

**RESTATED AND AMENDED ARTICLES OF INCORPORATION
OF
THE FIRST PRESBYTERIAN CHURCH OF COLORADO SPRINGS
(A NONPROFIT CORPORATION)**

ARTICLE 1

The First Presbyterian Church of Colorado Springs (the “Church”), a Colorado nonprofit corporation (Document No. 1871216993) subject to the Colorado Nonprofit Corporation Act (the “Act”), has adopted this Restated and Amended Articles of Incorporation. This Restated and Amended Articles of Incorporation accurately copies the previous Articles of Incorporation and all prior amendments that are in effect to date and also include further amendments described in Article 4.

**ARTICLE 2
PROCEDURE OF ADOPTION OF AMENDMENTS**

The Restated and Amended Articles of Incorporation were adopted in the following manner:

At a duly noticed and called meeting of the Session held on _____, 20___, the Session members, by at least a majority vote, adopted a resolution specifying the proposed amendments and this the Restated and Amended Articles of Incorporation and directing that the amendments and this the Restated and Amended Articles of Incorporation be submitted to a vote by the voting members. The members adopted the Restated and Amended Articles of Incorporation at a meeting of the voting members on _____, 20___, by at least a two-thirds vote in compliance with the Act. The Church has no one else eligible to vote on these amendments.

**ARTICLE 3
RESTATED ARTICLES**

The Articles of Incorporation and all amendments and other changes to those articles of amendment are hereby superseded by the Restated and Amended Articles of Incorporation set forth as Exhibit A, attached and incorporated herein for all purposes.

**ARTICLE 4
AMENDMENT OF ARTICLES OF INCORPORATION**

The Restated and Amended Articles of Incorporation includes the following amendments:

All existing Articles of Incorporation were deleted and replaced with the provisions in the Restated and Amended Articles of Incorporation attached as Exhibit A.

Each new amendment (i) has been made in accordance with the Colorado Nonprofit Corporation Act, (ii) has been approved in the manner required by the Colorado Nonprofit Corporation Act and the Church’s governing documents, and (iii) does not contain any other

change other than omissions allowed by the Colorado Nonprofit Corporation Act.

The undersigned affirms that the individual designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute this filing instrument.

I am an authorized officer of the Church, and I hereby execute this Restated and Amended Articles of Incorporation on behalf of the Church on this _____ day of _____, 20____.

**THE FIRST PRESBYTERIAN CHURCH OF
COLORADO SPRINGS**

By: _____

Name: _____

Title: _____

**RESTATED AND AMENDED CERTIFICATE OF FORMATION
OF
THE FIRST PRESBYTERIAN CHURCH OF COLORADO SPRINGS
(A NONPROFIT CORPORATION)**

The Members adopted the following Restated and Amended Articles of Incorporation of The First Presbyterian Church of Colorado Springs (the “Church”) pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act (the “Act”):

**ARTICLE 1
ENTITY NAME AND TYPE**

The Church is a nonprofit corporation under Colorado Revised Nonprofit Corporation Act. The name of the Church is **The First Presbyterian Church of Colorado Springs.**

**ARTICLE 2
DURATION**

The Church shall continue in perpetuity.

**ARTICLE 3
DISSOLUTION**

Upon dissolution, all Church assets shall be distributed to ECO, A Covenant Order of Evangelical Presbyterians (“ECO”), pursuant to *ECO Constitution* (the “*Constitution*”), provided it is then an organization qualified as exempt from taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”); and if not, to any other organization, designated by such Synods affiliated with ECO, which is then qualified under Section 501(c)(3) of the Code and serves similar purposes as the Church. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, exclusively for such purposes or to such organization or organizations (or to the federal government, or to a state or local government, for a public purpose), as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE 4
PURPOSES**

The purposes for which the Church is organized are to perform religious, charitable and educational activities within the meaning of Section 501(c)(3) of the Code, and to do all things necessary and appropriate to carry out these purposes. Specifically, the Church is organized as a local ECO Presbyterian church and shall be operated exclusively: (a) as a church as described in Section 170(b)(1)(A)(i) of the Code and (b) for religious purposes within the meaning of Section 501(c)(3) of the Code. The Church pledges that all its assets will be used exclusively for its exempt purposes.

