

Articles of Incorporation and By-laws

The Great Plains Annual Conference of The United Methodist Church will be incorporated as a non-profit corporation in the state of Kansas by consolidating (merging) the following existing corporations: The Nebraska Annual Conference of The United Methodist Church; The Kansas East Conference of the United Methodist Church, Inc.; the Board of Trustees of the Kansas East Conference of the United Methodist Church, Inc.; and The Kansas West Annual Conference of The United Methodist Church. In addition, three related ministry corporations will be formed: Great Plains United Methodist New Church Development, Inc., Great Plains United Methodist Camps, Inc., and Great Plains United Methodist Campus Ministry, Inc. The articles of incorporation and bylaws of each of the corporations are set forth below.

Articles of Incorporation of Great Plains Annual Conference of the United Methodist Church

I, the undersigned incorporator, hereby form and establish a corporation NOT FOR PROFIT under the laws of the State of Kansas, and all acts amendatory thereto or supplemental thereto.

ARTICLE I

The name of this corporation is GREAT PLAINS ANNUAL CONFERENCE OF THE UNITED METHODIST CHURCH.

ARTICLE II

The location of the corporation's registered office in this state is as follows:

9440 E. Boston, Suite 160
Wichita, Sedgwick County, Kansas 67207

ARTICLE III

The name and address of the corporation's resident agent in this state is as follows:

Great Plains Annual Conference of The United Methodist Church
9440 E. Boston, Suite 160
Wichita, Sedgwick County, Kansas 67207

ARTICLE IV

This corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are as follows:

1. This corporation is organized exclusively for religious, charitable and educational purposes.
2. To perform such duties and exercise such powers as required by the Constitution of The United Methodist Church and as determined by the General Conference of The United Methodist Church.
3. To accomplish its purposes, the corporation proposes to:
 - a. Receive and hold any property, real and personal, given, devised, bequeathed, given in trust or in any other way made over to said corporation for the use or benefit of the corporation and for carrying on of activities to achieve said above-stated purpose as designated by the donor, grantor or testator;

- b. Invest or disburse all assets so received, and generally to care for, manage, administer and control all such property so received;
 - c. Carry out the wishes and to see that the funds and property so received are applied to the uses specified by the donors; or, in case the gift, devise or bequest to this corporation is not designated, then to such uses as will benefit the corporation's non-profit stated purpose.
 - d. Engage in any lawful act or activity for which the corporation may be organized under the Kansas General Corporation Code which is within the exempt purposes of the corporation except for express limitations, if any, contained in these Articles and by reference to the limitations of applicable Federal laws and regulations.
 - e. To acquire, purchase, hold, lease, mortgage and pledge such real or personal property wherever located as shall be necessary and convenient to the transaction of the corporation's business and realization of its purposes.
4. To further such objects and purposes, the corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended; PROVIDED, HOWEVER, however, that in all events under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:
 - a. This corporation shall not have or exercise any power of authority, either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying and continuing to qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code, or any corresponding provision of any future United States Internal Revenue law.
 - b. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
5. Compensation or payment shall never be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation, as an employee of the corporation, and neither the whole nor any portion of the assets or net earnings, current or accumulated of this corporation, shall ever be distributed to or divided among any such people; provided, further, that neither the whole nor any part or portion of such assets or earnings ever be used for, accrued to, or inured to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.
6. 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 any candidate for public office.
7. Upon the dissolution of this corporation, the governing board shall, after paying or making the provision for the payment of all the liabilities of the corporation, dispose of all of the assets of

the corporation exclusively for the purpose of the organization to any successor annual conference or other organize body as determined by The General Conference of The United Methodist Church, or any successor denominational body, if then tax exempt, and any assets not so disposed of shall be conveyed exclusively for the purpose of the organization, in such manner, to such organization or organizations organized or operated exclusively for religious, charitable or educational purposes, which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or other corresponding provision of any future United States law, as the governing board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office to the corporation is then located, exclusively for such purposes.

