

**RESTATED ARTICLES OF INCORPORATION
OF ST. JOHN'S LUTHERAN CHURCH OF ORANGE**

ARTICLE 1 – NAME

The name of this corporation is:

ST. JOHN'S LUTHERAN CHURCH OF ORANGE

ARTICLE 2 – PURPOSE AND STATUS

Section 2.1 This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law of the State of California, exclusively for religious purposes.

Section 2.2 In pursuit of its religious purposes, this corporation shall carry on the work of a Lutheran congregation in accordance with the confessional standard of the Lutheran Church–Missouri Synod, including the preaching and teaching of the Word of God, the administration of the sacraments, the conduct of a school or schools, the provision of assistance to those in need, and the establishment and maintenance of a cemetery for the benefit of the members.

Section 2.3 This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

ARTICLE 3 – POWERS

This corporation shall have all of the powers of a natural person as provided in the Nonprofit Religious Corporation Law, subject to any limitations contained in these articles, or in the constitution or bylaws of the congregation.

ARTICLE 4 – TAX EXEMPT STATUS

Section 4.1 The property of this corporation is irrevocably dedicated to religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. 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 payment and distributions in furtherance of the purposes set forth in Article 2, above.

Section 4.2 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 or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Section 4.3 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 5 – DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the winding up and dissolution of the corporation, the assets of the corporation shall be distributed to the following entities, in the order listed, on the condition that the entity is organized and operated exclusively for 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:

(a) The Pacific Southwest District of the Lutheran Church–Missouri Synod, or to the qualified successor of that entity; or

(b) If at the time of such distribution the Pacific Southwest District is not in existence, and it has no qualified successor, then to the Lutheran Church–Missouri Synod, or its qualified successor; or

(c) If at the time of such distribution the Lutheran Church–Missouri Synod is not in existence, and it has no qualified successor, then to such religious entity which the voting members of this corporation shall decide is most nearly committed to, and adheres and conforms to, the confessional standard of the congregation established pursuant to these articles and the constitution of the congregation, and is organized exclusively for religious purposes.

ARTICLE 6 – GOVERNANCE OF THE CONGREGATION

The congregation established pursuant to these articles may adopt a constitution and bylaws for the governance of the activities of the congregation, subject to the provisions and limitations of these articles, including the provisions for the qualification of the corporation for tax exempt status. In the event of any conflict between these articles and the provisions of that constitution or bylaws, the provisions of these articles shall take precedence. That constitution and bylaws together shall constitute bylaws of this corporation as referred to in the Nonprofit Religious Corporation Law.

ARTICLE 7 – MEMBERS

The congregation established pursuant to these articles may provide for the qualification of voting members of the congregation in a constitution or bylaws adopted by the congregation. Those voting members shall also constitute the voting members of this corporation.

ARTICLE 8 – DIRECTORS

The congregation established pursuant to these articles may provide for its governance by trustees, selected as provided in the constitution or bylaws adopted by the congregation. Those trustees shall also constitute the directors of this corporation.

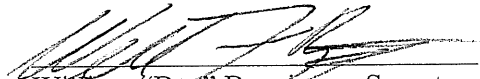
ARTICLE 9 – AMENDMENTS

These articles may be amended by the same process as provided in a constitution that may be adopted by the congregation established pursuant to these articles, for the amendment of that constitution.

– End of Restated Articles of Incorporation –

Dates of Adoption and Amendments:

Adopted by a Congregational Assembly: October 18, 2022


William "Boe" Boezinger, Secretary

Subsequent Amendments: