

**RESTATED ARTICLES OF INCORPORATION
OF
MOBILE UNITED METHODIST MISSIONARIES**

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

The undersigned, acting as incorporator of a corporation under the revised Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa (2017), adopts the following Restated Articles of Incorporation for such corporation:

ARTICLE I – NAME

The name of the corporation is Mobile United Methodist Missionaries. It is organized under Chapter 504A of the Code of Iowa (2017).

ARTICLE II – CORPORATE EXISTENCE

The corporate existence of this corporation shall begin on the date the Articles of Incorporation is issued by the Secretary of State of the State of Iowa and shall continue perpetually thereafter unless dissolved as provided by law.

ARTICLE III – PURPOSES AND POWERS

The corporation is organized exclusively for charitable, religious, educational, or scientific 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. The primary purpose of the corporation is to spread the Gospel and facilitate the growth of the United Methodist Churches in the-Southeast, South Central and Southwest Districts, Iowa Annual Conference of the United Methodist Church.

In furtherance of its exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, the organization is organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Southeast, South Central and Southwest Districts of the United Methodist Church and is operated, supervised or controlled by The Iowa Annual Conference of the United Methodist Church. At all times, at least sixty percent (60%) of the members of the organization's Board of Directors must be elected by Southeast, South Central and Southwest Districts, an organization required to act in accordance with The Book of Discipline of The United Methodist Church.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 exempt purposes of the organization. No substantial part of the activities of the organization shall be the carrying on of

propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization.

Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

As a means of accomplishing the foregoing purposes, the corporation shall have all of the general powers set forth in Chapter 504A of the Code of Iowa (~~1993~~) (2017), and as it may hereafter be amended. These general powers shall be exercised exclusively for the attainment of the purposes of the corporation as set forth in this Article.

ARTICLE IV – NO PRIVATE INUREMENT

No part of the net earnings shall inure to the benefit of any director or officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one of more of its purposes). No director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE V – DISSOLUTION PROVISIONS

Upon the dissolution of the organization, all assets of the organization remaining after all liabilities and obligations of the organization have been paid, satisfied and discharged, will be transferred, conveyed, and distributed to Iowa United Methodist Board of Camping & Retreats and United Methodist Volunteers in Mission.

If on the date of such proposed distribution, Iowa United Methodist Board of Camping & Retreats and United Methodist Volunteers in Mission is no longer in existence or does not qualify for exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the organization shall be transferred, conveyed, and distributed to the United Methodist entity (the “Successor Organization”) entitled under *The Book of Discipline of The United Methodist Church*, or by other General Conference, Jurisdictional Conference, Annual Conference, or District action, to receive the assets of Iowa United Methodist Board of Camping & Retreats and United Methodist Volunteers in Mission upon its dissolution.

If pursuant to the preceding paragraphs, the organization’s assets are to be distributed to the Successor Organization, but on the date of the proposed distribution, the Successor

Organization is no longer in existence or does not qualify for exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the organization shall be transferred, conveyed, and distributed to such other United Methodist related organization(s) as may be specified in, or provided for, under a Plan of Distribution adopted by this organization; provided, however, that in any event, each such distributee organization shall be exempt under the provisions of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI –REGISTERED AGENT AND REGISTERED OFFICE

The address of its current registered office in the State of Iowa is 1670 220th St., Batavia, Iowa 52533, and the name of its current registered agent at such address is Ritzanna Seaton.

ARTICLE VII –BOARD OF DIRECTORS

The number of directors constituting the current Board of Directors of the corporation is nine (9). The number of directors may be changed by the Board of Directors upon the adoption of Bylaws for the corporation and by any subsequent amendment to the bylaws adopted by the Board of Directors. The names and addresses of the persons who are to serve as the current directors are:

<u>Name</u>	<u>Address</u>
Janice Bolger	PO Box 1088, Centerville, IA 52544-8088
Hal Edmundson	2224 Lynndana Lane, Oskaloosa, IA 52577-9131
Ritzanna Seaton	1670 220th St., Batavia, IA 52533
Frederick Bryson	1406 Southmoreland Place, Shenandoah, IA 51601
Leann Baker	201 Vail Ave., Clearfield, IA 50840-8011
John Robine	3025 Mabrey Lane, Carter Lake, IA 51510-1572
Bruce Smith	PO Box 38, Mediapolis, IA 52637-0038
Vickie Wedemeyer-Shriver	3440 Pheasant Lane, Exira, IA 50076-7473
Cathy Nutting	PO Box 96, Orient, IA 50858-0096

ARTICLE VIII – MEMBERS

The corporation shall have no members.

ARTICLE IX – EXEMPTION OF PRIVATE PROPERTY

Consistent with Section 504.901 of the Code of Iowa (2017), the private property of the directors, officers, employees and members of the corporation shall be exempt from all debts, obligations and liabilities of the corporation of any kind whatsoever and directors, officers, members and other volunteers of this corporation shall not be personally liable in that capacity, for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the corporation, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the

law, or for a transaction from which the person derives an improper personal benefit. If Iowa law is hereafter changed to mandate or permit further elimination or limitation of the liability of the corporation's directors, officers, employees, members and volunteers, then the liability of the corporation's directors, officers, employees, members and volunteers shall be eliminated or limited to the full extent then permitted.

ARTICLE X – AMENDMENTS

These Restated Articles of Incorporation may be amended at any time and from time to time as provided by the Code of Iowa, but no amendment shall be adopted which deprives the corporation of tax-exempt status under the Internal Revenue Code of 1986, as amended.

Any amendments to the following provisions shall require the approval of *the Iowa Annual Conference of the United Methodist Church*:

- Paragraphs 1, 2 &3, Article III -- *Purposes and Powers*
- Paragraphs 1 & 2, Article V -- *Dissolution Provisions*
- Paragraph 2, Article XI -- *Anti-Amendment Clause*

Dated this _____ day of _____, _____.

Ritzanna Seaton, Secretary

STATE OF IOWA, COUNTY OF _____, ss:

On this _____ day of _____, _____, before me, the undersigned, a notary public in and for said County and State, personally appeared Ritzanna Seaton, to me known to be the person named in and who executed the foregoing Restated Articles of Incorporation, and acknowledged that he executed the same as his voluntary act and deed.

Notary Public In And For The State of Iowa