

ARTICLES OF CONSOLIDATION UNDER THE GENERAL

NOT FOR PROFIT CORPORATION ACT

TO THE SECRETARY OF STATE,
JEFFERSON CITY, MISSOURI

BE IT KNOWN, that the undersigned corporations, for the purpose of consolidating under the provisions of "The General Not For Profit Corporation Act" of Missouri, do hereby make and execute these Articles of Consolidation and certify as follows:

I. The names of the corporations proposing to consolidate are THE CONGREGATIONAL CHRISTIAN CONFERENCE OF MISSOURI and the MISSOURI VALLEY SYNOD of the Evangelical and Reformed Church, and the name of the new corporation into which they propose to consolidate is the MISSOURI CONFERENCE OF THE UNITED CHURCH OF CHRIST.

II. The terms and conditions of the proposed consolidation are as follows:

(1) The first meeting of the Missouri Conference of the United Church of Christ shall be held on May 6, 1963.

(2) The voting delegates at the first said meeting of the conference shall consist of the ministers and one lay delegate elected by each local church composing the conference, except churches with membership of over 500 members shall have one additional lay delegate for each additional 500 members or major fraction thereof, at the time the charter of incorporation of the consolidated corporation is issued by the office of the Secretary of State of Missouri and those persons who are directors

of The Congregational Christian Conference of Missouri or who are members of the Synodical Council of the Missouri Valley Synod of the Evangelical and Reformed Church at the time this Agreement of Consolidation is signed.

(3) The following persons shall constitute the interim Board of Directors of the Conference until their successors have been elected and qualified:

Rev. Fred C. Allrich	St. Louis, Missouri
Rev. Herbert Baur	Owensville, Missouri
Mrs. Florence Burger	Jamestown, Missouri
Rev. Donald Burkhalter	St. Joseph, Missouri
Rev. Carl Burkle	St. Charles, Missouri
Mrs. Clinton H. Dederick	Brentwood, Missouri
Bruce L. Evans	St. Louis, Missouri
Homer Helmich	Hermann, Missouri
Rev. Robert G. Herrmann	Jefferson City, Missouri
Mrs. Clifton R. Kluesner	St. Charles, Missouri
William R. Pelster	St. Louis, Missouri
Gordon M. Philpott	St. Louis, Missouri
Rev. Paul H. Rahmeier	St. Louis, Missouri
Frank M. Ross	Kansas City, Missouri
Stanley F. Roush	Springfield, Missouri
Rev. W. Wilder Towle	St. Louis, Missouri
Rev. A. H. Wegener	Kansas City, Missouri
Paul G. Williams, Jr.	Bonne Terre, Missouri

(4) The interim Board of Directors shall determine the time and place and the order of business of the first meeting of the Conference, and shall have all of the powers and duties usual and necessary to the operation of the Conference until their successors are elected and qualified, including, but not limited to, the temporary employment of staff and personnel, the receipt and disbursement of funds of the Conference, the custody and management of property and assets, appointment of committees and agents including the appointment of a budget and nominating committee, and all other similar powers and authority.

(5) The Conference shall have that relation to the General Synod of the United Church of Christ as described in those portions of the Constitution By-Laws of the United Church of Christ adopted July 4, 1961, and which relate to Conferences of the United Church of Christ. The Conference shall maintain relations with other Christian fellowships and ecumenical bodies within the boundaries of the Conference to the end that brotherhood, mutual understanding and cooperation may be advanced.

(6) Both The Congregational Christian Conference of Missouri and the Missouri Valley Synod of the Evangelical and Reformed Church agree to duly execute, deliver and file any and all instruments or documents necessary and appropriate to implement the consolidation of their respective corporations.

III. For purposes of effecting the proposed consolidation The Congregational Christian Conference of Missouri and the Missouri Valley Synod of the Evangelical and Reformed Church further agree upon the following statements and terms:

(1) The name of the new corporation is the MISSOURI CONFERENCE OF THE UNITED CHURCH OF CHRIST.

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

(3) The address of the new corporation's initial registered office in the State of Missouri is 7400 Pershing Avenue, in the City of University City, St. Louis County, Missouri, and the name of its initial registered agent at said address is Bruce L. Evans.

