

**State of Indiana
Office of the Secretary of State**

**CERTIFICATE OF AMENDMENT
of
GLOBAL WESLEYAN ALLIANCE INC.**

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, February 19, 2015.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 19, 2015.



Connie Lawson

CONNIE LAWSON,
SECRETARY OF STATE

APPROVED
AND
FILED
Cornie Hansen
IND. SECRETARY OF STATE

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Global Wesleyan Alliance, Inc.

Articles of Amendment to the Articles of Incorporation

The underlying officer of the non-profit corporation named in Article I below desiring to give notice of corporate action effectuating amendments to the Articles of Incorporation certifies the following facts:

This Corporation was originally organized under the Indiana Nonprofit Corporation Act of 1991 and approved February 6, 2013, and subsequently the Articles of Incorporation were amended pursuant to the Indiana Not-For-Profit Corporation Act of 1971. The Corporation is now operating pursuant to the Indiana Nonprofit Corporation Act of 1991.

ARTICLE I AMENDMENTS

Section 1. The name of the Corporation is Global Wesleyan Alliance, Inc. The date of incorporation of the Corporation was February 6, 2013

Section 2. The name of the corporation following this amendment to the Articles of Incorporation is Global Wesleyan Alliance, Inc.

Section 3. The Articles of Incorporation previously approved are superseded and replaced in full by the following articles:

Article I - Name and Principal Office.

Section 1. The name of the Corporation is Global Wesleyan Alliance, Inc.

Section 2. The mailing address of the Corporation is 2215 East 550 South, Anderson, IN 46017.

Article II – Purpose.

The purposes for which the Corporation is formed are: The Global Wesleyan Alliance is a Christ-centered community of Wesleyan Arminian holiness denominations and organizations that strengthens the prophetic voice and amplifies the missional fruitfulness of its members as they communicate and demonstrate the transforming message of scriptural holiness by:

A. Creating greater community through intentional relationship building between organizations, leaders and congregations.

B. Collaboration in fulfilling Christ's mission through pooling resources, sharing

best practices, recommending standards to enable mutual recognition of ministerial credentials, joint resource development and publishing, and ministerial job placement.

C. Convening events and conferences for the promotion of holiness, discipleship, church healing and multiplication, leadership development, prayer, denominational or judicatory leadership and networking, and issues of mutual concern.

D. Communicating with one another through sharing calendars, news, and information about special events, and issuing joint statements (subject to the endorsement by individual partner organizations) addressing contemporary moral and spiritual issues.

E. Engaging in other lawful activity consistent with its tax exempt status as a corporation organized exclusively for charitable, religious, educational and scientific purposes or corresponding sections of any future federal tax code.

Article III – Type of Corporation.

The Corporation is a religious corporation.

Article IV – Registered Agent and Registered Office.

The Resident Agent is Dr. Ronald V. Duncan at 2215 East 550 South, Anderson, IN 46017.

Article V – Membership.

Membership shall be limited to the highest elected or appointed officials, presidents, bishops, general superintendents, national commanders, chief executive officers, etc.) of each covenant partner denomination or organization, or a representative appointed by such an official who is unable to attend in person. Covenant Partners are denominations and organizations that adhere to the Corporation's statement of purpose, statement of faith and objective set forth in the Corporation's By-Laws. Covenant Partners must be affirmed by signing a covenant statement which is authorized by each denomination's or organization's governing body, and subsequently approved by the Global Wesleyan Alliance Board of Directors.

Article VI –Directors.

Section 1. Number of Directors. The number of the Board of Directors shall be prescribed from time to time in the By-Laws of the Corporation and provided further the minimum number of directors shall be no less than three (3).

Section 2. Powers and Authorities. The Board of Directors shall have such

powers and authority as conferred by the By-Laws of the Corporation and the laws of the State of Indiana to the extent the powers and authority granted by law are not inconsistent with or restricted by the By-Laws of the Corporation.

Article VII – Incorporator

The name and address of the Incorporator is Dr. Ronald V. Duncan, 2215 East 550 South, Anderson, Indiana 46017.

Article VIII – Provisions for Regulations and Conduct of the Corporation

Section 1. The Board of Directors of the Corporation shall not have the power or authority to do any act which will prevent the Corporation from being an organization described in 501(C)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue code.

Section 2. Subject to the provisions of these Articles of Incorporation, the Bylaws of the Corporation and applicable law, the members and the Board of Directors of the Corporation shall be empowered to manage, control and conduct all of the affairs of the Corporation.

Section 3. No person shall be excluded from the Board of Directors or otherwise discriminated against because of race, color, sex, national origin, age or disability.

Section 4. The power to make, alter, amend and repeal the Corporation's By-Laws shall be vested with the Board of Directors of the Corporation as prescribed in the By-Laws of the Corporation.

Section 5. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.

Section 6. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other 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 contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Code).

Section 7. Upon the dissolution of the Corporation, the Board of Directors shall, after or having provision for all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, or exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as a tax exempt transfer to an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

Article VIII – Amendment of Articles of Incorporation

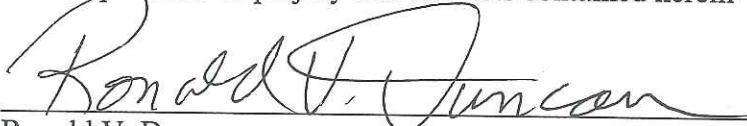
These Articles of Incorporation may be amended from time to time as the Board of Directors of the Corporation shall determine. A two-thirds (2/3) majority vote will be necessary to change the Articles of Incorporation.

ARTICLE II-MANNER OF ADOPTION AND VOTE

The Board of Directors duly adopted a resolution proposing to amend the Articles of Incorporation as set forth in Article I of these Articles of Amendment at an electronic meeting culminating on the 23rd day of January, 2015 at which all of the members of the Board of Directors approved the Amendments and approval of the members was not required.

The manner of adoption of the amendments to the Articles of Incorporation and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation and the By-Laws of the Corporation.

I hereby verify, subject to the penalties of perjury that the facts contained herein are true.


Ronald V. Duncan