

196807-065

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CROSSROADS CHRISTIAN CHURCH, INC.
(FORMERLY CULLEN AVENUE CHRISTIAN CHURCH, INC.)

The undersigned officers of **Crossroads Christian Church, Inc.**, formerly **Cullen Avenue Christian Church, Inc.** (hereinafter referred to as the "Church") existing pursuant to the provisions of the Indiana Not For Profit Corporation Act of 1971, desiring to adopt Amended and Restated Articles of Incorporation pursuant to the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the "Act"), do hereby execute Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of the Church shall be **Crossroads Christian Church, Inc.**

ARTICLE II

Purposes and Powers

Section 2.1. Religious Corporation. The Church is a religious corporation.

Section 2.2. Purposes. It shall be the purpose of the Church to preach the Gospel and to be governed by the doctrines and practices of the New Testament. This Church shall remain an independent and autonomous congregation, free from all denominational controls or affiliations.

Section 2.3. Nonprofit Purposes.

(a) The Church is organized and operated exclusively for charitable purposes and its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or other private person, except that the Church 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 2.2 of this Article II.

(b) No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publishing or distribution

of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Church shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws, or

(ii) By a corporation contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), or Section 2522(a)(2) of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

Section 2.4. Powers. Subject to any limitation or restriction imposed by the Indiana Nonprofit Corporation Act of 1991, as amended, or any other applicable law, or any other provisions of these Amended and Restated Articles of Incorporation, the Church shall have the power:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon, necessary or incidental to the purposes of the Church as are set forth in these Articles.

(b) To borrow money and issue evidence of indebtedness in furtherance of any and all of the purposes of the Church, and to secure the same by mortgage, pledge or other lien on the property of the Church.

(c) To do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Church and to do all of the things incidental therein or connected therewith which are not forbidden by law.

(d) To have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Indiana Nonprofit Corporation Act of 1991, as now existing or hereafter amended.

Section 2.5. Limitations on Powers.

(a) The Church shall not engage in any act of self-dealing that would subject any person to the taxes imposed on acts of

self-dealing by Section 4941 of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax law.

(b) The Church shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Church shall not retain any excess business holdings which would subject it to the tax on excess business holdings imposed by Section 4943 of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax law.

(d) The Church shall not make any investments in such a manner as to subject it to the tax under Section 4944 of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax law.

(e) The Church shall not make any expenditures which would subject it to the taxes on taxable expenditures imposed by Section 4945 of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax law.

(f) Upon the dissolution of the Church, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Church, dispose of all the assets of the Church exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the Circuit Court of Vanderburgh County, Indiana, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III

Term of Existence

The Church shall have perpetual existence.

ARTICLE IV

Registered Agent and Registered Office

Section 4.1. Registered Agent. The name and address of the Registered Agent for service of process is: Jack L. Arney, 621 S. Cullen Avenue, Evansville, Indiana, 47716-5386.

Section 4.2. Registered Office. The post office address of the Registered Office of the Church is 621 S. Cullen Avenue, Post Office Box 5386, Evansville, Indiana, 47716-5386.

ARTICLE V

Members

Persons desiring membership in this Church shall be accepted upon one of the following terms:

(a) Any person who is old enough to hear and understand the Gospel and repent of his or her sins, shall be united with the Church upon a public confession of faith in Jesus Christ as the Son of God, by baptism (full immersion in water), and by understanding and accepting the Biblical responsibilities of membership as stated in the By-Laws of the Church.

(b) Transfer of membership from another church or congregation by a personal statement signifying a previous and continuing commitment of faith and baptism and by understanding and accepting the biblical responsibilities of membership as stated in the By-Laws of the Church.

Transfer, withdrawal and termination of or from membership in the Church, and the responsibilities of membership, shall be as set forth in the By-Laws of the Church.

ARTICLE VI

Board of Directors

Section 6.1. Council of Elders. The Board of Directors shall consist of the Council of Elders, and the phrases "Board of Directors" and "Council of Elders", whether used in these Articles or in the By-Laws of the Church, shall be used synonymously. In addition, any reference in these Articles or in the By-Laws to a "director" or to the "directors" shall also mean and include an "elder" or the "elders", and visa versa.

Section 6.2. Number. The current Board of Directors shall consist of fifteen (15) persons. The exact number of directors shall be specified from time to time in the By-Laws of the Church.

Section 6.3. Initial Board of Directors. The names and addresses of the initial Board of Directors are:

- (a) Dan R. Arens
4577 Woodstower Drive
Newburgh, IN 47630
- (b) Jack L. Arney
3011 Crossbow Lane
Evansville, IN 47715
- (c) Samuel L. Beitler
6425 East Oak Street
Evansville, IN 47715
- (d) Charles Scott Brooks
718 Plaza Drive
Evansville, IN 47715
- (e) L. Todd Bussey
5151 Lincoln Avenue
Evansville, IN 47715
- (f) Thomas J. Hendricks
6988 Russell Place
Chandler, IN 47610
- (g) Robert M. Huber
1012 State Street
Newburgh, IN 47630
- (h) William T. Peroni
8933 Nevada Drive
Newburgh, IN 47630
- (i) Randall M. Ripple
20550 Barton Road
Evansville, IN 47711
- (j) Jerry R. Schneider
8222 Heather Drive
Newburgh, IN 47630
- (k) Randall M. Schulz
7091 E. Cherry Street
Evansville, IN 47715

- (l) Russell M. Wallace
616 S. Englewood Avenue
Evansville, IN 47714
- (m) Thomas W. Webster
14900 Browning Road
Evansville, IN 47711
- (n) Larry D. Woods
4633 Woodstower Drive
Newburgh, IN 47630
- (o) Stephen T. Wyatt
5199 Timberwood
Newburgh, IN 47630

Section 6.4. Qualification of Directors. The qualifications of directors, the procedures for their nomination, the number of nominees, their term of service, the manner by which vacancies on the Board of Directors shall be filled, and all other matters relating to the Board of Directors shall be as specified from time to time in the By-Laws of the Church and as required by the Indiana Nonprofit Corporation Act of 1991, as amended.

ARTICLE VII

Provisions for Regulation of Business and Conduct of Affairs of Church

Section 7.1. Place of Meeting. Meetings of the Board of Directors or of the Members of the Church shall be held at such places, either within or without the State of Indiana, as shall be specified in the respective calls and notices or waivers of notice of such meetings given in accordance with the By-Laws of the Church.

Section 7.2. Indemnification.

(a) The Church may indemnify any person who is or was a director, officer, or employee of the Church, or is or was serving as a director, officer, or employee of another corporation, partnership, or other enterprise at the request of the Church, against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement reasonably incurred by such person in connection with or resulting from any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, or in connection with an appeal relating thereto), in which such person may be involved as a part or otherwise by reason of being or having been a director, officer, or employee of the Church or of such other organization; provided, however, such person acted in good

faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Church and, with respect to any criminal action or proceeding, in a manner which he had no reasonable cause to believe was unlawful. The termination of any claim, action, suit or proceedings by judgment, order, settlement (whether with or without court approval), conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Church, and, with respect to any criminal action, suit, or proceeding, in a manner which he had no reasonable cause to believe was unlawful.

(b) Any director, officer, or employee of the Church who has been successful as a party on the merits in his defense of any claim, action, suit, or proceeding referred to in the first sentence of Clause (a) of this Section 7.2 shall be indemnified as of right against expenses (including attorneys' fees) reasonably incurred by him in connection therewith (except to the extent covered by insurance).

(c) Except as provided in Clause (b) above, any indemnification under Clause (a) above shall be made by the Church only upon a determination that indemnification of the particular director, officer, or employee is proper in the circumstances because such person has met the applicable standards of conduct set forth in Clause (a). Such determination shall be made (i) by the Board of Directors of the Church by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such claim, action, suit or proceeding, or (ii) if such a quorum is not obtainable or if so directed by a majority vote of a quorum consisting of members of the Board of Directors who were not parties to such claim, action, suit, or proceeding, by independent legal counsel (who may be regular counsel of the Church) in a written opinion.

(d) The indemnification provided by this Section 7.2 shall not be deemed exclusive of any other rights to which a director, officer, or employee may be entitled under any By-Law, resolution, agreement, or otherwise, and shall continue as to a person who has ceased to be a director, officer, or employee of the Church, and shall inure to the benefit of the heirs, executors, and administrators of any such person.

(e) The Church shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Church, or who is or was serving at the request of the Church as a director, officer, partner, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against

any liability asserted against such person and incurred by him in any such capacity, or arising out of his status as such, whether or not the Church would have the power to indemnify him against such liability under the provisions of this Section 7.2, together with expenses actually and reasonably incurred by him in connection with his defense thereof; provide, however, that when and to the extent that the Church has purchased and maintained such insurance, it shall have no duty under this Section 7.2 to indemnify any such person to the extent such liability is covered by such insurance.

Section 7.3. Compensation of Employees. In order to carry out the purposes and activities of the Church, such individuals as are deemed necessary may be employed, and each such employee may be paid such compensation for services actually rendered in the course of such employment as may be fixed in the manner provided by the Board of Directors of the Church.

Section 7.4. By-Laws. The Board of Directors of the Church shall have the power to adopt and amend the By-Laws of the Church, which may contain other provisions consistent with the laws of the State of Indiana, for the regulation and management of the affairs of the Church.

1. The Board of Directors of the Church, at a special meeting thereof, duly called, constituted and held on April 8, 1997, adopted by a unanimous vote of the Board of Directors a resolution approving the foregoing Amended and Restated Articles of Incorporation, recommending approval to the Members, and directing that the foregoing Articles be submitted for approval or rejection to the Members of the Church entitled to vote in respect thereof at a meeting of the Members to be held upon not less than ten (10) days of prior written notice.

2. There is only one class of Members of the Church entitled to vote. The number of votes entitled to be cast on the adoption of the foregoing Amended and Restated Articles of Incorporation was 1,303. The number of votes voting on the amendment was 428. The Members of the Church, at special meeting thereof duly called, constituted and held on May 4, 1997, at which time a quorum was present, adopted by an affirmative vote of 427 Members, and negative vote of 1 Member, a resolution approving the Amended and Restated Articles of Incorporation, and directing that the same be executed by the necessary officers and submitted to the Office of the Secretary of State of Indiana for filing.

3. The manner and the adoption of the Amended and Restated Articles of Incorporation, and the vote by which the same were adopted, constitutes full legal compliance with the provisions of the Act, the general corporate law of the State of Indiana, the Articles of Incorporation of the Church, and the By-Laws of the Church.

IN WITNESS WHEREOF, the undersigned officers, being duly authorized by the Church, do hereby certify to the truth of the facts stated above.

Larry D. Woods
LARRY D. WOODS, President

Attest:

Jack L. Arney
JACK L. ARNEY, Secretary

THIS INSTRUMENT PREPARED BY:

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