



ARTICLES OF AMENDMENT (Non-profit)

Title 30, Chapters 21 and 30, Idaho Code

Filing fee: \$30 typed, \$50 not typed

Complete and submit the application in duplicate.

FILED EFFECTIVE

2017 MAR -6 AM 11:04

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the corporation is:

UNITED METHODIST CHURCH OF BURLEY, INC. (C4887)

If the corporation has been administratively dissolved and the corporate name is no longer available for use, the amendment(s) below must include a change of corporate name.

2. The text of each article being amended:

Please see attached Amendment as an "Amended and Restated" document.

3. The date of adoption of the amendment(s) was: 2 March 2017

4. Manner of adoption (check one):

☐ Each amendment consists exclusively of matters which do not require member approval pursuant to section 30-30-705, Idaho Code, and was, therefore, adopted by the incorporators, or by the board of directors. (Please fill spaces below)

a. The number of directors entitled to vote was: _____

b. The number of directors that voted for each amendment was: _____

c. The number of directors that voted against each amendment was: _____

☒ The amendment consists of matters other than those described in section 30-30-705, Idaho Code, and was, therefore adopted by the members. (Please fill spaces below)

a. The number of members entitled to vote was: 11

b. The number of members that voted for each amendment was: 11

c. The number of members that voted against each amendment was: 0

Printed Name: Jimmy D. Kempton

Signature:

Secretary of State use only

IDAHO SECRETARY OF STATE

03/06/2017 05:00

CK:5196 CT:128509 BH:1572175
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C4887

**ARTICLES OF INCORPORATION OF
UNITED METHODIST CHURCH OF BURLEY, INC. as Amended and Restated**

The undersigned hereby executes and acknowledges these Articles of Incorporation for the purpose of continuing in perpetuity a not-for-profit corporation incorporated in accordance with the laws of Idaho on May 10, 1907, with no stock issued or to be issued.

**ARTICLE 1.
NAME**

The name of the corporation is UNITED METHODIST CHURCH OF BURLEY, INC., a not-for-profit corporation, with its principal place of business located at 450 East 27th Street, PO Box 447, Burley, Idaho, 83318.

**ARTICLE II.
PURPOSE**

The corporation (hereinafter sometimes referred to as "The Church," or "Burley United Methodist Church" or "BUMC" is to serve as a local congregation of the United Methodist Church. Generally stated, the purpose of The Church shall be to promote the Christian faith, to educate people locally and globally in the Christian faith, to conduct Christian worship, to care for and meet the needs of people within and outside the congregation, and to extend the message and mission of the church across the world. As a part of the connectional body of United Methodists, The Church shall support the doctrine of the United Methodist Church as set forth in The Book of Discipline of the United Methodist Church, as amended and updated, and policies of the Oregon-Idaho Conference of the United Methodist Church as articulated by Conference ministerial authority. The corporation, and all its property, both real and personal, shall be subject to the laws, usages, and ministerial appointments of The United Methodist Church in a manner consistent with The Book of Discipline of the United Methodist Church.

**ARTICLE III.
POWERS**

1. In matters concerning Burley United Methodist Church property held in trust, incorporation, foundation establishment and authorities thereof, compliance with local law, and in other matters affecting ownership, use and disposition of Burley United Methodist Church property, the provisions of Chapter Six, (*Property*) Paragraphs 2501 – 2517 of the 2016 United Methodist Book of Discipline, as may be amended in the future, are hereby incorporated by reference.

2. Unless restricted or otherwise directed by The Book of Discipline of the United Methodist Church, this corporation shall have all powers conferred by the laws of the State of Idaho including, but not limited to, the power:

- (a) To have perpetual succession by its corporate name;

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- (b) To sue and be sued, complain, and defend in its corporate name all actions or proceedings;
 - (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
 - (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real and personal property or any interest therein, wherever situated; provided however, all real property shall be acquired and held subject to the applicable trust clauses and other provisions and requirements as contained in The Book Discipline of the United Methodist Church;
 - (e) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income, provided: however, no action shall be taken which shall threaten the charitable tax status of The Church;
 - (f) To invest and reinvest its funds in a manner which advances the purposes of The Church, and take and hold real and personal property as security for the payment of funds so loaned or invested, provided; however, no action shall be taken which shall threaten the charitable tax status of The Church;
 - (g) To establish foundations and trusts for the benefit of advancing the interests and purposes of The Church, provided; however, no action shall be taken which shall threaten the charitable tax status of The Church;
 - (h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of the State of Idaho within or without this State;
 - (i) To organize and to elect persons to assume and discharge the responsibilities and to conduct the affairs of the corporation, all in a manner not inconsistent with The Book of Discipline of the United Methodist Church.
 - (j) To make donations for the public welfare or for charitable, scientific, or educational purposes;
 - (k) To hire, pay salaries and establish benefit plans for employees provided; however, the corporation shall have the power to condition initial and continued employment on a requirement that employees profess and advance the cause of the Christian faith;
 - (l) To accept gifts and benevolences and to otherwise raise funds;

