

ARTICLES OF AMENDMENT

WOMAN'S MISSIONARY UNION,

AUXILIARY TO SOUTHERN BAPTIST CONVENTION

WHEREAS, Woman's Missionary Union, Auxiliary to Southern Baptist Convention, is a nonprofit corporation organized and existing under the laws of Alabama;

WHEREAS, the declaration of its incorporation, executed June 3, 1925, was duly recorded on June 4, 1925, in Volume 14 of Records of Incorporation at page 144, Office of the Judge of Probate of Jefferson County Alabama; and

WHEREAS, the corporation desires to revise its existing articles of incorporation and to restate its articles as amended;

NOW, THEREFORE, the existing articles of incorporation are hereby amended and restated, in accordance with Article 4 of the Alabama Nonprofit Corporation Act, by deleting the present provisions in their entirety and by substituting therefor the following:

1. The name of the corporation is **WOMAN'S MISSIONARY UNION, AUXILIARY TO SOUTHERN BAPTIST CONVENTION.**

2. The period of duration of the corporation is perpetual.

3. The corporation is organized exclusively for religious purposes, to wit, the promotion of Christian missions.

4. This corporation shall at no time have the power to control nor shall it control any church or church, associational, or state Woman's Missionary Union organization, or Southern Baptist general body. Neither shall this corporation have the power to control nor shall it control any member of this corporation except in matters of the member's rights and duties as set forth in these articles of incorporation or the bylaws.

5. The members of Woman's Missionary Union organizations in churches and missions of the Southern Baptist Convention shall comprise the membership of this corporation. The members of this corporation registered at the annual meeting shall constitute the class of members of this corporation eligible to vote. Those members eligible to vote shall have the right to elect the president (who shall have served as a member of the executive board at some time prior to her election as president), and secretary (who shall be called recording secretary), and shall have the right to amend the bylaws not inconsistent with the law or these articles of incorporation.

GUENTHER & JORDAN

ATTORNEYS AT LAW

860 VANDERBILT PLAZA
2100 WEST

6. All corporate powers shall otherwise be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of a board of directors, who shall be called the executive board. This board shall be composed of the only officers of the corporation, the president, vice presidents, recording secretary, and the executive director/treasurer.

7. The executive director shall be the executive officer of the corporation. She shall be elected by the executive board and shall serve by virtue of her office also as the treasurer of the corporation. The executive director/treasurer shall have no right to vote as a member of the executive board.

8. The vice presidents shall be the presidents of Woman's Missionary Unions in state conventions qualifying for representation on the Executive Committee of the Southern Baptist Convention.

9. The president shall preside at the annual meeting of the corporation, preside at meetings of the executive board, and call special meetings of the executive board. Otherwise she shall discharge those duties and represent Woman's Missionary Union as directed by the executive board.

10. The corporation shall be not for profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to the directors, officers, or any individual, except that 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.

11. The assets of the corporation shall be dedicated to the religious purposes of the corporation. Upon the dissolution of this corporation the assets of the corporation shall be distributed by the corporation or by a court of competent jurisdiction for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

12. No substantial part of the activities of this corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, as prohibited for tax exempt corporations by the above Code. This corporation shall not directly or indirectly 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.

13. These foregoing articles correctly set forth the provisions of the articles of incorporation as amended and shall supersede the original articles of incorporation and all amendments thereto. They have been duly adopted as required by law by the board of directors on the 8th day of January, 1990, the action receiving an affirmative vote of a majority of the directors in office. The corporation has no members entitled to vote thereon.

IN WITNESS WHEREOF, these articles have been executed on behalf of the corporation by the president and secretary of the corporation, and have been verified by the secretary of the corporation.

Margaret J. McCullough
President

Patricia T. Dent
Secretary

STATE OF ALABAMA)

COUNTY OF Shelby)

I, Pattie J. Dent, being first duly sworn, deposes and says:

1. That Pattie J. Dent is the secretary of Woman's Missionary Union, Auxillary to Southern Baptist Convention, a corporation duly organized and existing under and by virtue of the laws of Alabama, and in whose behalf she makes this affidavit.

2. I verify that the above articles were adopted on the date and in the manner set forth in the above articles.

Pattie J. Dent
Secretary

Before me, Joan G. Wilkin, a Notary Public in and for said county and state, personally appeared Pattie J. Dent, Secretary whose name is signed above and who is known to me, and being by me first duly sworn, acknowledged before me on this day, that she signed the same voluntarily on this date.

Given under my hand and official seal on this the 9th day of January, 1990.

Joan G. Wilkin
Notary Public

My commission expires: 6/6/93

State of Alabama

SHELBY

County

CERTIFICATE OF AMENDMENT

OF

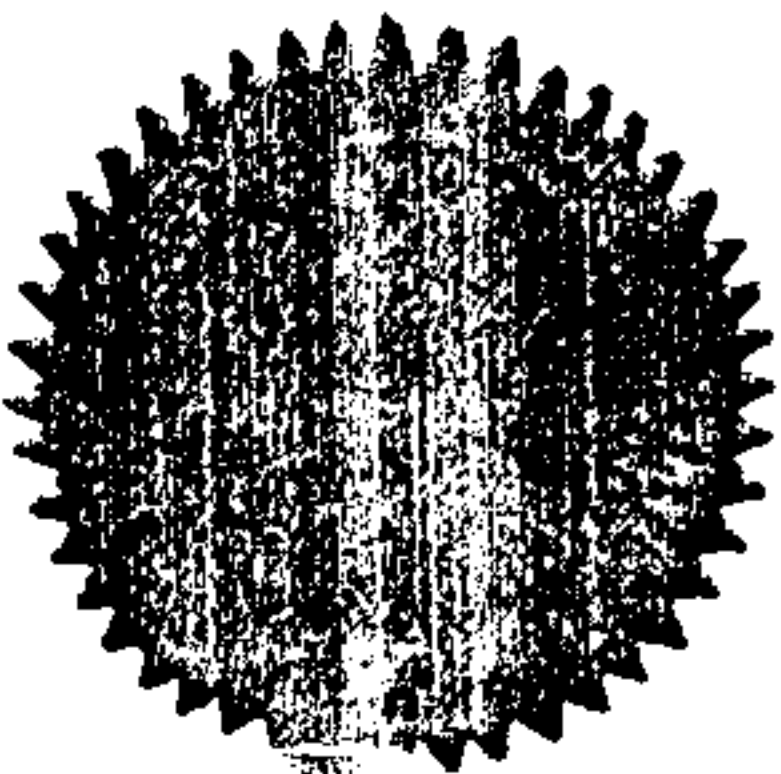
WOMAN'S MISSIONARY UNION, AUXILIARY TO SOUTHERN BAPTIST CONVENTION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDMENT of WOMAN'S MISSIONARY UNION, AUXILIARY TO SOUTHERN BAPTIST CONVENTION, duly signed and verified pursuant to the provisions of Section _____ of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of AMENDMENT of WOMAN'S MISSIONARY UNION, AUXILIARY TO SOUTHERN BAPTIST CONVENTION, and attaches hereto a duplicate original of the Articles of AMENDMENT.

GIVEN Under My Hand and Official Seal on this the 12th day of

FEBRUARY, 1990.



STATE OF ALA. SHELBY
I CERTIFY THAT
INSTRUMENT WAS FILED

90 FEB 12 PM 3:51

JUDGE OF PROBATE

Thomas A. Howdley, Jr.
Judge of Probate

Rec 10.00
Jud 3.00
13.00

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