

# SHOEMAKER, WITT & BURNS

ATTORNEYS AT LAW

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420 West 5th Street  
P. O. Box 309  
HASTINGS, NEBRASKA 68902

D. Charles Shoemaker  
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Jeffrey F. Shoemaker

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E-mail: swblaw@pnpt.com

December 15, 2005

Mr. & Mrs. William B. Daily  
6403 Phillip Ct.  
Springfield, VA 22152

Dear Mr. and Mrs. Daily:

I am enclosing for the New Virginia Church Educational Foundation Inc. the following documents:

1. Articles of Incorporation
2. Bylaws
3. Minutes of the first organizational meeting
4. Release by Foundation of Methodist Church
5. copy of Quitclaim Deed (w/ reverter clause, prepared by Mr. Wilson's Attorney; original being sent directly to Mr. Wilson, and w/ Application for Variance, both of which need to be signed by Mr. Wilson)

I think that these documents will get the Foundation started, and will complete the transfer of the Church building and land from the Methodist Church to the Foundation.

If these documents are in acceptable form, please sign the Articles and Bylaws where your names are set forth, and send them on to the rest of the named parties for their signatures. Once they are signed, they should be returned to me, and I will take care of having the Articles of Incorporation filed with the Nebraska Secretary of State, so that the Foundation is then authorized to commence its operations. At that time it would then be appropriate to have the organizational meeting of the Foundation, authorizing the signing of the Release by the President, and the Application for Variance should be signed by the Wilsons and filed with the Webster County Clerk. Then after it has been approved by the County, the Deed should be signed by the Wilsons and returned to me for recording with the Webster County Register of Deeds. And the Release should also be returned to me for delivery to the Methodist Church.

I know that it is possible that you may not be able to return to Nebraska for the organizational meeting of the Foundation. Your presence is not required, although notice of that first meeting should be given as required by Nebraska law, or could be waived by your signing of the enclosed Waiver. In any event, the meeting could be held, and officers elected, including Bill, even though not present at the meeting, so long as there is

a quorum of the members, which is a majority of the total number of Directors, or 6 Directors. As an alternative, the Foundation Board of Directors can take action by unanimous consent. I have included with this letter a document granting that unanimous consent, which you may sign and send on for approval by the other Directors, if you think it appropriate. This document is not required, as the "Minutes of Meeting" document enclosed will verify the authorization of the necessary actions, if they are taken at a formal organizational meeting.

If you have any questions, please do not hesitate to give me a call. I look forward to completing this matter. Thank you.

Cordially,



D. Charles Shoemaker

encl.

cc: Mr. & Mrs. William B. Pearson  
Mrs. Bonnie Wilson  
Ms. Steva Jo Paus  
Mr. Vern Duncan

Mr. & Mrs. Kenneth Morrison  
Mr. Robert L. Wilson  
Ms. Laci Dinkler

BYLAWS  
OF  
NEW VIRGINIA CHURCH  
EDUCATIONAL FOUNDATION INC.

ARTICLE I. Offices

The principal place of doing business of the corporation in the State of Nebraska will be located at the site of the New Virginia Church in Webster County, Nebraska, with the registered office of the Corporation as set forth in the Articles of Incorporation. The corporation may have such other offices, either within or without the State of Nebraska as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The Corporation will have and continuously maintain a registered office and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. Members

Section 1. Members. The corporation will have no members.

ARTICLE III. Board of Directors

Section 1. General Powers. The affairs of the corporation will be managed by its Board of Directors. Directors need not be residents of the State of Nebraska.

Section 2. Number, Tenure and Qualifications. The number of Directors will initially be **ten (10)**. Each Director will hold office until the next annual meeting of the Board of Directors and until his successor will have been elected and qualified.

Section 3. Annual Meeting. An annual meeting of the Board of Directors will be held on June 15 in each year, at the hour of 7:00 p.m., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday, the meeting will be held on the next succeeding business day. If the election of Directors is not held on the day designated for any annual meeting, or at any adjournment thereof, the Board of Directors will cause the election to be held at a special meeting of the Directors as soon thereafter as convenient.

Section 4. Regular Meetings. The Board of Directors may provide by resolution the time and place, either within or without the State of Nebraska, for the holding of regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the board called by them.

Section 6. Notice. Notice of any special meeting of the Board of Directors will be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. If mailed, such notice will be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by telegram, such notice will be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting will constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice of waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section 7. Quorum. A majority of the Board of Directors will constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of a majority of the Directors present at meeting at which a quorum is present will be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.

Section 9. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a **two-thirds** majority of the remaining directors, but not less than a quorum of the Board of Directors. A Director elected to fill a vacancy will be elected for the unexpired term of his predecessor in office.

**Section 10. Compensation. Directors as such will not receive any stated salaries or other compensation for their services.**

Section 11. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors.

#### ARTICLE IV. Officers

Section 1. Officers. The officers of the corporation will be a President, one or more Vice Presidents (the number to be determined by the Board of Directors), a

Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it deems desirable, such officers to have the authority, and to perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the corporation will be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers will not be held at such meeting, such election will be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer will hold office until his successor will have been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President will be the principal executive officer of the corporation and will in general supervise and control all of the business and affairs of the corporation. He will preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation; and in general he will perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. First Vice President. In the absence of the President or in the event of his inability or refusal to act, the First Vice President (or in the event there be more than one Vice President, the Vice President, in the order of their election) will perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. Any Vice President will perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 7. Second Vice President. In the absence of the President and the First Vice President or in the event of their inability or refusal to act, the Second Vice President will perform the duties of the President, and when so acting, will have all the powers of and be subject to all the restrictions upon the President. Any**

**Vice President will perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.**

Section 8. Treasurer. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors determines. He will have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as are selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Secretary. The Secretary will keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 10. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

#### ARTICLE V. Committees

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the corporation; or amending, altering

or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by the committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at the meeting at which a quorum is present. Except as otherwise provided in such resolution, the President of the corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment and best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

## ARTICLE VI. Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation,

shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

#### ARTICLE VII. Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

#### ARTICLE VIII. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

#### ARTICLE IX. Seal

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal of New Virginia Church Educational Foundation Inc.".

#### ARTICLE X. Waiver of Notice

Whenever any notice is required to be given under the provisions of the Nebraska Nonprofit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### ARTICLE XI. Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special



meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

Adopted by the Board of Directors as the initial Bylaws of the Corporation on this \_\_\_\_\_ day of \_\_\_\_\_, 2005.

\_\_\_\_\_  
William B. Pearson

\_\_\_\_\_  
Rosalie A. Pearson

\_\_\_\_\_  
William B. Daily

\_\_\_\_\_  
Kenneth Morrison

\_\_\_\_\_  
Jean Morrison

\_\_\_\_\_  
Joanne E. Daily

\_\_\_\_\_  
Bonnie Wilson

\_\_\_\_\_  
Robert L. Wilson

\_\_\_\_\_  
Steva Jo Paus

\_\_\_\_\_  
Laci Dinkler

MINUTES OF THE FIRST MEETING OF  
NEW VIRGINIA CHURCH EDUCATIONAL FOUNDATION INC.

The following are the minutes of the first meeting of the NEW VIRGINIA CHURCH EDUCATIONAL INC., a Nebraska not for profit corporation, held at \_\_\_\_\_ on \_\_\_\_\_, 2006, said meeting having been held on the call of the Incorporators named in the Articles of Incorporation.

Present at the meeting were William B. Pearson, Rosalie A. Pearson, William B. Daily, Kenneth Morrison, Jean Morrison, Joanne E. Daily, Bonnie Wilson, Robert L. Wilson, Steva Jo Paus, and Laci Dinkler, who are the persons named as the Incorporators of the corporation in its Articles of Incorporation.

These Incorporators have filed their written waivers of notice and consents to the holding of this meeting which waivers and consents have been filed with the corporate records and are made a part of the minutes of this meeting.

On motion duly made, \_\_\_\_\_ was elected Chairman of the meeting and \_\_\_\_\_ was elected to act as Secretary.

The Chairman stated that nominations were in order for the election of Directors of the Corporation, and the following were so nominated:

William B. Pearson	Rosalie A. Pearson
William B. Daily	Kenneth Morrison
Jean Morrison	Joanne E. Daily
Bonnie Wilson	Robert L. Wilson
Steva Jo Paus	Laci Dinkler

There being no other nominations, on motion made, seconded, and unanimously carried, the person nominated to serve as Directors were duly elected to said position until their respective successors are duly elected. Each Director so elected, being present, accepted his or her office.

