

North Dakota Nonprofit Corporation

Restated Articles of Incorporation

for

[Name] Lutheran Church

Article 1

The name of the corporation shall be **[Name]** Lutheran Church.

Article 2

The registered agent is **[name and mailing address – P.O. box alone is not sufficient]**.

Article 3

The Restated Articles of Incorporation shall be effective when filed with the Secretary of State and will supersede the original articles and all amendments to them.

Article 4

The address of the principal executive office of the corporation is **[mailing address of the church (P.O. box alone is not sufficient; if mail is not delivered to the church, the address should be the registered agent)]**.

Article 5

This corporation is a church within the Western North Dakota Synod of the Evangelical Lutheran Church in America.

Article 6

This corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 7

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article six. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 8

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the state district court in [county where congregation is located] County exclusively for such purposes or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

Article 9

The number of directors that would be required to take an action at a meeting of the board at which all directors are present may also take that action in writing or by electronic communication such as email if the directors sign, approve, or consent to such action.

Article 10

The constitution and bylaws may be amended in the manner set forth in the corporation's constitution.

Article 11

These Restated Articles of Incorporation may be amended upon approval of a proposed amendment by the congregation council and, if a quorum is present, a majority of the corporation's voting members after thirty days' notice has been given to the voting members.

Article 12

These restated Articles of Incorporation are adopted pursuant to Chapter 10-33 of the North Dakota Century Code.

[name]

President, Congregation Council

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