETERANS MEMORIAL PARKWAY, SUITE 7A
(Street Address, not P.O. Box)
EAST PROVIDENCE, RI 02914 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is CT CORPORATION SYSTEM
(Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
TO PROVIDE WHOLESOME AND BIBLICAL READING MATERIAL TO THE GENERAL PUBLIC BY PLACING DISPLAYS
OF BOOKS IN RETAIL OUTLETS.

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7. The names and respective addresses of its directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	See attachment	
Director	See attachment	
Director	See attachment	
President	See attachment	
Vice President	See attachment	
Treasurer	See attachment	
Secretary	See attachment	

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: MAY 14, 2015

CHOICE BOOKS OF NORTHERN VIRIGINA, INC.

Print Exact Name of Corporation Making Application

J. Meiner Stoffer
Signature of President Vice President (check one)

Curtis E. Duff
Signature of Secretary Assistant Secretary (check one)

Choice Books of Northern Virginia, Inc.

Board Members and Officers

Name	Position
Paul Petersheim 904 Wes White Road Oakland, MD 21550	Chairman
David Kauffman 3091 Old Philadelphia Pike Bird-in-Hand, PA 17505	Vice-Chairman
Curtis Duff 10100 Piper Lane Bristow, VA 20136	Secretary
Rodger Byers 8655 Mission Home Road Free Union, VA 22940	Director
Joseph Miller 1729 Township Road 661 Dundee, OH 44624	Director
Jason Smoker 361 S. Lenover Rd. Atglen, PA 19310	Director
Michael Miller 6045 T.R. 419 Millersburg, OH 44654	Director
J. Mervin Stoltzfus 8005 Barron Farm Road Catlett, VA 20119	Director Vice President of Operations (Officer)
Bill Yoder 6830 Richardson Road Sarasota, FL 34240	Director
Owen Yoder 925 Orange Road Pratts, VA 22731-3104	Director
Melvin Zook 724 Bulltown Road Elverson, PA 19520	Director
Joe Bacher 10100 Piper Lane Bristow, VA 20136	President (Officer)
David E. Nisly, MBA 9049 Charity Lane Catlett, VA 20119	Treasurer Chief Financial Officer

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of CHOICE BOOKS OF NORTHERN VIRGINIA, INC. on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
May 22, 2015*

Joel H. Peck
Joel H. Peck, Clerk of the Commission

ARTICLES OF MERGER
OF
LIGHTHOUSE LITERATURE.

dem

a Virginia Non-Stock, Not-For-Profit Corporation

INTO

CHOICE BOOKS OF NORTHERN VIRGINIA, INC.,

dem

a Virginia Non-Stock, Not-For-Profit Corporation

Pursuant to the provisions of Title 13.1, Chapter 10, Article 11 of the Code of Virginia, 1950, as amended (the "Code"), Lighthouse Literature, a Virginia Non-Stock, Not-For-Profit Corporation ("LL"), and CHOICE BOOKS OF NORTHERN VIRGINIA, INC., a Virginia Non-Stock, Not-For-Profit Corporation as the surviving corporation ("CBNOVA"), hereby execute the following Articles of Merger:

ONE

The plan of merger (the "Plan of Merger"), pursuant to which LL shall merge into CBNOVA (the "Merger"), is attached hereto as **Exhibit A** and made a part hereof.

TWO

A. The Plan of Merger was submitted to the Board of Directors of LL on December 31, 2001, at a special meeting called for considering the Plan of Merger. A quorum existed, and the Plan of Merger was approved by the vote of a majority of the directors in office. LL has no members.

B. The Plan of Merger was submitted to the Board of Directors of CBNOVA on December 31, 2001, at a special meeting called for the purpose of considering the Plan of Merger.

A quorum existed, and the Plan of Merger was approved by the vote of a majority of the directors in office. CBNOVA has no members.

THREE

The effective time and date of the Merger shall be the close of business on December 31, 2001. for tax and accounting purposes only

Dated this 3rd day of January, 2002.

