

**NOTE:** These form Articles of Incorporation were prepared in compliance with the Constitution and Canons of the Protestant Episcopal Church in the United States and the Constitution and Canons of the Diocese of the Episcopal Church of Louisiana. In making them available to the Parish, the Diocese provides no specific legal advice to any Parish. Each Parish should engage its own Chancellor or counsel in preparing its Articles of Incorporation. Diocesan Canon 18(8) provides: “No Parish may amend, revise or restate its Articles of Incorporation without having first obtained the approval of The Bishop as to their form and content.”

**ARTICLES OF INCORPORATION  
OF**

\_\_\_\_\_ **CHURCH**

\_\_\_\_\_ Church, a Louisiana nonprofit corporation, acting through its undersigned Incorporators, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the Corporation is \_\_\_\_\_ Church, hereinafter referred to as “the Parish.”

**ARTICLE II  
NON-PROFIT CORPORATION**

The Parish is organized and operated exclusively as a religious or charitable organization as defined in Section 501(c)(3) of the Internal Revenue Code of 1986. The Parish shall have no power or authority to issue any stock.

**ARTICLE III  
LIMITATIONS**

The Parish is not organized for profit, and no part of the Parish’s net earnings shall inure to the benefit of or be distributed to any member, director, officer, employee or individual. The Parish shall, however, be empowered and authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof including payments of reasonable compensation to officers for services rendered to the Parish.

**ARTICLE IV  
CONFORMITY TO  
CONSTITUTION AND CANONS**

The Parish recognizes and obligates itself to conform to the Constitution and Canons of the Protestant Episcopal Church in the United States of America (hereinafter referred to as “the

Episcopal Church”), and to the Constitution and Canons of The Diocese of the Episcopal Church of Louisiana (hereinafter referred to as “the Diocese”).

## **ARTICLE V PURPOSES**

A. This Parish is a nonprofit Corporation as defined in Louisiana Revised Statute 12:201, and it generally shall possess all of the powers, rights, privileges, capacities and immunities that nonprofit Corporations are authorized, and may hereafter be authorized, to possess under the Constitution and laws of this state.

B. This Parish is organized to provide for and promote the worship of Almighty God in accordance with the doctrine, discipline, rites, forms, usages, and ceremonies of the Episcopal Church; and, in pursuance of these purposes, to provide and maintain one or more churches or places of worship, missions, schools, parish houses, and rectories; and to do any and all things germane, incidental, and necessary to carry these objects and purposes into full effect.

C. In order to carry out its objects and purposes, and without limitation of the powers conferred upon it by law, and except as provided in Section D below, this Parish shall be capable in law, and shall have full power to, purchase, lease, receive, take, hold, own, possess, enjoy, administer, and retain to it and to its successors, property and effects of whatsoever kind, nature or quality, whether immovable, movable or mixed, by gift, grant, demise, sale, lease, transfer, devise, bequest, testament, legacy, or by any other mode of conveyance or transfer whatsoever, and to give, grant, bargain, sell, convey, transfer, alienate, effect, lease, mortgage, hypothecate, and otherwise dispose of or encumber, and also to improve and augment such property and effects of all natures whatsoever of which it may become possessed. It shall have power to sue and be sued in its corporate name, and to execute notes, bonds or other evidence of debt.

D. All movable and immovable property held by or for the benefit of the Parish is held in trust for the Episcopal Church and the Diocese. The existence of this trust, however, shall in no way limit the power and authority of the Parish otherwise existing over such property so long as it remains a part of the Episcopal Church and the Diocese and subject to their Constitutions and Canons. The power to encumber or alienate immovable property shall, however, be limited by and be subject to the Constitution and Canons of the Episcopal Church, and by the Constitution and Canons of the Diocese.

## **ARTICLE VI DURATION**

The duration of the Parish shall be perpetual; provided, however, that the Parish may be dissolved earlier upon the action of the Bishop and the Convention of the Diocese of the Episcopal Church of Louisiana, in conformity with the provisions of Canon 21 of said Diocese, as it now exists or hereinafter may be amended.

**ARTICLE VII  
REGISTERED OFFICE**

The location and post office address of the Parish's registered office is:

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**ARTICLE VIII  
REGISTERED AGENT**

The name and address of the Parish's registered agent is:

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**ARTICLE IX  
INCORPORATOR(S)**

The name and address of the Incorporator(s) of the Parish are:

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**ARTICLE X  
ORGANIZATION; MEMBERSHIP**

A. The Parish shall be organized on a non-stock basis. The membership of the Parish shall consist of such persons as by baptism, transfer, registration, acknowledgment or confirmation are now or hereafter may become communicant members of the ecclesiastical parish of \_\_\_\_\_ Church.

B. The qualified voters of the Parish at annual and other meetings of the members of the Parish shall be such communicant members of the Parish as are communicants in good standing, who shall have attained the age of sixteen years, who have been members of said ecclesiastical parish for at least six months, and who shall have been contributors of record toward the support of said parish during the period of six months next preceding the meeting at which they offer to vote.<sup>1</sup> In addition, the Bishop of the Diocese and the President of the Standing Committee of the Diocese shall be ex-officio members of the Parish, with all corporate membership rights.

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<sup>1</sup> Note for drafting purposes: This language does not perfectly follow the language of National Canon I.17.3, but our Diocese arrived at it in order to avoid ambiguity in membership. "Contributors of record" need not be limited to "financial contributors of record."

C. The Parish Register shall be final and conclusive in all respects as to membership in the Parish, and the books of the Treasurer of the Parish shall be conclusive as to contributions of members requisite to vote.

