

No 8000000062

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

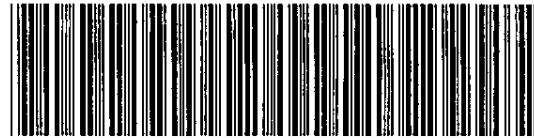
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600251439046

09/18/13--01024--006 **78.75

APPROVED
AND
FILED

13 OCT 10 PM 2:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
SEP 25 2013
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Mosaic Church of Crestview, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

James A. Ross

(Contact Person)

Mosaic Church of Crestview, Inc.

(Firm/Company)

837 West James Lee Blvd

(Address)

Crestview, FL 32536

(City/State and Zip Code)

For further information concerning this matter, please call:

Michael S. McDuffie

(Name of Contact Person)

At (850) 398-2701

(Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 25, 2013

JAMES A. ROSS / MOSAIC CHURCH OF CRESTVIEW INC.
837 WEST JAMES LEE BLVD.
CRESTVIEW, FL 32536

SUBJECT: MOSAIC CHURCH OF CRESTVIEW, INC.
Ref. Number: N08000000062

We have received your document for MOSAIC CHURCH OF CRESTVIEW, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

On page 3 of the plan of merger, number 3. You referenced in a. & b. that the amended and restated articles were attached. Also, You referenced the amended & restated by laws. When these are referenced, you must include these in the merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 513A00022489

ARTICLES OF MERGER
(Not for Profit Corporations)

FILED
13 OCT 10 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Mosaic Church of Crestview, Inc.</u>	<u>Florida</u>	<u>N08000000062</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Living Faith Baptist Church Inc. of Crestview</u>	<u>Florida</u>	<u>N96000004347</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on 08/14/2013. The number of directors in office was Four. The vote for the plan was as follows: Four FOR None AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☒ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

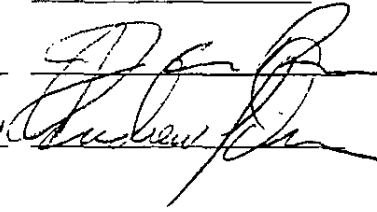
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

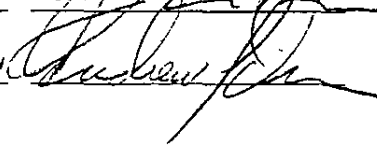
Typed or Printed Name of Individual & Title

Mosaic Church of Crestview, Inc.



James A. Ross, Pastor/President & Director

Living Faith Baptist Church Inc of Crestview



Anthony J. Orsa, Pastor/President & Director

13 OCT 10 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Mosaic Church of Crestview, Inc.

Florida

The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Living Faith Baptist Church Inc. of Crestview

Florida

13 OCT 10 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

The terms and conditions of the merger are as follows:

See separate Agreement and Plan of Merger attached.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

See separate Agreement and Plan of Merger attached.

Other provisions relating to the merger are as follows:

See separate Agreement and Plan of Merger attached.

Agreement and Plan of Merger

THIS AGREEMENT AND PLAN OF MERGER (hereafter the "Merger Agreement") is entered into by and between Living Faith Baptist Church Inc of Crestview, 837 West James Lee Boulevard, Crestview, Florida 32536, a 501(c)(3) religious, nonprofit Florida corporation (hereafter referred to as "Living Faith"), and Mosaic Church of Crestview, Inc. of 1001 South Pearl Street, Crestview, Florida 32539, a 501(c)(3) religious, nonprofit Florida corporation (hereafter referred to as "Mosaic"), and is effective upon the filing of the Articles of Merger with the Florida Secretary of the State.

The purpose of this merger is to combine the efforts of Living Faith and Mosaic in worship, serving, reaching out and nurturing to share the love of God both within the combined church body and with our surrounding community, in quality and in quantity.

RECITALS

1. Living Faith is a 501(c)(3) religious, non-profit corporation, incorporated under the laws of the State of Florida (i.e., Florida Statutes Chapter 617, the Florida Corporations Not for Profit Act). Living Faith is a Corporation duly organized, validly existing, and in good standing under the laws of Florida.

2. Mosaic is a 501(c)(3) religious, non-profit corporation, incorporated under the laws of the State of Florida (i.e., Florida Statutes Chapter 617, the Florida Corporations Not for Profit Act). Mosaic is a Corporation duly organized, validly existing, and in good standing under the laws of Florida.