A document consisting of seven (7) pages entitled "Bylaws of New Virginia Church Educational Foundation Inc." was then presented to and considered by the Directors. After a review of such bylaws and a discussion of particular parts, on motion duly made and seconded, it was unanimously:

RESOLVED, that the bylaws presented to and considered at this meeting are adopted as the bylaws of this corporation.

On motion duly made and seconded, it was unanimously:

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RESOLVED, that a corporate seal, containing the words "New Virginia Church Educational Foundation Inc.", shall be obtained by the corporation and shall adopted as the corporate seal of the corporation, and the Secretary is instructed to impress such seal on the minutes of this meeting.

The Chairman stated that nominations were in order for the election of officers of the corporation, which would be a President, a Vice President, a Secretary, and a Treasurer. Thereafter, the following slate of officers was nominated:

President	William B. Daily
First Vice President	Kenneth Morrison
Second Vice President	Jean Morrison
Secretary	Steva Jo Paus
Treasurer	William B. Pearson

There being no other nominations, on motion made, seconded, and unanimously carried, the slate of officers nominated was duly elected to hold office until their respective successors are duly elected. Each officer so elected, being present, accepted his or her office.

The following motions were adopted:

RESOLVED, that this corporation establish in its name a deposit account with \_\_\_\_\_ Bank, \_\_\_\_\_, Nebraska, and that the following named officers of this corporation be and they hereby are, authorized to established such accounts; and

RESOLVED, that the following officers be, and they hereby are, authorized to withdraw funds of this Corporation from said account signed as provided herein, and said bank is hereby authorized to honor and pay any and all checks so signed, and

RESOLVED, that the Treasurer of this Corporation be, and he is hereby authorized to pay the expenses of incorporation and organization of this Corporation.

RESOLVED, that the Corporation is hereby authorized to accept the delivery of a Quitclaim Deed from Robert L. Wilson and Diana L. Wilson giving certain property to the Corporation upon which the New Virginia Church building is located, it being understood and agreed that said Deed contains a reverter clause providing that if the property ever ceases to be used for education, religious or charitable purposes or if the buildings and improvements upon the property ever fall into a state of disrepair or are abandoned, then the property shall revert to the grantors or their successors.

RESOLVED, that the President of the Corporation is hereby authorized to execute and deliver a Release, in the form heretofore presented to the Directors, to the Nebraska

Annual Conference of the United Methodist Church, releasing said Church from liability on account of the Corporation's use of the New Virginia Church building.

There being no further business to come before the meeting, on motion duly made, seconded, and unanimously carried, the meeting was adjourned.

---

Steva Jo Paus, Secretary

**APPLICATION FOR A VARIANCE TO THE REQUIREMENTS OF  
ZONING REGULATIONS**  
Webster County, Nebraska

This portion to be filled out completely by Applicant

1. Name of Applicant: Robert L. and Diana L. Wilson
2. Address of Applicant: 1353 Road 500, Bladen, NE 68928      3. Telephone No.: (402) 746-2605
4. Legal Description of real estate for which variance is requested: See full legal description on back  
of this page.
5. Variance requested (in addition to this written request, provide a sketch of the buildings, setbacks, etc. involved in this request on the back of this form):  
Conveyance of a tract containing less than 5 acres.
6. Explain why the strict application of the zoning regulations would produce an undue hardship: (a hardship must relate to peculiar characteristic(s) or situation of the property (land) and not the convenience of the owner / applicant):  
This tract is the former New Virginia Church property, which is to be conveyed to a non-profit corporation for renovation and preservation. It is a site of historic value to the community and will be renovated and maintained at private expense. The above legal description is the original site of the church.
7. Explain why such hardship is not shared generally by other properties in the same zoning district and in the same vicinity: This site is unique in its historic importance, its location, and its nature. The hardship pertaining to this property does not pertain to any other properties in the same vicinity.
8. Explain why the granting of the requested variance will not be of substantial detriment to adjacent property: \_\_\_\_\_  
The site has existed in its current location and configuration since 1902. There will be no change in use or function of any other property in the area affected by it. Renovation of the structure and grounds will be a benefit to the area.
9. I hereby certify that I have the legal authority to file this application, that I have completed and examined this application and know the same to be true and correct.

