

# **ARTICLES OF INCORPORATION OF EFCA West**

The undersigned, for the purpose of forming a non-profit corporation under and pursuant to the provisions of Minnesota Statutes Chapter 317A, known as "The Minnesota Nonprofit Corporation Act", and laws amendatory thereof and supplementary thereto, do hereby adopt the following Articles of Incorporation.

## **ARTICLE I - NAME**

1.1 The name of this corporation is:

EFCA West

## **ARTICLE II - PURPOSES**

2.1 The purposes for which EFCA West is formed and organized, and the business and the objectives to be carried on and promoted by this corporation, are as follows:

2.1.1 To serve the churches, pastors and ministries affiliated with The Evangelical Free Church of America (hereinafter sometimes referred to as "EFCA") through an interdependent relationship as they carry out the Lord's work as guided by and in harmony with the Bible.

2.1.2 To acquire by gift or purchase, hold, sell, convey, assign, mortgage or lease any property, real or personal, necessary or incidental to the operation of this corporation.

2.1.3 To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, deed or trust, pledge or other lien.

2.1.4 To engage in any kind of activity, and to enter into, perform, and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the purposes of the corporation, it being the intention that the enumeration of specific powers shall not operate to limit in any manner the general powers conferred upon corporations by the laws of the State of Minnesota.

2.1.5 To be organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service Code. The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section

501(c)(3) of the Internal Revenue Code of 1986, as amended. All references in these Articles of Incorporation to a particular section of the Internal Revenue Code of 1986 shall mean and include, as now enacted or as hereafter amended, such section and any corresponding provision of future federal law as may hereafter be applicable, cognate of such section.

### **ARTICLE III - EXISTENCE**

- 3.1 The duration of this corporation shall be perpetual.

### **ARTICLE IV - REGISTERED OFFICE**

- 4.1 The location and post office address of the registered office of said corporation in the State of Minnesota is at 901 East 78th Street, in the city of Minneapolis, county of Hennepin, state of Minnesota.

### **ARTICLE V - INCORPORATOR**

- 5.1 The name and post office address of the Incorporator is:

Steven D. Hawn, Board Chairman  
c/o The Evangelical Free Church of America  
901 East 78<sup>th</sup> Street  
Minneapolis, MN 55420-1300

### **ARTICLE VI - MEMBERSHIP**

- 6.1 The sole member of this corporation is The Evangelical Free Church of America. The President of The Evangelical Free Church of America shall serve as an ex-officio member of the Regional Council of this corporation.

### **ARTICLE VII – REGIONAL COUNCIL**

- 7.1 The general management of the affairs of this corporation shall be vested in a Regional Council as set forth in the Bylaws of this corporation which shall be not less than three (3) nor more than fifteen (15) persons. The Regional Council shall, where required by law, act as the board of directors of this corporation. The names and addresses of the members of the first Regional Council are as follows:

Joseph B. Bubar, Jr.  
420 La Canada  
Arroyo Grande, CA 93420

Charles H. Westgate  
14585 Oakwood Court  
Sonora, CA 95370

Thomas G. Fort  
12533 9<sup>th</sup> Street

Mark J. Wold  
505 Driscoll Road

- 7.2 The terms of office of the first Regional Council shall be until their respective successors are nominated and approved as set forth in the Bylaws.

#### **ARTICLE VIII - NON-PROFIT**

- 8.1 This corporation shall not afford pecuniary gain, incidentally or otherwise, to any member that is not a nonprofit organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member that is not a nonprofit organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, any director, any officer or other private person except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

#### **ARTICLE IX – NO INTERVENTION**

- 9.1 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 or intervene (including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

#### **ARTICLE X - AMENDMENTS**

- 10.1 Amendments to these Articles and/or Bylaws, if any, shall be made at a meeting of the Regional Council called for such purpose, by a vote of two-thirds (2/3) of the majority of the Council who are present at the meeting and entitled to vote on the proposed amendment. Notice of the meeting and of the proposed amendment shall be given to each council member at least thirty (30) days before the date scheduled for said meeting. Amendment(s) must be approved by the Board of Directors of The Evangelical Free Church of America before it becomes effective.

#### **ARTICLE XI - NO CAPITAL STOCK**

- 11.1 There shall be no capital stock issued as this corporation is not organized for profit. There shall be no personal liability of officers, council members, members or affiliate churches for corporate obligations.

#### **ARTICLE XII - DISSOLUTION**

- 12.1 In the event of liquidation, dissolution or winding up of this corporation within the first thirty-six (36) months after the date of incorporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of this corporation shall be distributed exclusively for

federally tax-exempt purposes to THE SOUTHWEST DISTRICT CONFERENCE OF THE EVANGELICAL FREE CHURCH OF AMERICA, an organization exempt under Section 501(c)(3) of the Internal Revenue Code, and to CENTRAL CALIFORNIA DISTRICT CONFERENCE OF THE EVANGELICAL FREE CHURCH OF AMERICA, an organization exempt under Section 501(c)(3) of the Internal Revenue Service Code, in such manner as the council of this corporation, as constituted at the date of entry of the order allowing or directing the liquidation of this corporation's affairs, in their discretion shall by affirmative vote of a majority of the council determine to be best calculated to carry out the objects and purposes for which this corporation is formed.

- 12.2 In the event of liquidation, dissolution or winding up of this corporation after the first thirty-six (36) months after the date of incorporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of this corporation shall be distributed exclusively for federally tax-exempt purposes to The Evangelical Free Church of America, an organization exempt under Section 501(c)(3) of the Internal Revenue Service Code.
- 12.3 In the event that The Evangelical Free Church of America shall not exist at the occurrence of the events described in this Article and in the absence of any other direction in the Bylaws, the remaining property and assets of this corporation shall be distributed exclusively for religious purposes in such manner as the council of this corporation, as constituted at the date of entry of the order allowing or directing the liquidation of this corporation's affairs, in their discretion shall by affirmative vote of a majority of the council determine to be best calculated to carry out the objects and purposes for which this corporation is formed; provided, however, that none of the property or assets of this corporation shall be distributed for purposes other than within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or federal law as may from time to time be applicable.

IN WITNESS WHEREOF, I have hereunto set my hand this February \_\_\_\_, 2003.

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Steven D. Hawn, EFCA Board Chairman  
Incorporator

(Original, signed document on file in EFCA West Offices)