

**EXHIBIT A**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**CHINESE COMMUNITY CHURCH OF INDIANAPOLIS, INC.**

**ARTICLE I**

**Name**

**Section 1. Name of Corporation.** The name of the Corporation shall be CHINESE COMMUNITY CHURCH OF INDIANAPOLIS, INC. ("Church").

**ARTICLE II**

**Type, Purposes and Powers**

**Section 1. Type of Corporation.** This Church is a religious corporation.

**Section 2. Purposes.** The purposes for which the Church is formed are exclusively religious, and such purposes are for the Church:

(a) To be part of the Body of Christ and follows the teachings of Lord Jesus as its mission. Based on the Holy Bible which was revealed by God, the purpose of the Church is to expand God's Kingdom and manifest God's glory through mission works in the areas of worship service, fellowship, discipleship, and evangelism (the "Purpose"). In order to fulfill the Purpose, the Church focuses on expanding mission works among the Chinese Americans as commanded by God and based upon the cultural characteristics and the geographical needs given to the Church by God; and

(b) To perform all other acts necessary or incidental to the above stated purposes which are authorized and permitted under the Act.

Notwithstanding any other provision of these Articles, the Church shall not carry on any other activities not permitted to be carried on (a) by a corporation from federal income tax under Section 501(c)(3) of the Internal Revenue code of 1986, as amended ("Code"), or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

Any other provision contained in these Articles notwithstanding, no part of the earnings of the Church shall inure to the benefit of any private shareholder or individual and no substantial part of its activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, nor shall the Church participate in or intervene in any political campaign on behalf of any candidate for public office. No solicitation of contributions to the Church shall be made and no

gifts, bequests or devises to the Church shall be accepted upon any condition or limitation which, in the opinion of the Church, may cause the Church to lose any exempt status which it may obtain excusing the Church from the payment of state or federal income taxes.

Notwithstanding any other provision of these Articles, if at any time or times the Church shall be a "private foundation" as defined in Section 509 of the Code, then, during such time or times, the Church shall distribute its income for each taxable year at such time and in such manner as not to become subject to attacks on undistributed income imposed by Section 4942 of the Code; shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; shall not retain any excess business holdings as defined in Section 4943(c) of the Code; shall not make any investments in such manner as to incur tax liability under Section 4944 of the Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of these Articles, during any taxable year in which the Church has elected to have the provisions of Code Section 501(h) in effect, the Church shall not make lobbying expenditures in such amounts as to incur tax liability under code Section 4911.

In the event of dissolution, the Church shall, after payment of all liabilities, distribute any remaining assets to an organization or organizations which, at the time, are exempt from taxation under Section 501(c)(3) of the Code.

Any reference herein to any provision of the Internal Revenue Code of 1986 shall be deemed to mean such provisions as are now or hereafter existing, amended, supplemented, or superseded, as the case may be.

**Section 3. Powers.** The Church shall have all of the general rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act, but shall be limited to the exercise of only such powers as are in furtherance of the purposes expressly provided for in Section 2 of this Article and as are in furtherance of the activities permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Subject to any limitations or restrictions imposed by applicable law, or these Articles, the Church shall have the following general rights, privileges and powers:

- (a) Sue, be sued, complain, and defend in the Church's corporate name;
- (b) Have a corporate seal or facsimile of a corporate seal, which may be altered at will, to use by impressing or affixing or in any other manner reproducing it. However, the use or impression of a corporate seal is not required and does not affect the validity of any instrument;
- (c) Make, and amend bylaws not inconsistent with these Articles, the Act or other applicable Indiana law for managing the affairs of the Church;

(d) Purchase, receive, take by gift, devise, or bequest, lease or otherwise acquire, and own, hold, develop, improve, use, manage and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;

(e) Sell, convey, mortgage, pledge, lease, exchange, and, otherwise dispose of all or any part of the Church's property;

(f) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares or other interests in, or obligations of any entity;

(g) Make contracts and guaranties, incur liabilities, borrow money, issue notes, bonds, and other obligations and secure any of the Church's obligations by mortgage or pledge of any of the Church's property, franchises, or income;

(h) Lend money, invest and reinvest the Church's funds, and receive and hold real and personal property as security for repayment, except as otherwise provided under Indiana Code Section 23-17-13-3;

(i) Be a promoter, a partner, a member, an associate or a manager of any partnership, joint venture, trust, or other entity;

(j) Conduct the Church's activities, locate offices, and exercise the powers granted by this Article inside or outside Indiana;

(k) Elect directors, elect and appoint officers, and appoint employees and agents for the Church, define the duties and fix the compensation of directors, officers, employees and agents;

(l) Pay pensions and establish pension plans, pension trusts, and, other benefit and incentive plans for the Church's current or former directors, officers, employees, and agents;

