

**RESTATED CERTIFICATE OF INCORPORATION
OF
ST. STEPHEN'S MARTHOMA CHURCH, INC.**

To:
The Secretary of State
State of New Jersey

Pursuant to the provisions of Title 15A:9-4 New Jersey Non-Profit Corporation Act, the undersigned corporation executes the following Restated Certificate of Incorporation of St. Stephen's Marthoma Church, Inc.:

ARTICLE I

Name of the Corporation:

The name of the corporation is: St. Stephen's Marthoma Church, Inc.

ARTICLE II

Purpose:

The purpose or purposes for which the corporation is organized are:

Christian worship service in accordance with the faith, practices and constitution of the parent church namely Malankara Mar Thoma Syrian Church also known as Mar Thoma Church, believed to be founded by St. Thomas, Apostle of Jesus Christ in A. D. 51 in Kerala, India.

This corporation is organized exclusively for charitable, scientific, religious and educational purposes provided for under Section 501(c) (3) of the Internal Revenue Service Code of 1986 and does not contemplate pecuniary gain or profit, incidental or otherwise.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, 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 its purpose.

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 campaign on behalf of any candidate for public office, the corporation shall not carry on any other 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 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE III
Membership:**

The corporation shall have members and the qualifications for membership shall be set forth in the by-laws.

**ARTICLE IV:
Trustees:**

The method of electing trustees shall set forth in the by-laws.

**ARTICLE V:
Address of Registered Office and Name of Registered Agent:**

The address, including the actual location as well as the postal designation, if different, of the corporation's initial registered office and the name of the corporation's registered agent are as follows:

Actual Location Address of Corporation:

423 Dunhams Corner Road
East Brunswick, NJ 08816

Name of Registered Agent:

Dr. Samuel Thomas

**ARTICLE VI
Name and Address of Board of Trustees:**

The number of trustees constituting the present board of trustees shall be (23) and names, addresses of the trustees are as follows:

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|----|---|--------------------------|
| 1) | Rt. Rev. Dr. Isaac Mar Philoxenos
2320 Merrick Avenue
Merrick, NY 11566 | Diocesan Bishop/Chairman |
| 2) | Rev. Varghese Mathew
151 Aspen Drive
North Brunswick, NJ 08902 | Vicar/President |
| 3) | Jacob Chacko
1633 Hudson Avenue
North Brunswick, NJ 0892 | Vice President |
| 4) | Dr. Samuel Thomas
2 Ledgercock Court
Morris Plains, NJ 07950 | Secretary |

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|-----|---|----------------------------------|
| 5) | Manoj Joseph
24 Shepherd Way
Kendal Park, NJ 08824 | Treasurer |
| 6) | Saji M. Mathew
1009 Hunters Glen Drive
Plainsboro, NJ 08536 | Accountant |
| 7) | Varghese Varghese
211 Schanck Road
Freehold, NJ 07728 | Lay Leader |
| 8) | Dhinker Philip
248 Patriot Hill Drive
Basking Ridge, NJ 07920 | Lay Leader |
| 9) | John Thomas
1 Bucknell Drive
East Brunswick, NJ 08816 | Sabha Mandalam Representative |
| 10) | Shibu Varghese
92 Princess Drive,
North Brunswick, NJ 08902 | Diocesan Assembly Representative |
| 11) | Abraham Kurien
55 Marshall Road
Hillsborough, NJ 08844 | Diocesan Assembly Representative |
| 12) | Manoj Mathew
4 Salka Court
Edison, NJ 08817 | Prayer Group 1 Representative |
| 13) | Jomy John
27 Independence Court
Piscataway, NJ 08854 | Prayer Group 2 Representative |
| 14) | John Joseph
86 Bronson Way
Skillman, NJ 08558 | Prayer Group 3 Representative |
| 15) | Varughese Abraham
45 Diane Avenue
Old Bridge, NJ 08857 | Prayer Group 4 Representative |

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| 16) | John Thomas
42 Carlisle Road
Basking Ridge, NJ 07920 | Senior Fellowship Representative |
| 17) | Thomas George
1601 Solook Drive
Parlin, NJ 08872 | Edavaka Mission Representative |
| 18) | Shirly Thomas
1 Bucknell Drive
East Brunswick, NJ 08816 | Sevika Sanghom Representative |
| 19) | Sajan Podikunju
4 Acorn Drive
Edison, NJ 08820 | Yuvajana Sakhyam Representative |
| 20) | Sunil Kurian
18 Albermarle Drive
Marlboro, NJ 07746 | Youth Fellowship Representative |
| 21) | Sony Cherukara
720 DeCamp Drive
Hillsborough, NJ 08844 | Sunday School Representative |
| 22) | Erlin George
56 Crescent Court
Morganville, NJ 07751 | Parish Choir Representative |
| 23) | Sibi Abraham
7 Holmes Avenue
Monroe, NJ 08831 | Young Couple Fellowship Representative |

ARTICLE VII

Duration of the Corporation:

The duration of the corporation's existence shall be: perpetual.

ARTICLE VIII

Laws Under Which Organized:

The corporation is a corporation which could be organized pursuant to the provisions of Title 15A of the New Jersey Revised Statutes.

ARTICLE IX

Distribution of Assets upon Dissolution:

Upon the dissolution of the Corporation, assets of the corporation shall be distributed as follows:

In the event of dissolution of this corporation, its assets shall be distributed only to organizations that enjoy exempt status in accordance with the provisions of Section 501(c) (3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law). In the event no such exempt organizations exist or cannot be distributed its assets shall be distributed to the federal government or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X

Not for Pecuniary Gain:

The corporation does not contemplate pecuniary gain, incidental or otherwise.

