



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-EZ**Department of the Treasury
Internal Revenue Service**Short Form**
Return of Organization Exempt From Income TaxUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)

► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form.

► The organization may have to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-1150

2009**Open to Public
Inspection****A** For the 2009 calendar year, or tax year beginning

, 2009, and ending

, 20

B Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

Please
use IRS
label or
print or
type.
See
Specific
Instruc-
tions.**C** Name of organizationSt. JOHN'S Church Charitable Trust

Number and street (or P.O. box, if mail is not delivered to street address)

100 W Queens Way

City or town, state or country, and ZIP + 4

Hampton, VA 23669

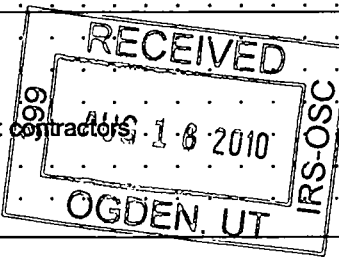
Room/suite

D Employer identification number35-2197504**E** Telephone number757-722-2567**F** Group Exemption

Number ►

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach
a completed Schedule A (Form 990 or 990-EZ).**G** Accounting Method. ☒ Cash ☐ Accrual
Other (specify) ►**H** Check ☐ if the organization is not
required to attach Schedule B (Form 990,
990-EZ, or 990-PF).**I** Website: ►**J** Tax-exempt status (check only one) — ☒ 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**K** Check ☒ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A
Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return.**L** Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ ► \$ 11,894**Part I** Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	<u>250</u>
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	
	4	Investment income	4	<u>4233</u>
	5a	Gross amount from sale of assets other than inventory	5a	<u>1426</u>
	b	Less: cost or other basis and sales expenses	5b	<u>4746</u>
	5c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	<u>(3320)</u>
	6	Special events and activities (complete applicable parts of Schedule G). If any amount is from gaming, check here <input type="checkbox"/>		
	a	Gross revenue (not including \$ _____ of contributions reported on line 1)	6a	
b	Less: direct expenses other than fundraising expenses	6b		
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c		
7a	Gross sales of inventory, less returns and allowances	7a		
b	Less: cost of goods sold	7b		
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c		
8	Other revenue (describe ► _____)	8		
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	<u>1203</u>	
Expenses	10	Grants and similar amounts paid (attach schedule)	10	<u>13300</u>
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	
	13	Professional fees and other payments to independent contractors	13	
	14	Occupancy, rent, utilities, and maintenance	14	
	15	Printing, publications, postage, and shipping	15	
	16	Other expenses (describe ► _____)	16	
	17	Total expenses. Add lines 10 through 16	17	<u>13300</u>
Net Assets	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	<u>(12,097)</u>
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	<u>110,412</u>
	20	Other changes in net assets or fund balances (attach explanation)	20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	<u>98315</u>

**Part II** Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.

(See the instructions for Part II.)

	(A) Beginning of year	(B) End of year
22 Cash, savings, and investments	<u>110,412</u>	22 <u>98,315</u>
23 Land and buildings	<u>0</u>	23
24 Other assets (describe ► _____)	<u>0</u>	24
25 Total assets	<u>110,412</u>	25 <u>98,315</u>
26 Total liabilities (describe ► _____)	<u>0</u>	26
27 Net assets or fund balances (line 27 of column (B) must agree with line 21)	<u>110,412</u>	27 <u>98,315</u>

Part III **Statement of Program Service Accomplishments** (See the instructions for Part III.)

What is the organization's primary exempt purpose? Provide Funds for charitable and missionary purposes
Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others.)

28 Grants were made to Local Churches and nonprofit social service organizations which provide assistance to the elderly and needed.

(Grants \$ 13,300.00) If this amount includes foreign grants, check here ☐

28a

29

(Grants \$ _____) If this amount includes foreign grants, check here ☐

29a

30

(Grants \$ _____) If this amount includes foreign grants, check here ☐

30a

31 Other program services (attach schedule)

(Grants \$) If this amount includes foreign grants, check here ☐

31a

32 Total program service expenses (add lines 28a through 31a)

32

Part IV List of Officers, Directors, Trustees, and Key Employees. List each one even if not compensated. (See the instructions for Part IV.)

