

ROCKINGHAM COUNTY
Chaz W. Haywood
CLERK OF COURT
Harrisonburg, VA 22801



60 2016 00023674

Instrument Number: 2016- 00023674

As

Recorded On: September 02, 2016

Deed of Bargain & Sale

Parties: SHENANDOAH VALLEY ELECTRIC COOPERATIVE

To

BLUE RIDGE CHRISTIAN SCHOOL INC

Recorded By: WEST VIEW TITLE AGENCY INC

Num Of Pages: 3

Comment: PARCEL ASHBY

**** Examined and Charged as Follows: ****

Deed of Bargain & Sale	6.50	10 or Fewer Pages	14.50	Open Air Preservation	1.00
Transfer Fee County	1.00				
Recording Charge:	23.00				
Transfer Tax Grantor	3,400.00	Consideration Amount	3,400,000.00	RS#/CS#	
		State Grantor Tax	1,700.00	214 Grantee City Tax	0.00
		State Grantee Tax	0.00	220 Grantor County	1,700.00
		213 Grantee County Tax	0.00	223 Grantor City	0.00
Tax Charge:	3,400.00				

**** THIS PAGE IS PART OF THE INSTRUMENT ****

I hereby certify that the within and foregoing was recorded in the Register of Deeds Office For: ROCKINGHAM COUNTY, VA

File Information:

Record and Return To:

Document Number: 2016- 00023674
Receipt Number: 355510
Recorded Date/Time: September 02, 2016 04:40:42P
Book-Vol/Pg: Bk-OR VI-4784 Pg-689
Cashier / Station: A Wolverton / Cash Station 1

WEST VIEW TITLE AGENCY INC
C/O CHRISTOPHER A JONES
300 NEFF AVE
HARRISONBURG VA 22801



THE STATE OF VIRGINIA }
COUNTY OF ROCKINGHAM }

I certify that the document to which this authentication is affixed is a true copy of a record in the Rockingham County Circuit Court Clerk's Office and that I am the custodian of that record.

CLERK OF COURT
ROCKINGHAM COUNTY, VIRGINIA

VE&Z

County Tax Map No. : 137-(3)-L2B

Doc Bk Vol Ps #ofPgs

00023674 DR 4784 689 3

Consideration/Actual Value: \$3,400,000

Sep 02, 2016

Title insurer: Chicago Title Insurance Company

Grantee Address:
100 Dinkel Avenue
Bridgewater, VA 22812

Prepared by:
Dale A. Davenport - VSB#16268
Hoover Penrod PLC
342 South Main Street
Harrisonburg VA 22801
DAD/paw/2016188/SVEC to BRCS deed.docx

THIS DEED is made this 25th day of August, 2016, by and between SHENANDOAH VALLEY ELECTRIC COOPERATIVE, a Virginia utility consumer services cooperative, GRANTOR, and BLUE RIDGE CHRISTIAN SCHOOL, INC., a Virginia non-stock corporation, GRANTEE; *this conveyance being exempt from recordation taxation pursuant to §58.1-811 A.1 of the Code of Virginia, 1950, as amended.*

WITNESSETH:

That for and in consideration of the sum of TEN DOLLARS (\$10.00) cash in hand paid by the GRANTEE to the GRANTOR, and of other good and valuable consideration, the receipt of all of which is hereby acknowledged, the GRANTOR has bargained and sold and does hereby grant and convey with GENERAL WARRANTY and ENGLISH COVENANTS OF TITLE unto BLUE RIDGE CHRISTIAN SCHOOL, INC., GRANTEE, all that certain tract or parcel of land containing 6.0 acres, more or less, together with the improvements thereon, and all rights, privileges, appurtenances, easements and rights of way thereunto belonging or in anywise appertaining, situate at

147 Dinkel Avenue (State Route No. 257), Ashby District, Rockingham County, Virginia and designated as LOT 1 on a plat of a survey made by J. R. Copper, L.S., dated January 7, 1988, entitled "Final Plat of Mt. Crawford Commercial Park, Section 1" and recorded in the Clerk's Office of the Circuit Court of Rockingham County, Virginia, in Deed Book 886, at page 489.

