

AMENDED AND SUBSTITUTED
ARTICLES OF INCORPORATION

11:10 AM
FILED FOR RECORD
AT 31 JUL - 5 1962 AM
IRENE H. WALEY, RECORDER
[Signature]

We, whose names are hereunto subscribed, hereby certify that the regular annual meeting of the members of the Corporation WEST CENTRAL DISTRICT COUNCIL OF THE ASSEMBLIES OF GOD, organized under the laws of the State of Iowa and granted a charter on the 11th day of October, 1931 was held at the regular place of business of the Corporation on May 2nd and 3rd, 1962 and that, at least, ten days prior to the date of said meeting, a notice signed by the Secretary was mailed to each member of said Corporation at his last known address, setting forth the following proposed AMENDED AND SUBSTITUTED ARTICLES OF INCORPORATION, all as provided in Chapter 506 of the 1958 Code of Iowa (being Chapter 706 of the 1931 Code) and we further certify that at said meeting by a vote of the majority of the members of said Corporation, present and voting, the following AMENDED AND SUBSTITUTED ARTICLES OF INCORPORATION were adopted, to-wit:

ARTICLE I.

The name of this Corporation shall be the WEST CENTRAL DISTRICT COUNCIL OF THE ASSEMBLIES OF GOD.

ARTICLE II.

The principal place of business of the Corporation shall be in the City of Des Moines, Polk County, Iowa.

ARTICLE III.

The objects and purposes of this Corporation shall be to organize and establish Assemblies of God Churches within the Territory of the State of Iowa and that portion of the State of Missouri, North of the Missouri River, and the promotion of religion according to the usage and tenets of the General Council of the Assemblies of God, with headquarters at Springfield, Missouri, and the promotion of such other educational and charitable interests as the Council shall determine. The Corporation shall have the right and power to purchase, hold, lease, occupy, mortgage, sell and convey such real and/or personal property of any kind or nature as may be necessary or convenient to the proper conduct of the affairs of the Corporation. The Corporation shall also have the right and power to receive gifts, borrow money in such sum as shall be consistent with the proper conduct of the business, objects and purposes of the Corporation and to do any and all things which shall be incidental, reasonable or necessary and proper in the furtherance of the interests and welfare of the Corporation. The activities in furtherance of the objects and purposes of the Corporation shall not be limited, however, to the above-stated Territory.

ARTICLE IV.

The Corporation shall have no authorized capital stock.

ARTICLE V.

The members of this Corporation shall be: (1) the ordained and licensed ministers of the West Central District Council of the Assemblies of God as from time to time are duly admitted as shown by the records thereof, (and those who are in good standing and in attendance at an annual or special meeting of members of this Corporation may vote); (2) the duly organized Assemblies of God Churches, (the Sovereign churches of which having a duly registered delegate in attendance at an annual or special meeting of the members of this Corporation may vote); and (3) exhorters. (Exhorters who are in attendance at a meeting of members of this Corporation may be granted the right to vote at such meetings by action.)

The Executive officers of this Corporation shall consist of the District Superintendent, Assistant District Superintendent, the District Secretary-Treasurer, together with two other men chosen from among the District Sectional Presbyters, one to be chosen from among the Presbyters serving the State of Iowa and one to be chosen from among the Presbyters serving in North Missouri.

The Executive Presbytery, together with the District Sectional Presbyters, shall be the Board of Directors, and there shall be as many sectional presbyters as there are sections. They shall be elected in accordance with the Constitution and By-laws of this Corporation from among the ordained ministers who are members of the District Council, men of mature experience and sound judgment, and who have resided within and have been members of the District for a period of, at least, two years.

The District Superintendent, Assistant District Superintendent, and District Secretary-Treasurer shall be elected by a two-thirds vote of all votes cast. Other officers of the Corporation shall be elected by a majority vote of the members present at such meeting.

The District Executive Presbytery shall report its activities to the members of the Corporation at the annual meeting or at a duly called special meeting when so requested. It shall provide for its own meetings and its acts and decisions shall be final unless reversed by the members at such meeting.

ARTICLE VI.

The annual business session of the Board of Directors of this Corporation shall be held at its principal place of business commencing at ten o'clock a.m. on the fourth Tuesday of January of each year.