[illegible]

Part V Other Information (Note the statement requirements in the instructions for Part V.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity		X
34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	X	
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T.		
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N		X
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ 37a <u>0</u>		
b Did the organization file Form 1120-POL for this year?	N/A	
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?		X
b If "Yes," complete Schedule L, Part II and enter the total amount involved 38b		
39 Section 501(c)(7) organizations. Enter:		
a Initiation fees and capital contributions included on line 9 39a		
b Gross receipts, included on line 9, for public use of club facilities 39b		
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ <u>0</u> ; section 4912 ▶ <u>0</u> ; section 4955 ▶ <u>0</u>		
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I		X
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ <u>0</u>		
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ▶ <u>0</u>		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		X
41 List the states with which a copy of this return is filed. ▶ <u>N/A</u>		
42a The organization's books are in care of ▶ <u>Charles Edmonson</u> Telephone no. ▶ <u>757-722-2567</u> Located at ▶ <u>100 W Queens Way, Hampton, VA</u> ZIP + 4 ▶ <u>23665</u>		
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
If "Yes," enter the name of the foreign country: ▶ _____		
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts .		
c At any time during the calendar year, did the organization maintain an office outside of the U.S.?		X
If "Yes," enter the name of the foreign country: ▶ _____		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 43 <input type="checkbox"/>		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ		X
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ		X

Part VI **Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

- 46** Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I **46** ☐ Yes ☒ No
- 47** Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II **47** ☐ Yes ☒ No
- 48** Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E **48** ☐ Yes ☒ No
- 49a** Did the organization make any transfers to an exempt non-charitable related organization? **49a** ☐ Yes ☒ No
- b** If "Yes," was the related organization a section 527 organization? **49b** ☐ Yes ☒ No
- 50** Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."


(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000 **0**

- 51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over \$100,000 **0**

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
	 Signature of officer		Date 5/9/10	
Paid Preparer's Use Only	Type or print name and title Charles Edmonson, President			
	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4		EIN	Phone no.

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☒ No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

St. John's Church Charitable Trust

Employer identification number

35-2197504

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☒ Type III—Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**.

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? ☐
- (ii) A family member of a person described in (i) above? ☐
- (iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐


	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
<i>St. John's Episcopal Church</i>	<i>54-0519598</i>	<i>1</i>	<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<input checked="" type="checkbox"/>		<i>5,800.00</i>
Total									<i>5,800.00</i>

Attachment to Form 990-EZ
Of
St. John's Church Charitable Trust

Attached are conformed copies of the trust's "Amended and Restated Articles of Incorporation, and the trust's "Amended Bylaws I certify that these copies are complete and accurate copies of the original documents


_____, President
Charles D Edmonson

Date 8/9/10

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. JOHN'S CHURCH CHARITABLE TRUST

I
NAME

The name of the Corporation is "ST. JOHN'S CHURCH CHARITABLE TRUST".

II
PURPOSES AND POWERS

The Corporation is organized and shall be operated exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation is intended to constitute an integrated auxiliary of St. John's Episcopal Church in Hampton, Virginia ("St. John's Church"), pursuant to Section 508(c)(1)(A) of the Code, and this document should be interpreted and applied accordingly. The Corporation shares the religious doctrines, principles, disciplines, and practices of St. John's Church.

The Corporation shall be operated solely for the benefit of and to carry out the purposes of St. John's Church, and shall acquire and establish a perpetual fund for charitable and missionary purposes of St. John's Church. The Corporation may pay the income from such fund either to the Vestry of St. John's Church or directly to appropriate recipients selected by the Corporation. No part of the income from this fund shall be used for the operating or capital requirements of St. John's Church.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation or to any other private individual, and no funds shall be used to benefit any individual in any way contrary to the charitable or missionary purposes for which they are intended. Funds, however, may be used to employ persons, firms or corporations for any of its purposes at reasonable rates of compensation. The activities of the Corporation shall not include carrying on of propaganda or otherwise attempting to influence legislation, except as and to the extent permitted by the provisions of the Code or any future United States internal revenue law, for organizations exempt from tax under Section 501(c)(3) of that Code, or any successor provision. The Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities which are prohibited activities for any corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law.

III
ANNUAL REPORT TO VESTRY

The Corporation shall report annually to the Vestry on its financial affairs as well as its general operations, activities and direct charitable distributions.

IV
NO MEMBERS

The Corporation shall have no Members.

