

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THORNAPPLE EVANGELICAL COVENANT CHURCH
OF GRAND RAPIDS, MICHIGAN
6595 Cascade Road, S.E., Grand Rapids, Michigan**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
THORNAPPLE EVANGELICAL COVENANT CHURCH
OF GRAND RAPIDS, MICHIGAN**

Pursuant to the provisions of Act 327, Public Acts of 1931, and Act 162, Public Acts of 1982, the undersigned persons execute the following Amended and Restated Articles of Incorporation:

PREAMBLE

(A historical statement from the Preamble of the Constitution and Bylaws of the Evangelical Covenant Church as revised in 1957)

The Evangelical Covenant Church (the "Covenant") has its roots in historical Christianity as it emerged in the Protestant Reformation, in the Biblical instruction of the Lutheran State Church of Sweden, and in the great spiritual awakenings of the Nineteenth Century. These three influences have, in large measure, shaped its development and are to be borne in mind in seeking to understand its distinctive spirit.

The Covenant adheres to the affirmations of the Protestant Reformation regarding the Holy Scriptures, the Old and the New Testament, as the Word of God and the only perfect rule for faith, doctrine, and conduct. It has traditionally valued the historical confessions of the Christian Church, particularly the Apostles' Creed, while at the same time it has emphasized the sovereignty of the Word over all creedal interpretations. It has especially cherished the pietistic restatement of the doctrine of justification by faith as basic to its dual task of evangelism and Christian nurture, the New Testament emphasis upon personal faith in Jesus Christ as Savior and Lord, the reality of a fellowship of believers which recognizes but transcends theological differences, and the belief in

Baptism and the Lord's Supper as divinely ordained sacraments of the Church. While the denomination has traditionally practiced the Baptism of infants, in conformity with its principles of freedom, it has given room to divergent views. The principle of personal freedom, so highly esteemed by the Covenant, is to be distinguished from the individualism that disregards the centrality of the Word of God and mutual responsibilities and disciplines of the spiritual community.

These Amended and Restated Articles of Incorporation, which are in harmony with this Preamble, shall serve as the "Constitution" of Thornapple Evangelical Covenant Church. Generally, capitalized words are special terms defined and used in these Restated Articles of Incorporation. The former name of the Church is "Evangelical Covenant Church in Cascade." The date of filing the original Articles of Incorporation was August 29, 1979.

ARTICLE I - CORPORATE NAME

The name of this Church shall be "Thornapple Evangelical Covenant Church of Grand Rapids, Michigan."

ARTICLE II- RESIDENT AGENT; REGISTERED OFFICE

The location of this Church shall be in the Township of Cascade, County of Kent, State of Michigan. Until changed by authorization of the Council of Elders, the address of the registered office is 6595 Cascade Road, S.E., Grand Rapids, Michigan 49546, which is also the mailing address. Until changed by authorization of the Council of Elders, the name of the resident agent at the registered office is Steven Armfield.

ARTICLE III - INCORPORATION AND TERM

The term of this Church's existence shall be perpetual. This Church is organized as an ecclesiastical corporation under Section 178, *et seq.*, of Act No. 327 of the Public Acts of 1931, as amended, and the laws of the State of Michigan.

ARTICLE IV- DENOMINATION AFFILIATION

The members of this Church shall worship and labor together according to the discipline, rules, and usages of the Evangelical Covenant Church (the "Covenant"), headquartered in Chicago, Illinois, in the United States of America, as from time to time authorized and declared by

the Covenant and its Great Lakes Conference (or its successor). This Church is pledged to work in harmony with the Covenant and its decisions and to support its programs, policies, and institutions.

ARTICLE V - CONFESSION OF FAITH

This Church believes in the Holy Scriptures, the Old Testament and the New Testament as the Word of God and the only perfect rule for faith, doctrine, and conduct.

ARTICLE VI - STATEMENT OF PURPOSE

Section 1. Mission. The mission of this Church shall be to build mature followers of Jesus Christ.

