

ARTICLES OF INCORPORATION
OF
CHURCH LAW INSTITUTE, INC.

Church Law Institute, Inc. is hereby formed as a nonstock, nonprofit, corporation under the laws of the Commonwealth of Kentucky. The Articles of Incorporation of Church Law Institute, Inc. are as follows:

ARTICLE I. Name of Corporation

The name of the Corporation is Church Law Institute, Inc. ("CLI").

ARTICLE II. Purpose

Section 1. CLI is organized exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. CLI exists to protect and defend churches and church-related ministries and to carry out any other purposes consistent with the laws of the Commonwealth of Kentucky and its expected status as a nonprofit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future tax code. Further, CLI is authorized to engage in any other lawful endeavor or activity in furtherance of any of the foregoing purposes.

Section 2. CLI is organized pursuant to KRS. Chapter 273.

Section 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 herein. No substantial part

of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III. Board of Directors

Section 1. The initial Board of Directors of CLI ("Board") shall be comprised of three individuals, to wit: Gregg Farrell, 2705 Smallhouse Road, Bowling Green, Kentucky 42104; Eric Oliver, 307 Nicholas Ridge Drive, Elizabethtown, KY 42701; and James Savley, 1057 Vanderbilt Road, Mt. Juliet, Tennessee 37122. Subject to the limitations or restrictions imposed by the laws of the Commonwealth of Kentucky with regard to nonprofit organizations or by these Articles of Incorporation, the Board shall in its sole and absolute discretion direct the affairs of CLI.

Section 2. Number of Directors. The number of Directors shall be determined by the initial Board of Directors; however, there must be a minimum of three Directors at all times.

Section 3. Names and Addresses. The names and addresses of the persons serving as Directors shall be set forth in CLI's Annual Report to the Kentucky Secretary of State.

ARTICLE IV. Period of Duration

The duration of CLI is perpetual.

ARTICLE V. Provision for Regulation of Internal Affairs of the Ministry

Section 1. CLI shall be operated in accordance with these Articles of Incorporation and its Bylaws, as adopted by the Board of Directors.

Section 2. The ministry of CLI shall be operated in accordance with these Articles of Incorporation and the Bylaws.

Section 3. Any contract or other transaction between CLI and one or more of its directors, or officers (including any firm of which any of these individuals is a director, officer, employee or owner) shall be valid for all purposes as long as the fact of such interest shall be disclosed or is known to the Board. Assuming proper disclosure, the interested individual's presence in a meeting at which the contract or transaction is approved shall not be grounds to invalidate the contract or transaction. This section shall be not construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

Section 4. CLI reserves the right to amend these Articles of Incorporation in any manner now or hereafter permitted by statute and consistent with the procedures described in these Articles and the Bylaws.

ARTICLE VI. Dissolution.

Section 1. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 2. In the event of such dissolution, the Board shall immediately cause a notice of the dissolution to be mailed to each known creditor of CLI and shall proceed to collect its assets and apply and distribute them as follows:

- a. All liabilities and obligations of CLI shall be paid and discharged, or adequate provisions shall be made for such liabilities and obligations;
- b. Assets held by CLI upon condition which occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
- c. Assets received and held by CLI subject to limitations permitting their use only for charitable, religious, benevolent, educational, or similar purposes, but not held upon condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed 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 (such as another church) or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law), as the Board shall determine.
- d. Any assets not disposed of by action of the Board shall be disposed of by the Circuit Court of Warren County, Kentucky or the county in which the principal office of CLI is located.

ARTICLE VII. Indemnification and Limitation of Director Liability

Section 1. Generally.

CLI shall indemnify any Director or Officer who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a Director or Officer of CLI, or is or was serving at the request of CLI as a trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of

CLI, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

Section 2. Extent of Indemnification.

Without in any way limiting the foregoing, CLI shall indemnify its Directors or Officers to the full extent permitted by Kentucky law.

Section 3. No Presumption of Bad Faith:

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or 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 or she reasonably believed to be in, or at least not opposed to, the best interest of CLI.

Section 4. Limitation of Liability of Directors


- a. A provision eliminating or limiting the personal liability of a director to the corporation for monetary damages for breach of his duties as a director, provided that such provision shall not eliminate or limit the liability of a director:
- b. For any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation;
- c. For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or
- d. For any transaction from which the director derived an improper personal benefit.

ARTICLE VIII. Principal Office, Registered Office and Registered Agent

Section 1. Address of Principal Office and Registered Office. The address of the registered office in the State of Kentucky is 719A Dishman Lane, Bowling Green, Kentucky 42104, unless otherwise specified in CLI's annual report to the Kentucky Secretary of State; provided, however, the registered office shall not be changed without a resolution of the Board of Directors. The address of the principal office shall be the same as the registered office.

Section 2. Registered Agent. The name of the Registered agent of CLI for service of process is Brian Schuette, Executive Director and Senior Counsel of CLI 719A Dishman Lane, Bowling Green, Kentucky 42104.

This the 8th day of May , 2014.

A handwritten signature in black ink, appearing to read 'Brian Schuette', written over a horizontal line.

Brian Schuette, Incorporator