

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
SHADOW ROCK CONGREGATIONAL CHURCH
(an Arizona nonprofit corporation)**

The Corporation's initial Articles of Incorporation were filed with the Arizona Corporation Commission ("ACC") on October 29, 1973, administratively dissolved on October 29, 1998, reinstated on March 29, 1999, and amended on March 29, 1999, as ACC file no. 00941698. As certified by signature below, these Amended and Restated Articles of Incorporation ("Restated Articles") were duly adopted by the Board of Directors to be legally binding on the date of filing with the ACC.

ARTICLE 1. Name and Principal Place of Business. The name of the "Corporation" is **Shadow Rock Congregational Church, an Arizona nonprofit corporation**. The Corporation's principal place of business and known place of business in Arizona is 12861 North 8th Avenue, Phoenix, Arizona 85029. The Corporation may from time to time maintain a separate principal office and/or additional offices within or outside Arizona, as determined by the Board of Directors.

ARTICLE 2. Purpose. The Corporation is organized and operated exclusively for charitable, religious, educational, and literary purposes (collectively, "Charitable") within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986 (or corresponding provisions of a successor law) and its regulations, as now existing or hereafter amended (collectively, the "Code"). In furtherance of these purposes, and provided no jeopardy is created as to its status as a corporation exempt from federal income tax under Section 501(c)(3), the Corporation may exercise all rights and powers granted to nonprofit corporations by the laws of the State of Arizona, including, but not limited to, the right to receive gifts, devises, bequests and contributions and to use, apply, invest and reinvest the principal and/or income or to distribute it for these purposes. Notwithstanding the foregoing, the operation of the Corporation shall in all instances be in accordance with the Shadow Rock Congregational Church Covenant Document ("Covenant Document") attached as Exhibit A, as amended from time to time.

ARTICLE 3. Character of Affairs. The character of affairs of the Corporation is to be a "Congregation" of "Covenant Members" as defined in the Restated Bylaws to love and celebrate the deep goodness of life and proclaim the gospel of Love in accordance with our Covenant Document. We shall celebrate the Sacraments, realize Christian fellowship and unity within this Church and the Church Universal, render loving service toward humankind and strive for inclusion, justice and spirituality to radically affirm the greatness of every life and to initiate and support those deeds that make life good for all.

ARTICLE 4. Board of Directors. The property, affairs, business, funds, and operations of the Corporation are managed by the Board of Directors. The number of Directors, their term of office, the manner of election and other provisions regarding the Directors may be specified in the Restated Bylaws. The names and addresses of the current Directors and their "class" are listed below. Officers are also listed.

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Name	Address
Linda Merritt President & Director	12861 N 8th Avenue, Phoenix, Arizona 85029
Susan Wadell Past President & Director	12861 N 8th Avenue, Phoenix, Arizona 85029
Liz Curry Class of 2028 Secretary & Director	12861 N 8th Avenue, Phoenix, Arizona 85029
Cindy Gattorna Class of 2028 Treasurer & Director	12861 N 8th Avenue, Phoenix, Arizona 85029
Rev. Ken Heintzelman Pastor (Nonvoting)	12861 N 8th Avenue, Phoenix, Arizona 85029
Heidi Zinn Director of Operations (Nonvoting)	12861 N 8th Avenue, Phoenix, Arizona 85029
Roy Zaborowski Class of 2028 Director	12861 N 8th Avenue, Phoenix, Arizona 85029
Rick Stuart Class of 2027 Director	12861 N 8th Avenue, Phoenix, Arizona 85029
Phillip Tackman Class of 2027 Director	12861 N 8th Avenue, Phoenix, Arizona 85029
Barb Hass Class of 2027 Director	12861 N 8th Avenue, Phoenix, Arizona 85029
Barbara Zaborowski Class of 2026 Director	12861 N 8th Avenue, Phoenix, Arizona 85029
Tony Spencer Class of 2026 Director	12861 N 8th Avenue, Phoenix, Arizona 85029
Tom Mehlert Class of 2026 Director	12861 N 8th Avenue, Phoenix, Arizona 85029

For purposes of Arizona corporate law, the word “Board,” refers to the Directors or Board of Directors of the Corporation, as the case may be.

ARTICLE 5. Members. The Corporation has neither statutory “members” or “membership” as defined in A.R.S. § 10-3140(37) and (38). The Corporation may have “Covenant Members” from time to time as defined in the Restated Bylaws of the Corporation and may meet as specified in the Restated Bylaws but shall not have the right to vote.

ARTICLE 6. Limitation on Director Liability. To the extent Arizona law, as now existing or hereafter amended, permits the elimination of, or limitation on, their liability, neither a volunteer, agent, officer or Director of the Corporation (“Volunteer”) is liable for monetary damages to the Corporation, or to another person, for an act, or failure to act, on behalf of the Corporation. Repeal or modification of this Article shall be prospective only and shall not increase the personal liability of a Volunteer of the Corporation existing at the time of repeal or

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modification. For purposes of this Article, "Volunteer" includes a person who serves on a board, committee or council of the Corporation in any capacity.

ARTICLE 7. Exempt Organization.

7.1. No Inurement. The Corporation is not organized for pecuniary profit, is not a moneyed corporation (as defined by the United States Bankruptcy Code), and does not have the power or authority to issue shares of stock or to declare or pay dividends. The property of the Corporation is irrevocably dedicated to Charitable purposes. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons or organizations, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions to fulfill its purposes as defined in these Restated Articles.