Section 2. Purpose. The purpose of this Church shall be to invite people to come to Jesus; to grow people into the likeness of Jesus; and to send our people into our community and to the ends of the earth with the good news of Jesus' love.

Section 3. Nonprofit Status. This Church shall maintain a tax exempt status under present or amended laws and regulations of the State of Michigan and the United States of America.

ARTICLE VII - MEMBERSHIP

Section 1. Qualification. Membership in this Church is granted on application, approved by the Council of Elders, to those persons who through faith in God's Son, our Lord Jesus Christ, have been born anew to a living hope, have been baptized in the name of the Triune God, according to the Holy Scriptures, desire to live a Christian life, and promise to support the total ministry of this Church and to share its fellowship and obligations. This Church's Bylaws may prescribe the qualifications, rights, and responsibilities of an "Active Member" of this Church and such additional terms, qualifications, conditions, classifications, and voting rights associated with membership that are not inconsistent with this Article VII.

Section 2. Membership Meetings. This Church shall hold meetings as follows:

a. There shall be regular weekly worship services and such additional services as may be prescribed by the Council of Elders. The Lord's Supper and Baptism shall be observed in such manner, in such places, and at such times as may be prescribed by the Council of Elders. Worship services shall be open to the public.

b. There shall be an annual business meeting of Active Members of this Church held on such date as prescribed by this Church's Bylaws.

c. Special business meetings of the Active Members of this Church may be called by the Council of Elders, the senior pastor, or by petition of not less than 25 percent of the Active Members of this Church, as may be further prescribed in this Church's Bylaws.

d. Written notice of the time, place, and anticipated purpose or purposes of all membership business meetings shall be sent to all Active Members at their last known address not less than ten days prior to the meeting and shall be published in the weekly church bulletin or publicly announced during each regular worship service at least one Sunday prior to the meeting.

e. A quorum for the conduct of business at any meeting of the membership shall consist of not less than 25 percent of the Active Members of this Church, as reflected on its most recent membership records, represented in person or by permitted proxy, or as may be otherwise provided in this Church's Bylaws.

f. Only Active Members in good standing shall be entitled to notice of, and to vote at, any business meeting of the membership. Other persons may attend any business meeting, but may be asked to leave at the sole discretion of the Council of Elders or the chair of the meeting.

g. Voting by Active Members at any business meeting of the membership may be in person, by permitted proxy, or by written absentee ballot in the form distributed by the Council of Elders (which is deemed to be a permitted proxy in favor of the Council of Elders for the sole purpose of voting as specified by the member on the ballot).

h. The Council of Elders may distribute and solicit written absentee ballots for voting at any business meeting of the membership. Any absentee ballot shall only be valid according to its printed terms and may be revoked, in writing or in person, prior to or at the meeting.

i. Voting by proxy at any meeting of the membership shall only be permitted if the proxy is in writing, properly signed, stating the name of the Active Member by whom it is authorized, each person authorized to exercise the proxy, and the date of the meeting at which the proxy shall be exercised. A proxy shall only be valid for the single, specified meeting. Only an Active Member may hold and exercise a proxy and only for one other Active Member at the same meeting. The validity and effectiveness of a proxy shall be determined by the chair of the meeting.

j. The procedure for all business meetings of this Church shall be according to *Robert's Rules of Order, Newly Revised*.

k. This Church's Bylaws may prescribe additional terms, qualifications, conditions, and classifications for voting by Active Members that are not inconsistent with this Article VII.

