

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

BREMER EHRLER
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF DISSOLUTION OF

THE CENTRAL CHRISTIAN CHURCH

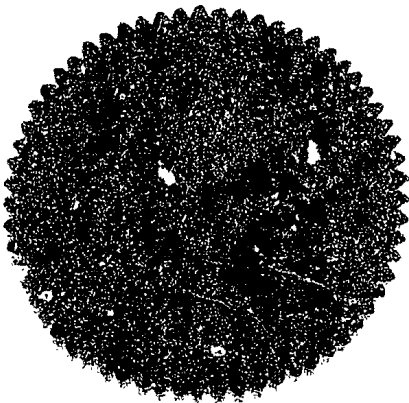
I, BREMER EHRLER, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Dissolution of

THE CENTRAL CHRISTIAN CHURCH

duly signed and verified pursuant to the provisions of Kentucky Revised Statutes Chapter ~~XXX~~ have been received in this office and comply with the statutes.

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Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Dissolution of the aforesaid corporation.



SECRETARY OF STATE

Witness my official signature and seal of office this 9TH
day of NOVEMBER, 19 88, at Frankfort, Kentucky.

Bremer Ehrler
SECRETARY OF STATE

BY: **KKB**

ASSISTANT SECRETARY OF STATE

**ARTICLES OF DISSOLUTION OF
THE CENTRAL CHRISTIAN CHURCH OF
NEWPORT, KENTUCKY, A KENTUCKY
NOT-FOR-PROFIT CORPORATION**

ORIGINAL COPY FILED
SECRETARY OF STATE OF KENTUCKY
NEWPORT, KENTUCKY

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Berna E. Ehr
SECRETARY OF STATE

The undersigned, Calvin C. Kelly, President, and Elizabeth Henneberger, Secretary, of The Central Christian Church of Newport, Kentucky, a Kentucky not-for-profit corporation, hereinafter referred to as the "Corporation," having been directed to wind up the business affairs and dissolve the Corporation by the unanimous written consent of the directors of the Corporation, pursuant to a greater than two-thirds vote of the membership of the Corporation and pursuant to the provisions of K.R.S. §273.300, hereby certify as follows:

1. The name of the Corporation is The Central Christian Church.

2. The meeting of the members of the Corporation at which the resolutions to dissolve the Corporation were adopted was November 23, 1987, at 11:15 a.m. A quorum of the members of the Corporation was present at said meeting, and the resolutions of dissolution voted on at said meeting received at least two-thirds of the votes which members present at such meeting or represented by proxy are entitled to cast.

3. All debts, obligations, and liabilities of the Corporation have been paid, discharged, or assumed by another party; and all expenses associated with winding up the business affairs of the Corporation have been paid.

4. The plan of liquidation and dissolution approved by the Board of Directors and by the membership of the Corporation is attached hereto and incorporated herein by reference.

5. All remaining property and assets of the Corporation have been transferred, conveyed, or distributed in accordance with the provisions of K.R.S. §273.161 through K.R.S. §273.390.

6. There are no suits pending against the Corporation in any court.

7. There is no further business to transact on behalf of the Corporation.

IN WITNESS WHEREOF, Calvin C. Kelly, President, and Elizabeth Henneberger, Secretary, of The Central Christian Church, a Kentucky not-for-profit corporation, acting for and on behalf of said corporation, have hereunto subscribed their names to these Articles of Dissolution on this 6 day of August, 1988.

THE CENTRAL CHRISTIAN CHURCH

By: 
CALVIN C. KELLY, President

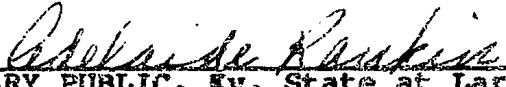
and

By: 
ELIZABETH HENNEBERGER,
Secretary

COMMONWEALTH OF KENTUCKY
COUNTY OF CAMPBELL


Be it remembered that, on this 6 day of August, 1988, before me, the subscriber, a notary public in and for said county and state, personally appeared Calvin C. Kelly, President, and Elizabeth Henneberger, Secretary, of The Central Christian Church, a Kentucky not-for-profit corporation, the corporation whose name is subscribed to and which executed the foregoing instrument, and, for themselves and as such officers respectively and for and on behalf of said corporation, acknowledged the signing and execution of said instrument and that the signing and execution of said instrument is their free and voluntary act and deed, their free act and deed as such officers, and the free and voluntary act and deed of said corporation for the uses and purposes in said instrument mentioned.

In testimony whereof, I have hereunto subscribed my name on the day and year last aforesaid.


NOTARY PUBLIC, Ky, State at Large

Commission Expires: 10-24-90

THIS INSTRUMENT PREPARED BY:


MICHAEL W. FEDERLE, Attorney
LANGE, QUILL & POWERS, P.S.C.
400 Lawyers Building
Newport, Kentucky 41071
(606) 491-1500

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE
CENTRAL CHRISTIAN CHURCH, A KENTUCKY NOT-FOR-
PROFIT CORPORATION, RECOMMENDING THAT THE
CORPORATION BE DISSOLVED AND RECOMMENDING A
PLAN OF DISTRIBUTION**

WHEREAS, The Central Christian Church, located at 528 Monroe Street in City of Newport, Campbell County, Kentucky, a congregation of The Christian Church (Disciples of Christ) in the United States and Canada and a corporation not-for-profit according to the laws of the Commonwealth of Kentucky, hereinafter referred to as the "Corporation," has, since 1871, sought to be a responsible witnessing community of faith; and,

