

**AMENDED AND RESTATED BYLAWS OF
CHRIST CHURCH OMAHA**

**ARTICLE I
OFFICES**

The principal office of Christ Church Omaha (hereafter “CCO”) in the State of Nebraska shall be located in the City of Omaha, County of Douglas. CCO may have such other offices, either within or without the State of Nebraska, as the Session of Elders may determine or CCO may require from time to time.

CCO shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nonprofit Corporation Act of the State of Nebraska. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Session of Elders.

**ARTICLE II
SESSION OF ELDERS**

Section 1. Session of Elders as the Board of Directors. CCO is governed by a Session of Elders, which shall constitute the Board of Elders for all purposes under the Nebraska Nonprofit Corporation Act. For purposes of clarification, while these Bylaws and the Session of Elders may exclusively use the term “Session of Elders” to refer to the governing body of CCO, such term shall refer to the Board of Directors of CCO, and while these Bylaws and the Session of Elders may exclusively use the term “Elder” to refer to a member of the Session of Elders, such term shall refer to such individual’s position as a Director unless otherwise stated.

Section 2. Ministerial Responsibilities of Elders. Under Christ, the authority of the local church is the board of elders or presbyters in session. In addition to any responsibilities required of an Elder as a member of the Board of Directors within the meaning of the Nebraska Nonprofit Corporation Act and these Bylaws, Elders are collectively responsible for ruling/shepherding (1 Pet. 5:1–2); equipping (Eph. 4:11–12); prayer/fasting (Acts 6:4; 13:1–3); teaching/preaching (1 Tim. 5:17); administering baptism and the Lord’s Table (Matt. 28:19–20; 1 Cor. 11:23–26); administering church discipline and restoration (1 Cor. 5:1–5), and visiting the sick (Jas. 5:14–15).

Section 3. Ministerial Students. The Elders also commission or license ministerial students, and oversee the course of their training for the Eldership. Under the guidance and oversight of the Elders, such individuals may perform all the various ministerial functions of Elders as provided pursuant to the previous Section of this Article; provided, however, such ministerial students may not participate in any matter of governance of CCO or exercise the duties of the Session of Elders in their capacity as the Board of Directors within the meaning of the Nebraska Nonprofit Corporation Act.

**ARTICLE III
MEMBERSHIP**

Except as the Session of Elders may otherwise determine from time to time, CCO shall have no members. While CCO and these Bylaws may, from time to time, reference members of

CCO's congregation, such identification of members shall not grant such individuals the rights or duties of members as such term is referred to within the Nonprofit Corporation Act of the State of Nebraska.

ARTICLE IV PURPOSE AND STATEMENT OF FAITH

Section 1. Purpose. CCO was organized, and shall be operated, on a not-for-profit basis and exclusively for charitable, religious, educational and scientific purposes (collectively, "Charitable Purposes"), within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code ("Code"). More specifically, the Church is organized to glorify God through submission to His Word, proclaim grace in Christ to sinners, and to build up the saints through doctrinal and efficacious preaching of the whole counsel of God.

Section 2. Statement of Faith. All activities of CCO shall be conducted in conformity with and in furtherance of CCO's statement of faith. Our statement of faith is comprised of the following documents, all subordinate to the Christian Scriptures consisting of the Old and New Testaments, and of which we are in essential agreement: Westminster Confession of Faith, the Larger and Shorter Catechisms, and the three forms of unity: the Belgic Confession, the Canons of Dort, and the Heidelberg Catechism. Together with the historic church, we confess the following:

The Apostles' Creed (AD 2nd century)

I believe in God the Father Almighty; Maker of heaven and earth, and in Jesus Christ, his only begotten Son, our Lord. He was conceived by the Holy Ghost, and born of the virgin, Mary. He suffered under Pontius Pilate, was crucified, died, and was buried. He descended into Hades. On the third day He rose again, ascended into Heaven, and sits at the right hand of God the Father; from thence He will come to judge the living and the dead. I believe in the Holy Ghost, the holy catholic Church, the communion of saints, the forgiveness of sins, the resurrection of the body, and the life everlasting. Amen.

Nicene Creed Constantinople (AD 381)

I believe in one God, the Father Almighty, Maker of heaven and earth, and of all things visible and invisible; and in one Lord Jesus Christ, the only begotten Son of God, begotten of His Father before all worlds, God of God, Light of Light, very God of very God, begotten, not made, being of one substance with the Father; by whom all things were made; who, for us men and for our salvation, came down from Heaven, and was incarnate by the Holy Ghost of the virgin, Mary, and was made man; and was crucified also for us under Pontius Pilate; He suffered and was buried; and the third day He rose again, according to the Scriptures, and ascended into Heaven, and sits on the right hand of the Father; and He shall come again, with glory, to judge both the quick and the dead; whose kingdom shall have no end. And I believe in the Holy Ghost, the Lord, and Giver of Life, who proceeds from the Father and the Son; who with the Father and the Son together is worshiped and glorified; who spoke by the Prophets. And I believe in one holy, catholic and apostolic Church; acknowledge one baptism for the remission of sins; and I look for the resurrection of the dead, and the life of the world to come. Amen.

Definition of Chalcedon (AD 451)

Following, then, the holy fathers, we unite in teaching all men to confess the one and same Son, our Lord Jesus Christ. This selfsame one is perfect both in deity and in humanity; truly God and truly man, with a rational soul and a body; consubstantial with the Father according to His deity, and consubstantial with us according to the humanity; like us in all respects, sin only excepted. Before the ages He was begotten of the Father, according to the deity, and in these last days, for us and for our salvation, He was born of Mary the virgin, who is Godbearer according to His humanity; one and the same Christ, Son, Lord, only-begotten, to be acknowledged in two natures; without confusing them, without interchanging them, without dividing them, and without separating them; the distinction of natures by no means taken away by the union, but the properties of each nature being preserved, and concurring in one Person and one subsistence; not parted or divided into two persons, but one and the same only-begotten Son, the Lord Jesus Christ, as from the beginning the prophets have declared concerning Him, and the Lord Jesus Christ Himself has taught us, and the symbol of the fathers has handed down to us.

Section 3. Statement Regarding The Constitution of the Communion of Reformed Evangelical Churches. In accordance with Article III., Section N., of the constitution of the Communion of Reformed Evangelical Churches ("CREC"), all member churches of the CREC are required to adopt the CREC constitution into their constitutional documents. CCO adopts such constitution as it now exists or is later amended.

ARTICLE V SESSION OF ELDERS

Section 1. General Powers. The affairs of CCO shall be managed by its Session of Elders. The Elders need not be residents of the State of Nebraska. Subject to the limitations of the Articles of Incorporation on CCO, these Bylaws, and the laws of the State of Nebraska, the Elders are vested with all of the powers now or hereafter conferred by law. Identification of charitable objectives by the Session of Elders of CCO can either be general or specific.

Section 2. Number. The number of Elders shall consist of not less than three (3) nor more than twenty (20), the exact number within such range to be determined by resolution of the Session of Elders at their first meeting and each annual meeting thereafter. Although the number of Elders may be changed from time to time by amendment to these Bylaws, no change shall affect the incumbent Elders during the term for which they were elected or appointed.

Section 3. Election and Term of Office. Elders shall be elected by a majority vote of the Session of Elders. Once appointed or elected as the case may be, an Elder shall serve until such Elder's successor is duly elected, or if earlier, until such Elder's resignation or removal as provided in this Article IV or such Elder's death.

Section 4. Resignation. An Elder may resign at any time by giving written notice to the Secretary of CCO, who shall advise the Session of Elders of any such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of CCO, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. An individual Elder may be removed from office, with or without cause, at any time, by a vote of two-thirds (2/3) of the Elders then in office.