Section 3. *Rights Reserved to the Members.* Those items reserved for action by the Active Members of this Church shall include any matter requiring approval by the Active Members under the Michigan Nonprofit Corporation Act and the following:

a. Election of the Council of Elders, Nominating Committee, Auditing Committee, Financial Secretary, and Treasurer, as provided in these Restated Articles of Incorporation and the Bylaws.

b. Dismissal of any elected or appointed officer of this Church; the Council of Elders shall also have authority to dismiss any officer of this Church elected or appointed by the Council.

c. Call and dismissal of this Church's pastors.

d. Approval of the purchase, sale, conveyance, or mortgage of real property.

e. Approval of the annual budget.

f. Amendments to these Restated Articles of Incorporation and the Bylaws.

g. Merger or affiliation with any other church; church planting.

h. Dissolution of this Church.

i. Withdrawal of affiliation with the Covenant; affiliation with any other denomination or ecclesiastical body.

j. Any other matter that the Active Members may, at a duly convened business meeting, reserve for themselves.

ARTICLE VIII - CHURCH GOVERNANCE

Section 1. Control; Council of Elders. The ultimate authority for the governance of this Church shall be vested in its membership, which shall not be subject to control by any other ecclesiastical body. The Active Members of this Church shall elect Active Members to serve as “Elders” on the “Council of Elders” for the term of office and following the election process provided in this Church’s Bylaws. The Council of Elders shall serve as the board of directors and legal trustees of this Church and its property.

Section 2. Composition and Number of Elders. The Council of Elders shall be comprised of the elected Elders, this Church’s senior pastor, and such other pastors as may be appointed in the manner prescribed by this Church’s Bylaws. The Treasurer shall be an *ex officio* (nonvoting) member of the Council. The number of Elders and pastors to comprise the Council of Elders shall be as provided in the Bylaws, but shall not be less than nine or more than twelve. Each member of the Council of Elders shall be entitled to one vote on any matter brought before the Council.

Section 3. Nomination, Election, and Removal of Elders. Members of the Council of Elders of this Church shall be nominated, elected, replaced, or removed as follows:

a. The Council of Elders shall be divided into three classes as nearly equal in number as possible, each class having a three-year term of office, with the members of one class standing for election each year. Nominations of candidates for election as an Elder of this Church shall be solicited by the Nominating Committee from ministry teams and the general membership of this Church and shall be submitted to the Active Members for election in the manner prescribed by this Church’s Bylaws. Term limits may be prescribed by the Bylaws. Election of Elders shall be by a plurality of the votes cast by Active Members represented and voting at the meeting.

b. Any vacancy occurring in the Council of Elders caused by resignation, removal, death, disqualification, or other incapacity, and any newly created eldership resulting from an increase in the number of Elders, shall be filled by a majority vote of all Elders then in office, whether or not a quorum, unless otherwise provided in the Bylaws. Each person chosen to fill a vacancy as an Elder or a newly created eldership shall hold office until the next election of Elders.

c. Any Elder may be removed from office, with or without cause, with or without notice, by a majority vote of the Active Members represented and voting at a business meeting of the membership.

d. Any Elder may be removed for cause from office, after receiving prior written notice, by unanimous vote of the entire Council of Elders (excluding the affected Elder) at any business meeting of the Council and not by written consent. Any Elder to be

removed from office by the Council shall have the right, exercisable by giving written notice to the Council, to appeal that decision to the Active Members as provided in the Bylaws of this Church.

Section 4. Council's Responsibilities. Except as may be reserved in these Restated Articles of Incorporation, the membership's authority to manage and operate this Church is prayerfully delegated to the Council of Elders. This Church delegates to the Council of Elders, among other things, the responsibility for defining and upholding this Church's mission, vision, strategy, goals, and policy, as affirmed by the Active Members, and consistent with these Restated Articles of Incorporation. The Council of Elders shall serve as shepherds to this Church, its committees, and its ministry teams. They shall set direction and oversee ministries, and may delegate operational responsibilities to the pastors. This Church's Bylaws may provide for other qualifications, rights, powers, duties, and responsibilities of the Council of Elders and the elected Elders.

Section 5. Standing Committees and Ministry Teams. There shall be a Nominating Committee and an Audit Committee, whose members shall be elected by the Active Members of this Church as prescribed in the Bylaws. The Council of Elders may establish other standing committees, ad hoc committees, task forces, and ministry teams as may be authorized under this Church's Bylaws or by resolution of the Council of Elders. Any committee, task force, or ministry team shall report to the Council of Elders or as otherwise prescribed by this Church's Bylaws or by the Council's resolution. The members of any committee, task force, or ministry team shall be appointed in the manner prescribed by the Bylaws.

