

BOOK 376 PAGE 2014

B-15338

9625

IN THE CIRCUIT COURT OF GREENE COUNTY, MISSOURI

IN THE MATTER OF APPLICATION OF )  
MARANATHA VILLAGE, INCORPORATED )

STATE OF MISSOURI  
GREENE COUNTY  
FILED FOR RECORD  
MAY 15 10 07 3 AM '13  
RUSSELL H. KELLER  
RECORDER

PRO FORMA DECREE

AND now on this day come Thomas F. Zimmerman, President; G. Raymond Carlson, Vice President; Bartlett Peterson, Secretary; and M. B. Netzel, Treasurer of Maranatha Village, Incorporated, and submit to the Court the Articles of Agreement of said corporation, together with a Petition praying for a Pro Forma Decree thereon, in manner provided by law, and it appearing to the Court that said Petition has remained on file in the Clerk's office of this Court for at least three days since the same was first presented to the Court, and the Court having duly examined said Articles of Agreement, and being duly advised in the premises, doth now consider, adjudge and determine that said Articles of Agreement, and the purposes of Maranatha Village, Incorporated, therein expressed, come properly within the purview of Chapter 352 of the Revised Statutes of Missouri, 1969, and are not inconsistent with the Constitution or laws of the United States or of the State of Missouri.

THEREFORE, it is ordered, adjudged and decreed by the Court that the petitioners and their associates named in said Articles of Agreement be and are hereby created a body politic and corporate by and under the corporate name of "Maranatha Village, Incorporated."

DATED: May 15, 1973

Jana Powell  
Judge

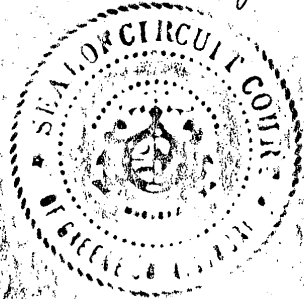
STATE OF MISSOURI )  
County of Greene ) ss.

I, Michael A. Carr, Clerk of the Circuit Court of the County and State aforesaid, certify the above to be a true copy of the order made in the matter aforesaid, as fully as the same remains of record in my office, and that the original Articles of Agreement are

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attached hereto.

IN TESTIMONY WHEREOF, I hereunto set my hand and affixe the seal of said Court at my office in Springfield, Missouri, this 15<sup>th</sup> day of *May* 1973.



*Michael A. Carr*  
\_\_\_\_\_  
Michael A. Carr, Clerk

*By: Imogene Willard, D.C.*

RECORDED  
MAY 15 1973  
COURT CLERK

B-15338

ARTICLES OF AGREEMENT

MARANATHA VILLAGE, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, for the purpose of forming a corporation under the laws of Missouri, relating to benevolent, religious, scientific, fraternal-beneficial, educational and miscellaneous associations under Chapter 352 of the Revised Statutes of Missouri, 1969, in connection with others, have entered into the following agreement:

ARTICLE I

Name

The name of the corporation shall be "Maranatha Village, Incorporated."

ARTICLE II

Location

The location of the corporation shall be in Greene County, Missouri, and in or near the City of Springfield.

ARTICLE III

Duration

The duration of the corporation shall be perpetual.

ARTICLE IV

Purposes

This corporation is formed for the benevolent, charitable and religious purposes of establishing, owning, operating, controlling, conducting and maintaining, not for pecuniary profit, but exclusively for religious and charitable purposes, the following:

- (a) A housing complex, with recreational, educational, social, religious and other incidental facilities and services, in order to provide retirement living in a Christian atmosphere at minimum cost to ministers, missionaries and laity of The General Council of the Assemblies of God and other meritorious persons.
- (b) A nursing home to provide nursing care in a Christian atmosphere at minimum cost, or where appropriate at a reduced cost or at no cost, to such ministers, missionaries and laity of The General Council of the Assemblies of God and other meritorious per-

sons who by reason of illness, physical infirmities or advanced age are unable to care for themselves.

ARTICLE V

Nature and Control

Maranatha Village, Incorporated, a charitable non-profit organization, is and shall be at all times controlled by The General Council of the Assemblies of God, a religious corporation organized and existing under the laws of the State of Missouri. The execution of policy and administration may be delegated but The General Council of the Assemblies of God shall have control, through its Executive Presbytery, over all phases of Maranatha Village, Incorporated.

