

Iowa District Council of the Assemblies of God

Restated Articles of Incorporation

Pursuant to the provisions of Iowa Code § 504.1006 of the Revised Iowa Nonprofit Corporation Act, the undersigned corporation adopts the following Restated Articles of Incorporation.

1. Name

The name of the corporation shall be the Iowa District Council of the Assemblies of God (“Corporation”). The Corporation may also be known as the Iowa Ministry Network.

2. Principal Place of Business

The Principal place of business of the Corporation shall be 10525 Buena Vista Court, Urbandale, Polk County, Iowa 50322. The Corporation’s meetings shall be held within the State of Iowa and in such manner as its Bylaws provide.

3. Membership

The Corporation shall have members, whose privileges and rights shall be provided in the Bylaws.

4. No Issue of Stock

The Corporation shall issue no shares of stock.

5. Duration

The Corporation shall be perpetual in duration.

6. Tax-Exempt Purposes

The Corporation is organized exclusively for religious, educational, and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Internal Revenue Code § 501(c)(3), or the corresponding section of any future federal tax code.

7. Activities

The Corporation may engage in any legal activities to fulfill its tax-exempt purposes.

8. No Personal Inurement or Private Benefit

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, directors, 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 paragraph (6) above. The Corporation may distribute money or things of value to individuals or entities in its sole discretion consistent with its tax-exempt purposes.

9. Political Activities

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 or in opposition to any candidate for public office.

10. Limitation on Activities

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

11. Board of Directors

The Corporation shall be governed by a Board of Directors, which shall be known as the Executive Presbytery. The District Superintendent shall serve as an ex officio member and the chairperson of the Board of Directors. The remaining Directors shall be elected by the Corporation's members. The specific manner and timing of elections, the number of terms served and the number of Directors shall be prescribed in the Corporation's Bylaws.

12. Constitution and Bylaws

The Corporation shall have a Constitution and Bylaws, consistent with these Restated Articles of Incorporation, for the governance, control, and direction of the business and deliberations of the Corporation, its officers, and committees.

13. Indemnification of Board of Directors and Officers

Except as otherwise provided by law, any Director or officer or the estate of any Director or officer of the Corporation made a party to any action, suit, or proceeding, civil or criminal, by reason of the fact that such person is or was a Director or officer of the Corporation, shall be indemnified by the

Corporation against the reasonable expenses, including amounts paid by way of judgment and settlement and including reasonable attorney's fees, actually and necessarily incurred in connection with defense of such action, suit, or proceeding, whether or not such defense shall be successful in whole or in part, or in connection with any appeal therein or any settlement thereof, except with respect to any liability for any of the following: (1) receipt of a financial benefit to which the person is not entitled, (2) an intentional infliction of harm on the Corporation or its members, (3) a violation of Section 835 of the Revised Iowa Nonprofit Corporation Act, or (4) an intentional violation of criminal law.

Such indemnification, if afforded, shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this section. This section shall not be deemed to limit any power or exclude any right of the Corporation to provide an additional or other indemnity or right for any member, officer, employee, Director, or other person if the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize broader indemnification. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its Directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

14. Amendments

Except for those circumstances contemplated by Iowa Code § 504.1002(1)(a-d) allowing certain portions of these Articles of Incorporation to be amended by a simple majority vote of the Directors present and voting at a duly called and noticed meeting, these Articles of Incorporation may be amended by at least a two-thirds majority vote of the members of the Corporation present and voting at a duly called and noticed meeting of the membership.

These Restated Articles of Incorporation were approved by the Board of Directors by a vote of _____ Yes to _____ No on the _____ day of _____ 2022.

These Restated Articles of Incorporation were approved by the members at a duly called and noticed meeting pursuant to Iowa Code § 504.1003 and Iowa Code § 504.1005 by a vote of _____ Yes to _____ No on the _____ day of _____ 2022.