

ARTICLES OF INCORPORATION  
OF  
HEARTLAND PRESBYTERY  
(Revised as of 7/1/88)

1.

We, the undersigned, being natural persons of the age of twenty-one years or more and citizens of the United States for the purpose of forming a corporation under "The General Not For profit Corporation Act" of the State of Missouri, do hereby adopt the following Articles of Incorporation:

1.0

ARTICLE I

1.1

The name of the corporation is: HEARTLAND PRESBYTERY.

ARTICLE II

1.2

The period of duration of the corporation is perpetual.

ARTICLE III

1.3

The address of its initial registered office in the State of Missouri is: 7850 Holmes Road, Kansas City, Missouri, 64131. The Registered agent at said address is Robert J. Rea, Jr.\*

ARTICLE IV

1.4.

The first Board of Directors shall be 24 in number. The names and addresses said Board of Directors are as follows:

NAME

ADDRESS

(Here were listed the names and addresses of the first Board of Directors.)

ARTICLE V

1.5

The corporation is organized for religious purposes and in furtherance thereof to engage in all of the activities and functions necessary and appropriate to handle the property, fiscal, financial and business affairs of a Presbytery in all ways as permitted and provided for in the Book of Order of the Presbyterian Church (U.S.A.), as said document now exists or may hereafter be amended or modified, and in the equivalent Book or Constitution of any successor or successors to said denominations. In furtherance of the foregoing and not in limitations thereof, the corporation is authorized to engage in the following activities:

1.5.1.

- a. To promote the work of evangelization and to plan, foster, and oversee all Presbyterian churches, schools, missions and centers of Christian social work within the field of Heartland Presbytery.
- b. To secure sites and to locate, erect and care for all buildings for such institutions.

*\* The registered office has been subsequently changed to 1220 Washington Street, Suite 300, Kansas City, Missouri 64105 and registered agent has been subsequently changed to Blackwood & Langworthy, P.C. The Presbytery's corporation is qualified to transact its activities in the State of Kansas, and its registered agent is the Synod of Mid-America, Presbyterian Church (U.S.A.), Inc. The registered office is at the office of the Synod in Johnson County, Kansas.  
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- c. To secure, collect, accept, take and hold in trust or otherwise, all funds, securities and other personal property, for the purposes herein indicated, and to invest and distribute the same in proper discharge of said trust and for the purposes of the corporation.
- d. To make and enforce contracts in relation to the legitimate business of the corporation and to take, purchase, hold and dispose of real and personal estate for the purpose of its organization.

1.5.2 The corporation shall have all of the powers granted by the "General Not For Profit Corporation Law" of the state of Missouri as now in effect or as hereafter amended, and all powers necessary or appropriate to carry out the foregoing stated purposes. Notwithstanding any statement of purposes or powers aforesaid, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

1.6. ARTICLE VI

This corporation is not organized for and shall not be operated for profit. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual, and there shall be no distribution of cash or property by way of interest, dividends or otherwise to any individual officer, director or member of this corporation, nor to any other individual of whatsoever character or description. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no officer, director or member of the corporation, and no other individual, shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of any money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively as directed by higher judicatories of the denominations or denomination with which the Heartland Presbytery is affiliated, and in such manner that is not inconsistent with the said Book of Order or equivalent document of any successor denominations, and not inconsistent with Chapter 355 of the Missouri General Not For Profit Corporation Law.

1.7. ARTICLE VII

The names and addresses of the incorporators are as follows:

NAME	ADDRESS
(Here were listed the names and addresses of the three incorporators.)	

1.8. ARTICLE VIII

The business and affairs of said corporation are subject to the supervision, jurisdiction and direction of the Presbyterian Church (U.S.A.), and all property, real and personal held by said corporation is to be used, exchanged, conveyed or otherwise disposed by said Board only as authorized and directed by said Heartland Presbytery for the uses and purposes aforesaid. A property held by said corporation is held in trust for the use and benefit of the Presbyterian Church (U.S.A.), as provided by its Book of Order.

ARTICLE IX

1.9.

The members of the corporation shall consist of duly constituted minister and elder members and elder commissioners to Presbytery. Each member of the corporation as so constituted shall have equal voting powers.

