



Secretary of State  
Corporation Division  
255 Capitol Street NE, Suite 151  
Salem, OR 97310-1327

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**Registry Number: 374887-98**  
**Type: DOMESTIC NONPROFIT CORPORATION**

**Next Renewal Date: 07/28/2007**

PETER M REDING  
8990 SW HAZELVERN WAY  
PORTLAND OR 97223-7238

### **Acknowledgment Letter**

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

#### **Document**

RESTATED ARTICLES

#### **Filed On**

08/21/2006

#### **Jurisdiction**

OREGON

#### **Nonprofit Type**

RELIGIOUS WITH MEMBERS

#### **Name**

FULL GOSPEL BUSINESS MEN'S FELLOWSHIP IN AMERICA

#### **Registered Agent**

PETER M REDING  
8990 SW HAZELVERN WAY  
PORTLAND OR 97223-7238

**STATE OF OREGON  
SECRETARY OF STATE CORPORATION DIVISION  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
NONPROFIT RELIGIOUS CORPORATION**

**ARTICLE I. NAME OF CORPORATION**

The name of this Corporation is **Full Gospel Business Men's Fellowship in America** and the duration thereof shall be perpetual.

It is the intent of the Initial Directors of this corporation to affiliate with the **Full Gospel Business Men's Fellowship International** at such time as it qualifies and becomes a member of the **Evangelical Council of Financial Accountability**.

**ARTICLE II. TYPE OF NONPROFIT CORPORATION**

**Section 2.1. Type of Nonprofit Corporation.** This Corporation is a **nonprofit, religious** Corporation organized exclusively for religious, charitable and educational purposes eligible for exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time.

**Section 2.2. Purposes of Corporation.** The Corporation is irrevocably dedicated to religious purposes; those purposes shall be:

[1] To build the Kingdom of God through evangelism, ministry and service by Christian men dedicated to the purposes of this Corporation; and

[2] To promote and maintain fellowship among men who believe in the Full Gospel of the Grace of God as taught by Jesus of Nazareth, as recorded in the four Gospels and by the writers of the Epistles of the New Testament; and

[3] To promote, encourage, and maintain good works by the cooperative efforts of men who believe the Full Gospel; and

[4] To assist in the organization, establishment and maintenance of local groups of men who are believers in the Full Gospel and to render advice and assistance to such groups; and

[5] To assist, promote and further the work of Full Gospel ministries in the United States of America; and

[6] To promote the purposes of this Corporation by publication of Christian literature of all kinds and forms; and

[7] To encourage personal evangelism by example and testimony; and

[8] To contract for any kind of activity and to perform and carry-out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of the purposes of this nonprofit Corporation; and

[9] To do any and all other acts and activities necessary, incident, proper, desirable

or convenient for carrying out the purposes of this Corporation and generally to engage in any or all of the foregoing activities, either within or without the State of Oregon or the United States; and to engage in any lawful activity for which **nonprofit, religious** corporations may be organized under the laws of the State of Oregon, none of which shall be inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986, amended from time to time.

The foregoing enumeration of powers is not intended and shall not be held to limit or restrict, in any manner, the general powers of this Corporation under the laws of the State of Oregon or the ordinances of any political subdivision thereof.

### **ARTICLE III. REGISTERED AGENT**

The registered agent shall be: Peter M. Reding, Director  
Principal office of registered agent at: 8990 SW Hazelvern Way, Portland, OR 97223-7238.

### **ARTICLE IV. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this Corporation shall be:  
8990 SW Hazelvern Way, Portland, OR 97223-7238

### **ARTICLE V. MEMBERSHIP**

**Section 5.1 Membership.** This Corporation shall have members. Membership is open to all men (a) without regard to race, color, age, national origin, or physical disability, and (b) who are born-again, spirit-filled Christians and believe in the Gospel of Jesus Christ of Nazareth in its fullness.

**Section 5.2 Membership Classes.** Membership shall be classified in accordance with the Bylaws.

### **ARTICLE VI. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

**Section 6.1. Distribution of assets upon dissolution.** Upon dissolution or final liquidation of this nonprofit Corporation, assets of this Corporation shall be distributed upon authorization and by direction of the National Council of Directors to an organization having purposes similar to **Full Gospel Business Men's Fellowship in America** or to such other charitable organization which is exempt under Section 501(c)(3) of the Internal Revenue Code, as amended. Any such assets not distributed by action of the National Council of Directors shall be distributed by a court with jurisdiction over such matters, as said court shall determine, for the benefit of another qualified

religious charity.

**Section 6.2. Earnings not to benefit directors and officers.** No part of the net earnings of the organization shall inure to the benefit of, or be distributable to members, trustees, directors, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments for goods and services obtained in furtherance of the purposes set forth in Article II.

