

# **SOUTH CAROLINA BAPTIST CONVENTION**

## **ARTICLES OF INCORPORATION**

Pursuant to the provisions of the South Carolina Nonprofit Corporation Act, the undersigned corporation, presently named General Board of South Carolina Baptist Convention, hereby submits its Amended and Restated Charter, amending its present charter by deleting it in its entirety. This Amended and Restated Charter supersedes the corporation's original charter and all prior amendments thereto.

### **ARTICLE I**

The name of the corporation is South Carolina Baptist Convention.

### **ARTICLE II**

The corporation is a religious corporation.

### **ARTICLE III**

The corporation has no members.

### **ARTICLE IV**

The corporation will have messengers (delegates) who shall constitute the Convention in session. The characteristics, qualifications, rights, limitations and obligations of messengers, together with provisions for calling, noticing, holding and conducting meetings of messengers, and the carrying on of corporate activities during and between meetings, shall be provided for in these Articles and in the corporation's bylaws.

### **ARTICLE V**

A. The Convention reserves the right to determine the identity of those persons who constitute the Convention. The Convention shall consist of messengers who are members of Baptist churches in the state which are in friendly cooperation with the Convention and evidence their concern by financial support. Only members of the electing church may be seated by the Convention as messengers from that church.

B. Churches shall qualify for the seating of messengers as determined by the Bylaws.

### **ARTICLE VI**

The address of the principal office for the corporation is 190 Stoneridge Drive, Columbia, South Carolina 29210-8239.

### **ARTICLE VII**

South Carolina Baptist Convention has the sole right to govern itself under the Lordship of Christ and recognizes the autonomy of churches and other Baptist bodies.

### **ARTICLE VIII**

The comprehensive purpose of South Carolina Baptist Convention shall be to serve churches

throughout the state in efforts to advance the Kingdom of Christ in the world through evangelism, missions, education, benevolence, social ministries, public morals, and any other interests in the Kingdom of our Lord which the Convention shall undertake.

#### **ARTICLE IX**

South Carolina Baptist Convention approves the Cooperative Program as the basic channel of support for our total world mission outreach. The Convention appeals to the churches to contribute through the Cooperative Program and to recognize the right and responsibility of the Convention to divide equitably Cooperative Program Receipts.

#### **ARTICLE X**

The corporation shall be governed by a board of directors which shall be the Executive Board as elected by the Convention. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Executive Board, except to the extent the Articles of Incorporation or bylaws vest in the messengers, constituting the Convention in session, powers which would otherwise be exercised by a board.

#### **ARTICLE XI**

The corporation is not for profit. The purposes for which the corporation is organized are to operate exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private individuals or persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and to make payments in furtherance of the purposes set forth above. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

#### **ARTICLE XII**

Upon dissolution, after all creditors of the corporation have been paid, the assets of the corporation shall be distributed to one or more organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

#### **ARTICLE XIII**

A. After first reading to the Convention, amendments offered to this amended and restated Articles of Incorporation shall automatically be referred to the Bylaws Committee for study and report at the next annual meeting of the Convention. Study by the committee shall not prevent consideration of the proposed amendment by the Convention.

B. Amendments may be made in these Articles by a vote of two-thirds (2/3) of the messengers present and voting at any meeting of the Convention, and provided that:

1. all amendments must be presented before the final session, and
2. the amendment shall have been presented at a previous meeting of the Convention before action is taken on it.

C. The requirements of A and B above may be waived if the messengers evidence their belief that an emergency exists by a vote of three-fourths (3/4) of the messengers present and voting and if the substance of the amendment has been presented at least thirty days in advance of the Convention to the Bylaws Committee, the Executive Board, and to the Baptist Courier for publication in one (1) of the following three (3) ways: (i) in a print edition; (ii) in an electronic edition; or (iii) on its web site.

D. Upon approval by the Convention, the amendment to the Articles of Incorporation shall be filed according to state law.