

APPLICANT'S ACCT NO.

DSCB 15 7316 (Rev 11-72)

Form No. 375
A11-8
Articles of
Incorporation—
Domestic Nonprofit Corporation

8623 396

(Line for numbering)

914 921
COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this APR 7 1986 day of 19

Commonwealth of Pennsylvania
Department of State

Robert W. Gleason, Jr.
Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of 15 Pa.C.S. §7316 (relating to articles of incorporation) the undersigned, desiring to be incorporated as a nonprofit corporation, hereby certifies (certify) that:

1. The name of the corporation is:

West Virginia Synod of the Evangelical Lutheran Church in America

2. The location and post office address of the initial registered office of the corporation in this Commonwealth is:

C T Corporation System

123 S. Broad Street

(NUMBER)

(STREET)

Philadelphia

Pennsylvania

19109

(5)

(CITY)

(ZIP CODE)

3. The corporation is incorporated under the Nonprofit Corporation Law of the Commonwealth of Pennsylvania for the following purpose or purposes:

This corporation is organized and shall be operated exclusively for religious purposes and, specifically, to promote the Christian religion according to the tenets of faith set forth in the Constitution of the ELCA. This corporation's functions shall be as specified from time to time in the Constitution or Bylaws of the ELCA and in the Constitution of this corporation.

Within the framework and limitations of these purposes, this corporation is organized and shall be operated exclusively for religious purposes, and shall have such powers as are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the purposes of this corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Pennsylvania Nonprofit Corporation Law of 1972, and by any future laws amendatory thereof and supplementary thereto.

In the performance of its functions, this corporation shall not act as the agent of, or otherwise obligate the income or assets of the ELCA, any congregation of the ELCA or any other synod of the ELCA without the express authorization of such entity.

The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

4. The term for which the corporation is to exist is:

Perpetual

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- 5. The corporation is organized upon a nonstock basis.
- 6. (Strike out if inapplicable) The corporation shall have no members.
- 7. (Strike out if inapplicable) ~~The corporation shall have as its purpose, for the purpose of the incorporation, to incorporate as an unincorporated association.~~
(NAME OF UNINCORPORATED ASSOCIATION)

8. The name(s) and post office address(es) of each incorporator(s) is (are):

<small>NAME</small>	<small>ADDRESS (Including street and number, if any)</small>
Arnold R. Mickelson,	Room 1415, 625 Fourth Avenue South, Minneapolis, MN 55415

SEE EXHIBIT A ATTACHED

IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed and sealed these Articles of Incorporation this 1st day of April, 1986

Arnold R. Mickelson (SEAL) _____ (SEAL)
 _____ (SEAL)

INSTRUCTIONS FOR COMPLETION OF FORM:

- A. For general instructions relating to the incorporation of nonprofit corporations see 19 Pa. Code Ch. 29 (relating to nonprofit corporations generally). These instructions relate to such matters as corporate name, stated purposes, term of existence, authorized share structure, inclusion of names of first directors in the Articles of Incorporation, provisions on incorporation of unincorporated associations, etc.
- B. One or more corporations or natural persons of full age may incorporate a nonprofit corporation.
- C. If the corporation is to be organized upon a stock share basis Paragraph 3 should be modified accordingly.
- D. Optional provisions required or authorized by law may be added as Paragraphs 9, 10, 11 . . . etc.
- E. The following shall accompany this form:
 - (1) Any necessary copies of Form DSCB:17.2 (Consent to Appropriation of Name) or Form DSCB:17.3 (Consent to Use of Similar Name).
 - (2) Any necessary governmental approvals.
- F. 15 Pa.C.S. 97317 (relating to advertisement) requires that the incorporators shall advertise their intention to file or the corporation shall advertise the filing of articles of incorporation. Proofs of publication of such advertising should not be delivered to the Department, but should be filed with the minutes of the corporation.

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9. This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, and no part of the net income or net earnings of this corporation shall inure to the benefit of any member, private shareholder, or individual, and no substantial part of its activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation. This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

This corporation shall not lend any of its assets to any officer, director or member of this corporation or guarantee to any other person the payment of a loan made to an officer, director or member of this corporation.

All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1954 include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue codes to the extent such provisions are applicable to this corporation.

10. The management and direction of the business of this corporation shall be vested in a board of directors which shall be known and designated as the Synod Council. The number, terms of office, method of election, powers,

authorities and duties of the members of the Synod Council, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the bylaws of this corporation, which shall be known to this corporation as its Constitution.

11. The number of members of the first Synod Council is three (3), each of whom shall serve until the constituting convention of the ELCA and until his successor has been elected and has qualified.

The names and addresses of the members of the Synod Council are as follows:

<u>Name</u>	<u>Post Office Address</u>
Rev. James R. Crumley, Jr.	231 Madison Avenue New York, NY 10016
Rev. Will L. Herzfeld	959 - 12th Street Oakland, CA 94607
Rev. David W. Preus	The American Lutheran Church 422 South Fifth Street Minneapolis, MN 55415

12. Except as otherwise provided in this corporation's Constitution, this corporation shall have no members with voting rights.

Whenever, and to the extent that, the Constitution of this corporation provides that voting rights shall be exercised

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by individuals elected, appointed or otherwise designated to serve as voting members of or representatives to an assembly of this corporation, then the voting members of this corporation for purposes of the laws of Pennsylvania shall be the persons who were most recently seated as the voting members of or representatives to an assembly of this corporation.

Members of congregations of the ELCA assigned to this corporation shall not, as such, have any voting rights with respect to this corporation.