(m) Make donations not inconsistent with law for the public welfare or for charitable, religious, scientific, or educational purposes and for other purposes that further the Church's interests;

(n) Impose dues, assessments, admission, and transfer fees upon the Church's members, if any;

(o) Establish conditions for admission of members, admit members, and issue memberships;

(p) Carry on a business;

(q) Have and exercise powers of a trustee as permitted by law, including those set forth in Indiana Code Section 30-4-3-3;

(r) Purchase and maintain insurance on behalf of any individual who:

(i) Is or was a director, an officer, an employee, or an agent of the Church; or

(ii) Is or was serving at the request of the Church as a director, an officer, an employee, or an agent of another entity;

against any liability asserted against or incurred by the individual in that capacity or arising from the individual's status as a director, an officer, an employee, or an agent, whether or not the Church would have power to indemnify the individual against the same liability pursuant to this Article.

(s) Do all things necessary or convenient, not inconsistent with law, to further the activities and affairs of the Church;

(t) To cease its activities and to dissolve and surrender its corporate franchise;  
and

(u) To do all acts and things necessary, convenient or expedient to carry out the purposes for which the Church has been formed.

### **ARTICLE III**

#### **Period of Existence**

**Section 1. Period of Existence.** The period during which the Church shall continue shall be perpetual.

### **ARTICLE IV**

#### **Resident Agent and Principal Office**

**Section 1. Resident Agent.** The name and address of the Church's Resident Agent for service of process is Howard Huang, 3405 East 116<sup>th</sup> Street, Carmel, Indiana 46033.

**Section 2. Principal Office.** The post office address of the principal office of the Church is 3405 East 116<sup>th</sup> Street, Carmel, Indiana 46033.

### **ARTICLE V**

#### **Membership**

**Section 1. Membership and Classes of Members.** The Church shall have members. The classes of members, if any, and the characteristics, qualifications, rights, limitations and obligations of members, and of classes of members, if any, shall be as set forth in the By-Laws of the Church.

## ARTICLE VI

### **Directors**

**Section 1. Number of Directors.** The initial Board of Directors was comprised of seven (7) members. Thereafter, the exact number of Directors has been and shall be as prescribed from time to time in the By-Laws of the Corporation; provided, however, that the minimum number of Directors shall not be fewer than three (3) and there shall be no maximum number of Directors.

## ARTICLE VII

### **Statement of Property and Estimate of the Value Thereof**

**Section 1. Property.** At the time of its initial incorporation, the Church was not the owner of any property.

## ARTICLE VIII

### **Provisions for the Regulation and Conduct of the Affairs of the Church**

**Section 1. Limitations Upon Powers.** As provided in Article II, Section 3 above, in order to carry out the purposes set forth above, the Church has been granted, and shall have, all the powers enumerated in the Indiana Nonprofit Corporation Act of 1991, as the same may be amended from time to time, subject to all of the limitations contained in these Articles; provided, however, that, notwithstanding any other provision of these Articles or any provision of the Act or any other law, the Church shall not in any manner or to any extent carry on propaganda or otherwise attempt to influence legislation; nor shall it participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall it 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 of 1986, as amended ("Code") (or under the corresponding provision of any future United States revenue law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or under the corresponding provision of any future United States revenue law).

**Section 2. Restriction Upon Inurement of Net Earnings.** No part of the net earnings of the Church shall inure to the benefit of any Member (if any), director, officer, or other private individual (except that reasonable compensation may be paid for services rendered to or for the

Church affecting one or more of its purposes), and no Member (if any), director, officer or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Church or otherwise (except that monies loaned or advanced to the Church by a Member (if any), director or officer in furtherance of one or more of its purposes may be repaid without interest).

**Section 3. Restriction Upon Acceptance of Gifts.** No gifts or other contributions to the Church shall be accepted by the Church if the use or expenditure of such gift or other contribution is subject to any condition which is inconsistent with the purposes of the Corporation as stated herein.

**Section 4. Dissolution.** Upon dissolution, the net assets of the Church shall be transferred to such not-for-profit corporation or corporations which are in existence at such time, and which are organized at such time for purposes substantially similar to those of the Church, and which qualify at such time as exempt organizations under Section 501(c)(3) of the Code (or under the corresponding provisions of any future United States revenue law) as the Board of Directors of the Church may determine. Upon such dissolution, Members of the Church shall not be entitled to receive back amounts theretofore paid in by them as membership dues or otherwise, or any interest on such amounts, it being understood by and among the Members, and it being an express condition of all such payments of membership dues and other amounts that such amounts are given and received as gifts in furtherance of the purposes of the Church rather than as contributions to the capital of the Church.

**Section 5. Distributions of Income.** The Church shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or by the corresponding provision of any future United States revenue law).

