

**ARTICLES OF INCORPORATION
SOUTH DAKOTA CONFERENCE
of the
UNITED CHURCH OF CHRIST**

ARTICLE I

The name of the Corporation shall be South Dakota Conference of the United Church of Christ, referred to herein as the "Conference", and its incorporators were those individuals and corporations specifically set forth in Article XIII of the original Articles of Incorporation duly filed in the office of the South Dakota Secretary of State on the fifth day of March, 1963. The incorporators were each of the local churches which consolidated and continue without break the ecclesiastical and legal identity of the Congregational Conference of South Dakota, the German Congregational Association of South Dakota, and the Dakota Synod of the Evangelical and Reformed Church, and conduct work and carry out the purposes for which they were formed.

ARTICLE II

The purpose of this Conference shall be:

1. To be and act as a Conference of the United Church of Christ composed of each of the local churches which are now a part of this Conference and of all commissioned, licensed, and ordained ministers who have standing in this Conference.
2. To promote the life and strength of the churches and associations within its boundaries, and to relate churches and associations in the life and work of the United Church of Christ and its instrumentalities. To promote and interpret the work of the General Synod of the United Church of Christ throughout the Conference through its churches, its boards, and its ministries by all means consistent with the spirit of Christ.
3. To assist local churches, aid in the establishment of new churches, and promote the general welfare of local churches and commissioned, licensed and ordained ministers throughout the Conference.
4. To acquire by purchase, gift, devise, bequest, or otherwise; and to own, hold, invest, or reinvest or dispose of property both real and personal, for such religious, educational, philanthropic and other related work as the Conference may undertake, and to purchase, own, receive, hold, manage, care for and transfer, rent, lease, mortgage or otherwise encumber, sell, assign, transfer, and convey such property for the general purposes of the Conference; to receive and hold in trust both real and personal property for churches, boards, institutions, and instrumentalities of the United Church of Christ or which are affiliated with the United Church of Christ, and to invest or reinvest the same; and to make any contracts for promotion of the projects and purposes of the Conference which are not inconsistent with the laws of the State of South Dakota.
5. In general, to exercise any, all, and every power for which a non-profit corporation organized under the laws of the State of South Dakota relating to religious and charitable associations can be authorized to exercise, but no other power.

6. To exercise the functions of an association of the United Church of Christ when delegated to it by such association, when any such association shall cease to exist, or where no such association exists.

7. To do all acts and things and to possess all powers usual, reasonable, convenient, necessary, proper, required, expedient, subsidiary, auxiliary, ancillary or incidental in, to, with and for the purpose for which this Conference and corporation is formed. No substantial part of the activities of this corporation shall include the carrying on of propaganda or otherwise attempting to influence legislation. No part of the earnings or assets of this corporation or income derived therefrom shall be given or inure to the benefit of any individual member thereof, contributor thereto, or for any private, personal or selfish purposes. No part of the assets of this corporation or income derived therefrom shall be given or inure to the benefit of any person, corporation, or organization not tax except under Sub-Title (A) or Sub-Title (B) of the Internal Revenue Code of the United States of America. In the event of dissolution of this corporation none of its property shall be distributed except in furtherance of the purpose of the Conference, or to any person, corporation, or organization not tax except under Sub-Title (A) and Sub-Title (B) of the Internal Revenue Code of the United States of America, and all of its property shall be distributed at such time solely for the purposes set forth in Article XI hereof.

ARTICLE III

1. The Conference shall have that relation to the United Church of Christ and its General Synod as described in those portions of the Constitution and Bylaws of the United Church of Christ adopted July 4, 1961 relating to conferences of the United Church of Christ.

2. It is recognized and determined by the constituent corporations to be proper for the accomplishment of its purpose that the Conference act as and be and become, in such manner as shall be provided in its Bylaws, a conference of the United Church of Christ, provided that it shall continue in fellowship with those churches now composing the Congregational Conference of South Dakota, the German Congregational Association of South Dakota, and the Dakota Synod of the Evangelical and Reformed Church which are not part of the United Church of Christ, so long as such churches shall desire to continue such fellowship.

3. The Conference shall be related to such other Christian fellowships as the Conference may desire to the end that brotherhood, mutual understanding and cooperation may be advanced.

ARTICLE IV

1. The Conference shall be composed of the following: All local churches and ordained ministers, composing the Congregational Conference of South Dakota, the German Congregational Association of South Dakota, and the Dakota Synod of the Evangelical and Reformed Church at the time the aforesaid Conference, Association and Synod shall have been consolidated; and any churches hereafter received into and granted standing by any association of the United Church of Christ within the boundaries of the Conference, and any commissioned, licensed, or ordained ministers who are members of a local church in this Conference, who hold standing in the Conference in cooperation with the Association concerned.

2. The voting membership of the Conference consists of commissioned, licensed or ordained ministers who are members of a local church in this Conference, holding standing in the Conference, and of lay delegates selected by and representing local churches of the Conference, and of such other persons as the Bylaws shall provide. The control of the Conference shall reside in its voting members, and may be exercised directly at any Annual or other meeting of the Conference or through and by a Board of Directors elected by the Conference.

ARTICLE V

1. There shall be a Board of Directors who shall administer the affairs of the Conference between meetings. Membership of the Board of Directors shall be elected at the annual meeting of the Conference, and shall have such powers and duties as are usual and customary to a Board of Directors under the law of the State of South Dakota, and as provided in the Bylaws of this Conference.

2. The numbers of Directors shall be nineteen in addition to those listed in the Bylaws, Article IV. Each of the Directors shall be in ecclesiastical relation with one of the local churches of which this Conference is composed.

ARTICLE VI

The term for which this Corporation and Conference shall exist is perpetual.

ARTICLE VII

The Conference shall have a Corporate Seal as described in the Bylaws.

ARTICLE VIII

The Conference shall have no Capital Stock.

ARTICLE IX

The Articles of Incorporation comprising the Constitution of this Conference may be amended at any regular or specially called meeting by a two-thirds' vote of those voting, providing that such amendment shall have been:

(a) Presented to the Conference at the last regular meeting of the Conference, or

(b) Recommended to the Conference by the Board of Directors and a copy thereof mailed to each church and commissioned, licensed or ordained minister of which the Conference is composed not less than sixty days prior to the meeting at which action on the proposed amendment is to be taken, or

(c) Petitioned by not less than ten of the local churches composing the Conference and a copy thereof mailed to each church and commissioned, licensed, or ordained minister of which

the Conference is comprised not less than sixty days prior to the meeting at which action on the proposed amendment is to be taken.

ARTICLE X

1. The local churches of the United Church of Christ have in fellowship, a God-given responsibility for that church, its labors and its extension, even as the United Church of Christ has, in fellowship, a God-given responsibility for the well-being and needs and aspirations of its local churches. In mutual Christian concern and in dedication to Jesus Christ, the Head of the Church, the one and the many share in common Christian experience and responsibility.

2. The autonomy and freedom of each local church now or hereafter composing this Conference is inherent. Nothing in these Articles or Bylaws in the Conference shall in any way limit, abridge, infringe upon or destroy the right of each church to continue to operate in the manner customary to it; nor shall be in any way construed as giving to the Conference, now or at any future time, any power to limit, abridge, impair, infringe upon or destroy the autonomy of any church in the management of its own affairs, which affairs include but are not limited to the right to retain or adopt its own method of organization, worship and education; to retain or secure its own Articles of Incorporation and name; to adopt its own Bylaws; to formulate its own covenants and confessions of faith, to admit members in its own way and to provide for their discipline or dismissal; to call or dismiss its pastor by such procedure as it shall determine; to acquire, own, manage, and dispose of its property and funds; to control its own benevolences, and to withdraw by its decision from the Conference at any time without forfeiture of ownership or control of its real or personal property or any property thereof. The provisions of these Articles and of the Bylaws adopted pursuant hereto which relate to churches, Associations and commissioned, licensed, and ordained ministers describe the free and voluntary relationship which they sustain with the Conference and with each other.

The post office address of the Conference shall be Sioux Falls, Minnehaha County, South Dakota, but any other proper place may additionally or subsequently be designated where meetings of the Directors and members may be held for transaction of business.