

## 6.01 (3)

ARTICLES OF INCORPORATION  
PRESBYTERIAN CHURCH (U.S.A.). A CORPORATION

WHEREAS, the General Assembly of the Commonwealth of Pennsylvania by act approved March 28, 1799 (P.L. 379) incorporated the "Trustees of the General Assembly of the Presbyterian Church in the United States of America" (the "Church Corporation") as the corporate agency of the Ministers and Elders constituting the General Assembly of the Presbyterian Church in the United States of America; and

WHEREAS, said act of incorporation was supplemented by the act of March 23, 1865 (P.L. 648); and

WHEREAS, the charter of the Church Corporation was amended pursuant to the Corporation Act of 1874, act of April 29, 1874 (P.L. 73), by decree of Court of Common Pleas No. 4 of Philadelphia County (the "Court") entered October 17, 1885, at September Term, 1885, No. 422, which decree was duly recorded on October 27, 1885 in the Office for the Recording of Deeds in and for Philadelphia County (the "Office for the Recording of Deeds") in Charter Book No. 10, page 512; and

WHEREAS, the Trustees of the Presbyterian House, a Pennsylvania corporation created by the act of April 21, 1855 (P.L. 575), was merged with and into the Church corporation by decree of the Court entered October 17, 1885, at September Term 1885, No. 423, which decree was duly recorded on October 27, 1885 in the Office for the Recording of Deeds in Charter Book No. 10, page 514; and

WHEREAS, the amount of property which the Church Corporation is authorized to hold was increased pursuant to the Act of June 6, 1893 (P.L. 324) by decree of the Court entered June 20, 1910, at September Term, 1885, No. 422; and

WHEREAS, the articles of incorporation of the Church Corporation were further amended and restated in full pursuant to the Nonprofit Corporation Law of 1933, act of May 5, 1933 (P.L. 289), by decree of the Court entered November 9, 1953, at September Term, 1885, No. 422, which decree was duly recorded on November 9, 1953 in the Department of Records of the City of Philadelphia (the "Department of Records") in Charter Book No. 158, page 304, whereby, inter alia, the name, style and title of the Church Corporation was changed to "The Foundation of the Presbyterian Church in the United States of America"; and

WHEREAS, the Presbyterian Church in the United States of America and the United Presbyterian Church of North America did on May 28, 1958 unite to form The United Presbyterian Church in the United States of America and in pursuance thereof the Trustees of the General Assembly of the United Presbyterian Church of North America, a Pennsylvania corporation created by the act of March 22, 1860 (P.L. 743), was merged with and into the Church Corporation pursuant to the Nonprofit Corporation Law of 1933 by decree of the Court entered September 22, 1958 at September Term, 1885, No. 422, which decree was duly recorded on

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Amendment in the Department of State on November 3, 1982 (Roll 62-82, Film 1461); and

WHEREAS, The Presbyterian Church in the United States and The United Presbyterian Church in the United States of America did on June 10, 1983 reunite to form the Presbyterian Church (U.S.A.) (the "Church") pursuant to Articles of Agreement of the Plan for Reunion between The Presbyterian Church in the United States and The United Presbyterian Church in the United States of America (the "Articles of Agreement"); and

WHEREAS, Article 5.4 of the Articles of Agreement directed the General Assembly Council of the reunited Church to develop and present to the General Assembly of the Church a design for the work of, inter alia, the corporate agencies (except the pension corporations) of the General Assemblies of the reuniting Churches; and

WHEREAS, on June 17, 1986 the 198th General Assembly (1986) of the Presbyterian Church (U.S.A.), on the recommendation of the General Assembly Council, enacted a deliverance implementing a design for the corporate structure of certain agencies of the General Assembly; and

WHEREAS, in and by Section 1 of the enactment of June 17, 1986 the Church Corporation is directed to divide, effective at the close of business on December 31, 1986, into two corporations, one of which shall be a central treasury corporation and the other of which shall be a fiduciary corporation, and it is declared to be the intent and understanding of the General Assembly that both corporations resulting from the corporate division shall continue as surviving corporations of the original corporation from which the division and separation occurs; that the history and origin of each is to be from the origin of the dividing corporation, namely, March 28, 1799; that the titles and interests in property allocated to each at the time of the division and separation shall be deemed to be continuations of the same from the time originally acquired; that the trusteeships and other fiduciary relationships, licenses, rulings and privileges of and issued to the dividing corporation shall be deemed to continue in the fiduciary corporation, and, to the extent relevant to its purposes and activities as contemplated by said enactment, in this Corporation; and

