

SIMMS SHOWERS LLP

A PARTNERSHIP OF PROFESSIONAL CORPORATIONS

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Steps for Church Incorporation

1. Complete and return the Questionnaire & Retainer, return the documents and two checks requested (including electronic versions of the church's current Constitution and Bylaws) for revising.
2. We will then draft your Articles of Incorporation and submit to you for review and approval.
3. Once we receive your approval, the Articles of Inc. are filed with the VA State Corporation Commission.
4. Once we receive a Certificate of Incorporation back from the State, we will complete any other work requested like trademark search, sales and use tax exemption, obtaining an EIN, etc. We will then send you the original Certificate of Inc. with an acknowledgement of the other services we have completed and discuss the next steps.
5. Once we receive the Certificate of Incorporation and the electronic version of your Constitution & Bylaws, we will begin to review and revise the Constitution and Bylaws as well as Member's Covenant. This process usually takes 2 to 3 months to accomplish and will also require an approximate 30-minute conversation with the Pastor or designated representative of your church so we are certain the revisions made will be in line with your church government. We will then send a draft of your Constitution & Bylaws and Member's Covenant with an explanatory cover letter for your leadership to review.
6. After your leadership has a chance to review the draft documents, and they have the opportunity to make comments, ask questions and propose concerns, we will discuss with you further revisions to better tailor your governing documents to meet the church's needs. This may also require an approximate 30-minute conversation with the Pastor, or designated representative of your church. After the initial follow-up revisions, all further work will be charged an hourly fee.
7. If needed and requested, we will agree to again revise and finalize the Constitution, Bylaws and Members Covenant sending it along with a sample pastor's letter to explain why the church should incorporate, revising the Constitution and Bylaws, and instituting a Member's Covenant and addressing any other major issues sent along with the revised Constitution, Bylaws and Covenant.
8. You will "socialize" the revised documents with the membership and hold a question and answer business meeting to answers all questions from your members. You generally do not need me at the Q&A or Organizational Meeting, but if you get stumped, tell them you will check with your attorney and get back to them.
9. You will then hold the Organizational Meeting (I recommend a celebration!), and I will give you sample Organizational Meeting Agenda and sample Minutes to get it done correctly and efficiently.
10. You will send the signed Organizational Meeting Minutes and final, signed Constitution & Bylaws back to me for our records and to insure that the incorporation process is complete, since VA law requires an Organizational Meeting in order to finalize incorporation.
You are now fully incorporated!!!!
11. If real property is owned by Trustees in trust for the unincorporated association, then a final meeting of that organization should be held to assign all the assets/property(ies) to the new church corporation. Of course, if church property is encumbered, the church may want to obtain the consent of the financial institution before transferring property by name change. Under law effective July 1, 2005, you will need a Gift Deed recorded with the clerk of the Court of the district in which the church is located. The Gift Deed should be signed by the Trustees of record of the old unincorporated church (make sure they are approved by a Court Order or we may need a Petition and Order) to the new church corporation and accepted by the authorized person to bind the church corporation, such as the President, Secretary, Chairman or Treasurer. Trustees, under the new church corporation law, are no longer necessary, unless you so desire, and court approval of the Gift Deed is not necessary unless the new financing institution and title insurance company requires it to avoid the one year period of limitations. Since most local attorneys are not familiar with the complexities of this church law process, you may want to obtain our services to make sure this important process is completed correctly.