7.2. Political Activities. Unless otherwise allowed by law, no substantial part of the Corporation's activities 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 distributing of statements), a political campaign on behalf of (or in opposition to) a candidate for public office.

7.3. Prohibited Activities. Notwithstanding any other provision of these Restated Articles, the Corporation shall not conduct activities not permitted (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE 8. Private Foundation. The Corporation may seek financial support as necessary to enable it to qualify as a "publicly supported" Charitable organization under the Code. Notwithstanding other provisions of these Restated Articles, if the Corporation is determined to be a private foundation as defined in Section 509 of the Code, then while it is a private foundation, the Corporation:

- 8.1.** Shall not engage in acts of self-dealing as defined in Section 4941(d);
- 8.2.** Shall distribute its income for each taxable year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942;
- 8.3.** Shall not retain excess business holdings as defined in Section 4943(c);
- 8.4.** Shall not make investments as to subject it to tax under Section 4944; and
- 8.5.** Shall not make taxable expenditures as defined in Section 4945(d).

ARTICLE 9. Amendment. Amendments to these Restated Articles may be made by action of the Board as specified in the Restated Bylaws.

ARTICLE 10. Distribution of Assets.

10.1. In the event of dissolution or final liquidation of the Corporation, neither the property of the Corporation nor the proceeds thereof shall be distributed or divided among the Directors, officers or employees of the Corporation or inure to the benefit of an individual or private organization.

10.2. Upon winding up and dissolution of the Corporation, after paying or adequately providing for its debts and obligations, the remaining assets shall be distributed in order of priority:

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10.2.1. To one or more nonprofit organizations licensed to do business in Arizona and which are (i) organized and operated for Charitable purposes with tax-exempt status under Section 501(c)(3) of the Code and (ii) have a similar purpose and character of affairs as Shadow Rock Congregational Church;

10.2.2. If that cannot be accomplished, then to a religious nonprofit corporation then licensed to do business in Arizona and organized and operated for Charitable purposes with tax-exempt status under Section 501(c)(3) of the Code;

10.2.3. In the unlikely event that none of the foregoing can be accomplished, then to the federal government, or to a state or local government, for a public purpose. Assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for Charitable purposes.

ARTICLE 11. Statutory Agent. The name, street address and mailing address of the statutory agent of the Corporation:

Heidi Zinn
12861 N 8TH AVE,
PHOENIX, AZ. 85029, USA

IN WITNESS WHEREOF, I signed these Amended and Restated Articles of Incorporation to be effective and legally binding as of the date of filing with the Arizona Corporation Commission.

By: _____
Liz Curry, Secretary

CONSENT OF STATUTORY AGENT

I hereby accept appointment as statutory agent for service of process for Shadow Rock Congregational Church, an Arizona nonprofit corporation, until removal or resignation in accordance with the Arizona Revised Statutes.

By: _____
Heidi Zinn

**EXHIBIT A
COVENANT DOCUMENT**

- A. Affiliation: This Church shall be a member of the United Church of Christ and it shall sustain that relationship to the United Church of Christ described in those portions of the Constitution and Bylaws of the United Church of Christ as adopted July 4, 1961, as amended, relating to local churches (the “UCC Documents”).
- B. Faith: This Church acknowledges, but is not confined by, the value of the historic Trinitarian formula of God the Creator, God the Redeemer and God the Holy Sustainer. The Church acknowledges all people as one and recognizes the Bible as a sufficient guide of faith and practice. Each member of this Church shall have the undisturbed right to follow the Word about Life according to the dictates of their own conscience, with the Spirit of Life and Love. This Church recognizes two “Sacraments”: Baptism and the Lord's Supper, or Holy Communion as defined by the UCC Documents.
- C. Covenant: The expression of our faith is contained in this Covenant: We covenant one with another to be that sensitive and responsive part of human society which perceives and responds to God's newest thrust in the midst of history. The uniqueness and greatness of every life is radically affirmed. Our task together demands a comprehensive view of life, always pointed intentionally to the future. Our life together will involve us individually and corporately in study and worship, always maintaining a proper balance between proclamation of the Word about life with the deeds which make life good. Those activities which eliminate age barriers, cut across religious dogma, reduce cultural parochialisms and engage secular people with life's ultimate possibilities will be worthy of our best efforts.
- D. Free Exercise. The Church welcomes immigrants as a free exercise of religious belief for all persons.
- E. Three Campfires Metaphor: The church uses the image of a clearing in the wilderness to describe the spiritual space of their community. In that clearing, there are three campfires:
- One for the traditionalists who affirm Christian theism.
 - One for non-theists (people who may believe in something but don't embrace classical theism).
 - One for atheists (those who identify without belief in God).

All three are included in the same clearing/spiritual community. At the center of that clearing, equidistant from the three campfires, is a table: the Table of Jesus. It's described as a place of grace, generosity, service, love, and hope — and everyone is welcome around it.

Once a month, the metaphor invites everyone to “put their beliefs on a shelf” and join around the Table together, honoring the Core Values of inclusion, justice, and spirituality (referred to as Core Values hereafter). When the gathering is done, people return to their campfires — having shared stories, warmed hands, sung songs, and found community — enriched by the encounter at the central table.

As we have lived into this metaphor, we have pleasantly discovered that the well-worn paths between the campfires are where we dwell the most and meet each other along the way.

Note: Our Covenant, our campfire metaphor, and our history allows for an ever-evolving understanding of “G-O-D” that includes “a-theism.”

