

5/30/81

ARTICLES OF INCORPORATION  
OF A CORPORATION SOLE  
IN THE STATE OF COLORADO

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ENTITLED  
HERBERT W. ARMSTRONG, PASTOR GENERAL OF THE CHURCH OF GOD  
AND HIS SUCCESSORS, A CORPORATION SOLE

I, HERBERT W. ARMSTRONG, AS PASTOR GENERAL, WITH THE SPIRITUAL RANK OF APOSTLE, OF THE CHURCH OF GOD, AN UNINCORPORATED ASSOCIATION, A/K/A WORLDWIDE CHURCH OF GOD, HEREINAFTER REFERRED TO AS THE "CHURCH," AM THE DULY AUTHORIZED REPRESENTATIVE OF SAID CHURCH EMPOWERED TO INCORPORATE THIS CORPORATION SOLE AND TO STATE AS FOLLOWS:

(1) THE NAME OF THIS CORPORATION SOLE SHALL BE: HERBERT W. ARMSTRONG, PASTOR GENERAL OF THE CHURCH OF GOD AND HIS SUCCESSORS, A CORPORATION SOLE.

(2) THE NAME AND ADDRESS OF THE SOLE INCORPORATOR AND DIRECTOR IS: HERBERT W. ARMSTRONG, 300 WEST GREEN STREET, PASADENA, CALIFORNIA 91123.

(3) THE PURPOSES OF THIS CORPORATION SOLE ARE RELIGIOUS, INCLUDING, BUT WITHOUT LIMITATION ON THE GENERALITY OF THE FOREGOING, THE ADMINISTRATION AND MANAGEMENT OF THE RELIGIOUS AFFAIRS, PROPERTY, AND TEMPORALITIES WHICH ARE SUBJECT TO ITS JURISDICTION, CONTROL AND AUTHORITY.

(4) THE PASTOR GENERAL OF THIS CORPORATION SOLE SHALL BE HERBERT W. ARMSTRONG. THE PASTOR GENERAL SHALL ALSO HOLD THE OFFICE OF THE PRESIDING OFFICER AND THAT OF THE SOLE DIRECTOR AND MEMBER. THE PASTOR GENERAL SHALL, WITHOUT LIMITATION UPON ANY OTHER AUTHORITY VESTED IN HIM BY LAW, BE VESTED WITH THE AUTHORITY TO PASS RESOLUTIONS, ADOPT, AMEND AND REPEAL BYLAWS. APPOINT AND REMOVE OFFICERS, FORM

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AND DISSOLVE COMMITTEES, AND DELEGATE TO THEM THE NECESSARY AUTHORITY FOR THE EFFECTIVE ADMINISTRATION OF THE CORPORATION SOLE'S PURPOSES AND POWERS. THE PASTOR GENERAL MAY REMOVE ANY PERSONS FROM SUCH OFFICES AND DISSOLVE ANY COMMITTEES, AT ANY TIME, WITH OR WITHOUT CAUSE.

(5) IN THE EVENT OF THE PASTOR GENERAL'S DEATH OR INABILITY TO GOVERN THE CHURCH, THE ADVISORY COUNCIL OF ELDERS OF THE CHURCH SHALL BE VESTED WITH THE ABSOLUTE AUTHORITY TO DESIGNATE HIS SUCCESSOR AND ANY SUBSEQUENT SUCCESSORS, ALL IN ACCORDANCE WITH THE TERMS AND CONDITIONS SET FORTH IN THE ARTICLES OF ASSOCIATION AND BYLAWS OF THE CHURCH.

(6) THE PRINCIPAL OFFICE OF THE CORPORATION SOLE IS LOCATED AT COLORADO SPRINGS, IN THE COUNTY OF EL PASO, STATE OF COLORADO.

(7) THE CORPORATION SOLE SHALL HAVE ALL THE POWERS OF A NATURAL PERSON AND ALL THE POWERS THAT CAN BE LAWFULLY EXERCISED BY A CORPORATION SOLE, INCLUDING, BUT WITHOUT LIMITATION ON THE GENERALITY OF THE FOREGOING, ANY AND ALL OTHER POWERS NECESSARY OR CONVENIENT TO CARRY OUT THE PURPOSES OF THE CORPORATION SOLE SET FORTH IN PARAGRAPH 3 HEREOF.

(8) NEITHER THE PASTOR GENERAL NOR ANY OTHER OFFICER, AGENT OR EMPLOYEE OF THE CORPORATION SOLE SHALL BE PERSONALLY LIABLE FOR THE DEBTS, LIABILITIES OR OBLIGATIONS OF THE CORPORATION SOLE.

(9) THE EXISTENCE OF THE CORPORATION SOLE SHALL BE PERPETUAL AND ITS CONTINUITY SHALL CONTINUE NOT WITHSTANDING ANY VACANCY IN THE OFFICE OF THE PASTOR GENERAL OR HIS INABILITY TO ACT.

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(10) THE CORPORATION SOLE SHALL HOLD ALL OF ITS ASSETS IN TRUST FOR THE BENEFIT OF THE CHURCH.

(11) THIS CORPORATION SOLE IS ORGANIZED FOR NONPROFIT PURPOSES AND IT WILL NOT BE OPERATED, EXCEPT TO AN INSUBSTANTIAL DEGREE, FOR PECUNIARY GAIN OR PROFIT AND IT DOES NOT CONTEMPLATE THE DISTRIBUTION OF GAINS, PROFITS, OR DIVIDENDS TO ANY PRIVATE PERSON.

(12) NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1954 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW) OR (B) BY A CORPORATION CONTRIBUTION, TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE OF 1954 (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW).

(13) NO SUBSTANTIAL PART OF THE ACTIVITIES OF THIS CORPORATION SHALL CONSIST OF CARRYING ON PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION AND THIS CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF ANY CANDIDATE FOR PUBLIC OFFICE, EXCEPT AS AUTHORIZED BY LAW.

(14) IN THE EVENT THIS CORPORATION SOLE'S CHARTER IS SURRENDERED, OR REVOKED BY THE CHURCH, THEN THIS CORPORATION SOLE SHALL BE DISSOLVED. IN THE EVENT OF WINDING UP OR DISSOLUTION OF THIS CORPORATION SOLE FOR ANY REASON, AFTER PAYING OR ADEQUATELY PROVIDING FOR ITS DEBTS AND OBLIGATIONS, THE REMAINING ASSETS SHALL BE DISTRIBUTED TO ONE OF THE FOLLOWING ORGANIZATIONS, CORPORATIONS, TRUSTEES OR OTHER ENTITY, IN THE ORDER OF THEIR PREFERENCE IN LISTING,

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PROVIDED, HOWEVER, THE RECIPIENT IS EXEMPT FROM FEDERAL TAX UNDER SECTION 501(c)(3) OR SECTION 508 OF THE INTERNAL REVENUE SERVICE CODE OF 1954 (OR THE CORRESPONDING PROVISIONS OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW):

(A) THE CHURCH, OR IN THE EVENT IT IS UNABLE TO TAKE TITLE FOR ANY REASON, THEN TO

(B) THE INDIVIDUAL MEMBERS OF THE ADVISORY COUNCIL OF ELDERS OF THE CHURCH, IN TRUST, FOR THE BENEFIT OF THE CHURCH FOR THE PURPOSES STATED HEREIN, OR IN THE EVENT THEY ARE UNABLE TO TAKE TITLE FOR ANY REASON, THEN TO

(C) THE ORGANIZATION, CORPORATION OR TRUSTEE OR OTHER ENTITY APPOINTED BY THE PASTOR GENERAL OF THE CHURCH, OR IN THE EVENT SUCH POWER OF APPOINTMENT IS NOT VALID FOR ANY REASON, THEN TO

(D) THE WORLDWIDE CHURCH OF GOD, A CALIFORNIA CORPORATION.