**ARTICLE XI  
ANNUAL MEETING**

There shall be an annual meeting of the Parish on the \_\_\_\_\_ [insert date, such as third Sunday in May of each year] \_\_\_\_\_. A written notice of the time and place of such meeting shall be given to each member of the Parish entitled to vote at such meeting, addressed to each member via U.S. mail, postage prepaid, at his or her last known address or sent electronically, as shown by the books of the Parish, no less than fifteen days prior to the date of such meeting. If the notice is sent in such manner, notice shall be deemed to have been given to that member. Notice shall be given at a public service of the congregation at least two weeks prior to the meeting date. If for any reason it shall be found inconvenient to hold the meeting on this specified day, the Vestry shall have the power to appoint another date. At all meetings of the Parish, including meetings to amend the Articles of Incorporation, twenty-five members<sup>2</sup> shall constitute a quorum.

**ARTICLE XII  
VESTRY**

The secular business and affairs of the Parish shall be under the control of a Board of Directors known as the Vestry, consisting of such number of persons as shall be designated in the Parish's By-laws. The Vestry shall administer the temporal affairs of the Parish; elect and call the Rector; and properly maintain the church and all other buildings and grounds belonging to the Parish; in addition, the Vestry may exercise all powers of the Parish and do all such lawful acts and things that are not by law, the Articles of Incorporation or these By-laws directed or required to be done by the members.

**ARTICLE XIII  
INITIAL VESTRY MEMBERS**

The names and addresses of the Initial Directors, or Vestry members, are as follows. Each of the Initial Vestry Members shall serve a term of one year, and may be elected to an additional term after the initial one-year term. At the first annual meeting of the Parish, Vestry members shall be elected to one, two and three-year terms respectively, so that thereafter, terms of Vestry members shall be staggered in accordance with the By-Laws.

Name

Address

\_\_\_\_\_

<sup>2</sup> Note for drafting purposes: This provision is included pursuant to a section of the Louisiana non-profit corporation law, which addresses a problem created by the general rule that a majority of voting members constitutes a quorum. Louisiana law allows the Articles to provide for the number that constitutes a quorum.

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**ARTICLE XIV  
LIMITATION OF LIABILITY AND INDEMNIFICATION**

A. No Vestry member or officer of the Parish shall be liable to the Parish or to its members for monetary damages for breach of his or her fiduciary duty as a director or officer, provided that the foregoing provision shall not eliminate or limit the liability of a director or officer for: (1) any breach of his or her duty of loyalty to the Parish, its members, the Diocese or the Episcopal Church, (2) any intentional infliction of harm to the Parish, its members, the Diocese, or the Episcopal Church, (3) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (4) liability for unlawful distributions of the Parish's assets to members of the Parish, under and to the extent provided in La. R.S. 12:226(D), or (5) any transaction from which he or she derived an improper personal benefit.

B. For purposes of this Section, the duty of loyalty does not include any duty to act with any degree of care in the exercise of the director's or officer's responsibilities to the corporation or its shareholders.

C. The Parish shall indemnify to the full extent permitted by law, as amended from time to time, any Vestry member or officer of the Parish against any expenses or costs, including attorney's fees, actually or reasonably incurred by him or her in connection with any threatened, pending or completed claim, action, suit or proceeding, whether criminal, civil, administrative or investigative against such person or as to which he or she is involved solely as a witness or person required to give evidence because he or she is an officer or director of the Parish. The indemnification and advancement provided for herein shall not apply in situations where the Vestry member or officer is not excused from liability to the Parish or to its members for monetary damages for breach of his fiduciary duty as a director or officer, as set forth in Section A above.

## **ARTICLE XV BY-LAWS**

The Vestry shall have the power to make, alter or repeal such By-Laws, rules and regulations for the government of the temporal affairs of the Parish as it may deem proper, so long as they are not in conflict with the Constitution or Canons of the Episcopal Church or the Diocese, of these Articles of Incorporation.

## **ARTICLE XVI AMENDMENTS**

Amendments to these articles may be voted upon at the annual meeting or at any other meeting of the membership called pursuant to the by-laws. For any meeting at which amendment of these articles is to be considered and voted upon, notice thereof must be given at least thirty days before the meeting and such notice must set forth either the proposed amendment or a fair summary of the proposed changes. No amendments shall be adopted that may affect the federal income tax exemption of the Parish as an organization described in Section 501(c)(3) of the Internal Revenue Code. No amendments shall be adopted in contravention of the Constitution and Canons of the Episcopal Church or in contravention of the Constitution and Canons of the Diocese. No amendments to these articles shall be made without first having obtained the approval of The Bishop of the Diocese as to their form and content.

## **ARTICLE XVII**

**DISSOLUTION**

In the event of the dissolution of the Parish corporation or the lapse of its Charter, by limitation or otherwise, all of its property shall pass to the Corporation whose title is The Diocese of the Episcopal Church of Louisiana.

Dated this \_\_\_\_\_ date of \_\_\_\_\_, 2024.

\_\_\_\_\_  
Rector

\_\_\_\_\_  
Senior Warden

\_\_\_\_\_  
Secretary

**ACKNOWLEDGMENT**

STATE OF LOUISIANA

PARISH OF \_\_\_\_\_

BEFORE ME, the undersigned authority, personally came and appeared, - \_\_\_\_\_, to me known to be the person who signed the foregoing instrument as the Rector and who, having been duly sworn, acknowledged and declared, in the presence of the two witnesses whose names are subscribed above, that he signed such instrument as his free act and deed for the purposes mentioned herein.

IN WITNESS WHEREOF, the appearer, witnesses and I have hereunto affixed our hands on this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_ at \_\_\_\_\_, Louisiana.

WITNESSES:

\_\_\_\_\_  
  
\_\_\_\_\_

\_\_\_\_\_  
[insert name]  
Rector

\_\_\_\_\_  
NOTARY PUBLIC  
Bar Roll Number \_\_\_\_\_