

ARTICLES OF INCORPORATION

We, the undersigned, desiring to become incorporated under the provisions of the Act 148 of the Public Acts of the State of Michigan for the year 1901, as amended, adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is EverGreen Ministries of Hudsonville.

ARTICLE II

LOCATION

The location of the church shall be in the City of Hudsonville, County of Ottawa, State of Michigan. The street address and mailing address of the registered office of the church shall be 6450 28th Ave, Suite P, Hudsonville, MI. The name of the resident agent at the registered office is Larry Doornbos

ARTICLE III

FUNDAMENTAL PRINCIPLES

This church is a member church of the Christian Reformed Church in North America and recognizes the following as the fundamental principles of doctrine and government: (a) the Bible as the inspired and infallible Word of God and the only rule for faith and life and (b) the formulas of unity of the Christian Reformed Church in North America, namely, the Belgic Confession, the Heidelberg Catechism, the Canons of Dort, and any amendments or additions as the synod of the Christian Reformed Church in North America (synod) may adopt.

ARTICLE IV

PURPOSES

This church is a nonprofit ecclesiastical corporation organized and operated exclusively for religious purposes within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the Code).

The church shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Code or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Code. This church has not been formed for pecuniary profit or gain. No part of the assets, income, or profit of the church shall inure to the benefit of its members, council members, or officers. However, the church shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article IV.

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

ARTICLE V CHURCH GOVERNANCE

The ecclesiastical government of the church shall be conducted in accordance with the Church Order of the Christian Reformed Church in North America (the Church Order) as synod shall adopt or revise.

The council of this church, as defined under the Church Order, shall constitute the board of trustees and shall have all powers over the temporalities of this church as the Church Order and relevant state law may prescribe.

The pastor(s), if there be one or more, and any persons elected to the office of elder or deacon according to the Church Order must be members of the church. The corporate functions related to an office shall cease on the vacating of the office, but a vacancy in the office of the pastor(s) shall in no way affect the board of trustees.

ARTICLE VI PROPERTY

A. Manner in Which Held

All real and personal property shall be held exclusively in furtherance of the purposes of this church as a member church of the Christian Reformed Church in North America and in furtherance of the principles of doctrine and ecclesiastical government outlined under Articles III and V of these Articles of Incorporation and interpreted by the classis of which the church is a member (the classis), subject to review on appeal by synod, consistent with the Church Order.

B. In the Event of Dissolution

In the event of the disbanding of this church and the dissolution of this corporation, the church's remaining assets, if any, after the payment of its debts and expenses, shall be conveyed as the board of trustees may propose and as the affirmative vote of a majority of the members shall determine, subject to each of the following:

1. The classis must approve the disbanding of this church and the dissolution of this corporation;
2. The board of trustees shall consult with the classis in formulating its proposal for property distribution.
3. The vote of the members shall be in accordance with the provisions of paragraph D of Article VII of these Articles of Incorporation.
4. All remaining assets must be distributed only to one or more organizations

which qualify as exempt organizations under Section 501 (c) (3) of the Code.

C. In the Event of Consensual Division

In the event that a majority of the members of this church consensually agree to divide this church, with the consent of the classis, into two (2) or more member churches of the Christian Reformed Church in North America, all real and personal property of this corporation shall be distributed as a majority vote of the members determines in accordance with the provisions of paragraph D of Article VII of these Articles of Incorporation.

D. In the Event of Irreconcilable Division

In the event that the classis (or synod on appeal) determines that an irreconcilable division (schism) has occurred within this church, the confessing members of this church who, according to the exclusive determination of the classis (or synod on appeal), remain true to the purposes of this church as a member church of the Christian Reformed Church in North America and the principles of doctrine and ecclesiastical government outlined under Articles III and V of these Articles of Incorporation shall be the lawful congregation of this church and shall have the exclusive right to hold and enjoy the real and personal property of this church. Nothing in this Article VI shall prevent the classis (or synod on appeal) from determining, in keeping with the scriptural injunction of I Corinthians 6, that more than one group of confessing members of this church are each a lawful congregation and from dividing the real and personal property between the groups of members as classis (or synod on appeal) may determine.

ARTICLE VII

POWERS OF THE BOARD AND MEMBERSHIP VOTING REQUIREMENTS

A. Except as provided under paragraphs B through F of this Article VII of these Articles of Incorporation, the board of trustees shall have the authority to bargain, sell, convey, mortgage, lease, or release any real estate belonging to the church; to erect and repair church buildings, parsonages, schoolhouses and other buildings for the direct and legitimate use of the church; and to fix the salary of anyone in its employment.

B. The Board of Trustees shall have the authority to approve any expenditure not included in the Annual Budget, up to an amount of five (5) percent of the Annual Budget.

C. The Board of Trustees shall have the authority to make expenditures from funds which are contributed and designated for a specific purpose where the purpose is consistent with the purpose and strategies of EverGreen Ministries.

