

PROPOSED CHANGES for 2019

ANTIOCH, THE APOSTOLIC CHURCH, INC.

ARTICLES OF INCORPORATION AS AMENDED

AMENDMENT IN A DULY CALLED BUSINESS MEETING OF THE MEMBERSHIP
ON ????

ANTIOCH, THE APOSTOLIC CHURCH, INC., a Maryland Religious corporation, having its **Headquarters Office** at 1535 Ritchie Highway, Arnold, Maryland 21012 certifies to the State Department of Assessments and Taxation of Maryland that:

The Articles of Incorporation (herein referred to as the “articles”) is hereby amended to comply and comport to the Corporations and Associations Article of the Annotated Code of Maryland, Section 5-301, Et. Sequa., states as follows:

FIRST: The name of the corporation is ANTIOCH, THE APOSTOLIC CHURCH, INC.

SECOND: That the Articles Paragraph THIRD shall be amended and replaced by the following paragraph:

“SECOND: The “Plan” (as required by Corporations and Associations Article section 5-302) of the corporation is and shall be as follows:

(1) The purposes for which the corporation is formed are:

(a) The religious corporation is organized exclusively for religious, educational and charitable purposes, including for such purposes, the making of distributions to organizations which qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code or Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purpose; and to that end to take and hold, bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real or personal or mixed, without limitation as to amount or value, except such limitations, if any, as be imposed by Law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income there from for any of the before-mentioned purposes, without limitation, except such limitations as may be imposed by Law or contained in the instrument under which such property, real personal or mixed, in trust, is received or under the terms of any will, deed of trust, or other trust instrument for the forgoing purposes of any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the trust property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorize or directed in the trust instrument under which it is received, but not gift,

bequest, or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Section 1 (d) of this Plan, or as shall, in the opinion of the Board of Trustees/Oversight Bishops jeopardize the Federal income tax exemption of the Religious Corporation pursuant to section 501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any other corporation or corporations, foreign or domestic, but only for the same or all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation is organized under the applicable provisions of the Maryland Code for religious, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in the furtherance of exempt purposes; and that the corporation may by its By-Laws make any other provision or requirement for the requirement or conduct of the business of the corporation, provided the same be not inconsistent with the Articles of Incorporation, these articles of Amendment, nor contrary to the laws of the State of Maryland or of the United States.

- (b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in Article SECOND, Section (1) hereof. No substantial part of the activities of the corporation shall be for 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 any candidate for public office. Notwithstanding any other provision to the contrary of this Plan, the corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from Federal taxation under 501(c)(3) of the Internal Revenue Code of 1954 (or any subsequent amendment thereto) or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or any subsequent amendment thereto).

(c) Included among the religious, educational and charitable purposes for which the corporation is organized, as qualified and limited by subparagraphs (a) and (b) of the Article SECOND, Section (1), are the following:

(i) To establish and maintain a **corporate** church body and to provide **places** of worship, prayer, fellowship and instruction in accordance with the basic tenets and Articles of Faith and the By-Laws of the corporation including, **but not limited to, all such locations and as many different locations as necessary to minister to those who are members** of Antioch, The Apostolic Church, Inc. regardless of where they may live in or out of the State of Maryland and **in or out of** the United States.

(ii) To establish, maintain and conduct a school for religious instruction and general education of children and adults, including, but not limited to, elementary, middle and high schools, Bible schools, College and/or any other such facility as may be desirable.

- (iii) To establish, maintain and conduct pre-school, pre-kindergarten and infant education and training at an established facility at the premises or any other location as may be obtained for such purposes.
- (iv) To further all religious and charitable work, especially and including the propagation of the Gospel of Jesus Christ, through all means possible through works conducted both on and off the premises of the corporation including the broadcasting of the ministry through all available means including but not limited to the internet, television, etc.
- (v) To establish, maintain, and conduct a publishing department or entity including a public outlet for publications and other Christian media.
- (vi) To establish an orphanage, a home for homeless children, an old age home, shelters for the homeless, low income housing or any other such facility as the corporation may deem necessary for its religious purposes.
- (vii) To establish a cemetery.
- (viii) To participate in promoting the propagation of the Gospel of Jesus Christ throughout the whole world, including but not limited to both short and long term overseas missions endeavors supported in part or in full by the corporation through all means possible.
- (ix) For such purposes to adopt and establish **Articles of Faith,** Articles of Incorporation, By-Laws, rules and regulation, including a plan for membership, in accordance with applicable law.

(d) In this plan:

(i) References to “charitable organization” or “charitable organizations” mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or in the District of Columbia, whether under the Laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening, in any political campaign on behalf of any candidates for public office.