3. Living Faith and Mosaic each has its own Members ("Members") and board of directors, known as the Vision Team for Mosaic and the Board of Directors for Living Faith (collectively referred to as "Boards").

4. As of the date of this Agreement, Living Faith has four (4) active and voting members that comprise the entire body of the church. These members also represent the Board of Directors for Living Faith. These certain four (4) members will be collectively referred to as the "Living Faith Members".

5. Each of the Boards of Mosaic and Living Faith has determined that it is advisable and in the best interests of its non-profit corporation and the churches that comprise each corporation that Living Faith merge with and into Mosaic upon the terms and conditions of this Merger Agreement (hereafter referred to as the "Merger").

6. The Board of Directors of Living Faith has, by resolution duly adopted, approved and adopted this Merger Agreement and has directed that this Merger Agreement be submitted to a vote of its Members for approval as required under Chapter 617.1103 of the Florida Corporations Not for Profit Act.

7. The Vision Team of Mosaic has, by resolution duly adopted, approved and adopted this Merger Agreement and has directed that this Merger Agreement be submitted to a vote of its Board of Directors for approval as required under Chapter 617.1103 of the Florida Corporations Not for Profit Act.

8. The affirmative vote of a majority of the Members and the Board of Directors, who have the privilege to vote at a special meeting of Living Faith (the "Living Faith Members"), at a properly noticed and called Special Meeting of Living Faith is necessary for this Merger to become effective.

9. The affirmative vote of a majority of the Members and the Board of Directors, who have the privilege to vote at a special meeting of Mosaic (hereinafter collectively referred to as "Mosaic Voting Members"), at a properly noticed and called Special Meeting of Mosaic is necessary for this Merger to become effective.

10. The Mosaic Voting Members have, by an affirmative unanimous vote at a properly noticed and called Special Meeting of Mosaic, approved the proposed amendments to the Articles of Incorporation of Mosaic to effectuate the Merger.

11. The Mosaic Voting Members have, by an affirmative unanimous vote at a properly notice and called Special Meeting, approved the proposed amendments to the Bylaws of Mosaic to effectuate the Merger.

12. The parties intend by this Merger Agreement to effect a "merger" of these two religious 501(c)(3), non-profit corporations as provided for under Section 617.1106 of the Florida Corporations Not for Profit Act with the surviving merged corporation being Mosaic (the "Surviving Corporation").

Terms and Provisions:

In consideration of the foregoing recitals and of the following terms and provisions, and subject to the following conditions, it is agreed:

1. Merger. At the Effective Time (as defined in this Section 1), Living Faith shall be merged with and into Mosaic (the "Merger"). Mosaic shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the "Surviving Corporation"), with all of the rights and obligations of such domestic Florida Not for Profit corporation, as provided by the Florida Corporations Not for Profit Act, and the separate corporate existence of Living Faith shall cease. The Merger shall become effective upon the filing of the Articles of Merger with the Florida Secretary of the State. The date and time when the Merger shall become effective is herein referred to as the "Effective Time."

2. Purpose of Surviving Corporation. The purpose of the Surviving Corporation is set forth in the Amended and Restated Articles of Incorporation of Mosaic, and is generally to carry on the religious mission, programs and activities of the combined non-profit religious corporations. As of the Effective Time of the Merger, the principal office of the Surviving Corporation is located at: 837 West James Lee Boulevard, Crestview, Florida 32536.

3. Governing Documents.

a. The Amended and Restated Articles of Incorporation of Mosaic, as set forth in Exhibit A hereto, shall be the new Articles of Incorporation of the Surviving Corporation ("Amended and Restated Articles of Incorporation").

b. The Amended and Restated Bylaws of Mosaic ("Bylaws"), as set forth in Exhibit B hereto, shall be the new Bylaws of the Surviving Corporation, effective on the date the Articles of Merger are filed with the Florida Secretary of State in accordance with Florida Statue 617.1105 of the Florida Corporations Not for Profit Act.

4. Officers and Directors. The persons who are officers and directors of Mosaic immediately prior to the Effective Time, along with those additional members appointed to the Board of Directors, if any, in accordance with and to effectuate this Merger shall be the officers and directors of the Surviving Corporation, without change, until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Amended and Restated Articles of Incorporation and Bylaws and applicable law.

5. Name. The name of the Surviving Corporation shall be Mosaic Church of Crestview, Inc.

6. Succession. At the Effective Time, the separate corporate existence of Living Faith shall cease, and the Surviving Corporation shall possess all of the rights and responsibilities of the continuing organization.

