

STATE OF NEBRASKA

United States of America, } ss.
State of Nebraska }

Secretary of State
State Capitol
Lincoln, Nebraska

I, John A. Gale, Secretary of State of the
State of Nebraska, do hereby certify that

CHRIST LUTHERAN CHURCH, LINCOLN, NEBRASKA

**incorporated on September 14, 1949 and is duly incorporated under the law
of Nebraska;**

**that all fees, taxes, and penalties owed to Nebraska wherein payment is
reflected in the records of the Secretary of State and to which nonpayment
affects the good standing of the corporation have been paid;**

**that its most recent biennial report required by section 21-19,172 has been
delivered to the Secretary of State;**

that Articles of Dissolution have not been filed.

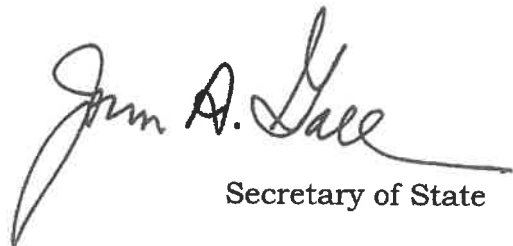
*This certificate is not to be construed as an endorsement,
recommendation, or notice of approval of the entity's financial
condition or business activities and practices.*

In Testimony Whereof,



I have hereunto set my hand and
affixed the Great Seal of the
State of Nebraska on this date of

August 30, 2016


Secretary of State

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CERTIFICATION

**Amended and Restated Constitution of
Christ Lutheran Church, Lincoln, Nebraska**

The Voters Assembly of Christ Lutheran Church, Lincoln, Nebraska, a Nebraska nonprofit corporation (the "Corporation") hereby submits the following Certification in conformity with the terms of Section 21-19,110 of the Nebraska Nonprofit Corporation Act, as amended:


- (a) The Amended and Restated Constitution contains amendments (collective the "Amendment") to the Constitution requiring approval by the members of the Voters Assembly of the Corporation; and
- (b) The name of the Corporation is as that identified within the Amended and Restated Constitution. The Amendment represents the entire restated text of the Corporation's Constitution. The Amendment was adopted on September 12, 2000, and ratified on October 24, 2000. The number of members in attendance and entitled to vote on the adoption of the Amendment was 84. The number of members voting for the Amendment was 72, with 7 members voting against such Amendment. The number of members in attendance and entitled to vote for the ratification of the Amendment was 63. The number of members voting for ratification of the Amendment was 53, with 4 members voting against such Amendment. The number of votes cast for approval of the Amendment in both the original vote and its ratification were sufficient under the Corporation's governing instruments and Nebraska law to approve the Amended and Restated Constitution.

The duly adopted Amended and Restated Constitution shall supersede the original Constitution and all amendments thereto.

Dated this 28th day of November, 2000.


Paul M. Schudel, President

ATTEST:


Curtis L. Snoberger, Secretary

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**AMENDED AND RESTATED CONSTITUTION
OF
CHRIST LUTHERAN CHURCH,
LINCOLN, NEBRASKA**

In the name of the Father and of the Son and of the Holy Spirit. Amen.

PREAMBLE

It is the will of our Lord Jesus Christ that His disciples should preach the Gospel to the whole world (Mark 16:16, Matthew 28:18-20, Acts 1:18). In order that Christ's mission for his Church might be carried out according to His will, He has commanded that Christians unite in worship (Hebrews 10:24-25), practice fellowship with one another (Acts 2:42), witness to all men (Acts 1:8), help each other grow in the Word (Ephesians 4:11-14), serve the needs of all mankind in Christian love (Ephesians 4:7-16, Mark 10:42-44, John 13:35, Galatians 6:10), administer the Office of the Keys as His Church (John 20:21-23, Matthew 18:15-20), and maintain decency and order (I Corinthians 14:40) in the Church.

Therefore, we, as members of Christ Lutheran Church, Lincoln, Nebraska, adopt and subscribe to the following Amended and Restated Constitution (hereinafter the "Constitution"), in accordance with which all spiritual and material affairs of our Congregation shall be conducted.

ARTICLE 1: NAME

The name of this Congregation shall be Christ Lutheran Church, Lincoln, Nebraska (hereinafter the "Congregation").

