

(Amended May 21, 1992)

ACT OF INCORPORATION

December 14, 1915

On motion it was unanimously resolved that the act of incorporation, being the act, Chapter 407 of the Laws of the State of New York, approved April 28, 1915, be and the same hereby is accepted, and that a copy thereof be prefixed to the Minutes of this meeting.

GENERAL - ALL COUNTRIES

(Sixteen folios)

LAWS OF NEW YORK - By Authority

CHAP. 407.

AN ACT to incorporate The Church Peace Union (founded by Andrew Carnegie).

Became a law April 28, 1915, with the approval of the Governor. Passed, three-fifths being present.

The People of the State of New York, represented in the Senate and Assembly, do enact as follows:

Section 1. The following persons, who upon February tenth, nineteen hundred and fourteen, associated themselves and now are acting as members of the voluntary association known as The Church Peace Union (founded by Andrew Carnegie), to wit: Peter Ainslie, Arthur Judson Brown, Francis E. Clark, William H. P. Faunce, James Cardinal Gibbons, John J. Glennon, David H. Greer, Frank O. Hall, Eugene R. Jenkin Lloyd Jones, William Lawrence, Frederick Lynch, Charles S. Macfarland, John R. Mott, George A. Plimpton, Junius B. Remensnyder, Henry Wade Rogers, Robert E. Speer, Francis Lynde Stetson, James J. Walsh, and Luther B. Wilson, their associates and successors from time to time chosen, are hereby incorporated and are declared to be a body corporate of the state of New York, by the name of The Church Peace Union (founded by Andrew Carnegie), and by such name shall be known and shall have perpetual succession with the powers, limitations and restrictions herein contained.

Section 2. The purposes and objects of the corporation shall be exclusively charitable, educational and religious and for these purposes and objects and for no other:

(a) To instruct, cultivate, develop and improve the capabilities of religious leaders, laymen and students in understanding the relevance of religious

ethics to peaceful international relations among peoples by exclusively charitable and educational activities such as holding of discussion and consultation groups, seminars and study projects, and by publications. PROVIDED, HOWEVER, that the organization shall not attempt to influence legislation by propaganda or otherwise, nor shall the corporation urge the public or any individual to make contact with members of a legislative body for the purpose of proposing, supporting or opposing legislation, nor shall the corporation advocate the adoption or rejection of legislation.

This Corporation is committed to serving a wide variety of people in diverse cultural and economic settings, who suffer emotional, spiritual and physical needs which result from conditions beyond their personal control. Recognizing this diversity of conditions, the Corporation will respect the cultural and religious preferences of the peoples and countries wherein the Corporation assists, and the Corporation will never use religious persuasion or a profession of faith as a factor in distributing aid to needy people. Furthermore, the Corporation will not promote religion at the public expense by using United States Government funds or United States Government financed goods or services to promote sectarian purposes.

(b) To receive and administer funds exclusively for the charitable, educational and religious purposes hereinbefore set forth; from time to time to pay, apply or otherwise utilize the principal and income thereof, but only for the charitable, educational and religious purposes hereinabove set forth. PROVIDED, HOWEVER, that no part of any gift or of any funds of the corporation shall inure to the benefit of any member or individual having personal or private interest in the corporation.

(c) To purchase, lease or otherwise acquire, hold, sell, lease, convey, mortgage or otherwise dispose of real and personal property or any interest therein.

(d) To enter into affiliations, contracts, agreements, undertakings or otherwise within the limitations provided by law.

(e) In the event of the dissolution of the corporation to dispose of any corporate assets in whatever form remaining at the time of such dissolution by distributing said assets, subject to the approval of a justice of the Supreme Court of New York, to qualified charitable, educational or religious organizations or entities having purposes similar to those of this corporation and not otherwise.

(f) To do any and all things which may be necessary or proper in connection with its exclusively charitable, educational and religious purposes.