This is the identical real estate acquired by the GRANTOR herein by deed dated January 8, 1988 from Robert D. Martin and others, recorded in the Clerk's Office in Deed Book 886, at page 494.

This conveyance is subject to the conditions, restrictions, reservations and easements of record, if any, affecting the property hereby conveyed. Reference is made to the deed above mentioned for further description and derivation of title to the property conveyed.

WITNESS the following signature on behalf of the Grantor.

SHENANDOAH VALLEY ELECTRIC COOPERATIVE

Michael W. Hastings ITS President and CEO
Michael W. Hastings, President and CEO

COMMONWEALTH OF VIRGINIA,
CITY/COUNTY OF Harrisonburg, to wit:

The foregoing instrument was acknowledged before me this 31st day of February, 2016, by Michael W. Hastings, President and CEO of Shenandoah Valley Electric Cooperative, Grantor.

Commission expiration:
Notary Registration No:
(Affix visible Seal)

LAURA S. EVICK
NOTARY PUBLIC
Commonwealth of Virginia
Reg. #167355
My Commission Expires 02-28-17

[Signature]
Notary Public

ASSIGNMENT AND BILL OF SALE

FOR VALUE RECEIVED, **SHENANDOAH VALLEY ELECTRIC COOPERATIVE**, a Virginia utility consumer services cooperative ("Assignor"), hereby sells, grants, transfers, conveys, and sets over unto **BLUE RIDGE CHRISTIAN SCHOOL, INC.** ("Assignee"), its successors and assigns, to and for their use forever, all of Assignor's right, title, and interest in and to certain items of personal property (the "Personalty") located upon the real property and within the building thereon, located at 147 Dinkel Avenue, Mt. Crawford, Virginia (the "Real Property"), which Personalty is described on **Schedule A** hereto. Other personal property is excluded from transfer by this Assignment and Bill of Sale, and is described by way of example and not of limitation, on **Schedule B** hereto. Any reference herein to an item as Personalty, which in fact and by law is a fixture permanently attached to the Real Property, shall not be deemed to change the character of such item as part of the Real Property. The Real Property is conveyed to the Assignee simultaneously herewith by deed of bargain and sale.

Assignor warrants that it has good title to the assets herein transferred, free and clear of any security interest. The parties agree to execute and deliver all such further instruments of conveyance and undertaking and to take other reasonable actions upon request to accomplish the transfer of the assets described herein.

This instrument shall inure to the benefit of the parties hereto and their respective successors and assigns.

WITNESS the due execution hereof as of the 2nd day of September, 2016.

SHENANDOAH VALLEY ELECTRIC COOPERATIVE

By: Michael W. Hastings ITS President and CEO
Michael W. Hastings, President and CEO

BLUE RIDGE CHRISTIAN SCHOOL, INC.

By: Christopher R. Goehner PRESIDENT
Christopher R. Goehner, President

By: Daniel Kvitko, VICE PRESIDENT
Daniel Kvitko, Vice President

BLUE RIDGE CHRISTIAN SCHOOL, INC.
BOARD OF DIRECTORS
RESOLUTION
Effective August 25, 2016

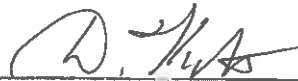
WHEREAS: On August 8, 2016, at a duly called meeting of the membership of the Corporation at which a quorum was present, the following Resolution was approved by the membership percentage required by the Corporation's Bylaws upon recommendation of the Board:

RESOLVED: It is hereby resolved that the Board of Directors, upon such terms as the Board deems reasonable and appropriate in its discretion, is granted permission to acquire the real estate and improvements located at 0 Main Street, Mt. Crawford, Virginia (the "Saddlebrook Property"), for the purchase price of Four Hundred Fifty Thousand Dollars (\$450,000.00) and to acquire the real estate and improvements located at 147 Dinkel Avenue, Mt. Crawford, Virginia (the "SVEC Property"), for the purchase price of Three Million Four Hundred Thousand Dollars (\$3,400,000.00), to grant a deed of trust lien on the Saddlebrook Property and the SVEC Property and on the existing location of Blue Ridge Christian School at 100 Dinkel Avenue, Bridgewater VA, to secure said financing, and to enter into a lease agreement of the SVEC Property with SVFC.