WHEREAS, it is intended by the General Assembly of the Presbyterian Church (U.S.A.) that this corporation (the "Corporation") shall be the successor to the Church Corporation as the principal corporate embodiment of the Church; and

WHEREAS, all acts and things necessary on the part of the Church Corporation to effect a division of the Church Corporation have been done and performed;

NOW, THEREFORE, the Corporation does under the provisions of the Nonprofit Corporation Law of 1972 hereby accept this instrument as the Articles of Incorporation thereof.

dispose of and perform such of the work programs, property, assets, trusts, contracts, rights and duties, and any gift, devise, legacy, or trust heretofore or hereafter made to or for the benefit of such of the corporate agencies of the General Assembly of the Presbyterian Church (U.S.A.) (the "General Assembly") as may be directed from time to time by the General Assembly.

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

Article V. The Corporation shall exist perpetually.

Article VI. The Corporation is organized on a non-stock basis.

Article VII. The Corporation shall have no members.

Article VIII. The management and disposition of the affairs and property of the Corporation shall be vested in directors, who shall be selected from time to time in such number and manner and for such terms as the General Assembly may determine. Any or all of such directors may be removed or the number of such directors may be increased or decreased at any time by the General Assembly or by any officer or agency thereof thereunto duly authorized, and successor or additional directors shall be selected in the manner determined by the General Assembly. All the business and affairs of the Corporation shall be conducted by the directors under and subject to the direction of the General Assembly, or of any officer or agency thereof thereunto duly authorized, so far as such direction shall be lawful and in accordance with the constitution of the Presbyterian Church (U.S.A.) and the laws of the Commonwealth of Pennsylvania and of the United States of America. ✓

Article IX. All the properties, moneys, and assets of the Corporation are irrevocably dedicated to charitable and religious purposes and shall not inure to the benefit of any private individual. In the event that the Corporation shall be dissolved or wound up at any time, then all the properties, moneys, and assets of the Corporation shall be transferred exclusively to and become the property of such nonprofit funds, foundations or corporations, all the assets of which are irrevocably dedicated to religious and charitable purposes, as are selected and designated by the General Assembly.

Article X. These articles of incorporation may be amended in the manner now or hereafter provided by statute, but no material change shall be made in these articles of incorporation without the prior approval of the General Assembly.

The above Articles of Incorporation were filed in the Department of State of the Commonwealth of Pennsylvania on December 22, 1986, effective December 31, 1986, as a part of Articles of Division filed by THE UNITED PRESBYTERIAN CHURCH IN THE UNITED STATES OF AMERICA, A CORPORATION, a Pennsylvania corporation and recorded in the Department on Roll 369628, Film 87171629 through 87171634.

Section 2.02. Directors of Treasury Constituent Corporations. The persons time serving as Directors of the Corporation shall, by virtue of their offices, constitute the directors or trustees of each corporation listed in Annex A hereto (which corporations so listed are referred to collectively in these bylaws as "Treasury Constituent Corporations").

Section 2.03. Meetings of Directors. Every meeting of the Board of Directors of the Corporation shall be, without further notice or action, a meeting of the Board of Directors or Trustees of each of the Treasury Constituent Corporations.

Section 2.04. Powers; Liability. (a) The Board of Directors shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation are hereby granted to and vested in the Board of Directors.

(b) A Director of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the Director has breached or failed to perform the duties of his or her office under 42 Pa.C.S. Sec. 8363 and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of a Director pursuant to any criminal statute or the liability of a Director for the payment of taxes pursuant to local, state or Federal law.

Section 2.05. Organization. The Board of Directors Shall elect annually from among the members of the Board a Chair of the Board, who may serve up to three consecutive one-year terms, and a Vice-Chair of the Board. At every meeting of the Board of Directors, the chair, or, in the absence of the chair, the vice chair or a chair chosen by a majority of the Directors present, shall preside, and the secretary, or in the absence of the secretary, an assistant secretary, or in the absence of the secretary and the assistant secretaries, any person appointed by the chair of the meeting shall act as secretary.

