

# NONPROFIT ARTICLES OF INCORPORATION FOR THEY NEED THE BIBLE

Version 2.0 - September 3rd, 2022.

The undersigned, being of legal age, for the purpose of now invoking the rights and responsibilities pursuant and subject to the provisions of the Minnesota Nonprofit Corporation Act, Chapter 317A et seq. of the Minnesota Statutes, do hereby amend the aforesaid nonprofit corporation and adopt the following amended and restated Articles of Incorporation:

## ARTICLE I — NAME

### 1.01 Name

The name of the nonprofit corporation shall be They Need the Bible (hereinafter “Corporation”).

## ARTICLE II — REGISTERED OFFICE ADDRESS

### 2.01 Address

The initial office of the corporation is located and mailing address shall be:

They Need the Bible  
3026 Virginia Ave.  
Crystal, MN 55427

## ARTICLE III — PURPOSE

### 3.01 Purpose

Corporation is a non-profit corporation and shall operate exclusively for charitable, religious and educational activity as specified in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. This Corporation shall not be operated for profit, but rather shall be operated exclusively for charitable purposes. This includes for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

The **purpose** of the Corporation is religious: To operate a non-denominational Christian ministry and improve access to the Bible and other Christian and literacy resources through

translation work. This includes but is not limited to: 1.) establishing networks of translation staff and facilitate translation teams in the United States and abroad, 2.) Mentoring, educating and empowering translators to accurate and efficiently complete translations; and 3.) Supporting the distribution of existing translations of the Bible and other Christian resources in the United States and abroad in this shared mission.

The scriptural theme verse will be 1 Thessalonians 2:13, “And we also thank God constantly for this, that when you received the word of God, which you heard from us, you accepted it not as the word of men but as what it really is, the word of God, which is at work in you believers.”

### 3.02 Public Benefit

They Need the Bible is designated as a public benefit corporation. Through the translated documents that They Need the Bible will produce, the public in the United States will have improved access to information that is important for living a healthy life. This includes the Bible, but also other resources that They Need the Bible endeavors to produce.

## ARTICLE IV — NON-PROFIT NATURE

### 4.01 Restrictions

At all times, the following shall operate as conditions restricting the operations of Corporation:

A. Except where safety, occupational qualifications, and/or religious rites require, Corporation’s service to the community shall be unrestricted based on considerations of disability, national origin, race, color, creed, gender, age, religion, marital status, sexual orientation, and status with regard to public assistance.

B. No part of Corporation’s annual gross receipts, property, or income shall inure to the benefit of, or be distributable to, its Directors, Officers, Members, or other private persons, incidentally or otherwise, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause herein. This includes reasonable compensation for employees and independent contractors.

C. No substantial part of the activities of the Corporation shall be the 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 or in opposition to any candidate for public office.

D. Corporation shall not make grants to foreign organizations or send money or property to foreign organizations that is unrelated to Corporation's charitable mission.

E. Corporation shall have no capital stock.

F. Notwithstanding any other provisions of this document, Corporation shall not carry on any other activities prohibited by:

1. An organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code), or
2. An organization, contributions to which are deductible under Section 170(c) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

#### 4.02 Authorizations

A. Corporation may: solicit; take and hold, by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal or mixed or any undivided interest therein, without limitation to amount or value; to convey, sell, or otherwise dispose of such property; and to invest, reinvest, and deal with the same in such a manner as in the judgment of the Board of Directors, will best promote the purposes of Corporation. Moreover, Corporation may apply for and receive grants, accept bequests, and establish and maintain an endowment fund.

B. Written Action. Pursuant to Minn. Stat. § 317A, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the board at which all Directors were present.

#### 4.03 Public Benefit

The public stands to benefit substantially from the ongoing operations of They Need the Bible through increased access to various forms of literature in minority languages; including, but not limited to, dictionaries, Bibles, translated health pamphlets, childrens' literature, and film subtitles. It is the position of They Need the Bible that these resources when offered freely to the public will increase literacy rates, as well as increased engagement in educational, religious and civic programs.