ACCORDINGLY, BE IT RESOLVED that the Board of Directors of the Corporation hereby approves, empowers, authorizes and directs the President and any one other officer to execute and deliver such promissory note(s), deed(s) of trust, security agreement(s), settlement statements, leases and such other related documents necessary to carry out the foregoing resolution of the membership of the Corporation.



Christopher R. Goehner, President & Director



Daniel Kvitko, Vice President & Director



Kevin Conrow, Secretary & Director



Erik Jellum, Treasurer & Director



Paula Cook, Director



Kurt Fellenstein, Director



John Sloop, Director



Dana Richardson, Director

Being all of the Directors of Blue Ridge Christian School, Inc.,
a Virginia non-profit, non-stock membership corporation

BLUE RIDGE CHRISTIAN SCHOOL, INC.
RESOLUTION
Effective August 8, 2016

WHEREAS: Blue Ridge Christian School, Inc. (the "Corporation"), is a non-stock membership corporation organized and operated exclusively for non-profit and educational purposes including the operation of a Christian school; and

WHEREAS: In furtherance of its purposes, the Corporation desires to purchase real property for the building of a new school from Shenandoah Valley Electric Cooperative (the "SVEC"), which property is located at 147 Dinkel Avenue, Mt. Crawford, Rockingham County, Virginia, and contains six (6) acres, more or less, with improvements thereon, and from Saddlebrook, L.C., which property is known as Business Lot 3, Saddlebrook Plantation, Phase 1, Mt. Crawford, Rockingham County, Virginia, and contains 3.512 acres, more or less; and

WHEREAS: On August 8, 2016, at a duly called meeting of the membership of the Corporation at which a quorum was present, the following Resolution was approved by the membership percentage required by the Corporation's Bylaws.

RESOLVED: It is hereby resolved that the Board of Directors, upon such terms as the Board deems reasonable and appropriate in its discretion, is granted permission to acquire the real estate and improvements located at 0 Main Street, Mt. Crawford, Virginia (the "Saddlebrook Property"), for the purchase price of Four Hundred Fifty Thousand Dollars (\$450,000.00) and to acquire the real estate and improvements located at 147 Dinkel Avenue, Mt. Crawford, Virginia (the "SVEC Property"), for the purchase price of Three Million Four Hundred Thousand Dollars (\$3,400,000.00), to grant a deed of trust lien on the Saddlebrook Property and the SVEC Property and on the existing location of Blue Ridge Christian School at 100 Dinkel Avenue, Bridgewater VA, to secure said financing, and to enter into a lease agreement of the SVEC Property with SVEC.

SECRETARY'S CERTIFICATE

I HEREBY CERTIFY that the foregoing Resolution was adopted by the requisite percentage of members of Blue Ridge Christian School, Inc., present at a meeting on August 8, 2016, a quorum being present at such meeting, and that said Resolution has not been repealed or amended and remains in full force and effect as of the date hereof.

Date: August 26, 2016

Kevin Conrow
Kevin Conrow, Secretary

CERTIFICATE OF INCUMBENCY FOR
A VIRGINIA LIMITED LIABILITY COMPANY

The undersigned certif(y)ies:

I, Christopher R Goehner, Pres of Blue Ridge Christian School Inc, Member of BRCS LLC, a

Virginia limited liability, certify the following:

- The company has a written Operating Agreement and has provided a copy to the bank
- The company does not have a written Operating Agreement and the signatures of all Members are required for all transactions occurring in the ordinary course of business by the company, including opening banking accounts in the name of the company.
- The company has paid all required annual registration fees, filed all necessary annual reports and is in good standing with the SCC.

