

Delaware

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The First State


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "PRESBYTERIAN WOMEN IN THE PRESBYTERIAN (U.S.A.), INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2009, AT 1:37 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7226693

DATE: 04-03-09

CERTIFICATE OF INCORPORATION
OF
PRESBYTERIAN WOMEN IN THE PRESBYTERIAN CHURCH (U.S.A.), INC.

THE UNDERSIGNED INCORPORATOR, a natural person of the age of twenty-one years or more (the "Incorporator"), in order to form a nonstock, nonprofit corporation for the purposes stated in this Certificate of Incorporation (this "Certificate"), in accordance with the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY THAT:

ARTICLE I. NAME

The name of the corporation is Presbyterian Women in the Presbyterian Church (U.S.A.), Inc. (the "Corporation").

ARTICLE II. REGISTERED OFFICE AND AGENT

A. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

B. The name of the Corporation's registered agent at that address is The Corporation Trust Company.

ARTICLE III. PURPOSE

A. The Corporation is a nonprofit organization incorporated and operated exclusively for religious, charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (all references to sections of the Code include the corresponding provision of any subsequent federal tax law). More specifically, the Corporation is organized and operated to be an inclusive, caring community of women, forgiven and freed by God in Jesus Christ and empowered by the Holy

Spirit, that will strengthen the Presbyterian Church (U.S.A.) (the "Church") and witness to the promise of God's kingdom by nurturing faith through prayer and Bible study, supporting the mission of the Church worldwide, and working for justice and peace.

B. In furtherance of the foregoing purposes, the Corporation has all powers granted to a corporation under the General Corporation Law of the State of Delaware and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(3) of the Code and its qualification to receive contributions deductible under section 170(c)(2) of the Code.

C. No part of the net earnings of the Corporation may inure to the benefit of or be distributed to any director, employee, or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation must be limited to reasonable amounts. No substantial part of the activities of the Corporation may be devoted to the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Corporation for tax exemption under section 501(c)(3) of the Code. The Corporation shall not "participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office" within the meaning of section 501(c)(3) of the Code.

D. Notwithstanding any other provisions of this Certificate, the Corporation shall not carry on any activity not permitted to be carried on by:

- (1) a corporation exempt from federal income tax under section 501(c)(3) of the Code; or
- (2) a corporation contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE IV. STATEMENT OF FAITH

The Corporation holds to the doctrines and principles of the Reformed tradition as expressed in the *Book of Confessions* and the *Book of Order*, Parts I and II of the Constitution of the Church.

ARTICLE V. STOCK

The Corporation is not organized for profit and does not have authority to issue capital stock.

ARTICLE VI. MEMBERS

The Corporation shall have members, who shall be known as Voting Representatives, the qualifications, powers, and rights of which are as set out in this Certificate and in the Bylaws of the Corporation (the "Bylaws"). The Bylaws may only be amended by a two-thirds vote of the Voting Representatives, as provided in the Bylaws.

ARTICLE VII. DIRECTORS

A. The affairs and business of the Corporation are to be managed and conducted by the directors of the Corporation, who shall be selected from time to time in such number and manner, and for such terms, as the Voting Representatives may determine, as set forth in the Bylaws. Any or all such directors may be removed or the number of such directors may be increased or decreased at any time by a two-thirds vote of the Voting Representatives or as otherwise set forth in the Bylaws. All the business and affairs of the Corporation shall be conducted by the directors under and subject to the direction of the Voting Representatives, or of any duly authorized officer or agency thereof, so far as such direction shall be lawful and in accordance with the constitution of the Presbyterian Church (U.S.A.) and the laws of the State of Delaware and of the United States of America.

B. The qualifications, manner of election, number, tenure, powers, and duties of the directors as set out in the Bylaws.

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------|---|
| M. Ruth M. Madrigal | Caplin & Drysdale, Chartered One Thomas Circle, NW, Suite 1100 Washington, DC 20005 |

The powers of the Incorporator cease upon the election or appointment of initial directors of the Corporation.

ARTICLE IX. DIRECTOR LIABILITY

A. No director of the Corporation is personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director except that this Article IX does not eliminate or limit the liability of a director for:

- (1) any breach of a director's duty of loyalty to the Corporation;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; or
- (3) any transaction from which the director involved derived an improper personal benefit.

B. If the General Corporation Law of the State of Delaware is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation of personal liability set out in this Article IX, will be limited to the fullest extent permitted by the amended law.

ARTICLE X. PRIVATE FOUNDATION RULES

A. The Corporation shall be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code. If, however, at any time, the Corporation is classified as a private foundation under federal tax laws, then at such time the Corporation shall be subject to the following restrictions:

(1) the Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;

(2) the Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;

(3) the Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;

(4) the Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and

(5) the Corporation shall not make any taxable expenditure, as defined in section 4945(d) of the Code.

ARTICLE XI. DISSOLUTION

A. In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law:

(1) None of the property of the Corporation nor any proceeds thereof may be distributed to or divided among any of the directors of the Corporation or inure to the benefit of any individual.

(2) After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made therefor, all remaining property and assets of the Corporation must be distributed to a successor organization to the Corporation, as

designated by the General Assembly of the Church ("General Assembly") or its successor, or if there is no successor organization to the Corporation, to one or more organizations formed and operated exclusively for religious, educational or charitable purposes within the meaning of section 501(c)(3) of the Code, as selected and designated by the General Assembly, to be used exclusively for ministry to women and children; provided, however, that in any event, the following conditions must be met with respect to any and all distributee organizations:

(a) transfers of property to such organization(s) must, to the extent then permitted under the laws of the United States, be exempt from federal gift, succession, inheritance, estate, or death taxes (by whatever named called);

(b) such organization(s) must be exempt from federal income taxes by reason of section 501(c)(3) of the Code; and

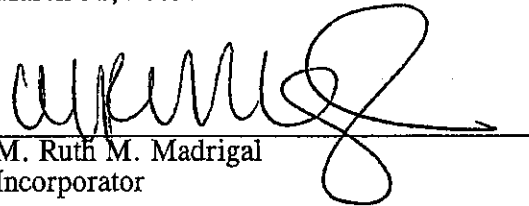
(c) contributions to such organization(s) must be deductible by reason of section 170 of the Code.

ARTICLE XII. AMENDMENTS

This Certificate may be amended by a two-thirds vote of the directors, provided, however, that no change in the rights of Voting Representatives shall be made without the prior approval of two-thirds of the Voting Representatives, either in writing or by vote taken at a meeting of the Voting Representatives after notice of the proposed amendment shall have been given to all Voting Representatives. If the proposed amendment is to be approved at a meeting of the Voting Representatives, notice of the meeting and of the proposed amendment must be given to all Voting Representatives at least 45 days (and no more than 60 days) prior to the date of such meeting.

{Signature on next page.}

The undersigned Incorporator named above does hereby affirm under penalties of perjury that this Certificate of Incorporation of Presbyterian Women in the Presbyterian Church (U.S.A.), Inc. is her act and deed and the facts stated in this Certificate are true, and, accordingly, she has executed this Certificate as of March 31, 2009.



M. Ruth M. Madrigal
Incorporator