Section 6. Vacancies. A vacancy or vacancies in the Session of Elders occurring for any reason, including an increase in the number of Elders, may be filled pursuant to the provisions of Section 3 above. Each Elder so appointed or elected shall hold office for the remaining term of the Elder so succeeded or until such Elder resigns or is removed as provided in this Article IV or until such Elder's death.

Section 7. Compensation. Elders as such shall not receive any stated salaries for their services, but by resolution of the Session of Elders may be reimbursed for expenses of attendance at each regular or special meeting of the Session of Elders. Nothing herein contained shall be construed to preclude any Elder from serving CCO in any other capacity and receiving reasonable compensation therefor. For clarification and the avoidance of doubt, the Session of Elders may set reasonable compensation for the Officers of CCO, including the Ministering Elder, for services rendered to CCO in their role as an Officer, regardless of whether such Officers are also serving in the role of Elder.

ARTICLE VI MEETINGS OF SESSION OF ELDERS

Section 1. Regular Meetings. Regular meetings of the Session of Elders of CCO shall be held at such time and place as the Session of Elders may designate, or in the absence of designation by the Board, as the President shall designate. An annual meeting of the Session of Elders shall be held in the month of December of each year. The Board may provide by resolution the time and place for the holding of the annual or other regular meetings of the Board without other notice than such resolution. For clarification and the avoidance of doubt, the Session of Elders, as leaders of CCO, may meet informally to discuss the daily matters of CCO on a regular basis, which need not be designated as meetings subject to the provisions of this Article.

Section 2. Special Meetings. Special meetings of the Session of Elders may be called by or at the request of the President or any two Elders. The person or persons authorized to call special meetings of the Session of Elders may fix the time and place for holding any special meeting of the Session of Elders called by them.

Section 3. Telephone or Electronic Meetings. Any regular or special meeting of the Board or any committee, as the case may be, may be held by means of conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the member or members participating.

Section 4. Notices. Other than as provided in Section 1, regular meetings of the Session of Elders and committees may be held without notice of the date, time, place, or purpose of the meeting. However, all such meetings of the Session of Elders shall be noted within the minutes of the meeting as a regular meeting of the Session of Elders. Notice of special meetings providing the date, time, and place of the meeting, noting that the meeting is a special meeting of the Session of Elders, shall be communicated to each Elder or committee member, as the case may be, at such person's last known address by such means authorized from time to time by the Nonprofit Corporation Act of the State of Nebraska, as determined by the person calling such meeting, at least seven (7) days prior to the date of holding these

meetings. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Session of Elders or committee, as the case may be, need be specified in the notice unless specifically required by law or by these Bylaws or unless such meeting is to remove an Elder or to approve a matter that would require approval by the members if CCO had members. In such case, the notice shall specify removal as one purpose of the meeting and precede the meeting by at least seven (7) days. Any Elder may waive notice of any meeting. The attendance of an Elder at any meeting shall constitute a waiver of notice of such meeting, except where an Elder attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. Quorum. A majority of the Session of Elders entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Session of Elders; but if less than a majority of the Elders are present at said meeting, a majority of the Elders present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. The act of a majority of the Elders entitled to vote present at a meeting at which a quorum is present shall be the act of the Session of Elders, unless the act of a greater number is required by law, by the Articles of Incorporation, or by these Bylaws.

Section 7. Informal Action by Elders. Any action required by law to be taken at a meeting of the Session of Elders, or any other action which may be taken at a meeting of the Session of Elders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Elders.

Section 8. Presumption of Assent. An Elder of CCO who is present at a meeting of the Session of Elders at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless such Elder's dissent shall be entered in the minutes of the meeting or unless such Elder shall file such Elder's written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the Secretary of CCO immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Elder who voted in favor of such action.

ARTICLE VII CONGREGATION AND SPIRITUAL LEADERSHIP

Section 1. Members of the Congregation. Individuals are eligible for membership in CCO's congregation if they have been lawfully baptized in the name of the Father, Son and Holy Spirit (Matt. 28:19), and they live in our geographical area. Membership begins when the covenant membership vows have been taken (Philemon 2; Heb. 13:7,17). Membership for children of members begins when those children are baptized. The Elders oversee a membership list, which must include names, baptisms, and communicant status.

Section 2. Purpose, Scriptural Basis, and Spiritual Responsibilities of Members of the Congregation. The purpose of membership is to maintain scriptural and accountable local church government (Heb. 13:17), such that our affairs are conducted in decency and order (1 Cor. 14:40). In no way is our practice of membership to be construed in such a way as to disrupt our Christian unity and fellowship with true saints who attend church elsewhere (Gal. 3:28; 1 Cor. 3:1-4). CCO recognizes, through admitting a household into membership of CCO's

congregation, that the head of the household is responsible before God for the spiritual condition of that household.

Section 3. Elector Households. Those households eligible to vote will be called elector households. The head of each elector household who is a member in good standing shall exercise the rights of elector households. Independent unmarried members are also considered elector households for purposes of voting. Elector households may vote in the elections of Elders and Deacons.

Section 4. Communicant Members. Under the headship of Christ, the responsibility for administering the sacraments remains with the Elders, who nevertheless respect the pastoral responsibilities of parents. Children in households who have not been baptized are recognized by the Elders to be non-communicant members of member households. Children in households who have been baptized and have come to the Lord's Table are communicant members of CCO. Any baptized child may partake of the Lord's Table, provided the parents instruct the child at each observation of the Supper, and the child can heed the instruction.

Section 5. Consultation and Consideration by Heads of Household. From time to time, the Session of Elders may request that the heads of household of member households provide discussion and consideration of one or more issues, including the following matters:

1. Approving or increasing the overall budget of CCO;
2. Purchase or sale of real estate;
3. Major construction projects;
4. Large sales or purchases; and
5. Selection of Officers.

Except in the case of Elder or Deacon elections held pursuant to Section 3 of this Article, the Session of Elders may consider, but is not required to follow, the recommendations made by the heads of household as to any matter presented to heads of households pursuant to the provisions of this Section. In the event that the Session of Elders presents a matter for the heads of household to vote upon, such vote shall be considered as a recommendation by the heads of household and not as a binding determination of the matter considered. In the event that the Session of Elders has determined that a specific matter should be considered and discussed by the heads of household, the Session of Elders shall call a Head of Household Meeting. A public announcement of all Heads of Household Meetings shall be made at least 14 days in advance. It shall be announced by a member of the Session in at least two consecutive Sunday worship services preceding the date of the meeting. The announcement shall include the purpose, date, time, and location of the meeting.

Section 6. Deacons, Pulpit Committees, and Advisory Commissions. From time to time, the Session of Elders may adopt policies and procedures to elect and appoint individuals to serve in roles of spiritual leadership within CCO, including but not limited to individuals or groups named as Deacons, Pulpit Committees and members of Advisory Commissions. Such individuals shall have the duties assigned to them by the Session of Elders, and the authority of such individuals to conduct the business affairs of CCO shall depend on the specific authorization given to such individuals by the Session of Elders. The Session of Elders shall not

lend “apparent authority” to such spiritual leaders and advisory bodies, such leaders and advisory bodies shall have no authority to commit CCO to any legal contracts or agreements, and all related corporate resolutions shall expressly limit such individual’s authority in this respect.

ARTICLE VIII OFFICERS

Section 1. Officers. The officers of CCO shall be a President, one or more Ministering Elders, a Secretary, a Treasurer, and, if applicable, a Vice President, all of which shall manage the day-to-day operations of CCO (*i.e.*, investment and overall financial management of CCO’s assets, identify qualified recipients of CCO’s assets, make distributions to qualified recipients, comply with necessary tax reporting and accounting matters, etc). Such other officers as may be deemed necessary may be elected in accordance with the provisions of this Article V. All officers shall be members of the Session of Elders. Any two or more of said offices may be held by the same person. Such other officers, assistant officers, and acting officers as may be deemed necessary may be elected or appointed by the Session of Elders, such officers to have authority to perform the duties prescribed, from time to time, by the Session of Elders.

Section 2. Election. The officers of CCO shall be chosen annually by the Session of Elders, and each shall hold such office until such Officer’s successor shall have been duly elected and qualified, or until such Officer’s death, resignation, or removal.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Session of Elders or the Secretary of CCO. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Session of Elders as the case may be, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed from office by the actions of the Session of Elders, whenever in its judgment the best interests of CCO will be served thereby.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Session of Elders for the unexpired portion of the term.

Section 6. President. The President shall in general supervise and control all of the business and affairs of CCO. The President may sign, with the Secretary or any other proper officer of CCO authorized by the Session of Elders, any deeds, mortgages, bonds, contracts, or other instruments which the Session of Elders has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Session of Elders or by these Bylaws or by statute to some other officer or agent of CCO; and in general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Session of Elders from time to time.

Section 7. Vice President. If required by the Session of Elders, the Vice President shall perform the duties of the President in the absence or disability of the President, and when so acting, shall have all the powers of and be subject to all the restrictions imposed upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Session of Elders.

Section 8. Ministering Elders. Ministering Elders are responsible for the proclamation of the Word on the Lord's Day, planning and leading worship (including reading the scriptures, unless delegated to an Elder or other man in the congregation), and administering the sacraments of baptism and the Lord's Supper, (Matthew 28:19-20; 1 Corinthians 11:23-26).

Section 9. Treasurer. The Treasurer shall give bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties as the Session of Elders shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of CCO, receive and give receipts for all securities and monies due and payable to CCO from any source whatsoever, deposit all such monies in the name of CCO in such banks, trust companies, or in other depositories as shall be collected in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Session of Elders.

Section 10. Secretary. The Secretary shall keep the minutes of the meetings of the Session of Elders in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be the custodian of the corporate records of CCO, keep a register of the post office address of each Elder of the Board which shall be furnished to the Secretary by such Elder, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Session of Elders.

ARTICLE IX CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Session of Elders may authorize any officer or officers, agent or agents, of CCO, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CCO, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of CCO, shall be signed by such officer or officers, agent or agents, of CCO and in such manner as shall from time to time be determined by resolution of the Session of Elders. In the absence of such determination by the Session of Elders, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President of CCO.

Section 3. Deposits. All funds of CCO shall be deposited from time to time to the credit of CCO in such banks, trust companies, or other depositories as the Session of Elders may select.

Section 4. Gifts. The Session of Elders may accept on behalf of CCO any contribution, gift, bequest, or devise for the general purposes or for any special purpose of CCO.

**ARTICLE X
BOOKS AND RECORDS**

CCO shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Session of Elders and committees having any of the authority of the Session of Elders. All books and records of CCO may be inspected by any member of the Session of Elders, or such Elder's agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of CCO shall begin on the 1st day of January and end on the last day of December of each year.

**ARTICLE XII
SECURITY TEAM**

CCO employs security personnel that are responsible for the safety and security of the congregation during worship service and the times immediately preceding and following the service. Nebraska Concealed Handgun Permit holders on the security team are authorized to carry concealed handguns pursuant to Neb. Rev. Stat. § 28-1202.01.

**ARTICLE XIII
SEAL**

Unless otherwise provided by the Session of Elders, CCO shall have no seal.

**ARTICLE XIV
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of the State of Nebraska or under the provisions of the Articles of Incorporation or the Bylaws of CCO, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XV
INDEMNIFICATION OF ELDERS**

To the extent permitted by law, CCO shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of CCO, by reason of the fact that he or she is or was an Elder, officer, employee or agent of CCO against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of CCO, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful.

To the extent permitted by law, CCO shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of CCO to procure a judgment in its favor by reason of the fact that he or she is or was an Elder, officer, employee or agent of CCO, or is or was serving at the request of CCO as an Elder, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of CCO.

