

N96000002431

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

8000001791298
-04/23/96--01151--009
*****70.00 *****70.00

SUBJECT: Worship Tabernacle Assemblies of God Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Angel L. Bracero Jr.
Name (Printed or typed)

1026 SW Bacon Terr.
Address

Port St. Lucie, FL 34953
City, State & Zip

407-462-4785
Daytime Telephone number

RECEIVED
APR 25 1996
11 12 AM
STATE
FLORIDA

531 A07

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BSP
W96-8947

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 25, 1996

ANGEL L. BRACERO JR.
626 S.W. BACON TERRACE
PORT ST. LUCIE, FL 34953

SUBJECT: WORSHIP TABERNACLE ASSEMBLIES OF GOD, INC.
Ref. Number: W96000008947

We have received your document for WORSHIP TABERNACLE ASSEMBLIES OF GOD, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Bylaws are not filed with this office. Please retain them for your records.

We are enclosing the proper form(s) with instructions for your convenience.

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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 896A00019719


May 1, 1996

TO: FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
ATTN: BRENDA BAKER/CORPORATE SPECIALIST
P.O. BOX 6327
TALLAHASSEE, FL 32314

FROM: ANGEL, L. BRACERO JR.
626 SW BACON TERRACE
PORT ST. LUCIE, FL 34953

RE: WORSHIP TABERNACLE ASSEMBLIES OF GOD, INC.
Ref. Number: W9600008947

Enclosed is a copy of Letter Number: 896A00019719 sent to me, dated April 25, 1996. Also enclosed, the original and one copy of the *Article of Incorporation* of the above named non-profit organization.


Angel L. Bracero Jr.
Registered Agent

ARTICLES OF INCORPORATION

Worship Tabernacle
Assemblies of God, Inc.

SEP 11 1995 7 12 PM

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A Nonprofit Corporation

INTRODUCTION

Foremost in the operation of this Church and its Bylaws is the Word of God as taught in Old and New Testaments of the Holy Bible. All provisions herein are declared to be subject to the word of God which is to every possible extent incorporated herein by reference as a whole and unless otherwise stated to be found in the King James Version or New American Standard Version or other version of the Holy Bible generally accepted among Bible-believing congregations, churches or fellowships throughout this nation or the reading together of these versions to produce an understanding of the truth of the sayings of God to men as found in the Holy Bible. Worship Tabernacle was founded on July 2, 1995 by Licensed Minister Angel L. Bracero Jr. and Certified Minister Annette Bracero and affiliated with the General Council of the Assemblies of God on January 29, 1996.

ARTICLE I OFFICES

The principal office of the corporation, hereinafter referred to as the "Church", shall be located at the address set forth in the Articles of Incorporation. The Church may have such other offices, either within or without the State of Incorporation, as the Board of Directors may determine from time to time. The principal office shall be: 626 SW Bacon Terrace, Port Saint Lucie, FL 34953.

ARTICLE II PURPOSE OF ORGANIZATION

It is the express purpose of our congregation to proclaim the full gospel, help form the development of Godly principals on earth and minister to the needy and the lost according to the teachings of our King, Lord and Savior Jesus Christ. In order to implement our purpose:

Section 1: We shall hold worship meeting in and our of our designated place of worship where the full gospel will be preached, prayer will be practiced, where we will develop christian education programs, children's, youth and adult ministries and other activities that promote christian unity, family unity and neighborly service.

Section 2: We shall minister to the whole human being (spirit, soul and body) in the spiritual as well as the social aspect.

Section 3: We shall practice fellowship with other full gospel churches in as much as our tenents, Article II, Sections 1-14, will not be compromised or affected.

Section 4. We recognize we form an integral part of a group of the congregations known as the Southeastern Spanish District of the Assemblies of God and are affiliated with the General Council of the Assemblies of God. Therefore, we shall cooperate, participate and be faithful to our council or organization.

Section 5. We shall respect and obey the laws of our country the United States of America, as citizens, we shall exercise our constitutional right to vote in public elections. We reserve the right to oppose anything that opposes our tenets of faith and conduct.

Section 6. We shall cultivate a missionary vision at a local level as well as a national and international level.

Section 7. We shall strive for and acquire material goods that will help ease and develop the task for the work of the Lord, Jesus Christ.

ARTICLE III TENETS OF FAITH AND DOCTRINE

The Church accepts the Scriptures as the revealed Will of God, the all sufficient rule of faith and practice, and for the purpose of maintaining general unity, adopts these Statements of Fundamental Truths and Doctrine.

Section 1. The Scriptures Inspired. The Bible is the inspired Word of God, a revelation from God to man, the infallible rule of faith and conduct, and is superior to conscience and reason, but not contrary to reason (2 Tim. 3:15-17; 1 Peter 1:23-25; Heb. 4:12).

Section 2. The One True Godhead. The triune Godhead is comprised of three (3) separate and distinct personalities, The Father, The Son, and The Holy Spirit, who are eternally self-existent, self-revealed and function as one entity. Jesus Christ, who is God manifested in the flesh, is the second member of the Godhead, co-equal and co-eternal with The Father and The Holy Spirit.

Section 3. Man, His Fall and Redemption. Man was created good and upright, for God said, "Let us make man in Our image, after Our likeness". But, man, by voluntary transgression, fell and his only hope of redemption is in Jesus Christ the Son of God (Genesis 1:26-31, 3:1-7; Romans 5:12-21).

Section 4. The Salvation of Man.

(a) *Man's only hope of redemption is through the shed blood of Jesus Christ.* On the cross Jesus Christ became sin and sickness providing both salvation and divine healing for all mankind (Psalm 103:3), being justified freely by His Grace through the redemption that is in Christ Jesus. For by grace we are saved through faith. "The word is near you, in your mouth and in your heart—that is, the word of faith which we are preaching, that if you confess with your mouth Jesus as Lord, and believe in your heart that God raised Him from the dead, you shall be saved; for with the heart man believes, resulting in righteousness, and with the mouth he confesses, resulting in salvation" (Romans 3:24; Ephesians 2:8; Romans 10:8-10).

