

**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
THE NATIONAL ASSOCIATION OF CHURCH BUSINESS ADMINISTRATION
(A NONPROFIT CORPORATION)
(INCLUDING A NAME CHANGE)**

ARTICLE 1

THE NATIONAL ASSOCIATION OF CHURCH BUSINESS ADMINISTRATION (the "Corporation"), a Minnesota nonprofit corporation with Filing Number F-589, subject to the Minnesota Nonprofit Corporation Act, has adopted this Restated and Amended Articles of Incorporation. This Restated and Amended Articles of Incorporation accurately copies the previous Articles of Incorporation and all prior amendments that are in effect to date and include further amendments described in Article 4.

**ARTICLE 2
PROCEDURE OF ADOPTION OF AMENDMENTS**

The Restated and Amended Articles of Incorporation were adopted in the following manner:

At a duly noticed and called meeting of the Board of Directors of the Corporation held on May 15, 2024, the Board of Directors, by at least a majority vote, adopted a resolution approving the proposed amendments and directing that the amendments and this the Restated and Amended Articles on Incorporation be submitted to a vote by the voting members of the Corporation. The Corporation's members adopted the Restated and Amended Articles of Incorporation at a meeting of the Voting Members on July 10, 2024, by at least a two-thirds vote in compliance with the Act. The Corporation has no one else eligible to vote on these amendments.

**ARTICLE 3
RESTATED ARTICLES**

The Restated and Amended Articles of Incorporation, including a name change, and all amendments and other changes contained in articles of amendment are superseded by the Restated and Amended Articles of Incorporation set forth as Exhibit A, attached and incorporated herein for all purposes.

**ARTICLE 4
AMENDMENT OF ARTICLES OF INCORPORATION**

The Restated and Amended Articles of Incorporation include the following amendments:

The name is changed from The National Association of Church Business Administration to The Church Network.

All existing Articles of Incorporation were deleted and replaced with the provisions in the

Restated and Amended Articles of Incorporation attached as Exhibit A.

Each new amendment (i) has been made following the Minnesota Nonprofit Corporation Act, (ii) has been approved in the manner required by the Minnesota Nonprofit Corporation Act and the Corporation's governing documents, and (iii) does not contain any other change other than omissions allowed by the Minnesota Statutes, Chapter 302A or 317A.

The undersigned affirms that the individual designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute this filing instrument.

I am an authorized officer of the Corporation, and I execute this Restated and Amended Articles of Incorporation on behalf of the Corporation on this tenth day of July, 2024.

**THE NATIONAL ASSOCIATION OF CHURCH
BUSINESS ADMINISTRATION**

By: _____

Name: _____

Title: _____

EXHIBIT A

RESTATED AND AMENDED ARTICLES OF INCORPORATION OF THE CHURCH NETWORK (A NONPROFIT CORPORATION)

The Board of Directors adopted the following Restated and Amended Articles of Incorporation of **THE CHURCH NETWORK** (the "Corporation") under the provisions of the Minnesota Nonprofit Corporation Act (the "Act"):

ARTICLE 1 ENTITY NAME AND TYPE

The Corporation is a nonprofit corporation under the Minnesota Nonprofit Corporation Act. The name of the Corporation is **THE CHURCH NETWORK**.

ARTICLE 2 DISSOLUTION

This Corporation may be dissolved following the laws of the State of Minnesota. In the event of the dissolution of this corporation, any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes of this corporation, and described in Section 501(c)(3) of the Internal Revenue Code of 1986, or to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this corporation shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this Corporation, shall be transferred following the trust, condition or limitation imposed concerning it.

ARTICLE 3 DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4 PURPOSES

This Corporation is organized as an association of churches and individuals and shall be operated exclusively for religious, charitable, and educational purposes. More particularly, this corporation shall promote the highest level of professional competence through comprehensive training, certification, and resources to individuals serving Christ through administration in local churches. The organization shall promote educational programs, seminars, workshops, and conferences to achieve this purpose. Further, it shall, within the limits of Section 501(c)(3) of the

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Internal Revenue Code, advise in the enactment of legislation by all levels of government that will properly serve the interests of all Christian institutions and recognize and honor exceptional services and achievements in the field of Christian business management. It shall act to advance the effectiveness of all who are engaged in the profession of Christian business administration and work for the betterment of the church of Jesus Christ in this nation and throughout the world.