The annual meeting of the members shall be at the call of the District Executive Officers between April 15th and May 15th of each year. By order of the District Executive Officers, the annual meeting may be held at any point in the territory. Notice of the annual meeting is to be given by mail to each member of the Corporation at his last known address at least ten days before the date thereof. The annual meeting may be adjourned from time to time by those present. Special meetings of the members may be called by the District Superintendent or by a majority of the members of the District Executive Presbytery or by the members as provided for in the Constitution of this Corporation.

ARTICLE VII.

The conveyance of all property, real or personal, to this Corporation shall be taken in the Corporation name and any such property owned by this Corporation may be sold and conveyed by said Corporation. The District Executive Presbytery shall have the power to purchase and sell real estate as provided in the by-laws of this Corporation. All conveyances of real property shall be signed by the District Superintendent, District Secretary-Treasurer and, at least, one other member of the District Executive Presbytery.

ARTICLE VIII.

In case this Corporation is abandoned or dissolved, after a reasonable length of time, the said property of this Corporation shall be conveyed to the General Council of the Assemblies of God with headquarters at Springfield, Missouri, for educational, missionary or other benevolent purposes in keeping with the objectives and purposes of the said General Council of the Assemblies of God.

ARTICLE IX.

The tenure of this Corporation shall be fifty (50) years as provided in its charter and shall terminate in accordance therewith on October 11, 1994, with the right of renewal as provided by law unless sooner dissolved by a three-fourths (3/4) vote of all the members present at any annual meeting or special meeting called for the purpose of determining the continuance of the Corporation; notice of such meeting for proposed dissolution shall be given in writing to each member of the Corporation at his last known address at least thirty (30) days before said annual or special meeting.

ARTICLE X.

The officers and members of the Executive Presbytery shall be elected at the annual meeting for a term of two years. The officers and members of the Executive Presbytery for this term are as follows:

DISTRICT SUPERINTENDENT	-- Theodore A. Gannon
ASSISTANT DISTRICT SUPERINTENDENT	-- Charles A. Parker
DISTRICT SECRETARY-TREASURER	-- Benson E. Compton
PRESBYTER	-- William B. Friend
PRESBYTER	-- Jennie O. Howard

The District Presbytery shall fill any vacancies by appointment that may occur in the offices of the District Executive Presbytery, except in the office of the District Superintendent which vacancy shall be filled in accordance with the provisions of the Constitution and By-laws. The District Executive Presbytery shall fill any vacancy by appointment that may occur in the office of a District presbyter. All appointments shall be for the unexpired terms.

ARTICLE XI.

This Corporation shall be governed by these Articles and such provisions in a Constitution and in By-laws as may from time to time be adopted and/or amended by the members of the Corporation at any annual or special meeting of the Corporation for the proper government of this Corporation and the management of the property and business thereof. The Constitution may be adopted, altered or amended by a two-thirds (2/3) vote of all members present and the by-laws may be adopted, altered or amended by a majority of all members present at any annual or special meeting called for that purpose.

ARTICLE XII.

The private property of the members and officers of this Corporation shall be exempt from liability for corporate debts.

ARTICLE XIII.

This Corporation shall have no corporate seal.

ARTICLE XIV.

These Articles may be amended by the vote of a majority of the members present at any regular annual or special meeting duly called, providing notice of such proposed amendment has been given for the time and in the manner prescribed herein as to special meetings, or published in the official paper of the Council more than ten days prior to the date of such meeting.

WITNESS OUR HANDS THIS 19th DAY OF June, 1962.

Theodore E. Gannon
District Superintendent

Charles W. Jenkins
Assistant District Superintendent

Bruce Hampton
District Secretary-Treasurer

John D. Howard
Executive Presbyter

William B. Friend
Executive Presbyter

EXECUTIVE OFFICERS
WEST CENTRAL DISTRICT COUNCIL OF THE
ASSEMBLIES OF GOD.

ACKNOWLEDGMENT

STATE OF IOWA)
) ss.
POLK COUNTY)

On this 19 day of June, A. D., 1962, before me, Ione Ullostad, the undersigned, a Notary Public in and for said County, in said State, personally appeared Theodore E. Gannon, Charles A. Parker, Benson B. Coepton, Johnie O. Howard, and William B. Friend to me personally known, who being by me duly sworn, did say that they are the District Superintendent, Assistant District Superintendent, District Secretary-Treasurer, Executive Presbyter, and Executive Presbyter respectively, of said corporation WEST CENTRAL DISTRICT COUNCIL OF THE ASSOCIATES OF OOD, executing the within and foregoing instrument to which this is attached, that no seal has been procured by the said corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said parties herein named acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.



