

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

Date Received

AC1

(FOR BUREAU USE ONLY)

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RESTATED ARTICLES OF INCORPORATION
For use by Ecclesiastical Corporations

(Please read information and instructions on the last page)

Pursuant to the provisions of Act 327, Public Acts of 1931, and Act 162, Public Acts of 1982, the undersigned person(s) execute the following Restated Articles:

1. The present name of the corporation is:

2. The identification number assigned by the Bureau is:

3. All former names of the corporation are:

4. The date of the filing the original Articles of Incorporation was: _____

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

FIRST

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

SECOND

1. The location of said church or society shall be in the city (or village) of:

_____ county of, _____, and
State of Michigan.

2. The address of the registered office is:

_____, Michigan _____
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office if different than above is:

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

4. The name of the resident agent at the registered office is: _____

THIRD

The time for which the corporation shall be created shall be perpetual. (If term is for a fixed number of years, then state the number of years instead of perpetual.)

FOURTH

The members of the church or society shall worship and labor together according to the discipline, rules and usages of the _____ church in the United State of America (or other jurisdiction as the case may be), as from time to time authorized and declared by the _____
(here insert the name of the higher ecclesiastical body or bodies, if any, authorized to determine such question)

FIFTH (Insert any desired additional provisions authorized by the Act; attach additional pages if needed.)

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES DO NOT FURTHER AMEND THE ARTICLES OF INCORPORATION; OTHERWISE, COMPLETE SECTION (b)

a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, in accordance with the provisions of Section 642 of Act 162, Public Acts of 1982, by the Board of Directors without a vote of the members. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

b. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, 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:
(The call notifying the members of the meeting should be copied here, using the wording as it appeared in the church bulletin, paper, notice, or as it was announced from the pulpit. Minutes of the meeting are not required.)

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

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

Signed this _____ day of _____, _____ by the person(s) controlling the temporal affairs (all signers must appear before the Notary):

TYPE OR PRINT NAME AND TITLE BENEATH SIGNATURE

_____	_____
_____	_____
_____	_____
_____	_____

State of _____

County of _____

} ss.

Subscribed and sworn to before me on this _____ day of _____, _____

by _____

(list persons appearing before the Notary)

(Signature of Notary)

(Type or Print Name of Notary)

(Notary Seal)

Notary Public for _____ County,

State of _____

My commission expires _____

Preparer's Name _____

Business Telephone Number (____) _____

INFORMATION AND INSTRUCTIONS

1. Filing of the form is voluntary. However, the articles of incorporation cannot be restated until this form, or a comparable document, is submitted.
2. Submit one original of this document. Upon filing, the document will be added to the records of the Corporations, Securities & Commercial Licensing Bureau. The original will be returned to your registered office address, unless you enter a different address in the box on the front of this document.

Since this document will be maintained on electronic format, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.

3. This document is to be used pursuant to the provisions of Act 327, P.A. of 1931, and Act 162, P.A. of 1982 for the purpose of restating the Articles of Incorporation of a church corporation. Restated articles of incorporation are an integration into a single instrument of the current provisions of the corporation's articles of incorporation, along with any desired amendment to those articles.
4. Restated Articles of Incorporation which do not amend the Articles of Incorporation may be adopted by the Board of Directors without a vote of the members.

Restated Articles of Incorporation which amend the Articles of Incorporation require adoption by the affirmative vote of a majority of the members entitled to vote thereon that are present at a meeting of the members of the corporation called for that purpose pursuant to the bylaws. If a different majority is required by the rules of discipline or by the church policy in any particular case, that requirement controls.

5. Item 2 - Enter the identification number previously assigned by the Bureau. If this number is unknown, leave it blank.
6. This document is effective on the date endorsed "filed" by the Bureau. A later effective date, no more than 90 days after the date of delivery may be stated.
7. This document must be signed in ink by the person or persons controlling the temporal affairs of the corporation. All parties signing the document are required to appear before a notary. Under each signature, please type or print that person's name and title.
8. **NONREFUNDABLE FEE:** Make remittance payable to the State of Michigan. Include corporation name and identification number on check or money order.....**\$10.00**

Submit with check or money order by mail:

Michigan Department of Licensing and Regulatory Affairs
Corporations, Securities & Commercial Licensing Bureau
Corporations Division
P.O. Box 30054
Lansing, MI 48909

To submit in person:

2407 N Grand River Ave
Lansing, MI 48906
Telephone: (517) 241-6470

Fees may be paid by check, money order, VISA, MasterCard, American Express, or Discover when delivered in person to our office.

Submit online:

This document may be completed and submitted online at www.michigan.gov/corpfileonline.

Documents that are endorsed filed are available at www.michigan.gov/corptentitysearch.

LARA is an equal opportunity employer/program.

Auxiliary aids, services and other reasonable accommodations are available upon request to individuals with disabilities.

