

ARTICLES OF INCORPORATION
of
PITTSBURGH AREA LUTHERAN MINISTRIES
5 May 1997

ARTICLE 1. IDENTITY.

The name of this Corporation shall be Pittsburgh Area Lutheran Ministries (PALM).

ARTICLE 2. LOCATION OF OFFICE.

The principal office of PALM shall be located in the County of Allegheny, Commonwealth of Pennsylvania with such other offices, if any, at such places as the Board of Directors may determine, from time to time.

ARTICLE 3. MEMBERSHIP.

Congregations of the Lutheran Church-Missouri Synod (LCMS), and congregations in fellowship with the LCMS, which are located within the territorial limits of the four Circuits of the Pittsburgh Region of the Eastern District, shall be eligible to become members of PALM in accordance with the procedures of the By-Laws Thus, English District or SELC District congregations of the LCMS within the area established by these boundaries are eligible for membership in PALM.

ARTICLE 4. PURPOSE.

The Corporation shall be subject to the Pennsylvania Nonprofit Corporation Law, 15 Pa. C.S.A. ~5101 et., and the purposes for which the Corporation is organized and shall be operated are exclusively charitable, educational and religious, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"). In furtherance of these purposes but not in limitation thereof, the Corporation may:

- a) assist the member congregations in their various ministries and foster, encourage and expedite those activities too large or too comprehensive for one congregation, such as missions, publications, chaplaincies, etc.
- b) otherwise operate exclusively for charitable, educational or religious purposes within the meaning of Section 501(c)(3) of the Code, and solely for such purposes and, without otherwise limiting its powers, exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit Corporations.

ARTICLE 5. TERM.

The term for which the Corporation is to exist is perpetual.

ARTICLE 6. BASIS.

The Corporation is organized upon a non-stock basis.

ARTICLE 7. PECUNIARY GAIN OR PROFIT.

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

ARTICLE 8. MERGER OR CONSOLIDATION.

The Corporation shall not merge with or consolidate with any Corporation unless the successor corporation is an exempt organization under Section 501(c)(3) of the Code.

ARTICLE 9. DISSOLUTION OR LIQUIDATION.

In the event the Corporation is dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, shall distribute the property and assets to such other one or more exempt organizations under Section 501(c)(3) of the Code as, in the sole judgment of the Corporation's Board of Directors, have purposes most closely allied to those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes of such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 10. CODE REFERENCES.

References in these Articles to a section of the Code shall be construed to refer both to such section and to such regulations promulgated thereunder, as they now exist or may hereafter be adopted or amended.

ARTICLE 11. DIRECTORS.

The business of PALM shall be managed by a Board of Directors selected in accordance with the By-Laws

ARTICLE 12. PERSONAL LIABILITY OF DIRECTORS.

A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action, unless as set forth in 15 Pa. C.S.A. ~5713(a), the director has breached or failed to perform the duties of his or her office referenced there under, and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of a director pursuant to any criminal statute, or (ii) the liability of a director for the payment of taxes pursuant to local, state or federal law. Any repeal, modification or adoption of any provision inconsistent with this Article 12 shall be prospective only, and neither the repeal or modification of this Article nor the adoption of any provision inconsistent with this Article shall adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification or the adoption of such inconsistent provision.

ARTICLE 13. MANDATORY INDEMNIFICATION OF DIRECTORS AND CERTAIN OTHER PERSONS.

The Corporation shall indemnify and hold harmless to the full extent not prohibited by law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than are permitted the Corporation to provide prior to such amendment), each person who was or is made a party or is threatened to be made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of the Corporation or otherwise (hereinafter, a proceeding), by reason of the fact that he or she, or a person of whom he or she is the heir, executor or administrator, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer or trustee of another corporation or of a partnership, joint venture, trust or other enterprise (including without limitation on service with respect to employee benefit plans), or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a director or officer of the Corporation, or in any other capacity on behalf of the Corporation while such person is or was serving as a director or officer of the Corporation, against all expenses, liability and loss, including but not limited to attorneys fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such person in connection therewith.

ARTICLE 14. MEETINGS.

There shall be at least one regularly scheduled plenary meeting of the members each calendar year.

ARTICLE 15. AMENDMENTS.

Member congregations may propose amendments to these articles by submitting them in writing to the Board of Directors at least four weeks before a regularly scheduled annual meeting. If the members at the annual meeting recommend adoption of the amendment, the amendment shall be presented to a second meeting of the member congregations, namely, the next annual meeting or a special meeting called for that purpose after a minimum of six months for study. The presence of two thirds of the member congregations shall be necessary to constitute a quorum for such second meeting, and two thirds of all the member congregations must vote in favor of the amendment at the second meeting in order to adopt the amendment. In the event that a quorum is not achieved at the meeting specified for voting on the amendment, a solicitation of votes on the amendment may be made by the Secretary of PALM. Votes received from congregations bearing the signatures of the President and Secretary of the congregation will be tallied by the Secretary of PALM to determine the outcome with respect to the amendment.