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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
NORWEGIAN SEAMEN'S CHURCH, INC.**

(A Not-For-Profit Corporation)

NORWEGIAN SEAMEN'S CHURCH, INC., a Florida not-for-profit corporation (the Corporation"), duly organized and existing under the laws of the State of Florida, hereby certifies that the following *Amended and Restated Articles of Incorporation* were adopted by its voting member and the Board of Directors pursuant to that certain written consent in lieu of a special meeting dated 15<sup>th</sup> January, 2012, which vote was sufficient for approval.

**ARTICLE I  
NAME AND ADDRESS**

The name of the Corporation is NORWEGIAN SEAMEN'S CHURCH, INC. The principal office of the Corporation is located at 2950 S Flamingo Road, Davie, FL 33330. The mailing address of the Corporation is: 2950 S Flamingo Road, Davie FL 33330. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE II  
NATURE OF BUSINESS**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Revenue Laws"), and shall include but not be limited to (a) cultivating, promoting, fostering and advancing the teachings of God in conformity with the ritual in force in the Lutheran Church in Norway and the Governing Rules (the "Constitution") of SJØMANNSKIRKEN - Norwegian Church Abroad, Bergen, Norway ("SJØMANNSKIRKEN") - and (b) providing services to categories of persons seen as having special needs, problems or requirements and for mission efforts directed toward Nordic seamen and visitors and to anyone having Norwegian or Nordic heritage. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

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### **ARTICLE III RELATIONSHIP WITH SJØMANNSKIRKEN**

The corporation is a subordinate corporation to SJØMANNSKIRKEN. The corporation is at all times subject to the Constitution of SJØMANNSKIRKEN, as the Constitution may be in effect from time to time. Notwithstanding anything else these amended and restated Articles of Incorporation, this corporation shall not take any action or engage in any activity that is inconsistent with the Constitution (unless required by Florida or federal law). In the event of any disagreement over an interpretation of the Constitution the interpretation of SJØMANNSKIRKEN shall be binding on this corporation.

### **ARTICLE IV POWERS**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

### **ARTICLE V MEMBERSHIP**

The Corporation shall have two classes of members, voting members and nominating members, with the qualifications and rights of the members of each class as further described in the Bylaws of the Corporation. The Corporation shall have one voting member, within the meaning of Section 617.0601 of the Florida Not For Profit Corporation Act, with the voting rights as specified in the Bylaws of the Corporation.

### **ARTICLE VI TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

### **ARTICLE VII BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be elected in accordance with the provisions of the Bylaws of the Corporation. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation.

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### **ARTICLE VIII OFFICERS**

The officers of the Corporation shall be a Chairman, a President, a Chief Operating Officer, a Secretary and a Treasurer, and such other officers as may be appointed by the Board of Directors. The election of offices shall be as set forth in the Bylaws of the Corporation.

### **ARTICLE IX REGISTERED AGENT AND OFFICE**

The street address of the registered office of this Corporation is The Norwegian Seamen's Church, Inc. 2950 S. Flamingo Road, Davie FL 33330 and the name of the registered agent at such address is Arild Kirkeby.

### **ARTICLE X BYLAWS**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time and as approved by the voting member of the Corporation.

### **ARTICLE XI AMENDMENTS**

The vote of at least a 2/3 majority of the members of the Board of Directors or the unanimous written consent of the members of the Board of Directors shall be required to adopt an amendment to these Articles provided, however, that no amendment to these Articles shall take effect without the written consent of the voting member.

### **ARTICLE XII LIMITATION ON ACTIONS**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) 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 activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors or

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officers, and the private property of the subscribers, members, Directors and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

(a) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(b) engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(c) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(d) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or

(e) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

#### ARTICLE XIII DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of the Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas 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.

IN WITNESS WHEREOF, on this 15<sup>th</sup> day of January, 2012, this Corporation has caused its duly authorized officer to execute these *Amended and Restated Articles of Incorporation* so that, on the filing hereof, the Articles of Incorporation shall be deemed amended and restated accordingly.

Trude Holsvik-Garcia

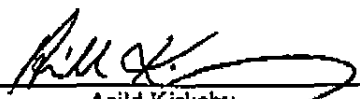
Print Name: Trude Holsvik-Garcia

Title: Secretary

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**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED HEREIN, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
Arild Kirkeby

Date: 04/04, 2012