

**RESTATED
ARTICLES OF INCORPORATION
OF THE
WORLDWIDE CHURCH OF GOD**

a California nonprofit religious corporation

Joseph W. Tkach and Gene M. Michel certify that:

1. They are the Chairman of the Board and the Assistant Secretary, respectively, of the Worldwide Church of God, a California corporation.
2. The following Restated Articles restate the entire text of the Articles of Incorporation of said corporation as amended to date:

ARTICLE I

The name of the corporation is the "Worldwide Church of God" (the "corporation")

ARTICLE II

The purpose, business and pursuit of the corporation shall be:

A. The purposes of the corporation are religious, as the word is exemplified in the Bible as defined and as expounded by the **"Church of God, a/k/a Worldwide Church of God, an unincorporated association, of which Joseph W. Tkach is the presiding Pastor General" ("the Association")**. The corporation is organized under the Nonprofit Religious Corporation Law of California exclusively for religious purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

B. To purchase, acquire, lease, sell and dispose of property, both real and personal, and to use, incur, pledge, mortgage, lease, and otherwise deal in the same at pleasure to the same extent as a natural person can do.

C. To make and execute deeds, mortgages, releases and instruments of indebtedness, negotiable or non-negotiable, and to enter into and execute contracts of every kind and character with any person, firm, or corporation.

D. Notwithstanding any other provision of these Articles, the corporation shall not carry on any 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

E. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is Los Angeles county.

ARTICLE IV

The number of directors of the corporation shall be six, until changed by an amendment to the by-laws increasing or decreasing the number of directors.

ARTICLE V

This corporation is not organized, nor shall it be operated, except as permitted by law, for pecuniary gain or profit, and it does not contemplate, except as permitted by law, the distribution of gains, profits or dividends to the members thereof or to any private shareholder or individual.

ARTICLE VI

In the event that the corporation's charter is surrendered to, taken away by, or revoked by the Association, the corporation shall be dissolved.

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, and after compliance with Section 680 of the California Religious Nonprofit Corporation Law, the remaining assets of this corporation shall be distributed to one of the following organizations, corporations, trustees or other entity, in the order of their preference as listed:

- A. The Association*, or in the event it is unable to take title for any reason, then to
- B. The individual members of the Advisory Council of Elders of the Association in trust for religious purposes, as exemplified in the Bible as defined and as expounded by the Association, or in the event they are unable to take title for any reason, then to
- C. The organization, corporation or trustee or other entity supported by the Pastor General of the Association, or in the event such power or appointment is not valid for any reason, then to
- D. Ambassador College, a California nonprofit corporation.**

3. The Restated Articles do not themselves amend the Articles of Incorporation of said corporation and no approval of this certificate by the members is required.

4. The execution and filing of this certificate was authorized and has been approved by the Board of Directors by resolution duly adopted by unanimous written consent on June 1, 1987

Dated: June 2, 1987

(Signed) Joseph W. Tkach
as
Chairman of the Board

(Signed) Gene M. Michel
as
Assistant Secretary

VERIFICATION

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct of his own knowledge and that this declaration was executed on 2nd day of June, 1987, at Pasadena, California.

(Signed) Joseph W. Tkach

(Signed) Gene M. Michel

Filed June 11, 1987.

*** This constitution is significant in that it gives control of all assets of corporation to the Pastor General in the event of dissolution of the corporation. By calling this a restatement they avoided a vote by the membership on the subject.**