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State of North Carolina
Department of the Secretary of State

ARTICLES OF RESTATEMENT
FOR NONPROFIT CORPORATION

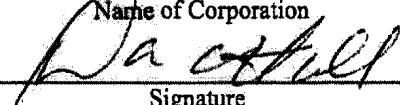
Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation.

1. The name of the corporation is: NORTH CAROLINA BAPTIST MEN
2. The text of the Restated Articles of Incorporation is attached.
3. (Check *a, b, c, and/or d, as applicable.*)
 - a. These Restated Articles of Incorporation were adopted by the board of directors and do not contain an amendment.
 - b. These Restated Articles of Incorporation were adopted by the board of directors and contain an amendment not requiring member approval. (*Set forth a brief explanation of why member approval was not required for such amendment.*)
 - c. These Restated Articles of Incorporation contain an amendment requiring member approval, and member approval was obtained as required by Chapter 55A of the North Carolina General Statutes.
 - d. These Restated Articles of Incorporation contain an amendment requiring approval by a person whose approval is required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.
4. These articles will be effective upon filing, unless a delayed date and/or time is specified: _____

This the 14th day of January, 20 13

NORTH CAROLINA BAPTIST MEN

Name of Corporation



Signature

DANA C. HALL, PRESIDENT

Type or Print Name and Title

Notes:

1. Filing fee is \$10, unless the Restated Articles of Incorporation include an amendment, in which case the filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State. (Revised Jan 2003)

Corporations Division

PO Box 29622

Raleigh, NC 27626-0622

(Form N-03)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NORTH CAROLINA BAPTIST MEN**

The undersigned, being a natural person of the age of eighteen years or more, hereby makes and acknowledges these Articles of Incorporation for the purpose of forming a nonprofit corporation under and by virtue of the laws of the State of North Carolina as contained in Chapter 55A of the North Carolina General Statutes entitled the "North Carolina Nonprofit Corporation Act," as amended (the "Act").

1. The name of the corporation shall be North Carolina Baptist Men.
2. The period of duration of the Corporation shall be perpetual unless sooner dissolved in accordance with the Act.
3. The Corporation is a charitable or religious corporation within the meaning of Section 55A-1-40(4) of the Act, organized exclusively for religious, charitable and educational purposes as permitted under Section 501(c)(3) of the Internal Revenue Code (the "Code"), including, but not limited to, the following purposes:
 - (a) To help Baptist churches involve their members (especially men and boys) in missions;
 - (b) To enable and equip Members to be personally involved in missions activities;
 - (c) To encourage Members to identify and develop their personal ministries and witness;
 - (d) To educate Members concerning missions opportunities;
 - (e) To teach Members the importance of praying for and giving to missions; and
 - (f) To lead Members in developing in all areas and aspects of their lives to become mature, active and involved Christians.
4. The Corporation shall have Members as provided in the bylaws of the Corporation (the "Bylaws").
5. The business and affairs of the Corporation shall be managed by its board of directors (the "Board"), which shall determine the policies and activities of the Corporation within the confines of the purposes of the Corporation as stated in these Articles of Incorporation. The provisions of Section 55A-8-08 of the Act shall not apply to the Corporation, and members of the Board may be removed in accordance with the Bylaws.
6. This Corporation is organized exclusively for charitable, religious and educational purposes as a nonprofit corporation, and its activities shall be conducted for the aforesaid purposes in such a manner that no part of its net earnings will inure to the benefit of, or be distributed to any Board member, officer, Member or individual, except that the 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 above. No substantial part of the activities of the Corporation shall be in carrying on propaganda or otherwise attempting to influence legislation. The 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. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried

on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

7. Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of Code, as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.
8. These Articles of Incorporation may be amended at any time by the Corporation. Any amendment to these Articles of Incorporation shall be:
 - (a) Adopted by the affirmative vote of a majority of the Board members then serving on the Board, at any meeting of the Board after a copy of the proposed amendment is included in the notice of meeting of the Board, as such notice of meeting is provided in the Bylaws; and
 - (b) Approved by two-thirds of the Members present at any meeting of the Corporation, after a copy of the proposed amendment is included in the notice of meeting of the Corporation, as such notice of meeting is provided in the Bylaws.
9. The street address and mailing address of the principal office and registered office of the Association is 205 Convention Drive, Cary, Wake County, North Carolina 27512, and the name of the registered agent is the Executive Director-Treasurer, Richard Brunson.

This the 17 day of January, 2013.

NORTH CAROLINA BAPTIST MEN

BY: Dana C. Hall
Dana C. Hall, President