CENTRAL BAPTIST CHURCH OF SIOUX FALLS

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Executed by the undersigned for the purpose of amending and restating the Articles of Incorporation of a South Dakota nonprofit corporation, and all amendments thereto, pursuant to SDCL § 47-22.

PREAMBLE

T结石 in the Lord Jesus Christ for our salvation, and looking to the inspired Word of God as our sole and perfect rule of faith and practice and accepting the teaching, practices and distinctives of Converge Worldwide, we therefore voluntarily band ourselves together as a body of baptized believers in Jesus Christ for a more certain preservation and propagation of the principles of our faith. We agree to be governed by the eternal Word of God and accept this Constitution, affirmation of faith and covenant as a guide to our doctrine and conduct.

The Amended and Restated Articles of Incorporation may be referred to as the Constitution of the Church, and hereby revoke any prior document referred to as the Constitution.

ARTICLE ONE: NAME; AFFILIATION

The name of the corporation is Central Baptist Church of Sioux Falls (the Church). The Church shall be affiliated with Converge Worldwide and Heartland Converge. The Church shall cooperate with Converge Worldwide and Heartland Converge, whenever possible, be represented by delegates at their annual meetings.

ARTICLE TWO: PURPOSE

The purpose of this Church is to fulfill the Great Commandment (Matthew 22:37-40) and the Great Commission (Matthew 28:16-20).

ARTICLE THREE: STATEMENT OF FAITH

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 supreme authority in all matters of faith and conduct (John 17:17; Romans 15:4; II Timothy 3:16, 17; II Peter 1:19-21).

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 world of creation, providence and redemption (Matthew 28:19; John 1:1-4; I John 5:7).

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 individuals, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ (John 3:16, 17; John 4:24; John 17:5).

4. **Jesus Christ.** We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His substitutionary atoning death, bodily resurrection,
5. **The Holy Spirit.** We believe in the Holy Spirit who was sent 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 (John 14:26; John 16:7-15; Romans 8:14-17; Ephesians 1:13, 14).

6. **Regeneration.** We believe that all people 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 (John 1:12, 13; John 3:3, 16, 17; Acts 20:21; Ephesians 2:1-9; Titus 3:5).

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 fellowship. 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 (Matthew 16:16-18; Acts 2:38-41; Ephesians 2:19-22; Ephesians 5:25-27).

8. **Christian Conduct.** We believe that a Christian should live for the glory of God and the well-being of humankind; that the Christian should maintain conduct blameless before the world, be a faithful steward of possessions, and seek to realize for self and others the full stature of maturity in Christ (II Corinthians 9:6-8; Ephesians 4:11-16; Philippians 2:14-16; Colossians 3:17-23; I Thessalonians 5:17, 18).

9. **The Ordinances.** We believe that the 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 in 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 (Matthew 28:18-20; Acts 2:41, 42; Romans 6:3-5; I Corinthians 11:23-32).

10. **Religious Liberty.** We believe that every human being can have direct relations with God, and is responsible to God alone in all matters of faith; that each church is independent and must be free from interference by an ecclesiastical or political authority; that therefore Church and State must be kept separate as having different functions, each fulfilling its duties free from dictation or patronage of the other (I Timothy 2:5).

11. **Church Cooperation.** We believe that local churches can best promote the cause of Jesus Christ by cooperating with one another in a denominational organization. Such an organization, whether a regional or district conference, exists and functions by the will of the churches. Cooperation in a conference is voluntary and may be terminated at any time. Churches may likewise cooperate with inter-denominational fellowships on a voluntary, independent basis.

12. **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 felicity of the righteous, and the endless suffering of the wicked (John 5:28, 29; Revelation 20:1-15; II Corinthians 5:10; Matthew 25:31-46).

ARTICLE FOUR: PLACE OF BUSINESS AND WORSHIP; REGISTERED AGENT

The principal place of business of the Church shall be in the City of Sioux Falls, County of Lincoln, State of South Dakota. The registered agent of the Church at the time of the adoption of this Constitution is Eric Yunag, 3102 West Ralph Rogers Road, Sioux Falls, SD 57108.

ARTICLE FIVE: EXISTENCE

This Church shall exist in perpetuity unless dissolved according to law.

ARTICLE SIX: LEGAL POWER AND AUTHORITY

The Church shall have the right to buy, hold and sell real and personal property, to acquire by gift, grant, bequest, devise or other conveyance such real and personal property as shall be necessary for the convenience of the Church, with the power to mortgage, sell and convey the same or any part, parcel or portion thereof.

If a division occurs in the Church, the name and all property shall be retained by those adhering to this Constitution. Should differences of opinion arise as to which Members are adhering to this Constitution, the governing body of the District of Converge Worldwide to which this Church belongs shall decide.