Signature of Applicant Robert L. Wilson.

Diana L. Wilson.

RELEASE

The New Virginia Church Educational Foundation (Releasor), for and in consideration of a Release of All Interest in the below-described property by the Board of Trustees of the Nebraska Annual Conference of the United Methodist Church, does, for itself, and its assigns, release and forever discharge the Nebeaska Annual Conference of the United Methodist Church (Releasee) and its assigns, from any claim, right, demand or cause of action of whatever kind or nature relating to certain real property, having the following legal description:

beginning at the North West Corner of the South West Quarter of Section Twenty Six (26), Township Three (3) North Range Twelve (12) West of the 6th P.M: Thence East Seven Rods, thence South Twenty-four Rods, thence west Seven Rods to Section line, thence North to the beginning, all in Webster County, Nebraska

As further consideration for making this Release, Releasor expressly agrees to indemnify and hold harmless the Releasee from any and every claim or demand of every kind or character which may ever be asserted by reason of liability associated with the above-described property, whether known or not, and which may after today appear or develop..

DATED this \_\_\_ day of \_\_\_\_\_, 2006.

NEW VIRGINIA CHURCH  
EDUCATIONAL FOUNDATION INC.

By: \_\_\_\_\_  
Its President

STATE OF NEBRASKA    )  
  ) ss  
COUNTY OF \_\_\_\_\_ )

The foregoing instrument was acknowledged before me on the \_\_\_\_\_ day of 2006, by \_\_\_\_\_, as President of the New Virginia Church Educational Foundation Inc.

\_\_\_\_\_  
Notary Public

WAIVER OF NOTICE  
OF  
MEETING OF BOARD OF DIRECTORS  
OF  
NEW VIRGINIA CHURCH  
EDUCATIONAL FOUNDATION INC.,

The undersigned, being the Directors of the New Virginia Church Educational Foundation Inc., a Nebraska not for profit corporation, hereby waive notice of the time, place and purpose of the first organizational meeting of the Directors of said Corporation, and consent that such meeting shall be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_ at \_\_\_\_\_ .M. at the offices of Shoemaker Witt & Burns, 420 West 5th Street, Suite 201, Hastings, Nebraska or at the New Virginia Church building, rural Webster County, Nebraska, as determined by the majority of the Directors of said Corporation, and further consent to the transaction of any business which may come before the meeting.

DATED as of the \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
William B. Pearson      Rosalie A. Pearson      William B. Daily

\_\_\_\_\_  
Kenneth Morrison      Jean Morrison      Joanne E. Daily

\_\_\_\_\_  
Bonnie Wilson      Robert L. Wilson      Steva Jo Paus

\_\_\_\_\_  
Laci Dinkler

CONSENT OF BOARD OF DIRECTORS  
OF  
NEW VIRGINIA CHURCH  
EDUCATIONAL FOUNDATION INC.,

The undersigned, being all of the Directors of New Virginia Church Educational Foundation Inc., a Nebraska not for profit corporation, acting pursuant to Section 21-1981 of the Nebraska NonProfit Corporation Act, hereby consent to the adoption of the following Resolutions:

RESOLVED, that the Corporation is hereby authorized, by the unanimous consent of the persons named below, to take those actions described in the *Minutes of the* First Meeting of New Virginia Church Educational Foundation Inc., without a meeting of the Directors of the Corporation, including the election of officers, opening of a bank account, the acceptance of a Quitclaim Deed and the execution and delivery of a Release to the United Methodist Church.

ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
William B. Pearson

\_\_\_\_\_  
Rosalie A. Pearson

\_\_\_\_\_  
William B. Daily

\_\_\_\_\_  
Kenneth Morrison

\_\_\_\_\_  
Jean Morrison

\_\_\_\_\_  
Joanne E. Daily

\_\_\_\_\_  
Bonnie Wilson

\_\_\_\_\_  
Robert L. Wilson

\_\_\_\_\_  
Steva Jo Paus

\_\_\_\_\_  
Laci Dinkler



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E-mail: swblaw@pnpl.com

D. Charles Shoemaker  
Richard C. Witt  
Michael P. Burns  
Jeffrey F. Shoemaker

February 15, 2006

To the Directors of the  
New Virginia Church Educational Foundation Inc.