(b) *The Evidence of Salvation.* The inward evidence to the believer of his salvation, is the direct witness of the Spirit (Romans 8:16). The outward evidence to all men is a life of righteousness and true holiness. "And this is His commandment, that we believe in the name of His Son Jesus Christ, and love one another, just as He commanded us." (1 John 3:23); ... while you are

waiting for these things to happen and for him to come, try hard to live without sinning; and be at peace with everyone so that he will be pleased with you when he returns (II Peter 3:14-15).

(c) *Faith and Works.* Salvation is by faith in Jesus Christ and not by human works; however, our works will determine the rewards in eternity (Romans 10:9-1 and II Cor. 5:10).

Section 5. Baptism in Water. The ordinance of baptism by a burial with Christ should be observed as commanded in the Scriptures by all who have really repented and in their hearts have truly believed on Christ as Savior and Lord. In so doing, they declare to the world that they have died with Jesus and that they have also been raised with Him to walk in newness of life. (Matt. 28:19; Acts 10:47, 48; Romans 6:4).

Section 6. The Lord's Supper. "And when He had given thanks, He broke it, and said, 'This is my body which is for you. Do this in remembrance of me.' In the same way also the cup, after supper, saying, 'This cup is the new covenant in my blood, Do this, as often as you drink it, in remembrance of me.' Let a man examine himself, and so eat of the bread and drink of the cup" (I Cor. 11:24; 25, 28).

Section 7. The Promise of the Father. All believers are entitled to, and should ardently expect and earnestly seek, the promise of the Father, the Baptism in the Holy Ghost and Fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian church. With it comes the endowment of power for life and service, the bestowment of the gifts and their uses in the work of the ministry. (Luke 24:49; Acts 1:4-8; I Cor. 12:1-31). This wonderful experience is distinct from and subsequent to the experience of the new birth (Acts 2:38; 10:44-46; 11:14-16; 15:7-9).

Section 8. The Evidence of the Baptism in the Holy Spirit. The full consummation of the Baptism of believers in the Holy Spirit is evidenced by the initial physical sign of speaking with other tongues as the Spirit gives utterance, and by the subsequent manifestation of spiritual power in public testimony and service (Acts 2:4; 10:44-46; 19:2, 6; 1:8).

Section 9. The Church. The church is the body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of her great commission. Each believer, born of the Spirit, is an integral part of the general assembly and church of the firstborn, which are written in Heaven (Ephesians 1:22; 2:19-22; Hebrews 12:23).

Section 10. Total Prosperity.

- (a) Spiritual. John 3:3, 11; II Cor. 5:17-21; Romans 10:9-10.
- (b) Mental. II Tim. 1:7; Romans 12:2; Isaiah 26:3.
- (c) Physical. Isaiah 53:4, 5; Matt. 8:17; I Peter 2:24.
- (d) Financial. III John 1:2; Malachi 3:10-11; Luke 6:38; II Cor. 9:6-10; Deut. 28:1-14.
- (e) Social. Proverbs 3:4.

Section 11. Blessed Hope. Jesus is coming again to gather all His Saints to Heaven (I Cor. 15:51-52; I Thess. 4:16-17; and II Thess. 2:1).

Section 12. The Lake of Fire. Those who have not accepted the redemptive work of Jesus Christ will suffer eternal separation from the Godhead. The devil and his angels, the beast and the false prophet, and anyone whose name was not found written in the book of life, shall be consigned to everlasting punishment in the lake of fire which burns with brimstone. This is the second death, the lake of fire (Rev. 19:20; 20:10-15).

Section 13. The Millennial Reign of Jesus. The return of our Lord Jesus Christ with His Saints from Heaven to rule and reign for one thousand years on earth as the Scriptures promised

(Romans 11:25, 27, 2 Thess 1:7, Rev 19:11-16, 20:1-7). After this, there shall be a new heaven and a new earth (Rev 21).

Section 14. Christian Life; Scriptural Conduct.

(a) *Personal Ethics.* "I can do anything I want to if Christ has not said no, but some of these things aren't good for me. Even if I am allowed to do them, I'll refuse to if I think they might get such a grip on me that I can't easily stop when I want to" (1 Cor. 6:12 LB). "We can always 'prove' that we are right, but is the Lord convinced?" (Proverbs 16:2 LB) "And we beseech you, brethren, to know them which labor among you, and are over you in the Lord, and admonish you" (1 Thessalonians 5:12).

(b) *Obedience to Law.* "Obey the government, for God is the one who has put it there. There is no government anywhere that God has not placed in power. So those who refuse to obey the laws of the land are refusing to obey God, and punishment will follow" (Romans 13:1-2 LB). "Obey the laws, then, for two reasons: first, to keep from being punished, and second, just because you know you should. Pay your taxes too, for these same two reasons. For government workers need to be paid so that they can keep on doing God's work, serving you. Pay everyone whatever he ought to have; pay your taxes and import duties gladly, obey those over you, and give honor and respect to all those to whom it is due. Pay all your debts except the debt of love for others - never finish paying that! For if you love them, you will be obeying all of God's laws, fulfilling all his requirements. Another reason for right living in this: you know how late it is; time is running out. Wake up, for the coming of the Lord is nearer now than when we first believed" (Romans 13:5-8, 11 LB).