ARTICLE VI

Prerogatives and Proscriptions

Section 1 -

In the fulfillment of its purposes, Maranatha Village, Incorporated shall have the right, in its own name, to acquire, purchase, receive, take hold, use, control and manage all kinds of property, both real, personal and mixed, that it may desire to acquire or that may be donated, bequeathed, devised, or in any manner conveyed or transferred to Maranatha Village, Incorporated, and it may sell, assign, transfer, lease as lessor any real estate or other property which it owns or in which it has any interest, and lease as lessee any real estate or other property which it deems necessary for its corporate purposes, and it may invest and reinvest the proceeds thereof, from time to time, in such bonds, stocks, notes, securities and other property, personal or real, and chuses in action, as its board of directors shall deem most suitable, except that the corporation shall not invest in mortgages upon unimproved real estate unless such real estate is acquired for the purpose of serving as a facility which may be appropriate for use in the conduct of the program of Maranatha Village, Incorporated; the corporation may borrow money and may secure any money borrowed by mortgage, pledge or hypothecation of any of its assets in carrying out its purposes; the corporation may issue bonds, debentures and annuities, and may do all things necessary as permitted by law for the maintenance and perpetuation of Maranatha Village, Incorporated.

Notwithstanding any other provision herein made, the board of directors by resolution may reject any gift, grant, devise, or bequest preferred for a designated purpose if such purpose is deemed by the board of directors to be inconsistent with the purposes for which the corporation is formed.

Section 2 -

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, directors, officers, or other private persons, except that the officers shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. 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 this Article, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the present Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the present Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

Board of Directors

The Board of Directors of Maranatha Village, Incorporated, shall consist of nine (9) members, six (6) of whom shall be ordained ministers and three (3) of whom shall be lay members of Assemblies of God. At least three (3) of the ordained ministers selected for membership on the Board of Directors shall be members of the Executive Presbytery of The General Council of the Assemblies of God. Not less than five (5) of the directors shall reside within one hundred (100) miles of Springfield, Missouri.

ARTICLE VIIIDissolution

In the event of the dissolution of Maranatha Village, Incorporated, or the revocation, suspension or lapse of its charter or if the program and activities of Maranatha Village, Incorporated, shall cease to exist or function and the same are not revived within one year by a like organization operating under a charter issued pursuant to the laws of the State of Missouri, and approved by The General Council of the Assemblies of God, then and in that case, the duly authorized officers of the corporation are hereby authorized, empowered and directed to convey, set over and transfer all of its assets, after paying or making provision for payment of its liabilities, to The General Council of the Assemblies of God, Springfield, Missouri, a non-profit organization which is operated exclusively for religious and charitable purposes and which qualifies for exemption under Section 501(c)(3) of the present Internal Revenue Code, provided the Board of Directors of The General Council of the Assemblies of God shall elect to receive the same, but if it shall not so elect, then all of said assets shall be conveyed, transferred and set over to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the present Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), and upon such conveyance and transfer of the assets of the corporation, the corporation shall cease and determine. Any of such assets of Maranatha Village, Incorporated, not so disposed of, after paying or making provision for the payment of all of the liabilities of the corporation, shall be disposed of by the Circuit Court of Greene County, Missouri, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

ARTICLE IX

The Board of Directors shall adopt bylaws, subject to approval of and ratification by the Executive Presbytery of The General Council of the Assemblies of God, which bylaws shall be consistent with these

Articles of Agreement for the regulation and control of all affairs and property of the corporation; and the Board of Directors may, upon approval and ratification by the Executive Presbytery of The General Council of the Assemblies of God, from time to time amend, modify, alter or repeal such bylaws.

IN WITNESS WHEREOF, we have hereunto set our hands this 9<sup>th</sup> day of May, 1973.

*Thomas F. Zimmerman*  
Thomas F. Zimmerman, President

*G. Raymond Carlson*  
G. Raymond Carlson, Vice President

*Bartlett Peterson*  
Bartlett Peterson, Secretary

*M. B. Netzel*  
M. B. Netzel, Treasurer

FILED  
MAY 23 1973

*James G. ...*  
SECRETARY OF STATE

ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 11/14/01 BY 60322 UCBAW

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FILED

MAY 23 1973

SECRETARY OF STATE

INDEXED

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STATE OF MISSOURI }  
COUNTY OF GREENE } ss.

IN THE RECORDER'S OFFICE

I, RUSSELL H. KELLER, Recorder of said County, do hereby certify that the within instrument of writing was on the 15 day of MAY A.D. 19 73, at 10 o'clock 02 minutes A.M. duly filed for record, and is recorded in the records of this office, in Book 1576 Page 2014.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal at Springfield, Missouri, this 15 day of MAY A. D. 19 73.

RUSSELL H. KELLER, Recorder

WYNELLE H. KELLER

Deputy

MAIL TO:

Ken Walter  
810 Landers Bldg.

MISSOURI  
RECORDERS  
ASSOCIATION



B-15338



# STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

CORPORATION DIVISION

## Certificate of Corporate Records

I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of \_\_\_\_\_

PRO FORMA DECREE OF INCORPORATION

OF

MARANATHA VILLAGE, INC.

as the same appears on file and of record in this office.



In Testimony Whereof, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this \_\_\_\_\_ 23rd \_\_\_\_\_ day of \_\_\_\_\_ May \_\_\_\_\_ A. D., Nineteen Hundred and \_\_\_\_\_ Seventy-three \_\_\_\_\_.

James Kirkpatrick

SECRETARY OF STATE