

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CHRIST THE KING LUTHERAN CHURCH OF BLOOMINGTON FOUNDATION

The following Amended and Restated Articles of Incorporation of Christ the King Lutheran Church of Bloomington Foundation were adopted in conformance with Chapter 317A of the Minnesota Statutes.

The Articles of Incorporation shall read as follows:

ARTICLE I

Name

The name of this Corporation shall be Christ the King Lutheran Church of Bloomington Foundation.

ARTICLE II

Registered Office

The registered office of this Corporation shall be located at 8600 Fremont Avenue South, Bloomington, MN 55420.

ARTICLE III

Duration

The duration of this Corporation shall be perpetual.

ARTICLE IV

Purpose

This Corporation is organized exclusively for religious, charitable, and educational purposes within the meanings of section 501(c)(3) of the Internal Revenue Code of 1986 and section 290.05 subd.2 of the Minnesota Statutes as they each may be amended from time to time, or such other provisions of Minnesota or Federal Law as may from time to time be applicable. This Corporation shall not be operated for profit but shall be operated exclusively for charitable purposes. The specific purposes of this Corporation are to aid and complement Christ the King Lutheran Church of Bloomington, Minnesota, a Minnesota religious corporation (the Church); provided however, that no part of the funds of this Corporation shall be used or applied for the usual and customary operating expenses of the Church.

ARTICLE V

Powers

Notwithstanding any other provision of these Articles, this Corporation is organized exclusively for religious, charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. In

administering the assets of the Corporation, the Board of Directors shall comply with the provisions of the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as enacted in Minnesota Statutes sections 309.73 to 309.77, inclusive, and especially sections 309.74 and 309.745, as those provisions are amended from time to time.

ARTICLE VI

Inurement of Income

No part of the property or net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or Directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered in furtherance of one or more of the purposes set forth in these Articles. 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. Notwithstanding any other provision of these Articles, this Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are 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 the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII

Members

This Corporation shall have one class of members who shall be voting members of the Church. The qualifications and procedures for the admission and dismissal of Members shall be established by the Bylaws. A quorum for a meeting of the members shall be five percent (5%) of the voting members of the Corporation. Members shall have no right to or interest in the property of this corporation.

ARTICLE VIII

Directors

The management of this Corporation shall be vested in a Board of Directors. The Board of Directors shall consist of the number of Directors provided in the Bylaws of this Corporation, whose terms of office shall be fixed by the Bylaws of this Corporation. The Directors shall all be voting members of the Church. The Board of Directors may act by written action signed by not less than that number of Directors which would be required to take the same action at a meeting of the Board of Directors at which all Directors are present.

ARTICLE IX

Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed for the purposes for which this Corporation was incorporated or for one or more exempt purposes within the meaning of

section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X
Amendment

These Articles may be amended by a two-thirds vote of the members voting at any duly called meeting of this corporation if there is a quorum present at such meeting at the time of the vote. Five percent (5%) of the members in good standing who are eligible to vote shall constitute a quorum. The (a) notice of such meetings, stating the purpose, shall have been given to each member, officer, and director of this corporation, and (b) the Board of Directors shall have proposed such amendment by resolution setting forth the proposed amendment and directing that such amendment be submitted for adoption at a duly called meeting of the members of this corporation. If a proposed amendment to these Articles has been proposed in writing by at least five (5) members at an annual meeting of this corporation or at least thirty (30) days prior to a special meeting of this corporation at which a vote is to be taken on such proposed amendment, the Board of Directors shall propose such amendment by resolution and direct that such amendment be submitted for adoption at the next duly called meeting of this corporation.

ARTICLE XI
Nondiscrimination

This Corporation shall not discriminate on the basis of race, color, creed, religion, national origin, sex, sexual orientation, marital status, status with regard to public assistance, disability, or age.

Certification

I certify that I am authorized to execute these Amended and Restated Articles of Incorporation of Christ the King Lutheran Church of Bloomington Foundation and further certify that I understand that by signing this instrument, I am subject to the penalties of perjury as set forth in section 609.48 as if I had signed this amendment under oath.

Secretary

Name and telephone number of contact person:
Michael Rodning Bash
Attorney at Law
612-275-9271