ARTICLE 2: CONFESSION OF FAITH

This Congregation accepts in all its parts the canonical books of the Old and New Testaments as the inspired, revealed and inerrant Word of God, and all the Symbolical Books of the Evangelical Lutheran Church, contained in the Book of Concord of the year 1580, as the correct presentation and true exposition of Christian Doctrine drawn from the Holy Scriptures, namely:

1. The Three Ecumenical Creeds. (The Apostolic, the Nicene, and the Athanasian);
2. The Unaltered Augsburg Confession;
3. The Apology of the Augsburg Confession;
4. The Smalcald Articles;
5. Luther's Large Catechism;
6. Luther's Small Catechism; and
7. The Formula of Concord.

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No doctrine or practice in conflict, or inconsistent with the above norms of our faith and life shall be taught or tolerated in this Congregation.

ARTICLE 3: SYNODICAL AFFILIATION

This Congregation shall be affiliated with The Lutheran Church Missouri Synod as long as the confessions and constitution of said Synod are in accord with the confession and the Constitution of this Congregation as set forth in Article 2.

This Congregation shall, to the best of its ability, collaborate with said Synod and assist it in effecting all sound measures intended for the building up of the Kingdom of God.

ARTICLE 4: MEMBERSHIP

- A. Baptized membership in this Congregation is held by all those who are baptized in the Name of the Triune God with water and are under our pastoral care.
- B. Communicant membership in this Congregation may be held only by those who:
 - 1. Are baptized in the Name of the Triune God;
 - 2. Have declared their acceptance of the confessions of this Congregation as contained in Article 2 of this Constitution;
 - 3. Have been accepted into communicant membership in accordance with the By-Laws of this Congregation and shall remain faithful to the responsibilities of membership as contained in such By-Laws;
 - 4. Do not live in manifest works of the flesh (Galatians 5:19-21), but lead a Christian life; and
 - 5. Are not members of a secret society or of any other organization conflicting with the Word of God and the conduct of a Christian (II Corinthians 6:14-18).
- C. The membership, and membership privileges, of each communicant member shall remain in force so long as each member shall maintain his or her eligibility according to the five points in Section B of this Article and shall meet the requirements stated or implied in the disciplinary, or other provisions, of the By-Laws. A member who voluntarily severs his or her connection with this Congregation, or who has been released or transferred, or who has been excommunicated or excludes himself or herself according to the provisions of the By-Laws, shall be deemed to have terminated his or her membership in this Congregation along with all rights and privileges of such membership.

ARTICLE 5: ORGANIZATION

- A. The Congregation. The Congregation is organized as a religious corporation. The Congregation shall have power to manage and administer its internal and external affairs.

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The Congregation hereby delegates its power to the Lay Leadership Board (the "LLB"), except in the following designated areas:

1. The calling and removal of a pastor or of a Called Worker;
2. The purchase, lease, mortgage, sale or other disposition of real estate, except the acquisition or disposal of real estate with a value of \$100,000 or less;
3. The incurrence of indebtedness secured by real estate or personal property or indebtedness with a term of more than one year;
4. The election or removal of the members of the LLB and the officers of the Congregation;
5. The Annual review and approval of the Desired Outcomes as recommended by the LLB;
6. The excommunication of a member of the Congregation;
7. The merger or dissolution of the Church; and
8. The amendment of this Constitution and the Amended and Restated By-Laws.

Any right or power delegated to the LLB shall be subject to review, revision or revocation by the Congregation.

- B. **The Lay Leadership Board.** The LLB shall exercise all powers delegated to it by the Congregation. The LLB may delegate its powers to such officers, boards and committees, including standing boards and committees, in such manner as it shall deem fit and proper. Such officers, boards and committees, however, shall have no authority beyond that which has been conferred upon them, and such conferred power may be altered or revoked by the LLB.
- C. **Officers.** The officers of the Congregation shall consist of the Chair, the Vice-Chair and the Secretary. Such officers shall be elected in accordance with the By-Laws.
- D. **Scriptural Authority.** All activities of the Congregation shall be regulated and all controversies, doctrinal or otherwise, which may arise within the Congregation shall be resolved on the basis of Holy Scripture and the Lutheran Confessions. Any decision made to the contrary shall be null and void.

ARTICLE 6: PASTORS AND CALLED WORKERS

Only such candidates shall be called and elected to serve as Pastor(s) or as Called Worker(s) who profess acceptance of, and pledge faithful adherence to, the confessions of this Congregation as set forth in Article 2 of this Constitution.

In the absence of adequate cause for dismissal, as defined in the By-Laws of the Congregation, the tenure of office of a called or elected Pastor or Called Worker shall be the remainder of his active life, or until the Lord calls the individual into another field of service within or without the Ministry.

