

**ARTICLES OF INCORPORATION****FOR****COALITION OF CONSCIENCE, INC.**

Pursuant to Chapter 55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

**ARTICLE I - NAME**

The name of the corporation shall be: COALITION OF CONSCIENCE, INC.

**ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS**

The street address and county of the principal office of the corporation is: 745 Cabarrus Ave  
West Suite 260, Concord, NC 28027 County of Cabarrus.

The mailing address of the principal office is: PO Box 5546, Concord, NC 28025

**ARTICLE III - DURATION**

The corporation shall have perpetual duration.

**ARTICLE IV - PURPOSE**

The corporation is a not for profit corporation organized and existing for religious and charitable purposes as defined in North Carolina General Statutes 55A-1-40(4). The main purpose of this organization is to propagate the gospel of Jesus Christ by all available means, both at home and in foreign lands. Further, the general purposes for which this corporation is formed are to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt under that Code.

The specific purposes for which the corporation is organized are:

- (1) To spread the Gospel of the Lord Jesus Christ throughout the world.
- (2) To unite local Christian leaders and believers to work together for moral and cultural change through the Gospel.
- (3) To minister to the Body of Christ through preaching, teaching, counseling, and the conduct of religious services and worship. To see a radical reformation take place in the body of Christ through the preaching of the full gospel of the Lord Jesus Christ
- (4) To help further train and equip those already in ministry and those who are preparing for ministry. To raise up an army of ministers burning with the fire of God who have responded to the call of God to the five-fold ministry of the Church who desire to see a radical reformation to come to the Church of the Lord Jesus Christ.
- (5) To travel the nations bringing a message of passion, intimacy, and purity to the unbeliever and the believer. To assume our share of responsibility and the privileges of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands, and in pursuance of said purposes to engage in whatever form of religious worship or activity that may be necessary to promote such purposes, and to exercise and enjoy all rights and privileges incident to such purposes.

- (6) To make, enter into and perform contracts of every kind and description necessary, advisable or expedient in carrying out the purposes of the corporation, and to that end to receive, hold and administer the funds of the corporation for the said purposes.
- (7) To have and maintain one or more offices within the State of North Carolina and conduct any of its affairs in the State of North Carolina or elsewhere within and without the United States.
- (8) To have the authority, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things necessary, useful, suitable, desirable or proper for the furtherance and attainment of purposes of the corporation.

#### **ARTICLE V - LIMITATION OF POWERS**

(1). **No Private Inurement:** No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, members, trustees, officers, directors or private persons, except that the corporation 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 these Articles.

(2). **No Political Activity:** No substantial part of the activities of this 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.

(3). **No Unpermitted Activities:** Notwithstanding any other provision of these Articles, this 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 any 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 any corresponding section of any future federal tax code.

(4). **Distribution of Assets Upon Dissolution:** Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all 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 religious or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VI - MEMBERS**

The corporation will not have members

#### **ARTICLE VII - DIRECTORS/OFFICERS**

The powers of this corporation shall be exercised, its property controlled, and its affairs under the direction of and conducted by a board of directors. The number of directors shall be four,

provided the number of directors may be changed by the board as long as there are never less than three.

The initial board of directors shall be chosen by the incorporator. Officers shall be nominated and elected by the appointed directors. The initial directors and officers shall serve until the next annual meeting of the corporation. The election of officers and directors shall take place at the annual meeting in the manner as set forth in the By-laws of the organization. Officers and directors of this organization shall be elected for a term of one year. Persons officially on duty when election of directors and officers is held shall be permitted to vote by absentee ballot.

Unless otherwise provided in By-laws, the corporation shall have as officers a president, one or more vice-presidents, a secretary, and a treasurer which shall be chosen by the board of directors and the officers shall serve at the pleasure of the board of directors.

The annual meeting of the corporation shall be held in April of each year on the date set by the President. Annual meetings of the corporation may be held in or out of the State of North Carolina.

The following persons are designated to act as directors for the first year of corporate existence or until their respective successors shall be duly qualified:

Name and Address	Office
Dr. Michael L. Brown 206 Dennehy Ct. Huntersville, NC 28078	Director/President
Bob Gladstone 98 Poplar Woods Dr Concord, NC 28027	Director/Vice President
David Benham 6130 Ferncliff Drive Concord, NC 28027	Director/Secretary
John Sears 497 Riverglen Dr. Concord, NC 28027	Director/Treasurer

#### **ARTICLE VIII - INCORPORATORS**

The name and address of each incorporator is as follows:

Dr. Michael L. Brown  
745 Cabarrus Ave West Suite 260  
Concord, NC 28027

**ARTICLE IX - INITIAL REGISTERED OFFICE/AGENT**

The street address and county of the initial registered office of this corporation is 745 Cabarrus Ave West Suite 260, Concord, NC 28027 County of Cabarrus; and, the registered agent at this address is Dr. Michael L. Brown.

**ARTICLES X - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors.

**ARTICLE XI - AMENDMENT**

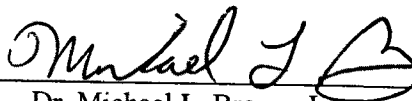
Amendments to these Articles of Incorporation may be made by the board of directors by resolution adopted by two-thirds vote of a quorum of directors.

**ARTICLE XII - INCORPORATION DATE**

These articles will be effective upon filing by the Secretary of State.

The undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of ~~May~~ June, 2006.

MLB



Dr. Michael L. Brown, Incorporator