

**RESTATED AND AMENDED**

**ARTICLES OF INCORPORATION**

**THE FIRST CHRISTIAN CHURCH OF COLORADO SPRINGS**

**KNOW ALL MEN BY THESE PRESENTS**, that the members of The First Christian Church (Disciples of Christ) of Colorado Springs, a Colorado non-profit corporation, did at a meeting held on the 14<sup>th</sup> day of December, 1986, duly adopt these Restated and Amended Articles of Incorporation pursuant to the provisions of the Colorado Non-Profit Corporation Act.

**PREAMBLE**

In obedience to the call of Jesus Christ to fulfill our ministry, in recognition of the unity within the congregation of The First Christian Church (Disciples of Christ) of Colorado Springs, and in further recognition that the elected and appointed ministries working within The First Christian Church (Disciples of Christ) of Colorado Springs desire closer cooperation with each other and the members of the congregation, we have united ourselves in a legally incorporated fellowship of God's Church and adopt these Articles to facilitate the carrying on, conducting and managing the affairs for the Church.

**ARTICLE I  
NAME**

The name of this non-profit corporation is:

**THE FIRST CHRISTIAN CHURCH (DISCIPLES OF CHRIST) OF COLORADO SPRINGS**

**ARTICLE II  
DURATION**

This corporation shall have a duration and term of existence which is perpetual.

**ARTICLE III  
AFFILIATION**

This corporation is now affiliated with The Christian Church (Disciples of Christ) in the United States and Canada.

**ARTICLE IV  
HISTORICAL REFERENCE**

This corporation was originally incorporated by an Affidavit under and by virtue of the then existing Statutes of the State of Colorado, which Affidavit was duly subscribed, acknowledged and filed with the County Clerk and Recorder of El Paso County, Colorado on March 18, 1896 at the hour of 11:23 a.m. which Affidavit is as follows, to-wit:

Certificate-Corporate Name ) State of Colorado )  
of ) ) ss.  
The First Christian Church ) El Paso County )  
of Colorado Springs )

Filed for record at 11:23 a.m. )  
March 18th, 1896 )  
J. W. Bates-Recorder )  
\_\_\_\_\_ )

I do solemnly swear that at a meeting of the members of the Christian Church or Church of Christ held at Colorado Springs, in the County of El Paso and State of Colorado, on the day of March Fourth, A.D. 1896, for that purpose, the following persons were elected or appointed Trustees, Horace Morris, D.P. Sell, G.R. Stark and Adopted as its corporate name "The First Christian Church of Colorado Springs" and at said meeting this affiant acted as chairman.

B.B. Burton

Notarial Seal

Subscribed and sworn to before me  
this 18<sup>th</sup> day of March, 1896.

J. Fields

My Commission Expires May 19, 1896

#### ARTICLE V PURPOSES/POWERS/RESTRICTIONS

This Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, to engage in all lawful activities in support of its charitable, religious and educational purposes which fall within the provisions of Section 501 (c) (3) and Section 509 (a) of the Internal Revenue Code of 1954, as amended and in furtherance of these purposes, the said corporation may:

(a) Raise funds from the public and from all other sources available, receive and maintain such funds and expend principal and income there from in support of and in furtherance of the charitable, religious and educational purposes of this corporation.

(b) Acquire, own, use, lease as lessor or lessee, convey, encumber and otherwise deal in and with real and personal property and any interest therein, all in support of and in furtherance of its charitable, religious and educational purposes.

(c) Contract with other organizations, for profit and not-for-profit, with individuals and with governmental agencies in support of or in furtherance of the charitable, religious and educational purposes.

- (d) Serve or cause members of its General Board, membership or others to serve on its behalf, as the membership, shareholder or other owner of all entities affiliated with or controlled by this corporation.
- (e) Conduct, maintain and carry on any activities of every kind and nature whatsoever authorized by the Colorado Non-Profit Corporation Act which are in support of and in furtherance of its charitable, religious and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, provided however;
- (i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any private shareholder or individual, except that the organization 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; and
- (ii) 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.
- (f) In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in the Colorado Non-profit Corporation Act, as now existing or hereafter amended.
- (g) Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

## **ARTICLE VI MEMBERSHIP**

6.1 The membership shall consist of those who are now members of the corporation, those who shall unite with it by confession of faith in Jesus Christ as Lord and Savior, who have or will give expression of their faith through baptism and commitment to Him, and those who unite by transfer of membership from another Christian Church (Disciples of Christ) or denomination and reaffirm their faith and commitment to Jesus Christ.

6.2 Classes of members shall be participating or nonparticipating, which classes of membership and the rights, privileges and duties thereof shall be set forth in the Bylaws.

## **ARTICLE VII AUTHORITY**

7.1 This membership shall manage its business affairs under the principles proclaimed and taught by Jesus Christ. All authority is in and shall remain in the membership, except as delegated in these Articles of Incorporation or in amendments hereto which may be adopted by the members.

7.2 For the purpose of complying with the Colorado Non-Profit Corporation Act, the General Board shall constitute, function and exercise all authority of a Board of Directors, and the Moderator of the General Board shall also act as and exercise all powers as the President of the Corporation.

7.3 The Senior Minister shall be called by the congregation in the manner set forth in the Bylaws.

7.4 When the General Board authorizes any instrument conveying or creating a lien or encumbrance on the property of the corporation or the borrowing of money, the Chairman of the Trustees and the Moderator of the General Board shall jointly sign, execute and deliver all documents reasonably required to carry out and effect the action of the General Board.

