



THE CORPORATE BY-LAWS
OF THE ANGLO-LUTHERAN CATHOLIC CHURCH
AS REQUIRED BY THE REVISED STATUTES OF THE STATE OF MISSOURI
FOR A NONPROFIT CORPORATION WHICH IS A CHURCH

PREAMBLE

1. The Anglo-Lutheran Catholic Church (ALCC) is a Church in the Lutheran Evangelical Catholic tradition of Churches of the Unaltered Augsburg Confession, and is also of significant Anglican heritage, and is an integral part of Western Catholic Christianity.
2. The Anglo-Lutheran Catholic Church is a Missouri not-for-profit corporation which is a Church; and has been established and incorporated for religious, charitable, and educational purposes only.
3. Detailed information about the faith, worship, order, polity (organization,) confessional documents and doctrinal standards of this Lutheran Church may be found in its Constitution, Canon Law Code and Church Regulations.
4. This Church functions in accordance with the terms and provisions of its Constitution, Canon Law Code, Church Regulations, and By-Laws and in compliance with applicable provisions of Chapter 355, Revised Statutes of the State of Missouri and Section 501(c)3 of the Internal Revenue Code.

ARTICLE I

OF THE PRINCIPAL OFFICE AND REGISTERED OFFICE

1..001. St. Michael's House, 1200 N. E. 81st Terrace, Kansas City, Clay County, Missouri is the International Headquarters of the Anglo-Lutheran Catholic Church hereafter referred to in this document as "the Corporation," is the principal office of the Corporation in the State of Missouri. The Registered Office of the Corporation is required by the Revised Statutes of the State of Missouri to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of either office may be changed from

time to time by the Board of Directors. However at the present time, St. Michael's House, 1200 N. E. 81st Terrace, Kansas City, Clay County, Missouri is the National Headquarters of the Anglo-Lutheran Catholic Church, is the Registered Office of the Corporation.

ARTICLE II
OF THE EXECUTIVE COMMITTEE

2..001 General Powers.

The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Anglo-Lutheran Catholic Church, hereafter referred to in the By-Laws as the "Board of Directors of the Corporation," the Board of Directors," or the "Board".

2..002 Number and Term of Office.

1. The number of members of the Executive Committee, hereafter referred to in the By-Laws as "Director," shall be not less than three (3), or such other number as may be designated from time to time by the Metropolitan Archbishop or by affirmative vote of members of the Board with the ratification of the Metropolitan Archbishop. The initial Director shall be one of the three initial incorporators whose names and signatures are on the articles of incorporation.
2. Within thirty (30) days of such designation of change in the number of Directors, a certificate setting forth the new number of Directors shall be filed with the Missouri Secretary of State of Missouri.
3. A Director shall serve for a term of six (6) years and may serve consecutive terms. There is no limit on the number of consecutive terms a director may serve.
4. A Director may be either appointed by the Metropolitan Archbishop in accordance with the powers granted him by the Constitution and Canon Law Code of this Church or may be elected each year at a meeting of the Board, except as hereinafter provided, and each Director shall serve until his or her successor shall be elected and shall qualify.
5. Clergy of the Anglo-Lutheran Catholic Church, hereafter in these By-Laws referred to as "the ALCC," serving as a Director must be Monsignors or Bishops Clergy of the ALCC serving on the board will hold office as Director for a term of office of six (6) years. Clergy of the ALCC serving as Director may only be removed for cause as specified in the Constitution and Canon Law Code of this Church.

6. Lay people, whether members of the ALCC or not, and ordained clergy of other Churches whether in Full Communion with this Church or not, who have special skills needed by this Church, may either be appointed to the Board of Directors by the Metropolitan Archbishop or elected by an affirmative vote of the Board with the ratification of the Metropolitan Archbishop. They may be removed in accordance with the Constitution, Canon Law Code, and Bylaws, or provisions of Chapter 355, RSMo.

2..003 Filling of Vacancies.