**Section 6. Prohibited Transactions.** In the event the Church shall at any time be a private foundation within the meaning of Section 509(a) of the Code (or by the corresponding provision of any future United States revenue law), the Church shall not, for so long as it continues to be a private foundation within such meaning, engage in any of the following transactions or do any of the following acts:

(a) Engage in any act of self-dealing as defined in Section 4941(d) of the Code (or in the corresponding provision of any future United States revenue law);

(b) Retain any excess business holdings as defined in Section 4943(c) of the Code (or in the corresponding provision of any future United States revenue law);

(c) Make any investments in such manner as to subject it to tax under Section 4944 of the Code (or under the corresponding provision of any future United States revenue law); and

(d) Make any taxable expenditures as defined in Section 4945(d) of the Code (or in the corresponding provision of any future United States revenue law).

**Section 7. Power to Make By-Laws.** The power to make, alter, amend or repeal the Code of By-Laws of the Church shall be vested in its Board of Directors.

**Section 8. Terms of Directors.** Elected Directors of the Church shall be elected for such terms, whether or not in excess of three (3) years, as may be fixed by the Code of By-Laws of the Church. In addition, the Board of Directors shall, if the Code of By-Laws of the Church shall so provide, be divided into as many groups and categories whose terms of office expire at different times as the Code of By-Laws shall provide.. The Code of By-Laws may provide for one or more voting or non-voting ex officio directors, and the offices or positions to which such directorships are incident may be with the Church or with other organizations; provided, however, that the number of ex officio directors shall at no time equal or exceed the number of elected Directors.

**Section 9. Removal of Directors.** Any or all members of the Board of Directors of the Church may be removed as provided in the Code of By-Laws.

**Section 10. Interests of Directors in Contracts.** Any contract or other transaction between the Church and one or more of its Directors, or between the Church and any firm of which one or more of its Directors is or are members or employees, or in which he or she or they are interested, or between the Church and any corporation or association of which one or more of its Directors is or are shareholders, members, directors, officers or employees, or in which he or she or they is or are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Church which acts upon or in reference to such contract or transaction, and notwithstanding his or her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority of such quorum necessary to carry such vote; provided, however, that such contract or transaction shall be at arm's length and not violative of the proscriptions of these Articles against the Church's use or application of its funds for private benefit.

**Section 11. Indemnification of Directors, Officers and Employees.** The Church shall indemnify any person made a party to any action, suit or proceeding by reason of the fact that he or she or his or her predecessor in interest is or was a director, officer or employee of the Church, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his or her duties. The Church shall also reimburse to any such director, officer or employee the reasonable costs of settlement of, or judgment rendered in, any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter of controversy (whether or not a quorum), in their judgment reasonably exercised, that such director, officer or employee was not guilty of negligence or misconduct in the performance of

his or her duties and such finding is not inconsistent with any final adjudication made in such action, suit or proceeding. No director, officer or employee shall be deemed guilty of negligence or misconduct in the performance of his or her duties when, acting in good faith, such director, officer or employee relied upon the books and records of the Church or statements or advice made by or prepared by any officer or employee of the Church, or by any accountant, attorney or other person, firm or corporation employed by the Church to render advice or services, unless such director, officer or employee had actual knowledge of the falsity or the incorrectness thereof; nor shall a Director be deemed guilty of negligence or misconduct by virtue of the fact that he or she failed or neglected to attend a meeting or meetings of the Board of Directors of the Church. The rights of indemnification provided hereunder shall be in addition to any right to which any person concerned may otherwise be entitled by contract or as a matter of law, and shall inure to the benefit of the heirs, executors, administrators and legal representatives of such person. This section shall be construed in a manner consistent with the proscriptions of these Articles against the Church's use or application of its funds for private benefit.

**Section 12. Insurance.** As authorized pursuant to Article II, Section 3, above, the Church may purchase and maintain directors and officers liability insurance on behalf of any person who is or was a director, officer, employee or agent of the Church, or is or was serving at the request of the Church as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Church would have the power to indemnify him or her against liability; provided, however, that this section shall be construed in a manner consistent with the proscriptions of these Articles against the Church's use or application of its funds for private benefit.

**Section 13. Amendment.** The affirmative vote of a two-thirds majority of all the Directors of the Church shall be necessary to restate, alter or amend these Articles. Membership vote shall not be required to approve any restatement, alteration, or amendment which does not abridge or reduce the rights of any Member, but should Membership vote be required to approve any such restatement, alteration or amendment of these Articles, the affirmative vote of two-thirds of the voting members present at a meeting called for such purpose in accordance with the procedures established from time to time in the By-Laws shall be necessary for such approval.

This instrument prepared by David Williams Russell, Esq., Harrison & Moberly, LLP, 10 West Market Street, Suite 700, Indianapolis, Indiana 46204, telephone (317) 639-4511.

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