

**ARTICLES OF INCORPORATION
OF
GRACE MEMORIAL EPISCOPAL CHURCH**

Grace Memorial Episcopal Church, a Louisiana nonprofit corporation, acting through its undersigned Incorporators, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation is Grace Memorial Episcopal Church, hereinafter referred to as “the Parish.”

**ARTICLE II
NON-PROFIT CORPORATION**

The Parish is organized and operated exclusively as a religious or charitable organization as defined in Section 501(c)(3) of the Internal Revenue Code of 1986. The Parish shall have no power or authority to issue any stock.

**ARTICLE III
LIMITATIONS**

The Parish is not organized for profit, and no part of the Parish’s net earnings shall inure to the benefit of or be distributed to any member, director, officer, employee or individual. The Parish shall, however, be empowered and authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof including payments of reasonable compensation to officers for services rendered to the Parish.

**ARTICLE IV
CONFORMITY TO CONSTITUTION AND CANONS**

The Parish recognizes and obligates itself to conform to the Constitution and Canons of the Protestant Episcopal Church in the United States of American (hereinafter referred to as “the Episcopal Church”), and to the Constitution and Canons of The Diocese of the Episcopal Church of Louisiana (hereinafter referred to as “the Diocese”).

ARTICLE V PURPOSES

A. This Parish is a nonprofit Corporation as defined in the Louisiana Revised Statute 12:201, and it generally shall possess all of the powers, rights, privileges, capacities and immunities that nonprofit Corporation are authorized , and may hereafter be authorized, to possess under the Constitution and laws of this state.

B. This Parish is organized to provide for and promote the worship of Almighty God in accordance with the doctrine, discipline, rites, forms, usages, and ceremonies of the Episcopal Church; and, in pursuance of these purposes, to provide and maintain one or more churches or places of worship, missions, schools, parish houses, and rectories; and to do any and all things germane, incidental, and necessary to carry these objects and purposes into full effect.

C. In order to carry out its objects and purposes, and without limitation of the powers conferred upon it by law, and except as provided in Section D below, this Parish shall be capable in law, and shall have full power to, purchase, lease, receive, take, hold, own, possess, enjoy, administer, and retain to it and to its successors, property and effects of whatsoever kind, nature or quality, whether immovable, movable or mixed, by gift, grant, demise, sale, lease, transfer, devise, bequest, testament, legacy, or by any other mode of conveyance or transfer whatsoever, and to give, grant, bargain, sell, convey, transfer, alienate, effect, lease, mortgage, hypothecate, and otherwise dispose of or encumber, and also improve and augment such property and effects of all nature whatsoever of which may become possessed. It shall power to sue and be sued in its corporate name, and to execute notes, bonds, or other evidence of debt.

D. All movable and immovable property held by or for the benefit of the Parish is held in trust for the Episcopal Church and the Diocese. The existence of this trust, however, shall in no way limit the power and authority of the Parish otherwise existing over such property so long as it remains a part of the Epsicopal Church and the Diocese and subject to their Constitutions and Canons. The power to encumber or alienate immovable property shall, however, be limited by and be subject to the Constitution and Canons of the Episcopal Church, and by the Constitution and Canons of the Diocese.

**ARTICLE VI
DURATION**

The duration of the Parish shall be perpetual; provided, however, that the Parish may be dissolved earlier upon the action of the Bishop and the Convention of the Diocese of the Episcopal Church of Louisiana, in conformity with the provisions of Canon 21 of said Diocese, as it now exists or hereinafter may be amended.

**ARTICLE VII
REGISTERED OFFICE**

The location and post office address of the Parish's registered office is 100 West Church Street, Hammond, Louisiana 70401.

**ARTICLE VIII
REGISTERED AGENT**

The name and address of the Parish's registered agent is (insert)

**ARTICLE IX
INCORPORATORS**

The name and address of the Incorporators of the Parish are:

**ARTICLE X
ORGANIZATION; MEMBERSHIP**

- A. The Parish shall be organized on a non-stock basis. The membership of the Parish shall consist of each such persons as by baptism, transfer, registration, acknowledgement or confirmation are now or hereafter may become communicant members of the ecclesiastical parish of Grace Memorial Episcopal Church.
- B. The qualified voters of the Parish at annual and other meetings of the members of the Parish shall be such communicant members of the Parish as are communicants in good standing, who shall have attained the age of sixteen years, who have been members of said ecclesiastical parish for at least six months, and who shall have been contributors of record toward the support of said parish during the period of six months next preceding the meeting at time they offer to vote. In addition, the Bishop of the Diocese and the President of the Standing Committee of the Diocese shall be ex-officio members of the Parish, with all corporate membership rights.

