

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
EPISCOPAL MINISTRIES TO THE UNIVERSITY OF COLORADO, BOULDER,  
a Colorado Nonprofit Corporation**

The undersigned, acting as incorporators hereby incorporate a nonprofit corporation under the Colorado Nonprofit Corporation Act, by signing, acknowledging, and delivering in duplicate the following Articles of Incorporation to the Colorado Secretary of State:

**ARTICLE 1  
NAME**

The name of the nonprofit corporation shall be EPISCOPAL MINISTRIES TO THE UNIVERSITY OF COLORADO, BOULDER, a Colorado nonprofit corporation (hereinafter referred to in these Articles as "EMCUB"), sometimes also known as EPISCOPALIANS ON CAMPUS.

**ARTICLE 2  
PERIOD OF DURATION**

The period of duration of the nonprofit corporation shall be perpetual.

**ARTICLE 3  
PURPOSES**

EMCUB is organized and shall be operated exclusively for religious, charitable, and educational purposes permissible under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any future federal tax code (hereinafter referred to as the "Code").

3.1 The foregoing general purposes shall include the following specific purposes, without limitation:

3.1.1 The primary purpose of EMCUB shall be to provide an Episcopal parish-based Eucharistically-centered outreach ministry that is led by clergy and lay persons lifting and honoring Jesus Christ as Lord to faculty, staff, and students connected with the University of Colorado, Boulder, and other young adults in the greater metropolitan area, to offer a place and opportunity to counsel using Christian faith and values through an Anglican outreach of dialogue, study, lifestyle, and worship to individuals seeking life meaning through faith in God, and to promote the role of Christianity in shaping public values, particularly in individuals' academic, business, and professional life while involved in a secular university community in association with Saint Aidan's Parish, the Boulder Episcopal Churches presently including St. John's, St. Ambrose, and St. Mary Magdalene, and The Episcopal Diocese of Colorado;

3.1.2 To operate as a diocesan institution within The Diocese of Colorado of The Protestant Episcopal Church in the United States of America. In all ecclesiastical matters,

EMCUB shall accede to the Constitution and Canons adopted by the General Convention of The Protestant Episcopal Church in the United States of America and to the Constitution and Canons of The Diocese of Colorado. EMCUB shall have control of its own local affairs regarding all non-ecclesiastical matters and shall own and control the disposition and distribution of all funds and property that are gifted to, transferred to, or earned by EMCUB;

3.1.3 To receive, invest, use, expend, or donate such real or personal property, including income therefrom, as may be necessary or desirable for effectuating the foregoing purposes, without limitation as to amount or value, except such limitations, if any, as may be imposed by law or as may be contained in the instrument under which such property is received and, to that end, to take and hold, by bequest, devise, gift, purchase, or lease, either outright or in trust for such purposes, any property, without limitation as to amount or value, except such limitations, if any, as may be imposed by law or policies adopted by EMCUB; and

3.1.4 To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

#### **ARTICLE 4** **LIMITATIONS**

4.1 No part of the net earnings of EMCUB shall inure to the benefit of, or be distributable to, any stewards, officers, or other private persons, except that EMCUB shall be authorized and empowered to pay reasonable compensation for any services rendered to EMCUB by a steward, officer, agent, employee, or other person or corporation pursuant to authorization by the Board of Stewards. Any payments and distributions shall be in furtherance of the purposes set forth in these Articles of Incorporation.

4.2 No part of the activities of EMCUB shall be the carrying on of propaganda or otherwise attempting to influence legislation, and EMCUB shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

4.3 Notwithstanding any other provision of these Articles, EMCUB shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4.4 Notwithstanding any other provision of these Articles, if in any year EMCUB is treated as a private foundation under Section 509 of the Code:

4.4.1 EMCUB will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

4.4.2 EMCUB shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

4.4.3 EMCUB shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

4.4.4 EMCUB will not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

4.4.5 EMCUB will not make any taxable expenditures as defined in Section 4945(d) of the Code.

**ARTICLE 5**  
**DIOCESAN INSTITUTION**

EMCUB shall be a Diocesan institution of The Episcopal Diocese of Colorado. As such, EMCUB expressly accedes to the Constitution and Canons of The Episcopal Church and the Constitution and the Canons of The Episcopal Diocese of Colorado. The Bishop of The Diocese, or his designated representative, shall be a member of the Board of Stewards. The election of individuals to the Board of Stewards shall be ratified by the Executive Council of The Diocese. EMCUB shall not encumber any real property owned by it without the prior written consent of The Bishop and the Executive Council of The Diocese, unless said real property is held by EMCUB for investment purposes as a part of the investment portfolio of EMCUB.

