

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE EXECUTIVE BOARD OF THE MISSOURI BAPTIST CONVENTION**

Article I

NAME

The name of the corporation is: The Executive Board of the Missouri Baptist Convention.

Article II

DURATION

The period of duration of the corporation is perpetual.

Article III

REGISTERED OFFICE AND AGENT

The address of the Registered Office in the State of Missouri is: 400 E. High Street, Jefferson City, Missouri, and the name of its Registered Agent at said address is Wes Fowler.

Article IV

PRINCIPAL OFFICE

The principal office of the corporation is located in Jefferson City, Missouri, until otherwise ordered or directed by the Missouri Baptist Convention ("MBC").

Article V

PURPOSE

The purposes of the corporation are exclusively religious, missionary, benevolent, charitable, and educational.

1. The Executive Board is the fiduciary, the fiscal, and the executive Entity of the MBC in all its affairs not specifically committed to some other Entity.
2. The theological basis for practice of the Executive Board is the *Baptist Faith and Message* (current edition).
3. The Executive Board has full power and authority to act for the MBC between Annual Meetings in any and all matters pertaining to the MBC, unless otherwise provided by the MBC.

4. The Executive Board does not have power to countermand any action of the MBC adopted by the MBC's Messengers, or to do anything contrary to the MBC's Charter, Constitution, or Bylaws.

Article VI **TRUSTEES**

The Directors of the Executive Board are called Trustees and elected by the Messengers at the Annual Meeting. Each Executive Board Trustee must be an active member of an affiliated church.

The corporation consists of Trustees, the number to be provided in the corporation's Bylaws, in which is vested the management of the affairs of the corporation, hereinafter referred to as "the Board."

Article VII **OFFICERS**

The Officers of the Board consist of a Chairman, First Vice-Chairman, Second Vice-Chairman, and Secretary, all of whom serve without compensation. The Executive Director serves as Treasurer.

Article VIII **POWERS**

The corporation has the power to receive and expend funds; employ persons; guarantee any securities and evidence of indebtedness created by any corporation of this State or any other State, consistent with the purposes of this corporation, and the Charter, Constitution, and Bylaws of the MBC; perform such duties in religious, missionary, educational, charitable, and benevolent work and activities of the MBC as may be consistent with the directions of the MBC; and to exercise any, all, and every power which a non-profit corporation organized under the General Not For Profit Corporation Act of Missouri may exercise.

Article IX **BYLAWS**

The Board may adopt, repeal, or amend Bylaws and may adopt new or additional Bylaws for the conduct of its business not inconsistent with the Charter, Constitution, and Bylaws of the MBC.

Article X
DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be distributed to the Southern Baptist Convention, or, if otherwise directed by the MBC Messengers at a meeting of the MBC by a two-thirds (2/3) majority of votes cast, to one or more Southern Baptist associations, churches, or religious organizations of similar mission, vision, and purpose. No person associated with this corporation may derive benefit or gain from such an assignment of residual assets.

Article XI
AMENDMENTS

The Executive Board may amend these Articles by: (a) a two-thirds (2/3) vote of the entire membership of the Board at any regular meeting thereof, provided a written notice of the proposed changes is given at the previous meeting of the Board; and (b) approval of proposed amendments by the MBC as required by the MBC Charter, Constitution, and Bylaws.

Article XII
SOLE MEMBER

The MBC is the sole member of the Executive Board corporation, and its Trustees have a fiduciary relationship to the MBC and the Executive Board corporation. The Annual Meeting of the MBC is the Annual Meeting of the Member. The Board gives the MBC, in the MBC's sole and absolute discretion, the following rights:

1. the sole and exclusive right to elect and remove Trustees of the Board;
2. the right to notice of all meetings of the Board;
3. the right to direct, approve, or reject, in writing, any addition, deletion, or other amendment to the articles of incorporation and/or Bylaws of the Board or its subsidiary corporations, if any;
4. the right to approve or reject the sale, mortgage, lease, pledge, or transfer of all or substantially all of the Entity's assets;
5. the right to approve or reject the creation, amendment, or dissolution of any subsidiary or similar incorporated Entity of the Board;
6. the right for the MBC, by its Officers or Agents, to be present at all meetings of the Board;
7. the right for the MBC President to serve as an *ex officio* voting Trustee of the Board, and Chairman of the Board;

8. the right for the MBC Executive Director to serve as a non-voting *ex officio* member of the Board.

Article XIII **ELECTRONIC VOTING**

If a special circumstance arises whereby the Board is required to vote on a matter but unable to call a special meeting, an electronic or mail vote may be authorized provided:

1. Proxy voting is prohibited.
2. The vote is authorized in advance by the Board or at the request of the Executive Director and a majority of the Officers.
3. The quorum for the ballot is the number of all qualified trustees.
4. The Board Trustees have access to the question to be voted on in writing, either by mail, fax, or electronic means.
5. A telephone conference call, or other electronic means, such as “web conferencing,” whereby collaborative interaction is possible, is provided to discuss the question.
6. Every Board Trustee has opportunity to cast a vote by mail, fax, or electronic means.
7. The Secretary reviews and certifies the vote total, and that the quorum requirement has been met.

Article XIV **THIRD PARTY APPROVAL RIGHTS**

If the foregoing member rights are rescinded, repealed for any reason, or declared void or unenforceable for any reason by a court, then MBC shall have the rights to approve charter amendments as a third party pursuant to Chapter 355.606. RS Mo.