Section 2.06. Place of Meeting. Meetings of the Board of Directors may be held at such place within or without the United States of America as the Board of Directors may from time to time appoint, or as may be designated in the notice of the meeting.

Section 2.07. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be designated from time to time by resolution of the Board of Directors; and one such meeting each year shall be designated as a meeting for organization, election of officers and the election of members of the Executive Committee. Members of the Executive Committee and officers may also be elected at any other meeting of the Directors. At every regular meeting, the Directors shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these bylaws.

~~(1) The adoption, amendment or repeal of the bylaws, or the adoption of any amendment of articles or plan of merger, division or consolidation or the approving of the sale, lease or exchange of all or substantially all of the assets of the corporation or of the dissolution of the corporation.~~

(2) The amendment or repeal of any resolutions of the Board.

No committee of the Board of Directors, other than the Executive Committee, shall, pursuant to resolution of the Board of Directors or otherwise, exercise any of the powers or authority vested by these bylaws, the Nonprofit Corporation Law of 1972 or other applicable law in the Board of Directors as such, but any other committee of the Board of Directors may make recommendations to the Board of Directors or Executive Committee concerning the exercise of such powers and authority.

A majority of the Directors in office designated to a committee, or Directors designated to replace them as provided in this section, shall be present at each meeting to constitute a quorum for the transaction of business and the acts of a majority of the Directors in office designated to a committee or their replacements shall be the acts of the committee.

Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the Board of Directors.

Sections 2.07, 2.08 and 2.09 shall be applicable to committees of the Board of Directors.

Section 2.11. Compensation and Expenses. Except as permitted by Section 4.13 of these bylaws, no compensation of any kind shall be paid directly or indirectly by the corporation to, and no loan or other extension of credit shall be made for the benefit of, any Director, as such, or as an officer or employee of the corporation. Directors may be reimbursed for expenses in a manner consistent with any applicable policies adopted by the General Assembly or the General Assembly Council.

### ARTICLE III

#### Notice - Waivers - Meetings

Section 3.01. Notice, What Constitutes. Whenever written notice is required to be given to any person under the provisions of the articles, these bylaws, the Nonprofit Corporation Law of 1972, or other applicable law, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by telegram, charges prepaid, to his or her address appearing on the books of the corporation, or in the case of Directors, supplied by the Director to the corporation for the purpose of notice. If the notice is sent by mail or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office for transmission to such person. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by law or these bylaws.

(1) The president and the executive vice president/chief financial officer shall be elected by the Board of Directors for a term of four years subject to confirmation by the General Assembly, and shall be eligible for reelection. Other officers of the corporation shall be elected annually. All elected and appointed officers and employees are subject to Section 4.04.

(2) The Board of Directors may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the corporation may require, including a secretary and one or more assistant secretaries, each of whom have such authority, and perform such duties as are provided in these bylaws, or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or committee of the corporation the power to elect subordinate or other officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate or other officers, committees, employees or other agents and shall delegate that power to the General Assembly.

Section 4.03. Resignations. Any officer or agent may resign at any time by giving written notice to the Board of Directors, or to the president and treasurer or the secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.04. Removal. Any elected or appointed officer, committee member, employee or other agent of the corporation may be removed, either for or without cause, by the Board of Directors or other authority which elected or appointed such officer, committee, employee or other agent whenever in the judgment of such authority the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 4.05. Vacancies. A vacancy in any elective or appointive office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Directors, where appropriate, subject to confirmation by the General Assembly) or by the authority to which the power to fill such office has been delegated pursuant to Section 4.02 of this Article, as the case may be, and if the office is one for which a term is prescribed by or pursuant to these bylaws, shall be filled for the unexpired portion of the term. The refusal of the General Assembly to confirm an election, where such confirmation is required by these bylaws, shall result in the creation of a vacancy in the office affected.

Section 4.06. General Powers. All officers of the corporation, as between themselves and the corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the corporation as may be determined by resolutions or orders of the Board of Directors, or, in the absence of controlling provisions in resolutions or orders of the Board of Directors, as may be provided in these bylaws.