Section 6. Church Officers. The officers of this Church shall include a "Chair" (who shall also serve as the president), "Vice Chair," and "Secretary" elected from among the Council of Elders and having such rights, duties, and responsibilities as prescribed in this Church's Bylaws. There shall also be a "Financial Secretary" and a "Treasurer" of this Church elected by the Active Members of this Church and having such rights, duties, and responsibilities as prescribed in this Church's Bylaws. This Church's Bylaws or Council of Elders may establish one or more additional offices of this Church. Except for the Financial Secretary and Treasurer, the Council of Elders shall elect persons to fill those offices. The Council of Elders shall have authority to remove, at any time, with or without notice, and with or without cause, any officer or person who was elected by the Council. The Council of Elders shall have authority to fill any vacancy so created. Each officer, including the Financial Secretary and Treasurer, shall have such qualifications, rights, powers, duties, and responsibilities as may be provided in this Church's Bylaws or the Council's authorizing resolutions.

ARTICLE IX - CHURCH PROPERTY

Section 1. Acquisition and Title. This Church may purchase, acquire, hold, convey, mortgage, lease, encumber, sell, or otherwise dispose of any real or personal property to achieve this Church's purposes. This Church shall evidence any such transaction by proper legal documentation, signed by two officers of this Church, upon authorization of the Active Members. All real or personal property of this Church shall be deeded to, titled in, and held by this Church in its corporate name.

Section 2. Membership Division. In event of a schism of this Church's membership, this Church's property shall wholly belong, without division, to those Active Members who collectively abide by these Restated Articles of Incorporation as interpreted by the executive board of the Great Lakes Conference of the Covenant or its successor. In event of dissolution of this Church, all rights, titles, and interests of this Church to any and all property shall be transferred to the Covenant after satisfaction of the outstanding debts and obligations of this Church.

ARTICLE X - LIMITATION OF LIABILITY

Section 1. Liability Limitation. A volunteer Elder or volunteer officer of this Church shall not be personally liable to this Church or its members for monetary damages for a breach of an Elder's or officer's fiduciary duty, except as provided in Section 2 of this Article X.

Section 2. Exclusions. Article X, Section 1, shall not eliminate or limit the liability of a volunteer Elder or volunteer officer for any of the following:

- a.* A breach of an Elder's or officer's duty of loyalty to this Church or its members;
- b.* Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c.* A violation of section 551(1) of the Michigan Nonprofit Corporation Act, which relates to the making of unauthorized dividends or distributions;
- d.* A transaction from which an Elder or officer derived an improper personal benefit;
- e.* An act or omission occurring before the effective date of this Article X granting limited liability; or
- f.* An act or omission that is grossly negligent.

Section 3. Later Statutory Changes. If, after the adoption of this Article, the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a volunteer Elder, trustee, or officer, then a volunteer Elder, trustee, or officer of this Church (in addition to the circumstances in which an Elder, trustee, or officer is not personally liable as set forth in the preceding Section) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act, not be liable as so amended. No amendment, alteration, modification, or repeal of this Article shall increase the liability or alleged liability of any volunteer Elder, trustee, or officer of this Church for or with respect to any acts or omissions of such Elder, trustee, or officer occurring prior to such amendment, alteration, modification, or repeal.

Section 4. Effectiveness. This Article X applies only to acts or omissions and to breaches of duty occurring after the effective date of these Restated Articles of Incorporation.

