

1 **CENTRAL BAPTIST CHURCH OF SIOUX FALLS**

2
3 **AMENDED AND RESTATED ARTICLES OF INCORPORATION**

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5 Executed by the undersigned for the purpose of amending and restating the Articles of
6 Incorporation of a South Dakota nonprofit corporation, and all amendments thereto, pursuant to
7 SDCL § 47-22.

8 **PREAMBLE**

9 Trusting in the Lord Jesus Christ for our salvation, and looking to the inspired Word of God
10 as our sole and perfect rule of faith and practice and accepting the teaching, practices and
11 distinctives of Converge Worldwide, we therefore voluntarily band ourselves together as a
12 body of baptized believers in Jesus Christ for a more certain preservation and propagation
13 of the principles of our faith. We agree to be governed by the eternal Word of God and
14 accept this Constitution, affirmation of faith and covenant as a guide to our doctrine and
15 conduct.

16 The Amended and Restated Articles of Incorporation may be referred to as the Constitution
17 of the Church, and hereby revoke any prior document referred to as the Constitution.

18 **ARTICLE ONE: NAME; AFFILIATION**

19 The name of the corporation is Central Baptist Church of Sioux Falls (the Church). The
20 Church shall be affiliated with Converge Worldwide and Heartland Converge. The Church
21 shall cooperate with Converge Worldwide and Heartland Converge, whenever possible, be
22 represented by delegates at their annual meetings.

23 **ARTICLE TWO: PURPOSE**

24 The purpose of this Church is to fulfill the Great Commandment (Matthew 22:37-40) and
25 the Great Commission (Matthew 28:16-20).

26 **ARTICLE THREE: STATEMENT OF FAITH**

- 27 1. **The Word of God.** We believe that the Bible is the Word of God, fully inspired and
28 without error in the original manuscripts, written under the inspiration of the Holy Spirit,
29 and that it has supreme authority in all matters of faith and conduct (John 17:17;
30 Romans 15:4; II Timothy 3:16, 17; II Peter 1:19-21).
- 31 2. **The Trinity.** We believe that there is one living and true God, eternally existing in
32 three persons, that these are equal in every divine perfection, and that they execute
33 distinct but harmonious offices in the world of creation, providence and redemption
34 (Matthew 28:19; John 1:1-4; I John 5:7).
- 35 3. **God the Father.** We believe in God, the Father, an infinite, personal spirit, perfect in
36 holiness, wisdom, power and love. We believe that He concerns Himself mercifully in
37 the affairs of individuals, that He hears and answers prayer, and that He saves from
38 sin and death all who come to Him through Jesus Christ (John 3:16, 17; John 4:24;
39 John 17:5).
- 40 4. **Jesus Christ.** We believe in Jesus Christ, God's only begotten Son, conceived by the
41 Holy Spirit. We believe in His substitutionary atoning death, bodily resurrection,

- 42 ascension into heaven, perpetual intercession for His people, and personal visible
43 return to earth (Isaiah 7:14; John 1:14; Philippians 2:5-11; Hebrews 1:2, 3; I John 1:7).
- 44 5. **The Holy Spirit.** We believe in the Holy Spirit who was sent from the Father and Son
45 to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify,
46 and empower all who believe in Jesus Christ. We believe that the Holy Spirit indwells
47 every believer in Christ, and that He is an abiding helper, teacher and guide (John
48 14:26; John 16:7-15; Romans 8:14-17; Ephesians 1:13, 14).
- 49 6. **Regeneration.** We believe that all people are sinners by nature and by choice and
50 are, therefore, under condemnation. We believe that those who repent of their sins
51 and trust in Jesus Christ as Savior are regenerated by the Holy Spirit (John 1:12, 13;
52 John 3:3, 16, 17; Acts 20:21; Ephesians 2:1-9; Titus 3:5).
- 53 7. **The Church.** We believe in the universal church, a living spiritual body of which Christ
54 is the head and all regenerated persons are members. We believe in the local church,
55 consisting of a company of believers in Jesus Christ, baptized on a credible profession
56 of faith, and associated for worship, work and fellowship. We believe that God has
57 laid upon the members of the local church the primary task of giving the gospel of
58 Jesus Christ to a lost world (Matthew 16:16-18; Acts 2:38-41; Ephesians 2:19-22;
59 Ephesians 5:25-27).
- 60 8. **Christian Conduct.** We believe that a Christian should live for the glory of God and
61 the well-being of humankind; that the Christian should maintain conduct blameless
62 before the world, be a faithful steward of possessions, and seek to realize for self and
63 others the full stature of maturity in Christ (II Corinthians 9:6-8; Ephesians 4:11-16;
64 Philippians 2:14-16; Colossians 3:17-23; I Thessalonians 5:17, 18).
- 65 9. **The Ordinances.** We believe that the Lord Jesus Christ has committed two
66 ordinances to the local church: baptism and the Lord's Supper. We believe that
67 Christian baptism is the immersion of a believer in water in the name of the triune
68 God. We believe that the Lord's Supper was instituted by Christ for commemoration
69 of His death. We believe that these two ordinances should be observed and
70 administered until the return of the Lord Jesus Christ (Matthew 28:18-20; Acts 2:41,
71 42; Romans 6:3-5; I Corinthians 11:23-32).
- 72 10. **Religious Liberty.** We believe that every human being can have direct relations with
73 God, and is responsible to God alone in all matters of faith; that each church is
74 independent and must be free from interference by an ecclesiastical or political
75 authority; that therefore Church and State must be kept separate as having different
76 functions, each fulfilling its duties free from dictation or patronage of the other (I
77 Timothy 2:5).
- 78 11. **Church Cooperation.** We believe that local churches can best promote the cause of
79 Jesus Christ by cooperating with one another in a denominational organization. Such
80 an organization, whether a regional or district conference, exists and functions by the
81 will of the churches. Cooperation in a conference is voluntary and may be terminated
82 at any time. Churches may likewise cooperate with inter-denominational fellowships
83 on a voluntary, independent basis.
- 84 12. **The Last Things.** We believe in the personal and visible return of the Lord Jesus
85 Christ to earth and the establishment of His kingdom. We believe in the resurrection

