

RESTATED ARTICLES OF INCORPORATION NORTHWEST BAPTIST FOUNDATION

Pursuant to the provisions of ORS Chapter 65 (*Titled the "Oregon Non-Profit Corporation Act"*), the undersigned corporation adopts the following restated Articles of Incorporation which shall supersede the theretofore existing Articles of Incorporation and any amendments thereto.

ARTICLE I.

The name assumed by this corporation and by which it shall be known is NORTHWEST BAPTIST FOUNDATION, and its duration shall be perpetual. This corporation is a religious corporation.

ARTICLE II.

Northwest Baptist Foundation will cooperate with and make its services available upon request not only to Northwest Baptists, their churches and related entities, but also to our partners in the ministry, including but not limited to the following:

Southern Baptist Convention and its related entities;

Other Baptist State Conventions, their churches, related entities and members;

Other evangelicals, their churches, related entities and members; and

Other qualified charities (an organization described in each of Section 170(b)(1)(A), Section 170(c), Section 2055(a) and Section 2522(a) *of the Internal Revenue Code*) whose stated purpose and objective is not otherwise inconsistent with the purpose, objective and interests of Northwest Baptist Foundation and is not otherwise inconsistent with the Articles of Incorporation, Bylaws and Policies of Northwest Baptist Foundation.

In furtherance of its general purpose, the corporation shall have and exercise the following purposes *powers*:

- A. to receive by gift, devise, bequest, purchase, lease, or otherwise, either absolutely or in trust, any property, real, personal or mixed;
- B. to receive, hold, administer, and distribute life annuity trusts; Charitable Gift Annuities, unitrusts, revocable or irrevocable trusts, pooled income trusts/*funds*, or any and all other like, current, or future, vested or charitable gifts which may be sanctioned from time to time by the Internal Revenue Code to be held or administered by the corporation;
- C. to administer, convey, invest and reinvest, pledge, mortgage, or otherwise hypothecate, or otherwise deal with such property, or any property, or the proceeds thereof, in such manner as in the judgment of the Directors will best promote the objectives and purposes of this corporation;
- D. to act as trustee, administrator, personal representative, executor, escrow agent, guardian, receiver, or in any other fiduciary capacity, in regard to persons, property, or estate(s); to hold, administer, settle, and distribute assets and income according to the terms and conditions of any Will, Trust, nominating instrument, or nominating body;
- E. to exercise any and all powers (including the borrowing of money and securing the same; the holding, administration and disposition of property;; the making of conveyances, assignments and contracts and incurring of obligations) which may be conferred by law or by any instrument unless contrary to law or public policy, or which may be necessary, incidental or convenient to the general purpose and object of this corporation;
- F. to enter into contracts or trust agreements with individuals, churches, corporations or partnerships, to perform services, or

to act as Trustee or co-trustee or agent in order to carry out and promote the purposes of the Foundation.

G: Upon dissolution of this corporation, assets shall be distributed to the Northwest Baptist Convention *or*; its successor in interest; for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future tax code).

ARTICLE III.

The Directors of this corporation shall be responsible for developing budgets and disbursing funds for this agency. Any request for Convention funds *from the Northwest Baptist Convention* shall be made to the Executive Board, accompanied by proposed annual budgets. The current budget and a current financial statement of this *agency/corporation* shall be included in the Book of Reports *presented at the Northwest Baptist Convention annual meeting*. The Directors shall provide to the *Convention's* Executive Board annual audits of all funds received and disbursed.

ARTICLE IV.

In the absence of specific directions by the donor, grantor, or testator, *all* gifts, bequests, and donations to the Foundation shall be known as "~~Undesignated Funds or Property~~" *Assets Without Donor Restrictions*" and a distribution of such property or principal or income of such funds shall be made by the Directors.

In every case where specific instructions shall have been given the Foundation, ~~or its Directors~~; by the donor, grantor, or testator, the *gift, bequest, or donation* trust shall be known as an "~~Designated Gift Asset With Donor Restrictions~~" and unless contrary to law or public policy, the instructions shall be binding upon this corporation and shall be faithfully carried out *followed*. ; provided, however, ~~if~~, *however*, the object or purpose to which such ~~designated restricted~~ gift was made shall cease to exist, and if in the opinion of the Board of Directors of the corporation, no similar agency or institution can be found to exist, then such ~~designated restricted~~ gift shall become *an* and be a part of the "~~Undesignated Funds or Property~~" *Asset Without Donor Restrictions*" or become the property of the corporation.