(15) THE CORPORATION SOLE SHALL HAVE NO MEMBERS EXCEPT THE PASTOR GENERAL.

(16) EVERY PERSON WHO SERVES AS THE PASTOR GENERAL, PRESIDING OFFICER, DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION SOLE, ITS AFFILIATED OR SUBORDINATE ORGANIZATIONS, OR THEIR PREDECESSORS OR SUCCESSORS, MAY IN THE DISCRETION OF THE PASTOR GENERAL OF THE CHURCH BE INDEMNIFIED AND HELD HARMLESS BY THE CORPORATION SOLE FROM AND AGAINST ANY DAMAGES THAT MAY BE IMPOSED ON, OR INCURRED BY HIM, IN CONNECTION WITH OR RESULTING FROM ANY CLAIM, ACTION, SUIT OR PROCEEDING, EITHER CIVIL OR CRIMINAL, IN WHICH HE MAY BECOME A PARTY OR OTHERWISE INVOLVED BECAUSE OF HIS BEING OR HAVING BEEN A PASTOR GENERAL, PRESIDING

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OFFICER, DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION SOLE, ITS AFFILIATED OR SUBORDINATE ORGANIZATIONS, OR THEIR PREDECESSORS OR SUCCESSORS, WHETHER OR NOT HE HAS TERMINATED SAID RELATIONSHIP WHEN THE DAMAGES WERE IMPOSED OR OCCURRED.

THE WORD "DAMAGES" SHALL INCLUDE WITHOUT LIMITATION, ALL REASONABLE AND NECESSARY LOSS, COST, LIABILITY, EXPENSE AND ATTORNEY'S FEES ACTUALLY INCURRED OR EXPENDED, IN DEFENSE OR SETTLEMENT OF SAID CLAIM, ACTION, SUIT, OR PROCEEDING, WHETHER CIVIL OR CRIMINAL, WHETHER ONLY THREATENED OR ACTUALLY COMMENCED, AND ALL JUDGMENTS, FINES, OR PENALTIES LEVIED OR RENDERED AGAINST THE INDEMNIFIED PERSON.

SUCH COSTS, EXPENSES AND ATTORNEY'S FEES MAY BE ADVANCED BY THE CORPORATION SOLE BEFORE FINAL DISPOSITION OF THE CLAIM, ACTION, SUIT OR PROCEEDING UPON SUCH TERMS AND CONDITIONS AS THE CORPORATION SOLE SHALL DEEM JUST. ANY RIGHT OF INDEMNIFICATION UNDER THIS ARTICLE SHALL NOT AFFECT ANY OTHER RIGHTS TO WHICH THE INDEMNIFIED PERSON MAY OTHERWISE BE ENTITLED BY LAW, INSURANCE OR CONTRACT.

THE CORPORATION SOLE SHALL HAVE POWER TO PURCHASE AND MAINTAIN INSURANCE ON BEHALF OF ANY PASTOR GENERAL, PRESIDING OFFICER, DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION SOLE, ITS AFFILIATED OR SUBORDINATE ORGANIZATIONS, OR THEIR PREDECESSORS OR SUCCESSORS AGAINST ANY LIABILITY ASSERTED AGAINST OR INCURRED BY THEM IN SUCH CAPACITY OR ARISING OUT OF THEIR STATUS AS SUCH WHETHER OR NOT THE CORPORATION SOLE WOULD HAVE THE POWER TO INDEMNIFY THEM AGAINST SUCH LIABILITY.

(17) THE NAME OF THE REGISTERED AGENT AND THE ADDRESS OF THE REGISTERED OFFICE IS:



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SMITH; JOSEPH TKACH; AND LEON WALKER; AND WHOSE ARTICLES OF ASSOCIATION AND BYLAWS ARE DATED JUNE 30, 1981.