1. In the case of any vacancy in the Board of Directors through death, resignation, disqualification, removal or other cause in accordance with the Constitution, Canon Law Code, the Bylaws, or the Revised Statutes of the State of Missouri, hereinafter referred to as the RSMo, the Metropolitan Archbishop or the remaining Director, by affirmative vote of the majority thereof and with the ratification of the Metropolitan Archbishop, may elect a successor to hold office for the unexpired portion of the term of the Director whose place shall be vacant, and until the election of or or the appointment of his successor by the Metropolitan Archbishop, or until he shall be removed, prior thereto, by an affirmative vote of a majority of the Board of Directors with the ratification of the Metropolitan Archbishops or, in accordance with powers granted him by the Constitution and Canon Law Code of this Church, the Metropolitan Archbishop.

2. Similarly and in the event of the number of Directors being increased as provided in these By-Laws, the additional Directors so provided for shall be appointed by the Metropolitan Archbishop in accordance with the powers granted him by the Constitution and Canon Law Code of this Church or elected by the Board of Directors already in office with the ratification of the Metropolitan Archbishop.

3. Any Director may be removed from office for causes specified for the removal of Priests of this Church in the Constitution and Canon Law Code of this Church by the affirmative vote of the holders of the majority of the Board of Directors at any special meeting regularly called for the purpose, subject to the ratification of the Metropolitan Archbishop.

2..004. Place of Meeting.

The Board of Directors may hold their meetings and have one or more offices, and keep the books of the Corporation, either within or outside the State of Missouri, at such place or places as they may from time to time determine by resolution or by written consent of all the Directors.

2..005. Regular Meetings.

Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be mailed to each Director at least three (3) days before the first meeting held pursuant thereto. The annual meeting of the Board of Directors shall be held on the Sunday following the first (1st) day of January. Any business may be transacted at any regular meeting of the Board.

2..006. Special Meetings.

Special meetings of the Board of Directors shall be held whenever called by direction of the Metropolitan Archbishop as the Chairman of the Board or the President,) and must be called by the Metropolitan Archbishop or the Secretary upon written request of a majority of the Board of Directors. The Secretary shall give notice of each special meeting of the Board of Directors, by mailing the same at least three (3) days prior to the meeting or by e-mailing the same at least two (2) days before the meeting, to each Director; but such notice may be waived by any Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every Director shall be present, even though without notice, any business may be transacted and any Director may in writing waive notice of the time, place and objectives of any special meeting.

2..007. Quorum.

A majority of the whole number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the Articles of incorporation or by these the terms and provisions of this Canon.

2..008. Meetings of Directors

If all of the Directors entitled to vote shall meet any place, either within or without the State, and consent to the holding of the meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

2..009. Action without Meeting by Written Consents.

Any action required to be taken at a meeting of the Director or any action which may be taken at a meeting of the Director may be taken without a meeting when consents in writing setting forth the action so taken shall be signed by all of the Director entitled to vote with respect to the subject matter thereof. Such consents shall have the same force and effect as the unanimous vote of the Directors at a meeting duly held. The Secretary shall file such consents with the minutes of the meetings of the Directors.

2..010. Compensation of Director

The Director shall not receive any stated salary for their services as such, but each Director shall be entitled to receive from the Corporation reimbursement of the expenses incurred by him in attending any regular or special meeting of the Board, and, by resolution of the Board of Directors, a fixed sum may also be allowed for attendance at each regular or special meeting of the Board and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

2..011 Committees.

The Board of Directors may, by resolution passed by the Board, designate one or more committees, each committee to consist of two or more of the Directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

2..012. Meeting of a Conference by Telephone.

Members of the Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment if all persons participating in the meeting can hear and speak to each other at the same time. Participation in a meeting by these means constitutes presence in person at a meeting.

ARTICLE III
OF OFFICERS

3..001. Election. Tenure and Compensation.

The officers of the Corporation shall be a President (who shall always be the Metropolitan Archbishop of the Anglo-Lutheran Catholic Church, and shall serve as President of the Board of Directors), the Secretary, and the Treasurer, and also such other officers including one or more Vice Presidents and/or one or more assistants to the foregoing officers as the Metropolitan Archbishop or the Board of Directors with the ratification of the Metropolitan Archbishop from time to time may consider necessary for the proper conduct of the business of the Corporation. The President serves an indefinite term, and may be removed at any time in accordance with provisions of the Constitution and Canon Law Code of the Anglo-Lutheran Catholic Church. All other officers shall be designated by the Metropolitan Archbishop or elected by the Board of Directors with the ratification of the Metropolitan Archbishop at its first meeting. Their term of office shall be six (6) years. Any two or more of the above offices, except those of President and Vice President, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by any two or more officers. The compensation or salary paid all officers of the Corporation shall be fixed by resolutions adopted by the Board of Directors in accordance with the terms and provisions of the Constitution and

Canon Law Code of this Church, Chapter 355, RSMo, and Section 501(c)3 of the United States Internal Revenue Code.

1. In the event that any office other than an office required by law, shall not be filled by the Board of Directors, or, once filled, subsequently becomes vacant, then such office and all references thereto in these By-Laws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these By-Laws.

3. Except where otherwise expressly provided in the Constitution and Canon Law Code of this Church or these By-Laws, or by a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents, and employees shall hold office at the discretion of the Board of Directors with the ratification of the Metropolitan Archbishop, the officers appointing them, or the Metropolitan Archbishop.

3..002 Powers and Duties of the Chairman of the Board.

The President shall preside at all meetings of the Board of Directors unless the Board of Directors, by a two-thirds majority vote of a quorum thereof and with the approval of the Metropolitan Archbishop, has taken the option of electing a separate Chairman of the Board to preside at meetings of the Board of Directors. If this has been done and approved by the Metropolitan Archbishop, he may then sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation; and he shall be ex-officio a member of all Executive Committees. The Chairman of the Board may have co-extensive powers ranking immediately below the President (the Metropolitan Archbishop of the Anglo-Lutheran Catholic Church) as the chief executive of the Corporation upon such designation as such by the the Metropolitan Archbishop of the Anglo-Lutheran Catholic Church, being filed in writing, attested to by the Secretary of the Corporation, with the Missouri Secretary of State of Missouri.

3..003. Powers and Duties of the President.

1. The President (the Metropolitan Archbishop of the Anglo-Lutheran Catholic Church) shall be the Chief Executive Officer of the Corporation and shall have general charge and control of all its business affairs and corporation properties. However, he serves under the authority, direction, and supervision of and is responsible to the Board of Directors in the areas of Finance, Financial Management, and Accounting. He shall preside at all meetings of the Board of Directors.

2. The President may sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation. He shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation, serving under the authority, direction and supervision of, and responsible to the Board of Directors in the areas of Finance, Financial Management, and Accounting. The President shall be ex-officio a member of all the Executive Committees of the Board. He shall do and perform such other duties as may, from time to time, be assigned to him by the Board of Directors.

3. The Metropolitan Archbishop of the Anglo-Lutheran Catholic Church, as the Corporate President and Chairman of the Board of Directors, as well as the Director of Temporal

Administration and Finance, and the Corporate Treasurer of the Anglo-Lutheran Catholic Church serve under the authority of the Board of Directors in the areas of Finance, Financial Management, and Accounting. The Metropolitan Archbishop does not have the right to veto its actions in the areas of Finance, Financial Management, and Accounting.

4. In the event that the Board of Directors does not take affirmative action to fill the office of Chairman of the Board should that position be created by the Board, the President shall assume and perform all powers and duties given to the Chairman of the Board of these By-Laws.

5. If an Archbishop Coadjutor has been appointed, canonically installed, and serving as such, upon the death or permanent disability of the Metropolitan Archbishop, he shall automatically become the Metropolitan Archbishop of the Anglo-Lutheran Catholic Church and the President of the Corporation and of the Board of Directors. The Missouri Secretary of State will be immediately notified of his admission to the Board if not already a member, and of his succession to the position of President of the corporation and of the Board of Directors.

