

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PIEDMONT BAPTIST ASSOCIATION, INC.

Pursuant to Chapter 55A of the North Carolina General Statutes entitled the “North Carolina Nonprofit Corporation Act,” as amended (the “Act”), the undersigned corporation hereby submits these Amended and Restated Articles of Incorporation which amend its Articles of Incorporation in their entirety.

Article I. Name

The name of the corporation is Piedmont Baptist Association, Inc. (the “Association”).

Article II. Duration

The period of duration of the Association shall be perpetual unless sooner dissolved in accordance with the Act.

Article III. Nature of the Corporation

The Association is a “charitable or religious corporation” within the meaning of Section 55A-1-40(4) of the Act and its tax exempt status is that of a corporation exempt from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) (or corresponding provisions of any future federal Internal Revenue law).

Article IV. Purposes

The Association is organized exclusively for religious and charitable purposes as permitted under Section 501(c)(3) of the Code. The Association exists for the purpose of bringing about radical transformation in its community by the power of Christ through (1) assisting its member churches to impact their community, (2) developing missional leadership, and (3) providing opportunities for networking with other entities that share the vision of a transformed community.

Article V. Powers

In order to carry out the purposes set forth in Article IV, the Association shall have full power:

- A. To solicit, acquire, hold, manage, convey, transfer and dispose of cash donations;
- B. To own and/or lease real and personal property;
- C. To invest in, acquire, hold, pledge, resell, exchange, transfer or otherwise dispose of securities of any nature and to exercise all rights, powers and privileges of ownership thereof, including the right to vote thereon for any and all purposes;
- D. To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, town, city, county, district, state, territory, or government; and

- E. To exercise any and all powers which may be conferred by law or which may be deemed necessary or expedient for the achievement of the objects and purposes of the Association as set forth in Article IV.

While independent, autonomous and sovereign in its own sphere, the Association does not claim and will never attempt to exercise any authority over any other Baptist body, whether church, auxiliary organization, association, or convention.

Article VI. Members

The Association shall have one class of members as provided in its Bylaws.

Article VII. Meetings

The Association shall have an annual meeting on the first Thursday of November of each year, unless the Board of Directors of the Association decides upon a different date for the meeting as set forth in the Bylaws. Other meetings of the Association may be called by the Board of Directors as provided in its Bylaws.

Article VIII. Government

The Association shall be governed by its Board of Directors and its members as provided in its Bylaws. The Association shall be led by its officers under the authority as set forth in the Bylaws. The Board of Directors, the officers, their terms of office and the method of their selection and removal shall be provided for and determined by the Bylaws of the Association.

Article IX. Registered Agent

The street address of the registered office of the Association, which is located in Guilford County, is 209 Sharp Road, Greensboro, North Carolina 27406, and the mailing address is 209 Sharp Road, Greensboro, North Carolina 27406. The name of the registered agent at the street address for the Association is Larry S. Doyle.

Article X. Principal Office

The street address of the principal office of the Association, which is located in Guilford County, is 209 Sharp Road, Greensboro, North Carolina 27406, and the mailing address is 209 Sharp Road, Greensboro, North Carolina 27406.

Article XI. Activities Not Permitted

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, directors, officers or any "private shareholder or individual" within the meaning of Section 501(c)(3) of the Code (or corresponding provisions of any future federal Internal Revenue law); provided, however, that the Association 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 IV hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or

in opposition to any candidate for public office. Notwithstanding any other provision of the Articles, the Association shall prohibit any activities not permitted to be carried on:

- A. By a corporation exempt from federal income tax under Section 501 (a) of the Code as an organization described in Section 501 (c)(3) of the Code (or corresponding provisions of any future federal Internal Revenue law);
- B. By a corporation, contributions to which are deductible under Sections 170 (c)(2) and 2055 of the Code (or corresponding provisions of any future federal Internal Revenue law); or
- C. By a “charitable or religious corporation” as that term is defined under the Act.

Article XII. Dissolution

In the event of its dissolution, the Association, after paying or making provision for the payment of all the liabilities of the Association, shall distribute all of the net assets of the Association to the Baptist State Convention of North Carolina, Inc., or its successor, or if it does not exist and there is no successor, to one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170 (c)(2) of the Code (or corresponding provisions of any future federal Internal Revenue law), or to federal, state, or local government exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court in the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization and organizations, as said Superior Court shall determine, which are organized and operated exclusively for such purposes.

Article XIII. Personal Liability; Indemnification

The members of the Board of Directors shall not be personally liable to the Association for monetary damages arising out of any action, whether by or in the right of the Association or otherwise, for any breach of duty as a member, officer, trustee or director, except for liability with respect to: (1) acts or omissions that such director at the time of the breach knew or believed were clearly in conflict with the best interests of the Association, (2) any liability under Sections 55A-8-32 or 55A-8-33 of the Act, (3) any transaction from which such director derived an improper personal financial benefit, and (4) acts or omissions prior to the date the Articles are effective. Also, as used herein, the term "improper personal benefit" does not include a director's reasonable compensation or other reasonable incidental benefit for or on account of service as an independent contractor, attorney or consultant of the Association. If the Act is amended after the date of the Articles to authorize corporate action further eliminating or limiting the personal liability of the director, then the liability of the director shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. No amendment or repeal of the provisions of this Article XIII shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any act or failure to act on the part of such director party occurring prior to such amendment or repeal.

It is the policy of the Association to indemnify to the maximum extent permitted by the Act any one or more of the indemnified parties against judgments, penalties, settlements and other liabilities incurred by them in connection with any pending, threatened or completed action, suit or proceeding, whether civil, criminal, investigative or administrative and against reasonable costs and expenses (including attorneys' fees) in connection with any such proceeding, where liabilities and litigation expenses were incurred incident to the good faith performance of their duties. As used herein, the term "indemnified parties" shall mean the officers of the Association, the members of the Board of Directors,

and key employees as listed in a duly authorized resolution of the Association. The Association may advance expenses in connection with any proceeding to any such person in accordance with applicable law. The use of funds of the Association for indemnification or for purchase and maintenance of insurance for the benefit of the indemnified parties shall be deemed a proper expense of the Association.

Article XIV. Amendments

The Articles may be changed or amended by a two-thirds (2/3) vote of those present and voting when the vote is taken at any meeting of the Association, provided that such proposed amendment shall have been distributed in writing to the members not less than twenty (20) days before the commencement of the Association's meeting.

Article XV. Effective Date

These amendments to the Articles shall be effective upon November 6, 2008 at 12:01 a.m.

I, _____, Secretary of Piedmont Baptist Association, Inc., certify that this is a true and correct copy of the Amended and Restated Articles of Incorporation of Piedmont Baptist Association, Inc., adopted at its meeting of members held on May 1, 2008.

This the _____ day of May, 2008

_____, Secretary