

**ARTICLES OF INCORPORATION  
OF  
CAMBODIAN BAPTIST CHURCH OF FORT WORTH, TEXAS**

We, the undersigned, natural persons, over the age of eighteen (18) years acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation.

**ARTICLE ONE  
NAME**

The name of the Corporation is Cambodian Baptist Church of Fort Worth, Texas (the "Corporation").

**ARTICLE TWO  
DURATION**

The period of the Corporation duration is perpetual.

**ARTICLE THREE  
NON-PROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Texas Non-Profit Corporation Act, Article 1396-1.01 et seq., of the Texas Revised Civil Statutes and shall have all of the powers, duties, authorizations, and responsibilities as provide therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage, directly or indirectly in any actions that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws. The Corporation shall be the successor to an unincorporated religious organization named "Cambodian Baptist Mission" and located in Fort Worth, Texas, which was an unincorporated nonprofit association under the Texas Uniform Unincorporated Nonprofit Association Act, Article 1396-70.01 et seq., of the Texas Revised Civil Statutes. The incorporators have been authorized to these Articles of Incorporation by the consent of the majority of the members of the unincorporated association.

## ARTICLE FOUR PURPOSES

### Section 1

The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. More particularly, the purposes of the Corporation are:

- (a) To spread the Gospel of Jesus Christ and the worship of God among its members and attendants, and practice the Christian virtue inculcated in the Holy Scriptures.
- (b) To employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the members of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose.
- (c) To conduct, accomplish and carry on its objectives, functions and purposes or any part thereof set forth herein and in the Bylaws, if any, of the Corporation as amended from time to time within or without the State of Texas.

### Section 2

The Corporation is also organized to promote, encourage and foster any other similar religious, charitable and educational activities, to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devices, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation, and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of the Corporation. Provided however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

### Section 3

In order to carry out the above stated purposes, the Corporation shall have all those powers set forth in Article 1396-2.02A of the Texas Non-Profit Corporation Act, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a) No part of the net earnings of the Corporation shall inure to the benefits of or be distributed to its incorporators, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. 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 publication or distribution of statements) any political campaign on behalf of any candidates for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 173(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

- (b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject for foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, and further shall be prohibited from (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, (iii) making any investments in such manner as to subject the foundation to taxation under Section 4914 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (iv) making any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (c) The Corporation shall not accept any gift or grants if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.
- (d) Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to the Baptist General Convention of Texas, Dallas, Texas, or to another church or other organization or like faith and order that is a qualified charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, which shall be determined by church action and shall require at least two thirds (2/3) of the vote of the members present at a meeting at which a quorum is present, which is duly called and held in accordance with the Corporation's adopted procedures.

**ARTICLE FIVE  
REGISTERED OFFICE AND  
REGISTERED AGENT**

The initial registered office of the Corporation shall be located at 305 W. Broadway, Fort Worth, Texas 76104 and the name of the initial registered agent at such address shall be Mr. Chhoeun Chhorn.

**ARTICLE SIX  
MEMBERSHIP**

The Corporation shall have one or more classes of members. The number, organizations, and relative rights of each class shall be as set forth in the Corporation's Bylaws. The Corporation is a church and the management of its affairs is vested in its members pursuant to Section C of Article 1396-2.14 of the Texas Non-Profit Corporation Act.

**ARTICLE SEVEN  
INDEMNIFICATION**

To the maximum extent permitted in Article 1396-2.22A of the Texas Non-Profit Corporation Act, as it now exists, or as it may be amended in the future, the Corporation shall indemnify and advance expenses to persons who are officers, directors, employees, agents, or other persons identified in Article 1396-2.22A, for amounts which persons pay directly. The Corporation shall not indemnify or advance expenses to such persons for any amount paid by a third party pursuant to a plan or contract of insurance.

**ARTICLE EIGHT  
INCORPORATION**

The name and address of each incorporator of the Corporation is

<u>NAME</u>	<u>ADDRESS</u>
Chhoeun Chhorn	1401 S Lake St., Fort Worth, TX 76104
Run Tep	2100 5th Ave., Fort Worth, TX 76110
Khanderith Hay	1205 Richmond Ave., Fort Worth, TX 76110
Sam Ok Yim	3517 College Ave., Fort Worth, TX 76110

**ARTICLE NINE  
CONSTRUCTION**

All references in this Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

IN WITNESS WHEREOF, we have hereunto set our hands this First day of November 1998.

INCORPORATORS

Robert Elton

Run Tep

Way Chandasith

OK Safer