- (m) To provide training in the Christian faith, including but not limited to the operation of preschools, kindergartens, schools, and centers for child care;
- (n) To sponsor and operate programs which provide social services to the community;
- (o) To take such action as may be necessary to secure from the Internal Revenue Service of the United States, and from any other governmental authority, information or forms to maintain its status as a qualified charitable tax exempt organization;
- (p) To make and alter by-laws, not inconsistent with these Articles of Incorporation and the laws of the State of Idaho, and not inconsistent with The Book of Discipline of the United Methodist Church for the administration and regulation of the affairs of the corporation;
- (q) To have and exercise all other powers necessary or convenient to effect its purposes.

ARTICLE IV. MEMBERSHIP

Members of the Corporation shall be: 1) Leadership Council individuals **not** holding office positions of Chair or Vice Chair on the Leadership Council of Burley United Methodist Church, such Council individuals having been duly elected and qualified in a manner consistent with The Book of Discipline of the United Methodist Church and/or guidance from Oregon-Idaho Conference ministerial authority; and 2) a secretary as nominated by the Chair of the Leadership Council and approved by vote of the Corporation membership.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Idaho. Because the corporation is subject to the direction, usages, and ministerial appointments of The United Methodist Church in a manner consistent with the Book of Discipline of the United Methodist Church, dissolution may be initiated for cause by an official action of the Oregon-Idaho Annual Conference of the United Methodist Church.

ARTICLE VI. INCORPORATOR

The names and residence locations of the incorporators of this corporation remain unchanged from the original record of incorporation filed with the Idaho Secretary of State dated May 10, 1907 (C4887).

**ARTICLE VII.
BOARD OF DIRECTORS**

1. The board of directors of United Methodist Church of Burley, Inc., shall be three (3) in number holding offices of President, Vice President and Secretary and shall be duly elected by members of the Corporation.

**ARTICLE VIII.
OFFICERS**

1. The officers of the Corporation Board of Directors shall be the President (Council Chair), Vice President (Council Vice Chair), and Secretary as elected annually by vote of Corporation members at the beginning of each calendar year following an annual Burley United Methodist Church charge conference. In the event an officer is unable or unwilling to perform his or her designated responsibilities over a reasonable period of time, a replacement officer, or officers, may be elected by the Leadership Council to fill the vacated office(s).

2. The names and residence locations of the initial officers of this corporation remain unchanged from the original record of incorporation filed with the Idaho Secretary of State on May 10, 1907 (C4887).

**ARTICLE IX.
BY-LAWS**

By-Laws (*policies*) of United Methodist Church of Burley, Inc. shall be adopted for management of property, temporalities and affairs of The Church as may be amended and changed from time to time by approval of a Burley United Methodist Church charge conference No Corporation by-laws (*policies*) shall be adopted that are inconsistent with provisions of The United Methodist Book of Discipline or contrary to State law.

**ARTICLE X.
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividend or share in the income from the undertaking of this not-for-profit corporation and upon dissolution of this corporation all assets remaining after payment of the costs and expenses of such dissolution shall be distributed in a manner not inconsistent with the Book of Discipline of The United Methodist Church, such that the distribution shall be in a manner which qualifies for exemption under Section 501(c)(3) and 170(c) of the Internal Revenue Code of the United States of America, for a public purpose, and none of the assets shall be distributed to any member, officer or director of this corporation.

**ARTICLE XI.
REGISTERED AGENT**

NAME

ADDRESS

D. Scott Allen

544 Cedar Drive, Burley, ID 83318

In WITNESS WHEREOF, I have signed my name on this 3/2 th day of 2017.

A handwritten signature in cursive script, appearing to read "D. Scott Allen", is written over a horizontal line.

PASTOR