86 of the body, the final judgment, the eternal felicity of the righteous, and the endless
87 suffering of the wicked (John 5:28, 29; Revelation 20:1-15; II Corinthians 5:10;
88 Matthew 25:31-46).

89 **ARTICLE FOUR: PLACE OF BUSINESS AND WORSHIP; REGISTERED AGENT**

90 The principal place of business of the Church shall be in the City of Sioux Falls, County of
91 Lincoln, State of South Dakota. The registered agent of the Church at the time of the
92 adoption of this Constitution is Eric Yunag, 3102 West Ralph Rogers Road, Sioux Falls, SD
93 57108.

94 **ARTICLE FIVE: EXISTENCE**

95 This Church shall exist in perpetuity unless dissolved according to law.

96 **ARTICLE SIX: LEGAL POWER AND AUTHORITY**

97 The Church shall have the right to buy, hold and sell real and personal property, to acquire
98 by gift, grant, bequest, devise or other conveyance such real and personal property as
99 shall be necessary for the convenience of the Church, with the power to mortgage, sell and
100 convey the same or any part, parcel or portion thereof.

101 If a division occurs in the Church, the name and all property shall be retained by those
102 adhering to this Constitution. Should differences of opinion arise as to which Members are
103 adhering to this Constitution, the governing body of the District of Converge Worldwide to
104 which this Church belongs shall decide.

105 **ARTICLE SEVEN: MEMBERS; LEADERSHIP**

- 106 1. **Members.** The Church shall have no capital stock, but shall be composed of
107 members. The Members of the Church shall be the persons who are presently
108 members of Central Baptist Church of Sioux Falls, formerly known as the
109 Swedish Baptist Church, and such other Members as may hereafter be admitted
110 to membership in accordance with the Bylaws of the Church.
- 111 2. **Membership Covenant.** Members of the Church shall covenant to:
- 112 a. Support the Church Purpose.
- 113 b. Exhibit the Fruit of the Spirit (Galatians 5:22)
- 114 c. Regularly attend worship services.
- 115 d. Financially support the Church as the Member is able.
- 116 e. Support the Statement of Faith, theological distinctives and denominational
117 affiliation.
- 118 f. Pray for, encourage, support and appreciate the leadership and structures of
119 the Church.
- 120 g. Live in obedience to Christ, love each other, invest time, talent and treasure
121 in furtherance of the Purpose of the Church.

- 122 3. **Membership.** The form of government practiced by the Church is
123 Congregationalism. Congregationalism is that form of government wherein the
124 foundational authority under Christ in a local church resides in the voting
125 membership. The Members shall decide the matters reserved to the Members
126 as provided in the Bylaws.
- 127 4. **Board of Elders.** Under the Members, the Board of Elders is the highest
128 delegated authority of the Church and gives spiritual direction to the Church
129 through prayer. The Board of Elders shall:
- 130 a. Consist of a number of men as determined in the Bylaws, but in no case shall
131 be fewer than seven.
- 132 b. Act as the Board of Directors under the law.
- 133 c. Acts for the Church in all matters not specifically reserved to the Members in
134 this Constitution.
- 135 5. **Deacon Boards.** In the Scriptures the Deacons (Greek "diakonos," servant)
136 served the church by working to meet both material and spiritual needs.
137 (Philippians 1:1 and 1 Timothy 3:8-13). The Deacon Boards, and their duties,
138 shall be defined in the Bylaws and shall operate under the direction of the Board
139 of Elders.
- 140
- 141 6. **Meeting Procedure.** The business proceedings of the Church shall be
142 consistent with this Constitution and the Bylaws.