(c) *Family; Household.* "Honor your father and mother, that you may have a long, good life in the land the Lord your God will give you" (Exodus 20:12). "For if a man know not how to rule his own house, how shall he take care of the church of God?" (1 Timothy 3:5) "Their wives must be thoughtful, not heavy drinkers, not gossipers, but faithful in everything they do" (1 Timothy 3:11 LB). "The men you choose must be well thought of for their good lives; they must have only one wife and their children must love the Lord and not have a reputation for being wild or disobedient to their parents. These elders must be men of blameless lives because they are God's ministers. They must not be proud or impatient; they must not be drunkards or fighters or greedy for money" (Titus 1:6-7 LB). "That the aged men be sober, grave, temperate, sound in faith, in charity, in patience. That they may teach the young women to be sober, to love their husbands, to love their children" (Titus 2:2-4). "You wives must submit to your husbands' leadership in the same way you submit to the Lord. For a husband is in charge of his wife in the same way Christ is in charge of his body the Church. (He gave his very life to take care of it and be its Savior!) So you wives must willingly obey your husbands in everything, just as the Church obeys Christ. And you husbands, how the same kind of love to your wives as Christ showed to the Church when he died for her, to make her holy and clean, washed by baptism and God's Word: so that he could give her to himself as a glorious Church without a single spot or wrinkle or any other blemish, being holy and without a single fault. That is how husbands should treat their wives, loving them as parts of themselves. For since a man and his wife are now one, a man is really doing himself a favor and loving himself when he loves his wife. No one hates his own body but lovingly cares for it, just as Christ cares for his body the Church, of which we are parts. (That the husband and wife are one body is proved by the Scripture which says, "A Man must leave his father and mother when he marries, so the two shall be one.") So again, I say, a man must love his wife as a part of himself: and the wife must see to it that she deeply respects her husband - obeying, praising and honoring him. Children, obey your parents; this is the right thing to do because God has placed them in authority over you. Honor your father and mother. This is the first of God's Ten Commandments that

ends with a promise. And this is the promise: that if you honor your father and mother, yours will be a long life, full of blessing. And now a word to you parents. Don't keep on scolding and nagging your children, making them angry and resentful. Rather bring them up with the loving discipline the Lord himself approves, with suggestions and godly advice" (Ephesians 5:22-31, 33-6:4 LB).

(d) **Control.** "...For a man is a slave to whatever controls him" (II Peter 2:19 LB). "Even if we believe that it makes no difference to the Lord whether we do these things, still we cannot just go ahead and do them to please ourselves; for we must bear the burden of being considerate of the doubts and fears of others - of those who feel these things are wrong. Let's please the other fellow, not ourselves, and do what is for his good and thus build him up in the Lord" (Romans 15:2-3 LB).

(e) **Adultery; Immorality.** "Thou shalt not commit adultery" (Exodus 20:14). "...try hard to live without sinning; and be at peace with everyone so that he will be pleased with you when he returns" (II Peter 2:14 LB). "You shall not commit adultery. But I say: Anyone who even looks at a woman with lust in his eye has already committed adultery with her in his heart" (Matthew 5:27-28 LB). "...Don't fool yourselves. Those who live immoral lives, who are idol worshipers, adulterers or homosexuals will have no share in his Kingdom ..." (I Cor. 6:9 LB). "But now I have written unto you not to keep company, if any man that is called a brother be a fornicator, or covetous, or an idolater, or a railer, or a drunkard, or an extortioner; with such an one no not to eat" (I Cor. 5:11 LB).

(f) **Drunkenness; Drugs.** "This son of ours is stubborn and rebellious and won't obey; he is a worthless drunkard. Then the men of the city shall stone him to death. In this way you shall put away this evil from among you, and all the young men will hear about what happened and will be afraid" (Deuteronomy 21:20-21 LB). "...envy, murder, drunkenness, wild parties, and all that sort of thing. Let me tell you again as I have before, that anyone living that sort of life will not inherit the Kingdom of God" (Galatians 5:21 LB). "Nor thieves, nor covetous, nor drunkards, nor revilers, nor extortioners, shall inherit the kingdom of God" (I Cor. 6:10 LB). "Don't drink too much wine, for many evils lie along that path; be filled instead with the Holy Spirit, and controlled by Him" (Ephesians 5:18 LB). "For the drunkard and the glutton shall come to poverty; and drowsiness shall clothe a man with rags" (Proverbs 23:21).

(g) **Smoking.** "Know ye not that ye are the temple of God, and that the Spirit of God dwelleth in you? If any man defile the temple of God, him shall God destroy, for the temple of God is holy, which temple are ye" (I Cor. 3:16-17). "Haven't you yet learned that your body is the home of the Holy Spirit God gave you, and that He lives within you? Your body does not belong to you. For God has bought you with a great price. So use every part of your body to give glory back to God, because He owns it" (I Cor. 6:19).

(h) **Homosexuality.** "You shall not lie with a man as with a woman; it is an abomination" (Leviticus 18:22). "...God let go of them and let them do all these evil things, so that even their women turned against God's natural plan for them and indulged in sex sin with each other. And the men, instead of having a normal sex relationship with women, burned with lust for each other, men doing shameful things with other men and, as a result, getting paid within their own souls with the penalty they so richly deserved. So it was that when they have God up and would not even acknowledge him, God gave them up to doing everything their evil minds could think of. Their lives became full of every kind of wickedness and sin ..." (Romans 1:26-29). "Don't you know that those doing such things have no share in the Kingdom of God? Don't fool yourselves. Those who live immoral lives, who are idol worshippers, adulterers or homosexuals will have no share in his Kingdom..." (I Cor. 6:9-10).

ARTICLE IV MEMBERSHIP

Section 1. Classes of Members. The membership of the Church shall be two (2) classes of membership: members of the congregation (nonvoting, except as provided in ARTICLE FIVE) and Board of Directors members (voting).

Section 2. Election of Members of the Congregation. Any person 18 years of age or older, interested in becoming a member of the congregation of the Church shall submit a written and signed application, on a form approved by the Board of Directors, to the secretary of the Church. Each application shall be considered by the Board of Directors at its regular meeting or at any special meeting of the Board, and either approved, disapproved or tabled. Applicants whose applications are so approved shall become active members of the congregation of the Church.

Any applicant shall give clear evidence of their new birth in Christ, live a consistent Christian life and worship at the Church on a regular basis for at least a three (3) month continuous period, support the Church financially, study and have a reasonable understanding of this document and subscribe to the Tenets of Faith and Doctrine as defined by these Bylaws.