7.5 The Membership shall have authority to adopt and amend the Bylaws of the corporation by a two-thirds vote of the membership present and voting, provided, however, that the membership cannot consider the adoption of an amendment to the Bylaws until thirty (30) days after notice of the full text of the proposed adoption of and/or amendment to the Bylaws has been posted on the Church bulletin board and the church website. Copies of the current Bylaws and proposed changes will be available upon reasonable request at the church office. Additionally, summary notice will be announced in the Church Visitor or other publication delivered to the membership at least 30 days prior to the adoption for amendment action.

7.6 This corporation shall not have the power to issue any stock.

#### **ARTICLE VIII EXEMPT PROPERTY**

The private property of all elected and appointed officers, agents and members of the corporation shall always be exempt from liability for any obligations and debts of the corporation.

#### **ARTICLE IX MEETINGS**

9.1 Annual Meeting. At least one regular business meeting of the members shall be held annually no later than the second Sunday of June, unless otherwise called by the Moderator of the General Board.

9.2 Special Meetings. Special meetings of the congregation may be called by: The Moderator, or by written petition of 25 percent of the membership of the General Board, or by written petition of at least one-twentieth (1/20) of the membership having voting rights as of the first day of January of the current year.

#### **ARTICLE X DISSOLUTION OF DISASSOCIATION**

10.1 In the event this corporation is dissolved by a vote of two-thirds of the voting membership, the General Board after paying or making provision for the payment of all of the liabilities of this corporation, shall distribute all of the assets of the corporation, in any proportions considered prudent, to the Christian Church (Disciples of Christ) Central Rocky Mountain Region if then in existence and qualified as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code in such proportions as said General Board deems appropriate. Any assets of this corporation not so disposed of shall be disposed of by a

court of competent jurisdiction of El Paso County, Colorado, exclusively for religious, educational and charitable purposes or to such organization or organizations as the court shall determine which are organized and operated exclusively for educational, religious and charitable purposes.

10.2 Disassociation. The members of this corporation may elect to disassociate it from the Christian Church (Disciples of Christ) at any time by a two-thirds vote of the members present and voting at regular or special meeting of the members called for the purpose of considering such disassociation provided, however, that notice of said meeting must be published in full in the Church Visitor or other publication delivered to the members and posted on the Church bulletin board no less than thirty (30) days prior to such meeting. In the event the members of this corporation do vote to disassociate themselves, the assets of the corporation shall remain with the corporation, unless by said two-thirds vote the members direct that the assets shall be distributed to such designated religious, educational or charitable organizations as shall at that time qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code in such proportion as the General Board deems appropriate.

**ARTICLE XI  
PLACE**

The principal place at which the religious activities of this corporation shall take place and occur is in the City of Colorado Springs, County of El Paso and State of Colorado.

**ARTICLE XII  
OFFICE**

The registered office of this corporation shall be at 16 East Platte Avenue, Colorado Springs, El Paso County, Colorado 80903, until such time as the General Board designates a different registered office.

**ARTICLE XIII  
AGENT**

The registered agent of this corporation at 16 East Platte Avenue, Colorado Springs, El Paso County, Colorado 80903, shall be Alan Pollard, until such time as the General Board designates a different registered agent.

**ARTICLE XIV  
AMENDMENT**

The Restated and Amended Articles of Incorporation may be amended by a two-thirds vote of the members of the corporation present and voting at a regular or special meeting of the members of the corporation, provided, however, that such meeting cannot consider and approve any amendment to these Articles until thirty (30) days after notice of the full text of the proposed amendments has been posted on the Church bulletin board and the Church website. Copies of the current Articles of Incorporation and proposed changes will be available upon reasonable request at the Church office. Additionally, summary notice will be announced in the Church Visitor or other publication at least 30 days prior to the adoption for amendment action.

**ARTICLE XV  
ADOPTION**

These Restated and Amended Articles of Incorporation have been duly adopted pursuant to the Colorado Non-Profit Corporation Act in conformity with Section 7-21-108 (1) (c) and (1) (d) of said Act at a duly called meeting of the members on the 14<sup>th</sup> day of December, 1986, when a quorum was present, by a vote of more than two-thirds of the members who were entitled to vote at said meeting and do supersede the original Affidavit of Incorporation and all amendments thereto.

**IN WITNESS WHEREOF**, the above and foregoing Restated and Amended Articles of Incorporation of the First Christian Church of Colorado Springs are hereby made and executed by the duly constituted officers this 16<sup>th</sup> day of February, 1987.

THE FIRST CHRISTIAN CHURCH OF  
COLORADO SPRINGS

Donald E. La Mora  
President and Chairman of the General Board

Attest: Carol A. Millhollin  
Secretary of the General Board

STATE OF COLORADO    )  
                                  )        ss.  
COUNTY OF EL PASO    )

I, Diane Colletti, a Notary Public in and for the County and State aforesaid, do hereby certify that DONALE E. LA MORA, President and Chairman of the General Board, who is the person whose name is subscribed to the annexed Articles of Incorporation, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act and deed for the uses and purposes therein set forth.

GIVEN UNDER MY HAND AND NOTARIAL SEAL, this 16<sup>TH</sup> day of February, 1987

My Commission Expires: October 31, 1988

Diane Colletti  
Notary Public

STATE OF COLORADO    )  
                                  )        ss.  
COUNTY OF EL PASO    )

I, Diane Colletti, a Notary Public in and for the County and State aforesaid, do hereby certify that CAROL MILLHOLLIN, Secretary of the General Board, who is the person whose name is subscribed to the annexed Articles of Incorporation, appeared before me this day in person and acknowledged that he signed, sealed and delivered the said instrument as his free and voluntary act and deed for the uses and purposes therein set forth.

GIVEN UNDER MY HAND AND NOTARIAL SEAL, this 16<sup>th</sup> day of February, 1987.

My Commission Expires: *October 31, 1988*

*Diane Colletti*  
Notary Public

