

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF LICENSING AND CONSUMER PROTECTION
CORPORATIONS DIVISION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF INCORPORATION*** is hereby issued to:

Ecclesiological Investigations International Research Network

Effective Date: 10/18/2022

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 10/20/2022 10:08 AM

Business and Professional Licensing Administration



Rebecca Janovich

REBECCA JANOVICH
Deputy Superintendent of Corporations,
Corporations Division

Muriel Bowser
Mayor

Tracking #: RBIAAtIL2

ARTICLES OF INCORPORATION
OF
ECCLESIOLOGICAL INVESTIGATIONS INTERNATIONAL RESEARCH
NETWORK

The undersigned natural person, acting as the incorporator of a nonprofit corporation under the District of Columbia Nonprofit Corporation Act, Title 29, Chapter 4 of the District of Columbia Official Code of Laws, as amended from time to time (the “Act”), hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the corporation is “Ecclesiological Investigations International Research Network” (hereinafter, the “Corporation”).
- SECOND:** The Corporation is hereby incorporated as a nonprofit corporation under the Act.
- THIRD:** The Corporation is organized and shall be operated exclusively for charitable, educational and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as now in effect or as it may hereafter be amended, or under any successor section thereto (the “Code”), and regulations promulgated thereunder. In furtherance of this broad general purpose, and not in limitation thereof, the specific activities of the Corporation shall include the following:
- (1) To promote collaborative ecclesiology, to serve as a hub for national and international collaboration in ecclesiology, and to bring together quality research and inspiring debates in ecclesiology worldwide from a network of international scholars, students, research centers and projects from differing geographical, methodological and ecclesial background;
 - (2) To promote analysis, study, research, dialogue and collaboration in ecclesiology across the broad spectrum of the Christian tradition, and to promote genuinely collaborative ecclesiology in national, international, intra-ecclesial and ecumenical contexts;
 - (3) To foster and facilitate open and pluralistic conversation and collaboration regarding the Christian tradition in order to ensure that Christianity remains inclusive and relevant in fulfilling its mission;
 - (4) To establish partnerships between scholars, research projects and research centers with a focus on open, pluralistic and collaborative analysis, study, research and conversations concerning ecclesiology across the world;

- (5) To develop virtual, textual and actual conversations between the many persons and groups involved in analysis, study and research and debate about ecclesiology;
- (6) To organize and conduct colloquia, symposia, forums and conferences promoting open, pluralistic and collaborative conversations and exchange of ideas concerning ecclesiology;
- (7) To encourage joint teaching and exchanges of postgraduate students and faculty in the study of ecclesiology;
- (8) To publish and otherwise disseminate among the general public the best fruits of all scholarship, conversation and collaboration in an ongoing series of volumes and publications;
- (9) To raise funds necessary to sustain the foregoing activities, to receive, hold and administer funds, securities, contributions, donations, grants, devises, bequests and other gifts, and to use, expend, donate or otherwise disburse the income or principal thereof in furtherance of the purposes of the Corporation;
- (10) To carry out the purposes of the Corporation in conjunction with any person, firm, association, corporation, foundation, institution, network, enterprise, venture, joint venture or other entity;
- (11) To perform any function and carry on any activity that is permitted by the Act; and
- (12) To have and exercise all powers necessary to effect any of the purposes of the Corporation.

FOURTH: The activities and affairs of the Corporation shall be managed and regulated as provided for in the governing Bylaws of the Corporation.

Notwithstanding any other provision of these Articles of Incorporation or of the Bylaws of the Corporation, no part of the property, assets or net income of the Corporation shall inure to the benefit of or be distributable to its directors, 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 of the Corporation; 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 or intervene (including, without limitation, by way of the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation, the Corporation shall not carry on any other activities not permitted to be carried on (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.