7. Worship Services. Worship at the newly merged Church will continue to be on Sundays at 9:30 am and 11:00 am for Mosaic's normal worship services, which will occupy the church facility until 1:00 pm each Sunday. The newly merged Church will execute a separate written agreement with the Crestview Korean Church related to its efforts to assist with and allow the Crestview Korean Church's continued meetings and worship services at the Mosaic facility.

8. Continuation of Activities for Living Faith. The separate corporate existence of Living Faith shall cease at the Effective Time of this Agreement. However, the Living Faith Members have expressed their desire to continue certain activities together as an ongoing congregation and church body. Therefore, Mosaic, as the surviving corporation, agrees as follows:

- a. As long as they so desire, the Living Faith Members can continue to hold separate and distinct worship services, and hold other special events at the Church facility subject to the restricted times set forth in the preceding section 7 of this Agreement and subject to any separate agreement that Mosaic has with the Crestview Korean Church. The Living Faith Members agree to coordinate the schedule of any such special events with Mosaic.
- b. Mosaic acknowledges and agrees that, upon the execution of this Agreement, the Members of Living Faith will maintain possession and control of any existing bank accounts that they might have. Furthermore, Mosaic acknowledges and agrees that the Members of Living Faith may continue activities in those bank accounts for the purposes of their own distinct worship services, special events and/or mission efforts, and that Mosaic shall have no rights to or interests in any of the financial matters of the continuing Living Faith Members bank accounts.
- c. If it becomes advisable or necessary for the Living Faith Members to form a separate legal entity (whether a corporation or LLC), Mosaic agrees to assist the Living Faith Members with the formation of such separate entity.
- d. As long as they so desire, the Living Faith Members shall be allowed to display their existing sign or a replacement sign that is equivalent to the existing sign. All expenses necessary with the repairs, maintenance and upkeep of such sign will be the responsibility of the Living Faith Members.
- e. Mosaic acknowledges that there will be a continuing need for the Living Faith Members to maintain historical church records, and to provide for the future ongoing activities of the Living Faith Members. Therefore, Mosaic agrees to provide one office space, until the Living Faith Members determine that it is no longer necessary.
- f. Mosaic acknowledges that the Living Faith Members use a certain building (known as the Children's Wing) at the Church facility for their day care activities, which generally occur Monday through Friday of each week. Therefore, Mosaic agrees that the Living Faith Members shall continue to use the Children's Wing at the Church facility for their day care activities until such time as that building is no longer needed by the Living Faith Members for that purpose. Furthermore, Mosaic agrees that, so long as the Living Faith Members need the Children's Wing for their day care activities, Mosaic will not modify or

make any changes to the Children's Wing without the expressed approval of the Living Faith Members (or a representative thereof).

- g. Mosaic acknowledges that the Living Faith Members have historically invested a significant amount of their own time and personal resources into the ongoing maintenance and beautification of the Church facility. Furthermore, Mosaic desires to accommodate the Living Faith Members' continued worship at the Church facility. Therefore, Mosaic agrees that they will meet with the Living Faith Members (or a representative thereof) and advise them of any structural or significant cosmetic changes that Mosaic intends to make to the Church facility. Any such meeting will occur before any changes are made.
- h. Mosaic acknowledges that the Crestview Korean Church members have historically invested a significant amount of their own time and personal resources into the ongoing maintenance and beautification of the Church facility. Furthermore, Mosaic desires to accommodate the Crestview Korean Church's continued worship at the Church facility. Therefore, Mosaic agrees that, so long as the Crestview Korean Church is regularly meeting at the Church facility, pursuant to their separate written agreement, Mosaic will meet with their leadership (or a representative thereof) and advise them of any structural or significant cosmetic changes that Mosaic intends to make to the Church facility. Any such meeting will occur before any changes are made.

Counterpart Executions:

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Partial Invalidity:

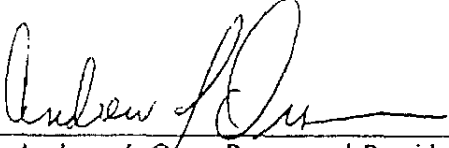
If any term of this agreement is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms shall remain in full force and effect.

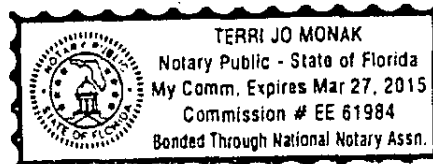
Applicable Law:

The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the State of Florida.