## ARTICLE V — STATEMENT OF FAITH

### 5.01 Statement of Faith Requirement

All members, directors, officers and staff of the corporation shall subscribe to a written Statement of Faith. Adherence to this statement of faith is the absolute basis for involvement with, or employment by, They Need the Bible.

### 5.02 Statement of Faith

The statement of faith required for this organization is to be as follows:

We accept and believe in the Holy Bible as the complete written Word of God, preserved to us by the Holy Spirit for our salvation and instruction. We believe this Word to be infallible, completely without error, and the unchanging and final authority in all matters of faith and life.

We endorse no one version or revision of the Bible to the exclusion of others. We recommend all which are reverent and true translations.

We submit all religious teaching to the test of II John 7-11.

We believe that the Heavenly Father is pleased to receive all people who come to Him through repentance and faith in His Son, Jesus Christ, and wishes to welcome them into His eternal Family (John 3:16-17).

We believe that the entire universe was created by God; and that God made man sinless, in His own image.

We believe in a literal, 6-day creation. Colossians 1:16 says, "For by Him all things were created." Scripture attests to the fact that God miraculously created the world in six days. (Genesis 1, Exodus 20:11, Hebrews 1:10, Isaiah 42:5, Nehemiah 9:6, Acts 17:24) Jesus also says that Adam was there "in the beginning" (Mat 19:4, Mark 10:6), because of the words of Christ, we reject the many theories which suggest that creation and evolution are compatible.

We believe that there is one God and that there are eternally existent in the one divine essence three persons—Father, Son, and Holy Spirit.

We believe that it is the responsibility of every believer to proclaim the Good News of Jesus Christ to every creature — that no one is exempt — that every believer must deny himself and take up his cross daily and lay down his life, if necessary, that the Gospel may be proclaimed in every land and in every tongue.

We believe that God wonderfully and immutably creates each person as male or female. These two distinct and complementary genders together reflect the image and nature of God (Genesis 1:26-27). We openly reject the modern redefinitions of human sexuality as being unbiblical, and inconsistent with the Word of God.

We believe that the office of the pastor is to be held by men only. The Order of Creation, together with the example of Christ and His apostles, as well as 1900 years of church history, teaches that women should not hold the pastoral office. I Corinthians 14:34-40, I Timothy 2:11-12. The theological foundation for Paul's teaching on women and the pastoral office is the Order of Creation, based on Genesis 2-3 and further developed in I Timothy 2:13-14. These words should be seen as binding on the Church for all time, and not to be ignored or set aside. The pastoral office is to be filled by qualified men only.

We believe that the term "marriage" has only one meaning: the uniting of one man and one woman in a single exclusive union as delineated in Scripture (Genesis 2:24, Matthew 19:4-6). We openly reject the notion of "same-sex marriage", as being unbiblical on the basis of 1 Corinthians 6:9-11, Romans 1:26-27, and others.

We believe that God intends sexual intimacy to occur only between a man and a woman who are married to each other (1 Corinthians 6:18; 7:2-5; Hebrews 13:4).

We believe that Jesus Christ is the only Savior and Lord who is "the way and the truth and the life" (NIV John 14:6), and that "salvation is found in no one else, for there is no other name under heaven, given to men, by which we must be saved" (NIV Acts 4:12).

We believe that the Holy Spirit is the Spirit of mission who provides the power for Christians to be witnesses to this new life in Jesus Christ everywhere in the world (Acts 1:8).

We believe that the basis for Christian fellowship is to be walking in the light. (1 John 1:7) The Bible promises the forgiveness of sin to all who confess their sin, and believe (1 John 1:9, Romans 10:9). Christian fellowship is between broken and sinful human beings, who are in daily need of God's grace and forgiveness. We believe that God uses sinners, redeemed by His grace, as the vehicle for missions work.

We believe that encouraging the right, and correcting the wrong with those we work with is not an optional part of our mission. (2 Timothy 4:2)

We subscribe to the Chicago Statement on Biblical Inerrancy (1982).

