

Adopted April 28, 2007

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

UNITARIAN UNIVERSALIST CHURCH OF AKRON

The members of the Unitarian Universalist Church of Akron adopted the following amended and restated Articles of Incorporation at a meeting duly called for that purpose on the 28th day of April 2007.

Article 1

Name

The name of the corporation is the Unitarian Universalist Church of Akron, which may also do business as the Unitarian Universalist Congregation of Akron (the “UUCA”).

Article 2

Affiliation

The UUCA shall be a member of the Unitarian Universalist Association of Congregations or its successor (the “Association”).

Article 3

Existence

3.1. ***Continuous Existence.*** On March 5, 1836, the Ohio Legislature adopted an act incorporating the First Universalist Society of Akron. In December 1872, the First Universalist Church of Akron filed Articles of Incorporation with the Clerk of Courts for Summit County, Ohio, the official then having responsibility for corporate filings. The First Universalist Society of Akron and the First Universalist Church of Akron are predecessors to the current UUCA. The UUCA, through its predecessor religious societies, has been continuously in existence since at least December 1872.

3.2. ***Perpetuity.*** The UUCA shall exist in perpetuity, unless the members dissolve it sooner in accordance with the requirements of the Association and the laws of the State of Ohio.

Article 4

Purpose

The UUCA is organized for the purpose of engaging in any lawful activity a religious society may conduct. Without in any way limiting the generality of the foregoing, the UUCA's purpose includes the following:

- to promote religious freedom and social justice,
- to celebrate diversity,
- to provide a caring community,
- to nurture life-long spiritual development through our daily lives as individuals and as a congregation,
- to respect diverse sources of religious inspiration, and
- to endeavor to teach the UUCA's members, their children and others to live with reverence for life and in harmony with all creation.

Article 5

Membership

5.1. **Eligibility.** Any person sixteen years of age or older who accepts the essential principles of a free faith as set forth by the Association is eligible for membership in the UUCA. Any person younger than sixteen years of age is eligible for membership in the UUCA if the Minister and Director of Religious Education make such a recommendation to the congregation after the person completes an approved course of study.

5.2. **Categories.** The UUCA shall have two categories of membership: an Associate Member and a Voting Member. Each category of membership shall have the rights and responsibilities as set forth in the UUCA's Bylaws, as the members may amend from time-to-time.

5.3. **Voting Members.** Only Voting Members shall have voting privileges at congregational meetings and shall be eligible to serve in elective or appointive positions of leadership. The Bylaws may allow for proxy voting at congregational meetings.

Article 6

Board of Trustees

A Board of Trustees (the "Board") shall administer the affairs of the UUCA. The UUCA's Bylaws shall establish the number of Trustees, which may be amended from time-to-time, but the Board shall never consist of fewer than three Trustees. The Bylaws of the UUCA shall set forth the Board's composition, its powers and duties, the terms of its members, their manner of election, and their manner of removal. The President of the congregation shall serve as the Board's chairperson.

Article 7
Officers

The officers of the UUCA shall be a President, President-Elect, Treasurer and Secretary, and such other officers as the members shall provide for in the Bylaws. The Bylaws shall establish the powers and duties of the congregation's officers, their terms, and their manner of election and removal.

Article 8
Principal Office

The corporation shall maintain its principal office at 3300 Morewood Road, in the City of Fairlawn, State of Ohio, or at such other place as the Board of Trustees may direct from time-to-time.

Article 9
Statutory Agent

The Board of Trustees shall appoint a person or entity as the UUCA's statutory agent for the purposes set for in O.R.C. § 1702.06, and the UUCA's principal office may serve as the agent's business for this purpose.

Article 10
Bylaws

The members may adopt, repeal, amend or add new Bylaws for the corporation at any regular meeting or at any special meeting called for that purpose. The Bylaws shall establish the manner for amending the Bylaws. No provision of the Bylaws shall conflict with any requirement of these Articles or the laws of the State of Ohio. In the event of an emergency, as O.R.C. § 1701.01, or its successor statute, defines the term, the Board is authorized to adopt emergency Bylaws that are operative only during the emergency. The laws of the State of Ohio shall determine the manner for repealing the Bylaws.

Article 11
Disposition of Assets

11.1. *Conveyances and Mortgages.* Neither the Board nor the officers shall convey or mortgage any of the UUCA's real property or a substantial portion of all of the UUCA's assets without the prior approval of a two-thirds vote of the Voting Members at a meeting duly called and noticed to consider the matter, and at which a quorum is present. Sixty percent of the UUCA's Voting Members shall constitute a quorum for any such meeting. If the Bylaws authorize proxies, the Voting Members may be present in person or by proxy.

11.2. *Dissolution.* In the case of dissolution of this corporation, all of its property, real and personal, subject to all just and legal claims upon it, shall vest in the Association and shall be held in trust for the benefit of a future Unitarian Universalist congregation in the vicinity of Akron, Ohio, or the Association may use the assets to further the Association's work. In the event of dissolution, the UUCA shall comply with

the laws of the State of Ohio then in effect and the requirements, if any, of the Association.

Article 12
Amendment of Articles

These Amended and Restated Articles of Incorporation may be amended by an affirmative vote of the Voting Members present at a meeting duly called and noticed for such purpose. Sixty percent of the Voting Members shall constitute a quorum for any such meeting. If the Bylaws authorize proxies, the Voting Members may be present in person or by proxy. The Board or any ten (10) Voting Members may propose amendments. Any proposed amendments shall be in writing which shall be included in the notice of the meeting at which it will be considered.

FOR THE MEMBERS

Steven A. Maurer,
President of the Congregation