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**ARTICLES OF INCORPORATION
OF
MENNONITE CHURCH USA, INC.**

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The undersigned incorporator or incorporators, desiring to form a religious corporation, (hereinafter referred to as the "Corporation"), pursuant to the provisions of the Indiana Non-Profit Corporation Act of 1991, (hereinafter referred to as the "Act"), execute the following Articles of Incorporation.

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ARTICLE I

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NAME

The name of the Corporation is MENNONITE CHURCH USA, INC.

ARTICLE II

PURPOSES

STATUTORY TYPE. This corporation is a Religious Corporation (IC 23-17-3-2(ii)(C)).

GENERAL PURPOSES. The purposes for which the Corporation is formed and for which it shall exist are exclusively religious, charitable, educational, and literary, and include the following:

- (a) In general, to do any and all acts and things and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Indiana for religious, charitable, educational, and literary purposes.
- (b) Without limiting the generality of the foregoing, the principal purpose of the Corporation shall be to exist and to participate fully in God's work of setting things right in a broken world, redeeming and restoring all things in Christ according to God's intended design as we live into God's new future that has already begun. The mission of the Corporation is to share with others the gift of God's love through our worship, witness, and life together.

The role of the Corporation is to:

1. Share the good news of Jesus Christ through word and deed, calling people to salvation in Christ, and to form Christian communities of love and service to others.
2. Establish, teach and promote the core values and beliefs of the church based on scripture as expressed in the Confession of Faith in a Mennonite Perspective, as updated from time to time.
3. Tell the story of God's faithfulness in our journey as an Anabaptist people.
4. Confront forces of the world which work against God's intent for all creation.
5. Be a channel for dialogue and witness to other church bodies and to governing authorities.

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6. Provide a sense of larger community, creating a common identity for ourselves and recognized by those with whom we come in contact.
 7. Call and train leaders who know how to apply the Gospel in our time.
 8. Encourage teamwork and effective partnerships between all parts of the church.
 9. Combine resources to do together what we cannot achieve alone.
 10. Be antiracist in all areas of church life and program.
- (c) Alone or in cooperation with other persons or organizations to do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes or powers of the Corporation.
- (d) To exercise and enjoy all other powers, rights and privileges granted by an Act of the General Assembly for the State of Indiana entitled the "Indiana Non-Profit Corporation Act of 1991," and all powers conferred by all acts heretofore or hereafter amendatory of or supplemental to the said Act or the said laws.
- (e) The foregoing clauses shall be construed as powers as well as purposes, and the matters expressed in each clause shall be in nowise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent powers and purposes, and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of any general terms or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.
- (f) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, 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 ARTICLE II hereof. 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, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

100 **ARTICLE III**

101 **PERIOD OF EXISTENCE**

102 The period during which the Corporation shall continue its existence is perpetual years.

103 **ARTICLE IV**

104 **RESIDENT AGENT AND PRINCIPAL OFFICE**

105 Section 1. Registered Office and Resident Agent. The address of the registered office of the
106 Corporation and the resident agent at that office are:

107 Gregory A. Hartzler
108 Yoder, Ainlay, Ulmer & Buckingham, LLP
109 130 N. Main Street
110 Goshen, IN 46526.

111 Section 2. Principal Office. The post office address of the principal office of the Corporation
112 is: 427 South 2nd St., Suite 600
113 Elkhart, IN 46516

114 **ARTICLE V**

115 **MEMBERSHIP**

116 This Corporation will have members, with the eligibility requirements for membership,
117 classifications, rights and privileges, and other matters pertaining to the members, provided in the
118 Bylaws. Provided, however, that until February 1, 2002, the only members shall be the Directors,
119 who shall have all authority of the members until said date.

120 **ARTICLE VI**

121 **DIRECTORS**

122 Section 1. Number of Directors. The initial Board of Directors is composed of twenty-one (21)
123 individuals. If the exact number of Directors is not stated, the minimum number shall be three (3)
124 and the maximum number shall be thirty-five (35). The exact number of Directors, unless
125 otherwise stated, shall be specified or fixed in accordance with the Bylaws of the Corporation, and
126 provided further that under no circumstances shall the minimum number be less than three (3).

127 Section 2. Names and Post Office Addresses of Directors. The names and post office
128 addresses of the initial Board of Directors are:

129 *(This list will be inserted following the election by delegates at Nashville in July, 2001)*

130 Section 3. Selection of Directors. The Directors shall be selected from time to time as provided
131 in the Bylaws.

132 Section 4. Qualification. The Directors shall have those qualifications provided for from time
133 to time in the Bylaws.

134 Section 5. Term of Directors. The term of Directors shall be set forth in the Bylaws as adopted
135 by this Corporation from time to time and may include provisions for dividing the number of
136 Directors into groups and staggering terms.

137 **ARTICLE VII**

138 **INCORPORATORS**

139 Section 1. Name and Post Office Address. The name and post office address of the
140 incorporators of the Corporation are:

141 Karl C. Sommers	Gregory A. Hartzler	Carol J. Suter
142 P.O. Box 483	P.O. Box 575	7233 North Bellefontaine
143 Goshen, IN 46527	Goshen, IN 46527-0575	Kansas City, MO 64119

144 **ARTICLE VIII**

145 **PROVISIONS FOR REGULATIONS AND CONDUCT OF THE**
146 **AFFAIRS OF THE CORPORATION**

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148 Other provisions, consistent with the laws of this State for the regulations and conduct of the
149 affairs of the Corporation, and creating, defining, limiting or regulating the powers of this
150 Corporation and of the Directors are:

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- 152 (a) The property of said Corporation is irrevocably dedicated to charitable,
- 153 educational, religious, and literary purposes, and upon the liquidation,
- 154 dissolution or abandonment thereof, will not inure to the benefit of any private
- 155 persons but all assets remaining after the debts and other obligations of the
- 156 Corporation have been discharged shall be given to a non-profit federal income
- 157 tax exempt organization selected by the Board of Directors, which is devoted to
- 158 religious, charitable, educational and literary purposes, as shall at the time
- 159 qualify as an exempt organization or organizations under Section 501(c)(3) of
- 160 the Internal Revenue Code of 1986, or the corresponding provision of any future
- 161 United States Internal Revenue Law, if controlling law permits. Any of such
- 162 assets not so disposed of shall be disposed of by the Circuit Court of the County
- 163 in which the principal office of the Corporation is then located, exclusively for
- 164 such purposes or to such organization or organizations as the Court shall
- 165 determine which are organized and operated exclusively for such purposes.
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167 The undersigned, being one or more persons, do hereby adopt these Articles of Incorporation,
168 and hereby execute these Articles of Incorporation, and certify to the truth of the facts herein stated
169 this _____ day of _____, 2001.

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181 STATE OF INDIANA)
182) SS:
183 COUNTY OF ELKHART)
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185 Before me, a Notary Public in and for said County and State, personally appeared the
186 above named _____, and
187 acknowledged the execution of the foregoing Articles of Incorporation this _____ day of
188 _____, 2001.

189 Witness my hand and notarial seal.
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_____, Notary Public
Residing in Elkhart County, IN

My Commission expires:

STATE OF MISSOURI)
) SS:
COUNTY OF _____)

Before me, a Notary Public in and for said County and State, personally appeared the above named _____, and acknowledged the execution of the foregoing Articles of Incorporation this _____ day of _____, 2001.

Witness my hand and notarial seal.

_____, Notary Public
Residing in _____ County, MO

My Commission expires:
