



The Episcopal Diocese of Northern California

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TEMPLATE 2

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF
THE RECTOR, WARDENS AND VESTRY OF _____ PARISH
IN _____, CALIFORNIA, INC.

The undersigned certify that:

1. They are the president and the secretary, respectively of THE RECTOR, WARDENS AND VESTRY OF _____ PARISH IN _____, INC., a California [non-profit] [religious] corporation.

[Note: A corporation formed in 1980 or after under the Nonprofit Religious Corporation Law is described as a California non-profit religious corporation. One formed under the prior Nonprofit Corporation Law of the Corporations Code is described as a California non-profit corporation. One formed under the even earlier Civil Code provisions is described as a California corporation.]

2. The Articles of Incorporation of said corporation have been duly amended as follows:

[Only for a corporation existing on the effective date in 1980 of the new and current Nonprofit Religious Corporation Law that has not already elected to be governed by that law:]

ARTICLE _____ is [amended] [added] to read as follows:

ARTICLE _____: This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5. It elects to be a nonprofit religious corporation and not to be organized for the private gain of any person. It elects to be organized under the Nonprofit Religious Corporation Law exclusively for religious purposes.

[Note. This provision is required by Corp. Code Sec. 9913(c) in order for a corporation existing in 1980 to become subject to the new statute which separated religious corporations from other non-profit corporations and exempted them from the supervision that the Attorney General exercises over other non-profits..]

ARTICLE _____ is amended to read as follows:

ARTICLE _____: The specific purposes of this corporation are:

1. manage the affairs and conduct the business of the _____ Parish in _____, California, an integral subordinate unit and part of

The Episcopal Church and the Episcopal Church in Diocese of Northern California,

- a. incorporated as a convenience to assist in the conduct of the temporalities of the Parish but remaining subordinate to the Parish standing as an agent of the Parish to hold title to property with power to manager and control the same in accordance with the interest of the Parish,
 - b. in accordance with the Constitution, Canons, Doctrine, Discipline, and Worship of The Episcopal Church and the Constitution and Canons of its Episcopal Church in the Diocese of Northern California, and
 - c. subject to the limitations set forth in these articles, to engage in any lawful act or activity for which a corporation may be organized under the California Nonprofit Religious Corporation Law, and
2. to refrain, except to an insubstantial degree, from engaging in any activities or exercise any powers that are not in furtherance of any specific purpose of this corporation, notwithstanding any of the above statements of purposes and powers.

[Note: Paragraph 1 Sets forth the purpose of the corporation as authorized by Canon 33.1. Subparagraph a in characterizing the purpose as the conduct of temporalities follows Canon 32.4(b) and describes the relationship in the manner used by the California Supreme Court in Wheelock v. First Presbyterian Church (1897) 119 Cal. 477, 483, followed by Berry v. Society of Saint Pius X (1999) 69 Cal.App.4th 354, 370, and both quoted and followed by Episcopal Church Cases (2007) 152 Cal.App.4th 808, hearing granted. These provisions invoke the “principles of government” approach as applied to a hierachical church for resolving issues concerning church property. The remaining language adopts the powers and limitations of the Nonprofit Religious Corporation Law.]

ARTICLE _____ is [amended] [added] to read as follows:

ARTICLE _____:

- A. This corporation, having been organized to assist in the conduct of the temporalities of a Parish of The Episcopal Church and the Episcopal Church in the Diocese of Northern California, shall be subject to, conform to, and abide by the Constitution and Canons thereof as they exist now and are amended in the future. Any action taken or bylaw adopted by this corporation is void to the extent that is inconsistent with or in violation of these Constitutions and Canons of either The Episcopal Church of of the Episcopal Church in the Diocese of Northern California.

[Note: This provision expresses the relationship between the parish and the larger church. It satisfies Protestant Episcopal Church v. Barker (1981) 115 Cal.App3d 599, which only applied a diocesan property canon where it was expressly incorporated into local articles of incorporation. The second sentence invalidating nonconforming action or bylaws is added to reflect the policies of the Diocese and national church.]

- B. All real and personal property held by or for the benefit of this corporation is irrevocably held in trust for The Episcopal Church, the Episcopal Church in the Diocese of Northern California, and this Parish; however, the existence of this trust shall in no way limit the power and authority of this corporation otherwise existing over such property so long as this corporation and the Parish to which it is subordinate remain a part of, and subject to, The Episcopal Church and its Constitution and Canons.

[Taken together, the provisions of this Article seek to satisfy the “neutral principles” approach adopted for resolving issues of church property by Presbytery of Riverside v. Community Church of Palm Springs (1979) 89 Cal.App.3d 910 and the Barker case cited above.]

- C. This corporation shall not encumber or alienate any real property it is authorized by Civil or Canon law to hold, manage, or administer or any part thereof without the written consent of the Bishop and Standing Committee of the Diocese, except under such regulations as may be prescribed by Canon of the Diocese.

[Note: This provision tracks the language of national Canon I.7.3. Taken together, the provisions of this Article seek to satisfy the “neutral principles” approach adopted for resolving issues of church property by Presbytery of Riverside v. Community Church of Palm Springs (1979) 89 Cal.App.3d 910 and the Barker case cited above.]

ARTICLE _____ is added to read as follows:

ARTICLE _____: No amendment, modification, or repeal of the second Paragraph of Article ____, of Article _____, of Article ____, or of this Article _____ of these Articles or of any Bylaw implementing them shall be valid unless thirty days prior written notice setting forth the language proposed for adoption and of date, time, and place of the meeting of the Board of Directors, of the Members, or of any other body authorized or required to act, is served personally on the Bishop of the Episcopal Church in the Diocese of Northern California or by United States Mail, postage prepaid, addressed to the then current address of the Diocesan office.

3. The foregoing amendments of the Articles of Incorporation have been duly approved by the Board of Directors.
4. The foregoing amendments of the Articles of Incorporation have been duly adopted by the required vote of the members of the corporation.

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements set forth in this certificate are true and correct of his or her own knowledge and that this declaration was executed at _____, California on the ___ day of _____, 20__.

The Rev. _____, President

_____, Secretary

Instructions.

1. Allow a three inch square block in the upper right hand corner for file stamp.
2. Submit original and two copies for filing.
3. The Secretary of State will certify two copies without charge.
4. In January, 2008, filing fees are \$30 for filing, \$15 for special handling if filing is in person at the office of the Secretary of State, 1500 11th Street, 3d Floor, Sacramento, 95814.
5. Comparing copies with the original is \$3 each.
6. Please provide the Diocesan Office with a copy of the filed Certificate of Amendment, including the certification page for a copy. A photocopy is sufficient; it need not be an original certification.
7. Please confirm these instructions in entirety by viewing the website of the Secretary of State at www.ss.ca.gov.