

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE RECTOR, WARDENS AND VESTRY OF  
THE EPISCOPAL CHURCH OF ST. MARTIN PARISH IN DAVIS, CALIFORNIA

The undersigned certify that:

1. They are the president and secretary of The Church of St. Martin, a California nonprofit religious corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE ONE

The name of the corporation is Rector, Wardens and Vestry of the Episcopal Church of St. Martin.

ARTICLE TWO

A. This corporation is a nonprofit religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.

B. The specific purposes of this corporation are:

1. To manage the affairs and conduct the business of the Episcopal parish in Davis, California, as an integral subordinate unit and part of The Episcopal Church and the Episcopal Church in the Diocese of Northern California, (a) incorporated as a convenience to assist in the conduct of the temporalities of the Parish but remaining subordinate to the Parish standing as an agent of the Parish to hold title to property with power to manager and control the same in accordance with the interest of the Parish, (b) in accordance with the Constitution, Canons, Doctrine, Discipline, and Worship of The Episcopal Church and the Constitution and Canons of its Episcopal Church in the Diocese of Northern California, and (c) subject to the limitations set forth in these articles, to engage in any lawful act or activity for which a corporation may be organized under the California Nonprofit Religious Corporation Law; and
2. To refrain, except to an insubstantial degree, from engaging in any activity or exercising any power that is not in furtherance of any specific purpose of this corporation, notwithstanding any of the above statements of purposes and powers; and
3. To engage in any activity permitted by law for the furtherance of the primary purposes of the corporation.

ARTICLE THREE

The principal office for the transaction of business of the corporation shall be in the County of Yolo, State of California.

## ARTICLE FOUR

A. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members, and is organized solely for religious purposes within the meaning of Internal Revenue Code Section 501(c)(3).

B. No substantial part of the activities of this corporation shall consist of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign, including the publishing or distribution of statements on behalf of any candidate for public office.

C. The property, assets, profits, and net income of this corporation are irrevocably dedicated to religious purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to the Episcopal Church in the Diocese of Northern California, a California religious non-profit corporation. If the Episcopal Church in the Diocese of Northern California is not then in existence, or shall be otherwise unqualified or unable to receive such assets, the assets shall be distributed to the Episcopal Church, also known as the Protestant Episcopal Church in the United States of America. If the Episcopal Church shall then also be unqualified or unable to receive said assets, then the assets of this corporation shall be distributed to another corporation which is organized and operating exclusively for nonprofit purposes, and which has established its tax exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, and which is qualified for exemption from taxation under 23701(d) of the California Revenue and Taxation Code.

## ARTICLE FIVE

No amendment, modification, or repeal of these Articles or of any bylaw implementing them shall be valid unless thirty days prior written notice setting forth the language proposed for adoption and of date, time, and place of the meeting of the Board of Directors or any other body authorized or required to act, is served personally on the Bishop of the Episcopal Church in the Diocese of Northern California or by United States Mail, postage prepaid, addressed to the then current address of the Diocesan office.

## ARTICLE SIX

A. This corporation, having been organized to assist in the conduct of the temporalities of a Parish of The Episcopal Church and the Episcopal Church in the Diocese of Northern California, shall be subject to and abide by the Constitution and Canons of the Episcopal Church and of the Episcopal Church in the Diocese of Northern California, as they may be amended from time to time. Any action taken or bylaw adopted by this corporation is void to the extent that is inconsistent with the Constitution and Canons of either The Episcopal Church or of the Episcopal Church in the Diocese of Northern California.

B. All real and personal property held by or for the benefit of this corporation is irrevocably dedicated to charitable and religious purposes and is held in trust for The

Episcopal Church, the Episcopal Church in the Diocese of Northern California, and this Parish; however, the existence of this trust shall in no way limit the power and authority of this corporation otherwise existing over such property so long as this corporation and the Parish to which it is subordinate remain a part of, and subject to, The Episcopal Church, the Episcopal Church in the Diocese of Northern California and their Constitution and Canons.

C. This corporation shall not encumber or alienate any real property without the written consent of the Bishop and Standing Committee of the Diocese, except under such regulations as may be prescribed by Canon of the Diocese.

#### ARTICLE SEVEN

The members of this corporation shall be those persons who are entitled to vote at the annual meeting of the members as provided by the Constitution and Canons of the Episcopal Church and of the Episcopal Church in the Diocese of Northern California and as specified in the bylaws of the corporation.

#### ARTICLE EIGHT

The directors of this corporation, who shall be known as the Vestry, shall be elected at the annual meeting of the members as provided by the Constitution and Canons of the Episcopal Church and of the Episcopal Church in the Diocese of Northern California. The number of directors shall be stated in the bylaws of the corporation and the rector of the parish shall be a member of the Vestry and president of the corporation.


#### ARTICLE NINE

This corporation shall have no capital or capital stock.


3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the statements in this certificate are true of our own knowledge.

Dated: 1-19-2011

  
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The Rev. Mark Allen, President

Dated:

  
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Ms. Helen Campbell, Secretary