

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I – Name

The name of this corporation shall be: INTERNATIONAL LUTHERAN LAYMEN’S LEAGUE (“the League”).

ARTICLE II – Duration

The period of duration of the Corporation is perpetual.

ARTICLE III – Registered Office and Agent

The address of its registered office in the State of Missouri is 660 Mason Ridge Center Drive, Town and Country, Missouri 63141 and the name of its registered agent is the current executive director, whose name is Bruce Wurdeman.

ARTICLE IV – Purpose

This is a Public Benefit Corporation as defined in Section 355.881 of the Revised Statutes of Missouri. The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. God has entrusted His Church with His mission to the world. This mission is one of witness to men of God’s saving love in Jesus Christ and of service to God and His creation. Having accepted this calling by the power of the Holy Spirit, we members of the Corporation, as an organized expression of God’s mission to the world, declare and state the objectives and functions of our organization in “*Bringing Christ to the Nations—and the Nations to the Church.*”

A. Objectives

1. An informed and enabled laity which exercises God’s reconciling ministry of witness in the world (Matthew 28:18-20, 2 Corinthians 5:18-20);
2. An informed and enabled laity which responds creatively and responsibly to the changing opportunities for a life of service to God and man (1 Peter 2);
3. An equipped laity which participates responsibly in the organizational life of the Church;
4. Members in whose lives these objectives are realized and demonstrated;
5. Affiliated groups and administrative units whose existence, function and relationship to the League are determined by these objectives.

B. Functions

1. To stimulate and strengthen the worship life of members and affiliated groups through Bible based instruction, materials and worship experiences;
 2. To stimulate Christian growth through continuing study and involvement by
 - (a) convening and conducting purposeful assemblies, both regular and special;
 - (b) providing program resources for affiliated groups;
 - (c) supplying materials directly to members.
 3. To serve The Lutheran Church—Missouri Synod (“the LCMS”) and Lutheran Church-Canada (“LCC”) in word and deed by
 - (a) coordinating activities with those of the LCMS and LCC;
 - (b) encouraging members, affiliated groups, and administrative units to cooperate with the LCMS and LCC and their congregations;
 - (c) developing and maintaining a free flow of communication and other constructive relationships between the League and the appropriate officials of the LCMS and LCC.
 4. To establish and maintain, in consultation with the LCMS and LCC, relationships with other Christians and work together when it will edify Christ’s body and advance His mission.
 5. To increase the sensitivity of its members to current issues and concerns as they pertain to God’s will and the mission of the Church.
 6. To encourage its members, as individual Christian citizens led by the power of the Holy Spirit, to become involved in the social, economic and political problems of our time.
 7. To serve creatively and responsibly in pioneering and initiating new ways of expressing the church’s mission.
 8. To provide programs and projects which enable individuals and groups to participate in organized expressions of God’s mission to the world.
- C. In order to carry out these purposes, objectives and functions, the League shall have power to hold, purchase, lease, sell, exchange, pledge, and mortgage and receive by gift, devise or bequest, all kinds of property, real and personal, and to do all things necessary to carry out the purposes, objectives and functions of this corporation.
- D. This organization is not organized for profit, and no dividends or pecuniary benefits shall inure to its members. No members shall be legally liable for any debts or obligations of the Int’l LLL.

ARTICLE V – Eligibility for Membership

The Corporation shall have members. The League is an auxiliary organization of the LCMS and LCC. Any communicant member of any congregation which is either a member of the LCMS or a member of LCC shall be eligible for voting membership in the League.

ARTICLE VI –Conventions

The League shall meet in convention as frequently as determined by the convention in assembly, but at least biennially.

ARTICLE VII – Board of Directors

Authority and responsibility for the general supervision and to conduct the affairs of the League shall be vested in a Board of Directors (“the Board”) which shall consist of such number of persons as shall from time to time be prescribed by the Bylaws of the League.

ARTICLE VIII – Distribution of Assets on Dissolution

In the event the Corporation should ever be dissolved, all assets of the Corporation remaining after all liabilities and obligations of the Corporation shall have been paid, satisfied and discharged, or adequate provisions made therefore, shall be transferred, conveyed and distributed to the LCMS provided, however, that if at such time, the LCMS shall no longer be in existence or shall not qualify for Federal income tax exemption under Section 501 (c)(3) of the Internal Revenue Code of 1986 as the same may be in effect at such time, then in such event the assets of the Corporation upon dissolution shall be transferred, conveyed and distributed to such other non-profit organization or organizations as may be selected by the Board, provided that

- (a) such organization or organizations
 - (1) shall be organized and operated for purposes similar to those for which the LCMS is organized or
 - (2) shall be affiliated, associated, or connected with the LCMS, and
 - (3) shall be exempt under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986 as the same may be in effect at such time.

- (b) in no event shall the assets of the Corporation upon its dissolution be distributed for purposes and uses other than those set forth in said Section 501 (c) (3) of the Internal Revenue Code of 1986 as the same may be in effect at such time.

Any such assets not so disposed of shall be distributed by the local court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations (as said court shall determine) which are organized and operated exclusively for such aforesaid purposes.

ARTICLE IX - Bylaws

The affairs of the Corporation shall be governed by such Bylaws as the members may from time to time adopt, provided that nothing in said Bylaws shall be inconsistent with these Articles, the Constitution of the United States or the laws of the State of Missouri or the tenets of the LCMS.

ARTICLE X - Amendments

The Articles of Incorporation of the Corporation may be amended by a two-thirds majority of members voting during an election by the members, provided that notice of any proposed amendment shall have been published in at least two issues of the League's official publication prior to the election.

ARTICLE XI – Prohibited Corporate Activities

This Corporation is not organized for profit, and no member shall be legally liable for any debts or obligations of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any of its directors, officers, members or other private individuals; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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. The Corporation shall not carry on any other activities not permitted to be carried on:

1. By a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Code and the regulations promulgated thereunder; and
2. By a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.