WHEREAS, throughout the one-hundred-sixteen years of its history, the Corporation has testified to the sincerity of its Christian commitment by providing loving, pastoral care to its members and a ministry to its community and by responsibly undergirding the work and witness of The Christian Church (Disciples of Christ) at home and around the world; and,

WHEREAS, for the past ten years, the Corporation has suffered a serious and continuing erosion of membership due to circumstances beyond its control; and,

WHEREAS, the Corporation recognizes that, to be truly a church, it must reach out in mission and ministry and that its present membership is no longer able to provide a vibrant ministry beyond itself;

NOW, THEREFORE, BE IT RESOLVED that it is hereby determined to be in the best interests of the Corporation to dissolve and that the Board of Directors of the Corporation, hereinafter referred to as the "Board," hereby approves the dissolution and liquidation of the Corporation in accordance with K.R.S. §273.300 and hereby directs that the question of such dissolution be submitted to a vote at a meeting of the members of the Corporation entitled to vote thereon.

Be it further RESOLVED that the Board hereby approves and adopts a plan of liquidation and dissolution as follows and that said Plan be, and hereby is, recommended to the members of the Corporation for their approval:

1. A notice of dissolution shall be mailed to each known creditor of the Corporation.

2. The Corporation shall proceed to collect all assets and satisfy all financial obligations of the Corporation.

3. The Corporation shall distribute all, representing 100 percent, of the remaining assets of the Corporation to The Christian Church (Disciples of Christ) in Kentucky, located at 1.25 Red Mile Road, Lexington, Kentucky 40504, which is a qualified charitable organization.

4. The President, Calvin C. Kelly, and the Secretary, Elizabeth Henneberger, of the Corporation shall prepare and file Articles of Dissolution with the Kentucky Secretary of State.

Be it further RESOLVED that the President and the Secretary of the Corporation shall be, and hereby are, authorized and directed to execute and deliver Articles of Dissolution, to be filed with the Kentucky Secretary of State, and any other documents that are required to dissolve and liquidate the Corporation.

Be it further RESOLVED that written notice of the foregoing resolutions be sent to all members of the Corporation entitled to vote and that said notice state the place, day, hour, and purpose of the meeting wherein the membership will vote on adopting the foregoing resolutions.

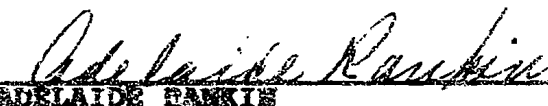
IN WITNESS WHEREOF, the undersigned, being all of the directors of The Central Christian Church, a Kentucky not-for-profit corporation, have hereunto subscribed their names to these resolutions as of this 11th day of October, 1987, and hereby adopt the foregoing resolutions in writing pursuant to K.R.S. §271A.220.



CALVIN C. KELLY



ELIZABETH HENNEBERGER



ADELAIDE RANKIN

Russell Henneberger
RUSSELL HENNEBERGER

Joseph H. Kennedy
JOE KENNEDY

Daisy Dealey
DAISY DEALEY

Anna L. Ernst
ANNA LAURA ERNST

Phyllis Kelly
PHYLLIS KELLY

Fran Kober
FRAN KOBER

Mary McCormick
MARY MCCORMICK

Elwood White by Elwood White Jr.
ELWOOD WHITE

Elwood White Jr.
ELWOOD WHITE, JR.

Jean Youstrey
JEAN YOUTSREY

CERTIFICATION BY SECRETARY

The undersigned, being the Secretary of the Corporation, hereby certifies that the foregoing resolutions and plan of dissolution were mailed to all members of the Corporation, along with a notice of meeting, sent in accordance with K.R.S. §273.197, giving notice of a meeting of the Corporation wherein the above resolutions were approved by all members present. The undersigned further certifies that the November 16, 1987, letter, a copy of which is attached hereto, is a copy of the notice that was sent to all members of the Corporation. These resolutions were read to the congregation for three consecutive Sundays and, on November 22, 1987, a congregational meeting was held at 11:45 a.m. in which the members present at said meeting voted by more than a two-thirds majority to fully adopt the foregoing resolutions and plan of dissolution.


ELIZABETH HENNEBERGER, Secretary

CENTRAL CHRISTIAN CHURCH
528 MONROE STREET
NEWPORT, KENTUCKY 41071

~~Phone 4-6888-0000~~
CHURCH 267-3422
~~Phone 4-6888-0037~~

MAILING ADDRESS
P. O. Box 395
NEWPORT, KENTUCKY 41071

November 16, 1987

Dear Christian Friends:

For the past ten years the congregation of the Newport Central Christian Church has suffered a serious and continuing erosion of membership due to circumstances beyond its control.

The congregation recognizes that to be truly Church, it must reach out in mission and ministry, and that its present membership is no longer able to provide a vibrant ministry beyond itself.

A Long-Range Planning Committee was appointed to study our situation at Newport Central. After much prayer, study, and thought, the Committee concluded that it would be best to terminate the visible ministry of the Newport Central Christian Church or, in other words, to close the church.

With the assistance of the Christian Church In Kentucky, the Long-Range Planning Committee drafted a resolution calling for the termination of the visible ministry of the Newport Central Christian Church. For the past three Sundays, this resolution has been read to the congregation.

On Sunday, November 22, 1987, there will be a congregational meeting at 11:45 a.m. in the church sanctuary to vote on the enclosed resolution to close the church. We urge you to attend this very important meeting to discuss and decide upon the future of the Newport Central Christian Church.

Please continue to pray that the Lord's will be done not only in the life of the Central Christian Church but also in the lives of the members.

Your Servant In Christ,

James A. Potts
James Potts, Minister

Enclosure