



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

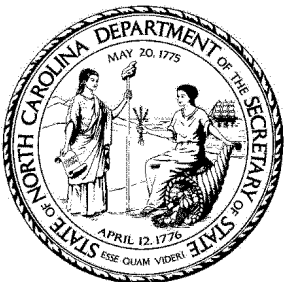
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

RATIO CHRISTI, INC.

the original of which was filed in this office on the 2nd day of February, 2011.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 2nd day of February, 2011.

Elaine F. Marshall

Secretary of State

ARTICLES OF INCORPORATION OF RATIO CHRISTI, INC.

We, the undersigned, being natural persons of full legal age, for the purposes of forming a nonprofit corporation under Chapter 55A of the North Carolina General Statutes, as amended, do hereby associate ourselves as a body corporate, and adopt the following Articles of Incorporation.

ARTICLE 1

NAME

The name of the Corporation is: Ratio Christi, Inc.

ARTICLE 2

PURPOSE

The purpose for which the Corporation is organized is to encourage and strengthen the faith of Christian students at public and private institutions around the world, while sharing Christ's message and love with those who have not yet accepted Him. By situating apologetic clubs at universities nationally and internationally, we hope to take part in the battle for the mind and begin to reverse the prevalent trend toward secularism in the university by encouraging dialogue and stimulating discussion directed towards answering life's pressing questions.

To this end, the Corporation shall have as its objectives:

- (a) Expressing the Gospel of Jesus Christ through all activities of the Corporation.
- (b) Empowering students to grow deeper in the knowledge of and love for Jesus Christ, and enabling them to effectively share that knowledge and love with others by building relationships and promoting Christian discipleship.
- (c) Situating apologetics clubs at universities nationally and internationally in order to encourage dialogue and stimulate discussion directed towards answering life's pressing questions.

- (d) To do any and all other acts and things and to exercise any and all other rights and powers which may be necessary, incidental, desirable or expedient in the accomplishment of any of the foregoing purposes.

ARTICLE 3

AUTHORITY

The Corporation shall have all authority possessed by it or conferred upon it by law, including without limitation the authority:

- (a) To pursue its purposes and conduct and carry on any and all lawful business or activities therewith or incidental thereto, or any part thereof, in the State of North Carolina, and in any other state, territory or possession of the United States, and in all other parts of the world; and
- (b) To carry on and conduct all other activities consistent with the purposes set forth above as may be necessary or advisable, suitable, convenient, useful or expedient in connection with, or incidental to, the accomplishment of any such purposes, to the full extent permitted by the laws of the State of North Carolina or any other jurisdiction where such activities may be carried on.

RESTRICTIONS

No part of the net earnings of the Corporation shall be used for the benefit of, or be distributable to, its members, 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 of the Corporation. No substantial part of the activities of the Corporation shall be 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 statements) any political campaign on behalf of 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 of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are tax deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation shall be organized and operated exclusively for religious, charitable, and educational purposes within the meaning of Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE 4

NONPROFIT CORPORATION

The Corporation shall not afford pecuniary gain or profit, incidentally or otherwise, to its directors or members, other than reasonable payment for services rendered.

ARTICLE 5

DURATION

The period of the Corporation's duration is perpetual.

ARTICLE 6

REGISTRATION AND REGISTERED AGENT

Location of the registered, and principal, office of the Corporation is: 122 Weddington Church Road Waxhaw, NC 28173 Union County).

The Corporation's Registered Agent is: Simon Brace of 122 Weddington Church Road Waxhaw, NC 28173 (Union County).

ARTICLE 7

INCORPORATOR

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John E. Haley	6007 Crape Myrtle Lane, Charlotte, NC 28216 (Mecklenburg County).

ARTICLE 8

MEMBERSHIP

The Corporation shall not have members.

ARTICLE 9

LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by applicable law, no director of the corporation shall have any personal liability for monetary damages arising out of an action whether by or in the right of the corporation or otherwise for breach of any duty as director, except for liability (i) for acts or omissions that the director at the time of the breach knew or believed were clearly in conflict with the best interests of the corporation, (ii) for liability under Sections 55A-8-32 or 55A-8-33 of the North Carolina Nonprofit Corporation Act, (iii) for any transactions from which the director derived an improper personal financial benefit, or (iv) acts or omissions occurring prior to the date this Article became effective.

Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

If the North Carolina Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of such a director of the corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended North Carolina Nonprofit Corporation Act.

In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE 10

CAPITAL STOCK

The Corporation shall have no capital stock.

ARTICLE 11

DISTRIBUTIONS UPON LIQUIDATION OR DISSOLUTION

In the event of the dissolution of this Corporation at any time or for any reason, all of the funds, properties, and assets of this Corporation shall be contributed to a nonprofit organization selected by the Corporation's then serving Board of Directors, provided that at the time of the contribution such organization is wholly of a public and nonprofit nature, is organized and operated exclusively for religious, charitable, scientific, or educational purposes, and qualified as an exempt organization under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of

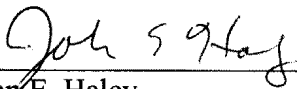
1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). If the selected organization is not eligible to receive the funds under the restrictions provided in the preceding sentence, all of the assets of the Corporation shall instead be given or contributed to any one or more other corporations, association, entities or institutions which are wholly of a public and nonprofit nature, which are organized and operated exclusively for religious, charitable, scientific, or educational purposes, and which shall at that time qualify as an exempt organization under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), and such contributions shall be made to such corporation, association, entity or institution as may be determined by a majority of the Board of Directors. No contributor to this Corporation, nor any member of the family of a contributor, nor any corporation controlled by a contributor shall derive or receive any financial or pecuniary gain or profit from this Corporation upon dissolution, liquidation, winding up, or otherwise, except for reasonable payment for services rendered.

ARTICLE 12

AMENDMENT OF ARTICLES

The Board of Directors may amend these Articles, in whole or in part, at any meeting upon the vote of a two-thirds majority of all directors present at the meeting (as long as the two-thirds majority consists of no less than a majority of all directors); provided that notice of such proposed amendment shall be contained in the prior written notice of the meeting given to all directors at least five (5) days before the meeting takes place.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the North Carolina Nonprofit Corporation Act, Chapter 55A of the General Statutes of North Carolina, as amended, executes these Articles of Incorporation, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand on the date set forth beside his signature.


John E. Haley

1/28/11
Date