V
BOARD OF DIRECTORS

The number of persons constituting the Board of Directors shall be fixed by the Vestry of St. John's Church, but shall be not less than three (3) nor more than ten (10). The Rector of St. John's Church shall serve as an additional ex officio Director with the same vote as other Directors. The following persons constitute the current Board of Directors of the Corporation:

<u>Name</u>	<u>Address</u>
Frederic T. Bockoven	35 Adriatic Avenue Hampton, Virginia 23664
W. R. Scott Curtis, Jr.	12 Riding Path Hampton, Virginia 23669
Frank A. Edgar, Sr.	84 Algonquin Road Hampton, Virginia 23661
Charles D. Edmonson (Chairman)	3005 Chesapeake Avenue Hampton, Virginia 23661
Hansford C. Haufler	140 Columbia Avenue Hampton, Virginia 23669
Donna Mae Siderius (Rector)	100 West Queen's Way Hampton, Virginia 23669

The activities and affairs of the Corporation shall be managed by the Board of Directors, who shall serve without compensation and shall have the sole voting power. Only communicants in good standing of St. John's Church shall be members of the Board of Directors. With the exception of the Rector, whose term on the Board of Directors shall coincide with his term as Rector of St. John's Church, members of the Board of Directors shall serve for staggered five (5) year terms. Any Director who has served in such capacity during an immediately preceding term for three (3) or more years shall not be eligible to succeed himself. Following the

lapse of one (1) year or more, a person who was formally a Director may be elected to serve again as a member of the Board of Directors. The Vestry of St. John's Church shall elect the members of the Board of Directors, other than the ex officio Director, at its December meeting each year and these persons shall take office on the following January 1. The Vestry also shall fill any vacancies occurring on the Board for the unexpired term of any Director who dies, resigns or is removed.

Any member of the Board of Directors may be removed summarily with or without cause at any time by resolution passed by an affirmative vote of the majority of the Vestry. The term of office of any removed Director shall terminate immediately upon such removal.

VI DISSOLUTION

Upon any dissolution of the Corporation, its assets shall be applied and distributed as follows:

(a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged or adequate provision shall be made to address the same.

(b) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements (but in no event will any net earnings of the Corporation be paid with any returned assets). All other assets received and held by the Corporation shall be paid to St. John's Church, or any successor church, for use exclusively in its charitable and missionary programs consistent with the provisions of Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law. If St. John's Church or its successor church is not then in existence or does not qualify as a tax exempt organization under the provisions of Section 501(c)(3) of the Code or in the corresponding provision of any future United States internal revenue law, said assets shall be paid to the Episcopal Diocese of Southern Virginia, or its successor, exclusively for use in Diocesan outreach programs if that Diocese then exists and is a tax exempt organization under the provisions of Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law. If none of the foregoing entities exist and qualify for receipt of the Corporation's assets, then the remaining assets shall be paid to such other organization organized for religious purposes and described within Section 501(c)(3) of the Code or any successor provision as the Board of Directors may determine.

VII INDEMNIFICATION

(a) The Corporation shall indemnify, defend and hold harmless any person, who was or is a party or is threatened to be made a party to any threatened pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including an action or suit by or in the right of the Corporation to procure a judgment in its favor), by reason of the fact that he 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, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against judgments, fines and amounts paid in settlement in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation. The termination of any action, suit or proceeding by judgment, order or settlement shall not of itself create a presumption that the person did not act in good faith and in a manner he or she reasonably believed to be in the best interests of the Corporation.

(b) Notwithstanding the provisions of subsection (a) above, no indemnification shall be made in an action or suit by or in the right of the Corporation to procure a judgment in its favor in respect of any claim, issue or matter as to which such person shall have been finally adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication or liability, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification.

(c) To the extent that any such person has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in subsection (a) or (b) above, or in defense of any claim, issue or matter herein, he shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under the foregoing provisions (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of any such person is proper under the circumstances because he has met the applicable standard of conduct set forth in such subsection. Such determination shall be made either (i) by the Board of Directors, by a majority vote of a quorum of the members of the Board who were not parties to such action, suit or proceeding, or (ii) by independent legal counsel in a written opinion, if such quorum is not obtainable, or even if obtainable, if a quorum of the Board of Directors consisting of disinterested members so directs. If the determination is to be made by the Board of Directors, reliance on the advice of independent counsel shall be permitted as to all questions of law.

(e) Expenses incurred in defending an action, suit or proceeding, whether civil, criminal or administrative or investigative, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in subsection (d) above, upon receipt of an undertaking, by or on behalf of the Director, officer, employee or agent to repay such amount unless it ultimately shall be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(f) Every reference herein to a Director, officer, employee or agent shall include former Directors, officers, employees and agents, and their respective heirs, executors and administrators. The right of indemnification hereby provided shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation should not have

power to indemnify such Director, officer, employee or agent under the provisions of this Article.

