

**AMENDED and RESTATED ARTICLES OF INCORPORATION
OF
SAINT ANDREW'S EPISCOPAL CHURCH - DENVER**

ARTICLE 1 NAME

The name of the corporation is:

SAINT ANDREW'S EPISCOPAL CHURCH - DENVER.

ARTICLE 2 PURPOSE AND LIMITATIONS ON POWER

2.1 The corporation is organized exclusively for religious, charitable, and educational purposes. Specifically, the corporation is organized to administer the temporalities of the Episcopal Church in the United States of America and of the Episcopal Diocese of Colorado.

2.2 This corporation is intended to qualify as a religious organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (Code); and it is intended that contributions made to this corporation are to be deductible under Section 170(c) of the Code. The purposes and powers of this corporation are specifically restricted (or expanded, as necessary) so that this corporation is so qualified and contributions to this corporation are so deductible.

2.3 Contributions to this corporation by a non-exempt corporation are to be used exclusively within the United States or any of its possessions, unless the contributing corporation specifically permits its use outside of such territory.

2.4 The corporation may not sell, encumber, pledge, or otherwise alienate or convey in any manner its real property without the prior, express, written consent of the Episcopal Diocese of Colorado (all property requires the consent of the Bishop with the

advice and consent of the Executive Council, consecrated property requires the additional consent of the Standing Committee). Such consent must be evidenced by the signature of the Chancellor or Vice-Chancellor of the Episcopal Diocese of Colorado on any document of encumbrance or transfer.

ARTICLE 3 STATEMENT OF ACCESSION

3.1 The corporation does hereby expressly accede to all of the provisions of the Constitution and Canons of the Episcopal Church of the United States of America and to the Constitution and Canons of the Episcopal Diocese of Colorado (collectively "Canons"). The corporation shall conform to the Canons' Doctrine, Discipline, and Worship.

ARTICLE 4 PROHIBITED ACTIVITIES

4.1 No part of the corporation's net earnings may inure to the benefit of any officer, director, member, or other private individual (except that reasonable compensation for services rendered and reimbursement of expenses may be paid).

4.2 The corporation will not devote a substantial part of its assets to influencing legislation.

4.3 The corporation will not participate in a political campaign for or against any candidate for political office.

4.4 The corporation will not discriminate against any person regardless of race, color, national origin, sex, gender identity, sexual orientation, or disability, except that this corporation understands and will follow its obligations under the Canons to which this corporation has acceded).

ARTICLE 5 DIRECTORS / VESTRY

5.1 Except as otherwise provided by law or the Canons, the business and affairs of this corporation will be vested in the board of directors, to be called the Vestry. The Vestry will consist of the Rector, Senior Warden, Junior Warden, and not fewer than three (3) additional voting members of this corporation, subject to such other qualifications as may be established in the bylaws.

5.2 Directors are to be elected or appointed as provided in the bylaws of the corporation.

5.3 The directors are to be divided into three classes, each class to be as nearly equal in number as possible. The term of office of each class is to be three years, with each class being elected every third year. For those directors elected at the first annual meeting of the members after the adoption of this section, if there has not been a three-way classification in effect, and at the first annual meeting after any enlargement of the board of directors the term of office of one-third is to expire at the first annual meeting after the election, the term of office of one-third is to expire at the second annual meeting after the election, and the term of office of the remainder to expire at the third annual meeting after the election.

ARTICLE 6 MEMBERS' RIGHTS AND LIMITATIONS

6.1 The corporation will have voting members. Membership and the rights and privileges thereof are to be as delineated in the bylaws of the corporation, consistent with the Canons. Except as expressly granted in the bylaws, no rights of membership are to be inferred or implied.

6.2 a. The initial bylaws of the corporation will be as adopted by the Vestry. The Vestry may alter, amend, or repeal the bylaws from time-to time in force and adopt

new bylaws, provided that notice of such amendments be posted in the Parish Hall within a reasonable time prior to the Vestry meeting at which the issue will be considered; further provided that the amendment as adopted must be posted in the Parish Hall promptly after adoption. Amendments to the specific language which fall within the general tenor of the actual notice may also be considered.

b. The electors may, by a vote of two-thirds of electors present at a Parish meeting called for that purpose, adopt bylaws consistent with the Canons and with the bylaws, which bylaws may not be altered or repealed except by electors. Notice of the proposed language of an amendment to the bylaws must be submitted not less than sixty (60) days in advance of the parish meeting at which such amendment is to be considered; amendments to the specific language which fall within the general tenor of the actual notice may also be considered.

c. The form of the bylaws is subject to the review of the Chancellor or Vice-Chancellor. This may be obtained either before or after the adoption of the bylaws. The Chancellor is expected to advise if (s)he sees a canonical violation.

ARTICLE 7 ENDOWMENT TRUST FUND

7.1 There will be established a trust fund to be known as the Saint Andrew's Episcopal Church Endowment Trust Fund. All contributions to this fund are to be placed in the trust. All undesignated bequests and devises received by the corporation are to be deemed as contributions to the fund. Notwithstanding the foregoing, up to ten percent. (10%) of contributions received may be designated to other entities within the Episcopal Diocese of Colorado.