(4) The first Board of Directors shall be eighteen

(18) in number, their names and addresses being as follows:

Rev. Fred C. Allrich	11735 Denny Road	St. Louis 26, Mo.
Rev. Herbert Baur	207 West Washington St.	Owensville, Mo.
Mrs. Florence Burger	Cardinal Haven Farm	Jamestown, Mo.
Rev. Donald Burkhalter	814 Faraon St.	St. Joseph, Mo.
Rev. Carl Burkle	Fifth & Jackson Sts.	St. Charles, Mo.
Mrs. Clinton H. Dederick	8624 Eulalie Ave.	St. Louis 17, Mo.
Bruce L. Evans	4030 Chouteau Ave.	St. Louis 10, Mo.
Homer Helmich	Hermann	Missouri
Rev. Robert G. Herrmann	713 Washington St.	Jefferson City, Mo.
Mrs. Clifton R. Kluesner	984 Pine St.	St. Charles, Mo.
William R. Pelster	1720 Chouteau Ave.	St. Louis 3, Mo.
Gordon M. Philpott	21 Willow Oak Lane	St. Louis 22, Mo.
Rev. Paul H. Rahmeier	8636 Riverview Blvd.	St. Louis 15, Mo.
Frank M. Ross	425 Volker Blvd.	Kansas City 10, Mo.
Stanley F. Roush	318 East Commercial St.	Springfield, Mo.
Rev. W. Wilder Towle	7400 Pershing Ave.	St. Louis 30, Mo.
Rev. A. H. Wegener	250 Werby Building 39th & Main Sts.	Kansas City 11, Mo.
Paul G. Williams, Jr.	325 Church St.	Bonne Terre, Mo.

(5) The purpose or purposes for which the corporation is organized are:

(a) To express more fully the oneness of Christ of the churches and associations which are members of the Conference, to make more effective their common witness to Him, and to serve His kingdom in the world, for which purposes the United Church of Christ was formed; to promote and interpret the work of the General Synod of the United Church of Christ in the Conference, through its churches, its boards, and its committees by means consistent with the spirit of Christ; to develop spiritual life, stewardship, and support of Our Christian World of the United Church of Christ; to make agreements with other Conferences of the United Church of Christ and other ecclesiastical bodies; to promote and carry on jointly such work as may be approved by this Conference and another Conference

or Conferences of the United Church of Christ or other ecclesiastical body or bodies; to recommend to the churches and associations composing this Conference changes in the membership and boundaries of the Associations; to be responsible for the relationship of the Conference churches to such ecumenical bodies as state, national, and world councils; to assist churches which are in need of upbuilding, establish new churches, and promote the general welfare of churches and ministers, agencies and institutions in the Conference.

(b) To acquire by purchase, gift, devise, bequest or otherwise, and to own, hold, invest, re-invest, or dispose of property both real and personal for such religious, educational, philanthropic and other related work as the Conference may undertake, and to purchase, own, receive, hold, manage, care for and transfer, rent, lease, mortgage or otherwise incumber, sell, assign, transfer and convey such property for the general purposes of the Conference; to receive and hold in trust both real and personal property for churches, boards, institutions and instrumentalities of the United Church of Christ or which are affiliated with the United Church of Christ and to invest or re-invest the same; and to make any contracts for promoting the object and purposes of the Conference which are not inconsistent with the laws of the State of Missouri.

(c) To conduct the work and to have all the powers, duties, and obligations of The Congregational Christian Conference of Missouri and the Missouri Valley Synod of the Evangelical and Reformed Church; and to continue their ecclesiastical and legal identity.

(d) To exercise the functions of an Association when they are delegated to it by an Association or where no Association exists.

(e) In general to exercise any, all and every power which a non-profit corporation organized under Chapter 355 of the 1959 Missouri Revised Statutes, as may be amended, relating to religious and charitable associations, can be authorized to exercise, but no other power.

(6) The membership of the Missouri Conference of the United Church of Christ shall consist of:

(a) All churches in Missouri and adjoining states composing The Congregational Christian Conference of Missouri and the Missouri Synod of the Evangelical and Reformed Church at the time when the aforesaid Conference and Synod shall have been consolidated, and any churches thereafter received into and granted standing by any Association of the United Church of Christ within the boundaries of the Conference.