Section 4.12. The Treasurer. The treasurer (or an assistant treasurer) shall have or provide for the custody of the funds or other property of the corporation and shall keep a separate book account of the same to his or her credit as treasurer; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the corporation; shall deposit all funds in his or her custody as treasurer in such banks or other places of deposit (including the Fiduciary Corporation) as the board of directors may from time to time designate; shall, whenever so required by the Board of Directors, render an account showing his or her transactions as treasurer, and, in general shall discharge such other duties as may from time to time be assigned to the treasurer by the Board of Directors, the president, or executive vice-president/chief financial officer. The Board of Directors of the corporation shall cause the treasurer to be accountable to the executive vice-president/chief financial officer or to such other person as may succeed to the functions of that position.

Section 4.13. The Controller. The controller shall be responsible for maintaining the chart of accounts, accounting records, and accounting procedures of the corporation; shall, whenever so required by the Board of Directors, render an accounting of the results of operations and financial condition of the corporation (at least annually) and, in general shall discharge such other duties as may from time to time be assigned to the controller by the Board of Directors, the president, or the executive vice-president/chief financial officer. The Board of Directors of the corporation shall cause the controller to be accountable to the executive vice-president/chief financial officer or to such other person as may succeed to the functions of that position.

Section 4.14. Officers' Bonds. Any officer shall give a bond for the faithful discharge of the duties of the office held by such officer in such sum, if any, and with such surety or sureties as the Board of Directors shall require.

Section 4.15. Salaries. The salaries of the officers elected by the Board of Directors shall be fixed from time to time by the Board of Directors or by such officer as may be designated by resolution of the Board. The salaries or other compensation of any other officers, employees and other agents shall be fixed from time to time by the authority to which the power to elect such officers or to retain or appoint such employees or other agents has been delegated pursuant to Section 4.02 of this Article. All salaries shall be consistent with any general salary structure established by the General Assembly Council. No full-time officer shall be prevented from receiving such salary or other compensation by reason of the fact that he or she is also a Director of the corporation. The chair of the Board of Directors as an officer shall receive no salary or other compensation. (See also Section 2.11 of these bylaws.)

Section 4.16. Personnel Policies. All employees, including officer employees, are covered by the Uniform Personnel Policies, as adopted by the General Assembly Council.

(2) "indemnified representative" means any and all Directors and officers of the corporation, including any and all officers elected or committee members, employees or other agents appointed under Section 4.02(2) of these bylaws; "indemnified representative" also means any and all officers, committee members, employees and other agents elected or appointed under the power delegated to the General Assembly or to any General Assembly agency under Section 4.02(2) of these bylaws; "indemnified representative" shall include any other person so designated by the Board of Directors.

(3) "liability" means any damage, judgment, amount paid in settlement, fine, penalty, punitive damages, excise tax assessed with respect to an employee benefit plan, or cost or expense of any nature (including, without limitation, attorneys' fees and disbursements); and

(4) "proceeding" means any threatened, pending or completed action, suit, appeal or other proceeding of any nature, whether civil, criminal, administrative or investigative, whether formal or informal, and whether brought by or in the right of the corporation, a class of its security holders, if any, or otherwise.

Section 5.02. Proceedings Initiated by Indemnified Representatives. Notwithstanding any other provision of this Article, the Corporation shall not indemnify under this Article an indemnified representative for any liability incurred in a proceeding initiated (which shall not be deemed to include counter-claims or affirmative defenses) or participated in as an intervenor or amicus curiae by the person seeking indemnification unless such initiation of or participation in the proceeding is authorized, either before or after its commencement, by the affirmative vote of a majority of a quorum of the Directors of the Corporation. This section does not apply to reimbursement of expenses incurred in successfully prosecuting or defending an arbitration under Section 5.06(d) or otherwise successfully prosecuting or defending the rights of an indemnified representative granted by or pursuant to this Article.

Section 5.03. Advancing Expenses. The Corporation shall pay the expenses (including attorneys' fees and disbursements) incurred in good faith by a Director or officer and may, by act of the Board of Directors (including the votes or consents of interested Directors), pay the expenses (including attorneys' fees and disbursements) incurred in good faith by any other indemnified representative in advance of the final disposition of a proceeding described in Section 5.01 upon receipt of an undertaking by or on behalf of the indemnified representative to repay such amount if it shall ultimately be determined pursuant to Section 5.06(d) or otherwise that such person is not entitled to be indemnified by the Corporation pursuant to this Article. The financial ability of an indemnified representative to repay an advance shall not be a prerequisite to the making of such advance.