The Manager(s)/Officers of the LLC are:

Blue Ridge Christian School Inc-


Christopher R Goehner, President

The Member(s) of the LLC are:

Blue Ridge Christian School Inc-

Christopher R Goehner, President

DATED: August 22, 20 16



Christopher R Goehner, Member



STATE CORPORATION COMMISSION

Richmond, August 15, 2016

This is to certify that the certificate of organization of

BRCS LLC

was this day issued and admitted to record in this office and that the said limited liability company is authorized to transact its business subject to all Virginia laws applicable to the company and its business. Effective date: August 15, 2016



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission



**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

Office of the Clerk

August 15, 2016

CHRISTOPHER R GOEHNER
100 DINKEL AVENUE
P.O. BOX 207
BRIDGEWATER, VA 22812

RECEIPT

RE: BRCS LLC

ID: S6333449

DCN: 16-08-15-5503

Dear Customer:

This is your receipt for \$100.00 to cover the fee(s) for filing articles of organization for a limited liability company with this office.

The effective date of the filing is August 15, 2016.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, (866) 722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

RECEIPTLC
LLNCD
CISECOM

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

AT RICHMOND, AUGUST 15, 2016

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

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is **ORDERED** that this

CERTIFICATE OF ORGANIZATION

be issued and admitted to record with the articles of organization in the Office of the Clerk of the
Commission, effective August 15, 2016.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read 'J. C. Dimitri', written over a horizontal line.

James C. Dimitri
Commissioner

DLLCACPT
CISECOM
16-08-15-5503

**ARTICLES OF ORGANIZATION
OF
BRCS LLC**

The undersigned, pursuant to Chapter 12 of Title 13.1 of the Code of Virginia, states as follows:

1. The name of the limited liability company is BRCS LLC.
2. The purpose for which the limited liability company is formed is to engage in any lawful business, purpose or activity for which a limited liability company may be formed under the Virginia Limited Liability Company Act.
3. The name of the limited liability company's initial registered agent is Christopher R Goehner. The initial registered agent is an individual who is a resident of Virginia and a member or manager of the limited liability company.
4. The address of the limited liability company's initial registered office, which is identical to the business office of the initial registered agent, is 100 Dinkel Avenue, P.O. Box 207, Bridgewater, VA 22812. The initial registered office is located in Rockingham County, Virginia.
5. The address of the limited liability company's principal office where the records of the limited liability company are to be kept is 100 Dinkel Avenue, Bridgewater, VA 22812.

ORGANIZER:

/s/ Susan H Workman Date: August 15, 2016
Susan H Workman

STATEMENT IN LIEU OF OPERATING AGREEMENT
BRCS LLC

This statement is adopted by the sole member of BRCS LLC, a Virginia limited liability company (the "Company"), pursuant to § 13.1-1028.A.5 of the Code of Virginia of 1950, as amended (the "Code"), in lieu of a written operating agreement.

1. Capital Contributions. The name and membership interest of the current member is set forth on Exhibit A attached hereto. The value of the member's contributed capital is set forth in the Company's financial record maintained at its principal office.

2. Additional Contributions. No member shall be required to make any additional capital contributions without his consent.

3. Member. The Company is member-managed.

4. Return of Capital. No member shall be entitled to withdraw any part of his capital contribution or the capital account or to receive any distributions from the Company unless approved by the Manager.


5. Limitation of Liability. To the full extent that the Virginia Limited Liability Act, as amended, permits the limitation or elimination of the liability of members or managers of a limited liability company, a member or manager of the Company shall not be liable to the Company or its members for any monetary damages.

6. Events of Dissolution. The Company shall be dissolved, and the affairs of the Company wound up, pursuant to § 13.1-1046 of the Code.

IN WITNESS WHEREOF, the sole member of BRCS LLC has adopted this statement as of the 15th day of August, 2016.

BRCS LLC

By: Blue Ridge Christian School, Inc.
Manager

By: 

Christopher R. Goehner, President

Being the Sole Member of BRCS LLC

Schedule A

Members

% Membership Interest

Blue Ridge Christian School, Inc.

100%

560538