ARTICLE 5
POWERS

Except as otherwise provided in these Articles of Incorporation, the Church shall have all of the powers provided in the Act. Moreover, the Church shall have all implied powers necessary and proper to carry out its express purpose. The Church may pay reasonable compensation to officers for services rendered to or for the Church in furtherance of one or more of its purposes set forth above. The business of the Church shall also be conducted in conformity with the *Constitution* as the same now exists or as it hereafter may be amended, changed, or modified.

ARTICLE 6
RESTRICTIONS AND REQUIREMENTS

The Church shall not pay dividends or other corporate income to its officers or otherwise accrue distributable profits or permit the realization of private gain. The Church shall have no power to take any action prohibited by the Act. The Church shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Section 501(c)(3) of the Code, the Treasury Regulations promulgated thereunder, and any related Internal Revenue Service (“IRS”) pronouncements. The Church shall have no power to take any action that would be inconsistent with the requirements for receiving charitable contributions which are tax deductible under Section 170(c)(2) of the Code, the Treasury Regulations promulgated thereunder, and any related IRS pronouncements. Regardless of any other provision in this Certificate of Formation or state law, the Church shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote any substantial part of its activities to attempting to influence legislation by propaganda or otherwise.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an “action organization” as defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements.
6. Distribute its assets on dissolution other than described herein.
7. Permit any part of the net earnings of the Church to inure to the benefit of any private individual.

8. Carry on an unrelated trade or business except as a secondary purpose related to the Church's primary, exempt purposes.

ARTICLE 7
MEMBERS

The Church shall have one or more classes of members. The number, qualifications, and relative rights of each class of members are outlined in the Church's Bylaws.

ARTICLE 8
REGISTERED OFFICE AND AGENT

The street address of the principal office of the Church is 219 E. Bijou St., Colorado Springs, CO 80903. The name of the registered agent at this office is Derrick Blake Jeffers. The registered agent's address is 3114 Capstan Way, Colorado Springs, CO 80906. The Session may change the registered office and registered agent in its discretion.

ARTICLE 9
MANAGEMENT VESTED IN THE SESSION

The management of this Church is vested in the Session. The Session shall act as the board of directors as defined in the Act. The Session is amenable to and functions as the administrative agency of the ECO Synod, A Covenant Order of Evangelical Presbyterians, which serves as the connecting link between this Church and the ECO Synod.

ARTICLE 10
LIMITATION ON LIABILITY OF BOARD MEMBERS AND OFFICERS

A member of the Session or officer is not liable to the Church for monetary damages for an Act or omission in the member's or officer's capacity except to the extent otherwise provided by a statute of the State of Colorado.

ARTICLE 11
INDEMNIFICATION

The Church may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was an officer or other person related to the Church as provided by the provisions in the Act governing indemnification. As provided in the Bylaws, the Session members shall have the power to define the requirements and limitations for the Church to indemnify officers or others related to the Church.

ARTICLE 12
CONSTRUCTION

All references in this Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. This document becomes effective when the document is filed with the Colorado Secretary of State.

ARTICLE 13
MEMBERS OF THE SESSION

The name and address of each current member serving on the Session are as follows:

All future Session members will be elected in the manner described in the Bylaws.

ARTICLE 14
ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of members, officers, Session members, or other such persons entitled to vote whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, officers, Session members, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Church within sixty (60) days after the date of the earliest dated consent delivered to the Church. Delivery must be made by hand, or by certified or registered mail, return receipt requested, by facsimile or by email. The delivery may be made to the Church's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Church's principal place of business, the consent must be addressed to the Pastor or the Session Chair.

The Church will give prompt notice of the action taken to persons who do not sign consents but were eligible to vote on that matter. If the action taken requires documents to be filed with the

EXHIBIT A

Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed. A telegram, telex, cablegram, email, or similar transmission by a member, officer, Session member, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, officer, Session member or committee member.

ARTICLE 15 **AMENDMENTS TO ARTICLES OF INCORPORATION**

The Session may amend the Articles of Incorporation by at least a two-thirds vote at a duly noticed meeting at which a quorum is present, or in any manner authorized by the Colorado Nonprofit Corporation Act.