ARTICLE SEVEN: MEMBERS; LEADERSHIP

1. Members. The Church shall have no capital stock, but shall be composed of members. The Members of the Church shall be the persons who are presently members of Central Baptist Church of Sioux Falls, formerly known as the Swedish Baptist Church, and such other Members as may hereafter be admitted to membership in accordance with the Bylaws of the Church.

2. Membership Covenant. Members of the Church shall covenant to:

a. Support the Church Purpose.

b. Exhibit the Fruit of the Spirit (Galatians 5:22)

c. Regularly attend worship services.

d. Financially support the Church as the Member is able.

e. Support the Statement of Faith, theological distinctives and denominational affiliation.

f. Pray for, encourage, support and appreciate the leadership and structures of the Church.

g. Live in obedience to Christ, love each other, invest time, talent and treasure in furtherance of the Purpose of the Church.
3. **Membership.** The form of government practiced by the Church is Congregationalism. Congregationalism is that form of government wherein the foundational authority under Christ in a local church resides in the voting membership. The Members shall decide the matters reserved to the Members as provided in the Bylaws.

4. **Board of Elders.** Under the Members, the Board of Elders is the highest delegated authority of the Church and gives spiritual direction to the Church through prayer. The Board of Elders shall:
   
a. Consist of a number of men as determined in the Bylaws, but in no case shall be fewer than seven.
   
b. Act as the Board of Directors under the law.
   
c. Acts for the Church in all matters not specifically reserved to the Members in this Constitution.

5. **Deacon Boards.** In the Scriptures the Deacons (Greek "diakonos," servant) served the church by working to meet both material and spiritual needs. (Philippians 1:1 and 1 Timothy 3:8-13). The Deacon Boards, and their duties, shall be defined in the Bylaws and shall operate under the direction of the Board of Elders.

6. **Meeting Procedure.** The business proceedings of the Church shall be consistent with this Constitution and the Bylaws.

**ARTICLE EIGHT: PERSONAL LIABILITY**

No Member, Elder, employee or agent of the Church shall be personally liable for the debts or obligations of the Church. No Elder shall be liable to the Church or to any of its Members for monetary damages for breach of fiduciary duty as an Elder.

**ARTICLE NINE: FISCAL YEAR AND ANNUAL MEETING**

The fiscal year of the Church and the month in which the annual meeting of the Members shall be held shall be as set forth in the Bylaws.

*Article Nine Amended May 18, 2015.*

**ARTICLE TEN: DISPOSITION OF PROPERTY; TAX COMPLIANCE**

Upon dissolution of the Church, remaining assets shall be distributed to Heartland Converge. Any such assets not disposed of shall be transferred to Converge Worldwide, or for one or more exempt purposes within the meaning of Section 501(c) of the Internal Revenue Code.
No part of the revenue of the Church shall inure to the benefit of or be distributable to any Member, Elder, or agent, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Amended and Restated Articles of Incorporation. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Church shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, and regulations promulgated thereunder from time to time.

ARTICLE ELEVEN: AMENDMENTS

Any motion to amend this Constitution shall first be submitted to the Board of Elders for review. Prior to the next duly called business meeting, the Board of Elders shall recommend disposition of the motion to the Members and/or may offer a proposed amendment on its own behalf. When an amendment is presented to the Members after the review by the Board of Elders, or if the Board of Elders presents an amendment on its own behalf, final action on that amendment cannot be taken until the next duly called business meeting.

Alternatively, the Board of Elders may, by formal motion at any duly called business meeting, propose an amendment to the Constitution. Final action on any such amendment cannot be taken until the next duly called business meeting.

In all cases, an affirmative vote equal to a two-thirds majority of Members voting shall be required for acceptance and an interval between meetings to consider the Amendment shall be at least 90 days.

CERTIFICATION

The foregoing Amended and Restated Articles of Incorporation:

1. Have been duly adopted as required by law;
2. Received a two-thirds affirmative vote at a meeting of the members of the Church held on September 19, 2010 with 170 voting in favor and 46 opposed (total of 216 votes cast);
3. Supersede the original Articles of Incorporation and all amendments thereto; and
4. Revoke any prior document referred to as the Constitution.

Matt McCaulley, Chairman
Tim Fiegen, Secretary

19 September 2010
State of South Dakota

OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment
Domestic Church

ORGANIZATIONAL ID# CH002020

I, Shantel Krebs, Secretary of State of the State of South Dakota, hereby certify that the Amendment to the Articles of Incorporation of

CENTRAL BAPTIST CHURCH OF SIOUX FALLS

duly signed and verified, have been received in this office and are found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Amendment and attach hereto a duplicate of the Amendment to the Articles of Incorporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of South Dakota, at Pierre, the Capital, this 05/18/2015.

Shantel Krebs
Secretary of State

6/26/2015 9:27:19 AM
Change ID: 1259643