**ARTICLE 6**  
**REGISTERED OFFICE AND AGENT**

The address of the initial registered office and the principal office of EMCUB in Colorado is:

EMCUB  
2425 Colorado Avenue  
Boulder Co 80302

and the name of its initial registered agent at such address is the Rev. Don K. Henderson.

**ARTICLE 7**  
**BOARD OF STEWARDS**

7.1 EMCUB shall be governed by a board of directors which shall have a religious name and be known collectively as the Board of Stewards and each director shall be individually referred to as a Steward.

7.2 The number of stewards constituting the initial Board of Stewards of EMCUB shall be three (3) who shall act until the first annual meeting or until a special meeting called by the initial Board of Stewards, whichever meeting first occurs. The names and addresses of the persons who are to serve as the initial stewards until a successor or successors are elected and qualified are, in alphabetical order:

Dr. Jane B. Daniels  
The Rev. Don K. Henderson  
Virginia W. Patterson

7.3 At the first meeting of the permanent Board of Stewards and at each annual meeting thereafter, the Board of Stewards shall ratify the nomination of stewards to the Board of Stewards subject to subsequent ratification of such new stewards by the Executive Council of The Diocese. The business and internal affairs of EMCUB shall be managed and conducted by a permanent Board of Stewards whose number and qualifications shall be as follows:

7.3.1 The Board shall consist of eleven (11) members consisting of two (2) stewards who shall be nominated by The Episcopal Diocese of Colorado, one of which shall be The Bishop of The Diocese, one (1) steward nominated by the Rector and Vestry of St. John's Episcopal Church, one (1) steward nominated by the Rector and the Vestry of St. Ambrose Episcopal Church, and one (1) steward nominated by the Rector and the Vestry of St. Mary Magdalene Episcopal Church, and six (6) stewards nominated by the Rector and Vestry of St. Aidan's Episcopal Church.

7.3.2 The terms of the permanent Board of Stewards (except for The Bishop of The Diocese or his designated representative, who shall have no term) shall be for three (3) years but shall be staggered to provide continuity and to phase in one-, two-, or three-year terms.

## **ARTICLE 8** **MEMBERS**

EMCUB, as a nonprofit corporation, shall have no members.

## **ARTICLE 9** **OFFICERS**

The elected and appointed officers of EMCUB shall be as provided for in the Bylaws.

## **ARTICLE 10** **POWERS**

10.1 To effectuate its purposes as a nonprofit corporation, EMCUB, shall have the following powers in addition to the rights, privileges, and powers granted under the Colorado Nonprofit Corporation Act:

10.1.1 To solicit, accept, acquire, or receive by gift, bequest, devise, grant, endowment, or purchase real and personal property, and to own, invest, reinvest, hold, use, manage, contract for, sell, convey, lease, exchange, and dispose of property; to use and spend the proceeds thereof for the purposes of EMCUB;

10.1.2 To act as trustee of trusts or otherwise act in a fiduciary capacity when so designated in any inter vivos or testamentary gift and to become the beneficiary of insurance policies and annuities;

10.1.3 To receive any real or personal property, in trust or under the terms of any will, for any of the foregoing purposes and, in administering the same, shall carry out the directions and exercise the powers contained in the instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the instrument under which it is received, but shall not have the power to expend principal from any designated endowment fund of EMCUB recognized by the Board of Stewards nor shall any gift, bequest, or devise of any such property be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal for other than "charitable purposes" within the meaning of such terms as defined in these Articles of Incorporation or, as shall in the opinion of the Board of Stewards, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Code or the policies established by EMCUB;

10.1.3.1 The term "charitable purposes" shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the context of terms used in Section 501(c)(3) of the Code but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States; and

10.1.3.2 References to "charitable organization" mean corporations, trusts, funds, or foundations, created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual. It is intended that the organization described in these Articles of Incorporation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Code, as now in force or afterwards amended.

