

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SAINT JOHN'S EPISCOPAL CHURCH OF OURAY, COLORADO

The Vestry, acting as the Board of Directors of the following nonprofit corporation, hereby Amends and Restates the Articles of Incorporation of the Corporation (as amended, these "Articles of Incorporation") as follows:

1. NAME AND ADDRESS

1.1 Name, Address. The name of the Corporation is Saint John's Episcopal Church of Ouray, Colorado. The principal office of the Corporation is located at P.O. Box 563, 329 5TH Avenue, Ouray, Colorado 81427.

2. PURPOSES AND POWERS

2.1 Purposes. The Corporation is organized exclusively for religious, charitable, and educational purposes, to provide and operate the programs, sacraments, services and outreach of Saint John's Episcopal Church of Ouray, Colorado (the "Parish"), a parish affiliated with The Episcopal Church (the "National Church") and of The Episcopal Church in the Diocese of Colorado (the "Diocese").

2.2 Accession. The Corporation hereby expressly accedes to and accepts the authority of the Constitution and Canons for the Government of The Episcopal Church (the "National Canons") as they may be amended from time to time, as well as the Constitution and Canons for the Government of The Episcopal Church in the Diocese of Colorado (the "Diocesan Canons") as they may be amended from time to time.

2.3 Tax Exempt Status. This Corporation is intended to qualify as a charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code," as it may be amended from time to time), or to operate under the umbrella of the charitable organizational status of the National Church and/or the Diocese. It is intended that contributions made to this Corporation shall be tax deductible under either or both of section 501(c)(3) or section 170(c) of the Code. The purposes and powers of this Corporation are specifically restricted (or expanded, as necessary), so that this Corporation may be so qualified and operated and contributions to this Corporation may be so deductible.

2.4 Tax Exempt Purposes. No part of the Corporation's net earnings or assets may inure to the benefit of any officer, director, member, or other private individual, except that reasonable compensation for services rendered, items purchased and expenses incurred may be paid. The Corporation will not devote a substantial part of its assets to efforts to influence legislation, and shall not participate in a political campaign for or against any candidate for political office.

2.5 Corporate Powers. Except as limited herein, the Corporation shall have the power

to solicit, receive and acquire by grant, gift, purchase, devise, bequest or otherwise, as may be lawful, money and real and personal property of any kind and to hold, own, hold in trust, accumulate, invest, sell, transfer, encumber or otherwise utilize such property or the income derived therefrom for the furtherance of the Corporation's purposes.

2.6 Restrictions on Alienation and Encumbrance. The Corporation may not alienate or encumber its real property or incur any indebtedness secured by such real property except by leave of the written consents required by the Diocesan Canons. The Corporation hereby authorizes the Diocese to take such actions as may be necessary or proper to provide notice of this restriction on alienation and encumbrance in the title records of the real property of the Corporation, or in any other appropriate forum.

2.7 Adoption of Colorado Revised Non-Profit Corporation Act. The Corporation elects to adopt the provisions of the Colorado Revised Nonprofit Corporation Act, COLO. REV. STAT. § 7-121-101 et seq. (as now in force or as hereafter amended), in accordance with that act and the laws under which the Corporation was organized.

2.8 Additional Powers. The Corporation shall have the power to do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes set forth herein, and to do all other things incidental thereto or connected therewith which are not prohibited by the Colorado Revised Nonprofit Corporation Act, by any other law, by these Articles of Incorporation, or by the National or Diocesan Canons.

2.9 Territorial Scope. The Corporation shall have the power to carry out its purposes in any state, district, possession, dependency or other political subdivision of the United States of America or any foreign country, as allowed by law and the National and Diocesan Canons.

3. REGISTERED AGENT

3.1 Agent Information. The registered agent of the Corporation is the Rector. The office of the registered agent and location for service is located at P.O. Box 563, 329 5th Avenue, Ouray, Colorado 81427.

4. VOTING MEMBERS

4.1 Members. The Corporation shall have voting members, who shall be qualified to vote if they are adult communicants in good standing as set forth in the National Canons and are registered communicants of the Parish.

5. DIRECTORS/VESTRY

5.1 Governance by Vestry. Except as otherwise provided by law, the National

Canons or the Diocesan Canons, governance of the business and affairs of this Corporation shall be vested in the board of directors, known as the Vestry.

5.2 Vestry members. The Vestry shall consist of the Rector of the Parish, the Senior and Junior Wardens of the Parish, and additionally, not fewer than three (3) nor more than seven (7) members of the Corporation, subject to such other qualifications and numbers as may be established in the bylaws of the Corporation. For all purposes in these Articles of Incorporation, the term "Rector" shall also mean any Priest-in-Charge serving the Parish.

5.3 Election, Term and Appointment. Vestry members shall be elected by the members of the Parish in such manner, and shall serve for such terms, as may be provided in the bylaws of the Corporation.

6. BYLAWS

6.1 Adoption of Bylaws. The bylaws of the Corporation which are in effect at the time of adoption of these Articles of Incorporation shall remain in effect until amended in accordance with the terms of such bylaws.

6.2 Diocesan Review. The bylaws of the Corporation shall be subject to periodic canonical review by a designated chancellor or vice-chancellor of the Diocese.

7. ENDOWMENT

7.1 Fund Established. The Corporation may establish a fund to be known as the Saint John's Episcopal Church of Ouray, Colorado Endowment Fund (the "Endowment Fund").

