

**RESTATED ARTICLES OF INCORPORATION  
OF  
THE NATIONAL ASSOCIATION OF CHURCH BUSINESS ADMINISTRATION**

ARTICLE 1 – NAME

The name of this corporation shall be The National Association of Church Business Administration.

ARTICLE 2 – PURPOSE

This corporation is organized 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. To achieve this purpose, the organization shall promote educational programs, seminars, workshops, and conferences. Further, it shall, within the limits of Section 501(c)(3) of the Internal Revenue Code, advise in the enactment of legislation by all levels of government which 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 in its own behalf or as the agent, trustee or representative of others. All the powers of this corporation shall be exercised only 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 thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this corporation.

ARTICLE 3 – DURATION

The duration of this corporation shall be perpetual.

ARTICLE 4 – REGISTERED OFFICE

The location of the registered office of this corporation shall be 9447 Marshall Road, Eden Prairie, Minnesota, 55347.

## ARTICLE 5 – 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 6 – INUREMENT

This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, if any. No part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder or individual. Except as permitted by Minnesota Statutes, Section 317A.501, this corporation shall not lend any of its assets to or guarantee the obligation of any officer, director, or employee of this corporation, or a member of the family of such a person. Nothing herein shall be construed to establish or prohibit the payment of reasonable compensation to any person for services actually rendered by such person to this corporation.

## ARTICLE 7 – PROHIBITED ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. This corporation 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.

## ARTICLE 8 – BOARD OF DIRECTORS

The management and direction of the business of this corporation shall be vested in a Board of Directors. The number, term of office, powers, authority and duties of members of the Board of Directors, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of this corporation.

## ARTICLE 9 – AMENDMENTS

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 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. 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 meeting.

## ARTICLE 10 – OTHER PROVISIONS

10.1 There shall be no personal liability of members for the obligations of the corporation.

10.2 This corporation shall have no capital stock.

10.3 This corporation may be dissolved in accordance with 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 in accordance with the trust, condition or limitation imposed with respect to it.