All applicants shall accept awareness that their primary objective as a church member is a quest for spiritual development and maturity, and that they are seeking church membership in order to grow in grace and in the knowledge of our Lord and Savior Jesus Christ, and of His Word. All applicants for membership accept that, except for any matter expressly provided for in these Bylaws to the contrary, Church members do not vote on Church matters or participate in the administration of the Church as a corporation or in the governmental aspects of Church life. The primary relationship between the Church and its individual members arises from the member's accountability to the leadership of the Church in the interest of the member's spiritual growth and enhancing the member's willfulness to the Body of Christ.

Section 3. Voting Rights. No member of the congregation shall be entitled to any voting rights, except as set forth in ARTICLE FIVE, Section 5; rather, all voting rights and management of the Church are reserved in the Board of Directors.

Section 4. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the Board, may suspend or expel a member of the congregation for cause after an appropriate hearing.

Section 5. Resignation. Any member of the congregation may resign by filing a written resignation with the secretary of the church.

Section 6. Reinstatement. On written request signed by a former member of the congregation and filed with the secretary, the Board of Directors, by the affirmative vote of two-thirds (2/3) of all the members of the Board, may reinstate such former member of the congregation to membership of the congregation on such terms as the Board of Directors may deem appropriate.

Section 7. Transfer of Membership. Membership in the congregation of the Church is neither transferable nor assignable.

Section 8. Regular Worship and Special Services. The member of the congregation shall meet for regular worship and special services. The day of the week and time for each regular worship and special service shall be established by the Board of Directors.

Section 9. Schools and Seminars. Instruction in the Word of God shall be provided at schools and seminars for members and non-members of the congregation. Private Christian education for the body may also be provided.

Section 10. Code of Discipline.

(a) *Cooperative Action.* The members of the congregation of the Church shall give consent to its forms of government, together with the past policies, and to the policy of fundamental unity and agreement, alike in doctrine, conduct and action, and shall conform to the Scriptural injunctions that there be no division in the body. They shall be subject to the Board of Directors as the Word of God plainly teaches, that the principles of Christian fellowship may be kept inviolate and perpetuated, recognizing its fundamental importance.

(b) *Attitude Toward Strife.* Inasmuch as no Christian institution can comply with the plain teaching of Scripture unless unity and harmony predominate within its circle, no member of the congregation may use means to incite or engender strife, but shall work in harmony with the other members of the congregation, the Board of Directors and the Church's officers, as did the early church (Acts 2:42). If there is cause for dissatisfaction, it shall be called to the attention of the pastor or another member of the Board of Directors. At their discretion, necessary adjustments shall be made (Acts 6:1-7; Matt. 18:15-18).

(c) *Financial Support.* All members of the congregation shall be expected to support the programs and needs of the Church in proportion as the Lord shall prosper them (Mal. 3:10; I Cor. 16:1, 2; II Cor. 9:6-9), thereby acknowledging that any institution can stand or be of full service only in proportion as all of the members of the congregation accept their responsibility of maintaining it. Consistent failure to honor the commitment of a member to support the church financially may be considered by the Board of Directors as grounds for removal of a member.

(d) *Restorative Discipline.* The responsibility of administering restorative discipline in the Church is that of the Board of Deacons. Some grounds for exercising restorative discipline, suspension of or expulsion from membership in the congregation are as follows:

(1) There shall be a bi-annual membership renewal for all members of the congregation. Failure to renew will result in an automatic removal from the membership in the congregation.

(2) Any member of the congregation who shall without reasonable cause willfully absent himself from the regular services for a period of three (3) consecutive months, or fail to support the church financially for any such period without a reasonable basis, shall be temporarily removed from active membership in the congregation. The Board of Directors may inquire, under appropriate circumstances, whether the temporarily removed member is desirous of continuing membership in the congregation, and committing to the responsibilities of church membership.

(3) Unscriptural conduct (See Article Two, Section 14), failure to maintain membership requirements, or doctrinal departure from the Tenets of Faith and Doctrine, shall be considered sufficient grounds upon which any person may be disqualified as a member. Such discipline shall be prayerfully administered according to Scriptures by the Board of Directors (Matt. 18:15-17; Rom. 16:17; I Cor. 5:9-13; 2 Thess. 3:6)

(4) The Board of Directors shall be empowered to place on the inactive list those who have disqualified themselves as provided for in these Bylaws. The Board of Directors shall also have the authority to restore to active membership in the congregation those, who in the opinion of the Board of Directors are not at fault and those who, although at fault, have through repentance requalified for membership in the congregation with the advise of the Board of Deacons.

(5) The Board of Directors shall recognize its duty to interview and encourage a proper attitude on the part of those who have been placed on the inactive list. It shall

proceed carefully to press for final decision in each case. The decision of the Board of Directors shall be final.

(6) The measure of restorative discipline shall be determined by the Pastor/President.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Church shall be managed by the Board of Directors whose members shall have a fiduciary obligation to the Church.

Section 2. Number, Term and Qualifications. The number of Directors shall be no less than three (3) and shall have no maximum number. The term of membership shall be for a one (1) year period, except for the Pastor/President [see ARTICLE FIVE, Section 6.(a)] and his/her spouse. Those set forth in the Articles of Incorporation shall comprise the original Board of Directors. Any member of the Board of Directors must also be a member of the congregation of the Church and unrelated to any other member of the Board of Directors, Pastor and spouse exempt.

Section 3. Regular Meetings. A regular meeting of the Board of Directors shall be held each year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Church in the absence of any designation in the resolution.

Section 4. Special Meetings. Special Meetings of the Board of Directors may be called by the Pastor or at the request of any other two (2) Directors, and shall be held at the principal office of the Church or at such other place as the Directors may determine.

Section 5. Notice. Notice of the annual, regular or any special meeting of the Board of Directors shall be given by oral notice to each Director. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 6. Action by Unanimous Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

Section 7. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Board Decisions. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 9 Vacancies, Additions, Elections and Removal. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Pastor. Directors shall be removed by the Pastor/President with the advice of the combined boards and the Pastor/President shall make the final decision.

