

**CERTIFICATE CONCERNING  
RESTATED ARTICLES OF INCORPORATION**

**NON-PROFIT CORPORATION**

**ENTITY INFORMATION**

**ENTITY NAME:** D.S. CHURCH INCORPORATED  
**ENTITY ID:** 10245762  
**ENTITY TYPE:** Domestic Nonprofit Corporation

**ADOPTION AND VOTE**

**ADOPTION DATE:** 03/05/2024

The restated Articles were approved by the board of directors without member or third person action, and the approval of member of any other persons not required. YES

The restated Articles contain one or more amendments that required approval by members and/or other persons

Approved by members NO

Approved by other person(s) as required by the articles of incorporation NO

**SIGNATURE**

President: Bradley W Davis - 03/27/2025

**RESTATED ARTICLES OF INCORPORATION  
OF  
D.S. CHURCH INCORPORATED  
(an Arizona nonprofit corporation)**

**The undersigned hereby adopts these Articles of Incorporation to be legally binding as of the date of filing with the Arizona Corporation Commission, MARCH 5<sup>TH</sup> 2024.**

**ARTICLE 1. Corporation Name and Known Place of Business.**

**1.1. Name.** The name of the corporation is **D.S. CHURCH INCORPORATED, an Arizona nonprofit corporation.** The word “Church” or the word “Assembly” refers to the congregation as a body of believers who worship together.

**1.2. Known Place of Business.** The Corporation’s **Known Place of Business** is 19620 S. MCQUEEN RD, CHANDLER, AZ 85286 or other locations as the Board of Directors may designate from time to time.

**ARTICLE 2. Purpose, Character of Initial Affairs & Affiliation.**

**2.1. Charitable Organization.** The Corporation is organized, and at all times shall be operated exclusively as a Church and “Charitable Organization” for charitable, religious, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) under the applicable provisions of the United States Internal Revenue Code of 1986 (or the corresponding provisions of future United States Internal Revenue law) and its regulations (as they now exist or may hereafter be amended) (collectively, the “IRC”). An activity which is inconsistent with the designation as a Charitable Organization is prohibited.

**2.2. Assemblies of God.** These Articles are filed in recognition of this church as a local “Assembly” in fellowship with, and as a part of, the General Council of the Assemblies of God, a Missouri nonprofit corporation with headquarters in Springfield, Missouri, (“General Council”) and the Arizona Ministry Network of the Assemblies of God, an Arizona nonprofit corporation or its successor (“Network”). The Network and the General Council are collectively referred to as the “Assemblies of God”. (Note that the Network is the successor to the Arizona District Council of the Assemblies of God, an Arizona nonprofit corporation.)

**2.3. Operation.** The operation of the Corporation shall in all instances be to promote the gospel of Jesus Christ within the State of Arizona in cooperation with the other Assembly of God Churches of this state and with the Assemblies of God subject to the doctrines, Preamble and Purposes & Statement of Fundamental Truths as formally adopted by the Assemblies of God (collectively, “Tenets of Faith”). (See <https://ag.org/-/media/AGORG/Downloads/Constitution-and-Bylaws/2021-Constitution-and-Bylaws.pdf>).

**2.4. Assembly.** This group of believers, i.e., the “Assembly” has the right to govern itself and to conduct its own affairs according to the standards of the New Testament Scriptures and of the Assemblies of God. This right shall specifically include calling of a pastor, election of the church board, and discipline of its Scriptural Members and the conducting of its own services and church program.

**2.5. Assemblies of God Recognized.** This Assembly voluntarily entered full cooperative contractual and Scriptural fellowship with assemblies of like precious faith and with the Assemblies of God and shares in the privileges and assumes the responsibilities and legal obligations required by that affiliation. Officers of the Assemblies of God shall be recognized and respected by the pastor and Scriptural Members of this local Assembly. As a Scriptural matter this

Assembly shall conform its standards of Scriptural Membership, requirements for board members, and requirements for a pastor to those standards set by the Assemblies of God.

**2.6. Priority of Interpretation.** By its affiliation, this Assembly agrees that no provision of these Articles or the Corporation's Bylaws may be inconsistent with the Constitution and Bylaws or with the Tenets of Faith of the Assemblies of God as are now in effect or hereafter amended. These Articles prevail over contrary provisions in the Bylaws of the Corporation.