(ii) The term “charitable purposes” shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the terms used in section 501(c)(3) of the Internal Revenue Code of 1954, and only such purposes as also shall constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

(2) The time and manner for the election and succession of members of the Board of Trustees/Oversight Bishops is as follows:

The Board of Trustees/Oversight Bishops shall consist of the Senior Bishop/Bishop of Antioch, the Senior Executive Elder of Antioch, the Secretary/Treasurer of the Corporation, at least FIVE (5) At-Large Trustee members as described in the next paragraph, and one member of Antioch.

The Trustees and/or Oversight Bishops shall be elected and their successors continued at a time and place ordinarily used for public meetings of the corporation, by the members who, according to **the Articles of Faith, the By-Laws**, these Articles of Amendment and /or the Articles of Incorporation of the corporation, have a voice in the management and direction of the temporal affairs of the corporation. A majority of 2/3 of all the votes cast by adult members at an annual meeting of the members at which a quorum is present shall be sufficient to elect a trustee.

The members of the Board of Trustees/Oversight Bishops who are not members of Antioch shall be called "At-Large Trustees." The "At-Large Trustees" shall be ordained, Apostolic ministers, who are members in good standing of a bonafide Apostolic **Church** organization, and shall not be on the staff of Antioch, The Apostolic Church, Inc. or a member of the church and shall be elected annually. The number of trustees who meet these qualifications shall number *at least* **FIVE (5)**. In accordance with Section 5-307 of the Corporations and Association Article of the Annotated Code of Maryland, the Senior Bishop/Bishop of Antioch, as the Senior minister of the church, shall always be a member of the Board of Trustees/Oversight Bishops and shall act as its Chairman. Annually, the Senior Bishop/Bishop shall submit the names of qualified individuals to the membership for election by the membership to the Board of Trustees/Oversight Bishops.

In addition to the members of the Board of Trustees/Oversight Bishops as specified in the previous paragraph, the **Senior Executive Elder** of Antioch, The Apostolic Church, Inc. shall also always be a member of the Board of Trustees/Oversight Bishops and shall act as the **Vice** Chairman in the absence of the Senior Bishop/Bishop. **The Senior Executive Elder shall be nominated by the Senior Bishop/Bishop and ratified by the Board of Trustees/Oversight Bishops and once ratified shall serve until he is replaced by the Bishop or he resigns.** Also, the Secretary/Treasurer of the Corporation as appointed by the Board of Trustees/Oversight Bishops shall also be a

voting member. Finally, one member in good standing of Antioch, The Apostolic Church, Inc. shall be elected to serve as a voting member of the Board of Trustees/Oversight Bishops according to the same procedures used to elect the At-Large Trustees.

The Board of Trustees/Oversight Bishops shall meet at least one time per year to establish policy, review fiscal affairs and generally manage the assets of the corporation and shall adopt rules and regulations governing the affairs of the corporation, including appointing the time and place of the business meetings of the membership and determining the number of members necessary to constitute a quorum. No rule, by-law, or resolution affecting the election or affairs of the Board of Trustees/Oversight Bishops shall be effective for twelve (12) months from the adoption of such by the membership. A special meeting of the Board of Trustees/Oversight Bishops may be called at any time by a majority of the Board. A quorum must always consist of a majority of At-Large Trustees. No less than **FIVE (5)** members of the Board of Trustees/Oversight Bishops are a quorum with a minimum of **THREE (3)** At-Large members present. When a quorum is less than the full membership of the board, those Trustees who are members of Antioch must recuse themselves from voting, one for each at-large member missing starting with the Secretary/Treasurer first. If another member from Antioch must be disqualified, then it shall be the elected member. At no time will the Bishop or **Senior Executive Elder** be disqualified from voting. The members of the Board of Trustees/Oversight Bishops who are members of Antioch who have been disqualified from voting for that particular meeting may still participate in the meeting, having a voice but no vote.