ARTICLE V

This corporation shall not have authority to issue capital stock. The conditions of membership shall be fixed in the Bylaws of the corporation. The members of the corporation shall not have the right to vote by proxy.

ARTICLE VI

The Board of Trustees shall have all powers granted by Kansas laws and statutes, as set forth in the Bylaws of the corporation, and as granted by *The Book of Discipline of The United Methodist Church*.

ARTICLE VII

The Trustees of the corporation are relieved of their personal liability as a Trustee to the corporation and its members for monetary damages for breach of a fiduciary duty as a Trustee, provided that such release does not eliminate or limit the liability of a Trustee:

1. For any breach of the Trustee's duty of loyalty to the corporation or its members;
2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
3. For any transaction from which a Trustee derived an improper personal benefit.

ARTICLE VIII

All assets, including all real and personal, tangible and intangible property, held by the corporation shall be held in trust, that the assets and premises shall be kept, maintained and disposed of for the benefit of The United Methodist Church and subject to the usages and *The Book of Discipline of The United Methodist Church*.

ARTICLE IX

No member of this corporation shall benefit financially from the dissolution thereof. In the event of the dissolution of the corporation, the assets of this corporation shall be distributed as set forth in Article IV hereof.

ARTICLE X

Any reference in these Articles to a statute of either the United States or a state shall be interpreted to include a reference to the corresponding provision of any applicable future statute of such entity.

ARTICLE XI

These Articles of Incorporation may be amended by the members of the corporation pursuant to the provisions of K.S.A. 17-6602(c)(3), and any amendments thereto.

Bylaws of Great Plains Annual Conference of the United Methodist Church

1. GENERAL PROVISIONS

- 1.1 Name. The name of the corporation is Great Plains Annual Conference of The United Methodist Church.
- 1.2 Registered Office. The registered office of this corporation in the State of Kansas shall be located at 9440 E. Boston, Suite 160, Wichita, Sedgwick County, Kansas 67207.
- 1.3 Resident Agent. The name and address of the corporation's resident agent in this state is Great Plains Annual Conference of The United Methodist Church, 9440 E. Boston, Suite 160, Wichita, Sedgwick County, Kansas 67207.
- 1.4 Term. The term for which this corporation is to exist is perpetual.
- 1.5 Fiscal Year. The fiscal year of the corporation shall be January 1 to December 31 of each year.

2. PURPOSE

- 2.1 Non-Profit. This corporation is organized not for profit and shall have no authority to issue capital stock.
- 2.2 General Purpose. This corporation is organized exclusively for religious, charitable, and educational purposes, as more fully described in the Articles of Incorporation.
- 2.3 Compensation. Compensation or payment shall never be paid or made to any member, officer, director, Trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for the corporation as an employee of the corporation, and neither the whole nor any portion of the assets or net earnings, current or accumulated of this corporation, shall ever be distributed to or divided among any such people; provided, further, that neither the whole nor any part or portion of such assets or earnings ever be used for, accrued to or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law
- 2.4 Assets Held in Trust. All assets of the corporation shall be held in trust, that the assets and premises shall be kept, maintained and disposed of for the benefit of The United Methodist Church and subject to the usages and *The Book of Discipline of The United Methodist Church*.
- 2.5 Assets Upon Dissolution. Upon the dissolution of this corporation, the governing board shall, after paying or making the provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the organization to any successor annual conference or other organized body as determined by The General Conference of The United Methodist Church, or any successor denominational body, if then tax-exempt, and any assets not so disposed of shall be conveyed exclusively for the purpose of the corporation, in such manner, to such organization or organizations organized or operated exclusively for religious, charitable, and educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States law, as the governing board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in

the county in which the principal office to the corporation is then located, exclusively for such purposes.

- 2.6 Non-Political. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt 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 any candidate for public office.
- 2.7 Exempt and Charitable Purpose. Notwithstanding any other provision of these Bylaws, 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 Internal Revenue Code (or the corresponding provision of any future United States Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Revenue Law).