VIII
VESTRY TO APPROVE BYLAWS

Prior to becoming effective, any Bylaws adopted by the Corporations shall first be approved by the Vestry of St. John's Church. Thereafter, if the Corporation amends said Bylaws, such amendments shall not become effective until they have been reported in writing to the Vestry of St. John's Church and approved by the Vestry and further provided that said report is delivered to said Vestry within sixty (60) days following the adoption of any such amendments.

IX
AMENDMENTS

These Articles of Incorporation can be amended only by the vote of at least two-thirds (2/3) of the Directors in office with the approval by the vote of at least two-thirds (2/3) of the members of the Vestry of St. John's Church given at any regular or special meeting of said Vestry.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK

SIGNATURES FOLLOW

APPROVED BY VESTRY OF ST. JOHN'S
EPISCOPAL CHURCH ,

Date: _____

By: _____
Secretary of the Vestry

ATTEST:

Senior Warden of the Vestry

ADOPTED AND APPROVED
BY BOARD OF DIRECTORS

Date: _____

By: _____
Secretary of the Board

ATTEST:

President of the Board

40512704

AMENDED BYLAWS
OF
ST. JOHN'S CHURCH CHARITABLE TRUST

ARTICLE I

Purpose

Section 1. The affairs and activities of St. John's Church Charitable Trust (the "Corporation") shall be carried out at all times for the purposes and in accordance with the terms set forth in its Articles of Incorporation and these Bylaws, and in conformity with all applicable provisions of the Internal Revenue Code of 1986, as amended, (the "Code") affecting nonprofit organizations qualified under Section 501(c)(3) of the Code.

The Corporation shares the religious doctrines, principles, disciplines and practices of St. John's Episcopal Church in Hampton, Virginia ("St. John's Church"). The purpose of the Corporation shall be to acquire and establish a perpetual fund for use for charitable and missionary purposes and to pay the income from such fund either to the Vestry of St. John's Church or directly to appropriate recipients selected by the Corporation. No part of the income from this fund shall be used for the operating or capital requirements of St. John's Church.

ARTICLE II

Members

The Corporation shall have no members.

ARTICLE III

Directors

Section 1. General Powers. The business and affairs of the Corporation shall be managed by the Board of Directors.

Section 2. Number, Qualification and Term. Only communicants in good standing of St. John's Church shall be members of the Board of Directors. The Members of the Board of Directors shall be not less than three (3) and not more than ten (10) as determined and elected by the Vestry of St. John's Church (the "Vestry"). With the exception of the members of the initial Board of Directors whose terms were staggered from one (1) to five (5) years and with the exception of the Rector, whose term on the Board of Directors shall coincide with his term as Rector of St. John's Church, members of the Board of Directors shall serve for five (5) year terms. Any Director who has served in such capacity during an immediately preceding term for three (3) or more years shall not be eligible to succeed himself. Following the elapse of one (1) year or more, a person who was formerly a Director may be elected to serve again as a member of the Board of Directors. The Rector of St. John's Church shall serve as an additional ex officio Director with the same vote as other Directors.

The Vestry of St. John's Church shall elect the members of the Board of Directors, other than the ex officio Director, at its December meeting each year and these persons shall take office on the following January 1. The Vestry also shall fill any vacancies occurring on the Board for the unexpired term of any Director who dies, resigns or is removed.

Any member of the Board of Directors may be removed summarily with or without cause at any time by resolution passed by an affirmative vote of the majority of the Vestry. The term of office of any removed Director shall terminate immediately upon such removal.

Section 3. Quorum. A majority of the Board of Directors duly elected, qualified and serving as such at the time of any meeting shall constitute a quorum for the transaction of business, but if less than a quorum is present in person or by proxy, the meeting may be adjourned from time to time by a majority of the Directors present, without notice other than by announcement at the meeting, until a quorum is present in person or by proxy.

Section 4. Annual Meetings. The annual meeting of the Board of Directors shall be held at the principal office of the Corporation in the City of Hampton, Virginia, or at such other place as may be designated in the notice thereof. The annual meeting shall be held in January of each year or at such, other time and on such other date as may be designated in the notice thereof.

Section 5. Special Meeting. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any two (2) members of the Board of Directors. At a special meeting, no business shall be transacted and no corporation action shall be taken other than that mentioned in the notice of such meeting.

Section 6. Notice of Meetings. Notice of the time and place of every special meeting of the Board of Directors shall be given at least three (3) days prior thereto to each Director. Such notice may be given by U. S. mail, telephone, voice mail, electronic mail, or such other form of notice as permitted by statute, from time to time. The annual meeting and all regular meetings may be held without notice. Special meetings may be held without notice if all Directors are present or if notice is waived by those not present.