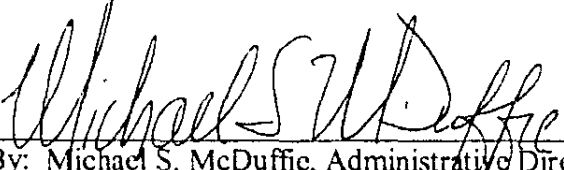
In witness of the mutual promises made above, Living Faith and Mosaic have executed this Merger Agreement on the date first stated above.

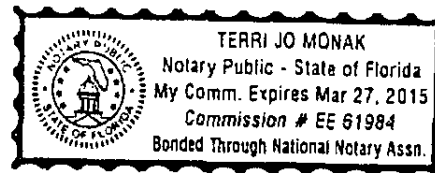
Living Faith Baptist Church Inc of Crestview:


By Andrew J. Orsa, Pastor and President/Director



Mosaic Church of Crestview, Inc.:


By: Michael S. McDuffie, Administrative Director



STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 4th day of September
2013, by Terri Jo Monak.
Typed or Printed Name of Notary


Signature of Notary

(NOTARY SEAL)

Personally Known _____ OR Produced Identification ☒
Type of Identification Produced FL DL

13 OCT 10 PM 2:50
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attachment
A

APPROVED
AND
FILED
13 OCT 10 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MOSAIC CHURCH OF CRESTVIEW, INC.
(A Corporation Not for Profit)

The undersigned person(s) of the State of Florida, being a current officer of Mosaic Church of Crestview, Inc., a corporation not for profit, hereby adopts the following Articles of Amendment to Articles of Incorporation of Mosaic Church of Crestview, Inc., a corporation not for profit. The Articles of Amendment were adopted by the members and the number of votes cast for the Articles of Amendment was sufficient for approval.

ARTICLE ONE
NAME AND LOCATION

The name of this corporation shall be: **MOSAIC CHURCH OF CRESTVIEW, INC.**, with its principal place of business located at 837 West James Lee Boulevard, Crestview, Florida 32536. The Trustees may change the location of such corporation and its mailing address at any time, by majority vote of the Trustees.

ARTICLE TWO
GENERAL PURPOSES

The corporation was organized on January 1, 2008 exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The general purposes and objects of this corporation shall be to provide a fresh start and conduct religious worship and instruction, churches, schools, parsonages and other institutions connected therewith of a religious, educational, charitable and benevolent character to the end that its own members and others may be generally instructed and guided concerning these articles of faith and to advance spiritual growth and enlightenment, moral and personal purity among its membership and the people of the community in which it is located; to promote home and foreign missions; to educate and prepare Christian men and Christian women for the ministry of the Gospel of Jesus Christ; and to aid in the spread of the Gospel of Jesus Christ to the ends of the earth.

ARTICLE THREE
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE FOUR
USE OF INCOME

All revenue, profit, income and money received from the conduct of such business or enterprise is to be used and employed in religious, educational, charitable, benevolent and missionary work.

ARTICLE FIVE

POWERS

The corporation shall have all of the powers and authority that a non-profit, charitable corporation organized under Chapter 617 Florida Statutes could have and exercise and yet remain exempt from income taxation under the Internal Revenue Code of the United States, including but not limited to: the power and authority to borrow money and to receive, buy, pledge, mortgage, encumber, sell, lease and otherwise acquire by gift, devise or inheritance, real and personal property of any kind or character necessary to promote the purposes of the corporation and to hold, use, pledge, mortgage, encumber, sell, invest and reinvest the same and collect and disburse the income and principal therefrom for such purpose.

ARTICLE SIX

QUALIFICATIONS FOR MEMBERSHIP

Membership in this corporation shall consist of all persons who have met the following qualifications for membership and are listed on the membership roll.

1. A personal commitment of faith in Jesus Christ for salvation.
2. Baptism by immersion as a testimony of salvation.
3. Completion of the Church's membership class.
4. A commitment to abide by the Church's membership covenant.

ARTICLE SEVEN

ADMISSION TO MEMBERSHIP

The manner of admission to membership in said corporation shall be by letter from other churches of like faith and order, by satisfactory statement of faith and believer's baptism by immersion and by profession of faith and baptism as herein provided in Article VI. The present membership of MOSAIC CHURCH OF CRESTVIEW, INC. and those hereafter admitted to membership shall constitute the membership of this corporation.