3..004. Powers and Duties of the Vice President.

A Vice President (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. A Vice President shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or by the President. In case of the absence or disability of the President, and the taking of any action by any such Vice President in place of the President shall be conclusive evidence of the absence or disability of the President.

3..005. Secretary.

The Secretary shall give, or cause to be given, notice of all meetings and all other notices required by law or by these By-Laws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the President, or by the Director upon whose written request the meeting is called as provided in these By-Laws. The Secretary shall record all the proceedings of the meetings in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the Director or the President. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the President or the Board of Directors, and attest the same. In general, the Secretary shall perform all the duties generally incident to the office of Secretary, subject to the control of the Board of Directors and the President.

3..006. Treasurer.

1. The Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Board of Directors.

2. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking power vouchers for such disbursements. He shall render to the President and the

Board of Directors, whenever either of them so requests, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

2. The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum, and with one or more sureties, satisfactory to the Board of Directors, for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement or removal from office of all books, papers, vouchers, moneys, and other properties of whatever kind in his possession or under his control belonging to the Corporation.

3. The Treasurer shall perform all the duties generally incident to the office of the Treasurer, subject to the control of the Board of Directors.

3..007 Assistant Secretary.

The Board of Directors may appoint an Assistant Secretary or more than one Assistant Secretary. Each Assistant Secretary shall (except as otherwise provided by resolution of the Board of Directors) have the power to perform all duties of the Secretary in the absence or disability of the Secretary and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors or the President. In case of the absence or disability of the Secretary, the duties of the office shall be performed by any Assistant Secretary, and the taking of any action by any such Assistant Secretary in place of the Secretary shall be conclusive evidence of the absence or disability of the Secretary.

3..008. Assistant Treasurer.

The Board of Directors may appoint an Assistant Treasurer or more than one Assistant Treasurer. Each Assistant Treasurer shall (except as otherwise provided by resolution of the Board of Directors) have power to perform all duties of the Treasurer in the absence or disability of the Treasurer and shall have such other powers and shall perform such other duties as may be assigned to him by the Board of Directors. In case of the absence or disability of the Treasurer, the duties of the office shall be performed by any Assistant Treasurer, and the taking of any action by any such Assistant Treasurer in place of the Treasurer shall be conclusive evidence of the absence or disability of the Treasurer.

ARTICLE IV

4..001 Corporate Seal.

Until such time as the Revised Statutes of the State of Missouri provides specific requirements for the corporate seal of a not-for-profit corporation the corporate seal shall be circular in form and shall have inscribed thereon the name of the Church which is incorporated as a Missouri not-for-profit corporation, and the year the year Church was founded. Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation or of an Assistant Secretary nominated by the Secretary.

ARTICLE V

OF BANK ACCOUNTS AND LOANS

5..001. Bank Accounts.

1. Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

2. Loans: Such officers or agents of this Corporation as from time to time shall be designated by the Board of Directors shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms or persons as the Board of Directors shall from time to time designate, and as security for the repayment of such loans, advances, or other forms of credit to assign, transfer, endorse and deliver, either originally or in addition or substitution, any or all stocks, bonds, certificates of such rights or interests, deposits, accounts, documents covering merchandise, bills and accounts receivable and other commercial paper and evidence of debt at any time held by the Corporation; and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper; and also to sell to, or discount or rediscount with, such banks, trust companies, institutions, corporations, firms or persons any and all commercial paper, bills receivable, acceptances and other instruments and evidences of debt at any time held by the Corporation, and to that end to endorse, transfer and deliver the same. There shall from time to time be certified to each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to reply upon such certification until written notice of the revocation by the Board of Directors of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

ARTICLE VI
OF REIMBURSEMENTS

6..001 Any payments made to an officer or other employee of the Corporation, such as salary, commission, interest or rent, or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Director, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or other employee, subject to the determination of the Director, proportionate amounts may be withheld from his future compensation payments until the amount owed to the Corporation has been recovered.