The enclosed Articles of Incorporation for the New Virginia Church Educational **Foundation Inc.** have now been filed with the Nebraska Secretary of State. That Corporation is now legally authorized to conduct business in Nebraska. It is now appropriate to have the organizational meeting of the Foundation, authorizing the signing by the President of the Release required by the United Methodist Church, and the Application for Variance should be signed by the Wilsons and filed with the Webster County Clerk. Then after it has been approved by the County, the Quitclaim Deed should be signed by the Wilsons (I sent the original of the Deed in my previous letter, but I am also enclosing another copy of that Deed with this letter) and returned to me for recording with the Webster County Register of Deeds. And the Release should also be returned to me for delivery to the Methodist Church.

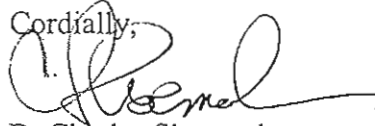
I previously sent to each of you documents accomplishing those matters, and am enclosing new copies of each of those documents, as follows:

1. Minutes of the first organizational meeting
2. Release by Foundation of Methodist Church
3. Quitclaim Deed
4. Application for Variance

As noted in my previous letter to you, it may not be possible that all of you are able to attend the organizational meeting of the Foundation. The presence of all of you is not required, although notice of that first meeting should be given as required by Nebraska law (2 days required advance notice), or could be waived by your signing of the enclosed Waiver. In any event, the meeting could be held, and officers elected (including Mr. Daily, even though not present at the meeting), so long as there is a quorum of the members present, which is a majority of the total number of Directors, or 6 Directors. As an alternative, the Foundation Board of Directors can take action by unanimous consent. I have included with this letter a document granting that unanimous consent, which you may sign and send on for approval by the other Directors, if you think it appropriate. This document is not required, as the "Minutes of Meeting" document enclosed will verify the authorization of the necessary actions, if they are taken at a formal organizational meeting.

I have also enclosed my statement for professional services rendered in this matter. If you have any questions, please do not hesitate to give me a call. Thank you.

Cordially,

A handwritten signature in black ink, appearing to read "D. Shoemaker", written over the word "Cordially,".

D. Charles Shoemaker

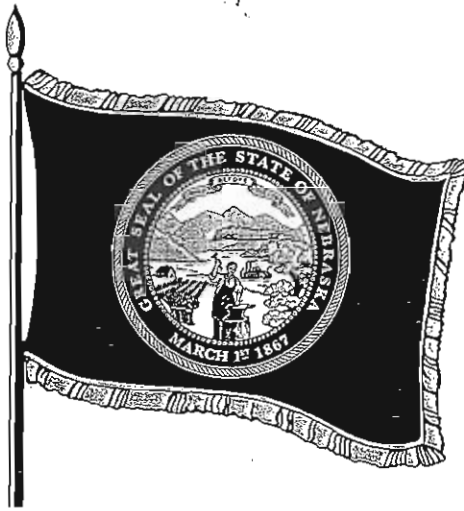
encl.

cc: Mr. & Mrs. William B. Daily  
Mr. & Mrs. William B. Pearson  
Mrs. Bonnie Wilson  
Ms. Steva Jo Pau

Mr. & Mrs. Kenneth Morrison  
Mr. Robert L. Wilson  
Ms. Laci Dinkler  
Mr. Vern Duncan

STATE OF

NEBRASKA



United States of America,  
State of Nebraska } ss.

Department of State  
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;

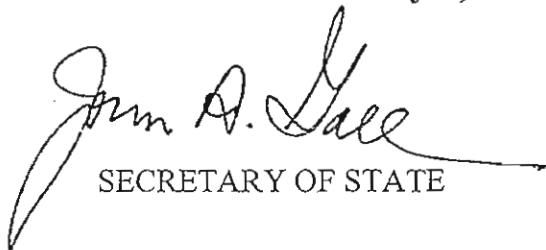
the attached is a true and correct copy of Articles of Incorporation of

**NEW VIRGINIA CHURCH EDUCATIONAL FOUNDATION INC.**

with its registered office located in CAMPBELL, Nebraska, as filed in  
this office on February 8, 2006.

