

STATE OF MISSOURI



Matt Blunt
Secretary of State
CERTIFICATE OF INCORPORATION
MISSOURI NONPROFIT
Corrected As Of April 30, 2004

WHEREAS, duplicate originals of Articles of Incorporation of

NAZARENE COMPASSIONATE MINISTRIES, INC.
N00041779

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of the State of Missouri, do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 19th day of March, 1990.


Secretary of State



10- 10041773

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF A
MISSOURI NONPROFIT CORPORATION

WHEREAS,

NAZARENE COMPASSIONATE MINISTERIES, INC.

A CORPORATION ORGANIZED UNDER THE MISSOURI NONPROFIT CORPORATION LAW HAS DELIVERED TO ME DUPLICATE ORIGINALS OF ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE MISSOURI NONPROFIT CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 12TH DAY OF JULY, 1996.

Rebecca McDowell Cook

Secretary of State

\$19.00



CERTIFICATE

I, the undersigned, do hereby certify:

(1) that I am the duly elected, qualified and acting President of NAZARENE COMPASSIONATE MINISTRIES, INC., a Missouri nonprofit, public benefit corporation (the "Company");

(2) that the Company has one sole member, the General Board of the Church of the Nazarene, and the Articles of Incorporation of the Company were amended in their entirety to read as set forth in the Restated Articles of Incorporation (attached hereto) and the Restated Articles of Incorporation were adopted as the Company's Articles of Incorporation by a duly authorized officer of the sole member of the Company by a Statement of Unanimous Written Consent (1 vote in favor, 0 votes against) dated July 5, 1996; and

(3) that the Articles of Incorporation of the Company were amended in their entirety to read as set forth in the Restated Articles of Incorporation (attached hereto) and that the Restated Articles of Incorporation were adopted as the Company's Articles of Incorporation by the Board of Directors of the Company all by Statement of Unanimous Written Consent (12 votes in favor, 0 votes against), the last one of which was dated June 19, 1996.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 5th day of July, 1996.

NAZARENE COMPASSIONATE
MINISTRIES, INC.

By: Thomas G. Nees
Name: THOMAS G. NEES
Title: President

FILED AND CERTIFICATE
ISSUED

JUL 13 1996

Thomas G. Nees
President

FILED AND CERTIFICATE
ISSUED

JUL 13 1996

EXHIBIT A
RESTATEMENT OF
ARTICLES OF INCORPORATION
OF

Rebecca McDowell
SECRETARY OF STATE

NAZARENE COMPASSIONATE MINISTRIES, INC.
(A Missouri Nonprofit Public Benefit Corporation)

The undersigned natural person of the age of eighteen (18) years or more and citizen of the United States, for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act (the "Act"), does hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the Corporation is Nazarene Compassionate Ministries, Inc.

ARTICLE TWO

DURATION

The period of duration of the Corporation is perpetual.

ARTICLE THREE

REGISTERED OFFICE AND AGENT

The address, including street and number, if any, of the Corporation's initial registered office in the State of Missouri is 2345 Grand Avenue, Suite 2600, Kansas City, Missouri 64108; and the name of its initial registered agent at said address is Registered Agent, Ltd.

ARTICLE FOUR

MEMBERSHIP

The sole member of the Corporation is the General Board of the Church of the Nazarene.

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ARTICLE FIVE

JUL 18 1996

DIRECTORS

Rebecca McDowell Cook
SECRETARY OF STATE

Section 1. Authority. Except as otherwise required by the Act, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

Section 2. Number, Terms and Qualifications.

(a) All directors must be natural persons.

(b) The Board of Directors shall consist of at least eleven (11) directors.

(c) Subject to the foregoing, the number, terms, voting rights, classes and qualifications of directors shall be fixed from time to time by or in the manner provided by the Bylaws; provided, however, until otherwise fixed by or in the manner provided in the Bylaws, there shall be at least thirteen (13) directors.

Upon the filing of these Articles, the following named persons shall constitute the Board of Directors:

Name

Address

Voting Directors:

Mrs. Grace A. Brathwaite

284-A Stuyvesant Avenue
Brooklyn, NY 11211

Dr. Louie E. Bustle

5513 Pflumm
Shawnee, KS 66216

Mr. James R. Cochenour

P.O. Box 364
Columbiana, OH 44408

Dr. Robert L. Foster

12104 Carter
Overland Park, KS 66213

Mr. Richard M. Jones

1205 Burr Ridge Club
Drive
Burr Ridge, IL 60521

Rev. Larry Lott

264 Bridlespur Drive
Kansas City, MO 64114

Dr. Gary B. Morsch

14710 S. Chalet
Olathe, KS 66062

Dr. Mary Margaret Reed

Olivet Nazarene
University
P.O. Box 6128
Kankakee, IL 60901

Dr. Richard Schubert
Chairman

7811 Old Dominion Drive
McLean, VA 22101

Dr. Jack K. Stone

18510 W. 114th Street
Olathe, KS 66061

Dr. Billy M. Sullivan

14618 S. Brougham Drive
Olathe, KS 66062

Dr. Steve L. Weber

15126 Navaho Drive
Olathe, KS 66062

Dr. Mark L. Vandewalker

671 Logwood Lane
Columbia, MO

Non-Voting Directors:

Mr. Gustavo A. Crocker

13309 Winchester
Grandview, MO 64030

Dr. Thomas G. Nees

1520 Briarcliff Road
Arnold, MD 21012

Section 3. Designation of Directors. All directors, except the initial directors, shall be designated in the manner prescribed in the Bylaws.

SECRETARY OF STATE

JUL 15 1996

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JUL 12 1996

ARTICLE SIX

OBJECTS, PURPOSES AND POWERSRebecca McDowell Clark
SECRETARY OF STATE

Section 1. Purpose. The Corporation is organized as a public benefit corporation and shall operate exclusively for charitable, health and social purposes so as to qualify under the provisions of Sections 501(c)(3) and 509(a)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) [the "Code"], including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The charitable, health and social purposes of this Corporation shall include, but not be limited to, the following: (1) providing assistance to economically disadvantaged peoples; (2) emergency relief; (3) long-term development projects; (4) educational projects; and (5) seeking funding for, and participating in, various grant programs for relief and long-term development projects.

Section 2. Powers. To further such objects and purposes, the Corporation shall have and may exercise all other legal powers permitted a Nonprofit Corporation, as such laws are now in effect or may at any time hereafter be amended. Specifically, this Corporation shall have power to acquire, purchase, hold, lease, convey, mortgage and pledge such real and personal property in Missouri, other states of the United States and elsewhere, and to engage professional investment advisors, as shall be necessary or convenient to the transaction of its business and the realization of its objects and purposes.

ARTICLE SEVEN

USE OF EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, 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 set forth in Article Six hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the

Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. This Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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ARTICLE EIGHT

JUL 12 1996

DISPOSITION OF ASSETS

Rebecca McDowell Clerk
SECRETARY OF STATE

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to The General Board of the Church of the Nazarene if it is then an organization described in Section 501(c)(3) of the Code or, if it is not an organization which so qualifies, then exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Jackson County, Missouri, at Kansas City, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE NINE

INDEMNIFICATION

1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to, or is involved in, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal

representative, is or was a director or officer of this Corporation or who, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director or officer of another enterprise, whether the basis of such proceeding is alleged action in an official capacity as a director or officer, or in any other capacity for the Corporation or enterprise while serving as a director or officer, shall be indemnified and held harmless by the Corporation, subject to Section 3 hereof, against all expenses, liability and loss (including attorneys' fees, judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith; provided, however, that, the Corporation shall indemnify any such person seeking indemnity in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section shall include the right to be paid by the Corporation the expenses (including attorneys' fees and expenses) reasonably incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer in advance of the final disposition of a proceeding, shall be made only as authorized by the Board of Directors in the specific case and then only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced unless it shall ultimately be determined that such director or officer is entitled to be indemnified under this Section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to selected employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers, or with such other scope and effect as the resolution authorizing the indemnity may provide.

2. Certain Definitions. For purposes of this Article, the following terms shall have the meanings indicated:

(a) The term "enterprise" shall include corporations, both for profit and not-for-profit, political action committees, partnerships, joint ventures, trusts, employee plans and associations.

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Thomas McDermott Cook
SECRETARY OF STATE

(b) A person shall be deemed to be "serving at the request of the Corporation" as a director or officer of an enterprise if (1) (a) the person is an officer or director of the Corporation and an officer or director of the enterprise, and (b) the enterprise is a subsidiary of the Corporation, an employee plan, political action committee or trust maintained by the Corporation or a subsidiary of the Corporation, or an enterprise in which the Corporation has any direct or indirect financial interest, and (c) the Board has not, prior to the rendition of service for which indemnity is sought, adopted a resolution stating that any such service has not been so requested by the Corporation; or (2) if the Board of Directors has adopted a resolution expressly declaring that the officer's or director's service as an officer or director of the enterprise is entitled to the indemnity provided by this Article.

(c) The term "director" with respect to the Corporation means directors of the Corporation who are entitled to vote upon matters to be acted upon by the Board of Directors of the Corporation.