Optional Expedited Service

Expedited review and filing, if fileable, is available for all documents for profit corporations, limited liability companies, limited partnerships and nonprofit corporations.

The non-refundable expedited service fee is in addition to the regular fees applicable to the specific document.

Please complete a separate CSCL/CD-272 form for expedited service for each document submitted in person or by mail.

24-hour service - \$50 for formation documents and applications for certificate of authority.

24-hour service - \$100 for any document concerning an existing entity.

Same Day Service

- **Same day - \$100 for formation documents and applications for certificate of authority.**
- **Same day - \$200 for any document concerning an existing entity.**
Review completed on day of receipt. Document and request for same day expedited service must be received by 1 p.m. EST OR EDT.
- **Two hour - \$500**
Review completed within two hours on day of receipt. Document and request for two hour expedited service must be received by 3 p.m. EST OR EDT.
- **One hour - \$1000**
Review completed within one hour on day of receipt. Document and request for 1 hour expedited service must be received by 4 p.m. EST OR EDT.

Documents submitted by mail are delivered to a remote location for receipts processing and are then forwarded to the Corporations Division for review. Day of receipt for mailed expedited service requests is the day the Corporations Division receives the request.

ADDITIONAL PROVISIONS TO ARTICLES OF INCORPORATION FOR THORNAPPLE EVANGELICAL COVENANT CHURCH OF GRAND RAPIDS, MICHIGAN

ARTICLE V - STATEMENT OF PURPOSE

This church's purpose is to cultivate a community of worship committed to prayer, preaching and study of the Word of God, the celebration of the sacraments, and fellowship across gender, race, age, culture, and class. In so doing, its members covenant to equip loving, giving, growing Christians to reach out with the good news of Jesus Christ-- evangelizing the lost, ministering to those in need, and seeking justice for the oppressed.

Notwithstanding any other provision in these articles or the church's constitution and bylaws, the church shall not carry on any activities or have any purposes not permitted to a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or any other corresponding section of any future federal tax code. The church shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. No part of the assets of the church shall inure to the benefit of, or be distributable to, its elders, officers, members or other private persons, except that the church is authorized to make reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

ARTICLE VI - LIMITATION OF LIABILITY

1. Liability Limitation. A volunteer elder or volunteer officer of the church shall not be personally liable to this church or its members for monetary damages for any action taken or any failure to take any action as a voluntary elder or voluntary officer, except as provided in Section 2 of this Article VI.

2. Exclusions. Article VI, Section 1, shall not eliminate or limit the liability of a volunteer elder or volunteer officer for any of the following:

- a. The amount of a financial benefit received by a volunteer elder or director to which he or she is not entitled;
- b. Intentional infliction of harm to the church or its members;

- c. A violation of section 551 of the Michigan Nonprofit Corporation Act (the “Act”);
- d. An intentional criminal act; or
- e. A liability imposed under Section 497(a) of the Act.

3. Later Statutory Changes. If, after the adoption of this article, the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a volunteer elder, trustee, or officer, then a volunteer elder, trustee, or officer of this church (in addition to the circumstances in which an elder, trustee, or officer is not personally liable as set forth in the preceding section) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act, not be liable as so amended. No amendment, alteration, modification, or repeal of this article shall increase the liability or alleged liability of any volunteer elder, trustee, or officer of this church for or with respect to any acts or omissions of such elder, trustee, or officer occurring prior to such amendment, alteration, modification, or repeal.

ARTICLE VII - INDEMNIFICATION

1. **Rights and Benefits.** Each elder of this church shall be indemnified as of right to the fullest extent now or later permitted by law, except for the exclusions provided in Article VI, *Limitation of Liability*, Section 2, *Exclusions*, in connection with any actual or threatened civil or criminal suit or proceeding (whether brought by or in the name of this church or otherwise) arising out of his or her service as an elder, officer, or any other capacity to this church. Any officer, employee, representative, agent, member, or other person who is not an elder of this church may be similarly indemnified in respect of his or her service to this church to the extent authorized at any time by this church’s constitution and bylaws or the church council.

2. **Insurance.** The church may purchase and maintain insurance to protect itself and any elder or other person against any liability asserted against him or her and incurred by him or her in respect of service to the church whether or not the church would have the power to indemnify him or her against any liability by law or under the provisions of this Article VII. The purchase of insurance shall not, however, diminish the church’s obligation, if any, to an elder under this article.

3. Actions and Suits Brought by Others.

a. This church shall indemnify and hold harmless (fully reimburse and make whole) an elder who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, *other than*

an action by or in the right of this church, by reason of his or her service to this church. Such indemnification shall cover expenses (including attorneys' fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of this church or its members and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

b. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of this church, or its members, or, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

c. An officer, employee, representative, agent, member, or person other than an elder of this church may be similarly indemnified in respect of such service to the extent authorized at any time by the church council, except as otherwise provided by statute.