7.2 The trust is to be used for the benefit of the Parish and Parish outreach programs. Should the Parish corporation be dissolved, the trust shall be held for the benefit of the New Mission Endowment Fund of the Colorado Episcopal Foundation, until

such time as the Parish be reformed and the Ecclesiastical Authority designate the new Parish corporation to be a continuation of this corporation. If the trust is being held for the benefit of the Colorado Episcopal Foundation, the Standing Committee is to replace the Vestry and the Ecclesiastical Authority is to replace the members in decisions regarding distributions and in the adoption and amendment of bylaws, as provided below.

7.3 The interests of all beneficiaries to the trust are to be held subject to a "spendthrift trust," and the interests of any beneficiary are not subject to sale, assignment, alienation, pledge, or any other encumbrance; and, to the maximum extent permitted by law, no part of the assets, including income, are to be liable for the debts or obligations, including alimony, of any beneficiary or be subject to attachment, garnishment, execution, creditor's bill, or other legal or equitable process.

7.4 The trust is to be administered by an Endowment Committee operating as a Colorado trust, except as may be provided in the bylaws.

7.5 Distributions of principal and income from restricted gifts are to be made only in accordance with the terms of such gifts.

7.6 Distributions of principal from unrestricted gifts may be made only with the concurrence of two-thirds (2/3) of the Endowment Committee, two-thirds (2/3) of the Vestry, and two-thirds (2/3) of the electors present at a meeting of the members.

7.7 Distributions of income from unrestricted gifts are to be made at least annually, unless two-thirds (2/3) of the Vestry resolves that the income or a part of it be retained in the fund and added to principal. Of the income distributed, unless redirected by two-thirds (2/3) of the Vestry, twenty-five *per centum* (25%) of the distribution is to be used for major maintenance, capital improvement, or debt service, either immediately or placed in escrow for the future. The remainder of the distribution is to be used for

expenses outside the normal operations of the Parish, with particular concern for outreach, both local and that promoted by the Anglican Communion Worldwide.

7.8 For all purposes herein, "Income" is defined as a percentage of the adjusted market value of the assets of the trust determined as of December 31 of each year (excluding the "income" from the immediately preceding year not yet distributed), and shall be set by the Vestry at its meeting held immediately subsequent to such December 31. "Principal" is defined as the balance of the assets in the trust.

7.9 Notwithstanding anything to the contrary herein, amendments to this Article 7 require the approval of three-fourths (3/4) of the Vestry and three-fourths (3/4) of the electors present at a meeting of the members.

ARTICLE 8 DISSOLUTION

8.1 Pursuant to the Canons, the Ecclesiastical Authority may dissolve the organization of the Parish.

8.2 Upon the dissolution of the Parish, the title to all property is to vest automatically and forthwith in the Diocesan corporation, known as the Bishop and Diocese of Colorado.

8.3 Upon dissolution of the Parish, the corporation will have no further authority to conduct business in any manner. The Bishop as President (or the Bishop's designee as Vice-President) and the Chancellor as Secretary (or the Vice-Chancellor as Assistant Secretary) are to have authority to execute and to file any necessary documents to effect the dissolution of the corporation with the Colorado Secretary of State.

8.4 The Parish has no authority to dissolve the corporation without the consent of the Ecclesiastical Authority, as evidenced by the signature of the Chancellor or Vice-Chancellor on the Statement of Intent to Dissolve.

8.5 Upon the filing of the Statement of Intent to Dissolve, dissolution of the corporation or upon the dissolution for any other reason, the Diocesan Executive Council or its designee is to act as liquidator. After provision is made in accordance with law for the payment of obligations, remaining assets are to be distributed to the Diocesan corporation, known as the Bishop and Diocese of Colorado.

ARTICLE 9 INDEMNIFICATION/LIMITATION OF LIABILITY

9.1 No person will be entitled to be reimbursed for expenses incurred in connection with a Court proceeding to obtain Court ordered indemnification unless such person first made reasonable application to the corporation and the corporation either unreasonably denied such application or through no fault of the applicant was unable to consider such application within a reasonable time.

9.2 To the maximum extent permitted by law or by public policy, directors and officers and other agents of this corporation are to have no personal liability for monetary damages arising out of service as a director or officer or other agent.

ARTICLE 10 DURATION

10.1 The period of duration of this corporation is perpetual.

ARTICLE 11 RESERVATION OF RIGHT TO AMEND

11.1 The corporation reserves the right to amend, alter, change, or repeal any provision contained in, or to add any provision to, its Articles of Incorporation in any

manner now or hereafter prescribed, or permitted, by the Colorado Nonprofit Corporation Acts except that no changes shall be permitted that would impair its tax-exempt status (assuming tax exempt status has been recognized and is in effect at the time of the change) or allow money to be used for nonexempt purposes. All rights and powers conferred hereby upon directors and members are granted subject to this reservation.

11.2 The Articles of Incorporation, however, may not be amended without adoption by the Vestry and Electors of the Corporation and the written consent of the Bishop of the Episcopal Diocese of Colorado and the Chancellor or Vice-Chancellor of the Episcopal Diocese of Colorado. Such consent must be evidenced by the signature of the Chancellor or Vice-Chancellor on the Articles of Amendment.

APPROVED AS TO FORM:

Vice-Chancellor

Bishop of Colorado