

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU**

Date Received

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name

Christian Reformed Church of Rudyard

Address

17970 S Tilson Rd

City

Rudyard

State

MI

ZIP Code

49780

EFFECTIVE DATE:

Document will be returned to the name and address you enter above.

If left blank, document will be returned to the registered office.

RESTATED ARTICLES OF INCORPORATION

Pursuant to the provisions of Act 148, Public Acts of 1901, Act 327, Public Acts of 1931, and Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is:

CHRISTIAN REFORMED CHURCH OF RUDYARD

2. The identification number assigned by the Bureau

3. All former names of the corporation are:

CHRISTIAN REFORMED CHURCH OF RUDYARD

4. The date of filing the original Articles of Incorporation 09/23/1903

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

NAME OF CORPORATION

The name assumed by this corporation and by which it shall be known in law, is:

CHRISTIAN REFORMED CHURCH OF RUDYARD

ARTICLE II

REGISTERED OFFICE AND RESIDENT AGENT

(1) The location of said church or society shall be in the City (or Village) of Rudyard, county of, Chippewa, and state of Michigan.

(2) The street address and mailing address of the Registered Office is 17970 S Tilson Rd, Rudyard, Michigan 49780

(3) The name of the Resident Agent at the registered office is Bruce Berkompas.

ARTICLE III

TERM OF CORPORATION

The term of this corporation is perpetual.

ARTICLE IV

FUNDAMENTAL PRINCIPLES

This church is a member church of the Christian Reformed Church in North America and recognizes the following as the fundamental principles of doctrine and government: (1) The Bible as the inspired and infallible Word of God and the only rule for faith and life, and (2) the formulas of unity of the Christian Reformed Church in North America, namely: The Belgic Confession, The Heidelberg Catechism, and the Canons of Dort, and any amendments or additions as the Synod of the Christian Reformed Church in North America ("Synod") may adopt.

ARTICLE V

PURPOSES

This church is a nonprofit, ecclesiastical corporation organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code").

The church 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. This church has not been formed for pecuniary profit or gain. No part of the assets, income or profit of the church shall inure to the benefit of its members, council members or officers. However, the church shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article V.

No substantial part of the activities of this church shall be the carrying on of propaganda or otherwise attempting to influence legislation. This church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE VI

CHURCH STRUCTURE AND GOVERNANCE

The church is formed on a membership basis. The ecclesiastical government of the church shall be conducted in accordance with the Church Order of the Christian Reformed Church in North America as Synod shall adopt or revise (the "Church Order").

The council of this church, as defined under the Church Order, shall constitute the Board of Trustees and shall have all powers over the temporalities of this church as the Church Order and relevant state law may prescribe.

Any persons elected to the office of elder or deacon according to the Church Order and the pastor(s), if there be one or more, must be members of the church. The corporate functions related to an office shall cease on the vacating of the office, but a vacancy in the office of the pastor(s) shall in no way affect the church or the Board of Trustees.

ARTICLE VII

PROPERTY

(a) Manner In Which Held.

Except as expressly provided under this Article VII, all real and personal property shall be held exclusively in furtherance of the purposes of this church as a member church of the Christian Reformed Church in North America and in furtherance of the principles of doctrine and ecclesiastical government outlined under Articles IV through VI of these Articles of Incorporation and interpreted by the Classis of which the church is a member (the "Classis") subject to review on appeal by Synod consistent with the Church Order.

(b) In The Event Of Dissolution.

In the event of the disbanding of this church and the dissolution of this church, the church's remaining assets, if any, after the payment of its debts and expenses, shall be conveyed as the Board of Trustees may propose and as the affirmative vote of a majority of the members shall determine, subject to each of the following:

(1) The Classis must approve the disbanding of this church and the dissolution of this church;

(2) The Board of Trustees shall receive the advice of the Classis in formulating its proposal for property distribution;

(3) The vote of the members shall be in accordance with the provisions of paragraph (b) of Article VIII of these Articles of Incorporation; and

(4) All remaining assets must be distributed only to one or more organizations which qualify as exempt organizations under Section 501(c)(3) of the Code.

(c) In The Event Of Consensual Division.

In the event that a majority of the members of this church agree to consensually divide this church, with the consent of the Classis, into two (2) or more member churches of the Christian Reformed Church in North America, all real and personal property of this church shall be distributed as a majority vote of the members determine in accordance with the provisions of paragraph (b) of Article VIII of these Articles of Incorporation.

(d) In The Event Of Irreconcilable Division.

In the event that the Classis (or Synod on appeal) determines that an irreconcilable division (schism) has occurred within this church, the confessing members of this church who, according to the exclusive determination of the Classis (or Synod on appeal), remain true to the purposes of this church as a member church of the Christian Reformed Church in North America and the principles of doctrine and ecclesiastical government outlined under Articles IV through VI of these Articles of Incorporation shall be the lawful congregation of this church and shall have the exclusive right to hold and enjoy the real and personal property of this church. Nothing in this Article VII shall prevent the Classis (or Synod on appeal) from determining, in keeping with the scriptural injunction of 1 Corinthians 6, that more than one group of confessing members of this church are each a lawful congregation and dividing the real and personal property between the groups of members as Classis (or Synod on appeal) may determine. Classis (or Synod on appeal) also shall have the exclusive discretion to determine the circumstances which may warrant the division of the real and personal property between a group or groups of former members who choose not to remain in ecclesiastical fellowship with the Christian Reformed Church in North America.

