

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
THE “ASCENSION ALLIANCE”
UBI 602-459-943**

In accordance with the laws of the State of Washington, RCW 24.12, Bishop Alan R. Kemp, the current Chief Executive Officer and Presiding Bishop, hereby amends the Articles of Incorporation for Ascension–Alliance for Spiritual Renewal, a Corporation Sole, as follows:

- I. **Name.** “In Article I, ‘Name,’ the name is changed from ‘Ascension–Alliance for Spiritual Renewal’ to the ‘Ascension Alliance.’”
- II. **Purpose.** Article II, “Purpose,” is changed to read as follows: “The Ascension Alliance shall serve as a vessel to contain an independent, free, Church, organized in the spirit of the Independent Catholic, Emerging Church, and Jewish Renewal movements, and to provide an ecclesiastical home for the remnants of the Catholic Apostolic Church of Antioch–Malabar Rite. We will serve as a hub for a network of teachers and pilgrims; foster lives of authenticity and service; provide pastoral care and counseling; establish and/or nurture societies and/or congregations of religious life; form, ordain, commission, and/or consecrate clergy and non ordained ministers; preach; teach; feed the hungry; heal the sick; visit the infirm and imprisoned; help spiritual pilgrims raise mind, body, and spirit; creatively administer the sacraments and sacramentals; charter, create, recognize, and/or support subordinate ministries; and any other activity usually associated with the operation of a Church, denomination, ecclesiastical organization, and religious movement.
 - A. Said organization, the Ascension Alliance, is organized as a Church and exclusively for charitable, religious, and educational purposes under section 501(c)(3) of the Internal Revenue Code.
 - B. Notwithstanding any other provision in these Articles, the Ascension Alliance shall not carry out any activity prohibited by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.”
- III. **Corporate powers.** Article III, “Corporate powers,” is changed to read as follows: “In accordance with RCW 24.12.020, Ascension Alliance shall have power to contract in the same manner and to the same extent as a natural person, and may sue and be sued, and may defend in all courts and places, in all matters and proceedings whatever, and shall have authority to borrow money and give promissory notes therefor, and to secure the payment of the same by mortgage or other lien upon property, real and personal; to buy, sell, lease, mortgage and in every way deal in real and personal property in the same manner as a natural person may, and without the order of any court; to receive bequests and devises for its own use or upon trusts, to the same extent as natural persons may; and to appoint attorneys in fact.”
- IV. **Property.** Article IV, “Property,” is changed to read as follows: “Any assets owned by the organization shall be held in trust for the use, purpose, benefit, and on behalf of the Ascension Alliance.”

V. Official Appointment and Filling of Vacancies. Article V, "Official Appointment and Filling of Vacancies," is amended to read as follows: "In accordance with RCW 24.12.030, these articles are filed in like manner as provided by law for corporations aggregate.

A. By virtue of a charter issued on September 28, 1998 by the Catholic Apostolic Church of Antioch-Malabar Rite, and the formation of a community, the Ascension organization first came into existence. The Right Reverend Alan R. Kemp was its senior elder, presbyter, or archpriest, chartered and authorized by the Church to establish, direct, and legally incorporate the mission and community as a Corporation Sole.

