

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE GOOD SHEPHERD UNITED CHURCH OF CHRIST
2022

an Arizona nonprofit Corporation

1. Name. The name of the Corporation is The Good Shepherd United Church of Christ (the "Corporation").

2. Duration. The Corporation's duration is perpetual.

3. Purpose. The Corporation is organized exclusively for religious, charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). The Corporation is formed to engage in any lawful act or activity for which Corporations may be organized under the Arizona Nonprofit Corporation Act.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in § 10-3302 of the Arizona Nonprofit Corporation Act, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes. The Corporation may receive property by gift, devise, or bequest; invest and reinvest the same; and apply the income and principal thereof, as the Board of Directors (also known as the Administrative Team) may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific, or educational purposes.

4. Activities. The Corporation initially intends to undertake all activities reasonably necessary to achieve the Corporation's purposes set forth in Article 3 hereof.

Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity not permitted to be carried on by (i) a Corporation exempt from federal income tax under § 501(c)(3) of the Code or the corresponding provision of any future federal tax code, or (ii) a Corporation, contributions to which are deductible under §§ 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code or the corresponding provision of any future federal tax code.

No substantial part of the activities of the Corporation shall be the carrying on any propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by § 501(h) of the Code and in any corresponding laws of the State of Arizona), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements

concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

5. Statutory Agent. The name of the Corporation's statutory agent is Rev. Randy Mayer, and the street address of the statutory agent is 17750 S. La Cañada Drive, Sahuarita, AZ 85629. The Corporation's statutory agent may be changed at any time and for any reason by the Administrative Team.

6. Known Place of Business. The street address of the known place of business of the Corporation is 17750 S. La Cañada Drive, Sahuarita, AZ 85629.

7. Membership. The rights, qualifications, and procedures for admission of members, as that term is defined by A.R.S. § 10-3140(37) or any successor statute, and for continuation of membership, are to be set forth in the Bylaws. A member of a Corporation is not personally liable for the acts, debts, liabilities or obligations of the Corporation.

8. No Capital Stock. The Corporation shall have no capital stock.

9. Administrative Team. The affairs of the Corporation shall be directed by the Administrative Team, which shall serve as the board of directors as that term is defined in A.R.S. § 103140(7) or any such successor statute. There shall be at least three individuals serving on the Administrative Team at all times, who shall be elected or appointed as provided in the Bylaws. Individuals serving on the Administrative Team shall be considered directors of the Corporation as that term is defined in A.R.S. § 10-3140(20) or any such successor statute.

The current Administrative Team consists of five (5) individuals. The names and addresses of the persons currently serving on the Administrative Team are as follows:

Irene Little, 17750 S. La Cañada Drive, Sahuarita, AZ 85629
Mary Martin, 17750 S. La Cañada Drive, Sahuarita, AZ 85629
Rick Irvin, 17750 S. La Cañada Drive, Sahuarita, AZ 85629
Margaret Nagle, 17750 S. La Cañada Drive, Sahuarita, AZ 85629
Nancy Bowen, 17750 S. La Cañada Drive, Sahuarita, AZ 85629.

10. Corporation's Status as a Religious Organization. The Corporation is organized and operated primarily for religious purposes. Pursuant to A.R.S. § 10-3180, or any such successor provision of the Arizona Nonprofit Corporation Act, if at any time the Administrative Team determines that any provision of religious doctrine applies to the affairs of the Corporation and is inconsistent with the provisions of the Arizona Nonprofit Corporations Act on the same subject, the Church doctrine shall control.

11. Dedication and Distribution of Assets. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the

Corporation or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable expenses and reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. During any period, or periods, of time as the Corporation may be treated as a "private foundation" pursuant to § 509(a) of the Code, the Corporation shall distribute its income at such time and in such manner so as not to become subject to the tax on undistributed income imposed by § 4942 of the Code (or the corresponding provision of any future federal tax code). The Corporation also shall not (i) engage in any act of self-dealing (as defined in § 4941 of the Code or the corresponding provision of any future federal tax code); (ii) retain any excess business holdings (as defined in § 4943(c) of the Code or the corresponding provision of any future federal tax code); (iii) make any investments, or otherwise acquire assets, in such manner so as to subject the Corporation to tax under § 4944 of the Code (or the corresponding provision of any future federal tax code); and (iv) make any taxable expenditures (as defined in § 4945(d) of the Code or the corresponding provision of any future federal tax code).

12. Distribution of Assets on Dissolution. Upon dissolution of the Corporation, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses of the Corporation, all assets and all property and interests of the Corporation, including any devise, bequest, gift or grant contained in any will or other instrument, in trust or otherwise, made before or after such dissolution, shall be distributed as follows: the parcel of land (and the improvements on that land) on which the church building and the Sahuarita Food Bank are located shall be distributed to the Sahuarita Food Bank, or any successor organization. All remaining assets (including other real estate and financial assets) shall be transferred to the Southwest Conference of the United Church of Christ, or any successor organization of the Southwest Conference of the United Church of Christ, to be used for the benefit of non-profits in the Sahuarita area, with priority given to local non-profits that reflect the mission priorities of the Corporation. Any recipient under this paragraph must qualify as exempt from taxation under section 501(c)(3) of the Internal Revenue Code.

13. Indemnification. The Corporation shall indemnify each of its directors and officers, and may, at the sole discretion of the Corporation's Administrative Team, indemnify any of its employees or agents, to the fullest extent permissible (a) under the provisions of A.R.S. §§ 10-3850 through 10-3858, (b) under indemnification provisions of any successor amended statute, (c) as provided in the Bylaws of the Corporation; or (d) by any agreement adopted by the Administrative Team on behalf of the Corporation. Any member of an advisory board or church committee shall be entitled to all the same rights of indemnification as a member of the board of directors of the Corporation.

14. Director Liability. A director of this Corporation shall not be personally liable to the Corporation for monetary damages for any action taken or failure to take any action as a director, except for conduct described in clauses (a) through (d) of A.R.S. § 10-3202.B.1, or any successor amended statute. If the Arizona Nonprofit Corporation Law is amended to authorize further elimination or limitation of the liability of a director, then the liability of a director of the

Corporation shall be eliminated or limited to the fullest extent permitted by the Arizona Nonprofit Corporation Law as so amended. Any repeal or modification of this Article 14 shall not increase the liability of a director of the Corporation arising out of acts or omissions occurring before the repeal or modification becomes effective. Advisory board and committee members shall be treated as directors for purposes of this Article 14.

15. Amendment of Articles. Pursuant to A.R.S. § 10-11003(B), these Articles of Incorporation may be amended by a vote of a majority of the members present at a duly called meeting of the members.

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned acknowledges and accepts appointment as statutory agent, of The Good Shepherd United Church of Christ, effective this ____ day of _____, 2022.

Rev. Randy Mayer