

RESTATED
ARTICLES OF INCORPORATION
OF
LUTHERAN MEN IN MISSION

ARTICLE I

NAME

The name of this corporation shall be LUTHERAN MEN IN MISSION.

ARTICLE II

PURPOSE

The purpose of this corporation is exclusively religious, charitable, scientific, literary or educational 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 charitable purposes and for the benefit of and to assist in carrying out men's ministry for Lutheran Churches who subscribe to the Unaltered Augsburg Confession and accept the confessional writings of the Book of Concord. The specific purposes of this corporation, inter alia, are to nurture men in the word of God, to win men for Jesus Christ and bring inactive men back to the church and to help men in the Lutheran Church grow in spiritual knowledge.

Within the framework and limitations of these purposes, this corporation shall have such powers as 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 corporation hereinabove set forth, in any of them, and to lease, mortgage, encumber, and to use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to this corporation by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto.

In furtherance of its functions, this corporation shall not act as the agent of, or otherwise obligate the income or assets of the ELCA, any congregation of the ELCA or any synod of the ELCA without the express authorization of such entity.

ARTICLE III

USE OF WORK AND ASSETS

Notwithstanding any other provisions of this Article 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, contributions or otherwise, shall be used and applied exclusively for religious, charitable, scientific, literary or educational 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 entity 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 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, 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, or 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 Directors or Officers of this corporation may be connected or associated with the distributee in any capacity.

ARTICLE IV

INUREMENT OF INCOME

This corporation does not and shall not afford pecuniary gain, incidentally or otherwise, to its Directors, Officers or to any private individual and no part of the net income or net earnings of this corporation shall inure to the benefit of any Director, Officer or individual. This corporation shall not lend any of its assets to any Officer, Director or individual of this corporation nor guarantee to any other person the payment of a loan made to an Officer, Director or individual of this corporation.

ARTICLE V

DURATION

The duration of this corporation shall be perpetual.

ARTICLE VI

REGISTERED OFFICE

The registered office of this corporation shall be located at Minneapolis Area Synod, 122 W. Franklin Avenue, Suite, 600, Minneapolis, MN 55404-2474

ARTICLE VII

MEMBERS

This corporation shall have no members. Any action or approval of the members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which this corporation is a party, or by which this corporation is bound, or by the provisions of any law, rule or regulation to which this corporation is subject, requires only action or approval of the Board of Directors.

ARTICLE VIII

DIRECTORS

Section 8.1. The management of this corporation shall be vested in a Board of Directors elected at the ~~Triennial~~ Annual Meeting of this corporation.

Section 8.2. The Board of Directors shall initially consist of Nine (9) Directors, all of whom shall be members in good standing of the ELCA. Thereafter the Board of Directors shall consist of the number of Directors provided in the Bylaws of this corporation. Each member of the initial Board of Directors shall continue in office until the first annual meeting of this corporation and thereafter until his successor is elected and qualified or until he is removed from office as provided by law or in the Bylaws of this corporation.

Section 8.3. The terms of office, method of election, powers, authorities and duties of the members of the Board of Directors shall be fixed by the Bylaws of this corporation.

ARTICLE IX

CAPITAL STOCK

This corporation shall have no capital stock.

ARTICLE X

LESS THAN UNANIMOUS WRITTEN ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written notice signed by the number of Directors required to take the same action at a meeting of the Board of Directors at which all Directors were present. When written action is taken by less than all Directors, all Directors as provided in this Article must be notified immediately of the text and effective date. Failure to provide such notice does not invalidate the written action.

ARTICLE XI

DISSOLUTION

In the event of 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, any surplus property remaining after the payment of its debts shall be disposed of by transfer to an organization that conducts men's ministry that is recognized by the ELCA, a 501(c)(3) organization or if it does not exist to another 501(c)(3) organization to be used for one or more of the purposes of this corporation. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by this corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of this corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE XII

RELATIONSHIP TO ELCA

This organization shall relate as a self-supporting, independent "Separately Incorporated Ministry" of the ELCA, or its successor. Except as may be otherwise provided in this corporation's Bylaws, none of the following actions shall be taken by this corporation without prior consultation with the ELCA: merger or consolidation with any domestic or foreign corporation; sale, lease, encumbrance or other disposition of all or substantially all of this corporation's property; and voluntary dissolution.

ARTICLE XIII

AMENDMENT

These Articles may be amended at any time and from time to time by the affirmative vote of a majority of Directors then in office and approval by the voting delegates at the LMM ~~Triennial Assembly~~ Annual Meeting or by those delegates at a properly arranged special meeting or conference call with a minimum of a sixty (60) day notification of the proposed amendment after approval by the majority of the Directors in a manner consistent with the provisions of Article XII above.

Dated: June 11, 2011

Revised: July 20, 2017

Secretary