B. Appointment of the Chief Executive Officer.

1. On October 21, 2006 the Right Reverend Alan R. Kemp was duly consecrated a bishop in apostolic succession.
2. Our affiliation with the Catholic Apostolic Church of Antioch ended, effective May 31, 2009, as ratified in our Articles of Amendment for this Corporation Sole, filed November 5, 2009.
3. In accord with the previously amended Articles of Incorporation, the Ascension Alliance became an unaffiliated, free, and independent, ecclesiastical body.
4. Bishop Alan R. Kemp shall continue to serve as the Chief Executive Officer (CEO) of the Corporation Sole, with the full authority to administer said Corporation Sole, 'the organization,' until such time as he shall retire, resign, die, become legally incapable of functioning in office, or is recalled by a two thirds vote of the Board of Governors. In particular, he shall perform the following duties:
 - a. Serve as the chief executive officer of the organization;
 - b. Conduct the business affairs and manage the assets of the organization;
 - c. Fill vacancies on the Board of Governors, when permanent positions open up due to death, retirement, disability, or recall;
 - d. Serve as the Chair and a member of the Board of Governors;
 - e. Serve as Co-chair of the Council of Bishops;
 - f. Serve as Rector and CEO of Ascension Theological College, a subsidiary organization, which offers theological education under the authority of the religious-exempt status granted by the Washington Higher Education Coordinating Board:
 - i. In consultation with the Board of Governors and Council of Bishops, develop curriculum;
 - ii. Oversee instruction;
 - iii. Recruit, screen, appoint, and evaluate faculty;
 - iv. Recruit, screen, and admit students in accordance with the official catalog;
 - v. Facilitate, help form, and oversee the operation of candidates' Formation Committees in accordance with the official catalog;
 - vi. Oversee each candidate's progress;
 - vii. Maintain records of faculty and candidates;
 - viii. Issue diplomas;

- g. Issue ministry credentials and maintain records of clergy, ministers, seminarians, members, and chartered subordinate ministries of the organization;
 - h. Organize and/or delegate coordination of annual convocations, including contracting for the use of facilities, meals, and other services.
 - i. Publish newsletters, liturgical texts, and spiritually oriented writings, in consultation with the Board of Governors and Council of Bishops.
 - j. All other duties not otherwise provided for in the organization's Articles of Incorporation and/or by-laws.
- C. Board of Governors. A Board of Governors (previously called 'Council') is hereby established. It will assist in charting a course for the organization.
- 1. A five member Board of Governors shall advise the CEO and Presiding Bishop on all important matters, approve by-law changes, approve admission of clergy and candidates into our organization, provide oversight for Ascension Theological College, and approve all major decisions.
 - 2. Clergy of any rank, seminarians, and lay persons are eligible to serve as members of the Board of Governors.
 - 3. Three founding members of the Ascension organization, Bishop Alan R. Kemp, of Gig Harbor, Washington, Bishop Bernie Finch, of Pepin, Wisconsin, and Bishop Howard Dugan of Mt. Shasta, California, are hereby ratified as permanent members of the Board of Governors. Their positions become vacant and subject to the appointment of a replacement, as discussed above, in the event of death, retirement, resignation, or recall by a vote of two thirds majority of the members of the Board of Governors.
 - 4. The appointment of two temporary members of the Board of Governors, Rev. Sandy Olson, of San Francisco, California, and Bishop Patsy Grubbs, of Portland, Oregon is hereby ratified. They shall serve until Convocation 2012, when we elect a new Presiding Bishop and new Representative of the General Assembly, see below.
- D. Filling Vacancies in the office of Chief Executive Officer. In the event of a vacancy in the office of CEO, the Board of Governors shall elect a replacement by majority vote, for successive four-year terms, provided that any candidate for this office must be a duly consecrated bishop in apostolic succession, or must be consecrated a bishop in apostolic succession within six months of said election. In the interim, the Presiding Bishop (see below, Article VI.D) shall serve as the 'Acting-CEO,' invested with all powers, except the power to amend the Articles of Incorporation.
- E. Term of Office for Successor Chief Executive Officers. In the event a new CEO is elected, said CEO shall serve a four-year term, will file with the Washington Secretary of State a copy of the duly attested letter certifying the election, which shall signed by an authorized representative of the Board of Governors. PROVIDED, all assets of the Ascension Alliance held in such official capacity by the CEO shall be held in trust for the use, purpose, benefit and on behalf of the organization.

- F. Failure to Elect a New Chief Executive Officer. In the event no new CEO is elected within one year and thirty days of an incumbent's retirement, resignation, death, legal incapacitation, or recall, the organization shall be dissolved, and its assets distributed, as outlined in Article IX, below."