**ARTICLE 3. Board of Directors.**

**3.1.** The Board of Directors consists of that number of directors specified in the Bylaws of the Corporation, but not less than three directors, none of whom are related by marriage or are blood-relatives ("Related Director"). A Related Director may serve as a non-voting *ex officio* Director. Despite expiration of a Director's term, a Director shall continue to hold office until that Director's successor is elected, designated, or appointed and qualified. For purposes of Arizona corporate law, the phrases "Board," "Council," and "Presbyters" refer to the Directors or Board of Directors of the Corporation, as the case may be.

**3.2.** The names and addresses of those persons who shall serve as the initial "Board of Directors" until the organizational meeting of the Board or for another period specified in the Bylaws or by the Board are:

BRADLEY W. DAVIS- PRESIDENT  
19620 S. MCQUEEN RD, CHANDLER, AZ 85286

JARROD NIELSEN  
6328 S ROCKWELL ST, GILBERT AZ 85298

MICHAEL JOHNS  
2523 E CLARK DR, GILBERT AZ, 85297

ANNA GARCIA  
1612 E CRESCENT WAY, CHANDLER, AZ 85249

MATT NAM  
274 E RALEIGH DR, CHANDLER, AZ 85286

SCOTT KASTEN  
3715 E BLUEBIRD PLACE, CHANDLER, AZ 85286

ROBERT MACHIRI  
1934 E SCORPIO PLACE, CHANDLER, AZ 85249

**ARTICLE 4. Members.** The Corporation will not have "Members" as defined in Arizona Revised Statutes ("A.R.S.") §§ 10-3140(37) and (38). However, the Corporation may have "Scriptural Members" as defined in the Bylaws of the Corporation and/or as provided by action of the Board of Directors.

**ARTICLE 5. Limitation on Director Liability.** at the law of the State of Arizona, as it now exists or is amended, permits the elimination of, or limitation on the liability of officers, the Corporation's Bylaws shall provide that no officer or Director of the Corporation shall be liable for monetary damages for an action taken or for failure to act in that person's service as an officer or Director. Repeal or modification of this Article shall be prospective only and shall not adversely affect a limitation on the personal liability of a Director of the Corporation existing at the time of repeal or modification. For purposes of this Article, "Director" includes a person who serves on a board or committee of the Corporation in an advisory capacity.

**ARTICLE 6. Exempt Organization.**

**6.1.** The Corporation is organized not for pecuniary profit, is not a moneyed corporation (as defined by the United States Bankruptcy Code) and is neither empowered nor authorized to issue shares of stock nor to declare or pay dividends. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered and make payments and distributions to further the purposes set forth in these Articles of Incorporation.

**6.2.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall neither participate in, nor intervene in (including publishing or distributing of statements), a political campaign on behalf of (or in opposition to) a candidate for public office.

**6.3.** Notwithstanding other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by a Church organization exempt under IRC Section 501(c)(3), or (b) an organization, contributions to which are deductible under IRC Section 170(c)(2).

**ARTICLE 7. Private Foundation.** Notwithstanding other provisions of these Articles of Incorporation, if the Corporation becomes a private foundation, as defined in IRC Section 509, while it is a private foundation, the Corporation:

- 7.1.** shall not engage in acts of self-dealing as defined in Section 4941(d);
  - 7.2.** shall distribute its income for each taxable year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942;
  - 7.3.** shall not retain excess business holdings as defined in Section 4943(c);
  - 7.4.** shall investment in such manner as to subject it to tax under Section 4944;
- and
- 7.5.** shall not make taxable expenditures as defined in Section 4945(d) of the IRC.

**ARTICLE 8. Failure to Continue in Good Standing.** If this Corporation fails to maintain a weekly worship service for a period of three months under the direction of a leader duly authorized by and in good standing with the Network, then it may be dissolved and its assets disposed of in accordance with these Articles, the Corporation's Bylaws and the Constitution, Bylaws and polity of the Assemblies of God.

**8.1.** If the Network determines in its sole and absolute ecclesiastical, theological, and scriptural discretion that the Corporation and/or its Assembly/Church has ceased to be an Assemblies of God church in "good standing" with the Network for a period of forty-five consecutive calendar days after notice to the Corporation together with an opportunity to cure, then then all property, real or chattel, and all assets remaining after satisfying debts and

obligations, shall upon be transferred to the Network, which shall have the authority to sell the property and to use the proceeds for the extension of the work of the Assemblies of God.