ARTICLE EIGHT

SUBSCRIBERS

The names and addresses of those subscribing to these Articles are:

James A. Ross
4585 Scarlet Drive
Crestview, FL 32539

Louis Champagne
5160 Lake Drive S
Crestview, FL 32539

Robert Chaney
217 Trish Drive
Crestview, FL 32536

Michael S. McDuffie
5841 Friendship Lane
Crestview, FL 32536

ARTICLE NINE

TRUSTEES, REGISTERED OFFICE AND AGENT

Section 1. The business affairs of this corporation shall be managed by the Trustees subject to and in accordance with the By-Laws of the Church.

Section 2. The Trustees are designated as officers who, in their official capacity, shall sign and execute all legal documents for and on behalf of the corporation. The officers of the corporation shall be a President, Vice President, Secretary- Treasurer, and such other officers as may be provided in the By-Laws.

Section 3. Any one of the Trustees' signatures shall be required to bind the corporation.

Section 4. The names of the persons who are to serve as officers of the corporation until the next meeting of the Board of Trustees are:

NAME	OFFICE
James A. Ross, Pastor	President
Louis Champagne	Vice President
Robert Chaney	Vice President
Michael S. McDuffie	Secretary-Treasurer

Section 5. The officers shall be elected each year at the annual meeting of the Board of Trustees or as provided in the By-Laws.

ARTICLE TEN

OTHER OFFICERS, MANAGEMENT AND ELECTION

The other officers of the corporation shall be as set forth in the By-Laws and shall be elected by a majority vote of the membership of the corporation present at a business meeting of the corporation.

ARTICLE ELEVEN

MEETINGS

Meetings shall be held at such times as provided for in the By-Laws.

ARTICLE TWELVE

BY-LAWS

Section 1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the By-Laws may be amended, altered, or rescinded by a two-thirds vote of those members present and voting at any regular business meeting or any special business meeting called for that purpose.

ARTICLE THIRTEEN

AMENDEDMENTS TO BY-LAWS AND ARTICLES OF INCORPORATION

Section 1. The By-Laws of the Church and these Articles of Incorporation may be amended by the Senior Pastor or Trustees, subject to the approval of the membership at any business meeting of the membership called for that purpose. All such proposed alterations, changes or amendments of the By-Laws or Articles of Incorporation must receive a majority vote of the active members present and voting at such meeting.

Section 2. Amendments to the Articles of Incorporation, when approved by the Church, must also be forwarded to and files with the Florida Secretary of State.

ARTICLE FOURTEEN

NON-PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of any individual or member except that the Corporation shall be empowered to pay reasonable compensation for services rendered. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by:

(a) a Corporation exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law; or

(b) a Corporation, contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE FIFTEEN

DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE SIXTEEN

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he/she may be a part of or to which he/she may become involved by reason of his/her being or having been a Director or Officer of the corporation, whether or not he/she is a Director or Officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled to under Florida law.

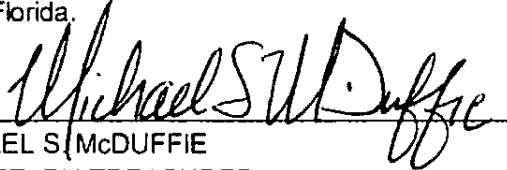
ARTICLE SEVENTEEN

REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be at 837 West James Lee Boulevard, Crestview Florida 32536. The registered agent for the corporation is James A. Ross. Trustees may change the registered agent and office with the approval of the new registered agent and by giving notice to the office of the Secretary of State as required by the laws of the State of Florida.

IN WITNESS WHEREOF, undersigned subscribing Officer, has hereunto set my hand and seal, this 11th day of September, 2013, for the purpose of revising and restating the Articles of Incorporation for this corporation not for profit under the laws of the State of Florida.

signed


MICHAEL S. McDUFFIE
SECRETARY-TREASURER

Attachment
B

APPROVED
AND
FILED

13 OCT 10 PM 2:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Revised By-Laws for Mosaic Church of Crestview, Inc.

ARTICLE I

Name and Principal Office

The name of the Corporation is MOSAIC CHURCH OF CRESTVIEW, INC. This Corporation will be further referred to in the Revised Bylaws as the "Church". The Church office will be located at 837 West James Lee Blvd, Crestview, FL 32536. The Officers of the Church shall have full power and authority to change the principle office from one location to another.

