

ARTICLES OF INCORPORATION

**HONORABLE REBECCA MCDOWELL COOK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101**

The undersigned, being a natural person of the age of eighteen years or more, for the purpose of forming a corporation under the “Missouri Nonprofit Corporation Act” of Missouri, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is:

THE LUTHERAN HOUR MINISTRIES FOUNDATION

ARTICLE TWO

The address, including street and number, if any, of the corporation’s initial registered office in this state is:

120 South Central Avenue, 5th Floor
St. Louis, Missouri 63105

and the name of its initial agent at such address is:

James R. Dankenbring

ARTICLE THREE

This is a Public Benefit Corporation as defined in Section 355.881 of the Revised Statutes of Missouri. The Corporation's sole member, as defined in Section 355.066.21 of the Revised Statutes of Missouri, shall be the International Lutheran Laymen's League (the “League”).

ARTICLE FOUR

The Corporation is organized to solicit, collect, receive, maintain, manage and invest funds and apply the income and principal of those funds to support and promote, exclusively, the activities and missions of the League; to expend, contribute, disburse and otherwise handle and dispose of such funds to promote and foster, exclusively, the activities and missions of the League, including but not limited to expenses of operation, acquisition of resource publications and related materials consistent with the purposes and Christian values of the League; to otherwise support the League in its mission; and to engage in any and all types of activities not prohibited by law, provided that such activities further the above purposes.

The Corporation may receive and disburse earnings, gifts, grants, bequests, devises and other funds or property incident to or necessary for the accomplishment of the aforesaid purposes and do any and all acts incidental to the transaction of the business of the Corporation or expedient for the attainment of the purposes stated herein.

The Corporation is organized exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). In furtherance of its purposes, the Corporation may engage in, advance, promote and administer charitable activities and projects of every kind and nature whatsoever as the agent, trustee or representative of the League.

For its purposes and not otherwise, the Corporation shall have only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gifts, grants and contributions of, and to convey, transfer and dispose of any funds and property and the income therefrom for the furtherance of the purposes of the Corporation hereinabove set forth, or any of them, and to lease, mortgage, encumber and use the same, and such other powers which are consistent with the foregoing purposes and which are afforded to the Corporation by the Missouri Nonprofit Corporation Act, as now enacted or as hereafter amended. All of the powers of the Corporation shall be exercised only so that the Corporation's operations shall be exclusively within the contemplation of Section 501 of the Code. All references in these Articles of Incorporation to sections of the Code include any provisions thereof adopted by future amendments thereof and any cognate provisions in future Internal Revenue Codes to the extent such provisions are applicable to the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any of its Trustees, officers, 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.

The Corporation shall possess and be permitted to exercise all the power and privileges granted by the Missouri Nonprofit Corporation Act, as amended, or by any other law of Missouri or by these Articles of Incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

ARTICLE FIVE

The name and place of residence of each incorporator is as follows:

James R. Dankenbring

8620 Grantwood Trails
St. Louis, Missouri 63123

ARTICLE SIX

The number of Trustees to constitute the first Board of Trustees is fifteen (15). Thereafter, the number of Trustees of the Corporation shall be fixed from time to time in the manner prescribed in the Bylaws at not less than nine (9) and no more than nineteen (19).

ARTICLE SEVEN

The period of duration of the Corporation's existence shall be perpetual.

ARTICLE EIGHT

The management and direction of the business of the Corporation shall be vested in its Board of Trustees. The number, terms of office, powers, authorities and duties of the Trustees of the Corporation, the time and place of their meetings, and such other regulations with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified from time to time in the Bylaws of the Corporation.

ARTICLE NINE

The power to make, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Trustees, subject to the written approval of the League through its Board of Directors. The power to amend these Articles of Incorporation shall be vested in the Board of Trustees, subject to the written approval of the League through its Board of Directors.

ARTICLE TEN

The debts and liabilities of the Corporation are the responsibility only of this Corporation. Neither The League nor its subsidiary entities with which the Corporation may be affiliated shall have any financial or legal responsibility for the operation of this Corporation or for its obligations to the clients of or claimants against this Corporation.

ARTICLE ELEVEN

The Corporation may be dissolved in accordance with the laws of the State of Missouri. Upon dissolution of the Corporation (after payment of or after provision has been made for the payment of all liabilities of the Corporation), the Board of Trustees shall distribute all the assets of the Corporation to the League exclusively for its charitable, religious and educational purposes. If the League is not then in existence, then such assets shall be distributed to another Lutheran entity or entities, with a mission similar to that of the League and which shall then be

providing charitable, religious and educational services in the geographic area served by the League just prior to the time the League shall have ceased to exist, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) and the regulations promulgated thereunder as the Board of Trustees shall determine. 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 then located, exclusively for charitable, religious and educational purposes or to such organization or organizations (as said court shall determine) which are organized and operated exclusively for such purposes. In no event shall any of such assets or property be distributed to any Trustee, member, officer or any private individual.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 1st day of June, 2000.

James R. Dankenbring

STATE OF MISSOURI)
) ss.
COUNTY OF ST. LOUIS)

I, _____, notary public, do hereby certify that on the ____ day of _____, 2000, personally appeared before me James R. Dankenbring, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

Notary Public

My Commission Expires: