

ARTICLES of INCORPORATION

WHITEWATER CHRISTIAN SERVICE CAMP, INC.

ARTICLE I, NAME AND PURPOSE

Section 1. The name of this corporation shall be the Whitewater Christian Service Camp, Inc., by which it may contract and be contracted with, and conduct its business, including the purchase and sale, rent or lease of real estate.

Section 2. The purposes for which the Whitewater Christian Service Camp is as follows:

- (1) to provide Christian education training services, fellowship, and recreation;
- (2) to use such necessary means of a literary, educational, recreational, and Christian character, as will instruct and elevate the minds and character of those who may attend the said camp;
- (3) to erect, purchase or receive by gift and maintain educational training services and recreational facilities, including buildings and lands, for the use and comfort of the Corporation.

Section 3. The Corporation shall be non-profit and shall have no capital stock, but simply promote the moral, social, and educational welfare of those who may attend the Camp, and generally, to do the things that are incident and necessary thereto.

Section 4. The Corporation is organized exclusively for charitable, religious, and educational purposes, including, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding provision of any future United States internal revenue law.

Section 5. No part of the net earnings of the organization shall benefit or be distributed to its member churches, officers, trustees, or other private persons.

Section 6. No substantial part of the activities of the corporation shall be to influence legislation.

ARTICLE II, MEMBERS

Section 1. The members of this Corporation shall be of the independent Churches of Christ and Christian Churches who financially support the Camp and shall have been invited and approved by the Board of Directors to be a member of this Corporation. A list of these churches will be updated yearly and approved by the Board of Directors at a regularly scheduled meeting.

ARTICLE III, OFFICERS and DUTIES

Section 1. The following officers shall be elected men from member churches for terms as designated for each or until such a time as a successor is elected and assumes the office as a Board of Director.

- (1) President – term of two years
 - a. The president shall preside at all Board of Director meetings. He shall appoint committees as he shall deem necessary to carry out the program of the corporation.
- (2) Vice President – term of two years
 - a. The Vice-President shall assist the President and assume his duties in his absence.
- (3) Treasurer – term of two years
 - a. The Treasurer shall keep record of all the funds of the corporation. He shall make reports of the financial conditions of the corporation at least quarterly and/or at any time he is requested to do so by the Board of Directors.
- (4) Secretary – term of two years
 - a. The Secretary shall keep record of the minutes of the corporation.

- (5) Trustees – nine in total and three are to be elected each year for a term of three years. No more than two trustees shall be elected from the membership of each of the member churches.
- a. The Trustees shall have order of all affairs of the corporation and shall hold legal title to all property and perform such duties as are required by the state.
 - b. The President, Vice-President, Treasurer and Secretary cannot hold the position of Trustee simultaneously.

Section 2. All elected officers may be eligible for re-election at the end of their designated term. All officers shall have voting privileges on the Board of Directors.

Section 3. No Board of Director shall have any personal liability to the corporation for monetary damages for breach of duty of care or other duty as an Officer, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of an Officer for (a) any appropriation, in violation of his duties, of any business opportunity of the corporation; (b) acts or omissions which involve intentional misconduct or knowing violation of law; or (c) any transaction from which the Officer derived an improper personal benefit.

ARTICLE IV, MEETINGS

Section 1. Regular meetings of the Board of Directors shall be held at least once a quarter, scheduled at least two weeks in advance by the President of the Corporation.

Section 2. The Board of Directors at the end of the third quarter meeting, will set a date and time to host a public special election for the positions of President, Vice-President, Treasurer, Secretary, and Trustees.

Section 3. Special meetings may be called by the President or by a majority of the Trustees. The purpose of the meeting shall be stated in the call, and at least two weeks' notice shall be given of the meeting to each Trustee and Officer of the Corporation.

Section 4. Three-Fourths of the Board of Directors shall constitute a quorum.

Section 5. In addition to the regular voting members, each member church may designate one individual with voting privileges at open meetings.

ARTICLE V, AMENDMENTS

Section 1. Amendments or changes to the Articles of Incorporation shall be passed by the Board of Directors by three-fourths vote and then given to all member churches for a 30-day review for the member churches to share their concerns with the Board of Directors. After the 30-day review a special meeting will be called that the Board of Directors will vote on the amendments and/or changes. The amendments and/or changes will pass with three-fourths approval.

ARTICLE VI, DISSOLUTION

Section 1. The Board of Directors may determine to cease corporate activities of Whitewater Christian Service Camp Inc., resulting in the dissolution and liquidation of the corporation by a unanimous vote following a special called meeting involving Board of Directors and member churches.

Section 2. In the event of Dissolution of Whitewater Christian Service Camp Inc., the assets of the corporation shall be disposed as follows:

- (1) Proceeds from the sale of camp property and assets will pay any debts of the corporation and then be divided equally among all active member churches at the time of dissolution.

Section 3. If any such assets are not so disposed of, the appropriate court of the county in which the principal Indiana office (or if none the Indiana registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article II herein, and exclusively to such organization or organizations which

are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court shall determine.