VI. The Episcopacy. A new Article VI, "The Episcopacy," is added here. Other Articles are renumbered as indicated. "Bishops are recognized as pastoral leaders in the life of the Church:

- A. Bishops. As provided for in Church tradition and/or in our by-laws, persons incardinated or consecrated as bishops in the Ascension Alliance shall:
 - 1. First and foremost be pastors and servants of the servants of God;
 - 2. mentor, nurture, and support ordained and non ordained ministers in their development as clergy, pastoral counselors, and/or spiritual directors;
 - 3. provide for the pastoral needs of persons as well as ordained and non ordained ministers;
 - 4. be responsible to discern the appropriateness of candidates for major orders or non ordained ministry;
 - 5. have sole authority to ordain or consecrate appropriate candidates for major orders and/or commission persons for non ordained ministry.
- B. Ordinariates. To provide structure to the relationship between bishops and their affiliated ministers, bishops may establish jurisdictions called "ordinariates," the constitutions of which may help clarify the pastoral relationship between the bishop and ministers, subject to the by-laws of the organization, whose charism emphasizes love, freedom, as well as the pastoral and collegial nature of the relationship between the bishop and the ministers affiliated with him or her.
- C. Council of Bishops. In addition to the administrative leadership and oversight provided by the CEO and Board of Governors, a Council of Bishops is hereby established.
 - 1. All duly consecrated bishops who are members of the Ascension Alliance shall be recognized as members of the Council of Bishops;
 - 2. The Council of Bishops shall provide spiritual and pastoral leadership to the organization in the following ways:
 - a. provide consultation and input on all matters pertaining to religious belief and spiritual praxis;
 - b. serve as, or appoint, an Ethics Committee as provided for in our by-laws, Ethics Policy, and Conflict-of-Interest Policy;
 - c. vote on the nominations for Presiding Bishop, sending the names of two candidates back to the General Assembly for election.; and, ratify any recall of a Presiding Bishop.
- D. Presiding Bishop. The functions of the Presiding Bishop are hereby separated from those of the Chief Executive Officer (CEO). However, until the election of a new Presiding Bishop at Convocation 2012, Bishop Alan R. Kemp shall continue to serve in this office.

Election and term of office. Any person who is a member in good standing of this organization is eligible to be elected to the office of Presiding Bishop, according to the following conditions:

1. The person must be a duly consecrated bishop in our organization or must be consecrated a bishop in apostolic succession prior to the beginning of their term.
2. Elections shall be held at Convocation every three years.
3. The first such election shall take place at Convocation 2012.
4. The individual shall be elected for a three year term, which shall begin immediately upon election.
5. Nominations shall come from members of the General Assembly, see below.
6. Members of the Council of Bishops shall vote on the nominations no later than 30 days prior to Convocation, indicating their first, second, and third choice in order of preference. Each first choice vote shall be awarded 3 points; second, 2; third, 1. The names of the two candidates with the highest number of points shall be forwarded to the General Assembly for election.
7. Members of the General Assembly not able to attend the annual Convocation may vote in advance by mail.
8. Those who are able to attend Convocation shall have an opportunity to discuss the qualifications of the candidates during a meeting of the General Assembly and to vote after said discussion.
9. The Presiding Bishop shall have the following responsibilities:
 - a. Serve as the spiritual leader of the organization, including responsibility to act as spokesperson;
 - b. Hold and carry the "charism," or spiritual Grace of the organization;
 - c. Convene convocations and preside at or appoint a primary celebrant at "corporate" liturgies;
 - d. Be the pastor of the flock, "first among equals," and Chair of the Council of Bishops;
 - e. Serve as a member and Co-chair of the Board of Governors (assuming the seat on the Board currently held by Bishop Patsy Grubbs);
 - f. In consultation with the ordaining bishop, Rector of Ascension Theological College, and Formation Committee, approve candidates for ordination or commissioned lay ministry;
 - g. Serve as primary consecrator for anyone elected to the episcopacy within our jurisdiction."
10. A sitting Presiding Bishop may be recalled by the petition of two-thirds of the members of the General Assembly ratified by a vote of two-thirds of the members of the Council of Bishops, see below"

VII. General Assembly. A new Article VII, "General Assembly," is added here. Other Articles are renumbered as appropriate. "A General Assembly is hereby created.