In Testimony Whereof,

I have hereunto set my hand and  
affixed the Great Seal of the State  
of Nebraska on February 8, 2006.

  
SECRETARY OF STATE



ARTICLES OF INCORPORATION  
OF  
NEW VIRGINIA CHURCH EDUCATIONAL FOUNDATION INC.

The undersigned persons being of the age of majority and acting as Incorporators of the Corporation under the Nebraska Nonprofit Corporation Act adopt the following Articles of Incorporation for such Corporation:

ARTICLE I  
Name

The name of the Corporation is New Virginia Church Educational Foundation Inc.

ARTICLE II  
Duration

The period of the Corporation's duration is perpetual.

ARTICLE III  
Purposes

The 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Specifically, the Corporation is organized to conduct activities of a charitable, cultural and educational nature for the public benefit by purchasing and restoring the former New Virginia Church building located in rural Webster County, Nebraska and using the same for educational and community purposes and the promotion of social welfare.

ARTICLE IV  
Powers

The Corporation shall have and exercise all powers and rights conferred upon not-for-profit corporations by the Nebraska Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts; and, in addition thereto, the Corporation shall have and exercise all powers and rights, not otherwise denied not-for-profit corporations by the laws of the State of Nebraska, as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes set forth in Article III above.

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 in Article III above. 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 or in opposition to any candidate for public office. Notwithstanding any other provisions 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 Code, or the 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 Code, or the corresponding section of any future federal tax code.

#### ARTICLE V Bylaws to Regulate Internal Affairs

The Bylaws of the Corporation shall regulate the internal affairs of the Corporation, except any provisions hereinafter set forth for the distribution of assets on dissolution or final liquidation.

#### ARTICLE VI Distribution of Assets on Dissolution or Final Liquidation

The Corporation is irrevocably dedicated to and operated exclusively for the purposes above stated, and no part of the income or assets of the Corporation shall be distributed or inure to the benefit of any private individual. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as shall at the time qualify under Section 501(c)(3) of the Code, or to such organization or organizations as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine.

#### ARTICLE VII No Power to Influence Legislation

The Corporation shall not participate in any political campaign for or against any candidate for public office or devote a substantial part of its activities to influencing legislation.

ARTICLE VIII  
Board of Directors

The number of directors constituting the Board of Directors shall be not more than ten (10).

ARTICLE IX  
Removal of Directors

At any meeting of the Board of Directors, any one or more of the directors may be removed from the Board of Directors with or without cause by a vote of the majority of the directors; and a successor may be elected in the manner specified in the Bylaws. Any director whose removal has been proposed shall be given an opportunity to be heard at the meeting.

ARTICLE X  
Corporation to Have No Members

The Corporation shall have no members.

ARTICLE XI  
Registered Agent

The registered agent of the Corporation shall be William B. Pearson and the address of the registered office is Post Office Box 219, Campbell, Nebraska 68932.

ARTICLE XII  
Public Benefit Corporation

The Corporation is a public benefit corporation.

ARTICLE XIII  
Incorporators

The name and address of each Incorporator is as follows:

William B. Pearson P.O. Box 219 Campbell, NE 68932	Rosalie A. Pearson P.O. Box 219 Campbell, NE 68932	William B. Daily 6403 Phillip Ct. Springfield, VA 22152
Kenneth Morrison 30471 Rd C Glenvil, NE 68941	Jean Morrison 30471 Rd C Glenvil, NE 68941	Joanne E. Daily 6403 Phillip Ct. Springfield, VA 22152

Bonnie Wilson  
1355 Road 500  
Bladen, NE 68928

Robert L. Wilson  
1353 Road 500  
Bladen, NE 68928

Steva Jo Paus  
400 Road 3045  
Fairfield, Nebraska 68938

Laci Dinkler  
539 Road P  
Bladen, NE 68928

DATED this 7<sup>th</sup> day of February, 2006.

