

AMENDED AND RESTATED ARTICLES
OF
CAROLINA CONFERENCE
OF SEVENTH-DAY ADVENTISTS, INC.

ARTICLES OF AMENDMENT

Revised and Restated by the Constitution and Bylaws Committee
and Adopted and Approved by the
Executive Committee and the Delegates
at the Session on August 18-21, 2022

The undersigned nonprofit corporation, pursuant to the action by its Board of Directors (hereinafter referred to as the "Executive Committee"), hereby executes these Articles of Amendment for the purpose of amending and restating its Charter and for the purpose of integrating into one document its original Certificate of Incorporation and all amendments hereto.

ARTICLE I: ARTICLES OF AMENDMENT

Section 1. The name of the Corporation is Carolina Conference of Seventh-day Adventists, Inc., hereinafter referred to as the "Conference."

Section 2. The amendment set forth in Section 3 of this Article I to the Articles of the Corporation was proposed and adopted by unanimous consent by all the Executive Committee of the Conference in the manner prescribed in its Bylaws.

Section 3. The Articles of Incorporation of Carolina Conference Association of Seventh-day Adventists, Inc., filed in the office of the Secretary of the State of North Carolina on November 1, 1920, as subsequently amended by that Certificate of Amendment filed in said office on June 17, 1940, is hereby amended and shall constitute the "Restated Articles of Carolina Conference of Seventh-day Adventists, Inc.," which is incorporated herein by reference.

Section 4. Due notice of these Articles of Amendment was given to all members of the Executive Committee of the Conference.

ARTICLE II: NAME AND PERIOD OF DURATION

Section 1. Name: The name of the Corporation is Carolina Conference of Seventh-day Adventists, Inc. (hereinafter referred to as the "Conference").

Section 2. Duration: The period of existence and duration of the Conference is perpetual.

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ARTICLE III: DEFINITIONS

Section 1. Definitions: The terms hereinafter defined shall have the meanings as hereinafter set forth:

Section 2. Seventh-day Adventist: "Seventh-day Adventist" shall refer to the Seventh-day Adventist Church as reflected by the tenets and doctrines set forth by the General Conference of Seventh-day Adventists in session.

Section 3. General Conference: "General Conference" shall mean the General Conference of Seventh-day Adventists, the present address of which is 12501 Old Columbia Pike, Silver Spring, MD 20904.

Section 4. North American Division: "North American Division" shall mean the North American Division of the General Conference of the Seventh-day Adventists, the present address of which is 9705 Patuxent Woods Drive, Columbia, MD 21046.

Section 5. Southern Union: "Southern Union" or "Southern Union Conference" shall mean the Southern Union Conference of Seventh-day Adventists, the present address of which is 302 Research Drive, Peachtree Corners, GA 30092-2934.

Section 6. Conference: "Conference" shall mean Carolina Conference of Seventh-day Adventists, Inc., a North Carolina, nonprofit, religious, charitable and educational corporation formed under the laws of the State of North Carolina and also licensed to do business in the State of South Carolina. The present address of which is, 2701 East W. T. Harris Blvd., Charlotte, NC 28213 which is located in Mecklenburg County, North Carolina. It has the direct responsibility over Seventh-day Adventist affairs of all the affiliated institutions within its territory. It is part of the Southern Union which, in turn, is part of the North American Division of the General Conference.

Section 7. Session: "Session" shall mean the quinquennial meetings (i.e., once every five years) called by the Conference in the manner prescribed by the Conference's Bylaws.

Section 8. Special Sessions: "Special Session" shall mean a special meeting at a time different from the regular quinquennial Session, called by the Conference in the manner prescribed by the Conference's Bylaws.

Section 9. Executive Committee Members: "Executive Committee Members" shall mean those persons serving as members of the Board of Directors of the Conference. Accordingly, "Executive Committee" shall mean the same as the Board of Directors of the Conference. "Member" shall mean and refer to a director of the Conference.

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ARTICLE IV: PURPOSES AND POWERS

Section 1. Purposes: The purpose of this Conference is to facilitate the proclamation of the everlasting gospel in the context of the three angels' messages of Revelation 14:6-12 to all people, leading them to accept Jesus as personal Savior and Lord of their lives and to unite with His church, and nurturing them in preparation for His soon return. The purpose of this Conference is also to perform business and legal functions ancillary to these activities and purposes. All purposes and procedures of the Conference shall be in harmony with the working policies and procedures of the Southern Union, North American Division and General Conference. The Conference shall pursue the mission of the Seventh-day Adventist Church within the guidelines adopted and approved by the General Conference in its quinquennial session.

Thus, the Seventh-day Adventist Church exists solely for the purpose of exalting Jesus Christ as Lord of their lives and Savior of mankind, and for the promulgation of such tenets and doctrines as are set forth in the Scriptures and accepted by the General Conference of Seventh-day Adventists. Similarly, reference to any Seventh-day Adventist activity, project, purpose or undertaking shall mean such as is designed to foster, promote, carry out or complement such tenets and doctrines.