3. MEMBERSHIP

- 3.1 Voting Members. The lay members (duly selected pursuant to *The Book of Discipline of The United Methodist Church*) and clergy members (as defined in *The Book of Discipline*) of Great Plains Annual Conference of The United Methodist Church or any successor annual conference shall constitute the members of the corporation. The members of the corporation shall not have the right to vote by proxy.
- 3.2 Quorum. One-third (1/3) of the total membership of the corporation shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by law. A majority of those members present and voting at a meeting of the members at which a quorum is present shall be required for the transaction of business.
- 3.3 Annual and Special Conference Sessions. The Annual Conference Session of the Great Plains Annual Conference of The United Methodist Church, or any successor annual conference, shall constitute the annual meeting of the membership of the corporation. Such annual conference session shall be called as provided in *The Book of Discipline of The United Methodist Church*. Any duly called special sessions of Great Plains Annual Conference of The United Methodist Church shall constitute a duly called special meeting of the members of the corporation.
- 3.4 Presiding Officer at Meeting of Members. The duly presiding Bishop or President Pro Tempore of an annual or special session of Great Plains Annual Conference of The United Methodist Church, or any successor annual conference, as provided by *The Book of Discipline of The United Methodist Church*, shall preside at any meeting of the membership of the corporation.
- 3.5 Secretary at Meeting of Members. The Annual Conference Secretary of Great Plains Annual Conference of The United Methodist Church shall be the recording secretary of any meeting of the membership of the corporation.

4. MANAGEMENT

Management of the business and affairs of the corporation shall be vested in and conducted by its Board of Trustees, and its officers, in accordance with law, the Articles of Incorporation, the corporation's Bylaws, and *The Book of Discipline of The United Methodist Church*.

5. TRUSTEES

- 5.1 Number. Management of the corporation shall be vested in a Board of Trustees consisting of twelve (12) people.
- 5.2 Qualifications. Trustees shall be selected from people at least eighteen years of age who accept in principle the purposes of this corporation, are deemed qualified to participate in the attainment of its objectives and the management of its business and who otherwise represent the membership and election requirements provided herein. A Trustee shall be deemed qualified as such when an acceptance of office has been signed and filed with the Secretary, or attends a meeting of the Board of Trustees.
- 5.21 United Methodist Membership. Eight (8) of the Trustees shall be chosen from among lay members of The United Methodist Church within the boundaries of the Great Plains Annual Conference of The United Methodist Church or any successor annual conference, four (4) of whom shall be laywomen and four (4) of whom shall be laymen, and the remaining four (4) Trustees shall be chosen from the clergy members of the Great Plains Annual Conference of The United Methodist Church, or any successor annual conference.
- 5.3 Selection. Trustees shall be (1) nominated by the Nominating Committee of the Great Plains Annual Conference of The United Methodist Church; and (2) elected at the annual conference session of the Great Plains Annual Conference of The United Methodist Church, or any successor annual conference.
- 5.4 Term. Except as to the initial Board, Trustees shall serve terms of four (4) years, or until their successors are elected and qualified. A Trustee may serve two successive terms if elected. After serving two successive terms, a Trustee may not be elected for three years from the expiration of their last term. Trustees' term of office shall begin as determined by the nominating rules of the Great Plains Annual Conference of The United Methodist Church.
- 5.5 Classes. The Board of Trustees shall be divided into four classes with one-fourth of the Board of Trustees to be elected each year for a new term. The initial Board shall also be divided into such classes so that one-fourth of the Board will be elected each year, beginning with the first year.
- 5.6 Resignation. Any Trustee of the corporation may resign upon filing a written resignation with the Secretary of the corporation, and such resignation shall become effective when so filed unless some subsequent effective date is set forth in the resignation.
- 5.7 Vacancies. Vacancies in the Board of Trustees other than by failure of Trustees' successors to be nominated, qualified and elected, shall be filled by vote of the members of the corporation, and any Trustees so chosen to fill vacancies shall meet all Trustee qualifications set forth in these bylaws. Such Trustees shall hold office for the remaining term of the Trustee whom they replaced, and until their successors are elected and qualified, or until their term of office is terminated by resignation, death, removal or disability.
- 5.8 Removal. Absence from more than one-half of the regular meetings of the Board of Trustees within a twelve (12) month period without evidence of reasonable cause shall constitute grounds for the Board of Trustees to request the resignation of and/or removal from office of