1.9

ARTICLE X

1.10

The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested only in the members of the corporation, except as hereinafter specifically otherwise provided. Such Bylaws may, in the discretion of the members of the corporation, contain, in addition to the usual provisions, any one or more of the following provisions:

- a. The By-Laws may provide that some or all of the officers of the corporation may be the same individuals as the corresponding ecclesiastical officers or officials of Heartland Presbytery, in which event the election of such ecclesiastical officers or officials shall, without more, constitute the individual or individuals so elected the corresponding officer of the corporation.
- b. The By-Laws may provide that the Board of Directors of the corporation shall be made up of all or certain designated members of the Presbytery Council of Heartland Presbytery, in which event the election of persons by the members of the Presbytery to places on the Presbytery Council shall, without more, constitute the election of those same persons to membership on the Board of Directors of the corporation. Said By-Laws may empower the Board of Directors to adopt amendments to the By-Laws solely for the purpose of increasing or decreasing the number of members of the Board of Directors in order that the number of the Board of Directors may correspond with the number of members, or voting members, of Presbytery Council.
- c. The By-Laws may vest the sole power to authorize the sale, lease and/or mortgaging of any real estate or interest in real estate owned by the corporation in the membership of the corporation, without action by the Board of Directors.
- d. The By-Laws may provide that every duly called and constituted meeting of Heartland Presbytery shall constitute a duly and properly called meeting of the members of the corporation, in which event any and all actions authorized to be taken by the members of the corporation may be taken at any regular meeting of said Presbytery without special or additional notice to the members.

ARTICLE XI

1.11

At the time of the organization of this corporation, it is intended to seek qualification of this corporation as a tax-exempt organization under the provision of Section 501(c)(3) of the Internal Revenue Code of 1954, as the said Section may now exist or may hereafter be amended from time to time. It is intended that this organization shall continue in such tax-exempt status so long as, and only so long as, churches and judicatories of church denominations are eligible to qualify for such tax-exempt status. It is further intended that if at some later date such organizations are no longer permitted to qualify for such tax-exempt status, that this corporation will thereafter no longer seek such tax-exempt status.

1.11.1.

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1.11.2. So long as this corporation holds or seeks to hold tax-exempt status within the intendment of said Section 501(c)(3), then this corporation shall be operated exclusively for educational and charitable purposes as described in said Section, and shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of such educational and charitable purposes. In the event that at the time of the liquidation or dissolution of this corporation, whether voluntary or involuntary, the corporation at that time still holds or is then seeking such tax-exempt status, then and in such event, after the payment of all debts and obligations of the corporation, the balance of all money and other property then in the hands of or under the control of the corporation shall be used or distributed exclusively for purposes within the intendment of Section 501(c)(3) of the Internal Revenue Code of 1954, as it may be subsequently amended. If at the time of such liquidation or dissolution this corporation is not then claiming or attempting to hold such tax-exempt status, then the use or distribution of its remaining money and other property shall not be controlled or limited by the provisions of said Section 501(c)(3) or any successor to said Section.

1.12. ARTICLE XII

1.12.1. In the event this corporation shall become qualified to conduct its activities and operations in any state outside the State of Missouri, and in the event the applicable laws of such state require that title to property owned by a religious corporation be held in the name of designated trustees, then in such event, and without further action on the part of the corporation, title to all property owned by this corporation and located within the jurisdiction of such state shall be held in the names of the then acting members of the board of Directors of the corporation, who for such purposes shall constitute Trustees within the meaning of such laws for the purpose of the holding of title to the property of this corporation lying within the jurisdiction of such state. In the event that the laws of such state preclude a non-resident of such state from serving as one of such Trustees, then the member or members of the Board of Directors of this corporation who are residents of such state shall serve as such trustees.

1.12.2. (Here were shown the signatures of the original incorporators and the acknowledgment of those signatures before a Notary Public.)

1.12.3. (The foregoing is a current restatement of the original Articles of Incorporation as originally filed and approved May 24, 1973 and subsequently amended on March 16, 1984 and February 8, 1985.)

02/08/85

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