

Amended and Restated Charter of
The Ethics and Religious Liberty Commission
of the Southern Baptist Convention

Formerly

The Christian Life Commission
of the Southern Baptist Convention

Pursuant to the provisions of the Tennessee Nonprofit Corporation Act, the undersigned Corporation hereby submits its Amended and Restated Charter, amending the present charter by deleting it in its entirety and by substituting the following in its place. This Amended and Restated Charter supersedes the Corporation's original charter and all prior amendments thereto.

1. The name of the Corporation is: The Ethics and Religious Liberty Commission of the Southern Baptist Convention. Prior to the filing of this Amended and Restated Charter this Corporation was named The Christian Life Commission of the Southern Baptist Convention.
2. The address of the principal office and the registered office of the Corporation is 901 Commerce Street, Nashville, Davidson County, Tennessee 37203. The registered agent at that office is Richard D. Land.
3. The Corporation is a public benefit Corporation.
4. The Corporation is a religious Corporation.
5. The Corporation is not for profit.
6. The Corporation has one Member, which is the Southern Baptist Convention, incorporated by an act of the Senate and House of Representatives of the State of Georgia. The annual meeting of the Southern Baptist Convention shall constitute the annual meeting of the Member. A special meeting of the Member may occur upon the

call of the president of the Southern Baptist Convention with the concurrence of the other officers of the Southern Baptist Convention and of the Executive Committee of the Southern Baptist Convention.

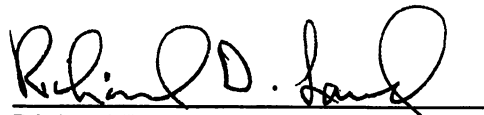
7. Upon dissolution, after all creditors of the Corporation have been paid, the assets of the Corporation shall be distributed to the Southern Baptist Convention, if the Southern Baptist Convention then qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code. If the Southern Baptist Convention does not qualify, then the assets shall be distributed to one or more organizations which do qualify.
8. The directors shall be designated "trustees." The trustees shall be elected by the Southern Baptist Convention in a meeting of the Southern Baptist Convention.
9. The board of trustees shall be composed as follows: The number of trustees of the Corporation shall be four (4) plus the number, up to thirty (30), of the states and territories deemed by the Southern Baptist Convention to be qualified for representation on the commissions of the Southern Baptist Convention. The four (4) at-large trustees may be residents of any qualified state or territory. Of the thirty (30) other trustees, only one may be from a given state or territory.
 - A. The number of trustees shall be temporarily increased to include a position for each person who, on June 1, 1991, was serving as an at-large member of the Public Affairs Committee, and was not an agency head (hereinafter, "former PAC member").
 - B. Each former PAC member who is duly nominated and elected by the Southern Baptist Convention may serve as a trustee of the Corporation until such time as he or she would have been ineligible to continue to serve as a member of the Public Affairs Committee.
 - C. When the aforesaid period of eligibility expires for each former PAC member, or when such person for any other reason ceases to serve as a trustee of the Corporation, then each temporary position on the board of trustees shall terminate. By this process of attrition, the total number of trustees shall ultimately be restored to the number originally provided for in paragraph 9 above.
 - D. If any former PAC member is not nominated or elected by the Southern Baptist Convention to serve on the board of the Corporation, then each temporary position of trustee for each person shall terminate.

10. A. The Southern Baptist Convention as Member of this corporation, in any meeting of the Member and without regard to the call of the meeting, may remove a trustee prior to the expiration of the trustee's term for any reason deemed sufficient to the Convention, the election and removal of trustees by the Convention being religious acts within the scope of the free exercise of the Convention's religion under the Constitution of the United States. A motion in an annual meeting of the Southern Baptist Convention to remove a trustee may be made only after the following prerequisites have been accomplished:
1. Written notice shall have been given to the board of trustees, the Executive Committee of the Southern Baptist Convention (referred to hereafter as the "Executive Committee"), and to the person whose removal is sought (which person shall be referred to hereafter as "the Subject") at least 30 days prior to any vote by the Executive Committee or the board to recommend removal.
 2. Either the Executive Committee or the board shall have approved a motion recommending removal of a single Subject. If the board approves such a motion it shall notify the Executive Committee as soon as possible so that the removal can be considered during the next annual meeting of the Southern Baptist Convention.
 3. Written notice of the result of any vote by either the Executive Committee or board recommending removal shall have been sent to the Subject and released to Baptist Press at least 30 days prior to any vote by the Member to remove the Subject as a trustee. There shall be no requirement that such notices be sent simultaneously.
- B. The motion to remove a trustee shall be made to the messengers at an annual meeting of the Southern Baptist Convention by the Executive Committee or the Board, whichever has recommended the removal. The motion may be brought as a joint recommendation if both the Executive Committee and the Board have recommended removal. No single motion may undertake to remove more than one Subject. The motion to remove shall be adopted if it receives the affirmative vote of two-thirds of the messengers present and voting.
- C. If the motion to remove a trustee is adopted, the removal shall be effective immediately upon delivery to the corporation's secretary of a written notice of removal signed by the president or recording secretary of the Southern Baptist Convention. Any vote by the Member in favor of the removal of a trustee shall be deemed as having conclusively established the sufficiency of any reason for

removal. There shall be no right of judicial review concerning the removal of a trustee before, during, or after consideration of the matter by any body referred to above.

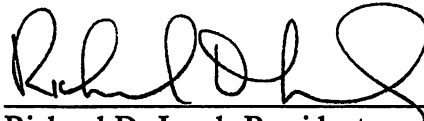
- D. A trustee shall be considered as having resigned when he/she ceases to be a resident member of a church either geographically within the state or affiliated with the convention of the state from which he/she has been elected as a representative.
11. No person who receives a salary from the Corporation shall be a member of the board of trustees.
 12. If a vacancy occurs on the board of trustees, including a vacancy resulting from death, resignation, removal, or ineligibility of a trustee, the board of trustees may fill the vacancy until the Southern Baptist Convention elects a trustee to fill the unexpired term which such trustee is filling.
 13. The purposes for which the Corporation is organized are: to operate exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; to assist Southern Baptists to become more aware of the ethical implications of the Christian gospel with regard to such aspects of daily living as family life, human relations, moral issues, economic life and daily work, citizenship, and related fields; and by helping them create, with God's leadership and by His grace, the kind of moral and social climate in which the Southern Baptist witness for Christ will be most effective.
 14. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its trustees, officers, or other private individuals or persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and to make payments in furtherance of the purposes set forth in the paragraph just above. Notwithstanding any other provision of this charter, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.
 15. An amendment to this charter shall require the approval of the Southern Baptist Convention.

This Amended and Restated Charter of The Ethics and Religious Liberty Commission of the Southern Baptist Convention was duly adopted by the board of trustees of the corporation on March 6, 1997, to take effect June 19, 1997, subject to the approval of the Southern Baptist Convention.


Richard D. Land, President

Certificate

The foregoing Amended and Restated Charter of The Ethics and Religious Liberty Commission of the Southern Baptist Convention contains amendments to the charter requiring approval of the Southern Baptist Convention pursuant to Tenn. Code Ann. §48-60-301. The Southern Baptist Convention approved the amended and restated charter in its meeting held June 17-19, 1997. The Corporation had no Members as of the date of the adoption of the amendments and therefore no approval by Members was required. This duly adopted restated charter supersedes the original charter and all prior amendments thereto.



Richard D. Land, President