

ARTICLES OF AMENDMENT AND RESTATEMENT

ZION REFORMED UNITED CHURCH OF CHRIST
HAGERSTOWN, MARYLAND

ZION REFORMED UNITED CHURCH OF CHRIST, a Maryland Religious Corporation, having its principal office at 201 North Potomac Street, Hagerstown, Washington County, Maryland 21740 (hereinafter referred to as the “Congregation”), hereby certifies to the State Department of Assessments and Taxation of Maryland (the “Department”) that:

FIRST: The Constitution (Charter) of the Congregation is hereby amended by substitution in lieu thereof the following restatement:

Constitution of
Zion Reformed United Church of Christ
Hagerstown, MD

2009, as amended

CONSTITUTION OF ZION
UNITED CHURCH OF CHRIST OF HAGERSTOWN

ARTICLE I

Of the Name and Object

Sec. 1 - This congregation shall be known by the name of "ZION REFORMED UNITED CHURCH OF CHRIST". In this Constitution, the Congregation, in its corporate capacity, is sometimes called the "Corporation."

Sec. 2. - The avowed purpose of this Congregation shall be to worship God, to preach the gospel of Jesus Christ and to celebrate the Sacraments, to realize Christian fellowship and unity within the Congregation and the Church Universal; to render loving service toward mankind; and to strive for righteousness, justice and peace.

Sec. 3. - This Congregation shall be a part of the United Church of Christ.

Sec. 4. - The government of this Church is vested in its members, who exercise the right of control in all its affairs; subject, however, to the laws of the State of Maryland pertaining to religious corporations.

ARTICLE II

Officers and their Duties

Sec. 1. - The Officers of this Congregation shall be a pastor, not more than six elders and not more than six deacons. The Officers may also include one or more assistant or associate pastors.

Sec. 2. - The duty of the pastor shall be to preach the Gospel, administer the Sacraments and perform all other duties belonging to a Minister of Jesus Christ. The duty of the assistant or associate pastor shall be to assist the pastor in the performance of the pastor's duties.

Sec. 3. - The duties of the elders shall be in connection with the pastor to take the oversight of the Congregation, to exercise ecclesiastical discipline and to take heed that Christian order be maintained in all things, to see that their pastor together with their fellow elders and deacons, faithfully discharge their respective

duties, to aid in visiting the sick and to contribute according to their ability to the instruction, improvement and consolation of the members.

Sec. 4. - The duties of the deacons shall be to assist the other officers of the Congregation in promoting its general welfare, to collect the alms and other contributions which are designed for the relief of the poor, or the necessities of the Congregation, to distribute the alms willingly and conscientiously and to provide for the support of the pastor.

Sec. 5. - The pastor, assistant or associate pastor(s), elders and deacons shall constitute the Consistory of the Congregation of which the pastor and each assistant or associate pastor shall be members ex officio. The pastor and each assistant or associate pastor shall not be considered trustees under Maryland law. At its first regular meeting after January 1 of each year, the Consistory shall elect from its own members, a president, vice-president, secretary and treasurer for a term of one year. The Consistory shall also elect from the Congregation of the Church a secretary and treasurer for a term of one year. A majority of the Consistory shall constitute a quorum.

Sec. 6.- The Consistory shall meet monthly for the transaction of the business of the Congregation except during the months of July and August, and at such other times as occasion may require.

Sec. 7. - In the Consistory and their successors in the office as trustees, under the Corporate name, style and title of ZION REFORMED UNITED CHURCH OF CHRIST shall be vested the real, personal or mixed property of the Corporation. The same shall have charge of the management of all temporal and fiscal affairs of the Congregation, and shall receive and hold for the benefit of said congregation any property, real, personal or mixed, which has heretofore been or may hereafter be given, conveyed, bequeathed or devised to said body corporate.

Sec. 8. - The Consistory shall have power to adopt and use a seal.

Sec. 9. - The elders and deacons comprising the Consistory shall serve as trustees of the Corporation and shall, in addition to other powers conferred by this Constitution or the By-laws, have the powers of trustees under Maryland law.

Sec. 10. - The Consistory shall establish and maintain a record book in which the proceedings of the Corporation are recorded, in accordance with Maryland law.

ARTICLE III

Elections

Sec. 1. - Every member in full communion with this Church and who annually contributes according to his or her ability to its support is entitled to vote for pastors, elders or deacons, or on any matter touching the doctrine or discipline of the Church.

Sec. 2. - Any person shall be eligible to serve as pastor of this Congregation who will become a Minister of the United Church of Christ in good standing with the Catoctin Association of the Central Atlantic Conference.

Sec. 3. - Elders and deacons shall be elected annually to fill vacancies on the Consistory at a Congregational Meeting to be held during the month of November or December at a time designated by the Consistory for a term of three years beginning January 1 following the election. After serving two full consecutive terms, no elder shall be eligible for reelection or election to this office before one year has passed, and no deacon shall be eligible for reelection to the office of deacon before one year has passed.

Sec. 4. - Nominations for the offices of elder and deacon shall be made by the Consistory, which shall present the name or names of one or more persons for each office to be elected. Public notice of the nominations and the date of the annual election shall be given from the pulpit at least three weeks before the election and notice thereof shall be published in the weekly Bulletin at least three (3) weeks prior to the annual election. In addition, any member of the Congregation may make a nomination for any of the offices of elder or deacon to be filled at the annual election, by submitting such nominations in writing with the consent of the nominee and signed by the respective members making such nominations, either to the President or the Secretary of the Consistory at any time not later than one (1) week prior to the annual election. Such nominations so made by the Consistory or upon nomination by a member shall be reported to the Congregation by the Secretary at the meeting of the Congregation at which the annual election shall be held, and the said Congregation shall, from this list of nominations, select one candidate for each office to be filled. A person shall not be voted for unless regularly nominated. All nominees must be in full communion with the Church and earnestly devoted to the cause of Christ.