a Trustee. The members of the corporation may remove any member of the Board of Trustees with or without cause by a two-thirds vote of the members present and voting at a meeting with a quorum present.

6. MEETINGS OF TRUSTEES

- 6.1 Place. All meetings of the Trustees shall be held at the principal place of business in this state, or at such places as may be designated by the Board of Trustees, whether within or without the state of Kansas, including Nebraska.
- 6.2 Meeting Time.
- 6.21 Annual. The annual meeting of the Trustees of this corporation shall be held within sixty (60) days from the adjournment of the annual conference session or as determined by resolution of the Board of Trustees for the purpose of (1) election of officers; (2) election of members of standing committees; (3) transaction of other business as may properly be presented and come before such meeting.
- 6.22 Regular. Regular meetings shall be held periodically at such specified times as are deemed necessary by resolution of the Board of Trustees.
- 6.23 Special. Special meetings of the Trustees may be called by the President or a majority of the Executive Committee as deemed necessary, or upon request by any five (5) trustees, the President shall call and convene a special meeting of the Board within 7 days of the request. Business to be transacted shall be limited to matters specified by the notice given.
- 6.24 Telephone or Video Conferencing. Members of the Board of Trustees, or any committee thereof, may participate in a meeting of such board or committee by means of telephone conference or video conference or similar communications equipment by means of which all people participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- 6.3 Notice. Notice of any meeting may be given by mailing in writing to the person entitled thereto at the last known address shown on the records of the corporation. Mailing may be made by email.
- 6.31 Waiver. Whenever notice is required to be given by these Bylaws, the Articles of Incorporation, or by statute, a written waiver thereof, signed by the people entitled to notice, whether before or after the times stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting constitutes a waiver or notice except when the person attends for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.
- 6.32 Action by Consent. Unless otherwise provided in the Articles of Incorporation, any action required to be taken at any annual, regular or special meeting of the Trustees of the corporation, or any action which may be taken at any annual, regular or special meeting of such Trustees, may be taken if a consent in writing, setting forth the action so taken, shall be signed by all trustees entitled to vote thereon. In the event that such action which is consented to is such as would have required the filing of a certificate under the Kansas General Corporation Code, if such action had been voted upon by Trustees at a

meeting thereof, the certificates filed under such other section shall state, in lieu of any statement required by such section concerning a vote of Trustees, that written consent has been given in accordance with the provisions of this section.

- 6.4 Pre-agenda. A written agenda of matters to be considered insofar as reasonably ascertainable, should be mailed in advance of any meeting, except in instances when telephone or similar communications methods are used to conduct a meeting or when a waiver of notice may apply.
- 6.5 Quorum. A majority of the total members of the Board of Trustees shall constitute a quorum at all meetings of the Trustees for the transaction of business except as otherwise provided by law, or by these Bylaws. In the event such number is not a quorum, the members present in person shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite number of voting members shall be present at such adjourned meeting, and any business may be transacted at the meeting as originally notified. The affirmative vote of a majority of those present and voting at a meeting with a quorum present shall control for the transaction of business.
- 6.6 Voting Procedure. All elections of officers and votes upon any other question, except as otherwise provided by law or unless otherwise provided by resolution of the Board of Trustees, may be by ballot, viva voce, or by showing of hands.