Section 10. Compensation. Directors as such shall not receive any salaries for their services.

ARTICLE VI SUBSCRIBERS

The name and places of residence of the original incorporates and subscribers to these Articles are as follows:

Pastor/President, Angel L. Bracero Jr. 626 SW Bacon Terrace
Port St. Lucie, FL 34953

Secretary/Treasurer, Olga Velazquez 1692 SE Portillo Road
Port St. Lucie, FL 34952

Director, Annette Bracero 626 SW Bacon Terrace
Port St. Lucie, FL 34953

ARTICLE VII OFFICERS

Section 1. Officers. The officers of the corporation shall be a Pastor/President and his/her spouse (if spouse is at least a Certified Minister of council or organization), a secretary, a treasurer, one Assistant pastor/vice-president and such other officers as may be elected in accordance with the provisions of this Article. The Pastor/President shall appoint associate pastors, whom will also be Board Members, as he deems necessary. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. The Original Officers. The name and addresses of the original Officers of this corporation are as follow:

Pastor/President, Angel L. Bracero Jr. 626 SW Bacon Terrace
Port St. Lucie, FL 34953

Secretary/Treasurer, Olga Velazquez 1692 SE Portillo Road
Port St. Lucie, FL 34952

Director, Annette Bruccero

626 SW Bacon Terrace
Port St Lucie, FL 34953

Section 3. Election and Term of Office. The officers (except for the Pastor/President, his/her spouse and associate pastors) of the Church shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified. Associate pastors may be removed with cause by the Pastor/President.

Section 4. Employment Contract; Pastor/President. It is the express desire of the Church to employ the Pastor/President pursuant to an Employment Contract that specifically addresses the duties and responsibilities of the Pastor/President, and the terms and conditions of such employment. In the event that the Church and Pastor/President are able to execute an Employment Contract, to the extent that any term, provision or condition of any such contract conflicts with any part of these Bylaws, the language of the contract shall prevail. The Board of Directors, Board of Advisors and Board of Elders are charged with the responsibility of negotiating an Employment Contract with the Pastor/President which is comprehensive and in the best interest of the Church.

Section 5. Removal. Any officer, with the exception of the Pastor/President, his/her spouse and Associate Pastors elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Church would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 6. Vacancies. A vacancy in any office, except that of Pastor/President, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Pastor for the unexpired portion of the term. In the event the vacant position being filled is that of the Pastor, the Board shall fill said position pursuant to Section 5 of this Article.

Section 7. Resignation, Removal of Pastor/President.

(a) **Resignation.** In the event the Pastor should voluntarily choose to leave, he shall designate his successor.

(b) **Removal Without Cause.** In the event that the Pastor has an Employment Contract with the Church, the Pastor may be removed without cause in accordance with the removal without cause provisions of such contract.

(c) **Removal for Cause.** The Pastor may be removed for cause pursuant to the terms of any Employment Contract existing between the Pastor and the Church. In the absence of any such contract, the provisions of these Bylaws shall govern the removal of the Pastor. In the event the Pastor shall have serious charges preferred against him and are proven to be true, or his ministry has ceased to be effective, the matter shall be brought to the Board of Elders if such board exists and is active. If the Board of Elders does not exist or is inactive, such matter shall be taken to the Board of Directors. In the event the matter cannot be resolved at this meeting, power is then vested in the Board of Directors, the Board of Advisors and the Board of Elders, to the extent that such boards exist and are active, to come together with the Pastor to consider his removal. Upon recommendation of removal by a unanimous vote of the combined voting members of such boards (not counting the vote of the Pastor as a member of any of the boards), this matter shall be referred to the members of the congregation for a vote. A greater than three-fourths (3/4) majority vote of the voting members of the congregation present at the meeting shall be required for removal. The Associate Pastor or some other

person designated by agreement of the boards shall represent the combined boards and chair the meeting of the voting members of the congregation.

(l) **Order of Business.** The order of business at the meeting of the voting members of the congregation shall be as follows:

- a. Roll call;
- b. Presentation of evidence by the combined boards;
- c. Presentation of case by Pastor or his designee;
- d. Rebuttal evidence presented by combined boards;
- e. Testimony from members of the congregation for vote.

(d) **Pastoral Recruitment and Confirmation.** In the event the Pastor shall be removed, or dies a special committee shall be appointed by the combined boards to recruit, and present a candidate to the membership of the congregation for Pastor/President. This process shall be spiritually directed and accomplished as expeditiously as possible. Qualified members of the congregation shall have the opportunity to apply for the position first. If there are no qualified candidates within the congregation, or if any of the qualified candidates are not approved, the special committee may solicit candidates from the council or organization.

(i) **Presentation.** Upon recommendation of the special committee, the pastoral-presidential candidate shall be presented to the combined boards for their approval and recommendation. In the event two-thirds (2/3) of the combined boards shall approve said candidate this matter shall be referred to the membership of the congregation for a vote.

(ii) **Final Approval.** In the event a candidate for Pastor/President is approved by the combined boards, the membership of the congregation shall be called together to vote, by secret ballot, on said candidate. Two-thirds of the total registered membership of the church must be present on election day. A two-thirds (2/3) majority vote of the members of the congregation shall be required to elect said candidate to office. Only one candidate shall be presented for a vote at one time.

(e) **Notice.** A special notice procedure for all meetings referenced in this ARTICLE FIVE, Section 5 shall apply as follows:

(i) Seven (7) days' notice in writing shall be provided for a combined board meeting. Notice shall be given to each member of each board and to the present Pastor/President.

(ii) Notice to the membership of the congregation of any membership of the congregational meetings shall be given orally at each Sunday service at least fourteen (14) days prior to such meeting and in writing by placing the announcement of said meeting in each Sunday bulletin during the same time frame.

(f) **Quorum.** A majority of the total members of the board shall constitute a quorum for their combined meetings as set forth in this ARTICLE FIVE, Section 5. A quorum for the membership of the congregational meetings as set forth in this ARTICLE FIVE, Section 5 shall consist of a majority of those active members of the congregation.