The Trustees hereinafter named, and their successors from time to time, shall have the power to make, alter, amend or repeal the By-Laws of the corporation so as to make or modify the conditions and regulations under which the corporation's exclusively charitable, educational and religious objects shall be accomplished and to determine the particular charitable, educational and religious activities to which the income shall be applied so as to secure the application of funds in the manner best adopted to accomplish the exclusively charitable, educational and religious objects hereinbefore set forth; PROVIDED, HOWEVER, that the purposes of the corporation shall at all times be limited as hereinbefore provided.

Section 3. That the management and direction of the affairs of the corporation and the control and disposition of its property and funds shall be vested in a board of trustees, twenty-nine in number, composed of the following persons now acting as trustees:

Peter Ainslie, Arthur Judson Brown, Francis E. Clark, William H. P. Faunce, James Cardinal Gibbons, John J. Glennon, David H. Greer, Frank O. Hall, Eugene R. Jenkin Lloyd Jones, William Lawrence, Frederick Lynch, Charles S. Macfarland, Marcus M. Marks, Shailer Mathews, Edwin D. Mead, William Pierson Merrill, John R. Mott, George A. Plimpton, Junius B. Remensnyder, Henry Wade Rogers, Robert E. Speer, Francis Lynde Stetson, James J. Walsh, Luther B. Wilson, and of their successors from time to time duly chosen.

Vacancies caused by death, resignation or otherwise, shall be filled by the remaining trustees in such manner as shall be prescribed from time to time by the by-laws of the corporation. The Persons so elected thereupon shall become trustees, and also members of the corporation.

Section 4. The principal office of the corporation shall be located in the city of New York, but offices may be maintained and meetings of the trustees and committees thereof may be held elsewhere, as provided by the by-laws of the corporation. The books and records of the corporation shall always be kept at the principal office.

Section 5. The board of trustees shall be entitled to take, hold and administer any and all securities, funds or property which at any time or in any amount may have been given, devised or bequeathed to the board of trustees or to the corporation for the purposes of the trust. The board shall have full power from time to time to adopt a common seal, to appoint an executive committee and a finance committee and such officers and agents, whether or not members of the board of trustees as may be deemed proper for carrying on the business of the corporation, with such powers at such salaries or remuneration as from time to time may be determined or approved by the trustees or by the executive committee. The board shall have full power to adopt by-laws and such rules or regulations as shall be deemed necessary to secure the safe and convenient transaction of the business of the corporation; and full power and discretion to invest any principal and deal with and expend the income of the corporation in such manner as in the judgment of the trustees or of the executive committee or the finance committee will best promote the objects hereinbefore set forth; and, in general, to have and to use all the powers and authority necessary and proper to promote such objects and carry out the purposes of the corporation. The board shall have power to hold as investments any securities given, assigned, or transferred to them or to the corporation by any person, persons or corporation, and to retain such investments, and to invest such sums or amounts from time to time in such securities and in such form and manner as may be permitted to trustees or to charitable or literary corporations for investment according to the laws of the State of New York, or any of them, or in such securities as may be authorized for investment by any deed of trust, or by any act or deed of gift or last will and testament.

Section 6. The services of the trustees, when acting as such, shall be gratuitous, but the corporation may provide for the reasonable expenses incurred by the trustees in attending meetings or otherwise in the performance of their duties, and also for the compensation of any trustee for services rendered to the corporation at its request specially as officer or otherwise, all as contemplated in Andrew Carnegie's deed of gift, dated February tenth, nineteen hundred and fourteen.

Section 7. The corporation hereby created shall have all the powers and be subject to all restrictions which now or hereafter may pertain by law to membership corporations in so far as the same are applicable and not inconsistent with the provisions of this act.

Section 8. This act shall take effect immediately.

STATE OF NEW YORK,)
Office of the Secretary of State) ss.

I have compared the preceding with the original law on file in this office, and do hereby certify that the same is a correct transcript therefrom and of the whole of said original law.

FRANCIS M. HUGO
Secretary of State.

AND

State of New York)
Department of State) ss:

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on
October 2, 1992

Gail S. Shaffer
Secretary of State