ARTICLE XI - INDEMNIFICATION

Section 1. Rights and Benefits. Each Elder of this Church shall be indemnified as of right to the fullest extent now or later permitted by law, except for the exclusions provided in Article X, *Limitation of Liability*, Section 2, *Exclusions*, in connection with any actual or threatened civil or criminal suit or proceeding (whether brought by or in the name of this Church or otherwise) arising out of his or her service as an Elder, officer, or any other capacity to this Church. Any officer, employee, representative, agent, member, or other person who is not an Elder of this Church may be similarly indemnified in respect of his or her service to this Church to the extent authorized at any time by this Church's Bylaws or the Council of Elders. The Bylaws may prescribe additional terms and conditions implementing the indemnification rights and benefits created under this Article XI. The Bylaws may expand, but shall not diminish, the scope of indemnification prescribed by this Article XI.

Section 2. Insurance. This Church may purchase and maintain insurance to protect itself and any Elder or other person against any liability asserted against him or her and incurred by him or her in respect of service to this Church whether or not this Church would have the power to indemnify him or her against any liability by law or under the provisions of this Article XI. The purchase of insurance shall not, however, diminish this Church's obligation, if any, to an Elder under this Article.

ARTICLE XII - COMPROMISE OF CLAIMS

When a compromise or arrangement or a plan of reorganization of this Church is proposed between this Church and its creditors or any class of them, or between this Church and

its members, or any class of them, a court of equity jurisdiction within the state, on application of this Church or of a creditor, member, or class of members of this Church, or an application of a receiver appointed for this Church, may order a meeting of the creditors or class of creditors or of the members to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If a majority in number representing three-fourths (3/4) in value of the creditors, class of creditors, member, or class of members to be affected by the proposed compromise or arrangement or a reorganization agree to a compromise or arrangement or a reorganization of this Church as a consequence of the compromise or arrangement, then the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors, class of creditors, member, or class of members and also on this Church.

ARTICLE XIII - AMENDMENTS

Section 1. Proposals. Any proposed amendment to these Restated Articles of Incorporation shall be submitted in writing for review by the Council of Elders. The proposal shall be submitted to the Active Members of this Church if approved by a majority of the Council of Elders or if proposed by petition of Active Members representing not less than 25 percent of the Active Members of this Church.

Section 2. Action on Proposals. If any proposed amendment is approved by the Council of Elders or proposed by the requisite number of Active Members, a copy of the proposed amendment shall be distributed to this Church's Active Members, together with the recommendation of the majority of the Council of Elders and a summary of any minority views expressed by other members of the Council of Elders. The proposed amendment, Council's recommendation, and any minority views shall be distributed to Active Members at least 30 days prior to the annual or special membership meeting at which the amendment will be considered.

Section 3. Approval of Amendments. All amendments to these Restated Articles of Incorporation shall require a three-fourths majority of all Active Members whether voting in person, by permitted proxy, or by written absentee ballot. When approved, the amendment shall be filed with the State of Michigan in accordance with applicable law and shall become effective when accepted for filing by the State. Written notice of the amendment and its effective date shall be sent to all members.

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These Amended and Restated Articles of Incorporation were duly adopted on the 28th day of February, 1999, in accordance with the provisions of Section 642 of Act 162, Public Acts of 1982, and Section 182 of Act 327, Public Acts of 1931, as amended, by the necessary number of members and do further amend the provisions of the Articles of Incorporation.

1. Attached is a copy of the notice for the annual membership meeting sent to all members of this Church.

2. The number of members present at the annual membership meeting were: _____.

3. The number of members voting in favor of the Amended and Restated Articles of Incorporation were: _____.

Signed this _____ day of _____, 199____, by the persons controlling the temporal affairs of this Church:

Chair of the Council of Elders

Secretary of the Council of Elders

STATE OF MICHIGAN }
COUNTY OF KENT }

Subscribed and sworn to before me this _____ day of _____, 199____, by the persons name above.

{Notary Seal}

Notary Public for Kent County
State of Michigan

Filing Fee Remitted By
(and return filed document to):

Thornapple Evangelical Covenant Church
of Grand Rapids, Michigan 49546
Attention: Steven Armfield, Pastor
6595 Cascade Road, S.E.
Grand Rapids, Michigan 49546

Preparer's Name and Telephone:

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