

AMENDMENT OF THE ARTICLES OF INCORPORATION
OF
THE PRESBYTERY OF CINCINNATI

FIRST: Name. The name of the Corporation is The Presbytery of Cincinnati.

SECOND: Location. The location of the Corporation is Cincinnati, Ohio.

THIRD: Purpose. The Corporation is organized and shall be operated exclusively for public charitable uses and purposes, including, for making distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation is a part of the Presbyterian Church (U.S.A.) or a successor denomination and is tasked with having general charge over the constituent churches within the confines of the Corporation's geographic location, including to receive under its care candidates for ministry, receive, ordain, dismiss, install, remove, and judge ministers, promote and oversee educational programs, form and oversee mission churches within the presbytery and fund their staffing and support their worldwide mission. This shall include the following:

- (a) Doing whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly to carry out the purposes of the Corporation, including purchasing, selling, leasing, mortgaging, or otherwise encumbering any real estate which it owns without petitioning to do so, and the exercise of all other authority enjoyed by corporations generally by virtue of the provisions of the Ohio Non-Profit Corporation Law.
- (b) Provided, however, that the Corporation shall at all times comply with the requirements of federal and state laws, as the same now exist or may hereafter be enacted, in order at all times to qualify the Corporation for exemption from federal and Ohio taxation, and to assure the deductibility or exemption of gifts, grants, devises, and bequests to it under federal and Ohio law.

FOURTH: Board of Trustees. The Board of Trustees of the Corporation shall constitute the trustees of the Corporation for all purposes of Ohio's nonprofit corporation law. The election and terms of Trustees shall be described in the Corporation's Bylaws.

FIFTH: Indemnification. Each person who is a Trustee of the Corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the Corporation to the full extent permitted by the Non-Profit Corporation Law of the State of Ohio against any liability, cost or expense incurred in their capacity as a Trustee or arising out of his/her status as a Trustee. The Corporation may, but shall not be obligated to maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense.

SIXTH: Prohibitions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, 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 in these articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation is prohibited from any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or any successor provision)); from retaining any excess business holdings (as defined in Section 4943(c) of the Code); from making any investments in such manner as to subject the Trust to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or any successor provision) and from making any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended (or any successor provision)).

SEVENTH: Dissolution and Merger. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing said assets to the Presbyterian Church (U.S.A.) or a successor denomination which is organized and operated exclusively for religious, charitable, or educational purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas, Hamilton County, Ohio, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

EIGHTH: Public Charitable Uses and Purposes. As used in these Articles, “public charitable uses and purposes” means exclusively charitable, civic, cultural, health, scientific, literary, religious or educational uses and purposes, or others of a similar nature beneficial to the public, including, but without intending to limit, the meaning of the foregoing, support of arts and culture, civic affairs, education, health, social services, economic development, religion and religious services, and environmental needs. Generally, “public charitable uses and purposes” is intended to encompass any purpose for which a public charity may be recognized as an exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, or successor section of similar import, and to exclude any purposes or activities which would disqualify such a charity from exempt status under that section of the Internal Revenue Code.

Date: _____

Board President

Date: _____

Board Secretary