Upon dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer and dispose of all assets of the Corporation to one or more organizations created and organized exclusively for charitable, educational or religious purposes similar to those of the Corporation, contributions to which are deductible under Section 170 of the Code and which qualify as exempt under Section 501 (c)(3) of the Code, as the directors shall determine.

If and for so long as the Corporation is a private foundation (as that term is defined in section 509(a) of the Code), then in accordance with Section 29-404.43(a) of the Act and notwithstanding any other provisions of these Articles of Incorporation or the Bylaws of the Corporation, the Corporation shall:

- (1) Distribute such amounts for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;
- (2) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (3) Not retain any excess business holdings as defined in Section 4941(d) of the Code;
- (4) Not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and
- (5) Not make any taxable expenditures as defined in Section 4945(d) of the Code.

FIFTH: The powers of the Corporation shall be exercised under the authority of, and the activities and affairs of the Corporation shall be managed by or under the direction and subject to the oversight of, a governing Board of Directors for the Corporation, which shall be elected, appointed or otherwise designated as provided for in the governing Bylaws of the Corporation.

SIXTH: The Corporation shall have no members.

SEVENTH: The name and address of the initial commercial registered agent of the Corporation are:

CT Corporation System
1015 Fifteenth Street, N.W.
Suite 1000
Washington, D.C. 20005

EIGHTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names of the persons who will serve as the initial directors until the organizational meeting of the Board of Directors or until their successors have been elected and qualified are:

Dale T. Irvin
Alex Karloutsos
Patrick P. Grace

NINTH: To the fullest extent permitted by the Act, a director or officer of the Corporation shall not be liable to the Corporation or its members (if any) for money damages for any action taken, or for any failure to take any action, as a director or officer, except liability for (i) the amount of a financial benefit received by the director or officer to which the director or officer is not entitled, (ii) an intentional infliction of harm, (iii) a vote for or assent to a distribution by the Corporation made in violation of the Act within the meaning of Section 29-406.33 of the Act where such director or officer did not comply with applicable standards of conduct under the Act, or (iv) an intentional violation of criminal law.

TENTH: To the fullest extent permitted by the Act, the Corporation shall indemnify and hold harmless each director and officer of the Corporation against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any threatened, pending or completed action or proceeding to which he or she may be a party by reason of his or her being or having been a director or officer of the Corporation, or by reason of any alleged action taken or alleged failure to take any action by him or her in such capacity; except where the injury or damage was a result of: (i) the receipt of a financial benefit to which such person is not entitled; (ii) an intentional infliction of harm; (iii) a vote for or assent to a distribution by the Corporation made in violation of the Act within the meaning of Section 29-406.33 of the Act where such person did not comply with applicable standards of conduct under the Act; or (iv) an intentional violation of criminal law. Such indemnity shall be effective only after authorization for a specific proceeding following a determination by the Board of Directors (by majority vote of the disinterested directors) that indemnification of the director or officer is permissible because the director or officer has met the relevant standard of conduct under the Act. Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement or otherwise. Such indemnity shall inure to the benefit of the heirs, executors or administrators of each director and officer.

Notwithstanding the preceding paragraph of this article, unless so ordered by a court of competent jurisdiction, the Corporation shall not indemnify a director or officer (i) in a proceeding by or in the right of the Corporation (except for reasonable expenses incurred in connection with the proceeding if it is determined that the director or officer has met the relevant standard of conduct under the Act), or (ii) in connection with any proceeding with respect to conduct for which

the director or officer was adjudged liable on the basis that the director or officer received a financial benefit to which the director or officer was not entitled (whether or not involving action in an official capacity).

ELEVENTH: The name and address of the incorporator of the Corporation are:

James T. Montgomery, Jr.
1717 K Street, N.W., Suite 1200
Washington, DC 20006

WITNESS, the due execution of these Articles of Incorporation by the undersigned incorporator as of October 18, 2022.

A handwritten signature in black ink, appearing to read "James T. Montgomery, Jr.", written in a cursive style.

James T. Montgomery, Jr.