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**RESTATED ARTICLES OF INCORPORATION
OF**



CALVARY CHAPEL OF ALBUQUERQUE, INCORPORATED

The Articles of Incorporation of CALVARY CHAPEL OF ALBUQUERQUE, INCORPORATED, a New Mexico nonprofit corporation, are hereby amended as follows, to be effective upon filing in duplicate with the State Corporation Commission of the State of New Mexico, pursuant to § 53-8-39 N.M.S.A., 1978 Comp.

ARTICLE I

The name of the corporation is CALVARY CHAPEL OF ALBUQUERQUE, INCORPORATED, hereinafter referred to as the "Corporation."

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose for which the Corporation is organized is as follows:

A. To operate a church to proclaim the Good News that Jesus Christ is the Savior of all who believe on Him and to make firm through the Word of God the Faith of those who believe;

B. To hold and exercise all of the powers conferred by law upon nonprofit corporations organized under the laws of the State of New Mexico; and

C. To carry on any lawful activity and perform any lawful act that is permitted by a nonprofit corporation under the laws of the State of New Mexico, 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 1954 (or the corresponding provision of any future United States Revenue Law).

ARTICLE IV

The Corporation is formed solely for charitable and educational purposes and is not organized, nor shall it be operated, for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profits or dividends to the Directors, Officers or any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of its specific and primary purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, and no part of the profit or net income of the Corporation shall inure to the benefit of any individual.

ARTICLE V

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any others activities not permitted to be carried on by a corporation exempt from federal and state income taxes under § 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), or by a corporation which receives

contributions which are deductible under § 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

ARTICLE VI

The Corporation has had and shall continue to have the express right to ordain men as ministers of the Gospel of Jesus Christ to perform all ministerial functions without limit as sanctioned by law and by the Holy Scriptures.

ARTICLE VII

The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, if any, tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of the Board of Directors, shall be stated in the Bylaws, and, if not so stated, shall be in accordance with the provisions of the New Mexico Nonprofit Corporation Act.

ARTICLE VIII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the Board

of Directors shall determine. Any such assets not so disposed of shall be disposed by a court of proper jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

The Corporation does not have, nor shall it have, members, and these Articles of Amendment have been adopted during the meeting of the Board of Directors held on May 22, 1997, by a vote of the majority of all the Directors who hold office.

ARTICLE X

These Restated Articles of Incorporation correctly set forth the provisions of the articles of incorporation, as amended, and have been duly approved as required by law and supersede the original Articles of Incorporation and all amendments, if any, thereto.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, hereby assent to the foregoing Articles of Amendment and adopt them as the Articles of the Corporation.

Dated: July 22, 1997



Skip Heitzig
President



Raymond E. Ziler
Secretary