7. OFFICERS

- 7.1 Designated Officers. Officers of the corporation other than the assigned Bishop, shall be elected by the Board of Trustees and shall be the assigned Bishop, a President, a Vice President, a Secretary, and a Treasurer. The Secretary and Treasurer may or may not be the same person. The officers of the corporation shall be the same people as the officers of the Board.
- 7.2 Other Officers and Agents. The corporation may have such other officers and agents as may from time to time be determined and appointed by the Board of Trustees, and for such terms as the Board of Trustees may determine.
- 7.3 Term and Qualification of Officers. The officers of the corporation other than the assigned Bishop shall hold their office for one year or until the next annual meeting of the Board of Trustees, or their successors are chosen and qualified, unless their respective terms of office have been terminated by resignation in writing, duly filed with the Secretary of the corporation or by removal.
- 7.4 Removal of Officers. Any officer elected or appointed by the Board of Trustees may be removed from office at any time by the affirmative vote of a two-thirds vote of the whole Board of Trustees.
- 7.5 Assigned Bishop. The assigned Bishop of Great Plains Annual Conference of The United Methodist Church, or any successor annual conference, shall preside at any meeting of the membership of the corporation, and shall perform such other duties and tasks as provided by the constitution and *The Book of Discipline of The United Methodist Church*.
- 7.6 President. The President shall be the presiding officer of the corporation except as provided in paragraph 7.5 and of the Board of Trustees, and shall perform such other duties as ordinarily pertain to that office. The President must be a Trustee of the corporation.

- 7.7 Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board of Trustees or these Bylaws. The Vice President must be a Trustee of the corporation.
- 7.8 Secretary. The Secretary must be a Trustee of the corporation. The Secretary shall attend all sessions of the Board of Trustees and record or cause to be recorded all votes and the minutes of all proceedings, including rules and regulations and policy decisions, in a book to be kept for that purpose, and shall perform like duties for the standing committees. The secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees and shall perform such other duties as may be prescribed by the Board of Trustees or President.
- 7.9 Treasurer. The Treasurer may or may not be a Trustee of the corporation. The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Trustees, disburse funds as allowed by the Board of Trustees, provide accountings of the transactions of the corporation, and such other duties as may be prescribed by the Board of Trustees and these bylaws. The Treasurer shall be bonded in such sum, and with such sureties, as may be determined from time to time by the Council on Finance and Administration of The Annual Conference.

8. STANDING COMMITTEES

- 8.1 Executive Committee. The Board of Trustees shall appoint from their number an Executive Committee of not more than five (5) Trustees, which shall include the President, Vice President and Secretary.
- 8.11 Ad Interim Powers. Unless the Board of Trustees specifically directs otherwise, during the intervals between meetings of the Board of Trustees, the Executive Committee shall have, and may exercise, all the powers of the Board of Trustees in the management of the business and affairs of the corporation in such manner as such committee shall deem in the best interests of the corporation, except that it may not amend or repeal the Articles of Incorporation or Bylaws, make, amend or revoke Board policies or adopt an agreement of merger or consolidation. Copies of all Minutes of the Executive Committee, whether approved or to be approved, shall be provided to the whole Board of Trustees within thirty (30) days of the meeting of the Executive Committee.
- 8.12 Meetings. The Executive Committee shall be subject to call by the President or any two members of the Executive Committee.
- 8.2 Other Committees and Organizations. The President, or other duly authorized officer, or the Board of Trustees, may appoint or elect other committees, associations, councils or other groups and designate their specific tasks and duties.
- 8.3 Rules and Quorum. All committees, unless otherwise provided in these Bylaws or by direction of the Board of Trustees from time to time, shall adopt their own rules of procedure. At all

meetings of committees a majority shall constitute a quorum and the affirmative vote of a majority of a quorum shall control for the transaction of business.

- 8.4 Ex officio Members. The President, ex officio, may attend meetings and engage in the deliberation of all committees without vote, except in the Executive Committee, where the President shall have voting capacity.
- 8.5 Committee Powers. Unless specifically authorized by the Board of Trustees, the Committees of the Board of Trustees other than the Executive Committee shall have the power to only recommend action for approval by the Board of Trustees or implement Board approved matters.