CHOICE BOOKS OF NORTHERN VIRGINIA, INC

By: *Simon Schrock*

Its President

LIGHTHOUSE LITERATURE

By: *Simon Schrock*

Its President

57046-1-MWR2349.WPD

**PLAN OF MERGER OF
LIGHTHOUSE LITERATURE WITH AND INTO
CHOICE BOOKS OF NORTHERN VIRGINIA, INC.**

1. Merger.

A. Parties. On the Effective Date (as defined below), LIGHTHOUSE LITERATURE, a Virginia non-stock, not-for-profit corporation ("LL"), shall be merged with and into CHOICE BOOKS OF NORTHERN VIRGINIA, INC., a Virginia non-stock, not-for-profit corporation ("CBNOVA") (the "Merger"), pursuant to the terms of this Plan of Merger ("Plan of Merger"). CBNOVA shall be the surviving corporation of the Merger (sometimes hereinafter referred to as the "Surviving Corporation").

B. Effective Date. The effective date and time of the Merger shall be the close of business on December 31, 2001, unless otherwise specified in the Articles of Merger submitted to the State Corporation Commission of the Commonwealth of Virginia (the "Effective Date").

2. Amendment, Termination and Abandonment.

A. Amendment. This Plan of Merger may be amended by mutual agreement of the Board of Directors of the parties at any time prior to issuance of the Certificate of Merger by the Virginia State Corporation Commission.

B. Termination and Abandonment. If the Closing does not occur by the close of business on December 31, 2001 (the "Abandonment Date"), the Merger and this Plan of Merger shall terminate on the Abandonment Date.

3. Terms and Effect of the Merger.

A. LL to Cease. When the Merger takes effect, the separate corporate existence of LL shall cease.

B. Title to Property. The title to all property owned by LL shall be deemed to be transferred to and vested in CBNOVA.

C. Articles of Incorporation and Bylaws. The articles of incorporation and bylaws of CBNOVA, as such articles of incorporation and bylaws exist immediately prior to the Merger, shall continue as the articles of incorporation and bylaws of CBNOVA following the Merger until otherwise amended by the Board of Directors of CBNOVA.

57046-1-MWR2348 WPD

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**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

January 7, 2002

The State Corporation Commission finds the accompanying articles submitted on behalf of

CHOICE BOOKS OF NORTHERN VIRGINIA, INC.

to comply with the requirements of law. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission. Each of the following:

LIGHTHOUSE LITERATURE

is merged into CHOICE BOOKS OF NORTHERN VIRGINIA, INC., which continues to exist under the laws of VIRGINIA with the name CHOICE BOOKS OF NORTHERN VIRGINIA, INC.. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on January 7, 2002.

STATE CORPORATION COMMISSION

By



Commissioner

ARTICLES OF INCORPORATION

OF

CHOICE BOOKS OF NORTHERN VIRGINIA, INC.

I hereby form a nonstock corporation under the provisions of the Virginia Nonstock Corporation Act, Chapter 10, Title 13.1 of the Code of Virginia, and adopt articles of incorporation of the Corporation as follows:

ARTICLE ONE

The name of the Corporation is CHOICE BOOKS OF NORTHERN VIRGINIA, INC.

ARTICLE TWO

The Corporation is organized and shall be operated exclusively for charitable, religious, and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The Corporation shall have all powers and authorities now or hereafter conferred upon nonstock, not-for-profit corporations organized under the laws of the Commonwealth of Virginia; provided, however, that (1) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its officers, directors, 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 above), and (2) no substantial part of the activities of the Corporation

ARTICLE SIX

Section 1. Limitation or Elimination of Liability. To the full extent that Virginia Code Section 8.01-220.1:1 (1988), as amended, and the Virginia Nonstock Corporation Act, as amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Corporation shall not be liable for damages in any proceeding against him.