ARTICLE IV Officers

Section 1. Election. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected as provided in Section 3 of this Article. All officers shall be elected at the annual meeting of the Board of Directors and shall hold office until the next regular annual meeting of the Board of Directors or until their successors are elected and qualify or until their removal by the Board of Directors. The President shall be chosen from the Directors but no other officer need be a Director. Any two offices may be combined in any person except that the President and Secretary shall not be the same person.

Section 2. Removal. Any officer of the Corporation may be removed summarily with or without cause at any time by resolution passed by an affirmative vote of a majority of the

Directors. The Board of Directors may fill any vacancies occurring among the officers of the Corporation.

Section 3. Other Officers. Other officers, including one or more Vice Presidents and one or more Assistant Secretaries or Assistant Treasurers may from time to time be elected by the Board of Directors and shall hold office for such terms as may be designed by the Board of Directors.

Section 4. Duties of Officers. The officers of the Corporation shall have such duties as generally pertain to their offices, as well as such powers and duties as from time to time shall be conferred and imposed on them by the Board of Directors. The President shall be the Chairman of the Board of Directors.

ARTICLE V Indemnification

Section 1. The Corporation shall indemnify, defend and hold harmless to the full extent permitted by law and as more fully provided in the Restated Articles of Incorporation any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative, including an action by or in the right of the Corporation, by reason of the fact that such person is or was an officer, employee or agent of the Corporation or a member of its Board of Directors or any other regular or special committee 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 entity, against judgments, fines, amounts paid in settlement and expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such action, suit or proceeding, except that no indemnification shall be made in respect of any claim, issue or matter as to which such persons have been finally adjudged to be liable for gross negligence or willful misconduct unless otherwise determined by the court or tribunal in which such action, suit or proceeding was brought.

Section 2. Indemnification under Section 1 of this Article shall continue as to a person who has ceased to act in the capacity referred to therein and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 3. The Corporation may purchase and maintain insurance to indemnify it against all or any portion of the liability assumed by it under these Bylaws and also may procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was an officer, employee or agent of the Corporation or a member of its Board of Directors or any other regular or special committee of the Corporation, to protect such persons against any and all liability incurred in that capacity.

ARTICLE VI
Finances

Section 1. Depositories. The moneys of the Corporation shall be deposited in such banks or trust companies as the Board of Directors shall designate and all payments, so far as practicable, shall be made by checks. Checks and drafts may be signed in the name of the Corporation by any two (2) officers or employees who may be authorized from time to time by resolution of the Board of Directors. All notes, bonds or other instruments creating or evidencing an obligation for the payment of moneys shall be signed in the name of the Corporation as the Board of Directors shall direct.

Section 2. Securities. Investment securities of the Corporation may be registered in the name of the Corporation, in the name of a nominee or may be in Bearer form. Securities may be placed in the custody of such banks or trust companies as the Board of Directors may direct and the responsibility for the investment of funds may be delegated to several entities as the Board of Directors may determine.

ARTICLE VII
Miscellaneous

Section 1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Examination of Books. The accounts, records and books of the Corporation shall be open to inspection at all times by members of the Board of Directors and members of the Vestry of St. John's Church. The Board of Directors shall have the power to determine from time to time by whom, to what extent and under what conditions and limitations such accounts, records and books shall be open for inspection by any other parties. The minute book of the Corporation and all audited financial statements shall be available for inspection at all times by members of the Board of Directors and members of the Vestry of St. John's Church.

Section 3. Annual Report to Vestry. The Corporation shall report annually to the Vestry on its financial affairs as well as its general operations, activities and direct charitable distributions.

Section 4. Bylaw Amendment. These Bylaws may be amended, repealed or altered in whole or in part by the affirmative vote of two-thirds (2/3) of those Directors present at any regular or special meeting of the Board at which a quorum is present and where such action has been announced in the notice of such meeting and the subsequent approval by two-thirds (2/3) of the Vestry of St. John's Church.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK

SIGNATURES FOLLOW

APPROVED BY VESTRY OF ST. JOHN'S
EPISCOPAL CHURCH

Date: _____

By: _____
Secretary of the Vestry

ATTEST:

Senior Warden of the Vestry

ADOPTED AND APPROVED
BY BOARD OF DIRECTORS

Date: _____

By: _____
Secretary of the Board

ATTEST:

President of the Board

40512695