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MARY E. WELTY
RECORDER
MADISON COUNTY, IOWA
REER

SECRETARY OF STATE
SEP 14 AM 8:43

RESTATED ARTICLES OF INCORPORATION

OF

EARLHAM UNITED METHODIST CHURCH

(formerly known as Earlham Methodist Episcopal Church)

PREAMBLE

Earlham United Methodist Church, a nonprofit corporation organized under Chapter 504 of the Code of Iowa, has duly adopted a resolution adopting the provisions of Chapter 504A of the 1966 Code of Iowa as the Iowa law under which it will hereafter be governed and hereby adopts the following Restated Articles of Incorporation pursuant to Chapter 504A of the 1966 Code of Iowa and amendments thereto.

ARTICLE I.

NAME: The name of this corporation shall be "Earlham United Methodist Church."

ARTICLE II.

PLACE OF BUSINESS: The principal place of business of this corporation shall be 524 Sycamore Street, Earlham, Madison County, Iowa.

ARTICLE III.

DURATION AND DISSOLUTION: This corporation shall endure perpetually from the date the Secretary of State of the State of Iowa issues his Certificate of Restated Articles of Incorporation, unless sooner dissolved as provided in The Book of Discipline of The United Methodist Church. In the event of dissolution all of the property, regardless of nature, of Earlham United Methodist Church shall become the property of The Iowa Annual Conference of The United Methodist Church.

ARTICLE IV.

OBJECTS AND PURPOSES: The objects and purposes of this corporation are to maintain and promote the Christian religion and Christian institutions in accordance with the doctrines, forms and usages set forth in The Book of Discipline of The United Methodist Church, and to do any and all acts and things necessary or desirable to promote, advance and carry out the objects hereinabove stated.

ARTICLE V.

GENERAL CORPORATE POWER: This corporation, through its Board of Trustees, shall have all the powers given to corporations not for pecuniary profit

under the provisions of Chapter 504A of the 1966 Code of Iowa and acts amendatory thereto, and The Book of Discipline of The United Methodist Church and without limiting the foregoing powers shall have the power to borrow money and transfer property, give security in the form of mortgage, pledge or otherwise, to issue securities, including annuity contracts, and to enter into contracts. It shall also have the power to take by gift, purchase, devise or bequest, real, personal or mixed property for purposes appropriate to its creation.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT: The address of the registered office of this corporation in the State of Iowa is 524 Sycamore Street, Earlham, Madison County, State of Iowa, and the name of the registered agent at such address is Glen Stegall.

ARTICLE VII.

MANAGEMENT AND CONTROL - BOARD OF TRUSTEES:

Section 1. The business of this corporation shall be managed, controlled and directed by the regularly elected Board of Trustees of Earlham United Methodist Church which shall consist of not more than nine (9) members nor less than three (3) members, each of whom shall be not less than twenty-one (21) years of age and a member of The United Methodist Church.

Section 2. The members of the Board of Trustees shall be divided into three (3) classes and each class shall as nearly as possible consist of an equal number of members; said members to be nominated by the Committee on Nominations of said corporation and whose names shall be submitted at the Charge (or Church) Conference of said church to be elected to such office at said Charge (or Church) Conference, to take office at the beginning of the ensuing conference year and to serve for a term of three years or until their successors have been duly elected and qualified.

Section 3. Until the next Charge (or Church) Conference of said church the following shall constitute the Board of Trustees of this corporation and for the terms set opposite their names:

1970 Term	1971 Term	1972 Term
Roger Orr	Marlin Brittain	Mervyn McLennan
Glen Stegall	Willard Smith	Lyman Oaks
Carroll Wigton	Robert Branam	Ivan Russell

and Robert Branam shall be the Chairman of the Board of Trustees and Glen Stegall shall be the Secretary of the Board of Trustees, and they shall hold office until their successors have been duly elected and qualified.

Section 4. The Board of Trustees shall organize as follows:

(1) Within thirty days after the beginning of the ensuing conference year each Board of Trustees shall convene at a time and place designated by the chairman, or by the vice chairman in the event that the president is not reelected a trustee or because of his absence or disability is unable to act, for the purpose of electing officers of the said board for the ensuing year and transacting any other business properly brought before it.