In furtherance of its purposes, this corporation may engage in, advance, promote, support and administer religious, charitable, and educational activities and projects of every kind and nature whatsoever on its behalf or as the agent, trustee or representative of others. All the powers of this corporation shall be exercised so that this corporation's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code are to the Internal Revenue Code of 1986 and include any provisions thereof adopted by future amendments to it and any cognate provisions in future Internal Revenue Codes to the extent such provisions apply to this corporation.

ARTICLE 5 **POWERS**

Except as otherwise provided in these Articles of Incorporation, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

ARTICLE 6 **RESTRICTIONS AND REQUIREMENTS**

The Corporation shall not pay dividends or other corporate income or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Code, the Treasury Regulations promulgated thereunder, and any related Internal Revenue Service ("IRS") pronouncements. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving charitable contributions that are tax deductible under Section 170(c)(2) of the Code, the Treasury Regulations promulgated thereunder, and any related IRS pronouncements. Regardless of any other provision in these Restated and Amended Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.

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3. Devote any substantial part of its activities to attempting to influence legislation by propaganda or otherwise.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements.
6. Distribute its assets on dissolution other than described herein.
7. Permit any part of the Corporation's net earnings to inure to the benefit of any private individual.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt purposes.

ARTICLE 7 **MEMBERS**

This corporation shall have one or more classes of members who shall have such voting rights and who shall be ascertained as prescribed in the Bylaws of this corporation. The Board of Directors may establish one or more classes of non-voting members upon such conditions and terms as it from time to time deems appropriate.

ARTICLE 8 **REGISTERED OFFICE AND AGENT**

The location of the registered office of this corporation shall be 202 N Cedar Ave, Ste 1, Owatonna, Minnesota, 55060. The name of the registered agent at this office is Northwest Registered Agent, LLC. The Board of Directors may change the registered office and registered agent in its discretion.

ARTICLE 9 **MANAGEMENT VESTED IN THE BOARD OF DIRECTORS**

The management of this corporation is vested in its board of directors. The Board of Directors may elect officers as allowed in the Bylaws.

ARTICLE 10 **LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS**

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A director or officer is not liable to the Corporation for monetary damages for an Act or omission in the 'director's or 'officer's capacity except to the extent otherwise provided by a statute of the State of Minnesota.

ARTICLE 11 **INDEMNIFICATION**

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer or other person related to the Corporation as provided by the provisions in the Act governing indemnification. As provided in the Bylaws, the directors shall have the power to define the requirements and limitations for the Corporation to indemnify officers or others related to the Corporation.

ARTICLE 12 **CONSTRUCTION**

All references in these Restated and Amended Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. This document becomes effective when the document is filed with the Minnesota Secretary of State.

ARTICLE 13 **ACTION BY WRITTEN CONSENT**

Action may be taken by using signed written consents by the number of members, officers, directors, or other such persons entitled to vote whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the officers, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, certified or registered mail, return receipt requested, facsimile, or email. The delivery may be made to the 'corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the 'Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign a consent form but are eligible to vote on that matter. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed. A telegram, telex, cablegram, email, or similar transmission by a director, officer, or committee member, or photographic, facsimile, or similar

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reproduction of a signed writing is to be regarded as being signed by the director, officer, or committee member.

ARTICLE 14 **AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended only with the approval of the Board of Directors and voting members of this corporation. The amendment must be approved by a majority of all the members of the Board of Directors, provided that written notice of amendment is submitted to the Board of Directors at least fourteen days prior to such a meeting. The amendment must be approved by the affirmative vote of two-thirds of the voting members present and voting at a regularly scheduled meeting of the voting membership, provided that written notice of amendment is submitted to the membership at least fourteen days prior to such meeting.