Section 8. Powers of Officers.

(a) **The Pastor/President:** The Church finds its headship under the Lord Jesus Christ, in its Pastor. The Pastor/President shall be the chief executive officer of the Church. He shall be a continuing member of the Board of Directors. He shall have general management of the business of the Church and general supervision of the other officers. He shall preside at all meetings of the

Board of Directors, Board of Advisors, Board of Elders and Board of Deacons and see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the Church any specific powers, other than those that may be conferred only upon the Pastor/President. He shall execute in the name of the Church all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Directors. He shall be an ex-officio member of all standing committees and departments and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

No person shall be invited to speak, teach or minister in the Church without his approval. He shall be designated attorney-in-fact for the Church by virtue of his office. He shall have the authority to appoint and approve any assistants that would be necessary to properly carry out the work of the Lord.

(b) *The Assistant Pastor-Vice President:* An assistant pastor-vice president shall perform the duties and exercise the powers of the Pastor/President in case of his temporary absence from the office of the Church, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors. He shall serve as an ex-officio member of the Board of Advisors; however, in the event of serving as interim Pastor/President, he shall be a voting member of the Board of Advisors. The Assistant Pastor/Vice-President shall be appointed by the Pastor/President.

(c) *The Secretary:* The secretary shall attend all sessions of the Board held at the office of the Church and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for the executive and standing committees when required. He shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board. He shall have custody of the seal and authority to execute all authorized documents requiring a seal. He shall keep the membership rolls of the Church, and in general perform the duties usually incident to the office of secretary, and such further duties as shall from time to time be prescribed by the Board of Directors or the Pastor/President.

(d) *The Treasurer:* The treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Church, and shall deposit all moneys and other valuable effects in the name and to the credit of the Church in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He shall disburse the funds of the Church as may be ordered by the Board and shall render to the Pastor/President and Directors at the regular meeting of the Board, and whenever they may require, accounts of all his transactions as treasurer and of the financial condition of the Church. He shall perform the duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors or by the Pastor/President.

(e) *Delegating Powers to Other Officers:* In case of the absence of any officer of the Church, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate his duties and powers for the time being to any other officer, or to any Director.

**ARTICLE VIII
COMMITTEES, ELDERS, DEACONS, AND BOARD OF ADVISORS**

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Church; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Church may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the congregation of the Church, and the Pastor shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Church shall be served by such removal.

Section 3. Elders and Deacons. Elders and/or deacons may be chosen by the Board of Directors from the membership of the congregation of the Church who demonstrate that their lives conform to the Scriptural qualifications thereof, (I Tim. 3:2-7; Titus 1:6-9; I Peter 5:2-3). The Board of Elders shall rule and teach. The Board of Elders shall consist of those Heads of Departments in the Church which are designated by the Pastor. Elders and Deacons shall function to provide spiritual support to the Pastor in the discipleship of new converts, praying for the sick (James 5:14), encouraging and developing spiritual gifts and ministries in the body, and to assist in the administration of the ordinances of the Church. Their number and term of office shall not be pre-determined. They shall have no vote on the Board of Directors; however, shall give counsel and mutual assistance to the Board of Directors and the Pastor in the administration of business and work of the Church as specifically assigned by the Pastor. The Elders and Deacons may be removed by the Pastor/President at any time.

Section 4. Board of Advisors. A Board of Advisors may be appointed as set forth below. It shall be the responsibility and privilege of the Board of Advisors to provide Godly counsel to the Pastor/President and the Board of Directors. Counsel shall be in organizational, financial, legal or other areas wherein the Pastor/President determines professional counsel is needed and/or desirable. No minimum or maximum number of members of the Board of Advisors shall be established and the appointment to the Board and tenure thereon shall be at the pleasure and in the complete discretion of the Pastor/President. The advice and consent of the Board of Advisors shall be required to establish and/or change salary and other compensation payable to the Pastor by the Board of Directors.

**ARTICLE VI
INDEMNIFICATION, INSURANCE AND LIABILITY
INDEMNIFICATION OF CHURCH PASTOR, OFFICERS,
DIRECTORS AND OTHER PERSONS**

Section 1. The Church shall advance necessary funds or indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the

right of the Church) by reason of the fact that the person is or was the Church's pastor, a director or officer of the Church, or is or was serving at the request of the Church as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Church, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The Church shall advance funds or indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Church to procure a judgment in its favor by reason of the fact that he is or was a pastor, director or officer of the Church, or is or was serving at the request of the Church as a director, officer or representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action or suit by or in the right of the Church.

Section 3. Indemnification under Sections 1 and 2 of this Article shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court of competent jurisdiction to have constituted willful misconduct or recklessness.

Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Sections 1 and 2 of this Article shall be paid by the Church in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of the person who may be entitled to indemnification under those Sections, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Church.

Section 5. The Church may, at the discretion of and to the extent and for such persons as determined by the Board of Directors of the Church, (i) indemnify any person who neither is nor was the Church's pastor, a director or officer of the Church but who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right of the Church), by reason of the fact that the person is or was a representative of the Church, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding; and (ii) pay such expenses in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that such person is not entitled to be indemnified by the Church.

Section 6. Any right to indemnification provided in this Article shall continue as to a person who has ceased to be a pastor, director or officer of the Church and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Nothing herein contained shall be construed as limiting the power or obligation of the Church to indemnify any person in accordance with applicable state law provisions as amended from time to time or in accordance with any similar law adopted in lieu thereof.

Section 8. The Church shall also indemnify any person against expenses (including attorneys fees), actually and reasonably incurred by him in enforcing any right to indemnification under this Article, under the Church's state nonprofit corporation law as amended from time to time or under any similar law adopted in lieu thereof.

