

**MINUTES OF THE ORGANIZATIONAL MEETING
OF
THE ECUMENICAL CATHOLIC DIOCESE OF MID-AMERICA, INC.**

The Synod and organizational meeting of The Ecumenical Catholic Diocese of Mid-America, Inc. was held at: Peace United Church of Christ, 204 E. Lockwood Av, Webster Groves, MO 63119 on March 7, 2017, at 2:14 p.m.

Diocesan Bishop Raphael Adams, ofr, previously elected September 27, 2016, served as President of the Synod and Br. Raymond Knapp, ofr, served as acting Secretary until the election of the Secretary of the Executive Council.

The President announced that the meeting had been duly called by the members of the Synod on February 20, 2017.

The President proposed for preparation of the following articles in a Certificate of Incorporation for the purpose of forming an Oklahoma not for profit corporation pursuant to the provisions of Oklahoma Title 18, Section 1006:

Name of the corporation: The Ecumenical Catholic Diocese of Mid-America, Inc.

Registered Agent: Rev. Dewayne Messenger 205 W. King St, Tulsa OK 74106.

Street address for corporation: 205 W. King St, Tulsa OK 74106.

Duration: perpetual.

Formation purpose: The Diocese constitutes a local church, the people of God reconciled in Jesus Christ and by the outpouring and continuous work of the Holy Spirit, gathered around their bishop, the presbyterium, and the diaconate, with the Eucharist at the center of their common life and empowered for incarnational ministry in the world.

This corporation is organized exclusively for charitable, religious, and educational purposes in living the Christian faith, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Diocese will engage in any lawful act or activity for which non-profit churches and charitable organizations may be organized under the general corporation law of Oklahoma.

This corporation is not for profit, and as such the corporation does not afford pecuniary gain, incidentally or otherwise, to its members. This corporation is organized upon a non-stock basis.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 One of the Constitution and Canons. 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 or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. 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 the corporation 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

Number of directors to be elected at the first meeting: 3.

The following persons were nominated officers of the Corporation to serve until their respective successors are chosen and qualify:

VICE PRESIDENT: Rev. John F. Ball, ofr

SECRETARY: Ms. Susan Self-Portwine

TREASURER: Ms. Kellie Wright

The President announced that the forenamed persons had been elected to the office set opposite their respective names. The Secretary immediately assumed the discharge of the duties of that office. The President then stated that there were a number of organizational matters to be considered at the meeting and a number of resolutions to be adopted by the Board of Directors.

In attendance were the aforementioned, being persons designated as Directors in the Articles of Incorporation.

The President then called for three members to stand as incorporators.

In attendance were: Rev. Dr. Susan Imbs, Ms. Marilyn Heller, and Rev. Jim Schratz being persons designated as Incorporators in the Articles of Incorporation.

Email of primary contact for the Diocese to be provided with articles:
revdewayne@outlook.com.

The articles of incorporation were considered and, upon motion duly made and seconded, it was:

RESOLVED, that the Certificate of Incorporation, as presented to this meeting, is hereby approved and adopted as the Articles of Incorporation. The Certificate is to be immediately filed in the state of Oklahoma. A copy of the Articles is directed to be inserted in the Minute Book of the Corporation.

The Certificate of Incorporation and a copy of the Articles of Incorporation were ordered to be attached to the Minutes as part of the records of the meeting.

The Constitution and Canons of the Ecumenical Catholic Diocese of Mid-America, Inc. for the regulation and the management of the affairs of the corporation were then presented at the meeting. The Constitution and Canons were read and considered and, upon motion duly made and seconded, it was:

RESOLVED, that the Constitution and Canons of the Ecumenical Catholic Diocese of Mid-America, Inc. as presented to this meeting, are hereby approved and adopted as the Constitution and Canons of the Diocese. A copy of the Constitution and Canons is directed to be inserted in the Minute Book of the Corporation.

The expenses incident to and necessary for the organization of this Corporation were presented. Upon, a motion duly made and seconded, it was:

RESOLVED, that the payment of all fees and expenses incident to and necessary for the organization of this Corporation shall be treated as an in-kind contribution with written acknowledgement to the donor.

The Board of Directors then considered the Corporation's application for an IRS Employer Identification Number, registering as a non-profit church. Upon, a motion duly made and seconded, it was:

RESOLVED, that the Corporation will apply for the appropriate IRS Employer Identification Number (EIN).

The Board of Directors then considered the Corporation's application for exemption from sales taxes in the state of Oklahoma. Upon, a motion duly made and seconded, it was:

RESOLVED, that the Corporation will apply for exemption from sales taxes in the state of Oklahoma.

The Board of Directors then considered the opening of a bank account to serve as a depository for the funds of the Corporation.

Upon motion duly made and seconded, it was:

RESOLVED, that the Treasurer be authorized, empowered and directed to open an account with Bank of Oklahoma and to deposit all funds of the Corporation, all drafts, checks and notes of the Corporation, payable on said account to be made in the corporate name signed by the President or Treasurer.

FURTHER RESOLVED, that officers are hereby authorized to execute such resolutions (including formal Bank Resolutions), documents and other instruments as may be necessary or advisable in opening or continuing said bank account. A copy of the applicable printed form of Bank Resolution hereby adopted to supplement these Minutes is ordered appended to the Minutes of this meeting.

After consideration of the pertinent issues with regard to the tax year and accounting basis, on motion duly made, and seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the fiscal year of the Corporation shall commence on January 1st, and end on December 31st.

A general discussion was then held concerning the immediate commencement of business operations as a Corporation and it was determined that business operations of the Corporation would commence as of March 7, 2017. It was agreed that no fixed date would be set for holding meetings of the Executive Council and that meetings of the Synod, as provided in the Constitution, would be scheduled at a future time.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the officers, Executive Council, and Synod of the Corporation are hereby authorized to do any and all things necessary to conduct the business of the Corporation as set forth in the Articles of Incorporation and Constitution and Canons.

There being no further business requiring Board action or consideration, on motion duly made, seconded and carried, the Organizational meeting was adjourned.

Secretary

THE ECUMENICAL CATHOLIC DIOCESE OF MID-AMERICA, INC.

BANK RESOLUTION

WHEREAS, the Board of Directors has determined it to be in the best interest of the Corporation to establish a banking resolution with The Bank of Oklahoma,
be it:

RESOLVED, that the Corporation execute and deliver to said bank a duly signed original of the completed banking resolution as is annexed thereto, and that the authority to transact business, including but not limited to the maintenance of savings, checking and other accounts as well as borrowing by the Corporation, shall be as contained in said resolution with the named officers therein authorized to so act on behalf of the Corporation as specified hereto.

The undersigned hereby certifies that he/she is the duly elected and qualified Secretary and the custodian of the books and records and seal of The Ecumenical Catholic Diocese of Mid-America, Inc., a non-profit corporation duly formed pursuant to the laws of the state of Oklahoma,

and that the foregoing is a true record of a resolution duly adopted at a meeting of the Directors and delegates of said corporation,

and that said meeting was held in accordance with state law and the Bylaws of the above-named Corporation on March 7, 2017,

and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary this 7th day of March, 2017.

Secretary