**Section 6.3. No influence of political candidates or issues.** No substantial part of the activities of the organization shall be used to influence legislation, and the organization 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. Notwithstanding any other provision of this Article, the organization shall not carry on any activities not permitted (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended from time to time.

## **ARTICLE VII. NUMBER AND CONSENT OF NATIONAL DIRECTORS**

**Section 7.1. Qualifications of National Directors.** Except for the initial National Directors and such additional National Directors that may be appointed to the National Council of Directors on or before March 31, 2007, all National Directors of this Corporation shall be nominated, shall be qualified, and shall be elected in accordance with the provisions set forth in the Bylaws of this Corporation. National Directors and National Officers undertake their responsibilities largely on a volunteer and sacrificial basis.

**Section 7.2. Number of Directors.** The number of National Directors constituting the initial National Council of Directors of this Corporation is three.

The number of National Directors may be changed from time to time upon authorization and by direction of no less than a sixty percent (60%) majority of the National Council of Directors as duly constituted prior to such change; said change in number of National Directors may be to a number that is not less than three or greater than seventy; such National Directors shall serve for three years and their term may be renewed in accordance with the provisions set forth in the Bylaws of this Corporation, and, except for a reduction in the number of National Directors, until his successor is qualified and elected. Listed below are the names and addresses of the initial National Directors:

1. Peter M. Reding, 8990 SW Hazelvern Way, Portland, OR 97223-7238.
2. Stewart A. Kent, 15108 SE 24<sup>th</sup> Street, Vancouver, WA 98683
3. Stephen K. Rogers, 863 SE Phoebe Court, Gresham, OR 97080

**Section 7.3. Consent of National Directors.** Each initial National Director has consented to his appointment as a National Director of this Corporation. This Corporation shall hereafter obtain such consents from additional or replacement National Directors at such time said person is nominated for a position on the National Council of Directors of this Corporation.

## **ARTICLE VIII. BYLAWS AMENDED BY NATIONAL COUNCIL OF DELEGATES**

**Section 8.1 Conformity with Section 501(c)(3).** The internal affairs of this nonprofit, religious Corporation shall be in accordance with the Bylaws as may be adopted or amended hereafter by the National Council of Delegates in conformity with the laws of the State of Oregon and with Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE IX. INDEMNIFICATION**

**Section 9.1. No Personal liability for good-faith duty.** No director shall be personally liable to this Corporation for monetary damages for breach of fiduciary duty while acting in good faith as a director or officer, provided, however, this Article shall not eliminate or limit the liability of a director or officer (i) for any breach of duty to this Corporation; (ii) for any acts not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) any unlawful distribution of corporate assets; or (iv) any transaction from which the director or officer derives improper personal benefit.

**Section 9.2. Corporation to indemnify.** This Corporation may indemnify to the fullest extent permitted by law any person who, while acting in good faith, is made or threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of this Corporation) by reason of the fact that the person is or was a director or officer of this Corporation or fiduciary within the meaning of the Employee Retirement Income Security Act of 1974, as amended from time to time, with respect to any employee benefit plan of this Corporation, or serves or served at the request of this Corporation as a director or officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. The instantly preceding sentence shall not exclude any other provision for indemnification of directors, officers and fiduciaries that may be included in any statute, bylaw, agreement, resolution or otherwise, as to any act or action in an official or other capacity while holding office.

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## ARTICLE X. ADMINISTRATIVE PROVISIONS

**Section 10.1. Fiscal year.** The fiscal year end of this Corporation shall be December 31.

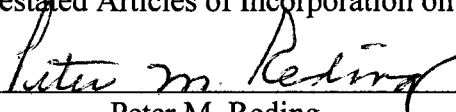
**Section 10.2. Nondiscrimination Policy.** This Corporation shall not discriminate on the basis of sex (except as to regular membership), race, color, national, cultural, or ethnic origin in administration of its policies or programs.

## ARTICLE XI. INCORPORATOR

The incorporator of this **nonprofit, religious** Corporation is Peter M. Reding whose address is 8990 SW Hazelvern Way, Portland, OR 97223-7238.

I, the undersigned incorporator and director, hereby declares under penalties of perjury that I have examined the foregoing and, to the best of my knowledge and belief, it is true, correct and complete.

Executed these Amended and Restated Articles of Incorporation on 21st day of August, 2006.



Peter M. Reding

Incorporator and National Director

Person to contact: Peter M. Reding, Incorporator  
Daytime telephone number: 503.292.2161  
E-mail address: [peter@redingworld.com](mailto:peter@redingworld.com)