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FILED

In the office of the Secretary of State
of the State of California

APR 19 1996

Bill Jones
BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF

AMBASSADOR FOUNDATION

a California nonprofit religious corporation

ARTICLE I

The name of this corporation is: AMBASSADOR FOUNDATION.

ARTICLE II

The purpose, business and pursuit of this corporation shall be:

A. This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law primarily for religious purposes.

B. To purchase, acquire, lease, sell and dispose of property, both real and personal, and to use, incumber, pledge, mortgage, lease, and otherwise deal in the same at pleasure to the same extent as a natural person can do.

C. To make and execute deeds, mortgages, releases and instruments of indebtedness, negotiable or non-negotiable, and to enter into and execute contracts of every kind and character with any person, firm, or corporation.

D. Notwithstanding any other provision of these Articles, the corporation shall not carry on any 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

E. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) campaign on behalf of any candidate for public office.

ARTICLE III

The county in this State where the principal office for the transaction of the business of the corporation is located is Los Angeles County.

ARTICLE IV

The name and address in the State of California of this corporation's initial agent for service of process is: Ralph K. Helge, 300 West Green Street, Pasadena, California 91105.

ARTICLE V

This corporation is not organized, nor shall it be operated, except as permitted by law, for pecuniary gain or profit, and it does not contemplate, except as permitted by law, the distribution of gains, profits or dividends to the members thereof or to any private shareholder or individual.

ARTICLE VI

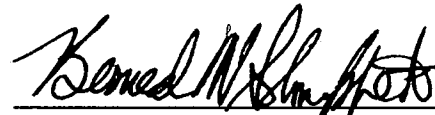
In the event that the corporation's charter is surrendered to, taken away by, or revoked by the Association, the corporation shall be dissolved.

The property of this corporation is irrevocably dedicated to religious purposes, and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon liquidation, dissolution, or winding up of the corporation, or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed as follows, provided, however, that no appointment of any appointee shall be deemed vested. Rather this article shall be subject to amendment or modification at any time without notice, provided, however, that any designated appointee shall be legally qualified:

- A. To the Worldwide Church of God, a nonprofit corporation, provided, however, that it is organized and operated exclusively for charitable or religious purposes and has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or files an application seeking such status and acquires such status within a

reasonable time prior to receiving distribution of such remaining assets. In the event such power or appointment is not valid, is unenforceable or is not exercised for any reason, then

- B. To Ambassador University, Big Sandy, Texas, a Texas nonprofit corporation, provided, however, that it is organized and operated exclusively for charitable and religious purposes and has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or files an application seeking such status and acquires such status within a reasonable time prior to receiving distribution of such remaining assets.



Bernard W. Schnippet
Incorporator

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