



The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

YOUNG LIFE

RESTATED ARTICLES OF INCORPORATION

DECEMBER 23, 1981

IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, this

30th day of *December*, A. D. 19 *81*

David A. Bea
Secretary of State

RESTATED ARTICLES OF INCORPORATION
(WITH AMENDMENT)
OF
YOUNG LIFE
A NONPROFIT CHURCH ORGANIZATION

FILED
In the Office of the
Secretary of State of Texas

DEC 23 1981

CLERK OF
Corporation Division

1. Young Life, pursuant to the provisions of Article 4.06 of the Texas Non-profit Corporation Act, hereby adopts Restated Articles of Incorporation which accurately copy the previously restated Articles of Incorporation and all amendments thereto that are in effect to date, and as further amended by these Restated Articles of Incorporation as hereinafter set forth and which contain no other change in any provision thereof.

2. The previously Restated Articles of Incorporation of the corporation as amended, are further amended by these Restated Articles of Incorporation as follows:

(a) Article IV, Section (a)(ii) of the previously Restated Articles of Incorporation has been amended to more clearly state Young Life's relationship with the larger Church of Jesus Christ.

(b) Article V, Paragraph (d) of the previously Restated Articles of Incorporation is amended to prohibit discrimination in contravention of public policy in the admission of participants to the corporation's programs, or the employment of staff.

(c) Article VI of the previously Restated Articles of Incorporation has been changed to reflect the current registered agent and office of the corporation.

(d) Article IX of the previously Restated Articles of Incorporation has been amended to state the names and addresses of the current members of its board of trustees.

3. Each such amendment made by these Restated Articles of Incorporation has been effected in conformity with the provisions of the Texas Non-profit Corporation Act and such

Restated Articles of Incorporation were duly adopted in the following manner:

The Restated Articles of Incorporation as so amended were adopted at a meeting of the board of trustees held on November 20, 1981, and received the affirmative vote of two-thirds of the entire board of trustees in office, there being no members having voting rights.

4. Young Life's previously Restated Articles of Incorporation and all amendments and supplements thereto are hereby superseded by the following Restated Articles of Incorporation which accurately copy the entire text thereof and as amended as above set forth.

ARTICLE I

Name

The name of the corporation is Young Life.

ARTICLE II

Nonprofit

Young Life is a nonprofit corporation organized pursuant to the Texas Non-profit Corporation Act.

ARTICLE III

Existence

Young Life shall have perpetual existence.

ARTICLE IV

Purpose and Powers

(a) Purpose. The purpose and objectives of Young Life shall be to promote an evangelistic Christian testimony among adolescents by any and every means as God directs, and to establish and maintain places for public worship, and more particularly:

(i) to introduce the Gospel of the Lord Jesus Christ to young people who are not personally committed to Him, particularly to the unchurched and the ex-churched.

(ii) to encourage, among young people who are personally committed to Christ, the development of a

spiritual life which shall manifest itself in consistent Christian virtues and activities, including loyal and active participation within the larger Church of Jesus Christ;

(iii) to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Subject to the restrictions contained in Article V below, Young Life shall do and engage in all activities of any kind or nature which the officers and trustees reasonably believe to be in furtherance of the foregoing purposes, including but not limited to neighborhood meetings in different communities, camping programs, evangelistic meetings, and preparation of and distribution of printed publications.

(b) Powers. In furtherance of the foregoing purposes and objectives (but not otherwise), and subject to the restrictions set forth in Article V below, Young Life shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Texas and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other corporations, firms or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

ARTICLE V

Restrictions

(a) No part of the net earnings or income of Young Life shall inure to the benefit of any trustee or officer, or any other individual (except that reasonable compensation may be paid for services rendered to or for Young Life affecting one or more of its purposes), and no trustee or officer of Young Life, or any other individual, shall be entitled to share in any distribution of any of Young Life's assets on dissolution or otherwise. No substantial part of the activities of Young Life shall consist of carrying on propoganda or otherwise attempting to influence legislation. Young Life shall not participate or intervene in any political campaign on behalf of any candidate for public office.

