

~~ATTACHMENT TO CERTIFICATE OF AMENDMENT~~
~~TO ARTICLES OF INCORPORATION OF~~
~~COUNCIL FOR HEALTH AND HUMAN SERVICE MINISTRIES~~ AMENDED AND
RESTATED ARTICLES OF INCORPORATION

OF

COUNCIL FOR HEALTH AND HUMAN SERVICE MINISTRIES

FIRST: The name of the corporation shall be the Council for Health and Human Service Ministries (the “**Corporation**”).

SECOND: The place in the State of Ohio where the principal office of the Corporation is to be located is the City of Cleveland in the County of Cuyahoga.

THIRD: The Corporation is organized exclusively for charitable, educational and religious purposes; including for such purposes to sustain and advance the work of health and service as a ministry of the church of Jesus Christ embodied in its member ministries, the United Church of Christ (the “**UCC**”) and the church universal. In pursuit of these purposes and in keeping with its covenant with the UCC, the Corporation will:

First: Provide appropriate resources and counsel for its Members (as hereinafter defined) and local regional and national settings of the UCC on strategies for effective relationships and mutual ministry;

Second: Effectively monitor, communicate and manage the legal, regulatory and administrative dimensions of institutional relationships to the UCC;

Third: Represent the positions and perspectives of its Members within the policy making bodies of the UCC and related or relevant ecumenical and secular entities;

Fourth: Research and, when feasible, implement programs which promote responsible Christian stewardship through leverage of the collective resources of its Members and/or the church;

Fifth: Promote collegial sharing and cooperative ventures between its Members;

~~SL 2518433.2~~

[SL 2518433.3](#)

Sixth: Devise programs which develop organizational leadership with an understanding of and commitment to Christian service and the mission of the UCC; and

Seventh: Systematically interpret and promote the ministry of its Members within all appropriate settings of the United Church of Christ.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Ohio upon nonprofit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions outright, in trust or in any other form; and to use, apply, invest and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

FOURTH: All of the assets and earnings of the Corporation shall be used exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the “**Code**”) in the course of which operation:

a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Members, directors, officers, or other private individuals, 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 its purposes set forth in the THIRD Article hereof.

b) The Corporation may engage in non-partisan voter education campaigns to the extent such activities are insubstantial and allowed by Section 501(c)(3) of the Code. 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 or in opposition to any candidate for public office except as authorized under Section 501(c)(3) of the Code.

c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Code or by a corporation, contributions to which are deductible under § ~~170~~170(c)(2) of the Code.

FIFTH: Upon dissolution of the Corporation in the manner provided in the Code of Regulations, the Board of Directors shall, after paying or making provision for the payment of all

of the known liabilities of the Corporation, distribute all of the assets of the Corporation to the UCC or its successor; provided that any corporation receiving the assets of the Corporation must be exempt from taxation under the provisions of Section 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by the court of common pleas of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, to such qualified organization or organizations as said court shall determine.

SIXTH: The Corporation shall have voting Members as that term is defined in the Corporation's Code of Regulations, as amended from time to time ("**Members**") and Members shall be added or removed from time to time as provided in such Code of Regulations. The Members shall, for purpose of any statute or ~~rule~~rule of law relating to nonprofit corporations, be taken to be the members of the Corporation, and they shall have all of the rights and privileges of members.

SEVENTH: The Members of the Corporation shall be limited to organizations which are related to the UCC and provide or support health or human services as a witness to the compassionate love of Christ.

CERTIFICATION

The undersigned being the Secretary of the Council for Health and Human Service Ministries, an Ohio nonprofit corporation ("CHHSM"), hereby certifies that the foregoing Amended and Restated Articles of Incorporation of Council for Health and Human Service Ministries were adopted at a duly called and convened meeting of the Members of CHHSM by the affirmative vote of both Representatives of each of at least two-thirds (2/3rds) of the total number of Member so CHHSM as required pursuant to ORC Section 1702.38(D) and the Code of

Regulations of CHHSM and that such approval has not been repealed or amended and remains in full force and effect.

IN WITNESS WHEREOF, the undersigned has ~~hereunto subscribed his name~~executed this ~~_____ day~~document as of _____, ~~2018.~~2020.

Printed
Name: _____
_____, Secretary
Title: _____

Document comparison by Workshare 9.5 on Wednesday, April 17, 2019 2:21:30 PM

Input:	
Document 1 ID	interwovenSite://SFSTLDMS/StLouis/2518433/2
Description	Attachment to Certificate of Amendment to Amended and Restated Articles of Incorporation (10.17#StLouisv2518433<SFSTLDMS>
Document 2 ID	interwovenSite://SFSTLDMS/StLouis/2518433/3
Description	Attachment to Certificate of Amendment to Amended and Restated Articles of Incorporation (10.17#StLouisv2518433<SFSTLDMS>
Rendering set	Standard

Legend:	
Insertion	
Deletion	
Moved from	
Moved to	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	11
Deletions	12
Moved from	0
Moved to	0
Style change	0
Format changed	0

Total changes	23
---------------	----