

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**AMERICAN BAPTIST CHURCHES**  
**OF THE ROCKY MOUNTAINS**

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act (the “Act”), American Baptist Churches of the Rocky Mountains (the “Corporation”) adopts the following Amended and Restated Articles of Incorporation (the “Articles”). These Articles correctly set forth the provisions of the Articles of Incorporation, as amended, and supersede the original Articles of Incorporation filed with the Colorado Secretary of State on January 4, 1972.

**ARTICLE I**  
**NAME**

The name of this Corporation is

AMERICAN BAPTIST CHURCHES  
OF THE ROCKY MOUNTAINS

**ARTICLE II**  
**DURATION**

The period of its duration is perpetual.

**ARTICLE III**  
**PURPOSE AND POWERS**

This Corporation is formed exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”). Specifically, the Corporation’s purpose shall include: to serve as a region for American Baptist Congregations in Colorado, Wyoming, New Mexico and Utah, and such other congregations as may be accepted as part of the Region, and to have such other purposes not inconsistent herewith as shall be set forth in its Bylaws.

The Corporation shall have all the powers to accomplish the above purposes as shall be designated for nonprofit corporations under the Act and the laws of Colorado.

#### **ARTICLE IV RESTRICTIONS ON POWERS**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, directors, 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 in the previous Article.

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

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code section 501(c)(3).

#### **ARTICLE V DISSOLUTION**

Upon the dissolution of the Corporation, the directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of its assets exclusively for the purposes of the Corporation or by transfer to one or more organizations which are organized and operated exclusively for religious, educational or charitable purposes and shall at the time qualify as an organization or organizations described in Code section 501(c)(3), or to the federal, state or local government, for a public purpose, as shall be determined by the Board,

with first preference to be given to American Baptist Churches in the U.S.A., a New York nonprofit corporation, or related organizations or ministries.

## **ARTICLE VI MEMBERS**

The Corporation shall not have stock, but shall admit members therein, upon such condition as the Bylaws of this Corporation shall provide.

## **ARTICLE VII REGISTERED AGENT AND OFFICE**

At the time of the adoption of these Articles, the address of the registered office of the Corporation is 9085 E. Mineral Circle, Suite 170, Centennial, CO 80112. At the time of the adoption of these Articles, the name of the registered agent at such address is Michael Oldham.

## **ARTICLE VIII PRINCIPAL OFFICE**

At the time of the adoption of these Articles, the address of the principal office of the Corporation is 9085 E. Mineral Circle, Suite 170, Centennial, CO 80112.

## **ARTICLE IX BOARD OF DIRECTORS**

Section 9.1 General: The management and direction of the business of the Corporation shall be vested in a Board of Directors. The number, method of selection, 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 shall be as specified from time to time in the Bylaws of the Corporation.

Section 9.2 Liability of Directors: No director shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the Corporation or its members for

monetary damages for the following: (a) any breach of the director's duty of loyalty to the Corporation or its members, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in Section 7-128-403 (relating to unlawful distributions) or Section 7-128-501(2) (prohibiting loans to directors and officers) of the Colorado Revised Statutes, as such statutory provisions now exist or hereafter may be amended, or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Act. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.