***Articles of Incorporation Sample***

***Articles of Incorporation of  
Trustees of The Paint Branch Unitarian Universalist Church***

This is to certify:

The members over twenty-one years of age of the congregation of the Paint Branch Unitarian Universalist Church, theretofore an instrumentality of All Soul’s Church, Washington, D.C., with the encouragement, approval and support of All Soul’s Church and of the Greater Washington Committee for Unitarian Advance, took the following actions in a meeting duly held on the 15th day of April, 1956 for the purpose of organizing as an independent Unitarian congregation and electing persons to become a body corporate to act as trustee in the name and behalf of the congregation and to manage the estate, property, interest and inheritance of the same, pursuant to and with the rights and powers provided by Article 23 of the Annotated Code of the Public General Laws of Maryland (Flack, 1951):

1. Elected the following persons belonging to the congregation, who satisfy the statutory requirement that they be sober and discreet to serve for the terms respectively specified below and until their successors should be elected:

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| --- | --- |
| Ending March 31, 1959: | Dr. Anders S. Lunde Dr. James S. Conant Dr. John A. Farrell |
| Ending March 31, 1958: | Mr. Wm. R. Ahrendt Dr. Wm. E. Schmidt Miss Mary A. Thompson |
| Ending March 31, 1957: | Mr. Vanner T. Larson  Mr. Paul R. Miller Mrs. Harry E. Wolf |

1. Chose the Reverend A. Powell Davies, D.D., as minister, to serve as heretofore until such time as a successor may be chosen. As minister for the time being of this congregation, Dr. Davies becomes a member of the trustees in virtue of his ministry, as provided by Section 251 of Article 23 of the Annotated Code of the Public General Laws of Maryland (Flack, 1951).
2. Determined upon and adopted the following plan of organization:
   1. CONGREGATION NAME: The name of the congregation shall be: "Paint Branch Unitarian Universalist Church"
   2. CORPORATE NAME: The name of the corporation shall be: "Trustees of the Paint Branch Unitarian Universalist Church".
   3. PURPOSE: The Paint Branch Unitarian Universalist Church affiliates with the Unitarian Universalist Association and subscribes to the purpose of that Association, as stated in its bylaws; to diffuse the knowledge and promote the interests of religion. Nothing in this statement is to be construed as an authoritative test.
   4. ORGANIZATION AND GOVERNMENT: The Paint Branch Unitarian Universalist Church recognizes that its organization is congregational in policy, and that individual freedom of belief is inherent in the Unitarian Universalist tradition.
   5. MEMBERS AND VOTING QUALIFICATIONS: All persons who engage in the activities of the Paint Branch Unitarian Universalist Church and who have theretofore or hereafter signed the membership book of the congregation shall be members of the congregation. All members of the congregation who have attained the age of sixteen years, and who have met such other voting qualifications as the By-Laws may prescribe, shall be entitled to vote in any meeting of the congregation, except in conformity with the provisions of sections 256 and 264 of Article 23 of the Annotated Code of the Public General Laws of Maryland (1957), no member who has not attained the age of eighteen years shall be entitled to vote for the election of trustees or on any proposed amendment to these Articles.
   6. ANNUAL MEETINGS: There shall be an annual meeting of the congregation for the election of Trustees and transaction of other business prior to July 1 of each year on a date and at an hour and place fixed by the Trustees. Notice of the annual meeting shall be given by announcement at each regular service of the Church for two weeks preceding the meeting, and in writing to each member qualified to vote at that meeting by mailing at least fourteen days prior to the date of the meeting to the member’s address as it appears in the records of the Church. One tenth of the members qualified to vote, but not less than 30, shall constitute a quorum for the transaction of business. The trustees, by majority vote, may require a quorum of up to thirty percent of the members qualified to vote. A member who will be absent from the meeting and wishes to vote may notify the Secretary one week in advance of the meeting of such intent and may appoint another member to vote as proxy. A member may serve as proxy for only one member at that meeting. The Secretary must have the name of the member holding the proxy.

[reflects changes 11/28/2001]

Other meetings of the congregation may be held as provided for in the by-laws.

* 1. TRUSTEES: The Trustees shall have the duties and powers provided by law and exercise general supervision and direction of the affairs of the church.  
       
     There shall be nine trustees, exclusive of the minister. At the congregational meeting at which this plan is adopted three trustees are being elected to serve for a term ending March 31, 1957, and until their successors are elected; three for a term ending March 31, 1958, and until their successors are elected; and three for a term ending March 31, 1959, and until their successors are elected.  
       