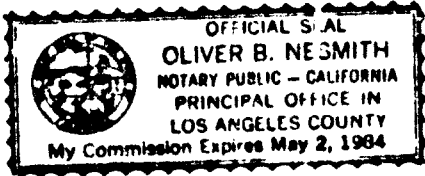
EXECUTED THIS 30TH DAY OF JUNE, 1981.

*Herbert W. Armstrong*  
HERBERT W. ARMSTRONG

STATE OF CALIFORNIA        )  
                                  ) ss.  
COUNTY OF LOS ANGELES    )

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 30TH DAY OF JUNE, 1981, BY HERBERT W. ARMSTRONG, THE INCORPORATOR OF HERBERT W. ARMSTRONG, PASTOR GENERAL OF THE CHURCH OF GOD AND HIS SUCCESSORS, A CORPORATION SOLE ON BEHALF OF SAID RELIGIOUS CORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL.



*Oliver B. Nesmith*  
NOTARY PUBLIC

Herbert W. Armstrong

July 1, 1981

Ms. Mary Estill Buchanan  
Secretary of State  
1575 Sherman Street  
Denver, Colorado 80203

Dear Ms. Buchanan:

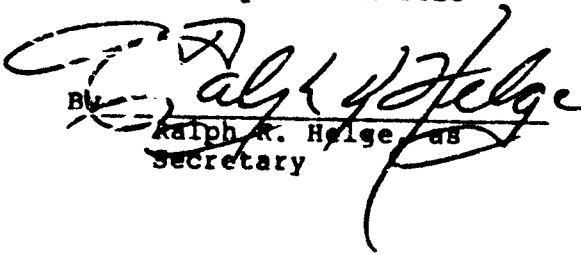
This letter will introduce me as Secretary for HERBERT W. ARMSTRONG, THE APOSTLE OF THE CHURCHES OF GOD, and his successors, a corporation sole, an existing Colorado corporation.

This letter is to confirm that the corporation gives permission to "HERBERT W. ARMSTRONG, PASTOR GENERAL OF THE CHURCH OF GOD, and his successors, a corporation sole," to incorporate with such name even though the same may be similar.

The reason for granting said permission is that the new corporation is related and associated with the existing corporation in that both are subject to the same parent church and, therefore, will not interfere or create confusion in the minds of the public.

Very sincerely yours,

HERBERT W. ARMSTRONG  
THE APOSTLE OF THE CHURCHES  
OF GOD, and his successors,  
a corporation sole

  
By Ralph K. Helge  
Secretary

RKH:cc  
enc.





MAIL TO

COLORADO SECRETARY OF STATE  
CORPORATIONS OFFICE  
1560 Broadway, Suite 200  
Denver, Colorado 80202  
(303) 866-2361

for office use only

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MAY 10 10 41 AM '86  
STATE

SUBMIT ONE  
Filing fee \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH.

This document must be typewritten

MAY 20 1986

Pursuant to the provisions of the Colorado Corporation Code, the Colorado Nonprofit Corporation Act and the Colorado Uniform Limited Partnership Act of 1981, the undersigned corporation or limited partnership organized under the laws of Colorado submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Colorado.

First: The name of the corporation or limited partnership is HERBERT W. ARMSTRONG, PASTOR GENERAL OF THE CHURCH OF GOD, and his successors, a corporation sole

Second: the address of its REGISTERED OFFICE is c/o Church Legal Office, 8017 Field Court, Arvada, CO 80005

Third: The name of its REGISTERED AGENT is James E. Reyer

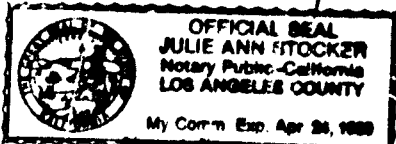
Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Fifth: The address of its place of business in Colorado is 8017 Field Court, Arvada, CO 80005  
HERBERT W. ARMSTRONG, PASTOR GENERAL OF THE CHURCH OF GOD, and his successors, a corporation sole (Note 1)

By James E. Reyer (Note 2)  
Its Treasurer & Vice President  
Its \_\_\_\_\_ registered agent (Note 3)  
Its \_\_\_\_\_ general partner

IMPORTANT! PLEASE READ CAREFULLY!  
If you are a not for profit corporation or a limited partnership this form must be notarized. If you are a business (for profit) corporation, no notarization is required.