13. For purposes of the laws of Pennsylvania, only this corporation's Constitution shall be treated as the bylaws of this corporation, and none of this corporation's governing documents other than these Articles of Incorporation and this corporation's Constitution need be subject to the procedures specified by law or otherwise for the amendment of articles of incorporation or bylaws.

14. Members of this corporation shall not be personally liable for the payment of any debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members be subject to the payments of the debts or obligations of this corporation to any extent whatsoever.

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15. In the event of the dissolution of this corporation any surplus property remaining after the payment of its debts shall be disposed of by transfer to the ELCA to be used for one or more of the purposes of this corporation. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust condition or limitation imposed with respect to it.

16. Except as may be otherwise provided in this corporation's Constitution, none of the following actions shall be taken by this corporation without the prior approval of the Church Council or an assembly of the ELCA: amendment of Articles of Incorporation; amendment of Constitution; adoption and amendment of Bylaws; merger or consolidation with any domestic or foreign corporation; sale, lease, encumbrance or other disposition of all or substantially all of this corporation's property; and voluntary dissolution. This corporation shall adopt any amendment to these Articles of Incorporation or this corporation's Constitution or its Bylaws that may be prescribed by the Church Council or an assembly of the ELCA,

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and procedures to effect any such prescribed amendment shall be instituted promptly after adoption of such prescribed amendment by the Church Council or an assembly of the ELCA. This corporation shall adopt any agreement of merger or consolidation that may be prescribed by an assembly of the ELCA, and procedures to effect any such prescribed agreement shall be instituted promptly after adoption of such prescribed agreement by an assembly of the ELCA. For purposes of asserting claims based on the powers and authorities granted to it pursuant to this Article, and for such purposes only, the ELCA shall be deemed to be a member of this corporation.

Microfilm Number 9120 942

Filed with the Department of State on SEP 17 1990

Entity Number 914921

Christopher A. Lewis
Secretary of the Commonwealth

STATEMENT OF CHANGE OF REGISTERED OFFICE BY AGENT

DSCB: 15-106 (Rev 80)

In compliance with the requirements of 15 Pa. C.S. § 108 (relating to change in location or status of registered office provided by agent), the undersigned person who maintains the registered office of an association and who desires to change the following with respect to such agency hereby states that:

1. The name of the association represented by the undersigned person is: _____

WEST VIRGINIA SYNOD OF THE EVANGELICAL LUTHERAN CHURCH IN

2. The address of the present registered office in this Commonwealth of the above-named association is:

<u>123 South Broad Street</u>	<u>Philadelphia</u>	<u>Pa.</u>	<u>19109</u>	<u>Philadelphia</u>
Number and Street	City	State	Zip	County

3. (If the registered office address is to be changed, complete the following):

The address in the same county to which the registered office in this Commonwealth of the above-named association is to be changed is:

<u>1635 Market Street</u>	<u>Philadelphia</u>	<u>Pa.</u>	<u>19103</u>	<u>Philadelphia</u>
Number and Street	City	State	Zip	County

4. The name of the person in care of the foregoing office is: CT CORPORATION SYSTEM

The person named immediately above in this paragraph has been designated in fact as the agent in care of the registered office in the Commonwealth of Pennsylvania of the corporation named in paragraph 2 of this statement.

5. (Check one or more of the following, as appropriate):

- This statement reflects a change in name of the agent.
- The change in registered office set forth in this statement reflects the removal of the place of business of the agent to a new location within the county.
- The status of the agent as the provider of the registered office of the above-named association has been terminated.

IN TESTIMONY WHEREOF, the undersigned person has caused this statement to be signed this 10th day of September, 19 90.

CT CORPORATION SYSTEM

(Name)
BY: Donald H. [Signature]

TITLE: Assistant Secretary

Microfilm Number _____

Filed with the Department of State on MAR 01 1993

Entity Number 914921

[Signature]
Secretary of the Commonwealth JD

ARTICLES OF AMENDMENT-DOMESTIC NONPROFIT CORPORATION

DSCB:15-5915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 5915 (relating to articles of amendment), the undersigned nonprofit corporation, desiring to amend its articles, hereby states that:

1. The name of the corporation is: West Virginia Synod of the
Evangelical Lutheran Church in America

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a)	<u>123 S. Broad St.</u>	<u>Philadelphia</u>	<u>PA</u>	<u>19109</u>	<u>Philadelphia</u>
	Number and Street	City	State	Zip	County

(b) c/o:	<u>C T Corporation System</u>	<u>Philadelphia</u>
	Name of Commercial Registered Office Provider	County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: 15 Pa C.5. Sec 7316 et seq.

4. The date of its incorporation is: April 7, 1986

5. (Check, and if appropriate complete, one of the following):

The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

___ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):

The amendment was adopted by the members (or shareholders) pursuant to 15 Pa.C.S. § 5914(a).

___ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 5914(b).

7. (Check, and if appropriate complete, one of the following):

___ The amendment adopted by the corporation, set forth in full, is as follows:

The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

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8. (Check, if the amendment restates the Articles):

The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 15TH day of February, 1993.

West Virginia Synod of the
Evangelical Lutheran Church in America
(Name of Corporation)

BY: L. Almond Black
(Signature)

TITLE: President

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EXHIBIT A

The Charter of the Corporation is hereby amended by striking in its entirety present Article FIRST and inserting in lieu thereof the following new Article FIRST: 1. The name of the corporation is:

West Virginia-Western Maryland Synod
of the Evangelical Lutheran Church in
America