To the extent permitted by law, CCO shall have the power to purchase and maintain insurance on behalf of any person who is or was an Elder, officer, employee or agent of CCO against any liability asserted against such person and incurred in such capacity or arising out of such person's status as such, whether or not CCO would have the power to indemnify such person against such liability.

The indemnity provided for by this Article XII shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article XII be deemed to prohibit CCO from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

ARTICLE XVI TERMS OF EXISTENCE

CCO has perpetual existence unless dissolved by the Session of Elders.

ARTICLE XVII SHARING IN CORPORATE EARNINGS

No Elder, officer, or employee of or member of a committee of or person connected with CCO, or any other private individual shall receive any of the net earnings or pecuniary profit from the operations of CCO; provided, however, this provision shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for CCO in effecting any of its purposes as shall be fixed by the Session of Elders, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of CCO.

ARTICLE XVIII AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Session of Elders at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

The undersigned Secretary of Christ Church Omaha hereby certifies that the foregoing Bylaws were adopted by the Session of Elders on 9 Aug, 2023.


Richard Clark, Secretary

EXHIBIT "A"

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF CHRIST CHURCH OMAHA

Pursuant to the provisions of the Nebraska Nonprofit Corporation Act, as amended ("Act"), the Articles of Incorporation of Christ Church Omaha, a Nebraska nonprofit corporation ("CCO"), which were originally filed with the Nebraska Secretary of State on December 21, 2020, are hereby amended and restated in their entirety as follows:

ARTICLE I NAME

The name of the entity is Christ Church Omaha ("CCO").

ARTICLE II DESIGNATION

CCO is a religious corporation under the Act.

ARTICLE III REGISTERED OFFICE AND REGISTERED AGENT

The street address of CCO's registered office is 1125 South 103rd Street, Suite 800, Omaha, Nebraska 68124, and the name of the registered agent at such address is Koley Jessen P.C., L.L.O.

ARTICLE IV PURPOSES

CCO is organized, and shall be operated, on a not-for-profit basis and exclusively for religious purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code ("Code").

ARTICLE V POWERS

CCO shall have all the powers conferred upon nonprofit corporations by the Act, and any enlargement of such powers conferred by subsequent legislative acts. In addition thereto, CCO shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Nebraska, as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes set forth in Article IV above; provided, however:

(a) No part of the net earnings of CCO shall inure to the benefit of, or be distributable to, any officer or director of CCO, or any private individual, except that CCO 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 Article IV above.

**CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF THE
ARTICLES OF INCORPORATION
OF
CHRIST CHURCH OMAHA**

Pursuant to the provisions of the Nebraska Nonprofit Corporation Act, the undersigned entity hereby certifies that:

1. The name of the entity is: Christ Church Omaha.
2. The Amended and Restated Articles of Incorporation, attached hereto as Exhibit A ("Restated Articles"), shall supersede the existing Articles of Incorporation and all amendments thereto.
3. The Restated Articles contain amendments to the existing Articles of Incorporation, which require approval by the Session of Elders. The Restated Articles were adopted by the Session of Elders on Aug. 9, 2023. The entity does not have members.

Dated this 9 day of Aug., 2023.

Christ Church Omaha,
a Nebraska nonprofit corporation,

By: 
George A. Little, President

EXHIBIT "A"

(b) No substantial part of the activities of CCO shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and CCO shall not participate or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office, including the publication or distribution of statements.

(c) Notwithstanding any other provisions of these Articles of Incorporation, CCO shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE VI MEMBERS

CCO shall have no members.

ARTICLE VII DISSOLUTION

Upon the dissolution of CCO, the Session of Elders shall, after paying or making provision for the payment of all liabilities of CCO, dispose of all of the assets of CCO, exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or to such organization or organizations that are tax exempt under section 501(c)(3) of the Code, as the Session of Elders shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of CCO 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.

IN WITNESS WHEREOF, the President has executed these Amended and Restated Articles of Incorporation this 9 day of Aug., 2023.



George A. Little, President