Section 9. Any person who shall serve as the Church's Pastor/President, a director, officer, employee or agent of the Church or who shall serve at the request of the Church, as a director, officer, employee or agent of another corporation, joint partnership, joint venture trust or other enterprise shall be deemed to do so with knowledge of and in reliance upon the rights of indemnification provided in this Article, under applicable state law indemnification provisions as amended from time to time and in or under any similar law adopted in lieu thereof.

INSURANCE

Section 10. The Church shall have the power to purchase and maintain insurance on behalf of any person who is or was the Church's Pastor/President, a director, officer, employee or agent of the Church or is or was serving at the request of the Church as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Church would have the power to indemnify him against such liability.

LIABILITY OF OFFICERS AND BOARD MEMBERS

Section 11. To the fullest extent permitted by applicable state law, as now in effect and as amended from time to time, the Church's Pastor/President, or a director or officer of the Church shall not be personally liable for monetary damages for any action taken or failure to take any action.

ARTICLE X DIRECTORS' LIABILITY

Section 1. A director of the Church shall stand in a fiduciary relationship to the Church and shall perform his duties as a director, including his duties as a member of any committee of the Board upon which he may serve, in good faith, in a manner he reasonably believes to be in the best interests of the Church, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his duties, a director or committee member shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared by any of the following:

- (a) One or more officers or employees of the Church whom the director reasonably believes to be reliable and competent in the matters presented;
- (b) Counsel, public accountants or other persons as to matters which the director reasonably believes to be reliable and competent in the matters presented;
- (c) A committee of the Board of Directors upon which he does not serve, duly designated in accordance with law, as to matters within its designated authority, which the director reasonably believes to merit confidence.

Section 2. The Church's Pastor/President or director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 3. In discharging the duties of their respective positions, the Pastor/President, the Board of Directors, committees of the Board of Directors and the individual directors thereof may, in considering the best interests of the Church, consider the effects of any action upon employees, suppliers and customers of the Church and upon communities in which offices or other establishments of the Church are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of this section.

Section 4. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as the Church's Pastor/President, director or officer, or any failure to take any action shall presumed to be in the best interests of the Church. The Church's Pastor/President, director or officer of the Church shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless:

(a) The Pastor/President, officer or director has breached or failed to perform the duties of his office under this section or under the specific provisions of any employment agreement with the Church;

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 5. The provisions of this section shall not apply to:

(a) The responsibility or liability of the Church's Pastor/President, officer or director pursuant to any criminal statute; or

(b) The liability of the Church's Pastor/President, officer or director for the payment of taxes pursuant to local, state or federal law.

ARTICLE XI INTERESTED DIRECTORS

Section 1. No contract or transaction between the Church and its Pastor/President or one or more of its directors or officers, or between the Church and any other corporation in which its Pastor/President or one or more of its directors or officers are also directors or officers or have a financial interest shall be void or voidable solely for such reason, or solely because the Pastor/President or director or officer is present as or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts as to his interest and as to the contract or transaction are disclosed or known to the Board of Directors and the Chairman of the Board in good faith authorizes the contract or transaction; or

(b) The contract or transaction is fair as to the Church as of the time it is authorized, approved or ratified, by the Chairman of the Board of Directors.

Section 2. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction in the preceding section.

**ARTICLE XII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Church, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or may be confined to specific instances.

Section 2. Checks, Drafts, or Orders. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Church shall be signed by such officer or officers, agent or agents of the Church, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by either the treasurer or the Pastor of the Church.

Section 3. Deposits. All funds of the Church shall be deposited from time to time to the credit of the Church in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Church any contribution, gift, bequest or devise for any purpose of the Church (Mal. 3:10; Luke 6:38; I Cor. 16:1; and II Cor. 9:6-8).

**ARTICLE XIII
CHURCH EMPLOYMENT**

Section 1. Loyalty. Any person considered for employment with the Church must be a member in good standing of the Church, and must remain as a member in good standing throughout any course of employment with the Church. Notwithstanding the circumstances of any Church employee's employment with the Church, the resignation, suspension or removal of any Church employee as a member of the Church shall automatically serve to suspend or terminate such person's employment with the Church, at the discretion of the Church's Board of Directors. All Church employees shall be notified in writing of such policy at the time of employment.

Section 2. Terms of Employment. In addition to subscribing to the Church's requirements for membership, all employees shall sign and acknowledge a statement of the Church's Tenets of Faith and Doctrine and Code of Discipline. All employees shall be bound by the conditions of such statement, and signature by an employee of the statement shall serve as an acknowledgment that any violation or transgression of any tenet or condition will subject the employee to the Church's disciplinary proceedings, including suspension, removal as a Church member and termination of employment. The Tenets of Faith and Doctrine, Code of Discipline, and description of Christian Life and Scriptural Conduct, address the Church's firmly established and sincerely held belief that unscriptural conduct is inconsistent with the religious tenets of the Church, cannot be tolerated and will serve as the basis of discipline for the membership and employment of the Church.

**ARTICLE XIV
BOOKS AND RECORDS**

The Church shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any

of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Board of Directors members entitled to vote. All books and records of the Church may be inspected by any member, or his agent for any proper purpose at any reasonable time.

ARTICLE XV FISCAL YEAR

The fiscal year of the Church shall be October 1 thru September 30.

ARTICLE XVI DISSOLUTION

Section 1. Upon the dissolution of the Church, the Board of Directors shall, after the payment of all the liabilities of the Church, dispose of all of the assets of the Church exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

Section 2. No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, officers, trustees, or any person except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Church. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Church, the Church shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal Income Tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).

ARTICLE XVII SEAL

The Board of Directors shall provide a corporate seal, which shall be as set forth below.

ARTICLE XVIII AMENDMENT OF BYLAWS

The Articles of Incorporation and these Bylaws except Article II may be altered, amended, or repealed and new bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors of the Church at any regular or special combined meeting of the Board of Directors; provided, however, that any action of the Board taken for the purpose of altering, amending or repealing any part of Article Five (V) of these Bylaws may be adopted only by the unanimous vote of the Board of

Directors without considering the vote of the Pastor/President. At least fourteen (14) days written advance notice of a meeting called for the purpose of altering, amending or repealing the Church's Bylaws or Articles of Incorporation shall be given to each member of the Board of Directors.