(b) All ordained ministers composing The Congregational Christian Conference of Missouri and the Missouri Valley Synod of the Evangelical and Reformed Church at the time when the aforesaid Conference and Synod shall have been consolidated, and any ordained ministers received into and granted standing by any Association of the United Church of Christ within the boundaries of the Conference.

(c) Associations of churches of the United Church of Christ recognized by the Conference, as provided in the By-Laws of the Conference.

(d) Such other members as may be provided by the By-Laws of the Conference.

(7) No part of the earnings or assets of this corporation shall inure to the benefits of any individual, member thereof, contributor thereto, or for any private, personal, or selfish purpose. No part of the assets of this corporation or income derived therefrom shall be given to or inure to the benefit of any person, corporation, or organization not tax exempt under Sub-title (A) or Sub-title (B) of the Internal Revenue Code of the United States of America. In the event of dissolution of this corporation none of its property shall be distributed to any person, corporation, or organization not tax exempt under Sub-title (A) or Sub-title (B) of the Internal Revenue Code of the United States of America, and all of its property shall be distributed at such time solely for the purpose or purposes set forth in paragraph (5) herein.

IV. The plan of consolidation as hereinabove set forth, and each and all of the terms and conditions thereof, was presented before the respective members of The Congregational Christian Conference of Missouri and the Missouri Valley Synod of the Evangelical and Reformed Church, at a special meeting each such corporation held on February 18, 1963, upon due notice to all parties concerned. A quorum of members having voting rights was present at each of both such meetings, and the aforesaid plan of consolidation was approved by more than two-thirds of the votes entitled to be cast by members present at each of both such meetings.

IN WITNESS WHEREOF, the undersigned corporations have caused these Articles of Consolidation to be executed in their respective names by their respective Presidents, and attested by their respective Secretaries, this 23rd day of April A.D., 1963.

THE CONGREGATIONAL CHRISTIAN
CONFERENCE OF MISSOURI

By Bruce L. Evans
Bruce L. Evans, President

(SEAL)

Attest: Helen P. Booth
Helen P. Booth, Secretary

MISSOURI VALLEY SYNOD of the
Evangelical and Reformed Church

By Paul H. Rahmeier
Paul H. Rahmeier, President

(SEAL)

Attest: Ernest W. Luehrman
Ernest Luehrman, Secretary

STATE OF MISSOURI)
) SS.
COUNTY OF ST. LOUIS)

On this 23rd day of April, 1963, before me personally appeared BRUCE L. EVANS, to me personally known, who being by me duly sworn, did say that he is the President of The Congregational Christian Conference of Missouri, a corporation of the State of Missouri, and that the seal affixed to the foregoing instrument is the corporate seal of the said corporation, and that this instrument was signed and sealed in behalf of said corporation by authority of said corporation's

FILED AND CERTIFICATE
ISSUED

APR 3 0 1963

Commonwealth Dept.

SECRETARY OF STATE

John G. Lewis

4334-04



Certificate of Incorporation BY CONSOLIDATION

WHEREAS, Corporations An Association organized under the name of MISSOURI VALLEY SYNOD OF THE EVANGELICAL AND REFORMED CHURCH (UNITED CHURCH OF CHRIST) (NP 3217) and THE CONGREGATIONAL CHRISTIAN CONFERENCE OF MISSOURI (NP 4292) Consolidation have been filed in the office of the Secretary of State, Articles of Incorporation in writing as provided by law and have in all respects, complied with the requirements of The General Not For Profit Corporation Act of Missouri: relating to the consolidation of corporations:

NOW, THEREFORE, I, WARREN E. HEARNES, Secretary of State of the State of Missouri, in virtue and by authority of law, do hereby certify that said association has, on the date hereof, become a body corporate duly organized under the name of MISSOURI CONFERENCE OF THE UNITED CHURCH OF CHRIST

and the address of its Initial Registered Office in Missouri is: 7400 Pershing Avenue, University City, and is entitled to all the rights and privileges granted to corporations organized under The General Not For Profit Corporation Act of Missouri for a term of perpetual years.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 30th day of April A. D., Nineteen Hundred and Sixty-three

Warren E. Hearnese SECRETARY OF STATE Austin Hill

DEPUTY SECRETARY OF STATE