

R. STEWARDSHIP FOUNDATION

*(Approved at 1993 Annual Conference)
(Amended 1997)*

ARTICLE I — NAME

The name of the corporation is The United Methodist Stewardship Foundation of Central Pennsylvania (hereinafter referred to as “the Stewardship Foundation”).

ARTICLE II — OFFICE ADDRESS

The address of the Stewardship Foundation’s initial registered office in the Commonwealth of Pennsylvania shall be 900 South Arlington Avenue, Harrisburg, Pennsylvania 17109, which is located in Lower Paxton Township, Dauphin County, Pennsylvania.

ARTICLE III — PURPOSE

The Stewardship Foundation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes:

- (1) The Stewardship Foundation shall provide a structure for the people of God to make gifts for the current and future ministry and mission of the Central Pennsylvania Conference of The United Methodist Church (the “Conference”) and its constituent bodies, and other charitable, religious or educational organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any federal tax code, provided that such organizations’ purpose and mission are consistent with the social principles of The United Methodist Church. The Stewardship Foundation shall promote, receive, manage and distribute such gifts or the income therefrom. The Stewardship Foundation shall also conduct programs for Christian stewardship education on behalf of the Council on Ministries of the Conference.
- (2) The Stewardship Foundation is organized exclusively for the charitable, religious and educational purposes of the Conference, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under para. 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), or corresponding section of any future federal tax code.
- (3) No part of the net earnings of the Stewardship Foundation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Stewardship Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Stewardship Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Stewardship Foundation 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. Notwithstanding any other provision of these Articles, the Stewardship Foundation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under para. 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under para. 170(c)(2) of the Code, or corresponding section of any future federal tax code.

ARTICLE IV — NO CONTEMPLATION OF GAIN OR PROFIT

The Stewardship Foundation does not contemplate pecuniary gain or profit, incidental or otherwise.

ARTICLE V — NON-PROFIT CHARITABLE CORPORATION

The Stewardship Foundation is incorporated under the provisions of the Commonwealth of Pennsylvania Nonprofit Corporation Law of 1988.

ARTICLE VI — NON-STOCK BASIS

The Stewardship Foundation is organized on a non-stock basis.

ARTICLE VII — MEMBERSHIP

The members of the Stewardship Foundation shall be all Clergy and Lay Members of the Conference, as defined by *The Book of Discipline of The United Methodist Church*.

ARTICLE VIII — INCORPORATOR

The incorporator is the Central Pennsylvania Conference of The United Methodist Church, 900 South Arlington Avenue, Harrisburg, PA 17109.

ARTICLE IX — TERM

The term of the Stewardship Foundation is perpetual.

ARTICLE X — EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing with the Department of State.

ARTICLE XI — MISCELLANEOUS

Section 11.1 — Termination. If, for any reason, the Stewardship Foundation shall cease to exist as a legal entity and its charter shall expire or be terminated, its liabilities shall be paid, and its then remaining assets shall be paid and distributed to the Central Pennsylvania Conference of The United Methodist Church, or its legal successor, if that corporation is then an organization of the type described in para. 501(c)(3) of the Code, or corresponding section of any future federal tax code, and if such Conference is not so qualified, the same shall be paid and distributed to some other corporation or organization related to The United Methodist Church which is then of the type described in said Section, or any amendment thereto or substitute therefor.

Section 11.2 — Amendments. Amendments to these Articles may be proposed by any member of the Stewardship Foundation or by any member of the Stewardship Foundation’s Board of Directors, with such amendments to be approved by the affirmative two-thirds vote of voting members present at a properly scheduled meeting of the membership, and as otherwise required by 15 Pa. C.S.A. para. 5911 *et seq.*, or successor sections.

Section 11.3 — Distribution of Gifts. Undesignated gifts (i.e., gifts received from donors who have not given written directions regarding the use to be made thereof) and the income therefrom shall be distributed as determined by the Conference Council on Finance and Administration. Written directions from donors regarding the use to be made of their gifts or the income therefrom shall be strictly adhered to, except when deviations from those directions have been approved by a legal court of law, or except when such directions do not further the charitable, religious and educational purposes of the Stewardship Foundation, as defined for the purposes of para. 501(c)(3) of the Code, or corresponding section of any future federal tax code.

Section 11.4 — Directors. (a) The following four persons shall serve as ex-officio members of the Board of Directors of the Stewardship Foundation:

- (1) the Resident Bishop of the Harrisburg Episcopal Area or the Bishop’s designate (voting member),
- (2) the President of the Conference Board of Trustees or the President’s designate (voting member),
- (3) the Chairperson of the Conference Council on Ministries or the Chairperson’s designate (voting member),
- (4) the Chairperson of the Conference Council on Finance and Administration or the Chairperson’s designate (non-voting member).

The remaining members of the Board of Directors of the Stewardship Foundation (the at-large members), who shall be at least twelve (12) in number, shall be elected by majority vote of the members of the Stewardship Foundation during Annual Meetings of the Stewardship Foundation, except to fill interim vacancies.

(b) Nominations of persons to serve as at-large members of the initial Board of Directors shall be the joint responsibility of the Resident Bishop of the Harrisburg Episcopal Area, the Conference Board of Trustees, the Conference Council on Ministries and the Conference Council on Finance and Administration. Subsequent nominations to fill at-large vacancies on the Board shall be made by the Conference Committee on Nominations.

IN TESTIMONY WHEREOF, the incorporator has signed these Articles of Incorporation this _____ day of _____, 199__.

ATTEST:

CENTRAL PENNSYLVANIA
CONFERENCE OF THE
UNITED METHODIST CHURCH

Secretary, Central Pennsylvania Conference

By _____
Bishop, Central Pennsylvania Conference

Secretary, Central Pennsylvania Conference

By _____
President, Trustees
Central Pennsylvania Conference