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0020291996

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2002-03-14 09:41:12

File # 4961-521-27.50  
Cook County Recorder

NFP-110.30  
(Rev. Jan. 1999)

JESSE WHITE  
Secretary of State  
State of Illinois

This Space For Use By  
Secretary of State  
Date 2-27-02  
Filing Fee \$100.<sup>00</sup>  
Approved *[Signature]*

Submit in Duplicate  
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order, payable to "Secretary of  
State."

ARTICLES OF AMENDMENT  
under the  
GENERAL NOT FOR PROFIT  
CORPORATION ACT

DO NOT SEND CASH!

Pursuant to the provisions of "The General Not For Profit Corporation Act of 1986," the undersigned corporation hereby adopts these Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE The name of the corporation is National Covenant Properties

(Note 1)

ARTICLE TWO The following amendment to the Articles of Incorporation was adopted on 10/17/01  
& 10/21/01 in the manner indicated below ("X" one box only.)  
(Year) (Month & Day)

- By the affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (Note 2)
- By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45 of this Act. (Note 3)
- By the members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation or the bylaws, in accordance with Section 110.20. (Note 4)
- By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the articles of incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20 of this Act. (Note 5)

(INSERT RESOLUTION)

See Attachment attached hereto and made a part hereof.

MAIL TO:

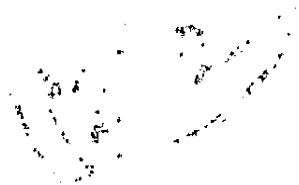
ERICKSON - PAPANEK  
7625 SHERMER RD  
NORTHBROOK IL 60062



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## Attachment 1

*This amendment and restatement deletes all Articles of the Corporation's current Articles of Incorporation and substitutes in their place the below Articles 1-7.*

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**ATTACHMENT TO THE  
ARTICLES OF AMENDMENT AND RESTATEMENT OF  
ARTICLES OF INCORPORATION  
OF  
NATIONAL COVENANT PROPERTIES (the "Corporation")  
An Illinois Not For Profit Corporation**

**RESOLVED:** That the Corporation deems it advisable and in the best interests of the Corporation that the Articles of Incorporation of the Corporation be amended and restated in their entirety so that, as amended and restated in their entirety, they shall be and read as follows:

Article 1. (Restated) The name of the Corporation is National Covenant Properties, an Illinois Not For Profit Corporation organized under 805 ILCS 105/101.01 *et seq.* The Corporation was originally incorporated on January 27, 1970. The Corporation is affiliated with The Evangelical Covenant Church, an Illinois Not For Profit Corporation (hereinafter referred to as the "Church").

Article 2. (Restated) On the date of filing of these Amended and Restated Articles of Incorporation, the registered agent is David W. Johnson, and the address of the registered office is 5101 North Francisco Avenue, Chicago, Illinois 60625.

Article 3. (Amended) The Corporation shall have one class of membership. The members of the Corporation shall consist of those persons who serve as voting members of the Executive Board of The Evangelical Covenant Church, an Illinois Not For Profit Corporation. The Articles of Incorporation and Bylaws, as in effect from time to time, may only be amended with approval of the members and the approval of the Board of Directors of the Corporation.

Article 4. (Amended) The Corporation is not a condominium association as established under the Condominium Property Act; is not a cooperative housing corporation defined in Section 216 of the Internal Revenue Code of 1954; and is not a homeowner association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the Code of Civil Procedure.

Article 5. (Amended) The Corporation is organized exclusively for religious, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any federal tax code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. It is empowered to do all things which may be done by an Illinois not for profit corporation. In carrying out these purposes the Corporation is authorized, including, but not limited to:

- (a) To issue debt securities to members of, contributors to, participants in and affiliates of the Church;
- (b) To make loans to member churches and other affiliated entities of the Church;

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## Attachment 1

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- (c) To hold title to real property;
- (d) To further the mission of the Church and to promote, support, and engage in any and all of the religious, educational, charitable and scientific ministries which are now, or may hereafter be established by the Church; and
- (e) To promote, by donation, loan, guaranty of debt, or otherwise, the interests of any not for profit and federally tax exempt organizations which are affiliated with the Corporation, the Church, or any organization affiliated with the Church and which further the purposes of the Church, the purposes of which are not inconsistent with those of the Corporation.

Article 6. (Amended) In all events and circumstances, and regardless of any merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation (voluntary or involuntary, or by operation of law), or amendment of the Articles of Incorporation, all of the assets and earnings of the Corporation and its affiliates and subsidiaries shall be used exclusively for religious, charitable, educational and scientific purposes, in the course of which operation:

- (a) No part of the net earnings shall inure to the benefit of or be distributable to its directors or officers, or other persons; except that the Corporation and its affiliates and subsidiaries are empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein;
- (b) No substantial part of the activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation and its affiliates and subsidiaries shall not participate in, or intervene in (including the publication or distributing of statements), any political campaign on behalf of any candidate for public office; and
- (c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation and its affiliates and subsidiaries shall not carry on any other activities not permitted to be carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code.

Article 7. (Amended) Dissolution of the Corporation must be approved by the members and the Board of Directors of National Covenant Properties. Upon dissolution, the entire net assets remaining after the payment of any and all liabilities and obligations of the Corporation shall be distributed to The Evangelical Covenant Church to be used for the purposes similar to those stated in Article 5, above, and/or other ministries selected by The Evangelical Covenant Church, provided that The Evangelical Covenant Church or the ministries receiving the assets qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Such distribution shall be made in compliance with applicable Illinois and Federal laws and regulations.

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(If space is insufficient, attach additional pages size 8 1/2 x 11)

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated November 1st, 2001 National Covenant Properties  
(Month & Day) (Year)  
attested by Jill A. Hall by David W. Johnson  
(Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)  
Jill A. Hall, Assistant Secretary David W. Johnson, President  
(Type or Print Name and Title) (Type or Print Name and Title)

96616202

## NOTES AND INSTRUCTIONS

- NOTE 1:** State the true exact corporate name as it appears on the records of the Office of the Secretary of State, **BEFORE** any amendments herein reported.
- NOTE 2:** Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote.
- NOTE 3:** Director approval may be (1) by vote at a director's meeting (either annual or special) or (2) consent, in writing, without a meeting.
- NOTE 4:** All amendments not adopted under Sec. 110.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the members approve the amendment.
- Member approval may be (1) by vote at a members meeting (either annual or special) or (2) by consent, in writing, without a meeting.
- To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding members entitled to vote on the amendment, (but if class voting applies, then also at least a 2/3 vote within each class is required).
- The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote and not less than a majority within each when class voting applies. (Sec. 110.20)
- NOTE 5:** When a member approval is by written consent, all members must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)

FORM NFP-110.30

File No.

ARTICLES OF AMENDMENT  
under the  
GENERAL NOT FOR PROFIT  
CORPORATION ACT

Filing Fee \$25

**FILED**

FEB 27 2002

JESSE WHITE  
SECRETARY OF STATE

RETURN TO:

Department of Business Services  
Secretary of State  
Springfield, Illinois 62756  
Telephone (217) 782-1832  
<http://www.sos.state.il.us>

C-130.10

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