(d) The term "officer" with respect to the Corporation shall mean the President, the chief executive officer, the chief operating officer, the Treasurer, the Secretary, and any Vice President who is the chief operating officer of the Corporation and each other executive, officer or other employee of the Corporation while designated by resolution of the Board of Directors of the Corporation as being an "officer" entitled to coverage under this Article, which designations may be rescinded by similar board resolution as to service rendered subsequent to such rescission.

(e) The term "officer" with respect to an "enterprise", shall mean any elected official of a corporation or association, any general partner of a partnership, any trustee of a trust and any "fiduciary" of an employee plan.

(f) The phrase "insurance policy" under Section 3(a) shall mean a policy of commercial insurance, fidelity or similar bond, or any indemnity agreement or arrangement with any enterprise.

3. Certain Limits On Indemnity. Notwithstanding anything contained in this Article to the contrary, the Corporation shall

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not be liable, unless otherwise provided by separate written agreement, by-law or other provision for indemnity, to provide indemnity or to make any payment in connection with any claim made against the director or officer:

(a) For which payment is actually made to the director or officer, or for which the director or officer is entitled to indemnity and/or payment, under a valid and collectible insurance policy.

(b) For amounts paid in settlement of any proceeding effected without the written consent of the Corporation, which consent shall not be unreasonably withheld.

(c) If it is finally adjudged that such person's conduct with respect to which a claim for indemnity is made was knowingly fraudulent, deliberately dishonest or willful misconduct.

(d) To satisfy judgments, expenses (including attorneys' fees) or settlements arising out of a criminal proceeding or an action, proceeding, cross claim, counter claim or third party claim brought by or in the right of the Corporation against the person claiming indemnity if: (1) at any time prior to the Corporation's receipt of or the expiration of ninety (90) days following the Corporation's receipt of any written claim for such indemnity; (2) a resolution to withdraw indemnity as to any such claim by such person is presented to the Board of Directors; (3) at the time of such presentation the directors present and voting on such proposal consisted of at least a majority of the directors in office at the time of the alleged misconduct; and (4) such resolution is approved by a majority of all directors then in office and a majority of all such then incumbent directors who were also directors of the Corporation at the time of the alleged misconduct. The phrase "at the time of the alleged misconduct" shall mean the time of the first action or omission of the director or officer demanding indemnity on which the proceeding or action is based or out of which it arises.

4. Rights to Indemnity Shall be Contractual and Continuing. The provisions of this Article shall be deemed to be a contract between this Corporation and each person who serves as provided under Section 1 as a director or officer at any time

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while such provisions are in effect; they shall continue as to a person who has ceased to be a director or officer as to service rendered while a director or officer; and they shall inure to the benefit of his or her heirs, executors and administrators. Such provisions may be limited or qualified as to service occurring subsequent to such limitation or qualification by authority of the Board of Directors of this Corporation and as to certain past service as reflected in Section 3(d); provided, however, that neither such limitation or qualification nor any other repeal or amendment of this Article shall affect any right or obligation then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts, except as provided under Section 3(d).

5. Certain Procedural Matters.

(a) In the event of payment under this Indemnity, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the payee or other person on whose behalf the payment was made.

(b) The Corporation shall be entitled to participate at its expense in any proceeding for which a director or officer may be entitled to indemnity, and it may assume the defense thereof with counsel satisfactory to the director or officer unless the director or officer reasonably concludes that there may be a conflict of interest between the Corporation and the director or officer in the conduct of such defense.

(c) If a claim under Section 1 is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, to obtain specific performance of any obligation of the Corporation to advance expenses (it being understood that the legal remedy for the breach of any such obligation is not adequate) and/or to obtain other equitable and/or legal relief, and, if successful in whole or in part, the claimant shall also be entitled to recover from the Corporation the expense (including reasonable attorneys' fees) of prosecuting any such claim.

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SECRETARY OF STATE

(d) In acting upon a request for the Corporation to pay the expenses (including attorneys' fees and expenses) incurred in defending any such proceeding in advance of its final disposition the Board shall not require security for the undertaking to reimburse and shall be required, if an undertaking is provided, to authorize such payment unless such payment would render the Corporation insolvent.

6. Non Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under this Article, any statute, provision of the Articles of Incorporation, bylaw, agreement, or vote of stockholders or disinterested directors or otherwise.

7. Insurance. The Corporation may maintain insurance at its expense, to protect itself and any director, officer, employee or agent of the Corporation or of another enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person or enterprise against such expense, liability or loss under applicable law.

8. Retroactivity. The provisions of this Article shall apply retroactively to service rendered as a director or officer prior to the adoption of this Article.