## ARTICLE VI — MEMBERSHIP / BOARD OF DIRECTORS

### 6.01 Board of Directors

They Need the Bible shall be governed by its board of directors. The board of directors shall conduct the business of the organization as provided in the Articles of Incorporation and Bylaws. The non-profit is supported by individuals, congregations and other entities supportive of its purpose. The management of the affairs of Corporation shall be vested in a Board of Directors, as defined in Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of Corporation.

### 6.02 Initial Directors

The initial directors of the Corporation shall be:

Juleigh Perona  
Nathaniel Watson  
Justo Pillman  
Kevin Olson

### 6.03 Membership

They Need the Bible shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## ARTICLE VII — PERSONAL LIABILITY

### 7.01 Indemnification and Limited Liability.

Consistent with Section 317A.257 of the Minnesota Statutes, no person who serves without compensation as a director, incorporator, officer, trustee, member, or agent of the Corporation shall be individually liable or responsible for any debt or obligation incurred by, or on behalf of, the Corporation, nor civilly liable for an act or omission if the act or omission was in good faith, was within the scope of the person's responsibilities, and did not constitute willful or reckless misconduct. Corporation shall indemnify and hold harmless any Director, Officer, or high-level employee (such as an Executive Director) from any judgments, penalties, fines, suits, damages, claims, or liability arising out of conduct (actions or inactions taken) in his or her capacity as a Director, Officer, or high-level employee except in cases involving willful misconduct.

Indemnification provided under this section shall comply with and follow the requirements as provided by Section 317A.521 of the Minnesota Statutes.

A. Indemnification will be allowable if the Director, Officer, or high-level employee:

1. has not been indemnified by another organization or employee benefit plan for the same liability with respect to the same acts or omissions;
2. acted in good faith in accordance with the required Standard of Conduct:
  - a. Standard of Conduct: Directors, Officers, and high-level employees are considered fiduciaries of Corporation. These fiduciaries shall discharge their duties in good faith, in a manner the fiduciary reasonably believes to be in the best interests of Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs those duties is not liable by reason of being or having been a fiduciary of the Corporation and is protected by the business judgment rule.
  - b. Reliance: Directors, Officers, and high-level employees are entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:
    - i. One or more Officers or employees of Corporation who is reasonably believed to be reliable and competent in the matters presented;
    - ii. Counsel, public accountants, or other persons as to matters that are reasonably believed to be within the person's professional or expert competence; or
    - iii. A committee of the Board upon which the Director, Officer, or high-level employee does not serve, duly established under Section 317A.241 of the Minnesota Statutes, as to matters within its designated authority, and the committee is reasonably believed to be reliable and competent

A Director, Officer, or high-level employee will not be entitled to claim reliance if he or she has actual knowledge concerning the matter in question and that knowledge makes reliance unwarranted;

3. Received no improper personal benefit;
4. In the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful;

5. In the case of acts or omissions occurring in the Director, Officer, or high-level employee's official capacity, he or she reasonably believed that the conduct was in the best interests of Corporation, or was not opposed to the best interests of Corporation.

B. No Director, Officer, member, or employee of Corporation shall be personally liable for the acts, debts, liabilities, or obligations of the nonprofit Corporation. Likewise, no acts, debts, liabilities, or obligations of a Director, Officer, member, or employee shall be subject to payment by the Corporation as a debt or obligation.

C. Insurance: Corporation shall have the power to acquire general liability insurance, Directors & Officers liability insurance, and/or other similar liability insurance coverage in order to protect the organization from expenses arising from legal liability.

#### 7.02 Bonding

The Board of Directors may require appropriate bonding or insurance indemnifying Corporation against larceny, theft, embezzlement, forgery, misappropriation, wrongful abstraction, willful misapplication or other act of fraud or dishonesty, in such sum and with such sureties as the Board may deem sufficient and secure, and may authorize payment of the cost of the bond or insurance.