- A. Members of the General Assembly. All incardinated members of the clergy; commissioned pastoral counselors and spiritual directors;

seminarians; and enrolled members of the Ascension Alliance, who are not permanent members of the Board of Governors or Council of Bishops shall be considered members of the General Assembly.

1. An incardinated member of the clergy shall be defined as a duly ordained minister, deacon, priest (presbyter), or bishop who has been approved for incardination in the organization and who is currently in good standing.
 2. A commissioned pastoral counselor or spiritual director shall be defined as a person who has completed a program of study for the respective ministry, has been formally commissioned for this ministry by the organization, and is currently in good standing.
 3. A seminarian shall be defined as any person who has been accepted as a student in Ascension Theological College and who is currently in good standing.
 4. An enrolled member of the organization shall be defined as a person who has applied for membership in the Ascension Alliance, paid the applicable membership dues, is currently in good standing, and has been enrolled as a member for at least six months prior to the election.
- B. Consultation and Information. The General Assembly shall be consulted on and kept informed about major changes in the operation of the organization.
- C. Representative to Serve on the Board of Governors. One representative of the General Assembly shall be elected to serve for a three-year term on the Board of Governors.
1. The first such election shall occur during Convocation 2012 (the person elected shall occupy the seat on the Board currently held by Reverend Sandy Olson).
 2. Nominations may come from anyone who is a member of the General Assembly.
 3. Members of the General Assembly not able to attend an election at Convocation may submit their votes in advance by mail.
 4. Members of the General Assembly able to attend an election at Convocation shall cast their votes after discussion of the qualifications of the candidates during a meeting of the General Assembly at Convocation during an election year.
 5. Representatives of the General Assembly may be recalled through petition by two-thirds of the members of the General Assembly.
 6. In the event of a recall, a new representative shall be elected for a three year term by mail, if the petition has been filed more than 90 days prior to a Convocation; if Convocation will commence less than 90 days after the petition is filed, the new election will occur at the Convocation."

VIII. Indemnification. The previous Article VI, "Indemnification," is renumbered Article VIII. It is changed to read as follows: "In accordance with RCW 24.12.025, all authorized agents of the Ascension Alliance shall be indemnified for all actions taken on behalf of the corporation sole."

- IX. Dissolution.** The previous Article VII, "Dissolution," is renumbered Article IX. It is hereby amended to read as follows: "Upon dissolution and winding up of the Ascension Alliance, after paying, or adequately providing for the debts and obligations of the organization, the remaining assets of the organization shall be distributed to an organization, fund, foundation, or corporation organized and operated under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code."
- X. Amendments.** Article VIII, "Amendments," is renumbered Article X. It is changed to read as follows: "The Articles of Incorporation for the Ascension Alliance may be amended at any time by the Chief Executive Officer through the act of signing and filing Articles of Amendment with the Washington Secretary of State."
- XI. Principal Place of Business.** The previous Article IX, "Principal Place of Business," is renumbered Article XI. It is amended to read as follows: "The physical place of business for the Ascension Alliance in the State of Washington is 17206 144th Street KP N, Gig Harbor, WA 98329. However, the mailing address for all official correspondence is: P.O. Box 167, Vaughn, WA 98394."

DATED this _____ day of _____, 2011

Bishop Alan R. Kemp, D.Min
CEO & Presiding Bishop

Physical Address:
Ascension Alliance
17206 144th Street KP N
Gig Harbor, WA 98329

Mailing Address:
Ascension Alliance
P.O. Box 167
Vaughn, WA 98394