

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE



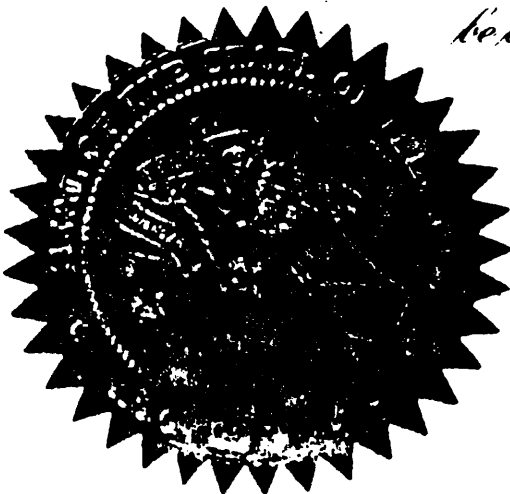
To all to whom these Presents Shall Come, Greeting:

Whereas, ARTICLES OF INCORPORATION OF INDIA RURAL EVANGELICAL FELLOWSHIP, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE GENERAL NOT FOR PROFIT CORPORATION ACT OF ILLINOIS, IN FORCE JANUARY 1, A.D. 1944.

Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.*

at the City of Springfield, this 21ST
day of AUGUST *AD. 19* 84 *and*
of the Independence of the United States
the two hundred and 9TH



Jim Edgar
SECRETARY OF STATE

BY LAWS
OF
INDIA RURAL EVANGELICAL FELLOWSHIP, INC.

ARTICLE I

NAME AND DEFINITIONS

1.01 Name. The name of the corporation shall be INDIA RURAL EVANGELICAL FELLOWSHIP, INC. and shall sometimes hereinafter be referred to as the "Corporation."

1.02 Member. A member shall be any person who qualifies for or is elected to membership in the Corporation as hereinafter provided.

ARTICLE II

REGISTERED OFFICE AND AGENT

2.01 Registered Office. The Corporation shall maintain in the State of Illinois a registered office and a registered agent at such office, and may have other offices within or outside of the state. The Corporation's registered office and registered agent shall be that which is on file with the Secretary of State.

ARTICLE III

PURPOSES AND POLICIES

3.01 Purposes. The purposes for which the Corporation is formed are those set forth in the Certificate of Incorporation, as from time to time amended. Namely, to promote with the help of God, the gospel message of Christianity with the state of Andhra Pradesh, South India; to print and publish Christian literature; to publish and maintain individual churches, until they are able to stand alone; to establish and maintain Christian schools; to establish and maintain homes for orphans and destitute children; to provide financial assistance in supporting medical services for the rural poor; and to encourage human development through the creation of self-help projects.

3.02 Policies. The Corporation shall not engage in or support any political platform or political activities or actions. Nor shall the Corporation support any candidate for public office.

The Corporation shall be nondenominational, and independent of any ecclesiastical organization or denomination.

No part of the net earnings of the Corporation shall inure to the benefit of any member, individual or other corporation and no property of the Corporation shall be distributed, directly or indirectly, to any member of the Corporation.

ARTICLE IV

MEMBERS

4.01 Election of Members. Members shall be elected from time to time by the Board of Directors of the Corporation. An affirmative vote of two-thirds (2/3) of Directors shall be required for election.

4.02 Voting Rights. Each member shall be entitled to one (1) vote on each matter that is admitted to a vote of the members.

4.03 Transfer of Membership. Membership in this Corporation is not transferable or assignable.

4.04 Termination of Membership. The Board of Directors by affirmative vote of two-thirds (2/3) of all the members of the Board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues, if any, acted in contrary to the doctrinal position of the Corporation or acts in contrary to the statement of faith of the Corporation, herein attached and labeled Appendix A and incorporated into the By Laws of the Corporation.

4.05 Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

4.06 Place of Meeting. All meetings of the membership shall be held at the registered office of the Corporation, or such other place as the Board of Directors shall from time to time designate.

4.07 Meetings. The annual meeting of the membership will be held on the first Saturday of May, of each year, unless otherwise designated by the Board of Directors.

4.08 Special Meetings. Special meetings of the members may be called either by the chief executive officer, or the Board of Directors or any two (2) members of the Corporation having voting rights.

4.09 Notice of Meetings. Written notice stating the place, date, and hour of any meeting of members shall be delivered to each member entitled to vote at such meeting not less than five (5) nor more than forty (40) days before the date of such meeting. Notice shall not be required where all members are present and consent to such meeting. In case of a special meeting or when required by statute or by these By Laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States Mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company.

4.10 Informal Action by Members. Any action required to be taken at a meeting of the members of the Corporation, or any other action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

4.11 Quorum. A majority of members entitled to vote, represented in person, shall constitute a quorum at any meeting of the membership.

4.12 Proxies. At any meeting of members, a member entitled to vote may vote only in person and no proxy shall be valid.

4.13 Voting. At meetings of the membership, each member entitled to vote shall have one (1) vote on any matter submitted, and may be by voice unless twenty (20%) percent of the members present at such meeting shall demand voting by written ballot. In electing members to the Board of Directors of the Corporation, such election may be conducted by mail.

ARTICLE V

BOARD OF DIRECTORS

5.01 Powers. The Board of Directors shall

- (a) Manage the affairs of the Corporation; and
- (b) Provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation

and the words "Corporate Seal Illinois."