(2) The Board of Trustees shall elect from the membership thereof, to hold office for a term of one year or until their successors shall be elected, a chairman, vice chairman, secretary and if need requires, treasurer; provided, however, that the chairman and vice chairman shall not be members of the same class; and provided further that the offices of secretary and treasurer may be held by the same person; and provided further that the chairman shall be a member of the local church. The duties of each officer shall be the same as generally connected with the office held and which are usually and commonly discharged by the holder thereof.

Section 5. The Board of Trustees shall meet at the call of the pastor or of its president at least annually at such times and places as shall be designated in a notice to each trustee at a reasonable time prior to the appointed time of the meeting. Waiver of notice may be used as a means to validate meetings legally where the usual notice is impracticable. A majority of the members of the Board of Trustees shall constitute a quorum.

Section 6. The Board of Trustees shall manage, control, invest and reinvest all properties and funds regardless of nature as specified in the Book of Discipline of The United Methodist Church and no part of the net income from said funds shall be appropriated by the Board of Trustees for any other purposes than specified in The Book of Discipline of The United Methodist Church.

ARTICLE VIII.

THE ANNUAL MEETING: The annual meeting of the corporation shall be held at such times and places as may be fixed by the District Superintendent and as prescribed in The Book of Discipline of The United Methodist Church.

ARTICLE IX.

BY-LAWS: This corporation shall have the power at any annual meeting to adopt, amend or repeal By-Laws, rules and regulations for the direction and control of the Board of Trustees and the management of the business of the corporation not inconsistent with these Articles of Incorporation, The Book of Discipline of The United Methodist Church, and the laws of the State of Iowa.

ARTICLE X.

EXEMPTION FROM LIABILITY:

Section 1. The private property of the members and officers of the corporation shall not be liable for any of the debts or liabilities of the corporation.

Section 2. The property of this corporation shall not be liable, nor can the same be obligated, for any of the debts or liabilities of any church, college, hospital or any other institution or organization affiliated with or recognized by the corporation, except as may be provided by The Book of Discipline of The United Methodist Church.

ARTICLE XI.

TITLE TO PROPERTY:

Section 1. The title to all property of the corporation regardless of nature shall be taken, acquired and held in the name of the corporation, Earlham United Methodist Church, and for the use and benefit of The United Methodist Church.

Section 2. All conveyances of real estate and releases of mortgages and other liens shall be made in the name of the corporation and signed by the Chairman of the Board of Trustees of said corporation and attested by the Secretary of the Board of Trustees of said corporation; provided, however, that in the absence of said Chairman the signature of the Vice Chairman of said Board of Trustees may be affixed.

Section 3. That in all matters concerning the acquisition and/or disposition of property, regardless of nature, the corporation shall adhere to the provisions of The Book of Discipline of The United Methodist Church and the laws of the State of Iowa.

ARTICLE XII.

SEAL: This corporation shall have no seal.

ARTICLE XIII.

DISCIPLINE: The affairs of this corporation, its property, management and administration shall in all respects be subject to The Book of Discipline of The United Methodist Church, and the laws of the State of Iowa, and shall be subject to the doctrines, laws, usages, customs and ministerial appointments of The United Methodist Church and its predecessors, as from time to time disclosed by the lawfully constituted authorities of The United Methodist Church.

EXECUTED this 26th day of August, A.D., 1970.

EARLHAM UNITED METHODIST CHURCH
(formerly known as Earlham Methodist Episcopal Church)

By Robert A. Branam
Chairman

By Glen Stegall
Secretary

STATE OF IOWA:

ss:

County of Madison:

Be It Remembered, that on this 26th day of August, A.D., 1970, before me, the undersigned, a Notary Public in and for Madison County, Iowa personally appeared Robert A. Branam and Glen Stegall each being to me personally known, who being by me duly sworn did on oath depose and say that they are the Chairman and Secretary, respectively, of said corporation, and the said Robert A. Branam and Glen Stegall acknowledged the execution thereof to be the voluntary act and deed of the said corporation by it and by them voluntarily executed.

HAZEL M. ROSS Iowa NOTARIAL SEAL

Hazel M. Ross

Notary Public in and for Madison County

(Hazel M. Ross)

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa

This instrument recorded in Book 5-P, Page 311, September 14 1970

Expires Perpetual, Cert. No. 51056, Receipt No. —

Filed By The United Methodist Church, Earlham, Iowa

Filing Fee 10.00 Recording Fee 3.00 Secretary of State