~~In order to provide a source for loans to Baptist churches, gifts may be designated to a fund to be known as the "Church Loan Fund." The principal, or corpus, of this fund shall be invested in church bonds and in first mortgage loans to churches which are in active cooperation with the Northwest Baptist Convention. However, consideration will be given to collateral other than church property or to personal endorsements. Proceeds of loans may be used for the purchase of existing buildings or lots or the construction of new buildings or the remodeling of existing buildings to be used for church purposes.~~

ARTICLE V.

The address of the corporation is ~~3200 NE 109th Avenue, Vancouver, WA 98682 1033 N.E. Sixth Avenue, Portland, Oregon 97232~~, and the registered agent is Thomas R. Hixson, Executive Director.

The future location and principal office of this corporation may be in ~~the Portland, Multnomah County, Oregon; or the Vancouver, Clark County, Washington areas as determined by the~~ *B*board of Directors.

ARTICLE VI.

The number of ~~d~~*D*irectors of the Foundation shall be twelve (12). *Two additional individuals shall serve as ex-officio Directors as provided in the Bylaws of the corporation.*

Hereafter, three ~~d~~*D*irectors shall be elected by the Northwest Baptist Convention at each annual session for a term of four years. ~~-~~At the end of the second term (should they have been re-elected) they will rotate off for at least one year. If between annual sessions the number of

~~d~~Directors shall fall below seven (7), then *the* Executive Board of the Convention shall have authority to fill vacancies to maintain a minimum of seven (7) ~~e~~Directors serving until the next annual session.

No Director shall receive any salary or remuneration for his or her service to this corporation. Actual expenses incurred by any such person will be reimbursed when authorized by the Directors. Each Director shall be a member of a Baptist church cooperating with the Northwest Baptist Convention.

The corporation is without capital stock, and no shares of stock are issued. The membership of this corporation shall be the accredited messengers to the *annual meeting of the Northwest Baptist Convention. The annual meeting of the membership of this corporation shall be held in connection with the annual meeting of the Northwest Baptist Convention.*

~~No Director shall receive, or be lawfully entitled to receive, any salary or remuneration for services in connection with the administration of the affairs of this corporation. Actual expenses incurred by any such person may be reimbursed when authorized by the directors. Each Director shall be a member of a Baptist church cooperating with the Northwest Baptist Convention. The membership of this corporation shall hold annual meetings which shall be held in connection with the annual meetings of the Northwest Baptist Convention.~~

ARTICLE VII.

The ~~d~~Directors shall have the authority to adopt such Bylaws that they shall deem advisable and not inconsistent with the provisions of these Articles of Incorporation.

Any changes in the Articles of Incorporation of the Foundation must be approved by a two thirds (2/3) vote of the *accredited messengers to the Northwest Baptist Convention in annual meeting sessions*, provided that notice of *the* proposed changes be published in *the* Convention publication at least sixty (60) days prior to the annual session.

ARTICLE VIII.

The foregoing Restated Articles of Incorporation were adopted at a meeting of members held on November ~~15, 1995~~, **2018**, in *Grand Mound* Pasco, Washington, at which time there was a quorum present. *Upon and upon* a vote, ~~493~~ **493** voted in favor and ~~0~~ **0** votes were cast against the Restated Articles of Incorporation. *These Restated Articles of Incorporation were* and they were duly declared adopted.

We, the undersigned officers, declare under penalties of perjury that we have examined the foregoing and, to the best of our knowledge and belief, it is true, correct and complete.

DATED the 9th ___ day of ~~November, 2018~~ **March, 1996**.

By:

Clint Overall, President

Ashley E. Seuell, Secretary

by: */s/* Steve Brewer _____
STEVE BREWER, President

by: */s/* Ronald L. Bryant _____
RONALD L. BRYANT, Secretary

AS AMENDED on November ~~11, 2009~~, **2018** at the Northwest Baptist Convention Annual Meeting by vote, ~~396~~ for, ~~0~~ against.