



NP-OR

**ARTICLES OF INCORPORATION
WOMEN'S MISSIONARY FEDERATION OF THE AFLC**

We, the undersigned, for the purpose of forming a non-profit corporation under and pursuant to the provisions of Minnesota Statutes Chapter 317A, known as "The Minnesota Non-profit Corporation Act", and laws amendatory thereof and supplementary thereto, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

- 1.1 The name of this corporation is:

WOMEN'S MISSIONARY FEDERATION OF THE AFLC

ARTICLE II - PURPOSES

- 2.1 The purposes for which WOMEN'S MISSIONARY FEDERATION OF THE AFLC is formed and organized, and the business and the objectives to be carried on and promoted by this corporation, are as follows:
- 2.1.1 To unite the women of the Association of Free Lutheran Congregations (AFLC) in missions and Christian education, and to organize missionary activities in the local congregations.
 - 2.1.2 To awaken and deepen interest in and love for the Kingdom of God at home and abroad, thus sharing in the great missionary enterprise of the Christian Church through (a) monthly WMF Bible studies, (b) the distribution of literature and information concerning the missions of the Women's Missionary Federation of the AFLC, and (c) personal involvement and financial contributions to the ministries of the Association of Free Lutheran Congregations through its regularly established boards.
 - 2.1.3 To unite all the women of the Association of Free Lutheran Congregations into the deeper fellowship of consecrated service for the missions, the charities and the Christian Education program of the Association of Free Lutheran Congregations.
 - 2.1.4 To organize missionary activities and children's missionary groups wherever possible.
 - 2.1.5 To acquire by gift or purchase, hold, sell, convey, assign, mortgage or lease any property, real or personal, necessary or incidental to the operation of this corporation.

- 2.1.6 To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, deed or trust, pledge or other lien.
- 2.1.7 To engage in any kind of activity, and to enter into, perform, and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the purposes of the corporation, it being the intention that the enumeration of specific powers shall not operate to limit in any manner the general powers conferred upon corporations by the laws of the State of Minnesota.
- 2.1.8 To be organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(C)(3) of the Internal Revenue Service Code. The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended. All references in these Articles of Incorporation to a particular section of the Internal Revenue Code of 1986 shall mean and include, as now enacted or as hereafter amended, such section and any corresponding provision of future federal law as may hereafter be applicable, cognate of such section.

ARTICLE III - EXISTENCE

- 3.1 The duration of this corporation shall be perpetual.

ARTICLE IV - REGISTERED OFFICE

- 4.1 The location and post office address of the registered office of said corporation in the State of Minnesota is at 3110 East Medicine Lake Boulevard, in the City of Plymouth, County of Hennepin, State of Minnesota 55441.

ARTICLE V - INCORPORATOR

- 5.1 The name and post office address of the Incorporator is:

L. David Henningson
6900 Wedgwood Road
Suite 200
Maple Grove, MN 55311-3541

ARTICLE VI - MEMBERSHIP

- 6.1 The sole member of this corporation is The Co-ordinating Committee of the Association of Free Lutheran Congregations.

ARTICLE VII – BOARD OF DIRECTORS

- 7.1 The general management of the affairs of this corporation shall be vested in a Board of Directors as set forth in the Bylaws of this corporation which shall be not less than three (3) nor more than fifteen (15) persons. The names and addresses of the members of the first Board of Directors are as follows:

Lorilee Mundfrom	86286 Pine Grove Road Eugene, OR 97402
Karen Pederson	P.O. Box 381 Tioga, ND 58852
Molly Wiesen	134 West 16 th Street Grafton, ND 58237
Sandra Weaver	8733 – 81 st Street NE Munich, ND 58352
Robin Jameson	4116 – 13 th Road Earlville, IL 60518
Phyllis Peterson	420 Ash Road Portland, ND 58274
Lois E. Grothe	3745 Franklin Avenue Astoria, OR 97103

- 7.2 The terms of office of the first Board of Directors shall be until the next annual national convention of the Association of Free Lutheran Congregations and until their successors are elected, qualified and have accepted.

ARTICLE VIII - NON-PROFIT

- 8.1 This corporation shall not afford pecuniary gain, incidentally or otherwise, to any member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, any director, any officer or other private person except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE IX – NO INTERVENTION

- 9.1 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 or intervene (including the publishing or distribution of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE X - AMENDMENTS

- 10.1 Amendments to these Articles and/or Bylaws, if any, shall be made at a meeting of the Board of Directors called for such purpose, by a vote of two-thirds (2/3) of the majority of the board who are present at the meeting and entitled to vote on the proposed amendment. Notice of the meeting and of the proposed amendment shall be given to each board member at least thirty (30) days before the date scheduled for said meeting. Amendment(s) must be approved by the Board of directors of The Co-ordinating Committee of the Association of Free Lutheran Congregations before it becomes effective.

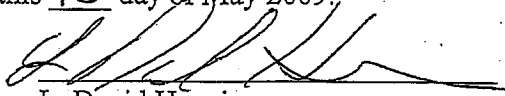
ARTICLE XI - NO CAPITAL STOCK

- 11.1 There shall be no capital stock issued by this corporation as this corporation is not organized for profit. There shall be no personal liability of officers, directors or members for corporate obligations.

ARTICLE XII - DISSOLUTION

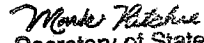
- 12.1 In the event of liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of this corporation shall be distributed exclusively for federally tax-exempt purposes to The Co-ordinating Committee of the Association of Free Lutheran Congregations, an organization exempt under Section 501(C)(3) of the Internal Revenue Service Code.
- 12.2 In the event that The Co-ordinating Committee of the Association of Free Lutheran Congregations shall not exist at the occurrence of the events described in this Article and in the absence of any other direction in the Bylaws, the remaining property and assets of this corporation shall be distributed exclusively for religious purposes in such manner as the Board of Directors of this corporation, as constituted at the date of entry of the order allowing or directing the liquidation of this corporation's affairs, in their discretion shall by affirmative vote of a majority of the Directors determine to be best calculated to carry out the objects and purposes for which this corporation is formed; provided, however, that none of the property or assets of this corporation shall be distributed for purposes other than within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Minnesota or federal law as may from time to time be applicable.

IN WITNESS WHEREOF, I have hereunto set my hand this th 15 day of May 2009.


L. David Henningson
Incorporator

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED 

MAY 15 2009


Secretary of State