

AMENDMENT AND RESTATEMENT OF ARTICLES OF AGREEMENT

The undersigned corporation, existing pursuant to the provisions of Chapter 352, RSMO, does hereby state as follows:

A. The name of the Corporation is *Centenary United Methodist Church of Cape Girardeau, Missouri*.

B. By resolutions adopted by the members of the Corporation relating to: (1) the separation from the United Methodist Church; and (2) the affiliation with the Global Methodist Church, the Chairman and Secretary of the Corporation's Administrative Council were authorized to amend and restate in their entirety, Corporation's Articles of Agreement, with an effective date of June 30, 2023 as follows:

1. The name of the Corporation is *Centenary Methodist Church of Cape Girardeau, Missouri*.
2. The Corporation is a public benefit corporation.
3. The Corporation will have members.
4. The purpose or purposes for which the corporation is organized are:

For religious purposes as a member congregation of the Global Methodist Church, in accordance with the doctrinal standards (Part One), Social Witness (Part Two), and church governance of the Global Methodist Church as set forth in the Global Methodist Church Transitional Book of Doctrines and Discipline; and

The Corporation is organized and will be operated exclusively for charitable, educational, religious, or scientific purposes within the meaning of [Section 501\(c\)\(3\) of the Internal Revenue Code of 1986](#), as amended, or the corresponding section of any future federal tax code (the "Code").

5. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 Article 4 hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under [Section 501\(c\)\(3\) of the Code](#), or (b) by a corporation, contributions to which are deductible under [Section 170\(c\)\(2\) of the Code](#).
6. Upon the dissolution of the corporation, the Corporation's Administrative Council shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under [Section 501\(c\)\(3\) of the Code](#), as the Corporation's Administrative Council shall determine.

Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

C. The resolutions authorizing the above were duly submitted by the Corporation's Administrative Council and adopted by the members of the Corporation at a meeting duly held on *June 6, 2023* at which meeting *[number of shares]* members were

entitled to vote thereon and the following votes were recorded:

Number Voted For

Number Voted Against

Having adopted in the manner and upon the vote required by the law under which it is organized, the resolution and amendment aforesaid, in witness whereof the undersigned Corporation has caused this Amendment and Restatement of Articles of Agreement to be executed in its name by T. Ronald Hahs, Chairman, and [name of secretary], Secretary, this ** day of June, 2023

T. Ronald Hahs, Chairman
Administrative Council
Centenary United Methodist Church of Cape Girardeau, Missouri

_____, Secretary
Administrative Council
Centenary United Methodist Church of Cape Girardeau, Missouri

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