(b) No part of the assets of Young Life shall be contributed to any organization whose net earnings, or any part thereof, inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propoganda or otherwise attempting to influence legislation.

(c) On dissolution of Young Life, all of its assets shall be paid over or transferred to one or more organizations of the kind described in sections 170(c)(1) and 170(c)(2) of the Internal Revenue Code (or other federal revenue law hereafter in effect) engaged in purposes similar to this church organization, contributions to which are deductible for federal income tax purposes. The organizations to receive such property shall be designated by the board of trustees.

(d) Young Life shall not discriminate in contravention of public policy in the admission of participants to its programs, or the employment of staff.

(e) Notwithstanding any other provision hereof, Young Life shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is tax

exempt under the provisions of section 501(c)(3) of the Internal Revenue Code of 1954, as amended from time to time.

ARTICLE VI

Registered Address and Agent

The address of the registered office of Young Life is Republic National Bank Building, c/o C T Corporation System, Dallas, Texas 75201. The name of its registered agent at such address is C T Corporation System.

ARTICLE VII

Capital Stock

Young Life shall have no capital stock.

ARTICLE VIII

Members

Young Life shall have no members.

ARTICLE IX

Board of Trustees

The ultimate responsibility for the control and conduct of the affairs of Young Life and of the disposition of its funds and property shall be vested in a board of trustees. The number of trustees, which may not be less than nine, their term of office, the manner of their selection and election, and the voting rights of any class of trustees shall be determined according to the bylaws of Young Life from time to time in force. Twenty-six trustees, all over 18 years of age, currently constitute the board of trustees. Their names and addresses are as follows:

<u>Regular Members</u>	<u>Address</u>
Howell E. Adams, Jr.	290 West Wesley Road N.W. Atlanta, GA 30818
James F. Bere'	641 South Elm Hinsdale, IL 60521
Iral D. Barrett	533 Lincoln Street South Salem, OR 97302
John E. Caldwell	2235 El Molino Place San Marino, CA 91108

William D. Clarke	305 22nd Street NW Canton, OH 44709
Robert E. Farrell	4130 N.E. Beaumont Portland, OR 97212
William N. Garrison	6805 Camino Court Fort Worth, TX 76126
Emery A. Griffin, Ph.D.	609 Forest Avenue Glen Ellyn, IL 60137
Antoinette Hatfield	3051 M. Street Washington, D.C. 20007
Marvin D. Heaps	301 Elm Street Swarthmore, PA 19081
Jerry W. Howington, M.D.	3524 Pebble Beach Drive Augusta, GA 30907
Norma Nadsen	303 Lakewood Boulevard Madison, WI 53704
John C. Maynard	2416 Hayden Street Amarillo, TX 79107
Robert Mitchell	Post Office Box T Monument, CO 80132
Dick H. Piner	4401 Patterson Drive New Orleans, LA 70114
Roger R. Post	104 5th Street Pacific Grove, CA 93950
Barbara C. Priddy	4750 Chevy Chase Drive, #212 Chevy Chase, MD 20015
David J. Primuth	20 Lake Helix Drive La Mesa, CA 92041
Thomas J. Scheuerman	3077 Klondike Avenue North Lake Elmo, MN 55042
Bruce E. Shepard	31 Broadmoor Avenue Colorado Springs, CO 80906
Bruce Woods	Woods, Homme, Petch and Shea P.O. Box 2963, Station M Calgary, Alberta Canada T2P 2R9
William R. Yinger	3512 SE 15 Street Edmond, OK 73034
<u>Life Members</u>	<u>Address</u>
Norris A. Aldeen	930 Paris Avenue Rockford, IL 61107
William Kiesewetter, M.D.	624 Pitcairn Place Pittsburgh, PA 15232
W. Robert Stover	120 Wildwood Gardens Piedmont, CA 96411

ARTICLE X

Doctrinal Statement

Preamble

All those who participate in the on-going work and witness of Young Life shall be in sympathy with its central purpose of proclaiming the Gospel of Jesus Christ. In order to qualify for office, members of the board of trustees, members of the regular and volunteer staff and professors at the Young Life Institute shall subscribe to the following articles of faith:

1

The Scriptures of the Old and New Testaments, being given by divine inspiration, are the word of God, the final and supreme authority in all matters of faith and conduct.

