

ARTICLES OF INCORPORATION
OF
GREATER NEW GUIDE BAPTIST CHURCH

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE
CITY OF BATON ROUGE

BE IT KNOWN, That on this third day of August 1946, before me, JOHN HEREFORD PERCY, JR., a Notary Public, in and for the State, Parish and City aforesaid, therein presently residing, duly appointed and commissioned and qualified and in the presence of the two undersigned competent witnesses, personally came and appeared:

James M. Hamilton (Chairman) – 1925 Gayosa Street
Samuel Patterson (Secretary) – 130 North 21st Street
Eddie White -2347 Gracie Street
Charles Green – 720 N. 16th Street
Horace Sanders, Jr. – 1328 N. 28th Street
Eddie Cook – 929 N. 20th Street
Chariut Price – 1826 Fugua Street
Bennie Dunn
Prof. J.M. Frazier
Peter Roberts – 1242 N. 28th Street

all of whose post office addresses are Baton Rouge, Louisiana, who declared that availing themselves of the rights and privileges accorded by the laws of the State of Louisiana relative to the organization of corporations for educational, eleemosynary, literary, scientific, religious and charitable purposes and especially of the provisions of Act 254 of 1914 of the Legislature of Louisiana, as amended, they do hereby organize themselves, their successors and assigns as well as such persons as may now or hereafter become associated with them into a corporation in pursuance of said above laws and under and in accordance with the following articles of incorporation, to-wit:

ARTICLE I.

No change.

The name of this corporation shall be the Greater New Guide Baptist Church and it shall continue as a corporation for a period of nine hundred and ninety years, unless sooner dissolved, and its domicile shall be this Parish and State.

ARTICLE II.

No change.

The objects and purposes for which this corporation is formed are hereby declared to be; to advance, foster, disseminate, and more firmly establish the CHRISTIAN RELIGION according to the tenets and doctrines of faith and the discipline as now use and approved by the MISSIONARY BAPTIST CHURCHES, and to establish a CHRISTIAN CHURCH as a company of persons divinely called and separated from the world, baptized on a profession of their faith in Christ, united in covenant for worship and CHRISTIAN SERVICE, under the supreme authority of Christ, whose word is their only law and rule of life in all matters of religious faith and practice, hereby declaring and covenanting that all of the acts and doings of this corporation shall be governed and decided by what is known as HISCOX DIRECTORY FOR BAPTIST CHURCHES, or the Standard Manual for Baptist Churches by Edward T. Hiscox.

Article III.

New article

Required by Louisiana law.

This is a nonprofit corporation as defined in Louisiana Revised Statutes 12:201, 203 and it generally shall possess all of the powers, rights, privileges, capacities and immunities that nonprofit Corporations are authorized, and may hereafter be authorized, to possess under the Constitution and laws of this state.

Article IV.

New article

Required by Louisiana law.

The corporation shall have no power or authority to issue any stock.

Article V.

New article

Required by IRS for 501(c)(3) corporations.

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 Articles II and III hereof. 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.

Article VI.

New article. Replaces original Article V that states legal service can be made on any one deacon.

The full name and municipal address of the corporation's registered agent is the current Pastor of the Church whose address is 3445 Fairfields Avenue, Baton Rouge, Louisiana 70802.

Article VII.

Former Article III. Removed language stating that deacons shall have full charge of all finances and funds. This is the duty of the Board of Trustees.

The officers which shall contract for and manage this corporation are hereby declared to be members of the corporation to be known as Deacons. There shall also be elected a pastor. The pastor shall have charge of all religious work of the church, and the deacons shall assist him in such work. The deacons shall charge of the temporal affairs of the corporation. The members of the corporation, however, shall have full power to decide all questions pertaining to both the spiritual and temporal affairs of the corporation, and all questions shall be first submitted to the corporation as a whole and approved by them before any action is taken by either the pastor or the deacons.

Article VIII.

Former Article IV. Changed date for annual meeting; created conditional authority to elect officers in a special election; removed language regarding duties of officers, removal, etc. These are included in the bylaws.

The Pastor, Trustees, and Deacons shall be elected by the members of the corporation. The election of the Pastor and other Elected Officers of the corporation shall take place at an annual meeting which is to be held on the last Wednesday in January each year. In the event circumstances exist, such as the fulfillment of conditions required for the office, that prevent or affect the election of the Pastor, Trustees, Deacons, or other Elected Officers, on the above-mentioned date, a special meeting shall be held to vote on the affected position. Notice of the time, place, and date of said meeting shall be made at the Sunday service or services and posted on other established means of communication no less than fourteen days immediately preceding the date of the vote.

Article IX.

Former Article VII. Changed number of trustees from 10 to 9.