(c) The Corporation shall not be required to obtain the consent of the indemnified representative to the settlement of any proceeding which the corporation has undertaken to defend if the Corporation assumes full and sole responsibility for such settlement and the settlement grants the indemnified representative an unqualified release in respect of all liabilities at issue in the proceeding. Whether or not the Corporation has elected to assume the defense of any proceeding, no indemnified representative shall have any right to enter into any full or partial settlement of the proceeding without the prior written consent of the corporation (which consent shall not be unreasonably withheld), nor shall the corporation be liable for any amount paid by an indemnified representative pursuant to any settlement to which the corporation has not so consented.

(d) Any dispute related to the right to indemnification as provided under this Article shall be decided only by arbitration in the metropolitan area in which the principal executive offices of the Corporation are located at the time, in accordance with the commercial arbitration rules then in effect of the American Arbitration Association, before a panel of three arbitrators, one of whom shall be selected by the Corporation, the second of whom shall be selected by the indemnified representative and the third of whom shall be selected by the other two arbitrators. In the absence of the American Arbitration Association, or if for any reason arbitration under the arbitration rules of the American Arbitration Association cannot be initiated, and if one of the parties fails or refuses to select an arbitrator, or the arbitrators selected by the Corporation and the indemnified representative cannot agree on the selection of the third arbitrator within 30 days after such time as the corporation and the indemnified representative have each been notified of the selection of the other's arbitrator, the necessary arbitrator or arbitrators shall be selected by the presiding judge of the court of general jurisdiction in such metropolitan area. Each arbitrator selected as provided in this subsection is required to be or have been a director or executive officer of a corporation whose shares of common stock were listed during at least one year of such service on the New York Stock Exchange or the American Stock Exchange or quoted on the National Association of Securities Dealers Automated Quotations System. The party or parties challenging the right of an indemnified representative to the benefits of this Article shall have the burden of proof. The Corporation shall reimburse an indemnified representative for the expenses (including attorneys' fees and disbursements) incurred in successfully prosecuting or defending such arbitration. Any award entered by the arbitrators shall be final, binding and nonappealable and judgment may be entered thereon by any party in accordance with applicable law in any court of competent jurisdiction, except that the corporation shall be entitled to interpose as a defense in any such judicial enforcement proceeding any prior final judicial determination adverse to the indemnified representative under Section 5.01(a)(2) or(3) in a proceeding not directly involving indemnification under this Article. This arbitration provision shall be specifically enforceable.

ARTICLE VI  
Miscellaneous

Section 6.01. Corporate Seal. The Corporation shall have a corporate seal in the form of a design adopted by the 197th General Assembly (1985) of the Presbyterian Church (U.S.A.), together with the words: "PRESBYTERIAN CHURCH (U.S.A.), A CORPORATION--FOUNDED 1799 PENNSYLVANIA."

Section 6.02. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such person or persons as the Board of Directors may from time to time designate.

Section 6.03. Contracts. Except as otherwise provided in these bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.04. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only upon checks signed by, or bearing the authorized facsimile signature of such one or more officers, employees or agents as the Board of Directors shall from time to time determine. The name or accounts to which such deposits are made, and the name of the corporation on checks drawn against such accounts may be "Presbyterian Church (U.S.A.)", and may include such other words including the name of the corporation and an appropriate designation to identify by purpose or otherwise. Funds of the corporation may also be deposited with the Fiduciary Corporation.

Section 6.05. Annual Report of Directors; Accounting System. The Board of Directors shall direct the president and treasurer to present at a regular meeting of the Board in every year a report, verified by such officer, showing in appropriate detail the following:

(1) The assets, liabilities and fund balances, including the trust funds, of the corporation as of the end of the fiscal year immediately preceding the date of the report.

(2) The principal changes in assets, liabilities and fund balances, including trust funds, during the year immediately preceding the date of the report.

(3) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.

(4) The expenses or disbursements of the corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the corporation.