2

In the Scriptures God reveals himself as the living and true God, Creator of all things. Perfect in love and righteous in all his ways, this one God exists eternally as a Trinity of persons: the Father, the Son, and the Holy Spirit.

3

God made man in his image that he might have fellowship with him. Being estranged from God by his disobedience, sinful man is incapable of a right relationship to God apart from divine grace.

4

The only Mediator between God and man is Jesus Christ our Lord, God's eternal Son, who as man fully shared and fulfilled our humanity in a life of perfect obedience.

5

By his death in our place, Jesus revealed the divine love and upheld divine justice, removing our guilt and reconciling us to God. Having risen bodily from the dead and

ascended into Heaven, he rules as Lord over all and intercedes for us as our great high priest.

6

The Holy Spirit, through the proclamation of the gospel, renews our hearts, persuading us to repent of our sins and confess Jesus as Lord. By the same Spirit we are led to trust in divine mercy, whereby we are forgiven all our sins, justified by faith through the merit of Christ our Savior, adopted into God's family as his children and enabled so to live in the world that men may see our good works and glorify our Father who is in Heaven.

7

God by his work and Spirit calls sinful men into the fellowship of Christ's body. Thus he creates the one holy, catholic and apostolic church, united in the bonds of love, endowed with the gifts of the Spirit and summoned by Christ to preach the gospel and to administer the sacraments, to relieve human need and to strive for social justice.

8

God's redemptive purpose will be consummated by the return of Christ to raise the dead, judge all men and establish his glorious kingdom. Those who are apart from Christ shall be eternally separated from God's presence, but the righteous shall live and reign with Him forever.

Trustees, staff, and others holding official positions with Young Life who find themselves no longer able to subscribe to the doctrinal basis, general aims and purposes of Young Life, or unable to give their loyalty and cooperation to the board of trustees and the executive director/president, shall forthwith resign.

ARTICLE XI

Bylaws

The bylaws of Young Life shall be as adopted by the board of trustees. Such board shall have power, by a two-thirds

vote of those present at any regular meeting (provided prior notice of the proposed changes, including the suggested text of the changes, has been given at least 30 days prior to the meeting and that a majority of all trustees have voted in favor of the change), to alter, amend or repeal the bylaws from time to time in force, and to adopt new bylaws. Such bylaws may contain any provisions for the control and conduct of the affairs of Young Life which are not inconsistent with law or these Articles of Incorporation, as the same may from time to time be amended. However, no bylaw at any time in effect, and no amendment to these Articles, shall have the effect of giving any trustee or officer of Young Life any proprietary interest in its property or assets whether during the term of its existence or as an incident to its dissolution.

ARTICLE XII

These Articles may be amended from time to time upon a two-thirds vote of all the members of the board of trustees at any regular meeting or any special meeting called for such purpose, provided that all members of the board of trustees have, at least 30 days prior to such meeting, received written notice of the proposed amendments, including the suggested text of the amendments. No amendment shall have the effect of altering the provisions of Article V of these Articles unless and until the requirements of the Internal Revenue Code shall so require or allow.

Dated: DECEMBER 7, 1981

YOUNG LIFE

By Robert Mitchell
Robert Mitchell, President
By William E. Taylor
William E. Taylor, Secretary

VERIFICATION

STATE OF COLORADO)
) ss.
COUNTY OF EL PASO)

Before me, a notary public, on this day personally appeared Robert Mitchell, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

Given under my hand or seal of office this 7 day of December, 1981.

David A. Deebstein
Notary Public

My commission expires: June 6, 1985

Home Address: 1809 E. Coleridge Dr. #4
Box 7207K Monument
Colorado Springs, Co - 80909