

**ARTICLES OF AMENDMENT AND RESTATEMENT
THE ARTICLES OF INCORPORATION
OF**

**EPWORTH UNITED METHODIST CHURCH INCORPORATED, OF
COVINGTON, KENTUCKY.**

Angela Barcol, President, and David Purdon, Secretary of Epworth United Methodist Church Incorporated, of Covington, Kentucky, a Kentucky non-profit corporation (hereinafter referred to as "Corporation"), do hereby certify that pursuant to a vote of its Members of the Corporation approved, by their written consent, as of March 12, 2023, the following resolution, adopted by the Board of Directors of the Corporation, to amend the Articles of Incorporation, to-wit:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF EPWORTH UNITED METHODIST CHURCH INCORPORATED, OF
COVINGTON, KENTUCKY**

ARTICLE I
Name

The name of the Corporation shall be Epworth Methodist Church, Inc.

ARTICLE 2
Duration

The Corporation shall have perpetual duration unless it shall be hereafter dissolved according to law.

ARTICLE 3
Purposes

(a) The Corporation is organized and shall be operated exclusively for charitable and religious purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code").

(b) The Corporation in furtherance of its purpose shall provide for a place of worship in Northern Kentucky for the promotion of Christianity and for intellectual, moral and spiritual development and improvement of mankind and the community.

(c) The Corporation is irrevocably dedicated to and shall be operated exclusively for nonprofit purposes, and no part of the income or assets of the Corporation shall inure to the benefit of or be distributable to any private individual or entity and it is intended that the Corporation shall conduct its activities in a manner consistent with its purpose and to continue to have the status of a corporation which is exempt from federal income taxation under Section 501 (c) (3) of the Code, and these articles shall be construed accordingly.

ARTICLE 4

Powers

The Corporation, as a means of accomplishing the purposes set forth in Article 3, shall have the following powers;

(a) The Corporation may acquire by gift, purchase, own, maintain, develop, sell, convey, assign, mortgage, or lease any interest in real estate and personal property and may construct, maintain and operate improvements thereon necessary or incidental to the accomplishment of the purposes set forth in Article 3 hereof.

(b) The Corporation may invest and reinvest its funds as its Board of Directors shall deem advisable subject to the limitations and conditions contained in any bequest, devise or gift.

(c) To do any and all things and engage in such other lawful activities consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the corporation is organized as herein set forth, in accordance with the provisions of Chapter 273 of the Kentucky Revised Statutes, or other applicable law or statute of the Commonwealth of Kentucky, or Section 501 (c) (3) of the Code.

ARTICLE 5

Members

The Members of the Corporation shall be the active registered members of the congregation.

ARTICLE 6

Board of Directors

The business and affairs of the Corporation shall be governed by a board of directors ("Board of Directors") designated or elected by the Members as set forth in the By-Laws of the Corporation. The number of directors constituting the initial board of directors is three (3). The names and mailing addresses of the persons who are to serve as directors until their successors are elected and qualified are as follows:

Toni Coffman 3180 Windermere Hill Road Covington, KY 41015
Mark Duncan 12058 Bowman Road Independence, KY 41051
Maranda Masters 4302 Richardson Road Independence, KY 41051

ARTICLE 7
Initial Registered Office and Agent

The address of the registered office of the Corporation is 1229 Highway Avenue, Covington, KY 41011, and the name of the registered agent at such address is Angela Barcol.

ARTICLE 8
Principal Office

The address of the principal office of the Corporation is 1229 Highway Avenue, Covington, KY 41011.

ARTICLE 9
Inurement

The Corporation is irrevocably dedicated to and shall be operated exclusively for charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any private individual; but 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 of the Corporation. It is intended that the Corporation shall have and shall continue to have status of a corporation which is exempt from Federal income taxation under Section 501 (c) (3) of the Code and which is other than a private foundation as defined in Section 509 of the Code; and these Articles of Incorporation shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

ARTICLE 10

By-Laws

The Corporation shall adopt revised by-laws which shall be made, altered, or rescinded by a majority vote of the Members at any regular or special meeting convened after notice for the purpose thereof so long as they are not inconsistent with the provisions of these Articles of Incorporation.

ARTICLE 11

Amendments to Articles

Amendments to these Articles shall be approved by majority vote of the Board of Directors at any regular or specially convened meeting called and noticed as provided for in the By-Laws. Any amendment to the Articles of Incorporation must also be approved by the Members pursuant to provisions of the by-laws of the Corporation. Upon such adoption and approval, such amendments must also be forwarded to the Kentucky Secretary of State and be filed and approved by the appropriate official before the same shall become effective.

ARTICLE 12

Distribution of Assets Upon Dissolution

If, at any time, the Corporation dissolves, the assets of the Corporation shall be applied and distributed as follows:

(a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefore;

(b) All remaining assets shall be distributed to a qualified charitable organization as described in Section 501 (c) (3) of the Code exclusively for charitable and religious purposes to such qualified organizations as are determined by the Board of Directors that will use the assets to pursue purposes, goals, and objectives of the Corporation. An organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for purposes described in Section 170 (c) (1) (2) (B) of the Code. Any assets not so distributed shall be distributed by the Court having jurisdiction in the county in which the principal office of the Corporation is then located exclusively for the aforesaid purposes of the Corporation or to such "qualified organizations" as said Court shall determine.

ARTICLE 13
Limited Liability

The directors, officers, employees, commissioners, managers of the Corporation shall not be liable as such for any obligation of the Corporation. The separate property of the directors, officers, employees, managers, agents, affiliates, advisors, trustees, or representatives shall be exempt from any of the Corporation's debts or liabilities.

ARTICLE 14
Indemnification

The directors, officers, employees, managers, agents, affiliates, advisors, trustees or representatives ("Covered Persons") shall be indemnified by the Corporation against reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such Covered Person may be made a party by reason of his or her being or having been a Covered Person, as set forth in the By-Laws of the Corporation and to the full extent provided by applicable law of the Commonwealth of Kentucky.

(signature page to follow)

IN WITNESS WHEREOF, the undersigned being the President and Secretary of Epworth United Methodist Church Incorporated, of Covington, Kentucky, a Kentucky non-profit corporation, have hereunto subscribed their names as of this 21st day of April, 2023.

**Epworth United Methodist
Church Incorporated, of
Covington, Kentucky., a Kentucky
non-profit corporation**

BY: Angela Barclol
Angela Barclol, President

BY: David C. Purdon
David Purdon, Secretary

THIS INSTRUMENT PREPARED BY:



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