

**AMENDED ARTICLES OF INCORPORATION
OF THE PULASKI HEIGHTS
UNITED METHODIST CHURCH FOUNDATION**

The undersigned incorporator does hereby certify that:

First: The name of this corporation is Pulaski Heights United Methodist Foundation.

Second: The duration and existence of this corporation shall be perpetual.

Third: The purposes of this corporation and the purposes proposed to be transacted, promoted, or continued by it are as follows:

- A. The Pulaski Heights United Methodist Church Foundation ("PHUMC Foundation") is organized exclusively for charitable, religious, educational, or scientific purposes, 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.
- B. In furtherance of its exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, the PHUMC Foundation is organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Pulaski Heights United Methodist Church (the "Church"), Little Rock, Arkansas.
- C. Subject to the direction of the Charge Conference of the Church, as such term is defined in *The Book of Discipline of The United Methodist Church*, the corporation shall receive and administer all bequests to the Church, shall receive and administer all trusts naming the Church or any portion thereof as a beneficiary and shall administer all trust funds of the Church in conformity with the laws of the state of Arkansas and the United States of America.
- D. To do all things necessary, convenient, useful, or incidental to the attainment of its purposes as fully and to the same extent as natural persons lawfully might or could do so long as consistent with the Arkansas Nonprofit Corporation Act of 1993 as amended from time to time. The purpose and essence of this corporation being purely religious, charitable, and educational, it is therefore expressly declared that this is a corporation not for gain or individual profit.
- E. No part of the net earnings of the PHUMC Foundation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except

that the PHUMC Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes of the PHUMC Foundation. No substantial part of the activities of the PHUMC Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the PHUMC Foundation 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 herein, the PHUMC Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the PHUMC Foundation.

- Fourth: The principal office of this corporation shall be located at 4823 Woodlawn Avenue, Little Rock, Arkansas 72205. The name of the registered agent of the corporation is Dr. John Robbins, whose address is 4823 Woodlawn Avenue, Little Rock, Arkansas 72205.
- Fifth: The name of the original incorporator was Keith I. Billingsley, whose address is 425 West Capitol Avenue, Suite 3200, Little Rock, Arkansas 72201-3469.
- Sixth: The affairs and business of this corporation shall be controlled and conducted by a PHUMC Foundation Board of Directors (hereinafter collectively the "Foundation Board" and individually a "Director"). At all times at least sixty percent (60%) of the PHUMC Foundation Board must be elected by the PHUMC Administrative Board, an organization required to act in accordance with *The Book of Discipline of The United Methodist Church*. The terms, number of, and duties of the Directors shall be further detailed in the Bylaws of the Corporation, as amended from time to time.
- Seventh: This corporation shall not have members.
- Eighth: This corporation shall comply with and be subject to the provisions of *The Book of Discipline of The United Methodist Church*, and this corporation shall comply with and be subject to the direction of the Charge Conference of the Church. This corporation, its Officers and Directors shall not violate the rights of any other Church organization.
- Ninth: All funds of this corporation shall be deposited with The Methodist Foundation for Arkansas.
- Tenth: Subject to the direction of the Charge Conference of the Church, the PHUMC Foundation Board may adopt and amend, from time to time, Bylaws, and amend, from time to time, these Articles of Incorporation, provided, however, that any

amendments to the following provisions shall require the approval of the Administrative Board of Pulaski Heights United Methodist Church:

Article Third, Section A, containing the Purpose Clause,
Article Third, Section E, containing the Prohibitions and Limitations Clauses,
Article Third, Section B, containing the Related Organization Clauses,
Article Sixth, containing "At all times at least sixty percent (60%) of the members,
Article Eleventh, containing the Dissolution Clause, and
Article Tenth, containing the Anti-Amendment Clause.

Eleventh: Upon the dissolution of the PHUMC Foundation, all assets of the PHUMC Foundation remaining after all liabilities and obligations of the PHUMC Foundation have been paid, satisfied, and discharged, will be transferred, conveyed, and distributed to the Church.

If on the date of such proposed distribution, the Church is no longer in existence or does not qualify for exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the PHUMC Foundation shall be transferred, conveyed, and distributed to the United Methodist entity (the "Successor Organization") entitled under *The Book of Discipline of The United Methodist Church*, or by other General Conference, Jurisdictional Conference, Annual Conference, or District action, to receive the assets of the Church upon its dissolution.

If pursuant to the preceding paragraphs, the PHUMC Foundation's assets are to be distributed to the Successor Organization, but on the date of the proposed distribution, the Successor Organization is no longer in existence or does not qualify for exempt status under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the assets of the PHUMC Foundation shall be transferred, conveyed, and distributed to such other United Methodist related organization(s) as may be specified in, or provided for, under a Plan of Distribution adopted by the PHUMC Foundation; provided, however, that in any event, each such distributee organization shall be exempt under the provisions of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the PHUMC Foundation Board of the corporation has executed these Articles of Incorporation by and through its current Chairperson and hereby verifies that the statements contained herein are true and correct to the best of their knowledge and belief, on this 16th day of November, 2025.


Ken Gill, Chairperson