5.02 Number of Directors. The number of directors shall be at least five (5) in number, providing that when additional directors are to be elected that they are to be in multiples of two (2) only so that the total number of directors shall always remain in an odd number.

5.03 Election and Term. The directors shall be elected by the membership at the annual meeting or at such other meeting as shall be called for such purpose by the directors, and they shall hold office until their successor shall have been elected.

5.04 Qualifications. Directors need not be residents of Illinois or members of the corporation. No person shall be qualified for or assume the office of the director unless and until he has submitted a signed declaration stating that he will work towards achieving the purposes as laid out in the By Laws and a signed Affirmation of Faith as stated in Appendix A.

5.05 Regular Meetings. A regular annual meeting of the Board of Directors shall be held without further notice than these By Laws, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution of the time and place, for the holding of additional regular meetings of the Board without other notice in such resolution.

5.06 Special Meeting. Special meetings of the Board of Directors may be called by or at the request of the chief executive officer or any two (2) directors. The person or persons authorized to call special meetings of the Board may affix any place, or within or outside of the State of Illinois, as a place for holding any special meeting the Board calls by them.

5.07 Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice delivered personally or sent by mail or telegram to each director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of the director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By Laws.

5.08 Quorum. A majority of the directors shall constitute a quorum to transact business of the Corporation, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further meeting.

5.09 Manner of Acting. The act of a majority of all of the directors shall be the act of the Board of Directors, except as otherwise provided by law or by these By Laws.

5.10 Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receive compensation therefore.

5.11 Informal Action by Directors. Any action required to be taken at a meeting of the directors of the Corporation, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the actions so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

5.12 Vacancies. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of directors, shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of such office.

ARTICLE VI

OFFICERS

6.01 Officers. The officers of the Corporation shall be a chief executive officer, one or more assistant officers (the number thereof to be determined by the Board of Directors), a treasurer, and a secretary and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant treasurers or assistant secretaries as it shall be deemed desirable, such officers to have the authority to perform the duties prescribed, from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person, except the office of the chief executive officer and the office of secretary. No person shall be qualified for or shall assume any office unless and until he has submitted a signed declaration stating that he will advance the purposes of this Corporation and a signed Affirmation of Faith, see Appendix A.

6.02 Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon as thereafter convenient. Vacancies may be filled or new offices created and filled in a meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

6.03 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

6.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

6.05 Chief Executive Officer. The chief executive officer shall be the principal executive officer of the Corporation and shall in general supervise and control all the business and affairs of the Corporation. He shall preside at all meetings of the members and the Board of Directors. He may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in a case where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By Laws or by statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of chief executive officer and such other duties as may be prescribed by the Board of Directors from time to time.

6.06 Assistant Officer. In the absence of the chief executive officer or in the event of his inability or refusal to act, the assistant officer (or in the event there be more than one assistant officer, the assistant officers, in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the chief executive officer, and the one so acting shall have all the powers of and be subject to all the restrictions upon the chief executive officer. Any assistant officer shall perform such other duties as from time to time may be assigned to him by the chief executive officer or by the Board of Directors.

6.07 Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation and disbursements thereof and to receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected.

in accordance with the provisions of Article of these By Laws; and in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the chief executive officer or by the Board of Directors.

6.08 Secretary. The secretary shall record the minutes of the meeting of the members of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By Laws or as required by law; be custodian of the corporate records and of the seal of the Corporation; see that the seal of the Corporation is affixed to all documents; the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By Laws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the chief executive officer or the Board of Directors.

6.09 Compensation. The officers of the Corporation, by the resolution of the Board of Directors, may be reimbursed for any expenses incurred in the performance of their respective duties, and if any officer or officers serve fulltime in the performance of their duties, they shall receive compensation as determined by the Board of Directors, and such salary to be reviewed and determined at each annual meeting of the said Board.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these By Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

7.02 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and counter-signed by the chief executive officer or an assistant officer of the Corporation.

7.03 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

7.04 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation; and any officer of the Corporation may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation provided that such contribution, gift, bequest or devise has been restricted.

ARTICLE VIII

BOOKS AND RECORDS

8.01 Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

9.01 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE X

WAIVER OF NOTICE

10.01 Waiver of Notice. Whenever any notice whatever is required to be given under the provisions of the General Not-for-Profit Corporation Act of Illinois or under the provisions of the Articles of Incorporation or these By Laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the title stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE XI

DOCTRINAL POSITION

11.01 Spiritual Standard. All members of the Board of Directors, officers, agents or workers of the Corporation shall be those who without reservation to the affirmation of faith, labeled Appendix A and attached hereto, hereby incorporated and made a part of these By Laws, by signing said affirmation upon entering into service for the Corporation, upon assuming an office or upon re-entry into any subsequent term of service or office.

ARTICLE XII

DUES

12.01 Annual Dues. The Board of Directors may determine from time to time the amount of initiation fees, if any, and annual dues payable, if any, to the Corporation by members.

ARTICLE XIII

AMENDMENTS

13.01 Amendments. The power to alter, amend, or repeal the By Laws or adopt new By Laws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the By Laws. Such action may be taken at a regular or a special meeting for which written notice of the purpose shall be given. The By Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.