ARTICLE VII
OF MISCELLANEOUS PROVISIONS

7..001. Fiscal Year. The fiscal year of the Corporation shall end on the last day of December.

7.002 Notices. Whenever, under the provisions of these By-Laws, notice is required to be given to any Director or office, it shall not be construed to mean personal notice, but such notice shall be given in writing, by mail, by depositing the same in a post office box, in a postpaid sealed wrapper, addressed to each officer or Director at such address as last appears on the books of the Corporation, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any Director or officer may waive any notice required to be given under these By-Laws.

ARTICLE VIII
OF AMENDMENTS

8..001 The Board of Directors shall, subject to the limitations, if any, set forth in the Articles of Incorporation, Chapter 355, RSMo, and Internal Revenue Code Section 501c3, have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws. Such action may be taken at any general or special meeting of the Board of Directors by a vote of the Director, but if such action is to be taken at a special meeting, notice of such meeting shall state that the purpose or one of the purposes of such meeting will be to consider and act upon alteration, amendment or repeal of the By-Laws.

ARTICLE IX
OF INDEMNIFICATION

9..001. Indemnification

1. Definitions.

As used in this Article XI, any word or words that are defined in Section 351.355 of the General Business Corporations Act of Missouri, as amended from time to time (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section.

2. Indemnification of Director and Officers.

The Corporation shall indemnify and advance expenses to a Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. Additional Mandatory Indemnification.

In addition to indemnification of a Director and officers as required under Section 2 above, the Corporation shall indemnify and advance expenses to a Director or officer of the Corporation as to any expenses actually and reasonably incurred by him, including attorneys' fees, judgments, fines and amounts paid in settlement in connection with any proceeding other than proceedings brought by or in the right of the Corporation, if such Director's or officer's conduct has not been finally adjudged by a court to have been knowingly fraudulent, deliberately dishonest, or willful misconduct, notwithstanding that the conduct of the Director or officer was such that indemnification under Section 2 above is not required, and notwithstanding that the conduct of the Director or officer was such that indemnification would not, absent provisions of this Article IX, be permitted under the Indemnification Section.

4. Determination Regarding Permissive Indemnification.

Any determination as to indemnification hereunder shall be made by the Board of Directors of the Corporation by a majority vote of a quorum consisting of Director who are not parties to the proceeding, or if such a quorum is not obtainable, or even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

5. Indemnification of Employees and Agents.

With respect to an employee or agent, other than a Director or officer, of the Corporation, the Corporation, except as to such indemnification as is required under the Indemnification Section, may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

ARTICLE X

OF DISTRIBUTION OF THE ASSETS UPON DISSOLUTION

10.001 Prohibited and authorized distributions.

1. Except as authorized by subsections 2, 3 and 4 of this section, a corporation shall not make any distributions upon dissolution in conformity with this section in accordance with sections 355.661 to 355.746, RSMo and the provisions of Section 501(c)3 of the United States Internal Revenue Code.

2. Dissolution, articles of, notice, plan. A majority of the incorporators or directors of a corporation that has no members may, subject to any approval required by the articles or bylaws, dissolve the corporation by delivering to the Missouri Secretary of State articles of dissolution.

3. The corporation shall give notice of any meeting at which dissolution will be approved. The notice shall be in accordance with subsection 3 of section 10.386. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider dissolution of the corporation.
4. The incorporators or directors in approving dissolution shall adopt a plan of dissolution indicating to whom the assets owned or held by the corporation will be distributed after all creditors have been paid.

10.002 Authorization, approval of dissolution.

1. Unless this Chapter 355, RSMo, the articles, bylaws, or the Board of Directors or members acting pursuant to subsection 3 of section 355.671.1, RSMo require a greater vote or voting by class, dissolution is authorized if it is approved:

- (a). By the board;
- (b). By the members, if any, by two-thirds of the votes cast or a majority of the voting power, whichever is less; and
- (c). In writing by any person or persons whose approval is required by a provision of the articles authorized by Chapter 355, section 10.606 for an amendment to the articles or bylaws.