9. Severability. Should any provision of this Article, for any reason be finally adjudged by any court of competent jurisdiction to be invalid or unenforceable, such judgment shall not affect, impair or invalidate the remainder of the provisions of this Article, but shall be confined in its operation to the provision determined invalid, void or unenforceable.

10. Certain Limitations on Indemnification and Advancement of Expenses.

(a) Notwithstanding the foregoing provisions, an officer or director shall not be finally indemnified against expenses unless (1) he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and (2) in an action by or in the right of the

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Corporation in which the officer or director shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation the Court in which the action or suit was brought determines that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Any such indemnification, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in this Section 10. The determination shall be made by the Board by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Any adverse determination made by the Board or independent legal counsel may be appealed de novo by the officer or director to a court of competent jurisdiction. In the event the court rules in favor of the officer or director the Corporation shall pay all of the directors' or officers' expenses, including attorneys fees, in prosecuting such appeal.

(b) In addition to any other indemnity provided in this article and notwithstanding the limitations set forth in subsection 10(a), to the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the action, suit, or proceeding.

ARTICLE TEN

CERTAIN TRANSACTIONS

No contract or transaction between the Corporation and one or more of its directors or officers or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest shall be void or voidable solely for this reason or solely because the

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Rebecca McDowell Cook
SECRETARY OF STATE

director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction or solely because his or their votes are counted for such purpose, if the requirements of law are otherwise met. The Corporation shall make no loans to any of its officers or directors.

ARTICLE ELEVEN

AMENDMENT

To be adopted, an amendment to these Articles of Incorporation must be approved by:

(a) The board if the amendment does not relate to the number of directors, the composition of the board, the term of the office of directors, or the method or way in which directors are elected or selected; and

(b) The sole Member, acting through its President.

ARTICLE TWELVE

BYLAWS

Section 1. Adoption. The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may contain any provision for regulating and managing the affairs of the Corporation that is not inconsistent with these Articles of Incorporation, the Act or law.

Section 2. Amendments. To be adopted, an amendment to these Bylaws must be approved by:

(a) The board if the amendment does not relate to the number of directors, the composition of the board, the term of the office of directors, or the method or way in which directors are elected or selected; and

(b) The sole Member, acting through its chairman.

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JUL 12 1996

Robert M. Kimball Clerk
CLERK OF STATE

ARTICLE THIRTEEN

INCORPORATORS LISTED
IN ORIGINAL ARTICLES OF INCORPORATION

The following list of incorporators was contained in the original Articles of Incorporation of Nazarene Compassionate Ministries, Inc. filed on March 19, 1990, in the office of the Secretary of State and is set forth here for informational purposes only, and it shall not be deemed to limit, amend or alter the provisions of these Restated Articles of Incorporation:

<u>Name</u>	<u>Address</u>
Gary B. Morsch	1718 W. Prairie Drive Olathe, KS 66062
Billy M. Sullivan	14618 S. Brougham Drive Olathe, KS 66062
Steven L. Weber	15126 Navaho Drive Olathe, KS 66062

ARTICLE FOURTEEN

CAPTIONS

The captions and subcaptions are inserted only as a matter of convenience and for reference and in no way define, limit or describe the scope of these Articles nor the intent of any provision thereof.

These Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as amended, and these Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments thereto.

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JUL 13 1996

Rebecca McDowell Cook
SECRETARY OF STATE

IN WITNESS WHEREOF, the undersigned corporation has caused these Restated Articles of Incorporation to be executed in its name by Dr. Steven L. Weber, President, and Dr. Gary B. Morsch, Secretary, this 8th day of July, 1996.

NAZARENE COMPASSIONATE MINISTRIES,
INC.

By: Steven L. Weber

Printed Name: Dr. Steven L. Weber

Title: President (Vice)

Gary B. Morsch

Printed Name: Dr. Gary B. Morsch

Title: Secretary

STATE OF MISSOURI)

) ss.

COUNTY OF JACKSON)

I, Dianna L. Burch, a Notary Public, do hereby certify that on the 8th day of July, 1996, personally appeared before me Dr. Steven L. Weber, who being by me first duly sworn declared that he is the person who signed the foregoing document as ^{Vice-}President, and that the statements therein contained are true.

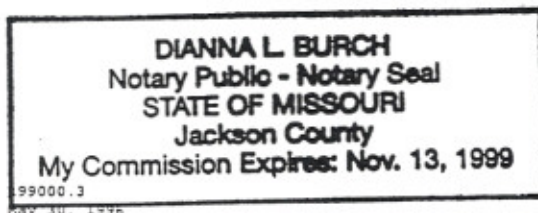
IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above mentioned.

Dianna L. Burch
Notary Public

My commission expires:

11/13/99

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Rebecca McDonald Cook
SECRETARY OF STATE