

ARTICLES OF INCORPORATION
of
CALVARY CHAPEL SAINT CLOUD

I, the undersigned, being of full age, for the purpose of forming a nonprofit corporation under Chapter 317A of Minnesota Statutes as amended, do hereby form a body corporate and adopt these Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be Calvary Chapel Saint Cloud.

ARTICLE II
PURPOSE

The primary purpose of this corporation is exclusively religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal Law as may from time to time be applicable. This corporation shall not be operated for profit but shall be operated exclusively for religious purposes.

ARTICLE III
POWERS

Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this corporation shall be carried on, and all funds of this corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for religious purposes directly or indirectly benefiting this corporation, and in such manner that no part of the net earnings of this corporation will in any event inure to the benefit of any Member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any officer or director of this corporation or of any other corporation, organization, foundation, fund or institution, or any other individual. This corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal revenue Code of 1986, as amended, and regulations issued thereunder. No part of the principal, assets or net income of this corporation shall in any event be paid or contributed to any other corporation, organization, foundation, fund, institution or governmental body, any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation or which participates or intervenes in any political campaign on behalf of any candidate for public office, nor shall this corporation itself engage in such activities in any way, directly or indirectly, except to the extent, if any, permitted by the Internal Revenue Code of 1986, as amended, and regulations issued thereunder. No Member, nor any officer or director of this corporation or other private individual shall be entitled to share in the distribution of the corporate assets on liquidation, dissolution, or winding up of this corporation. However, nothing contained in these Articles shall be construed to prevent distribution of the properties of this corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the Members, directors, or officers of this corporation may be connected or associated with the distributee as shareholder, member, director, officer or in any other capacity.

ARTICLE IV
INUREMENT OF INCOME

This corporation does not and shall not afford pecuniary gain incidentally or otherwise to its Congregants or any private individual.

ARTICLE VI
DURATION

The duration of this corporation shall be perpetual.

ARTICLE VII
REGISTERED OFFICE

The registered office of this corporation shall be located at 819 West Saint Germain Street, Saint Cloud, MN 56303. The registered agent at that address is Dominic D. Dinger.

ARTICLE VIII
MEMBERS

Section 8.1 This corporation shall have no members of any class (as defined by Minnesota Nonprofit Corporation Law).

Section 8.2 Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest under the Nonprofit Religious Law in the members shall vest in the Directors.

ARTICLE IX
DIRECTORS

Section 9.1. The management of this corporation shall be vested in a Board of Directors, which shall be known as the Board of Elders. Each director shall be known as an Elder.

Section 9.2. The Board of Elders shall initially consist of not less than three (3) Elders who shall be appointed by the Pastor to serve for terms not to exceed two years. Thereafter, Elders shall be appointed by the Pastor and confirmed by the majority vote of the Board of Elders, and shall serve for terms as provided by the Bylaws of the Corporation. There shall be no restrictions on the number of consecutive terms.

ARTICLE X
DISSOLUTION

In the event of the liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of this corporation shall be distributed as provided in the Bylaws of this corporation, or in the absence of any such provision in the Bylaws, in such manner as the Board of Directors of this corporation, as constituted at the date of entry of the order allowing or directing the liquidation of this corporation's affairs, in their discretion shall by the affirmative vote of a majority of the directors determine to be best calculated to carry out the objects and purposes for which this corporation is formed; provided, however, that none of the property or assets of this corporation shall be distributed for purposes other than exclusively for charitable, scientific, literary or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or Federal Law as may from time to time be applicable.

ARTICLE XI
AMENDMENT

These Bylaws may be amended, adopted or repealed by the vote or written consent of three quarters (3/4's) of the Board of Directors.

ARTICLE XII
INCORPORATORS

The name and address of the incorporator of this corporation is:

Dominic D. Dinger
314 16th Avenue SE
Saint Cloud, MN 56304-1307

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation this ____ day of November, 2009.

Dominic D. Dinger
Incorporator