C. The Parish Register shall be final and conclusive in all respects to membership in the Parish, and the books of the Treasurer of the Parish shall be conclusive as to contributions of members requisite to vote.

ARTICLE XI ANNUAL MEETING

There shall be an annual meeting of the Parish on the (insert date). A written notice of the time and place of such meeting shall be given to each member of the Parish entitled to vote at such meeting, addressed to each member at his or her last known address or sent electronically, as shown by the books of the Parish, no less than fifteen days prior to the date of such meeting. Notice shall be given at a public service of the congregation at least two weeks prior to the meeting date. If for any reason it shall be found inconvenient to hold the meeting on this specified day, the Vestry shall have the power to appoint another date.

ARTICLE XII VESTRY

The secular business and affairs of the Parish shall be under control of a Board of Directors known as the Vestry, consisting of such number of persons as shall be designated in the Parish's By-laws. The Vestry shall administer the temporal affairs of the Parish; elect and call the Rector; and properly maintain the church and all other buildings and grounds belonging to the Parish; in addition, the Vestry may exercise all powers of the Parish and do all such lawful acts and things that are not by law, the Article of Incorporation or these By-laws directed or required to be done by the members.

ARTICLE XIII INITIAL VESTRY MEMBERS

The names and addresses of the Initial Directors, or Vestry members, are as follows. Each of the initial Vestry Members shall serve a term of one year, and may be elected to an additional term after the initial one-year term. At the first annual meeting of the Parish, Vestry members shall be elected to one, two and three-year terms respectively, so that thereafter, terms of Vestry members shall be staggered in accordance with the By-laws.

ARTICLE XIV
LIMITATION OF LIABILITY AND INDEMNIFICATION

A. No Vestry member or officer of the Parish shall be liable to the Parish or to its members for monetary damages for breach of his or her fiduciary duty as a director or officer, provided that the foregoing provision shall not eliminate or limit the liability of a director or officer for (1) any breach of his or her duty of loyalty to the Parish, its members, the Diocese, or the Episcopal Church, (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (3) liability for unlawful distributions of the Parish's assets to members of the Parish, under and to the extent provided in La. R.S. 12:226(D), or (4) any transaction from which he or she derived an improper personal benefit.

B. The Parish shall indemnify to the full extent permitted by law, as amended from time to time, any Vestry member or officer of the Parish against any expenses or costs, including attorney's fees, actually or reasonably incurred by him or her in connection with any threatened, pending or completed claim, action, suit or proceeding, whether criminal, civil, administrative, or investigative against such person or as to which he or she is involved solely as a witness or person required to give evidence because he or she is an officer or director of the Parish. The indemnification and advancement provided for herein shall not apply in situations where the Vestry member or officer is not excused from liability to the Parish or to its members for monetary damages for breach of his fiduciary duty as a director or officer, as set forth in Section A above.

ARTICLE XV
BY-LAWS

The Vestry shall have the power to make, alter or repeal such By-laws, rules and regulations for the government of the temporal affairs of the Parish as it may deem proper.

ARTICLE XVI
AMENDMENTS

Amendments to these articles may be voted upon at the annual meeting or at any other meeting of the membership called pursuant to the by-laws. For any meeting at which amendment of these articles is to be considered and voted upon, notice thereof must be given at least thirty days before the meeting and such notice must set forth either the proposed amendment or a fair summary of the proposed changes. No amendments shall be adopted that may affect the federal income tax exemption of the Parish as an organization described in Section 501(c)(3) of the Internal Revenue Code.

No amendments shall be adopted in contravention of the Constitution and Canons of the Episcopal Church or in contravention of the Constitution and Canons of the Diocese. No amendments to these articles shall be made without first having obtained the approval of The Bishop of the Diocese as to their form and content.

ARTICLE XVII DISSOLUTION

In the event of the dissolution of the Parish corporation or the lapse of its Charter, by limitation or otherwise, all of its property shall pass to the Corporation whose title is The Diocese of the Episcopal Church of Louisiana.

Rector

Senior Warden

Secretary

ACKNOWLEDGMENT

STATE OF LOUISIANA

PARISH OF TANGIPAHOA

BEFORE ME, the undersigned authority, personally came and appeared, _____, to me known to be the person who signed the foregoing instrument as the Rector and who, having been duly sworn, acknowledged and declared, in the presence of the two witnesses whose names are subscribed above, that he signed such instrument as his free act and deed for the purposes mentioned herein.

IN WITNESS WHEREOF, the appearer, witnesses and I have hereunto affixed our hands on this ____ day of _____, _____ at _____, Louisiana.

WITNESSES

NOTARY PUBLIC

BAR ROLL NUMBER