ARTICLE II

Purpose

Whereas, MOSAIC CHURCH OF CRESTVIEW, INC and LIVING FAITH BAPTIST CHURH OF CRESTVIEW, INC have merged and become one congregation, the purpose of this combined Church is to glorify God by carrying out His will as expressed in the Bible. The Church will fulfill this purpose by leading people to follow Jesus, trust the Bible and Be the Church which will result in disciples in Crestview, our area, our state and across the world. The Church will carry out following five functions in order to obey the commands in Scripture and carry out it's mission.

1. WORSHIP: Assembling together for worshiping God and prayer (Mark 12:30-31, Psalm 150, Acts 2:47)
2. DISCIPLESHIP: Equipping Believers for growth in Christ-likeness through teaching of the Bible and through fellowship (2 Timothy 3:16-17, Hebrews 10:24-25, Matthew 28:18-20, Ephesians 4:11-13, Acts 2:42)
3. EVANGELISM: Spreading the message of Christ to non-believers (Matthew 28:18-20, Acts 1:8, Acts 2:47)
4. MINISTRY: Serving unselfishly in Jesus' name by meeting the physical, emotional, and spiritual needs of those in the Church, community, state and world. (Galatians 5:13 - 14, Mark 10:21, James 1:27, Acts 2:44-45)
5. FELLOWSHIP: Providing opportunities for partners of Mosaic to connect with other Believers in meaningful relationships that are centered around Christ , the Bible, and carrying out the mission of the Church together.

Revised By-Laws for Mosaic Church of Crestview, Inc.

ARTICLE III

Statement of Faith

1. We believe in the one true and living God, eternally existing in three Persons: The Father, the Son, and the Holy Spirit.
2. We believe that God is the creator of all things. We believe that He creates for His glory and that redeeming His Church was His plan at creation of this world.
3. We believe that Jesus Christ is the son of God. That He has existed since the beginning of time. That He was born of a virgin and that He walked the earth as a man. He died on the cross for our sins. He rose bodily from the dead, ascended into Heaven and sits at the right hand of the Father. He is the only way to Heaven.
4. We believe that man was created in the image of God but fell into sin and therefore became depraved. Only through a commitment to faith in Jesus Christ can man's salvation be obtained.
5. We believe that the Holy Sprit is the Spirit of God. He equips the Church for carrying out its purpose. Through illumination He enables persons to be able to understand truth. Through inspiration He guides believers to follow God's will for their lives in agreement with the Bible.
6. We believe that the Bible is the inspired Word of God, and is the authority for all matters of faith, doctrine, and living.
6. We believe that God has established two forms of the Church. He has established His Kingdom Church which consists of all believers all throughout the world and He has established the local church which is the means of believers assembling together to fulfill the purposes in which they are called.
8. We believe that God, in His own time and in His own way, will bring the world to its appropriate end. According to His promise, Jesus Christ will return personally and visibly in glory to the earth; the dead will be raised; and Christ will judge all men in righteousness. The unrighteous will be consigned to Hell, the place of everlasting punishment. The righteous in their resurrected and glorified bodies will receive their reward and will dwell forever in Heaven with the Lord.

Revised By-Laws for Mosaic Church of Crestview, Inc.

ARTICLE IV

Affiliation

The Church is autonomous and maintains the right to govern its own affairs, independent of any outside control. Recognizing, however, the benefits of cooperation with other churches in missions, this Church may voluntarily affiliate with organizations or denominations in national, state, or local expressions.

ARTICLE V

Partnership

SECTION ONE: Qualifications for Partnership

Partnership in this Church shall consist of all persons who have met the following qualifications for Partnership and are listed on the partnership list.

1. A personal commitment of faith in Jesus Christ for salvation.
2. Baptism by immersion as a testimony of salvation.
3. Completion of the Church's partnership class.
4. A commitment to abide by the Church's partnership commitment.

SECTION TWO: Designation of Partnership

In an effort to properly reflect the partnership of the Church, two lists shall be maintained.

1. Active Partners: All partners whose primary residence is within the Church's ministry area and have attended and contributed to the Church within one year.
2. Inactive Partners: Partners who have become inactive as a result of moving out of the Church's ministry area or not attending in over one year and have not requested to be removed from the partnership role or transferred their membership to another church.

SECTION THREE: Privileges of Partnership

1. Active partners have the right to assist in the Church's operation at the discretion of the Senior Pastor.
2. Active partners have the right to vote on special matters concerning the function of the Church. partners voting rights are described in Article IX.

Revised By-Laws for Mosaic Church of Crestview, Inc.