Ione Ullostad
Notary Public in and for Polk County,
Iowa

OFFICE OF THE SECRETARY OF STATE			
This instrument recorded in Book <u>7-B</u>	Page <u>152</u>	Date <u>June 22</u>	19 <u>62</u>
Copies <u>3</u>	Cost <u>\$1.33</u>	Notary No.	
Filed By <u>Ione Ullostad</u>	Atty <u>See page 20</u>	Secretary	
Fee <u>\$5.00</u>	Recording Fee		

5721-0
INSTR. NO. 5721-0
POLK COUNTY, IOWA
FILED FOR RECORD
AT 1/6 OCT 12 1964 A.M.
IRENE H. MALEY, RECORDER P.M.
[Signature] 50
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A M E N D M E N T
TO

AMENDED AND SUBSTITUTED ARTICLES OF INCORPORATION

We, whose names are hereunto subscribed, hereby certify that upon the call of the District Superintendent for a special meeting of members of the Corporation WEST CENTRAL DISTRICT COUNCIL OF THE ASSEMBLIES OF GOD, organized under the laws of the State of Iowa and granted a charter on the 11th day of October, 1934 and having its Amended and Substituted Articles of Incorporation recorded in the Office of the Secretary of State, Des Moines, Iowa in Book 4-B page 156 on June 22, 1962, a meeting of said members was held on August 18, 1964 at 9:30 A.M. in Des Moines, Iowa;

We further hereby certify that said special meeting was held pursuant to a notice of the meeting published in the official paper of the Council more than ten days prior to the date of such meeting and notice mailed to all members also more than ten days prior to the date of such meeting and that said notice set forth the proposed amendment of said Amended and Substituted Articles of Incorporation all in accordance with Article XIV thereof;

We further hereby certify that said notice set forth the time and place of meeting in addition to the proposed amendment;

We further hereby certify that at said special meeting by a vote of the majority of the members of said Corporation present and voting, the following ARTICLE I., ARTICLE III., and ARTICLE V., were substituted for Article I, III and V of said Amended and Substituted Articles of Incorporation and said Articles of Incorporation were amended as follows, to-wit:

ARTICLE I.

The name of this Corporation shall be IOWA DISTRICT COUNCIL OF THE ASSEMBLIES OF GOD.

ARTICLE III.

The objects and purposes of this Corporation shall be to organize and establish Assemblies of God Churches within the Territory of the State of Iowa, and the promotion of religion according to the usages and tenets of the General Council of the Assemblies of God, with headquarters at Springfield, Missouri, and the promotion of such other educational and charitable interests as the Council shall determine. The Corporation shall have the right and power to purchase, hold, lease, or buy, mortgage, sell and convey such real and/or personal property of any kind or nature as may be necessary or convenient to the proper conduct of the affairs of the Corporation. The corporation shall also have the right and power to

receive gifts, borrow money in such sums as shall be consistent with the proper conduct of the business, objects and purposes of the Corporation and to do any and all things which shall be incidental, reasonable or necessary and proper in the furtherance of the interests and welfare of the Corporation. The activities in furtherance of the objects and purposes of the Corporation shall not be limited, however, to the above-stated Territory.

ARTICLE V.

The members of this Corporation shall be: (1) the ordained and licensed ministers of the Iowa District Council of The Assemblies of God as from time to time are duly admitted as shown by the records thereof, (and those who are in good standing and in attendance at any annual or special meeting of members of this Corporation may vote); (2) The duly organized Assemblies of God Churches, (the Sovereign churches of which having a duly registered delegate in attendance at an annual or special meeting of the members of this Corporation may vote); and (3) exhorters. (Exhorters who are in attendance at a meeting of members of this Corporation may be granted the right to vote at such meetings by action.)

The Executive officers of this Corporation shall consist of the District Superintendent, Assistant District Superintendent, the District Secretary-Treasurer, together with two other men chosen from among the District Sectional Presbyters.

The Executive presbyters, together with the District Sectional Presbyters, shall be the Board of Directors, and there shall be as many sectional presbyters as there are sections. They shall be elected in accordance with the Constitution and By-laws of this Corporation from among the ordained ministers who are members of the District Council, men of mature experience and sound judgment, and who have resided within and have been members of the District for a period of at least two years.