#### 7.03 Other Considerations

A. Any repeal or modification of this Article by the Directors of Corporation shall not adversely affect any right or protection of a Director, Officer, member, or employee of Corporation existing at the time of such repeal or modification.

B. If the Minnesota Nonprofit Corporation Act, Chapter 317A et. seq. of the Minnesota Statutes, is amended after this Article becomes effective, in order to authorize action further eliminating or limiting the personal liability of a Director, Officer, member, or employee, then the liability of that person shall be eliminated or limited to the fullest extent permitted by Minnesota law, as so amended.

## ARTICLE VIII — AMENDMENTS

#### 8.01 Amendments to Constitution

This constitution may be amended at the annual meeting of the corporation. No amendment may conflict with the Confession of Faith, listed in ARTICLE V above. All amendments must be provided to the Board of Directors in writing at least 30 days prior to the annual meeting. An amendment must be ratified by a two-thirds ( $\frac{2}{3}$ ) vote of the entire Board in order to take effect.



## 8.02 Amendments to Bylaws

The Bylaws may be amended at any regular or special meeting of the Board which is called in accordance with the Bylaws. No amendment of the Bylaws may conflict with the Confession of Faith, as listed in ARTICLE V above. Proposed amendments must be provided in writing to the Board at least 30 days prior to the regular or special meeting. An amendment must be ratified by a two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors present at the meeting in order to take effect.

## 8.03 Amendments to Articles of Incorporation

The Articles of Incorporation may amended at any regular or special meeting of the Board which is called in accordance with the Bylaws. An amendment must be ratified by a two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors present at the meeting in order to take effect.

## 8.04 Rules of Voting

A Board member may give his or her vote only to another Board member by written or digital proxy to amend the Constitution or the Bylaws.

# ARTICLE IX — CONFLICTS OF INTEREST

Conflicts of Interest Policy. The purpose of this conflict of interest policy is to protect Corporation when Corporation is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of Corporation or might result in a possible excess benefit transaction.

## 9.01 Definitions:

1. Interested Person. An interested person, for purposes of this conflicts of interest policy, is any Director, Officer, or Member of a committee with Board-delegated powers, who has a direct or indirect financial interest.
2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which Corporation has a transaction or arrangement;
  - b. A compensation arrangement with Corporation or with any entity or individual with which Corporation has a transaction or arrangement; or

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Corporation is negotiating a transaction or arrangement.
3. Compensation. Compensation means anything of value received for services rendered. Compensation includes direct and indirect remuneration as well as gifts or favors that are not de minimus.
4. Conflict of Interest. A real or seeming incompatibility between one's private interests and one's public or fiduciary duties.
5. Contract or Transaction. A contract or transaction is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan, scholarship, grant, the establishment of any other type of financial relationship, or the review of any other organization. The making of a gift to the organization is not a Contract or Transaction.
6. Member of the family. A member of the family of a Director or Officer is a spouse, parent, child, spouse of a child, brother, sister, spouse of a brother or sister, grandparent, or grandchild.

#### 9.02 Policy:

Pursuant to Section 317A.255 of the Minnesota Statutes, the Board of Directors shall not enter into any contract or transaction with (a) one or more of its Directors or a Member of the family of its Director, (b) a Director of a related organization, or (c) an organization in or of which one of Corporation's Directors, or a Member of the family of one of its Directors, is also a Director, Officer, legal representative, or interested person, or in some other way has a material financial interest, unless:

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person MUST disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of committees with Board-delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists. After disclosure of all material facts regarding the transaction or arrangement and all details about the interested person's financial interest, the remaining Board or committee Members shall decide if a conflict of interest exists
3. Procedures for Addressing the Conflict of Interest.
  - a. The interested person has the burden of proving that the interested transaction or arrangement is fair and reasonable as compared to other available transactions or arrangements.
  - b. The interested person may be present for discussion to answer questions, but may NOT advocate for the action to be taken, cannot be included to establish a quorum

for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

- c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances that do not produce a conflict of interest, the Board or committee shall determine by a two-thirds (2/3) majority vote of the disinterested Directors whether the interested transaction or arrangement is in Corporation's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make a decision as to whether to enter into the interested transaction or arrangement.
4. Records of Proceedings. The minutes of all actions taken on such matters shall clearly reflect the following:
  - a. The names of the interested person(s) who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's (or Committee's) decision as to whether a conflict of interest in fact existed.
  - b. The names of persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceeding. Record who voted in the affirmative, who dissented, and who failed to vote.
5. Violations of the Conflict of Interest Policy.
  - a. If the Board or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose
  - b. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
6. Annual Statements.

Each Director, Officer, and member of a Committee with powers delegated by the Board of Directors shall annually sign a statement which affirms:

  - a. Such person has received a copy of the Conflict of Interest Policy;
  - b. Such person has read and understands the policy;
  - c. Such person has agreed to comply with the policy; and
  - d. Such person understands Corporation is a charitable organization, and in order to maintain its federal tax exemption, it must engage primarily in activities that

accomplish one (1) or more of its tax-exempt purposes.

#### 9.03 Compensation:

This subsection shall govern when Corporation determines compensation.

1. A Director who receives compensation, directly or indirectly, from Corporation for services is precluded from voting on matters pertaining to that Director's compensation.
2. A voting Member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Corporation for services is precluded from voting on matters pertaining to that Member's compensation

#### 9.04 Gifts, Gratuities and Entertainment:

1. . Corporation may solicit and accept gifts that are consistent with its mission.
2. Donations may generally be accepted by Corporation from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitations.
3. In the course of its regular fundraising activities, Corporation may accept donations of money, real property, personal property, stock, and in-kind services.
4. Corporation's Directors and/or Officers personally accepting gifts, entertainment or other favors from individuals or entities can result in a conflict of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Director and/or Officer in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of Corporation

## ARTICLE X — DURATION & DISSOLUTION

#### 10.01 Duration

The period of duration of the corporation is perpetual.

#### 10.02 Dissolution.

Methods and procedures of Dissolution shall be governed by the Minnesota Nonprofit Corporation Act, Sections 317A.701 to 317A.791, Minnesota Statutes.

Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the They Need the Bible hereunder shall be selected by the discretion of a majority of the managing body of the They Need the Bible and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the They Need the Bible by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Minnesota.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Minnesota to be added to the general fund.

#### 10.03 Distribution of Assets.

At the direction of the Board of Directors, any and all remaining assets upon dissolution of Corporation shall be distributed exclusively to one or more charitable, religious, scientific, literary, or educational organizations which would qualify under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of a future federal tax code, or to the federal, state or local government, for a public purpose.

## ARTICLE XI — CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

IN WITNESS WHEREOF, we, the undersigned Board of Directors, hereby approve and subscribe our names to this document for the purpose of amending and restating the Articles of Incorporation for They Need the Bible under the laws of the State of Minnesota, specifically Chapter 317A et. seq. of the Minnesota Statutes, on this 3rd day of September, 2022.

Incorporator Signature: \_\_\_\_\_  
Incorporator Name: **Andrew J. Olson, Director**  
Incorporator Address: **3026 Virginia Ave. N., Crystal, MN 55427**

Incorporator Signature: \_\_\_\_\_  
Incorporator Name: **Nathaniel Watson, Director**  
Incorporator Address: **PO Box 28, Andover, MN 55304**

Incorporator Signature: \_\_\_\_\_  
Incorporator Name: **Kevin Olson, Director**  
Incorporator Address: **PO Box 28, Andover, MN 55304**

Incorporator Signature: \_\_\_\_\_  
Incorporator Name: **Justo Pillman, Director**  
Incorporator Address: **PO Box 28, Andover, MN 55304**

Incorporator Signature: \_\_\_\_\_  
Incorporator Name: **Juleigh Perona, Director**  
Incorporator Address: **PO Box 28, Andover, MN 55304**