SECTION FOUR: Dismissal of Partnership

Partnership of the Church shall be removed from the Church roll for the following reasons:

1. Death
2. Transfer of membership to another Church.
3. Personal request of the member
4. Dismissal by the Church according to the following conditions:
 - a. The partner's life and conduct is not in accordance with the Partnership covenant in such a way that the member hinders the ministry influence of the Church.
 - b. Procedures for the dismissal of a partner shall be according to Matthew 18:15-17.
 - c. The Church, as referred to in Matthew 18, shall be represented by a council appointed by the Overseers consisting of no more than five individuals.

SECTION FIVE: Restoration of Partners

Partners who have been dismissed and seek restoration, shall be restored when their life-styles are judged to be in accordance with the partnership covenant at the discretion of the Senior Pastor or an appointed council.

ARTICLE VI

Partner Meetings

SECTION ONE: Meeting Times

Meetings may be called at any time by the Senior Pastor, a Director of the Church, or an Overseer of the Church for any purpose by giving notice to the partners in accordance with Section II of this Article.

SECTION TWO: Notice Requirements for Partner Meetings

Whenever partners are required or permitted to take any action at a meeting, notice shall be given to partners no less than one week prior to a meeting. Notification of partner meetings may be given by any one of the following methods:

Revised By-Laws for Mosaic Church of Crestview, Inc.

1. Distribution of written material to the congregation in attendance at a regularly scheduled worship service.
2. Oral announcement to the congregation in attendance at a regularly scheduled worship service.
3. Delivery by United States mail to each member identified on the active partner list.
4. Electronic Communication.

ARTICLE VII

Government

The Church seeks to be led by the Holy Spirit in all of its decisions. The Senior Pastor, the Congregation, the Overseers, and the officers of the corporation all have a role in the body's leadership. The Senior Pastor's office is responsible for developing and communicating the vision and overseeing the day to day ministry of the Church. The partners influences the spiritual tone, strength, and direction of the Church by wisely selecting the Senior Pastor. The Overseers are to protect the Church and the Senior Pastor through counsel, prayer, and if required, the discipline of the Senior Pastor as described in Article VIII, Section Three. The officers are to serve the Church by assuring compliance with church corporation management policies.

ARTICLE VIII

The Office of Senior Pastor

SECTION ONE: Requirements of the Senior Pastor

The Senior Pastor's Character must be in line with the qualifications listed in 1 Timothy 3:2-7.

SECTION TWO: Responsibilities of the Senior Pastor

It is the Senior Pastor's responsibility to:

1. Provide Biblical vision and direction for the Church
2. Oversee and coordinate the day-to-day ministry and administration of the Church
3. Nominate Overseers as described in Article X.
4. Hire/Dismiss paid and volunteer staff as he deems necessary to assist in the carrying out of the vision and direction of the Church.
5. Appoint and work with a finance team of at least two other persons in order to manage the Church's finances. This team is to be approved by the Overseers.
6. Lead and Coordinate Worship Services

Revised By-Laws for Mosaic Church of Crestview, Inc.

7. Fill the role of President of the Corporation as outlined in Article XI
8. Oversee all decisions not otherwise outlined in the Articles of Incorporation and Revised Bylaws.

SECTION THREE: Removal of Senior Pastor

1. Removal of Senior Pastor

In the event that the Senior Pastor no longer meets the qualifications of 1 Timothy 3:2-7, the Overseers may recommend his dismissal. The recommendation for dismissal must be approved by more than sixty five percent of the Overseers. Upon recommendation for dismissal by the Overseers the congregation will then vote regarding the dismissal of the Senior Pastor. The dismissal must be approved by more than sixty-five percent of the Congregation present at the meeting. Proper notification of the meeting must be given as outlined in Article VI, Section Two.

SECTION FOUR: Hiring of Senior Pastor

One of the Overseers is to call a meeting of the partners in conjunction with Article VI, Section Two and is to serve as the moderator of that meeting. At this meeting nominations of a Pastoral Selection Council are to be made. The Overseers will then select at least four and no more than eight members to serve on the Pastoral Selection Council. In addition the Overseers must select one of themselves to serve as the chairperson of the council. This Council will select a candidate for the office of Senior Pastor. The candidate shall speak in a minimum of two worship services. Upon the recommendation of the Pastoral Selection Council a meeting of the congregation shall be called in conjunction with Article VI, Section Two. At that meeting the candidate for the office of Senior Pastor shall be voted on by the Partners. The candidate must be approved by more than sixty five percent of the congregation present at the meeting. If the candidate is not approved, the council will repeat the process with a new candidate.