9. CONFLICTS OF INTEREST

No contract or transaction between this corporation and one or more of its trustees or officers, or between this corporation and any other corporation, partnership, association or other organization in which one or more of its trustees or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the trustee or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction, or solely because his or her or their votes are counted for such purposes, if either:

- a. The material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Trustees or the committee, and the board or committee in good faith authorized the contract or transaction by the affirmative votes of a majority of the disinterested Trustees even though the disinterested Trustees be less than a quorum; or
- b. The contract or transaction is fair as to the corporation as of the time it is authorized, approved or ratified by the Board of Trustees or a committee thereof duly authorized.

Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or of a committee which authorizes the contract or transaction.

10. INDEMNIFICATION AND INSURANCE

- 10.1 Indemnification. The corporation shall reimburse and indemnify each Trustee and each officer of the corporation for or against all liabilities, losses, fines, costs and expenses (including counsel fees and including amounts reasonably paid, otherwise than to the corporation, in settlement or to secure the termination of litigation) reasonably incurred by or imposed upon him or her in connection with or resulting from any action, real or threatened, suit, or proceeding, civil or criminal (hereinafter called "action"), to which he or she may be made a party by reason of his or her being or having been such Trustee or officer, whether or not he or she continues to be such Trustee or officer at the time of incurring or becoming subject to such liabilities, losses, fines, costs of expenses and whether or not the action or omission to act on the part of such Trustee or officer which is the basis of such action occurred before or after the adoption of the Article or the Bylaws, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself,

create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Each person who shall act as a Trustee or officer of the corporation shall be deemed to be doing so in reliance upon such right of reimbursement or indemnification. The foregoing right of reimbursement or indemnification shall not be exclusive of other rights to which any such Trustee or officer may otherwise be entitled (specifically including K.S.A. 17-6305) and, in the event of his or her death, shall extend to his or her heirs and legal representatives.

10.2 Insurance. The corporation may purchase and maintain insurance on behalf of any trustee, officer, employee or agent of the corporation against any liability asserted against such person and incurred in such capacity whether or not the corporation would have power to indemnify such person against such liability under the provisions of the above section.

11. AMENDMENTS

These Bylaws may be altered, repealed, or amended in whole or in part by a two thirds vote of the members present and voting at a meeting with a quorum present and voting; provided, however, that notice of any such proposed amendments stating the substance thereof shall first be given to each member at least fifteen (15) days before any annual or regular meeting or special meeting duly called for such purpose.

Articles of Incorporation of Great Plains United Methodist New Church Development, Inc.

I, the undersigned incorporator, hereby form and establish a corporation NOT FOR PROFIT under the laws of the State of Kansas, and all acts amendatory thereto or supplemental thereto.

ARTICLE I

The name of this corporation is GREAT PLAINS UNITED METHODIST NEW CHURCH DEVELOPMENT, INC.

ARTICLE II

The location of the corporation's registered office in this state is as follows:

9440 E. Boston, Suite 160
Wichita, Sedgwick County, Kansas 67207

ARTICLE III

The name and address of the corporation's resident agent in this state is as follows:

Great Plains United Methodist New Church Development, Inc.
9440 E. Boston, Suite 160
Wichita, Sedgwick County, Kansas 67207

ARTICLE IV

This corporation is organized NOT FOR PROFIT and the objects and purposes to be transacted and carried on are as follows:

1. This corporation is organized exclusively for religious, charitable and educational purposes.
2. To support, promote, encourage and assist the Great Plains Annual Conference of The United Methodist Church in the development of local churches and church related organizations of said

annual conference, or any successor annual conference, and to maintain buildings, grounds, vehicles, and other assets, for such purposes.