2. Dissolution must be approved by a vote of a majority of the directors in office at the time the transaction is approved. In addition, the corporation shall provide notice of any directors' meeting at which such approval is to be obtained in accordance with subsection 3 of Chapter 355, section 10.386, RSMo. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider dissolution of the corporation and contain or be accompanied by a copy or summary of the plan of dissolution.

- a. The board may condition its submission of the proposed dissolution, and the members may condition their approval of the dissolution on receipt of a higher percentage of affirmative votes or on any other basis.
- b. If the board seeks to have dissolution approved by the members at a membership meeting, the corporation shall give notice to its members of the proposed membership meeting in accordance with Chapter 355, section 251, RSMo. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider dissolving the corporation and contain or be accompanied by a copy or summary of the plan of dissolution.
- c. If the board seeks to have dissolution approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the plan of dissolution.

d. The plan of dissolution shall indicate that the assets owned or held by the corporation will be distributed to Metropolitan Lutheran Ministrie safter all creditors have been paid.

10.005 Dissolution of public benefit corporation.

1. As a public benefit corporation which is a Church, this corporation shall give the Attorney General written notice that it intends to dissolve at or before the time it delivers articles of dissolution to the Secretary of State. The notice shall include a copy or summary of the plan of dissolution.

2. In accordance with RSMo 355.676.2, no assets shall be transferred or conveyed as part of the dissolution process until twenty days after it has given the written notice required by subsection 1, RSMo 355.676, to the Attorney General or until the Attorney General has consented in writing to, or indicated in writing that he will take no action in respect to the transfer or conveyance, whichever is earlier.

3. As a public benefit corporation which is a Church, when all or substantially all of the assets have been transferred or conveyed following approval of dissolution, the board shall deliver to the Attorney General a list showing those, other than creditors, to whom the assets were transferred or conveyed. The list shall indicate the address of each person, other than creditors, who received assets and indicate what assets each received.

10.006 Articles of dissolution, content.

At any time after dissolution is authorized, the corporation may dissolve by delivering to the Missouri Secretary of State articles of dissolution setting forth:

- a. The name of the corporation;
- b. The date dissolution was authorized;
- c. A statement that dissolution was approved by a sufficient vote of the board;
- d. If approval of members was not required, a statement to that effect and a statement that dissolution was approved by a sufficient vote of the Board of Directors;
- e. If approval by members was required:
 - (1). The designation, number of memberships outstanding, number of votes entitled to be cast by each class entitled to vote separately on dissolution, and number of votes of each class indisputably voting on dissolution; and
 - (2). Either the total number of votes cast for and against dissolution by each class entitled to vote separately on dissolution or the total number of undisputed votes cast for dissolution by each class and a statement that the number cast for dissolution by each class was sufficient for approval by that class;
- f. If approval of dissolution by some person or persons other than the members, the board is required pursuant to subdivision (3). of subsection 1 of section 10.671 RSMo, a statement that the approval was obtained; and

g. Since this is a public benefit corporation, that the notice to the Attorney General required by RSMo 355.676 has been given.

h. The corporation is dissolved upon the effective date of its articles of dissolution.

10.007 Revocation of dissolution.

1. Chapter 355.686. 1, RSMo provides that a corporation may revoke its dissolution at any time prior to the effective date of articles of termination.

2. Revocation of dissolution must be authorized in the same manner as the dissolution was authorized unless that authorization permitted revocation by action of the Board of Directors alone, in which event the Board of Directors may revoke the dissolution without action by the members or any other person.