Section 2. Powers: To the extent and only to the extent reasonably necessary and appropriate to carry out and accomplish the purposes for which this Conference was formed, the Conference shall have those powers hereinafter set forth except as limited by Section 3 of this Article IV. Said powers are:

- (a) To receive charitable gifts and donations of real and personal property wherever located which are acceptable to the Conference whether said gifts and donations are made via intervivos, testamentary or future interest transfers.
- (b) To issue charitable gift annuities to donors and assignees of donors in exchange for transfers of property to the Conference.
- (c) To make donations to any persons or entities for any cause in furtherance of and in keeping with the Seventh-day Adventist Church.
- (d) To acquire, own, operate, lease, mortgage, construct, repair, improve, equip, maintain and to exercise the rights, duties and powers of ownership of (i) churches, (ii) schools, (iii) medical facilities, (iv) nursing homes, (v) retirement homes and (vi) other related facilities. This shall be done in harmony with the Bylaws and operating policies of the Conference, Southern Union, North American Division and General Conference.
- (e) To serve as trustee or co-trustee of any intervivos or testamentary trust and to serve as executor, co-executor, administrator or co-administrator of any decedent's estate and to serve as attorney-in-fact or co-attorney-in-fact under any properly

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recorded power of attorney document; provided, however, when serving in any such office, the Conference shall serve without compensation but shall be entitled to reimbursement for its actual expenses incurred.

(f) To lend money to or guarantee any debt of any Seventh-day Adventist entity or employee according to established denominational policies.

(g) To purchase, take, receive, lease, take by gift, devise, bequest or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real and personal property or both or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of such property.

(h) To acquire by purchase, subscription, gift, will or otherwise, and to own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, domestic or foreign business corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

(i) To make contracts and incur liabilities, borrow money, issue its notes, bonds, and other obligations, and secure any of its obligations by deed of trust, mortgage or pledge of all or any of its property, franchises and income.

(j) To lend money for its corporate purposes, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To own equity interests in organizations described under Section 501(c)(2) and Section 502 of the Internal Revenue Code as amended from time to time to the extent and only to the extent of the limitations set forth in Section 3 of this Article IV.

(l) To exercise any and all other powers granted to nonprofit corporations under the Nonprofit Corporation Act of North Carolina as the same may be amended from time to time and to exercise any other powers permitted by law which are reasonably necessary and appropriate to promote the purposes for which this Corporation was formed, except as limited by Section 3 of this Article IV.

(m) Subject to the foregoing, the Conference shall have all powers, rights, privileges, and immunities, and shall be subject to all of the liabilities conferred or imposed by law upon corporations of this nature, and shall be subject to and have all the benefits of all general laws with respect to nonprofit corporations, provided that no part of the net earnings of the Conference shall inure to the benefit of any member, director, or officer of the Conference, or any private individual (except that reasonable compensation may

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be paid for services rendered to or for the Conference in carrying out one or more of its purposes), and no member, director, or officer of the Conference, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Conference. No substantial part of the activities of the Conference shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Conference shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Limitations: As above indicated, this Conference was organized and shall be operated solely for religious, charitable, and educational purposes, and the Conference's activities shall be confined to furthering said purposes. The Conference shall not engage in any trade or business to the extent it would lose its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code as the same may be amended from time to time or to the extent donations to the Conference would not be deductible under Section 170(c)(2) of said Code as the same may be amended from time to time. Provided, further, the Conference shall never exercise any power or authority not granted to nonprofit corporations under the Nonprofit Corporation Act of North Carolina as the same may be amended from time to time.

ARTICLE V: JURISDICTION AND AFFILIATION

Section 1. Jurisdiction: The Conference shall be composed of and has jurisdiction over all its affiliate Seventh-day Adventist churches, entities and organizations which are located within its territory.

Section 2. Affiliation Into the Sisterhood of Churches: The membership of this Conference shall consist of such churches as have been or shall be properly organized in any part of the geographic territory under its jurisdiction and formally approved for membership by a majority vote of the delegates at any duly called session. All churches which were affiliates immediately prior to the effective date of the revision and restatement of this Article shall automatically be deemed affiliates at the time of the effective date of this amended and restated Article.

(1) In addition, the church known as the Conference Church shall also be part of this sisterhood of churches. The officers of this church shall be the Conference President, Vice President for Administration/Executive Secretary and Vice President for Finance/Treasurer, who shall serve as pastor, clerk and treasurer, respectively. It shall hold the memberships of all those individuals who are members of companies approved by the Executive Committee within the territories of this conference or those members who live 30 or more miles from any organized company or church of Carolina Conference. Any exception to the 30-mile limitation shall be considered by the Executive Committee on a case by case basis.