3. To accomplish its purposes, the corporation proposes to:
 - a. Receive and hold any property, real and personal, given, devised, bequeathed, given in trust or in any other way made over to said corporation for the use or benefit of the corporation and for carrying on of activities to achieve said above-stated purpose as designated by the donor, grantor or testator;
 - b. Invest or disburse all assets so received, and generally to care for, manage, administer and control all such property so received;
 - c. Carry out the wishes and to see that the funds and property so received are applied to the uses specified by the donors; or, in case the gift, devise or bequest to this corporation is not designated, then to such uses as will benefit the corporation's non-profit stated purpose.
 - d. Engage in any lawful act or activity for which the corporation may be organized under the Kansas General Corporation Code which is within the exempt purposes of the corporation except for express limitations, if any, contained in these Articles and by reference to the limitations of applicable Federal laws and regulations.
 - e. To acquire, purchase, hold, lease, mortgage and pledge such real or personal property wherever located as shall be necessary and convenient to the transaction of the corporation's business and realization of its purposes.
4. To further such objects and purposes, the corporation shall have and may exercise all the powers conferred by the laws of the State of Kansas upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended; PROVIDED, HOWEVER, however, that in all events under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:
 - a. This corporation shall not have or exercise any power of authority, either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying and continuing to qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code, or any corresponding provision of any future United States Internal Revenue law.
 - b. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
 - c. Compensation or payment shall never be paid or made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as an allowance for actual expenditures or services actually made or rendered to or for this corporation, as an employee of the corporation, and neither the whole nor any portion of the assets or net earnings, current or accumulated of this corporation, shall ever be distributed to or divided among any such people; provided, further, that neither the whole nor any part or portion of such assets or earnings ever be used for, accrued to, or inured to the benefit of any member or private individual within the meaning of Section 501(c)(3) of

the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.

5. 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 any candidate for public office.
6. Upon the dissolution of this corporation, the governing board shall, after paying or making the provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the organization to the Great Plains Annual Conference of The United Methodist Church or to any successor annual conference or other organize body as determined by The General Conference of The United Methodist Church, or any successor denominational body, if then tax exempt, and any assets not so disposed of shall be conveyed exclusively for the purpose of the organization, in such manner, to such organization or organizations organized or operated exclusively for religious, charitable or educational purposes, which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or other corresponding provision of any future United States law, as the governing board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office to the corporation is then located, exclusively for such purposes.

ARTICLE V

This corporation shall not have authority to issue capital stock. The conditions of membership shall be fixed in the Bylaws of the corporation. The members of the corporation shall not have the right to vote by proxy.

ARTICLE VI

The Board of Trustees shall have all powers granted by Kansas laws and statutes, as set forth in the Bylaws of the corporation, and as granted by *The Book of Discipline of The United Methodist Church*.

ARTICLE VII

The Trustees of the corporation are relieved of their personal liability as a Trustee to the corporation and its members for monetary damages for breach of a fiduciary duty as a Trustee, provided that such release does not eliminate or limit the liability of a Trustee:

1. For any breach of the Trustee's duty of loyalty to the corporation or its members;
2. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or
3. For any transaction from which a Trustee derived an improper personal benefit.

ARTICLE VIII

All assets, including all real and personal, tangible and intangible property, held by the corporation shall be held in trust, that the assets and premises shall be kept, maintained and disposed of for the benefit of The United Methodist Church and subject to the usages and *The Book of Discipline of The United Methodist Church*.

ARTICLE IX

No member of this corporation shall benefit financially from the dissolution thereof. In the event of the dissolution of the corporation, the assets of this corporation shall be distributed as set forth in Article IV hereof.

ARTICLE X

Any reference in these Articles to a statute of either the United States or a state shall be interpreted to include a reference to the corresponding provision of any applicable future statute of such entity.

ARTICLE XI

These Articles of Incorporation may be amended by the members of the corporation pursuant to the provisions of K.S.A. 17-6602(c)(3), and any amendments thereto, provided, however, that no such amendment shall become effective until approved by the members of Great Plains Annual Conference of The United Methodist Church, or any successor annual conference.