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ARTICLE EIGHT: PERSONAL LIABILITY

144 No Member, Elder, employee or agent of the Church shall be personally liable for the debts
145 or obligations of the Church. No Elder shall be liable to the Church or to any of its
146 Members for monetary damages for breach of fiduciary duty as an Elder.

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ARTICLE NINE: FISCAL YEAR AND ANNUAL MEETING

148 The fiscal year of the Church and the month in which the annual meeting of the
149 Members shall be held shall be as set forth in the Bylaws.

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**Article Nine Amended May 18, 2015.*

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ARTICLE TEN: DISPOSITION OF PROPERTY; TAX COMPLIANCE

158 Upon dissolution of the Church, remaining assets shall be distributed to Heartland
159 Converge. Any such assets not disposed of shall be transferred to Converge Worldwide,
160 or for one or more exempt purposes within the meaning of Section 501(c) of the Internal
161 Revenue Code.

162 No part of the revenue of the Church shall inure to the benefit of or be distributable to any
163 Member, Elder, or agent, or other private persons, except that the Church shall be
164 authorized and empowered to pay reasonable compensation for services rendered and to
165 make payments and distributions in furtherance of the purposes set forth in these
166 Amended and Restated Articles of Incorporation. No substantial part of the activities of the
167 Church shall be the carrying on of propaganda, or otherwise attempting to influence
168 legislation, and the Church shall not participate in, or intervene in (including the publishing
169 or distribution of statements) any political campaign on behalf of or in opposition to any
170 candidate for public office. Notwithstanding any other provision of these Amended and
171 Restated Articles of Incorporation, the Church shall not carry on any other activities not
172 permitted to be carried on by a corporation exempt from Federal income tax under Section
173 501(c)(3) of the Internal Revenue Code, and regulations promulgated thereunder from time
174 to time.

175 **ARTICLE ELEVEN: AMENDMENTS**

176 Any motion to amend this Constitution shall first be submitted to the Board of Elders for
177 review. Prior to the next duly called business meeting, the Board of Elders shall
178 recommend disposition of the motion to the Members and/or may offer a proposed
179 amendment on its own behalf. When an amendment is presented to the Members after
180 the review by the Board of Elders, or if the Board of Elders presents an amendment on its
181 own behalf, final action on that amendment cannot be taken until the next duly called
182 business meeting.

183 Alternatively, the Board of Elders may, by formal motion at any duly called business
184 meeting, propose an amendment to the Constitution. Final action on any such amendment
185 cannot be taken until the next duly called business meeting.

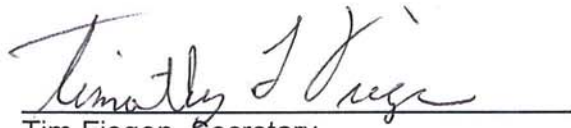
186 In all cases, an affirmative vote equal to a two-thirds majority of Members voting shall be
187 required for acceptance and an interval between meetings to consider the Amendment
188 shall be at least 90 days.

CERTIFICATION

The foregoing Amended and Restated Articles of Incorporation:

1. Have been duly adopted as required by law;
2. Received a two-thirds affirmative vote at a meeting of the members of the Church held on September 19, 2010 with 170 voting in favor and 46 opposed (total of 216 votes cast);
3. Supersede the original Articles of Incorporation and all amendments thereto; and
4. Revoke any prior document referred to as the Constitution.


Matt McCaulley, Chairman


Tim Fiegen, Secretary

State of South Dakota



OFFICE OF THE SECRETARY OF STATE

Certificate of Amendment Domestic Church

ORGANIZATIONAL ID# CH002020

I, Shantel Krebs, Secretary of State of the State of South Dakota, hereby certify that the Amendment to the Articles of Incorporation of

CENTRAL BAPTIST CHURCH OF SIOUX FALLS

duly signed and verified, have been received in this office and are found to conform to law.

ACCORDINGLY, and by virtue of the authority vested in me by law, I hereby issue this Certificate of Amendment and attach hereto a duplicate of the Amendment to the Articles of Incorporation.

IN TESTIMONY WHEREOF,
I have hereunto set my hand and
affixed the Great Seal of the
State of South Dakota, at Pierre,
the Capital, this 05/18/2015.



Shantel Krebs

Shantel Krebs
Secretary of State

6/26/2015 9:27:19 AM
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