7.2 Endowment Fund Purposes. The Endowment Fund is to be used for the benefit of the Parish and Parish outreach programs, as determined by the Vestry. Should the Corporation be dissolved, the Endowment Fund shall be held for the benefit of the New Mission Development Fund of the Diocese, or, if the New Mission Development Fund of the Diocese shall be dissolved or otherwise cease to exist, the Endowment Fund shall be transferred to such purposes as are identified in the sole discretion of the Ecclesiastical Authority of the Diocese. If the Corporation is dissolved and subsequently re-formed or a new entity is created to carry on the activities of the Parish, the Ecclesiastical Authority of the Diocese may designate the new entity to be a continuation of the Parish, and so much of the Endowment Fund which may readily be determined not to have been co-mingled with other funds shall be returned to the new Parish.

7.3 Limitations on Endowment Fund. The assets held in the Endowment Fund are to be held solely for the purposes stated herein, as further detailed in the Parish Endowment and Investment Policy adopted by the Vestry. The assets in the Endowment Fund are not subject to sale, assignment, alienation, pledge, or any other encumbrance; and, to the maximum extent permitted by law, no part of the Endowment Fund assets, including income, shall be liable for the

debts or obligations, including alimony, of any officer, employee, agent, Vestry member or other member of the Parish or be subject to attachment, garnishment, execution, creditor's bill, or other legal or equitable process.

7.4 Administration. The Endowment Fund is to be administered by a Parish Endowment And Investment Committee established by the Vestry in accordance with the Parish Endowment and Investment Policy.

8. DISSOLUTION

8.1 Dissolution of Parish and Transfer of Property. In the event the Corporation shall cease to accede to the National or Diocesan Canons, the Ecclesiastical Authority may dissolve the Parish in accordance with the Diocesan Canons, and title to all real and personal property of the Corporation shall automatically and immediately revert to and vest in the Diocese. The Corporation hereby authorizes the Ecclesiastical Authority of the Diocese to take such actions and execute such documents as may be necessary or proper to effect such transfer, reversion or vesting.

8.2 Effect of Dissolution of Parish on Corporation. Upon the dissolution of the Parish, the Corporation shall have no further permissible purposes, and shall be dissolved in accordance with the Colorado Revised Nonprofit Corporation Act.

8.3 Limitation on Authority of Vestry to Dissolve Corporation. Notwithstanding any provision of the Colorado Revised Nonprofit Corporation Act, the Vestry shall not have the authority to dissolve the Corporation without the consent of the Ecclesiastical Authority of the Diocese, as evidenced by the signature of the Ecclesiastical Authority, the Chancellor, or a Vice-Chancellor on the Articles of Dissolution.

8.4 Dissolution procedures. The Ecclesiastical Authority of the Diocese shall appoint one or more persons to oversee the process of dissolution of the Corporation. After provision for the payment of obligations is made in accordance with the Colorado Revised Nonprofit Corporation Act, any remaining assets shall be distributed to the Diocese.

9. LIABILITY AND INDEMNIFICATION

9.1 Personal Liability. All volunteers acting on behalf of the Corporation shall have immunity from liability to the full extent provided by the Colorado Volunteer Service Act, COLO. REV. STAT. § 13-21-115.5, related public policies, and other applicable law.

9.2 Indemnification. Vestry members, officers, employees and agents of this Corporation may be provided indemnification for actions taken in the scope of their service to the Corporation to the maximum extent allowed by law. Any mandate for indemnification, however, whether by statute or order of court, shall be expressly subject to the Corporation's reasonable capability of paying the requested amount while continuing the operations of the Parish.

9.3 Insurance. The Corporation may purchase insurance to provide funds for the provision of reasonable indemnification coverage.

10. DURATION

10.1 Perpetual. The duration of the Corporation shall be perpetual.

11. AMENDMENTS

11.1 Reservation of Right to Amend. The Corporation reserves the right to amend, add, or repeal any provision contained in, or add any provision to, its Articles of Incorporation in accordance with the Colorado Revised Nonprofit Corporation Act, except if such amendment, addition or repeal would impair the Corporation’s tax exempt status, allow assets to be used for nonexempt purposes, or impair the Corporation’s accession to the National and Diocesan Canons. All rights and powers conferred upon any person or entity under these Articles of Incorporation are expressly granted subject to this reservation.

11.2 Amendment Procedures. Proper amendments to these Articles of Incorporation may be made by an affirmative vote of two-thirds of the Vestry then in office, after thirty days’ notice to the parish in any publication customarily used to communicate with members of the Corporation.

11.3 Approval of Amendments. These Articles of Incorporation may not be filed or amended without the prior written consent upon canonical review of the Ecclesiastical Authority of the Diocese, and of the chancellor or a vice-chancellor of the Diocese.

IN WITNESS WHEREOF, we, the undersigned officers of the Corporation and the representatives identified in section 11.3 above, have executed the Amended and Restated Articles of Incorporation effective this day of _____ , _____.

Name:
Officer Position: President
 Senior Warden

Name:
Officer Position: Rector
 Clerk/Secretary

Approved as to form:

The Right Rev. Robert J. O’Neill
Ecclesiastical Authority

Sharon E. Caulfield
Vice Chancellor
Caplan and Earnest LLC
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