

**Restated Articles of Incorporation
of
First Presbyterian Church of Cedar Falls, Iowa, Inc.**

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

Pursuant to section 504.202 of the Revised Iowa Nonprofit Corporation Act, the undersigned, acting as incorporator, adopts the following articles of incorporation:

Article I

Name

The name of the corporation is First Presbyterian Church of Cedar Falls, Iowa, Inc.

Article II

Type

The Corporation is a nonprofit religious corporation.

Article III

Duration

The period of duration of the Corporation is perpetual.

Article IV

Purposes

The purposes for which the Corporation is formed are more fully set forth in the Constitution of the Presbyterian Church (U.S.A.), including:

The Great Ends of the church:

- the proclamation of the gospel for the salvation of humankind;
- the shelter, nurture, and spiritual fellowship of the children of God;
- the maintenance of divine worship;
- the preservation of the truth;
- the promotion of social righteousness; and
- the exhibition of the kingdom of heaven to the world.

In furtherance of the Constitution of the Presbyterian Church (U.S.A.) and the purposes stated above, the Corporation shall exercise powers as set out herein.

Article V

Support and Conform to the Constitution of the Presbyterian Church (U.S.A.)

The Corporation shall support, at all times and in all respects, the Constitution of the Presbyterian Church (U.S.A.). The Corporation and all of its property, both real and personal, shall be subject to the Constitution of the Presbyterian Church (U.S.A.), as it is now or shall be, from time to time, amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.). The business of the Corporation shall be conducted in conformity with the Constitution of the Presbyterian Church (U.S.A.), as it is now or shall be, from time to time, amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.).

Article VI

All Property Held in Trust for the Presbyterian Church (U.S.A.)

All property, both real or personal, held by or for the particular church, whether title is lodged in the Corporation, the board of trustees or a trustee, or an unincorporated association, and whether the property is used in programs of the particular church or retained for the production of income, is held in trust nevertheless for the use and benefit of the Presbyterian Church (U.S.A.).

Article VII

Powers and Duties

The Corporation shall have the powers and duties granted by the Constitution of the Presbyterian Church (U.S.A.):

- To receive, hold, encumber, manage and transfer property, real or personal, for the church;
- To accept and execute deeds of title to such property;
- To hold and defend title to such property;
- To manage any permanent special funds for the furtherance of the purposes of the church.

In addition, to the extent not included in the above and not inconsistent with the Constitution of the Presbyterian Church (U.S.A.), the Corporation shall have all of the general powers of a nonprofit religious corporation organized under section 504.202 of the Revised Iowa Nonprofit Corporation Act.

The powers and duties of the trustees shall not infringe upon the powers and duties of the session and the board of deacons of the church and such powers and duties shall be exercised in conformity with the Constitution of the Presbyterian Church (U.S.A.). In addition, the Corporation shall not engage in acts beyond their powers (*ultra vires* acts).

Article VIII

Members

Only members on the active role of the First Presbyterian Church of Cedar Falls, Iowa, Inc. shall be members of the Corporation and eligible for election as trustees and officers.

Article IX

Trustees and Officers

The directors of the Corporation are designated trustees and officers. The trustees and officers shall be those persons who are elected by the session of First Presbyterian Church of Cedar Falls, Iowa, Inc. They must also be eligible under civil law. The following trustees and officers shall be elected by the Session:

- President
- Secretary
- Treasurer

Article X

Initial Board of Trustees and Officers

The number of trustees constituting the initial board of trustees and officers shall be three and the names and addresses of the persons who are to serve as the initial trustees and until their successors are elected and installed are:

Neal Leeper, President
(name)

624 Hearthside Dr, Cedar Falls, IA 50613
(address)

Mark Mortensen, Secretary
(name)

5313 Caraway Lane #222, Cedar Falls, IA 50613
(address)

Lee Nicholas, Treasurer
(name)

204 Niagara Drive, Waterloo, IA 50701
(address)

Article XI

Bylaws

The bylaws of the Corporation shall be in conformity with the Constitution of the Presbyterian Church (U.S.A.), as it is now or shall be, from time to time, amended, established, made, and declared by the authority of the Presbyterian Church (U.S.A.). The bylaws will be adopted by the members of the Corporation and may be amended or repealed by the members of the Corporation but must at all times and in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.).

Article XII

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 902 Main St, Cedar Falls, IA located in Black Hawk County, and the name of the Corporation's initial Registered Office and the name of its initial Registered Agent at this address is:

Lee Nicholas

902 Main St
Cedar Falls, IA 50613

Article XIII

Amendments

The articles of incorporation of the Corporation may be amended or added to, or new articles of incorporation may be adopted, by the affirmative vote of two-thirds of the members of the Corporation; provided that the articles of incorporation must at all times and in all respects remain in conformity with the Constitution of the Presbyterian Church (U.S.A.).

Article XIV

Restrictions on Corporations Exempt from Federal Taxation

No part of the assets 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 and to make payments and distributions in furtherance of the purposes of the Corporation. 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 Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Corporation shall have all of the powers given to it by the laws of the State of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

(A) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.

(B) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.

(C) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.

(D) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any later federal tax laws.

(E) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the

Internal Revenue Code of 1986, as amended (or corresponding provisions of any of any future federal tax code).

Article XV

Dissolution

If the church is formally dissolved by the Presbytery of which it is a member, or has become extinct by reason of the dispersal of its members, the abandonment of its work, or any other cause, all such property, both real and personal, present and future, as the Corporation may have shall be vested in and be the property of the Presbytery of North Central Iowa of the Presbyterian Church (U.S.A.), pursuant to the Constitution of the Presbyterian Church (U.S.A.), said Presbytery being an organization qualified under section 501(c)(3) of the Internal Revenue Code of the United States. In the alternative, said property of the Corporation shall be held, used and applied for such uses, purposes and trust as the Presbytery may direct, limit and appoint, or such property may be sold or disposed of as the Presbytery may direct in conformity with the Constitution of the Presbyterian Church (U.S.A.).

ARTICLE XVI

A director of the Corporation shall not be liable to the Corporation or its members for money damages for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) the amount of a financial benefit received by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or its members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be eliminated or limited to the extent of such amendment, automatically and without any further action, to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability or any other right or protection of a director of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

ARTICLE XVII

The Corporation shall indemnify a director for liability (as such term is defined in section 504.851(5) of the Revised Iowa Nonprofit Corporation Act) to any person for any action taken, or any failure to take any action, as a director, except liability for any of the following: (1) receipt of a financial benefit by a director to which the director is not entitled; (2) an intentional infliction of harm on the Corporation or its members; (3) a violation of the unlawful distribution provision of the Revised Iowa Nonprofit Corporation Act; or (4) an intentional violation of criminal law. Without limiting the foregoing, the Corporation shall exercise all of its permissive powers as often as necessary to indemnify and advance expenses to its directors and officers to the fullest extent permitted by law. If the Revised Iowa Nonprofit Corporation Act is hereafter amended to authorize broader indemnification, then the indemnification obligations of the Corporation shall be deemed amended automatically and without any further action to require indemnification and advancement of funds to pay for or reimburse expenses of its directors and officers to the fullest extent permitted by law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any indemnification obligations of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

Dated this 26 day of January 2020.

A handwritten signature in black ink, reading "Neil Reper". The signature is written in a cursive style with a large, prominent 'N' and 'R'.

, Incorporator