D. The Board of Trustees shall have the authority to buy, lease, acquire, hold, improve, use and deal in any interest in real or personal property; to sell, convey, mortgage, create a security interest in, exchange, or dispose of any interest in real or personal property and fix the salary of anyone in its employment.

However, any action involving the construction of, financing of, or addition to the church facilities outside of a budgeted expenditure or the limits of paragraph B of this Article VII must be approved by the congregation at a congregational meeting called for such purpose, and that any sale, lease, transfer, or disposition of all or substantially all of the church property and assets shall likewise be approved by the congregation at a congregational meeting called for such a purpose. Notice of this meeting shall be given for two successive Sundays at the usual place of meeting.

E. In the event of schism, the provisions of Article VI, D shall control the disposition of any real or personal property, and this Article VII shall not be effective.

F. No sale, mortgage, or conveyance shall be made of any gift, grant, donation, conveyance, or bequest which would be inconsistent with the express terms or plain intent of the grant, donation, gift, conveyance, or bequest.

ARTICLE VIII AMENDMENTS

The board of trustees may at any time, by the affirmative vote of two-thirds of the trustees, adopt amendments to these Articles of Incorporation. Notwithstanding the preceding provision, the board of trustees shall not adopt any amendments to these Articles of Incorporation which are inconsistent with the provisions of Articles III through VIII unless approved by the classis (or synod on appeal).

Before any such amendment shall become effective, the trustees shall obtain an affirmative vote of at least two-thirds of the members of the church present and entitled to vote at a meeting specially called for that purpose, of which notice has first been given as provided for under paragraph D of Article VII of these Articles of Incorporation. The trustees shall meet the requirements of Act 148 of the Public Acts of Michigan for the year 1901, as amended.

ARTICLE IX Limited Liability for Trustees

A volunteer trustee of the corporation shall not be personally liable to the corporation or its members for monetary damages for a breach of the volunteer trustee's fiduciary duty, except for liability for any of the following:

- A. A breach of the volunteer trustee's duty of loyalty to the corporation or its members;
- B. Acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law;
- C. A violation of section 551 (1) of the Michigan Nonprofit Corporation Act;
- D. A transaction from which the volunteer trustee derived an improper personal benefit;
- E. An act or omission occurring before the date this document is filed or

F. An act or omission that is grossly negligent.

The corporation shall assume all liability to any person other than the corporation or its members for claims of monetary damages for a breach of a volunteer trustee's duty in his or her capacity as a volunteer trustee, and the volunteer trustee shall not be personally liable to such persons for monetary damages, except for liability for any of the following:

- A. A breach of the volunteer trustee's duty of loyalty to the corporation or its members;
- B. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- C. A violation of Section 551 (1) of the Michigan Nonprofit Corporation Act;
- D. A transaction from which the volunteer trustee derived an improper personal benefit;
- E. An act or omission occurring before the date this document is filed; or
- F. An act or omission that is grossly negligent.

For purposes of this article IX "volunteer trustee" means a trustee who does not receive anything of value from the corporation for serving as a trustee other than reasonable per diem compensation and reimbursement for actual, reasonable, and necessary expenses incurred by a trustee in his or her capacity as a trustee.

Any repeal, modification, or adoption of any provision in these Articles of Incorporation inconsistent with this Article IX shall not adversely affect any right or protection of a volunteer trustee of the corporation existing at the time of the repeal, modification, or adoption.

ARTICLE X

Limited Liability for Nontrustee Volunteers

The corporation shall assume the liability for all acts or omissions of a nontrustee volunteer of the corporation (a "nontrustee volunteer") occurring on or after the effective date of this Article if all of the following are met:

- A. The nontrustee volunteer was acting or reasonable believed he or she was acting within the scope of his or her authority;
- B. The nontrustee volunteer was acting in good faith;
- C. The nontrustee volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
- D. The nontrustee volunteer's conduct was not an intentional tort;
- E. The nontrustee volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in MCLA § 500.3135.

For purposes of this Article X, a "nontrustee volunteer" means an individual, other than a volunteer trustee, performing services for a nonprofit corporation

who does not receive compensation or any other type of consideration for the services other than reimbursement for expenses actually incurred.

If the Michigan Nonprofit Corporation Act is amended after this article has been adopted by the members to authorize corporate action to further eliminate or limit the personal liability of nontrustee volunteers, then the liability of a nontrustee volunteer for the corporation shall be eliminated or limited to the fullest extent permitted by the Nonprofit Corporation Act, as amended.

Any repeal, modification, or adoption of any provision in these Articles of Incorporation inconsistent with this Article X shall not adversely affect any right or protection on a nontrustee volunteer existing at the time of such repeal, modification, or adoption.

ARTICLE XI

TERM

The term of this corporation is perpetual.