ARTICLE VIII

MEMBERSHIP VOTING REQUIREMENTS FOR CERTAIN ACTIONS

(a) Except as provided under paragraphs (b) through (d) of this Article VIII of these Articles of Incorporation, the Board of Trustees shall have the authority to bargain, sell, convey, mortgage, lease, or release any real estate belonging to the church; to erect and repair church buildings, parsonages, schoolhouses and other buildings for the direct

and legitimate use of the church; and to fix the salary of anyone in its employment.

(b) No purchase, sale or conveyance, mortgage, lease, or fixing of salaries shall occur under paragraph (a) of this Article VIII of these Articles of Incorporation unless the affirmative vote of a majority of the members of the church shall be first obtained at a meeting of the members present and entitled to vote. This meeting shall be specially called for that purpose by notice given for two successive Sundays at the usual place of meeting.

(c) In the event of schism, the provisions of Article VII(d) shall control the disposition of any real or personal property, and this Article VIII shall not be effective.

(d) No sale, mortgage, or conveyance shall be made of any gift, grant, donation, conveyance, or bequest, which would be inconsistent with the express terms or plain intent of the grant, donation, gift, conveyance, or bequest.

ARTICLE IX

AMENDMENTS

The Board of Trustees may at any time, by the affirmative vote of two thirds of the Trustees, adopt amendments to these Articles of Incorporation. Notwithstanding the preceding provision, the Board of Trustees shall not adopt any amendments to these Articles of Incorporation which are inconsistent with the provisions of Articles IV through IX unless approved by the Classis (or Synod on appeal).

Before any such amendment shall become effective, the Trustees shall obtain an affirmative vote of at least two thirds of the members of the church, present and entitled to vote at a meeting specially called for that purpose, of which notice has first been given as provided for under paragraph (b) of Article VIII of these Articles of Incorporation. The Trustees shall meet the requirements of Act 148 of the Public Acts of Michigan for the year 1901, as amended.

ARTICLE X

LIMITED LIABILITY

Protection From Derivative Liability: Trustees and Volunteer Officers. Each Trustee and volunteer officer is not personally liable to this church for money damages for any action taken or any failure to take any action as a Trustee or volunteer officer, except liability for any of the following:

- (a) The amount of a financial benefit received by a Trustee or volunteer officer to which he or she is not entitled;
- (b) Intentional infliction of harm on the church;
- (c) A violation of section 551 of Michigan's nonprofit corporation act;

(d) An intentional criminal act; or

(e) A liability imposed under section 497(A) of Michigan's nonprofit corporation act.

Protection From Third-Party Liability: Trustees of 501(c)(3) Corporations. If the church's purposes, structures, and activities are exclusively those described in section 501(c)(3) of the Internal Revenue Code, the church assumes all liability to any person other than the church for all acts and omissions of a volunteer Trustee incurred in the good faith performance of that volunteer Trustee's duties. A claim may not be brought or maintained against a volunteer Trustee for monetary damages for that Trustee's breach of duty to any person other than the church. The claim may instead be brought or maintained only against the church, which is liable for that breach.

Protection From Third-Party Liability: All Volunteers Regardless of 501(c)(3) Status.

(a) Regardless of the church's status under Code section 501(c)(3), the church assumes the liability for all acts or omissions of a volunteer Trustee, volunteer officer, or other volunteer. This protection applies only if all of the following are met:

(1) The volunteer acted, or reasonably believed that the volunteer acted, within the scope of the volunteer's authority;

(2) The volunteer acted in good faith;

(3) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;

(4) The volunteer's conduct was not an intentional tort; and

(5) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed under section 3135 of Michigan's Insurance Code (MCL 500.3135).

(b) A claim described in (a) may not be brought or maintained against the volunteer.

Law Changes. If Michigan's non-profit corporation act is amended after this article is effective and that amendment further eliminates the liability of nonprofit corporation Trustees, officers or other agents, then the liability of those persons is automatically eliminated or limited to the fullest extent permitted by that amendment. This does not apply, however, to the extent that the amendment is inconsistent with the church's status as a tax-exempt entity under Code section 501(c)(3) or imposes a tax under Code section 4958.

Amendments Not Retroactive. No amendment of this article adversely affects a person's liability with respect to acts or omissions occurring before the amendment's effective date.

Definitions.

“Volunteer” means an individual who performs services for a church, other than services as a volunteer Trustee, who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

“Volunteer Trustee” means a Trustee who does not receive anything of more than nominal value from the church for serving as a Trustee other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a Trustee in that person’s capacity as a Trustee.

No Adverse Effect On 501(c)(3) Status. This article is ineffective to the extent it adversely affects the church’s status under Code section 501(c)(3) or to the extent it imposes a tax under Code section 4958.

These Restated Articles of Incorporation were duly adopted on the 19th day of July, 2020, in accordance with the provisions of section 642 of Act 162, Public Acts of 1982 and Section 182 of Act 327, Public Acts of 1931, as amended, by the necessary number of members and do further amend the provisions of the Articles of Incorporation.

(i) The following is a copy of the Call for the Meeting:

There will be a congregational meeting on Sunday morning, July 19, 2020 immediately following the morning service for the purpose of approving Restated Articles of Incorporation and approving budget amendments for the 2020 budget in support of the parking lot replacement and support of Christian Education. Copies of all materials are available on-line at <https://rudyardcrc.org/church-council> and in the narthex.

(ii) The number of members present at such meeting: 54

(iii) The number of members voting in favor of the Restated Articles of Incorporation: 51