ARTICLE XI

Effective Date of Corporation:

The effective date of the Certificate of Amendment of the Certificate of Incorporation shall be the date of filing.

ARTICLE XII

Religious Purpose of the Corporation:

The purpose for which the corporation is organized is to worship Lord Jesus Christ as a congregation of the Malankara Mar Thoma Church (parent church), with its headquarters at Thiruvalla, Kerala, India, and is directly under the control of the Diocese of North America & Europe both in temporal and ecclesiastical matters, having its headquarters in Merrick, New York.

It is a Non Profit Religious Corporation mainly formed as a congregation of the parent church to conduct worship services in accordance with the faith and practices of the parent church and also using the liturgy approved by the parent church and not organized for the private gain of any person. It is organized under the Non Profit Religious Corporation Law exclusively for religious purposes.

ARTICLE XIII

Faith & Mission of the Corporation:

To worship the Lord Jesus Christ, conduct other religious sacraments and functions as

necessary in accordance with the faith and practices of the parent Church.

To arrange, conduct sacraments, and observances as authorized and required by the faith and practices of the parent church.

To teach the members about the Trinity and the Word of God by conducting Bible study classes, prayer meetings, Sunday School classes etc. based on the teachings of Jesus Christ as revealed through the Bible and the Holy Spirit.

To help the members of the congregation in their spiritual growth, and to nurture their children in the faith and practices of the parent church.

To help the members of the congregation especially the younger generation to understand the importance of liturgical worship and corporate worship according to the Eastern traditions.

To conduct by the congregation or its organizations or prayer groups or to participate in the mission tours organized by the Diocese, parent church or its organizations.

To engage in missionary activities that would enhance not only the spiritual lives of the members of the congregation but also to help the parent church in its efforts for Christian missionary work in India, Mexico, United States, and other parts of the world.

To receive, hold, encumber, manage and transfer both real and personal property in such manner as may be decided by the General Body of the members from time to time, with the approval of the Diocesan Bishop as per the constitution of the parent church.

To publish newsletters, magazines, membership directories both in print and electronic media, blogs, web sites including social media sites, conduct meetings, seminars, conferences both in person and teleconferences including video conferences and any other charitable or religious activities for the spiritual enhancement of the members that are not in conflict with the faith and practices of the parent church.

ARTICLE XIV

Membership:

The corporation shall have members admitted as per the constitution of the parent church. The general body of the members shall have the sole authority to decide all matters pertaining to the congregation, organizations, prayer groups subject to approval by the Diocesan Bishop. Anyone who believes in Jesus Christ, and in the Trinity, and accepts and follows the faith and practices of parent church may become a member by giving an application signed by the individual or the head of the household and approved by the Vicar in accordance with the parent church's constitution. The corporation will not practice or permit discrimination on the basis of sex, race, national origin, religion, physical handicap or disability.

ARTICLE XV

Authority & Powers:

The corporation shall have through its Board of Trustees, those powers permitted by the general body under the constitution of the parent church, these articles, and by-laws of the corporation and any acts permitted under the law to carry out its purposes including, but not limited to the following matters:

To enter into, make and perform contract of every kind and description.

To borrow or raise funds for any of the purposes of the corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, and other negotiable instruments as evidence of indebtedness, and to secure the payment of any thereof and the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or there after acquired, and to sell, pledge, or otherwise dispose of such bonds but the said corporation shall not have discount or other banking privileges.

To have one or more officers, to carry on all or any of its operations and business within the limits set by the constitution of the parent church, articles and by-laws of the corporation, and authorized by the General Body.

ARTICLE XVI

Distribution of Net Earnings:

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in Article III hereof. 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 publishing or distribution of states) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE XVII

Supremacy Clause:

In all ecclesiastical matters the constitution of the parent church shall be binding on the corporation and its members. If there is any conflict between the Articles and by-laws of the corporation with that of the constitution of the parent church, the constitution of the parent church shall prevail. All matters for which there is no specific provision in these Articles or in the by-laws of the corporation, or in the constitution of the parent church, the decisions of the Diocesan Bishop, or the Metropolitan or Episcopal Synod shall be binding on the corporation and its members. The Diocesan Bishop shall have exclusive jurisdiction over all ecclesiastical matters, and his decisions shall be final subject to the appeal to the Metropolitan or to the Episcopal Synod and no legal actions shall be brought against the congregation, its officers, Diocesan Bishop for any matters relating to the faith and practices of the parent church or of the congregation. Regarding temporal matters no legal actions shall be initiated by any members against the congregation, its office bearers, or by any members or congregation or organizations against the Diocese or Diocesan Bishop, Metropolitan, and the parent church until all the administrative remedies have been sought and exhausted as provided under the constitution of the parent church.

ARTICLE VIII

Amendments:

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statutes or the constitution of the parent church and all rights conferred upon the members herein are granted subject to this reservation.

ARTICLE XIX

Acknowledgment:

The foregoing Restated Certificate of Incorporation has been duly approved by the two third majority of the votes of the members eligible to vote in its duly convened general body meeting.

IN WITNESS WHEREOF, the undersigned, the President of the above named corporation, has signed the Restated Certificate of Incorporation on the _____ day of _____, 2018.

Rev. Varghese Mathew, President

Subscribed and sworn to before me this _____ day of _____, 2018.