- (3) A person shall be a **Covenant Member** of the corporation and, as such, shall be entitled to vote at meetings of the members of the corporation if:
- (a) Such person shall be designated, as such, by the affirmative vote of a majority of the entire Board of Trustees/Oversight Bishops within two (2) months of the date these Articles of Amendment are accepted by the State Department of Assessments and Taxation; or,
 - (b) Such person, as determined by the Board of Trustees/Oversight Bishops, has participated in the congregational and temporal affairs of the corporation for a continuous and uninterrupted period of not less than one (1) year in conformity with all the requirements set forth in the By-Laws and Articles of Faith; or,
 - (c) Such person has qualified for membership in some other manner in conformity with the By-Laws of the corporation or has transferred from another United Pentecostal Church or Apostolic church, with proper credentials from his/her prior Pastor, and such transferee has committed himself/herself to the teachings and tenets of the corporation in such form or fashion as the Board of Trustees/Oversight Bishops may require.
- (4) A member, once qualified **as a Covenant (Voting) Member** as herein above provided, shall remain such as long as:
- (a) All rules and regulation of the corporation, as determined by the Board of Trustees/Oversight Bishops and as set forth in the corporation's By-Laws or other governing documents are complied with by the member; **and yearly has signed a "Covenant of Commitment" Statement attesting to their continued belief in the Articles of Faith;**
and
 - (b) Such member continues to participate **in one of Antioch's congregations and in both the spiritual and temporal** affairs of the corporation as specified in the By-Laws; and

- (c) Such member continues to abide by the Articles of Faith of the Corporation. Any member who acts, speaks, or writes in contradiction to the Articles of Faith of the Corporation, as confirmed by at least two documented witnesses, is considered to have automatically disqualified him or herself from Covenant (Voting) Membership as determined by the Antioch Executive Council. This member's perfidy will be disciplined in accordance with the By-Laws of the Corporation.
- (d) As a matter of integrity, it is assumed and expected that at any time that a member of Antioch, The Apostolic Church, purposely chooses to no longer live in accordance with the Articles of Faith of the Corporation that they will immediately resign from membership in the Corporation. (This is not referring to simply struggling with the human condition.)

In the event a Covenant Member does not fulfill all of the requirements imposed by this Article SECOND, Section (3) (b), then such member may be disqualified and removed as a member by a majority vote of the Antioch Executive Council. Their decision may be appealed to the entire Board of Trustees/Oversight Bishops. At all times, the authority of the Board of Trustees/Oversight Bishops in the matter of membership is the final authority.

THIRD: That the Articles paragraph FOURTH shall be amended and replaced by the following paragraph:

“THIRD: The address of the headquarters office of the corporation is 1535 Ritchie Highway, Arnold, Maryland 21012. The name and address of the resident agents of the corporation are Chester M. Wright, 1419 Jones Station Rd., Arnold, Maryland 21012 and/or David S. Wright, 771 North Holly Dr., Annapolis, Maryland 21409 and/or Alice F. Wright, 1419 Jones Station Rd, Arnold, Maryland 21012. Said resident agents are citizens of the State of Maryland and actually reside therein.”

FOURTH: That the Articles paragraph FIFTH shall be amended and replaced by the following paragraph:

“FORTH: The corporation is not organized for profit; it shall have no stock and shall not be authorized to issue any capital stock. The number, qualifications of, and other matters relating to its members shall be as set forth in these Articles of Amendment and by the By-Laws of the Corporation.”

FIFTH: That the Articles paragraph SIXTH shall be amended and replaced by the following paragraph:

“FIFTH: The initial number of Trustees of the corporation is five (5), which number may be increased by the By-Laws of the Corporation but shall never be less than five (5). The names of the initial Trustees are:

- (a) Eugene M. Dixon
- (b) Ronald E. Libby
- (c) Eugene V. Klug
- (d) M. Edward Null
- (e) Chester M. Wright.”

Said Board has been replace by the undersigned Trustees by subsequent election.

SIXTH: That the Articles paragraph SEVENTH shall be amended and replaced by the following paragraph:

“SIXTH: Upon the dissolution of the corporation the Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of 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 or religious purposes as shall from time to time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County where the principal place of worship of the corporation is

located, exclusively for such purposes or to such organization or organizations, as the said Court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.”

SEVENTH: That the Articles paragraph EIGHTH shall be amended to be Paragraph SEVENTH.

SEVENTH: That, in accordance with the Corporations and Associations Article of the Code of Maryland, section 5-308, the Trustees have deemed these Amendments available, called a properly notified assembly of the adult members of the corporation and the majority of said members present approved these Articles of Amendment.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation as amended on this ?? day of October, 2019 by a duly called meeting of the Board of Trustees. We acknowledge the same to be our act and deed. The following signatures represent the entire Board of Trustees:

WITNESS:

TRUSTEE:

CHESTER M. WRIGHT

DAVID S. WRIGHT

WILLIAM A. BENNER

ALICE F. WRIGHT

CERTIFICATION

We certify, under penalties of perjury, that the forgoing Articles of Incorporation as Amended and the matters and facts contained therein are true to the best of our knowledge, information, and belief and that a majority of the adult members of the corporation adopted these Articles of Amendment after a duly called meeting was held of the membership at large on ?? day of December, 2019.

Chairman of Meeting

Secretary of Meeting

Date: December ??, 2019