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(a) The Executive Committee shall constitute the Church Board for the Conference Church.

(b) The Church Board shall have the authority to receive or transfer members, as well as to disfellowship members.

(2) All of these churches shall remain indivisible affiliates of the sisterhood of churches unless expelled by the sisterhood of churches as set out in Section 3 of this Article V.

Section 3. Termination of Affiliation: Affiliation of a church in Carolina Conference may be terminated only at a duly called session at which a quorum is present as defined in Section 1C.3(a) of Carolina Conference Bylaws.

ARTICLE VI: MEMBERSHIP AND CAPITAL STOCK

Section 1. Membership: The Conference shall have no members and shall at all times be a non-membership Corporation.

Section 2. Capital Stock: The Conference has been organized without capital stock. The Conference shall never issue capital stock and shall be operated without dividends to anyone whomsoever, being purely a nonprofit religious, educational, benevolent and philanthropic entity.

ARTICLE VII: EXECUTIVE COMMITTEE MEMBERS

Section 1. The business and affairs of Carolina Conference shall be managed by an Executive Committee.

Section 1A. Number: The number of Executive Committee Members of the Conference shall be as set forth in the Bylaws of the Conference.

Section 2. Election: The Executive Committee Members of the Conference shall be elected at each regular quinquennial Session of the Conference in such manner as prescribed in the Bylaws of said entity.

ARTICLE VIII: NONPROFIT ORGANIZATION

Section 1. No part of the net earnings or assets of the Conference shall inure to the benefit of, or be distributable to, its Executive Committee Members, officers, or other private persons, except that the Conference shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 of Article IV above.

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ARTICLE IX: DISSOLUTION-LIQUIDATION

Section 1. Authority: Unless involuntarily dissolved by a decree of the Superior Court, or as otherwise provided in the Nonprofit Corporation Act of North Carolina, the Conference shall not be dissolved and liquidated unless and until so directed by either the General Conference North American Division, or Southern Union in Session. Upon the giving of such direction, the Executive Committee shall proceed to dissolve the Conference in the manner prescribed by the Nonprofit Corporation Act of North Carolina, subject to the terms of Section 2 of this Article IX below.

Section 2. Distribution or Liquidation: Upon a dissolution and liquidation of the Conference, the remaining assets of the Conference shall first be expended to satisfy and discharge all debts, liabilities, obligations and lawful claims. In paying debts and discharging obligations proper compliance shall be maintained with priorities imposed by law. Any remaining assets shall be distributed to the Southern Union if it qualifies as a nonprofit corporation and contributions to it are deductible under then valid statutes. A nonprofit charitable corporation is presently described in Section 501(c)(3) of the Internal Revenue Code of 1986. Deductibility is defined under Section 170(c)(2) of the Internal Revenue Code. If the Southern Union does not so qualify, then the remaining assets of the Conference, after satisfying and discharging all debts, liabilities, obligations and lawful claims, or making adequate provision thereof, shall be distributed to the North American Division or the General Conference, provided that said organization(s) qualify(ies) at the moment of distribution as a nonprofit charitable organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended or supplemented from time to time and statutes of similar import, and provided contributions to said entity are deductible under Section 170(c)(2) of the Internal Revenue Code, as it may be amended or supplemented from time to time and statutes of similar import. If the North American Division or the General Conference is not so qualified, then the remaining assets shall be distributed to any other Seventh-day Adventist organization(s) or other nonprofit charitable organization(s) which most nearly reflect(s) the objectives of the Conference, provided such organization(s) qualify(ies) under the applicable provisions of the Internal Revenue Code, cited above.

ARTICLE X: REGISTERED OFFICE-REGISTERED AGENT

Section 1. Registered Office: The registered office of the Conference is located in Mecklenburg County, North Carolina, 2701 East W. T. Harris Blvd., Charlotte, North Carolina, 28213.

Section 2. Registered Agent: The registered agent at the address of the registered office shall be Gary D. Moyer, Conference Vice President for Administration/Executive Secretary or his designee. The current designee is Chad R. Grundy.

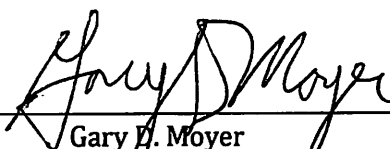
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ARTICLE XI: AMENDMENTS

The Restated Articles and the Bylaws of the Conference may be amended only at any Session of the Conference in the manner set forth in its Articles and Bylaws.

IN WITNESS WHEREOF, these Restated Articles are signed by the Vice President for Administration/Executive Secretary of the Conference on August 18-21, 2022.

CAROLINA CONFERENCE OF SEVENTH-DAY ADVENTISTS, INC.

By:  Secretary

Gary E. Moyer
Vice President for Administration/Executive Secretary