Sec. 5. Whenever a vacancy in the office of elder or deacon occurs by death, or resignation, or in any other way, the Consistory may fill the vacancy for the remainder of the current year.

ARTICLE IV

Selection of Pastor and Assistant Pastors

Sec. 1. - It shall be the responsibility of the Search Committee, appointed by the Consistory, to seek a candidate for a vacancy in the office of pastor.

Sec. 2. - The pastor shall be elected by the Congregation, at a meeting of the Congregation called for that purpose, upon the vote of a majority of those members present, and shall serve for an indefinite period, and shall serve as pastor at the pleasure of the Consistory. The pastor may elect to resign at any time during his period of service to the Congregation, upon giving the Consistory not less than three months notice thereof. The Consistory may, at any time, remove the pastor from service to the Congregation.

Sec. 3. - The Consistory may, in its discretion, appoint one or more assistant or associate pastors, who may be selected or removed in the same manner as established in this Constitution for the selection and removal of the pastor.

Sec. 4. - The Consistory may confer upon any pastor who has previously served the Congregation as its pastor the honorary designation of pastor emeritus.

ARTICLE V

Qualifications for Membership and Duties of Members

Sec. 1. - To constitute any person a member of this Congregation he or she must possess the qualifications and be received according to the mode prescribed and required by the United Church of Christ and this Constitution.

Sec. 2. - Membership in this Congregation shall be open to any person who has been baptized, has been confirmed or has made public confession of faith in Jesus Christ as Lord and Savior.

Sec. 3. - Members shall pledge themselves to attend the regular worship of the church and the celebration of the Lord's Supper; to live the Christian life; to share in the life and work of the church; to contribute to its support and benevolences; and to seek diligently the spiritual welfare of the membership and the community.

Sec. 4. - Any member may upon request, be granted a letter of transfer by the pastor, an assistant or associate pastor or the Consistory.

Sec. 5. - A member whose address has long been unknown or who for a period of two years, in spite of spiritual care, has not attended the church's worship or

contributed to its support, may, by recommendation of the elders be removed from the membership roll and placed on an inactive list.

Sec. 6. - If a member persistently breaches his or her covenant vows, the Consistory, after due notice has been given and a hearing before the Consistory offered, and after faithful efforts have been made to bring the member to amendment in accordance with the law of Christ, may censure the member or remove the member from the membership of the Congregation.

ARTICLE VI

Charitable Status

Sec. 1. - The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

Sec. 2. - The Corporation is a corporate entity organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 herein. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Constitution, the Corporation shall not carry on any other activities not permitted to be carried on" (a) by a corporation exempt from the federal income tax under Section 501 (c) (3) if the Internal Revenue Code of 1986 (of the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Sec. 3. - The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Sec. 4. - The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

Sec. 5. - The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Sec. 6. - The Corporation shall not make any investments in such manner as to subject it to tax under Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VII

Place of Worship and Resident Agent

Sec. 1. - The address of the principal place of worship of the Corporation is 201 North Potomac Street, Hagerstown, Maryland 21740.

Sec. 2. - The name and address of the resident agent of the Corporation are as follows: Jeff Downin, President of the Consistory, 201 N. Potomac St., Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE VIII

Perpetual Existence

The existence of the Corporation shall be perpetual.

ARTICLE IX

Dissolution

In the event of the dissolution of the Corporation, the Consistory shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal REvenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Consistory shall determine; subject, however, to the limitations contained

in any will, trust instrument or in any similar controlling instrument, judgment or decree governing the distribution of any assets or funds of the Corporation upon dissolution. Any such assets not so disposed of shall be disposed of by the Circuit Court for Washington County, exclusively for such purposes or to such organization , as said court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

ARTICLE X

By-laws Authorized

The Consistory may from time to time enact such By-Laws for their government in the transaction of business as the Consistory may deem necessary, provided, however, they do not conflict with the Constitution.

ARTICLE XI

Amendments

The Constitution or any part of it may be altered or amended by a vote of two-thirds of the members present at a meeting called for the purpose, provided at least two weeks previous notice shall be given.

Amended September 2009

IN WITNESS WHEREOF, the Congregation has caused these presents to be signed by the Trustees of the Congregation who declared the resolution amending the Constitution to be advisable this _____ day of _____, 2009.

Daisy Schlotterbeck, Deacon

Scherry Sellers, Deacon

Carol Mooers, Elder

Susan Smith, Elder

Jeanne Stoner, Elder

David Ridenour, Elder

Robert Barnhart, Elder

Margaret Wagner, Elder

Linda Frakes, Elder

Jeff Downin, Elder

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I HEREBY CERTIFY that on this _____ day of _____, 2009, personally appeared Linda Frakes, known to me to be the President of the Consistory of Zion Reformed United Church of Christ, Hagerstown, Maryland, and who, being first duly sworn, made oath in due form of the law that the matters and facts contained in these Articles are true.

WITNESS my hand and Official Notarial Seal.

Susan W. Younkins, Notary Public

My Commission Expires: 06/20/2013