STATE OF California  
COUNTY OF Los Angeles  
Subscribed and sworn to before me this 26th day of January, 1986  
My commission expires April 29 1989



Julie Ann Flocker  
Notary Public (Note 4)  
1300 W. Green Street  
Address Jasadena CA 91129

- 2. Signature and title of officer signing for the corporation must be president or vice president for a limited partnership must be a general partner.
- 3. Regarding profit corporations: This statement may be executed by the registered agent when it involves only a registered address change. A copy of this statement has been forwarded to the corporation by the registered agent.
- 4. Signature of notary public must be exactly as shown on notary seal and must agree with notary's commission.



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MAIL TO:

COLORADO SECRETARY OF STATE  
CORPORATIONS OFFICE  
1560 Broadway, Suite 200  
Denver, Colorado 80202  
(303) 866-2361

for office use only

FILED - COLORADO SECRETARY OF STATE  
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STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT OR BOTH

SUBMIT ONE  
Filing fee \$5.00

This document must be typewritten

*DNOWJDEP*

Pursuant to the provisions of the Colorado Corporation Code, the Colorado Nonprofit Corporation Act and the Colorado Uniform Limited Partnership Act of 1981, the undersigned corporation or limited partnership organized under the laws of Colorado submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the state of Colorado:

First: The name of the corporation or limited partnership is: HERBERT W. ARMSTRONG, PASTOR GENERAL OF THE CHURCH OF GOD, and his successors, a corporation sole

Second: the address of its REGISTERED OFFICE is c/o Church Legal Office, 10253 W. 77th Drive, Arvada, CO 80005

Third: The name of its REGISTERED AGENT is Douglas R. Horchak

Fourth: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical. 10253 W. 77th Dr., Arvada CO 80005

Fifth: The address of its place of business in Colorado is HERBERT W. ARMSTRONG, PASTOR GENERAL OF THE CHURCH OF GOD, and his successors, a corporation sole

By Joseph M. Kach (Note 2)

IMPORTANT! PLEASE READ CAREFULLY:  
If you are a not-for-profit corporation or a limited partnership, this form must be notarized. If you are a business (profit) corporation, no notarization is required.

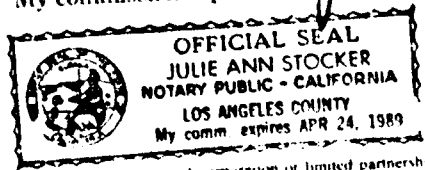
Its  president  
Its \_\_\_\_\_ authorized agent  
Its \_\_\_\_\_ registered agent (Note 3)  
Its \_\_\_\_\_ general partner

STATE OF California

COUNTY OF Los Angeles

Subscribed and sworn to before me this 21st day of August, 19 86

My commission expires April 24 1989



Julie Ann Stocker  
Notary Public (Note 4)  
300 W. Green Street  
Address Pasadena Ca 91129

- Notes: 1. Exact name of corporation or limited partnership making the statement.
- 2. Signature and title of officer signing for the corporation must be president or vice president for a foreign corporation without such officers; the authorized agent for a limited partnership, must be a general partner.
- 3. Regarding profit corporations: This statement may be executed by the registered agent when he/she has only a registered address change. A copy of this statement has been forwarded to the corporation by the registered agent.
- 4. Signature of notary public must be exactly as shown on notary commission. Must agree with notarial commission.

COMP. CH'D. E.M.

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HR