Section 2. Indemnification for Liability. The Corporation shall indemnify any director or officer of the Corporation who is or was a party to any proceeding by reason of the fact that he is or was such a director or officer, and shall indemnify any director or officer of the Corporation who is or was serving at the request of the Corporation as a director, partner, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise, against all liabilities and expenses incurred in the proceeding, including attorney fees, except such liabilities and expenses as are incurred because of his willful misconduct or knowing violation of the criminal law.

Section 3. Determination to Indemnify. Subject to the provisions of Section 7 of this Article, a determination to indemnify a director or officer under Section 2 of this Article shall be made, in the first instance, by a majority vote of a quorum of the Board of Directors, such quorum consisting of disinterested directors. If a quorum of disinterested directors

cannot be obtained, then the determination shall be made by majority vote of a committee designated by the Board of Directors (in which designation interested directors may participate), the committee to consist solely of two or more disinterested directors. If such a committee cannot be designated, the determination shall be made by special legal counsel selected by a majority vote of a quorum consisting of disinterested directors, or, if the same cannot be obtained, selected by the committee described above. If neither a quorum consisting of disinterested directors or the committee described above can be obtained, the selection of special legal counsel shall be made by majority vote of the Board of Directors (in which selection interested directors may participate).

Section 4. Advances and Reimbursements of Expenses.

Once a determination to indemnify has been made pursuant to the provisions of Section 3 of this Article, the Corporation shall make advances for expenses of, and reimbursements for expenses incurred by, any director or officer in any proceeding described in Section 2 of this Article, upon receipt of an undertaking from the director or officer to repay the same if it is ultimately determined that he is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to his ability to make repayment. The director or officer also shall furnish the Corporation with a written statement of

his good faith belief that he has met the standard of conduct described in Va. Code § 13.1-876, as amended.

Section 5. Indemnification of Agents and Employees.

The Board of Directors is hereby empowered to cause the Corporation to indemnify and make advances and reimbursements to any person not specified in Section 2 of this Article who was or is a party to any proceeding by reason of the fact that he is or was an 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, employee benefit plan or other profit or non-profit enterprise, to the same extent as if such person was specified as one to whom indemnification is granted in Section 2. The provisions of Sections 2 through 4 of this Article shall be applicable to any indemnification, determination, advancements and reimbursements provided pursuant to this Section.

Section 6. Indemnification Insurance. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article, and also may procure insurance in such amounts as the Board of Directors may determine 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, employee benefit plan or other

profit or non-profit enterprise, against any liability asserted against or incurred by such person in any such capacity, or arising from his status as such, whether or not the corporation would have power to indemnify him against such liability under the provisions of this Article.

Section 7. New Majority of the Board of Directors. If there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification, or advancement or reimbursement of expenses with respect to any claim for indemnification, made pursuant to Sections 2 or 5 of this Article shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

Section 8. Applicability of this Article. The provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken, or failure to act, before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or

matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal. References in this Article to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

ARTICLE SEVEN

Upon the dissolution of the Corporation, the Board of Directors, after making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the corporation exclusively for the purposes of the Corporation, or shall distribute such assets to organization or organizations organized and operated exclusively for charitable, religious, and educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code, in such manner as the Board of Directors shall determine, except that, if Mission Interests Committee qualifies as such an organization as above-described, the assets shall be distributed to Mission Interests Committee. Any assets not so distributed shall be distributed by the appropriate court to any exempt organization or organizations to be used in such manner as in the judgment of the court will best accomplish the general purposes for which this Corporation was organized.

IN WITNESS WHEREOF, I have executed these articles of
incorporation on May 31, 1989.

Lynn K. Suter
(Incorporator)

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LKS/eep

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

June 9, 1989

The State Corporation Commission has found the accompanying articles submitted on behalf of

CHOICE BOOKS OF NORTHERN VIRGINIA, INC.

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective June 9, 1989.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By 
Commissioner

CORPACPT
CIS20407
89-06-08-0044



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