3. After the revocation of dissolution is authorized, the corporation may revoke the dissolution by delivering to the Missouri Secretary of State for filing articles of revocation of dissolution, together with a copy of its articles of dissolution, that set forth:

a. The name of the corporation;

b. The effective date of the dissolution that was revoked;

c. The date that the revocation of dissolution was authorized;

d. If the corporation's Board of Directors, or incorporators, revoked the dissolution, a statement to that effect;

e. If the corporation's Board of Directors revoked a dissolution authorized by the members alone or in conjunction with another person or persons, a statement that revocation was permitted by action by the Board of Directors alone pursuant to that authorization.

f. And, if member or third person action was required to revoke the dissolution, the information required by subdivisions (5). and (6). of subsection 1, RSMo 355.681.

4. Revocation of dissolution is effective upon the effective date of the articles of revocation of dissolution.

5. When the revocation of dissolution is effective, it relates back to and takes effect as of the effective date of the dissolution and the corporation resumes carrying on its activities as if dissolution had never occurred.

10.008. Duty to continue report, tax payments.

If voluntarily dissolved, in accordance with section 355.688, RSMo, this corporation must continue to file the annual registration report and pay all required taxes due the state of Missouri until the effective date of articles of termination.

10.009 Effect of dissolution.

1. If and when dissolved, this corporation will continue its corporate existence in accordance with section 355.691, RSMo, but may not carry on any activities except those appropriate to wind up and liquidate its affairs, including:

- a. Preserving and protecting its assets and minimizing its liabilities;
- b. Discharging or making provision for discharging its liabilities and obligations;
- c. Disposing of its properties that will not be distributed in kind;
- d. Returning, transferring or conveying assets held by the corporation upon a condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, in accordance with such condition;
- e. Transferring, subject to any contractual or legal requirements, its assets as provided in or authorized by its articles of incorporation or bylaws;
- f. As a corporation which is a non-for-profit is a public benefit corporation which is a Church, provision has been made distribution of assets on dissolution, transferring, subject to any contractual or legal requirement, its assets to Metropolitan Lutheran Ministries of Kansas City, Missouri exclusively for one or more purposes described in section 501(c)(3) of the Internal Revenue Code that would qualify under RSMo 355, as a not-for-profit public benefit corporation;

2. It is noted that under the terms and provisions of RSMo 335, dissolution of a corporation does not:

- a. Transfer title to the corporation's property;
- b. Subject its directors or officers to standards of conduct different from those prescribed in RSMo sections 355.316 to 355.501;
- c. Change quorum or voting requirements for its board or members; change provisions for selection, resignation, or removal of its directors or officers or both; or change provisions for amending its bylaws;
- d. Prevent commencement of a proceeding by or against the corporation in its corporate name;
- e. Abate or suspend a proceeding pending by or against the corporation on the effective date of dissolution;
- f. Terminate the authority of the registered agent.

10.010 Claims against dissolved corporation.

1. If dissolved, this corporation shall dispose of the known claims against it by following the procedure described in this section.

2. The dissolved corporation shall notify its known claimants in writing of the dissolution at any time after its effective date. The written notice must:

3 Describe information that must be included in a claim;

4. Provide a mailing address where a claim may be sent;

5. State the deadline, which may not be fewer than one hundred eighty days from the effective date of the written notice, by which the dissolved corporation must receive the claim; and

6. State that the claim will be barred if not received by the deadline.

7. Other rules of law, including rules on the permissibility of third-party claims, to the contrary notwithstanding, a claim against a corporation which is dissolved after authorization and which has been dissolved without fraudulent intent is barred:

a. If a claimant who was given written notice under subsection 2 of this section does not deliver the claim to the dissolved corporation by the deadline;

b. If a claimant whose claim was rejected by the dissolved corporation does not commence proceedings to enforce the claim within ninety days from the effective date of the rejection notice.

7. For purposes of this section, "claim" does not include a contingent liability or a claim based on an event occurring after the effective date of dissolution.

8. For purposes of this section, "fraudulent intent" shall be established if it is shown that the sole or primary purpose of the authorization for dissolution or the dissolution was to defraud shareholders, creditors or others.

10.011 Notice of dissolution--unknown claims. If dissolved, this corporation may also publish notice of its dissolution and request that persons with claims against the corporation present them in accordance with the notice.