The District Superintendent, Assistant District Superintendent, and District Secretary-Treasurer shall be elected by a two-thirds vote of all votes cast. Other officers of the Corporation shall be elected by a majority vote of the members present at such meeting.

The District Executive Presbytery shall report its activities to the members of the Corporation at the annual meeting or at a duly called special meeting when so requested. It shall provide for its own meetings and its acts and decisions shall be final unless reversed by the members at such meeting.

DATED THIS 14th DAY OF SEPTEMBER, 1940.

Allen L. Ullstad
Allen L. Ullstad, Presbyter

Vernon L. Puffey
Vernon L. Puffey, Presbyter

Theodore E. Cannon
Theodore E. Cannon, District Superintendent

Stanton E. Johnson
Stanton E. Johnson, Assistant District Superintendent

Wm. B. Compton
Wm. B. Compton, District Secretary-Treasurer

1940 Secretary-Treasurer

STATE OF IOWA)
COUNTY OF POLK) SS:

On this 14 day of September, 1968, before me the undersigned, a Notary Public in and for said County in said State personally appeared Theodore A. Gannon, Stanton E. Johnson, Benson B. Compton, Allen L. Ullestad, and Vernon L. Huffey, to me personally known, who, being by me duly sworn, did say that they are the District Superintendent, Assistant District Superintendent, Secretary-Treasurer, Presbyter and Presbyter, respectively, of the corporation formerly West Central District Council of the Assemblies of God, now named IOWA DISTRICT COUNCIL OF THE ASSEMBLIES OF GOD; that no seal has been procured by the said corporation; that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and that the said Theodore A. Gannon, Stanton E. Johnson, Benson B. Compton, Allen L. Ullestad and Vernon L. Huffey, as such officers, acknowledged execution of said instrument to be the voluntary act and deed of said corporation, by it and by them voluntarily executed.



Lorna L. Williams
Notary Public in and for
said County

(Lorna L. Williams)

OFFICE OF THE SECRETARY OF STATE			
This instrument recorded in Book	<u>4-7</u>	Page	<u>198</u>
Expires	<u>June 23, 1972</u>	Comm. No.	<u>14637</u>
Filed By	<u>Lorna L. Williams, Notary Public, Polk County, Iowa</u>		
Filing Fee	<u>25.00</u>	Recording Fee	<u>1.00</u>

94847

ARTICLES OF AMENDMENT

for

IOWA DISTRICT COUNCIL OF THE ASSEMBLIES OF GOD
DES MOINES, IOWA 50310

The name of the corporation is IOWA DISTRICT COUNCIL OF THE ASSEMBLIES OF GOD, incorporated June 22, 1962, at Des Moines, Iowa.

We, whose names are hereunto subscribed, hereby certify that a special meeting was called according to the requirements of Article XVI, Amendments, on September 27, 1994. The meeting was held at 9:00am on September 27, 1994, at Glad Tidings Assembly of God located at 314 SE Army Post Road in Des Moines, Iowa 50315.

We further certify that at the said meeting the members by a vote of the majority approved the Amendments to ARTICLE III and ARTICLE IX of the Articles of Incorporation for IOWA DISTRICT COUNCIL OF THE ASSEMBLIES OF GOD.

ARTICLE III

Amend by inserting the following paragraph at the beginning of ARTICLE III, Objects and Purposes.

"The corporation is organized exclusively for charitable, literary, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent United State Internal Revenue Code). The Corporation is not organized for pecuniary profit."

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ARTICLE IX

Amend by substitution **ARTICLE IX**, Tenure and Property Rights.

"(1) The tenure of this Corporation shall be perpetual, beginning on the date that these Articles shall be accepted by the Secretary of State and a Certificate of Incorporation issued, and shall be for the above-stated time, unless dissolved by a two-thirds (2/3) vote of all members of the Corporation present and voting at an annual or special business meeting called for the purpose of determination of the continuance of this corporate period of the Corporation."

WITNESS OUR HAND THIS 28TH DAY OF SEPTEMBER, 1994.



President, Norman D. Tosten



Member of Board, Paul Sandgren



Secretary, Richard G. Arrowood



Member of Board, Gary Pitcher



Treasurer, Richard G. Arrowood

EXECUTIVE OFFICERS

**IOWA DISTRICT COUNCIL OF THE ASSEMBLIES OF GOD
DES MOINES, IOWA**