

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE ARKANSAS BAPTIST STATE CONVENTION**

Article I. - Name, Duration and Agent for Service

Section 1. The name of this body shall be “The Arkansas Baptist State Convention” (“**Convention**”).

Section 2. The duration of this corporation shall be perpetual.

Section 3. The principal place of business, the registered agent, and the Agent for Service of Process of this corporation shall be the Executive Director of the Arkansas Baptist State Convention, at 10 Remington Drive, Little Rock, Arkansas 72204.

Section 4. The number, names and addresses of the directors/trustees constituting the initial board of directors/trustees of this corporation, and the names and addresses of each incorporator of this corporation are contained in prior Articles of Incorporation. The number of directors/trustees of this corporation shall be determined as provided in the Bylaws; provided, however, at no time shall the number of directors/trustees of this corporation be fewer than three (3). The terms of office of the directors/trustees of this corporation shall be determined as provided in the Bylaws.

Section 5. This corporation shall not have or issue shares of stock and no dividends shall be paid, and no part of the income of this corporation shall be distributed to any incorporator, director, or officer of this corporation.

Article II. - The Purpose

Section 1. The purpose of the Convention is to assist the churches of the Convention in fulfilling their mission, and to encourage cooperative support of and involvement in the Convention’s worldwide mission enterprise.

Section 2. The current version of **The Baptist Faith and Message** as adopted by the Southern Baptist Convention on June 14, 2000, as amended from time to time (the “**BF&M 2000**”), shall be the doctrinal guideline for the Convention.

Article III. – Cooperation

Section 1. A “Cooperating Baptist Church” is a Baptist church which in doctrine and in practice adheres to the principles and the spirit of the BF&M 2000 and financially supports the Cooperative Program. The Convention is composed of messengers from Cooperating Baptist Churches (“**Messenger(s)**”) which are in accord with the principles and purposes of the Convention and which desire to cooperate with other Cooperating Baptist Churches throughout the Convention. Each Messenger who is present at the time a matter is submitted to the Messengers shall be entitled to one vote. No proxy voting shall be permitted.

Section 2. Each Cooperating Baptist Church shall be entitled to three (3) Messengers with one (1) additional Messenger for each additional one hundred (100) members or major fraction thereof above one hundred (100), provided however, that no church shall be entitled to a total of more than ten (10) Messengers.

Article IV. - Authority

While independent and sovereign in its own sphere, this Convention shall never exercise any authority whatever over any church nor shall it in any way interfere with the constitution of any church or with the exercise of its functions as the only ecclesiastical body, but will cheerfully recognize and uphold the absolute independence of the churches.

Article V. Amendments

Section 1. These Articles of Incorporation and/or Bylaws of this corporation may be amended by two-thirds ($\frac{2}{3}$) vote of the Messengers voting and concurring in two (2) successive annual meetings of the Convention, except Article IV of the Articles, which shall remain forever unalterable in substance.

Section 2. Any proposed amendment to these Articles of Incorporation or Bylaws of this corporation shall be presented to the Convention in writing, for its consideration, upon the first (1st) day of the annual meeting, and may be voted on during the meeting on any subsequent day, provided adequate publicity has been given by previous announcement. No proposed amendment shall come before the Convention unless it has been reported to the Executive Board of the Convention at least sixty (60) days prior to the first session of the Convention’s annual meeting.

Article VI. – Internal Revenue Requirements

Notwithstanding any other provision of these Articles of Incorporation to the contrary, the following restrictions and limitations shall apply to comply with the requirements imposed by §501(c)(3) of the Internal Revenue Code of 1986, as amended (“**Code**” and such term shall include any corresponding successor federal tax laws and Treasury regulations promulgated thereunder):

(a) No part of the net earnings of this corporation shall inure to the benefit, or be distributable to its directors, trustees, officers, or other private persons, except that this 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 herein.

(b) No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) This corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) exempt from federal income tax under §501(c)(3) of the Code; or (ii) contributions to which are deductible under §170(c)(2) of the Code.

(d) Because this corporation is intended to have perpetual existence, it is not anticipated that this corporation will be dissolved, however, in the event this corporation should ever be dissolved, then upon the dissolution of this corporation, the Executive Board of this corporation shall, after paying or making provision for the payment of all of the liabilities of this corporation, convey all of the assets of this corporation to such organization or organizations organized and operated exclusively for the purposes stated herein, which shall, at the time, qualify as an organization or organizations exempt under §501(c)(3) of the Code, and any articles of dissolution adopted by this Corporation shall so provide. Any of such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of this corporation is located, exclusively to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.