1. The notice shall:

a. Be published one time in a newspaper of general circulation in Clay County, Missouri or any county where the dissolved corporation's principal office is or was last located;

b. Be published one time in a publication of statewide circulation whose audience is primarily persons engaged in the practice of law in this state and which is published not less than four times per year;

c. Describe the information that must be included in a claim and provide a mailing address where the claim may be sent; and

d. State that a claim against the corporation will be barred unless a proceeding to enforce the claim is commenced within two years after the publication of the notice.

2. Other rules of law, including rules on the permissibility of third-party claims, to the contrary notwithstanding, if a corporation which is dissolved after authorization and which has been dissolved without fraudulent intent publishes notices in accordance with subsection 2 of section 355.701 RSMo, the claim of each of the following claimants is barred unless the claimant commences a proceeding to enforce the claim against the dissolved corporation within two years after the publication date of whichever of the notices was published last:

- a. A claimant who did not receive written notice under section 355.696 RSMo;
- b. A claimant whose claim was timely sent to the dissolved corporation but not acted on;
- c. A claimant whose claim is contingent or based on an event occurring after the effective date of dissolution.

3. A claim may be enforced under this section only:

- a. Against the dissolved corporation, to the extent of its undistributed assets; or
- b. If the assets have been distributed in liquidation, against a shareholder of the dissolved corporation to the extent of his pro rata share of the claim or the corporate assets distributed to him in liquidation, whichever is less.

4. For purposes of this section, "fraudulent intent" shall be established if it is shown that the sole or primary purpose of the authorization for dissolution or the dissolution was to defraud shareholders, creditors or others.

10.012 Claims for which corporation will indemnify.

1. Notwithstanding any other provision of this chapter to the contrary, except as provided in subsection 2 of section 355.702 RSMo, a claim against a corporation dissolved pursuant to this chapter for which claim the corporation has a contract of insurance which will indemnify the corporation for any adverse result from such claim:

- a. Is not subject to the provisions of section 355.696 or 355.701 RSMo, and may not be barred by compliance with those sections;
- b. May be asserted at any time within the statutory period otherwise provided by law for such claims;
- c. May be asserted against, and service of process had upon, the dissolved or dissolving corporation for whom the court, at the request of the party bringing the suit, shall appoint a defendant ad litem.

2. Judgments obtained in suits filed and prosecuted pursuant to section 351.483, RSMo, shall only be enforceable against one or more contracts of insurance issued to the corporation, its officers, directors, agents, servants or employees, indemnifying them, or any of them, against such claims.

10.013 Articles of termination, contents.

1. If voluntarily dissolved, this corporation shall file its articles of termination with the Secretary of State's office when it has disposed of all claims filed against it pursuant to this chapter. The articles of termination shall state:
 - a. The name of the corporation;
 - b. The date of its dissolution;
 - c. A statement that it has disposed of all claims filed against it pursuant to this chapter;
 - d. A statement that all debts, obligations and liabilities of the corporation have been paid and discharged, or adequate provision has been made therefor.
2. The Missouri State filing fee for filing articles of termination is five dollars.
3. If the Missouri Secretary of State finds that the articles of termination conform to law and the necessary fees have been paid, he shall issue a certificate of termination which will state that the corporation no longer exists and this cannot be recognized as a separate legal entity with rights and privileges. Upon the effective date of the articles of termination, the corporation will cease existence and its name will be immediately available.

10.014 Assets of dissolved corporation--deposit with the Missouri State Treasurer.

If this corporation is dissolved, the assets of the dissolved corporation which should be transferred to a creditor or claimant who cannot be found or who is not competent to receive them shall be reduced to cash subject to known trust restrictions and deposited with the Missouri State Treasurer for safekeeping; but, in the State Treasurer's discretion property may be received and held in kind. When the creditor or claimant furnishes satisfactory proof of entitlement to the amount deposited or property held in kind, the State Treasurer shall deliver to the creditor, member or other person or his representative that amount or property.