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ARTICLE 7: PROPERTY RIGHTS

- A. In Case of Separation. If, at any time, a separation should take place within this Congregation, which God may graciously prevent, the advice of the officers of District and Synod shall be sought. If, despite all efforts to compose differences in peace and love, a division into factions of the Congregation shall occur, the property of the Congregation and all benefits therewith connected shall remain with those members who continue to adhere in confession and practice to Articles 2, 3, 4 and 6 of this Constitution.
- B. In Case of Disbandment, Disposition of Property. In the event the Congregation shall totally disband, the property and all rights connected herewith shall be transferred to The Nebraska District of The Lutheran Church Missouri Synod after any and all debts are paid and upon acceptance of the District.

ARTICLE 8: INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the fullest extent permitted by law, the Congregation shall indemnify any individual who was or is a party, or threatened to be made a party, to any proceeding other than a proceeding by or in the right of the Congregation, because he or she was a director, officer, called worker or employee of the Congregation, against liability and/or expenses incurred in the proceeding if: (a) he or she conducted himself or herself in good faith; (b) he or she reasonably believed (i) in the case of conduct in his or her official capacity, that his or her conduct was in the best interests of the Congregation, and (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Congregation; and (c) in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE 9: REGISTERED OFFICE AND AGENT

The street address of the Congregation's registered office shall be 4325 Sumner Street, Lincoln, Nebraska 68506. The Congregation's registered agent at such office shall be the Rev. Dr. Luke Schnake.

ARTICLE 10: BY-LAWS

The Congregation shall adopt such By-Laws as may be required for the accomplishment of its Christian mission as stated in the Preamble. The By-Laws may be amended as provided therein.

ARTICLE 11: AMENDMENTS

- A. This Constitution may be amended, with the exception of the Articles listed in Section B of this Article, by the members of the Congregation at a regular or special meeting at which a quorum is present, by two-thirds of the votes cast, provided that the intention to amend the Constitution, and the wording of the amendments proposed, shall be read to the

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Congregation assembled for worship for two (2) consecutive weeks prior to the date upon which the amendment is presented for action.


B. Articles 2, 3, 4, 6, 7 and 11.B are hereby made irrevocable and unalterable.

This Amended and Restated Constitution was approved by the Voters Assembly of Christ Lutheran Church, Lincoln, Nebraska, on September 12, 2000 and ratified by the Voters Assembly on October 24, 2000.

Dated this 28th day of November, 2000.


Paul M. Schudel, President

ATTEST:


Curtis L. Snoberger, Secretary



PROOF OF PUBLICATION

AFFIDAVIT

State of Nebraska, Lancaster County, ss:

**Keating, O'Gara, Davis
& Nedved, P.C., L.L.O., Attorneys**
590 S. 13th St., Suite A
**NOTICE OF FILING AMENDED
AND RESTATED CONSTITUTION OF
CHRIST LUTHERAN CHURCH,
LINCOLN, NEBRASKA**

The Amended and Restated Constitution of Christ Lutheran Church, Lincoln, Nebraska has been filed with the Nebraska Secretary of State pursuant to the Nebraska Business Corporation Act.

The address of the registered office of the corporation is 4325 Sumner Street, Lincoln, NE 68506. The name of the registered agent is Rev. Dr. Luke Schnake.

The corporation has been organized as a religious nonprofit organization affiliated with The Lutheran Church Missouri Synod for the purpose of undertaking all religious activities associated and in collaboration with such Synod.

The Amended and Restated Constitution was filed with the Secretary of State on November 29, 2000.

**KEATING, O'GARA, DAVIS
& NEDVED, P.C.**
A Limited Liability
Organization
590 S. 13th St., Suite A
Lincoln, NE 68508
Phone: (402) 475-8230
FAX: (402) 475-8328

Dec 28 (Thr) Dec 14-21-28
christ-12/28

Scott G. Stewart, being duly sworn, deposes that he is an editor or manager of the Daily Reporter, a legal daily newspaper printed, published and of general circulation in the County of Lancaster and State of Nebraska, and that the attached printed notice was published in said newspaper once each week three successive weeks, the first insertion having been on the 14th day of December A.D., 2000, and thereafter on December 21 and 28, 2000, and that said newspaper is a legal newspaper under the statutes of the State of Nebraska. The above facts are within my personal knowledge.

Subscribed in my presence and sworn to before me December 28, 2000

Notary Public

Printers Fee \$66.80