Incorporators,

William B. Pearson Rosalie A. Pearson William B. Daily  
William B. Pearson      Rosalie A. Pearson      William B. Daily

Kenneth Morrison Jean Morrison Joanne E. Daily  
Kenneth Morrison      Jean Morrison      Joanne E. Daily

Bonnie Wilson Robert L. Wilson Steva Jo Paus  
Bonnie Wilson      Robert L. Wilson      Steva Jo Paus

Laci Dinkler  
Laci Dinkler



STATE OF NEBRASKA ♦ SECRETARY OF STATE'S OFFICE  
1445 "K" ST. • STATE CAPITOL SUITE 1301 • LINCOLN, NE • 68509  
BUSINESS SERVICES DIVISION

CORPORATIONS

P.O. BOX 94608  
(402) 471-4079

JOHN A. GALE  
Secretary of State

UNIFORM COMMERCIAL CODE

P.O. BOX 95104  
(402) 471-4080

February 8, 2006

NOTARY

P.O. BOX 95104  
(402) 471-2558

DEBBIE PESTER  
Deputy Secretary of State

SHOEMAKER, WITT & BURNS  
ATTN: D. CHARLES SHOEMAKER  
420 WEST FIFTH STREET  
PO BOX 309  
HASTINGS, NE 68902

**ACKNOWLEDGEMENT OF FILING**

The attached documents were filed with the Nebraska Secretary of State's Office, Corporation Division. A label has been affixed to each filing signifying the filing stamp for the Nebraska Secretary of State's Office, Corporation Division. This filing label indicates the date and time of the filing and also references a document number that can be used to reference this filing in the future.

**ACKNOWLEDGEMENT OF FILING FEES RECEIVED**

Action/Service	Company/Entity Name	Fee Received
Articles Perpetual	NEW VIRGINIA CHURCH EDUCATIONAL FOUNDATION INC.	10.00
Per Page Charge	NEW VIRGINIA CHURCH EDUCATIONAL FOUNDATION INC.	20.00
Certificate	NEW VIRGINIA CHURCH EDUCATIONAL FOUNDATION INC.	10.00
	Total Fees Received	\$40.00

GINA  
Filing Officer



NEBRASKA DOCUMENTARY  
STAMP TAX  
Date 4-24-06  
S. 2.25 By AS

State of Nebraska } ss.  
County of Webster }  
Entered on the  
numerical index and filed for record in the  
Clerk's office of said county this 24 day  
of April A.D. 2006, at 9:17  
o'clock A.M. Recorded in Book 2006  
on Page 872  
Jonié Buchanan County Clerk  
S. So Deputy  
Ind. Comp. Assessor Carded

QUITCLAIM DEED

ROBERT L. WILSON and DIANA L. WILSON, Husband and Wife, Grantors,

in consideration of One and no/100 --- (\$1.00) --- Dollar and Other Valuable Consideration, receipt of which is hereby acknowledged, quit-claims and conveys to

NEW VIRGINIA CHURCH EDUCATIONAL FOUNDATION, a Nebraska non-profit corporation, Grantee, the following described real estate (as defined in Neb. Rev. Stat. §76-201) in Webster County, Nebraska:

A parcel of land in the Southwest Quarter (SW¼) of Section Twenty-six (26), Township Three (3), North, Range Twelve (12), West of the 6<sup>th</sup> P.M. in Webster County, Nebraska, described as follows:

Beginning at the Northwest corner of said Southwest Quarter (SW¼), thence East seven (7) rods; thence South twenty-four (24) rods; thence West seven (7) rods to the Section line; thence North to the point of beginning, containing approximately one (1) acre, more or less.

If the Grantee shall at any time cease to use the property for educational, religious, or charitable purposes, or if the Grantee shall allow the buildings and improvements on the property to fall into a state of disrepair or abandon the property, then the property and all improvements thereon shall revert to the Grantors or to their successors in interest.

Executed: ~~December~~ <sup>March</sup> 13, ~~2005~~ <sup>2006</sup>.

Robert L. Wilson  
Robert L. Wilson.  
Diana L. Wilson  
Diana L. Wilson.

STATE OF NEBRASKA )  
                                  ) ss.  
WEBSTER COUNTY        )

The foregoing instrument was acknowledged before me on ~~December~~ <sup>March</sup> 13, 2005 by Robert L. Wilson and Diana L. Wilson, Husband and Wife. <sub>2006</sub>

GENERAL NOTARY - State of Nebraska  
CINDY TIMM  
My Comm. Exp. March 27, 2009

Cindy Timm  
Notary Public.