

**Iowa District West
Amended and Restated Articles of Incorporation – 3/20/2018
Clean Copy for District Convention**

**Amended and Restated
ARTICLES OF INCORPORATION
of**

Iowa District West of The Lutheran Church—Missouri Synod

Article I - Name, Duration, Registered Office, and Registered Agent

- a. The name of this corporation shall be Iowa District West of The Lutheran Church—Missouri Synod.
- b. The duration of this corporation is perpetual.
- c. The address of the registered office of this corporation as of December 1, 2010, is 409 Kenyon Road, Suite B, Fort Dodge, Webster County, Iowa, 50501.
- d. The registered agent of this corporation is the name of the duly elected president of Iowa District West of The Lutheran Church—Missouri Synod, 409 Kenyon Road, Suite B, Fort Dodge, Webster County, Iowa, 50501.

Article II - Purpose

The purpose of this corporation shall be to carry out within the geographic boundaries of Iowa District West the objectives of The Lutheran Church—Missouri Synod. [The Constitution of The Lutheran Church—Missouri Synod, Article III Objectives; and Synod Bylaw 1.1.1 Purpose of the Synod]

Article III - Membership

The membership of this corporation is the congregations, and the ordained and commissioned ministers of religion of The Lutheran Church—Missouri Synod who have affiliated with this district.

The voting power of this corporation resides in the congregations which are members of this corporation. These congregations exercise this voting power through the accredited pastoral and lay delegates of those same congregations of the Synod that have affiliated with this district.

Article IV - Meetings

This corporation shall have general meetings of its members as prescribed by the Constitution and Bylaws of The Lutheran Church—Missouri Synod. Special meetings may be called in such manner as may be provided by the Synod.

Article V - Officers and Board of Directors

- a. The officers of this corporation shall consist of a president, vice-presidents as specified by the bylaws of this corporation, a secretary, a treasurer, and such others as bylaws may identify.
- b. The board of directors of this corporation shall be of the size and composition as shall be determined by the bylaws of this corporation.

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- 1 c. The officers and members of the board of directors shall be elected at the general meetings
2 of this corporation for such terms as shall be specified by the bylaws of this corporation
3 and shall serve until their successors are duly elected and have qualified.
4

5 ***Article VI - Property and Corporate Signatures***
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- 7 a. This corporation shall have power to acquire by gift, grants, demise, devise, bequest,
8 purchase, or otherwise, property of every kind and description, real, personal, or mixed; to
9 hold and use such property and deal with, or dispose of, any or all such property by sale,
10 exchange, or gift when necessary or expedient to carry out the purpose and objectives of
11 this corporation; provided that all such property shall be acquired, dealt with, or disposed
12 of in a manner not in conflict with the laws of the State of Iowa or the laws of any state in
13 which said property is located.
14 b. All conveyances of real estate made by this corporation shall be executed by the district
15 president and countersigned by the district secretary and treasurer; all other contracts,
16 obligations, releases, or other instruments to be executed by this corporation shall be signed
17 by the district president and the district secretary. In the event of the absence or incapacity
18 of the district president, or in the event of a vacancy in the office of the district president,
19 or in cases of emergency, either the first vice-president or the second vice-president is
20 empowered to sign such conveyances of real estate and other contracts, obligations,
21 releases, or other instruments to be executed by this corporation.
22

23 ***Article VII - Constitution and Bylaws***
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- 25 a. The Constitution of The Lutheran Church—Missouri Synod is also the Constitution of this
26 corporation.
27 b. The Bylaws of The Lutheran Church—Missouri Synod shall primarily be the Bylaws of
28 this corporation. This corporation may adopt additional bylaws that are not in conflict with
29 the Constitution, Bylaws, and resolutions of the Synod.
30 c. All matters not covered by these Amended and Restated Articles of Incorporation shall be
31 determined by the bylaws of this corporation.
32

33 ***Article VIII - Dissolution***
34

- 35 a. In the event this corporation is dissolved or its existence otherwise terminates or is
36 terminated, after the payment of the debts of the corporation, all right, title, and interest in
37 and to its property, whether tangible or intangible and whether real or personal, shall
38 thereupon automatically vest in or be transferred to the Synod, and this corporation
39 covenants and agrees to execute and deliver to the Synod such documents and instruments
40 and to take such other and further actions as the Synod may deem reasonably necessary or
41 desirable, in order to evidence and give full effect to the foregoing. This provision may
42 not be altered or deleted without the approval of the Synod in convention or the Board of
43 Directors of the Synod.
44 b. If, however, on the date of such proposed dissolution, The Lutheran Church—Missouri
45 Synod, a Missouri Corporation, or its successor is no longer in existence, the assets of the
46 corporation may be distributed to any other Section 501(C)(3) organization as designated
47 by the board of directors.
48

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1 ***Article IX - Relationship to the Synod***
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3 This corporation, as part of The Lutheran Church—Missouri Synod, acknowledges its
4 allegiance to the Synod and to the convention of the Synod. It submits to the authority of the
5 Synod and the convention. It accedes, recognizes, and accepts the doctrine taught and practiced
6 in the Synod (Article II of the Constitution of The Lutheran Church—Missouri Synod) and also
7 the Articles of Incorporation, Constitution, and Bylaws of the Synod, as currently in effect and as
8 may hereafter be amended from time to time.
9

- 10 a. In the event of any conflict or inconsistency between the organizational documents of this
11 corporation and the Articles of Incorporation, Constitution, or Bylaws of the Synod, as may
12 hereafter be amended from time to time, the Articles, Constitution, or Bylaws of the Synod
13 shall control and govern.
14 b. This provision may not be altered or deleted without the approval of the Synod in
15 convention or the Board of Directors of the Synod.
16 c. Neither The Lutheran Church—Missouri Synod nor The Lutheran Church—Missouri
17 Synod Incorporated is responsible for the debts or other obligations of this corporation nor
18 do they represent or endorse the fiscal solvency of this corporation.
19

20 ***Article X - Amendments***
21

22 Amendments to these Amended and Restated Articles of Incorporation may be made at any
23 time at a regularly called meeting of this corporation by a majority of the voting delegates present
24 at such meeting, provided such amendments are not inconsistent with the Constitution or the laws
25 of the United States or the State of Iowa or the Constitution or Bylaws of The Lutheran Church—
26 Missouri Synod, and with prior approval of the Commission on Constitutional Matters of the
27 Synod.
28

29 ***Article XI - Exempt Property***
30

31 The private property of the members of this corporation shall be exempt from corporate
32 obligations.
33

34 ***Article XII - Previous Articles of Incorporation***
35

36 All previous Articles of Incorporation or amendments thereto for this corporation shall be
37 replaced by these Amended and Restated Articles of Incorporation.
38

39 ***Article XIII - Amended and Restated Articles of Incorporation***
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41 These Amended and Restated Articles of Incorporation: (1) correctly set forth the provisions
42 of the Articles of Incorporation of this corporation as heretofore and hereby amended; (2) have
43 been duly adopted as required by law; and (3) supersede the original Articles of Incorporation of
44 this corporation and all amendments thereto. Dated, (date of approval by the 2018 district
45 convention), Iowa District West of The Lutheran Church—Missouri Synod.
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