

MAY 10 2001

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**Corporations Section**

**OF**

**FELLOWSHIP CHURCH**

Pursuant to the provisions of Article 1396-4.03 of the Texas Non-Profit Corporation Act, Fellowship Church (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation.

**ARTICLE 1**

The name of the Corporation is Fellowship Church. The corporation hereby adopts restated articles of incorporation and all previous amendments thereto are hereby deleted in their entirety and amended and restated as set forth in Exhibit A.

**ARTICLE 2**

The restated articles of incorporation amend the prior articles of the corporation by changing the rights, privileges and responsibilities of a member of the corporation thereby vesting plenary power to manage and govern the corporation in the board of directors and eliminating any denominational affiliation of the corporation.

**ARTICLE 3**

Each such amendment made by the restated articles of Incorporation has been effected in conformity with the provisions of the Texas Non-Profit Corporation Act and such restated articles of incorporation and each such amendment made by the restated articles were adopted on March 7, 2001, in the following manner:

The restated articles and the amendments made by such restated articles were adopted at a meeting of the members held on March 7, 2001, at which a quorum was present, and the restated articles and the amendments made by such restated articles received at least two-thirds of the votes which members present.

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## **ARTICLES OF INCORPORATION**

### **OF**

## **FELLOWSHIP CHURCH (Exhibit A)**

Fellowship Church (the "Corporation") hereby adopts the following Articles of Incorporation for such Corporation pursuant to the provisions of the Texas Non-Profit Corporation Act (the "Act").

The Corporation's original Articles of Incorporation and all subsequent amendments thereto, are hereby deleted in their entirety and amended and restated as follows:

### **ARTICLE 1**

#### **NAME**

The name of the Corporation is Fellowship Church.

### **ARTICLE 2**

#### **NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

### **ARTICLE 3**

#### **DURATION**

The period of the Corporation's duration is perpetual.

## **ARTICLE 4**

### **PURPOSES AND LIMITATIONS**

**4.01 Purposes.** The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. More particularly, the purposes of this Corporation are:

(a) To spread the Gospel of Jesus Christ and the worship of God among its members and attendants, and practice the Christian virtues inculcated in the Holy Scriptures by any and all means possible, as determined by the Corporation's Ministry Leadership Team.

(b) To employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Texas and elsewhere.

(c) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

(d) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

**4.02 Limitations.** In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Incorporators, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for

services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (I) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (II) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

(d) Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Ministry Leadership Team of the Corporation which is of like faith and order and is exempt from taxes under Internal

Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

## **ARTICLE 5**

### **POWERS**

Except as otherwise provided in these Articles, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

## **ARTICLE 6**

### **MEMBERSHIP**

The Corporation shall have one class of membership. The members shall only have the rights and duties as set forth in the Corporation's Bylaws.

## **ARTICLE 7**

### **REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 1159 Cottonwood Lane, Suite 150, Dallas, Texas 75038. The name of the registered agent at this office is Dennis G. Brewer, Jr.

## **ARTICLE 8**

### **BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the board of directors, otherwise known as the Ministry Leadership Team of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Ministry Leadership Team of the Corporation shall be provided in the Bylaws. The Ministry Leadership Team shall consist of the Senior Pastor and, until changed by amendment of these Articles of Incorporation or by Bylaws duly adopted by the Church, such number of additional members as may, from time to time, be nominated and elected pursuant to the Bylaws. The number of directors may not be decreased to less than three (3) nor more than nine (9).

Directors need not be residents of Texas. The current Ministry Leadership Team shall consist of the following persons at the following addresses:

<b>Name of Member</b>	<b>Street Address</b>
Ed Young	2450 Hwy. 121 N. Grapevine, Texas 76051
Dennis G. Brewer, Jr.	1159 Cottonwood Lane, Suite 150 Irving, Texas 75038
Paul Gage	2450 Hwy 121 N. Grapevine, Texas 76051
Michael Wilkins	2450 Hwy 121 N. Grapevine, Texas 76051

#### **ARTICLE 9**

##### **LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Texas.

#### **ARTICLE 10**

##### **INDEMNIFICATION**

To the extent provided in the Bylaws, the Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions in the Act governing Indemnification.

## **ARTICLE 11**

### **CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

## **ARTICLE 12**

### **ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

## ARTICLE 13

### AMENDMENT

These Articles may be amended by a vote of two-thirds (2/3) of the members of the Ministry Leadership Team.

The Articles of Incorporation, as set forth above, have been approved pursuant to a properly noticed meeting of the members of Fellowship Church on March 7, 2001.

IN WITNESS HEREOF, the below named authorized corporate officer executes these Articles of Incorporation on the 2nd day of May, 2001.

Alexis Seegins  
Name:

Title: Secretary - Treasurer

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