     At each annual meeting of the congregation beginning in 1957, three persons shall be elected to fill, for the next three years and until their successors are elected, the positions of the three trustees whose terms expire that year. Beginning in the year 2002, terms of Trustees shall commence on the first day of July next following the Annual Meeting at which the Trustee is elected and shall end on June 30 of the third succeeding year. Such election shall be by ballot if the number of nominees exceeds the number of positions to be filled. Trustees so elected shall (a) satisfy the statutory requirements that they be sober and discreet, (b) be members who are entitled to vote in any meeting of the congregation, and c) shall not have served as Trustees for any more than one year immediately preceding the term for which elected.

[reflects changes 11/28/2001]

Any vacancy occurring in the position of any trustees before the expiration of the term for which he or she was elected shall temporarily be filled by election by the remaining trustees until the next annual meeting. If that term does not then expire, the vacancy shall be filled for the remainder of the unexpired term by election at such annual meeting in the manner in which other trustees are elected. Trustees so elected shall meet the requirements set forth in (a) and (b) of the preceding paragraph.  
  
Trustees may be removed by a two-thirds vote by ballot at an annual or other congregation meeting upon notice given as provided for the amendment of these Articles (paragraph III 9 (2)).  
  
The trustees shall elect their own presiding officer and make such rules for their own government as they may deem advisable, subject to the provisions hereof and of the By-Laws.

* 1. BY-LAWS: Subject to and in furtherance hereof of the congregation by two-thirds vote may adopt By-Laws providing for the further organization of the Church, a school of religion and other instrumentalities; the minimum contribution required to qualify a member for voting, the qualifications, selection, tenure and duties of a Secretary, Treasurer, and any other officer; the calling, notice and holding of congregation meetings other than the annual meeting; the giving of special notice of particular business to be transacted at an annual meeting; a corporate seal; and any other appropriate matter.
  2. AMENDMENTS: This plan of organization may be amended from time to time in the manner provided under Section 256 of Article 23 of the Annotated Code of the Public General Laws of Maryland (Flack, 1951), reading as follows:

"(1) The Trustees or a majority of them shall pass a resolution declaring that such amendment or amendments is or are advisable and calling a meeting of all persons above twenty-one years of age belonging to such Church, society or congregation to take action thereon."

"(2) Ten days written or printed notice stating the place, day, or hour of such meeting and the business proposed to be transacted thereat shall be given to each such person by leaving the same with him or at his residence or usual place of business or by mailing it postage prepaid and addressed as on the records of said Church, society or congregation."

"(3) If a majority of all such persons attending such meeting vote in favor of such amendment or amendments, articles of amendment setting forth the same and stating that the same has or have been duly advised by the trustees and adopted by such persons shall be signed and acknowledged in the name of the church, society or congregation by such of the trustees as shall be designated in the resolution declaring such amendment or amendments advisable, and the matters and facts set for (sic) in said articles of amendment shall be verified under oath by the chairman or secretary of the meeting of such persons at which such amendment or amendments was or were adopted."

"(4) Such articles of amendment, together with a copy thereof, shall be delivered for record by the trustees to the State Tax Commission in the manner and with the effect provided in Section 265 of this Article."

1. The members meeting as stated first above also directed that the trustees take the necessary steps to cause these Articles to be registered as provided in Section 265 of the Article 23 hereinbefore referred to; directed that the State Tax Commission be advised of the fact that a greater part of the members of the congregations reside in Prince Georges County and hence, under Section 265 of the aforesaid Article 23 a certified copy of these articles should be recorded in the appropriate court of that County; and directed that the appropriate officer shall provide and keep a good and sufficient record book for the registering of the corporation proceedings, and shall enter these articles therein.

In witness whereof the above-named trustees have signed and acknowledged these articles this l5th day of April, 1956.

Anders S. Lunde  
James S. Conant  
John A. Farrell  
Wm. R. Ahrendt  
Wm. E. Schmidt  
Mary A. Thompson  
Vanner T. Larson  
Paul R. Miller  
Virginia Wolf  
A. Powell Davies (ex officio)

NOTE: At a congregational meeting on May 29, 1960, these Articles were amended to change the name from College Park Unitarian Church to Paint Branch Unitarian Church. On April 23, 1989, at the annual congregational meeting, these articles were amended to change the name again to Paint Branch Unitarian Universalist Church. This printing of the Articles of Incorporation includes all changes and amendments made up to April 23, 1989.

May, 1989

NOTE: The above version of the Articles of Incorporation were scanned and transcribed by Dan Farrow on Saturday, November 05, 2005 from a hard copy version copied from the church administrator’s office. While an effort was made to transcribe the text accurately, a thorough review of the entire document should be made by several officers of the church to ensure complete accuracy.

NOTE: The above version of the Articles of Incorporation were converted into an HTML document by Mark Shute on Wednesday, August 20, 2014 from an electronic copy stored on Google Drive, provided by the Church Administrator. If this document differs from the official Articles of Incorporation in any way, the official document has precedence.