**8.2.** If the Network ceases to qualify as a charitable organization under IRC Section 501(c)(3), then the property shall be transferred to the General Council. If the General Council does not then qualify as a charitable organization under IRC Section 501(c)(3), then the property shall be transferred to an organization that is tax exempt under IRC Section 501(c)(3), giving preference to one having purposes nearest the purposes of the Assemblies of God.

**8.3. Real Property Reversion/Remainder.** When the Network (as successor to the Arizona District Council of the Assemblies of God) (or its successor,) (collectively, the "Network") determines, in its sole and absolute ecclesiastical, theological, and Scriptural discretion, that an Assembly is ready to receive title to real property (or a long-term lease thereof), then the deed transferring title (or the lease granting long term use rights) (collectively, the "Property") to the Property naming the Corporation as "Grantee" or tenant/lessee (whether from the Network or otherwise), shall contain the following clause using one of these two headings as appropriate.

(iii) "Reversionary Clause"

"If the Arizona Ministry Network, an Arizona nonprofit corporation (as successor to the Arizona District Council of the Assemblies of God) (or its successor,) (collectively, the "Network") determines in its sole and absolute ecclesiastical, theological, and scriptural discretion that the Grantee has ceased to be an Assemblies of God church in "good standing" with the Network or that the Property is not being used in accordance with its Tenets of Faith of the Assemblies of God for a period of not less than forty-five days after notice to the Grantee and opportunity to cure, then title to the Property shall forthwith revert to the Network upon recording of a "Declaration of Default and Failure to Cure" in the office of the local recording authority stating that the Network has determined that the Grantee is no longer in good standing with the Assemblies of God or stating that the Property is not being used in accordance with its Tenets of Faith of the Assemblies of God. This provision may be waived in writing by the Grantor."

**ARTICLE 9. Distribution of Assets Upon Dissolution or Liquidation.** The assets of the Corporation are irrevocably dedicated to religious and charitable purposes as stated herein. In the event of dissolution or final liquidation of the Corporation, neither the property of the Corporation nor proceeds therefrom shall be distributed or divided among the directors, officers or scriptural Members of the Corporation or inure to the benefit of an individual of any private person or persons.

**9.1.** Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for paying liabilities of the Corporation, transfer ownership in this order, to:

**9.1.1.** the Network, or its successor, or

**9.1.2.** the General Council or its successor, so long as the recipient is organized and operated exclusively for religious purposes and is exempt under IRC Section 501(c)(3).

**9.2.** Assets not disposed of as noted above may be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located by payment to an organization or organizations, as the Court determines are organized and operated exclusively for purposes nearest the purposes of the Assemblies of God.

**ARTICLE 10. Amendments.**

**10.1.** These Articles and the Bylaws may be amended only by a unanimous vote of the Members of the Board and the prior written consent of the Network granted or withheld in its sole and absolute discretion. An attempted amendment in violation thereof is void *ab initio*.

**10.2.** The Tenets of Faith contained in the Bylaws of the Corporation are not subject to amendment, except to conform to amendments made to the Statement of Fundamental Truths of the Assemblies of God by the General Council.

**10.3.** All amendments to the Articles of Incorporation or to the Bylaws must be consistent with the constitution and bylaws of the Network.

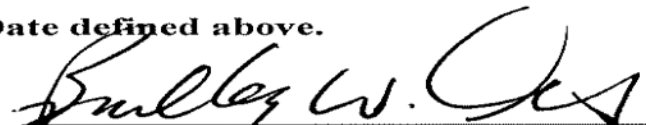
**ARTICLE 11. Initial Incorporator.** The name and address of the initial incorporator is:

BRADLEY W. DAVIS  
19620 S. MCQUEEN RD, CHANDLER, AZ 85286

**ARTICLE 12. Statutory Agent.** The name, street and mailing address of the statutory agent of the Corporation is:

Litigation Agent Services, LLC  
An Arizona limited liability company  
1221 East Osborn Rd  
Suite 105  
Phoenix, Arizona 85014

**Signed to be legally binding as of the Effective Date defined above.**

  
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**BRADLEY W. DAVIS, President**