4. *Actions and Suits in the Name of this Church.*

a. This church shall indemnify and hold harmless (fully reimburse and make whole) an elder who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit *by or in the right of this church* to procure a judgment in its favor by reason of his or her service to this church. Such indemnification shall be against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this church or its members.

b. No indemnification under this section of this article shall be made in respect of any claim, issue, or matter as to which such person shall have been found liable to this church, except to the extent authorized in Section 7, *Determination by Court*, of this article.

c. An officer, employee, representative, agent, member, or person other than an elder of this church may be similarly indemnified in respect of such service to the extent authorized at any time by the church council, except as otherwise provided by statute.

5. Authorization of Indemnification. Any indemnification of any person under sections 3 and 4 of this article shall be made by this church only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this article. Such a determination shall be made:

a By the church council by a majority vote of a quorum consisting of members who were not parties or threatened to be made parties to such action, suit, or proceeding; or

b If such a quorum is not obtainable, by a majority vote of a committee appointed by the church council consisting solely of two or more council members not at the time parties or threatened to be made parties to the action, suit, or proceeding; all council members may participate in the appointment of a committee under this subsection; or

c By all independent council members who are not parties or threatened to be made parties to the action, suit, or proceeding; or

d. By the members, but a person who is a party or threatened to be made a party to the action, suit, or proceeding may not vote; or

e. By order of a court of competent jurisdiction.

6. Advancing of Expenses. This church may pay or reimburse the reasonable expenses incurred by a person who is or may be entitled to indemnification under this article and who is a party or threatened to be made a party to an action, suit, or proceeding described in Section 3 or 4 of this article in advance of final disposition of the proceeding if:

a The person furnishes this church a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct set forth in Sections 3 or 4 of this article; and

b The person furnishes this church a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the applicable standard of conduct; and

c A determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.

The undertaking required by subsection b. above must be an unlimited general obligation of the person but need not be secured. Determinations of payments under this section shall be made in the manner specified in Section 5 of this article.

7. Determination by Court. An elder who is a party or threatened to be made a party to an action, suit, or proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. This church shall indemnify such person if the court determines that the person is fairly and reasonably entitled to indemnification under this article in view of all the relevant circumstances.

ARTICLE VIII - ASSUMPTION OF LIABILITIES FOR ACTS OF VOLUNTEERS

The church shall assume all liability to any person other than the church for all acts of omissions of a volunteer elder incurred in the good faith performance of the volunteer elder's duties as such. In addition, the church shall assume the liability for all acts or omissions of a volunteer elder or volunteer officer (and may, as determined by the church council, assume the liability for all acts or omissions of another volunteer) if all these conditions are met:

- a. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
- b. The volunteer was acting in good faith;
- c. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- d. The volunteer's conduct was not an intentional tort; and
- e. The volunteer's conduct was not a tort arising out of ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided by Section 3135 of the Michigan Insurance Code of 1956.

No amendment to or alteration, modification or repeal of this article shall reduce the scope of the church's assumption of liability under this article for or with respect to any volunteer's acts or omissions that occur before such amendment, alteration, modification or repeal. Provisions of this article added by amendment shall apply only to the acts or omissions and to breaches of duty occurring after the date the amended article was adopted.

ARTICLE IX - COMPROMISE OF CLAIMS

When a compromise or arrangement or a plan of reorganization of the church is proposed between the church and its creditors or any class of them, or between this church and its members, or any class of them, a court of equity jurisdiction within the state, on application of this church or of a creditor, member, or class of members of this church, or an application of a receiver appointed for this church, may order a meeting of the creditors or class of creditors or of the members to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing three-fourths (3/4) in value of the creditors, class of creditors, member, or class of

members to be affected by the proposed compromise or arrangement or a reorganization agree to a compromise or arrangement or a reorganization of this church as a consequence of the compromise or arrangement, then the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors, class of creditors, member, or class of members and also on this church.

ARTICLE X - DISSOLUTION

In the event of dissolution of the church, all rights, titles and interests of the church and all property of the church shall be transferred to the Evangelical Covenant Church.

ARTICLE XI - AMENDMENTS

1. **General.** An amendment of these articles of incorporation requires member approval at an annual or special membership meeting. A proposal to amend may be made by a majority vote of all members of the church council or by petition of at least twenty-five percent of the church's members. However, a motion to amend articles of incorporation may not be made at a membership meeting itself. An amendment is approved if there are affirmative votes by three quarters of those members voting at the meeting.

2. **Notice.** The notice for the meeting at which the proposed amendment is to be voted upon shall also include information concerning how a member may examine in person or remotely a) the proposed amendment; b) the church council's recommendation and reasons to either approve or disapprove the proposed amendment; and c) a summary of any church council member's opposition to that recommendation.

3. **Constitution and Bylaws.** The church's Constitution and Bylaws address all procedural issues arising in connection with Sections 1 and 2 – e.g. location of meeting, quorum and members eligible to vote.

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