ARTICLE IX

The Congregation

The Congregation exercises final authority in the following areas:

1. The dismissal of a Senior Pastor
2. The hiring of a Senior Pastor
3. The incurring of debt in the amount of more than 1/5th of the previous year's income.
4. The merger or dissolution of the Corporation
5. Amendments to the Articles of Incorporation and By-Laws.
6. The approval of an Overseer
7. The dismissal of an Overseer

Revised By-Laws for Mosaic Church of Crestview, Inc.

To make decisions regarding these areas a meeting of the partners will be called in conjunction with Article VI, Section Two. The decision will be made by the vote of the majority of the congregation present at the meeting, unless noted otherwise in these by-laws.

ARTICLE X

Overseers

SECTION ONE: Requirements for Overseers

Each Overseers Character must be line with the qualifications listed in 1 Timothy 3:2-7

SECTION TWO: Appointment of Overseers

The Senior Pastor will nominate no less than four and no more than seven initial Overseers if the Church has less than 100 partners. The Church should have a minimum of 1 Overseer for every 100 partners. The appointment of Overseers must be confirmed by a majority vote of the Congregation. Overseers will serve for a term of three years and may be reappointed by the same process for an unlimited number of terms.

SECTION THREE: Responsibilities of Overseers

The Overseers share in the responsibility of leading the Church. The Overseers must each counsel, pray for, and if required, participate in discipline of the Senior Pastor. The Overseers have the authority to override a decision of the Senior Pastor if eighty percent agree to override the decision. The Overseers must agree to be available to serve the Church as needed for discipline of the Senior Pastor or to assist in the hiring of a Senior Pastor. The majority of Overseers must not be compensated by the Church in any way.

SECTION FOUR: Dismissal of Overseers

Overseers may be dismissed by the Senior Pastor with the approval of at least fifty percent of the congregation, if they fail to meet the requirements for an Overseer or are not fulfilling the responsibilities of an Overseer. The minimum number of Overseers must be four as described in Section Two of this Article. In the event that the number of Overseers will be less than four as a result of a dismissal of an Overseer, the Senior Pastor must be actively seeking to fill that position.

If the number of Overseers is lower than the minimum for a period longer than 90 days, the current Overseers must evaluate the circumstances and be willing to discipline the Senior Pastor. If the Senior Pastor is believed to be intentionally violating the minimum requirement of Overseers they may make a recommendation for dismissal in conjunction with Article VIII, Section Three.

Revised By-Laws for Mosaic Church of Crestview, Inc.

ARTICLE XI

Directors of the Corporation

SECTION ONE: General

The officers of the Church shall consist of a minimum of three persons and a maximum of five persons. Each officer shall be an active partner of the Church.

SECTION TWO: Appointment of Officers

1. The Senior Pastor shall serve as the President of the Corporation and will be the moderator of the Church. In the Senior Pastors absence an officer of the corporation or an appointed Overseer can act as a moderator of the Church.
2. The Church Administrator shall serve as the Secretary/Treasurer of the Corporation and will oversee and cause to be maintained, adequate and correct books and records of accounts of the corporation. He/She shall also oversee the reception and disbursement of funds.
3. An additional director of the Church shall be appointed by the Overseers.
4. Up to two more officers shall be appointed by the Overseers as needed.

SECTION FOUR: Powers

1. General Corporate Powers.

Subject to the provisions and limitations of Florida Law and in any limitations in the Articles of Incorporation and these Revised Bylaws, the activities, business and affairs of the Church shall be conducted and all corporate powers shall be exercised by or under direction of the Directors.

2. Specific Powers

Without prejudice to the general powers set forth above, and subject to the same limitations, the Directors shall have the following powers:

- a. Change the principal office of the Church from one location to another, and designate any place within or outside of the State of Florida for the holding of any meeting or meetings of the Directors
- b. Adopt, make and use a corporate seal and alter the form of the seal

Revised By-Laws for Mosaic Church of Crestview, Inc.

- c. Borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes and other evidences of debt and securities
- d. Exercise all other powers conferred by the Laws of the State of Florida

ARTICLE XII

Amendments to the Revised Bylaws

These Revised Bylaws or any provision of them may be altered, amended or repealed, and new Revised Bylaws may be adopted by a recommendation of the Directors and approval by the congregation present at a meeting called in conjunction with Article VI, Section Two.