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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

ST. CHARLES UNITED METHODIST CHURCH
(formerly known as The St. Charles Methodist Church of St. Charles, Iowa)

PREAMBLE

The St. Charles Methodist Church of St. Charles, Iowa, 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 ST. CHARLES UNITED METHODIST CHURCH.

ARTICLE II.

PLACE OF BUSINESS: The principal place of business of this corporation shall be ST. CHARLES,, 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 ST. CHARLES 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

ST. CHARLES, IOWA

and the name of the registered agent at such address is

MILTON YOUNG.

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 ST. CHARLES 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. Until the next Church Conference of said church MILTON YOUNG shall be the chairman of the Board of Trustees and BRUCE BROWNLEE shall be the secretary of the Board of Trustees, and they shall hold office until their successors have been duly elected and qualified.

Section 3. The Board of Trustees shall organize as follows:

(1) Within thirty days after the beginning of the ensuing conference year the 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 re-elected a trustee or because 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; and 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 4. The Board of Trustees shall meet at the call of the pastor or of its president at least annually at such time 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. Three or more members of the Board of Trustees shall constitute a quorum.

Section 5. 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, ST. CHARLES 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 16 day of October, 1970.

ST. CHARLES UNITED METHODIST CHURCH
(formerly known as The St. Charles Methodist Church of St. Charles, Iowa)

By Milton Young
Milton Young, Chairman of the Board of Trustees.

By Bruce Brownlee
Bruce Brownlee, Secretary of the Board of Trustees.

STATE OF IOWA :
:ss
MADISON COUNTY :

BE IT REMEMBERED, that on this ____ day of October, 1970, before me, the undersigned, a Notary Public in and for Madison County, Iowa, personally appeared Milton Young and Bruce Brownlee, 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 Milton Young and Bruce Brownlee acknowledged the execution thereof to be the voluntary act and deed of the said corporation by it and by them voluntarily executed.

Roy D. Symon
_____, Notary Public
in and for Madison County, Iowa.

OFFICE OF THE SECRETARY OF STATE
Des Moines, Iowa
This instrument recorded in Book 5-Q, Page 130, October 21 1970
Expires Perpetual, Cert. No. 51499, Receipt No. —
Filed By Webster, Jordan & Oliver, Attys, Winterset, Iowa
Filing Fee 10.00 Recording Fee 2.00 Secretary of State