10.1.4 To qualify for tax exempt status under federal and other applicable law;

10.1.5 To hire or terminate employees or agents of EMCUB, define their duties, and fix their compensation; and

10.1.6 To exercise, in general, any and all powers for which a nonprofit corporation organized under the applicable provisions of the Colorado law for religious, education, and charitable purposes can be authorized to exercise, to the extent the exercise of such powers is in furtherance of exempt purposes that the Board of Stewards determines to be necessary or incidental to the effectuation of the purposes of EMCUB.

**ARTICLE 11**  
**DISSOLUTION OF CORPORATION**

11.1 The Bishop of The Diocese, with advice and consent of a two-thirds vote of the Diocesan Convention and a two-thirds vote of the Executive Council of The Diocese, may or the Board of Stewards may, by a seventy-five percent (75%) majority vote, dissolve EMCUB through the adoption of a resolution to dissolve.

11.2 Upon the dissolution of EMCUB and expressly subject to the provision of 11.3 below, the Board of Stewards shall, after paying or making provision for the payment of all of the liabilities of EMCUB, distribute, transfer, convey, deliver, pay over, or otherwise dispose all of the assets of the corporation then remaining to The Bishop and The Diocese of Colorado, a Colorado nonprofit corporation, or its successor, or if that corporation no longer exists, then to such other religious charitable organization or organizations that have an identical purpose as set forth in paragraphs under 3.1 above, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any assets that cannot be so disposed of shall be disposed of by the District Court of the county in which the principal office of EMCUB is located. The court shall distribute the assets to such organization or organizations that have an identical purpose as set forth in paragraph 3.1 above and , if not possible, to such organization or organizations which are organized and operated exclusively for such exempt purposes under Section 501(c)(3) of the Code.

11.3 The distribution of any assets following dissolution of EMCUB that represent endowments, restricted gifts, or special purpose gifts to EMCUB shall be honored, administered, and maintained subject to such specific purposes by The Diocese or successor entity in the identical manner and for the same specific purposes as set forth under the paragraphs of 3.1 above.

**ARTICLE 12**  
**INDEMNIFICATION**

EMCUB shall indemnify its stewards and officers to the full extent permitted by Colorado law.

**ARTICLE 13**  
**LIMITATION OF LIABILITY**

13.1 The personal liability of a steward to EMCUB for monetary damages for breach of fiduciary duty as a steward is limited to the full extent provided by Colorado law.

13.2 The stewards, officers, and employees of EMCUB shall not, as such, be liable for the obligations of EMCUB.

13.3 Stewards shall not be liable for actions taken or omissions made in the performance of corporate duties except for wanton and willful acts or omissions.

**ARTICLE 14**  
**BYLAWS**

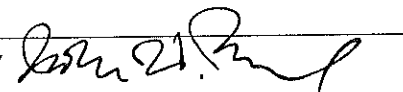
EMCUB may, by its Bylaws, make any other provisions or requirements for the conduct of the business of EMCUB, provided they are not inconsistent with these Articles of Incorporation nor contrary to the Constitution and Canons of The Episcopal Church and The Episcopal Diocese of Colorado, the laws of the State of Colorado or of the United States.

**ARTICLE 15**  
**AMENDMENTS**

These Articles of Incorporation may be amended at any time and in any respect, as permitted by law, if so authorized by the vote of at least a sixty percent (60%) majority of the Board of Stewards at any meeting called for the purposes of considering such proposed amendment or amendments, upon notice given to the Stewards as provided in the Bylaws and upon obtaining the express consent of the Chancellor of The Diocese of Colorado and the written consent of the Executive Council of The Diocese of Colorado.

The undersigned, acting as the duly authorized Secretary of EMCUB, hereby affirms that at a meeting of the Board of Stewards duly called and convened on March 1, 2007, the foregoing Amended and Restated Articles of Incorporation of the nonprofit corporation known as Episcopal Ministries to the University of Colorado, Boulder were duly adopted in accordance with Article 15 of the Articles of Incorporation in effect at the time of the amendment.

Secretary \_\_\_\_\_  
Date

  
JUNE 12, 2007