

AMENDED AND RESTATED ARTICLES OF INCORPORATION AND
CONSTITUTION OF AUTUMN RIDGE CHURCH

ARTICLE I

NAME OF THE CORPORATION

The name of this corporation shall be Autumn Ridge Church. Its location shall be 3611 Salem Road SW Rochester, Minnesota. In these Amended and Restated Articles of Incorporation, the corporation shall be referred to as the "Church."

ARTICLE II

PURPOSE AND TAX STATUS

The purpose of this Church is to share the Gospel of Jesus Christ in the local community and the world and to encourage believers to be fully devoted disciples of Jesus Christ.

This Church may receive and disburse funds or other property incident to or necessary for the accomplishment of the purpose stated above and any and all acts incidental to the transaction of the business of this Church or expedient for attaining the purpose stated herein.

In furtherance of its purposes, this Church may engage in, advance, promote and administer religious activities and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others, and may aid, assist and contribute to the support of corporations, associations and institutions which are organized and operated exclusively for such purposes and which are described in Section 501(c)(3) of the Internal Revenue Code of 1986.

This Church shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom for the furtherance of the purposes of this Church herein above set forth, or any of them, and to lease, mortgage, encumber, and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to this Church by the Minnesota Nonprofit Corporation Act, as now enacted or as hereafter amended. All the powers of this Church shall be exercised only so that this Church's operations shall be exclusively within the contemplation of Section 501(c)(3) of the Internal Revenue Code of 1986.

All references in these Articles of Incorporation to sections of the Internal Revenue Code of 1986 include any provisions thereof adopted by future amendments thereto and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to this Church.

ARTICLE III

CORPORATE SEAL AND STOCK

This Church shall have no capital stock nor shall it have any corporate seal. The duration of this corporation shall be perpetual.

ARTICLE IV

REAL ESTATE TRANSACTIONS

Except as otherwise provided in this Article IV, no real estate of the Church may be purchased, sold, mortgaged, or otherwise encumbered including purchase or sale on contract for deed without the consent of a two-thirds majority of ballots of voting members cast at any business meeting of the Church provided a quorum is present and voting. Notice of such action shall be given to all members at least two weeks prior to the meeting at which such action shall be considered. Notwithstanding the foregoing, real estate that is not used in the active operations or ministries of the Church, including, but not limited to real estate received as a result of a gift, grant, bequest, legacy or devise, may be conveyed, sold or leased upon the majority vote of the Board of Elders.

ARTICLE V

STATEMENT OF FAITH

The Church hereby affirms as its Statement of Faith the following:

1. The Word of God

We believe that the Bible is the Word of God, fully inspired and without error in the original manuscripts, written under the inspiration of the Holy Spirit, and that it has the supreme authority in all matters of faith and conduct.

2. The Trinity

We believe that there is one living and true God, eternally existing in three persons, that these are equal in every divine perfection, and that they execute distinct but harmonious offices in the work of creation, providence, and redemption.

3. God the Father

We believe in God, the Father, an infinite, personal spirit, perfect in holiness, wisdom, power and love. We believe that He concerns Himself mercifully in the affairs of people, that He hears and answers prayer, and that he saves from sin and death all who come to Him through Jesus Christ.

4. Jesus Christ

We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles and teachings. We believe in His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and personal visible return to earth.

5. The Holy Spirit

We believe in the Holy Spirit, who came forth from the Father and Son to convict the world of sin, righteousness, and judgment and to regenerate, sanctify and empower all who believe in Jesus Christ. We believe that the Holy Spirit indwells every believer in Christ and that He is an abiding helper, teacher and guide.

6. Regeneration

We believe that all are sinners by nature and by choice and are, therefore, under condemnation. We believe that those who repent of their sins and trust in Jesus Christ as Savior are regenerated by the Holy Spirit.

7. The Church

We believe in the universal church, a living spiritual body of which Christ is the head and all regenerated persons are members. We believe in the local church, consisting of a company of believers in Jesus Christ, baptized on a credible profession of faith and associated for worship, work and witness. We believe that God has laid upon the members of the local church the primary task of giving the Gospel of Jesus Christ to a lost world.

8. Christian Conduct

We believe that all Christians should live for the glory of God and the well being of others, that their conduct should be blameless before the world, that they should be faithful stewards of their possessions and that they should seek to realize for themselves and others the full stature of maturity in Christ.

9. The Ordinances

We believe that our Lord Jesus Christ has committed two ordinances to the local church, baptism and the Lord's Supper. We believe that Christian baptism is the immersion of a believer in water into the name of the triune God. We believe that the Lord's Supper was instituted by Christ for commemoration of His death. We believe that these two ordinances should be observed and administered until the return of the Lord Jesus Christ.

10. The Last Things

We believe in the personal and visible return of the Lord Jesus Christ to earth and the establishment of His kingdom. We believe in the resurrection of the body, the final judgment, the eternal happiness of the righteous, and the endless suffering of the wicked.

ARTICLE VI
RELATIONSHIPS

The government of this church is vested in and established by the body of believers who compose it. It is subject to the control of no ecclesiastical body, but it recognizes the wisdom of counsel and cooperation among evangelical churches. The management of the affairs of the Church shall be vested in a Board of Elders. No Elder shall have any right, title, or interest in or to any property of the Church.

ARTICLE VII
MEMBERSHIP

This Church shall have members. The eligibility, rights and obligations of the members shall be as set forth in the By-laws of this Church.

ARTICLE VIII
PASTORS, OFFICERS, AND BOARDS

The pastor, church staff, officers and boards of this Church shall be as set forth in the By-Laws of this Church.

ARTICLE IX
DISSOLUTION

This Church may be dissolved in accordance with the laws of the State of Minnesota. Upon dissolution of this Church any surplus property remaining after the payment of its debts shall be disposed of by transfer to one or more corporations, associations, institutions, trusts, or foundations organized and operated for one or more of the purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, or to the State of Minnesota or any political subdivision or agency thereof for exclusively public purposes, in such proportions as the Board of Directors of this Church shall determine. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this Church upon trust or other condition, or subject to an executory or special limitation, and such property, upon dissolution of this Church, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE X

AMENDMENTS TO THE ARTICLES OF INCORPORATION AND CONSTITUTION

- A. Proposed amendments to these Articles and Constitution shall be introduced through a formal motion at a special business meeting called at least thirty (30) days prior to the annual business meeting and shall be voted upon at the next annual business meeting.
- B. Notice of the proposed amendment must be sent to all members at least one month prior to the annual business meeting.
- C. The adoption of an amendment shall require a two-thirds majority of votes cast at the annual business meeting, provided a quorum is present and voting.
- D. Notwithstanding Paragraphs A, B and C above, in the event an amendment to these Articles and Constitution is necessitated to meet the legal requirements of the State of Minnesota and the United States of America to properly carry out the herein stated purposes of the Church or to render these Articles acceptable under the laws of the State of Minnesota, these Articles may be amended at any business meeting of the Church by a two-thirds majority of votes cast provided a quorum is present and voting. Notice of such meeting and proposed amendment shall be given by at least two weeks notice sent to all members. In addition, the notice of the meeting will be published, posted on the website of the Church, announced during the regular worship services, or otherwise conspicuously posted at least two times before the meeting date.

ARTICLE XI

ADOPTION OF ARTICLES AND CONSTITUTION

This Amended and Restated Articles of Incorporation and Constitution supersede any and all Articles and Constitution previously adopted by said Church effective as of January 25, 2009.