Trustee Board which shall consist of nine members: The Trustees shall be in charge of all the property of the corporation, both real and personal; and all paid officers' and pastor's salary shall be fixed by the Deacon and Trustee Boards and approved by the Church.

Article X.

No change. Former Article VIII.

This corporation shall have full power and authority to appoint committees, subordinate officers, clerks, secretaries, and representatives as the business of the corporation shall require or the corporation shall deem necessary or advisable, and to recall such appointments at will.

Article XI.

Former Article IX. Removed language concerning loss of membership, removal, etc. This is included in the bylaws.

Any person who is eligible to membership in this corporation according to the tenet and doctrines of the Missionary Baptist Churches, and who has been regularly elected to membership in this corporation, can become and remain a member of this corporation as long as such person observes the rules of this corporation prescribed in Hiscox Directory and such rules, regulations and by-laws as may be prescribed by this corporation from time to time. Such right of membership shall be personal to such member or persons and shall not be transmissible to their heirs at their death.

Article XII.

No change. Former Article X.

This corporation shall have full power and authority to make, have and use a common seal, with such device and inscription as it shall deem proper, and the same to break, alter and amend at its pleasure, and shall be capable in law to sue and be sued, and shall be authorized and empowered to make rules, bylaws and ordinances, and to do everything needful for its good governance and support not repugnant to the Constitution of the United States, to the Constitution and laws of this State, or to this instrument.

Article XIII.

Former Article XI. Remove language regarding amending the articles; moved to Article XIV.

This corporation shall be capable in law, to take, receive and hold all manner of land, tenements, rents and hereditaments, and any sum of money and any manner and portion of goods and chattels, given and bequeathed unto it or acquired by it in any manner. It shall also have power to buy and to hold real estate for the church purposes, but any real estate so acquired shall

not be sold or mortgaged except under authority of a resolution adopted by the corporation at a meeting of the membership called for the special purpose, after ten days special notice, either written or verbal to each member, and adopted by at least two thirds of those attending such meeting.

Resolutions adopted by the congregation shall be authority for anyone designated by the members of the congregation to act for the corporation and a copy of any resolution certified by a majority of the members of the Board of Trustees shall be full proof that said resolution was duly passed in accordance with this charter and shall be binding upon this corporation and can be relied upon by anyone dealing with this corporation.

Article XIV.

New article. Redacted from former Article XI.

This Act of Incorporation may be amended at any time by members hereof, provided two-thirds of the membership present at a special meeting called for that purpose shall vote in favor of such amendment or amendments. Notice of the time, place, and date of said meeting shall be made at the Sunday service or services and posted on other established means of communication no less than fourteen days immediately preceding the date of the vote. Such notice shall set forth the amendment or amendments to be voted on.

Article XV.

Former Article XII. Notice of special meeting changed to be same as other articles.

This corporation may be dissolved only by the operation of law or by three fourths vote of the members of this said religious congregation at a business meeting called for that purpose. Notice of the time, place, and date of said meeting shall be announced at Sunday service or services and posted on other established means of communication no less than fourteen days immediately preceding the date of the vote.

ACKNOWLEDGMENT

**STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE**

BEFORE ME, the undersigned authority, personally came and appeared, _____, to me known to be the person who signed the foregoing instrument as the Secretary and who, having been duly sworn, acknowledged and declared, in the presence of the two witnesses whose names are subscribed above, that she signed such instrument as her free act and deed for the purposes mentioned herein.

IN WITNESS WHEREOF, the appearer, witnesses and I have hereunto affixed our hands on this ____ day of _____, ____ at Baton Rouge, Louisiana.

WITNESSES:

Secretary

NOTARY PUBLIC
Bar Roll Number 01449

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

AFFIDAVIT VERIFYING AMENDMENTS TO INCORPORATION
COMPLY WITH LSA-R.S. 12:238A

BEFORE ME, the undersigned notary, personally came and appeared _____, Secretary of **GREATER NEW GUIDE BAPTIST CHURCH**, who after being sworn did state that the Amendment to Articles of Incorporation of **GREATER NEW GUIDE BAPTIST CHURCH**, A Nonprofit Corporation, was prepared and adopted pursuant to Louisiana law, and duly comply with the provisions of LSA-R.S. 12:238A.

THUS, read and signed on this _____ day of September 2023 in Baton Rouge, Louisiana.

Russell L. Jones
President, **RUSSELL L. JONES EDUCATION FOUNDATION**

Notary
Bar Roll #: _____

My commission is indefinite.

REGISTERED AGENT

I hereby accept appointment as statutory agent for service of process for the Corporation at the address listed above.

Thus, read and signed on this _____ date of _____ before the two undersigned witnesses in Baton Rouge, Louisiana.

WITNESSES:

NOTARY PUBLIC
Bar Roll Number 01449