Adopted by the full Board of Directors this 10th day of April, 1996.

Angel L. Bracero Jr.
Pastor/President
Olga Velazquez
Secretary/Treasurer
Anette Bracero
Director

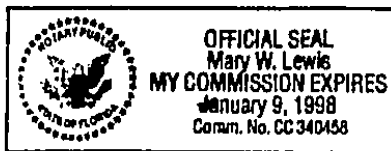
STATE OF FLORIDA:
COUNTY OF: ST. LUCIE

I HEREBY CERTIFY on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared:

Pastor: Angel L. Bracero Jr.
Secretary: Olga Velazquez
Director: Annette Bracero

to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and who severally acknowledged the execution thereof to be their free act and deed for the uses and purposes there in expressed.

WITNESS MY HAND and official seal in the COUNTY and STATE named above this:
17 day of April, 1996.



Mary W. Lewis
NOTARY PUBLIC
My Commission Expires: 1/9/98

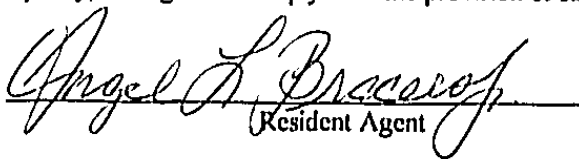
REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that the Trustees of Worship Tabernacle, Assemblies of God, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Port Saint Lucie, County of St. Lucie, State of Florida, has named Angel L. Bracero, Jr., with residence located at 626 SW Bacon Terrace, City of Port Saint Lucie, County of St. Lucie, State of Florida, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


Resident Agent

FILED
96 MAY -7 PM 12:55
TALLAHASSEE, FLORIDA

Tabernaculo De Adoracion, A/D

P.O. Box 7421

PORT ST. LUCIE FL. 34985



v. Angel L. Bracero Jr.

N96000002431

September 20, 1996

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*****52.50 *****52.50

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

000001955260
-09/24/96--01151--014
*****35.00 *****35.00

Attn: Amendment Department

Dear Sir or Madam:

On September 10, 1996, our Board of Directors voted to amend the Article of Incorporation for Worship Tabernacle, Assemblies of God, Inc.

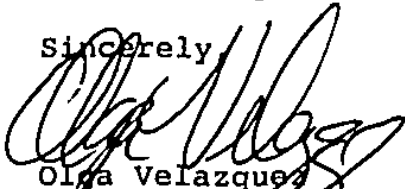
Enclosed please find check no. 1027 in the amount of \$35.00 for the amendments made to our Articles of Incorporation. We also enclosed check no. 1026 in the amount of \$52.50 for a certified copy of our amended Articles of Incorporation. If possible, we are requesting that you look into this matter as soon as possible.

We are seeking to receive tax-exempt status through the Federal Government and they have given us a dead-line to meet of October 4, 1996.

If you have any questions regarding this letter, please feel free to call me at (561) 335-9052 or Annette Bracero at (561) 462-4873.

Thank you for your assistance in this matter.

Sincerely,


Olga Velazquez
Secretary/Treasurer

SH 11/3

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 OCT 28 AM 9:46

FILED

Home 561-879-7183

Beeper 561-874-6834





FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 27, 1996

Olga Velazquez
P.O. Box 7421
Port St. Lucie, FL 34985

SUBJECT: WORSHIP TABERNACLE ASSEMBLIES OF GOD, INC.
Ref. Number: N96000002431

We have received your document for **WORSHIP TABERNACLE ASSEMBLIES OF GOD, INC.** and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Please complete the enclosed amendment form. You do not need to prepare new articles of incorporation. The amendment should include the new language to be added to your articles of incorporation.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 396A00044541



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1996

Olga Volazquez
P.O. Box 7421
Port St. Lucie, FL 34985

SUBJECT: WORSHIP TABERNACLE ASSEMBLIES OF GOD, INC.
Ref. Number: N96000002431

We have received your document for WORSHIP TABERNACLE ASSEMBLIES OF GOD, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please check one of the boxes in the section labeled "Third".

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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 596AL J49835

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of**

Worship Tabernacle, Assemblies of God, Inc.

FILED
96 OCT 28 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST:

Article IV, Section 1 Amended

Classes of Members. The membership of the Church shall be two (2) classes of membership: A. Members of the congregation (nonvoting, except as provided in ARTICLE SEVEN) and B. Board of Directors Members (voting).

Article IV, Section 3 Amended

Voting Rights. No member of the congregation shall be entitled to any voting rights, except as set forth in ARTICLE SEVEN, Section 7; rather, all voting rights and management of the Church are reserved in the Board of Directors.

Article V, Section 2 Amended

Number, Term and Qualifications. The number of Directors shall be no less than three (3) and shall have no maximum number. The term of membership shall be for a one (1) year period, except for the Pastor/President [see ARTICLE SEVEN, Section 7 (a)] and his/her spouse. Those set forth in the Articles of Incorporation shall comprise the original Board of Directors. Any member of the Board of Directors must also be a member of the congregation of the Church and unrelated to any other member of the Board of Directors, Pastor and spouse exempt.

Article VII, Section 6 Amended

Vacancies. A vacancy in any office, except that of Pastor/President, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Pastor for the unexpired portion of the term. In the event the vacant position being filled is that of the Pastor, the Board shall fill said position pursuant to Section 7 of this Article.

Article VII, Section 7(e) Amended

(e) **Notice.** A special notice procedure for all meetings referenced in this ARTICLE SEVEN, Section 7 applies as follows:

(i) Seven (7) days notice in writing shall be provided for a combined board meeting. Notice shall be given to each member of each board and to the present Pastor/President.

(ii) Notice to the membership of the congregation of any membership of the congregational meetings shall be given orally at each Sunday

service at least fourteen (14) days prior to such meeting and in writing by placing the announcement of said meeting in each Sunday bulletin during the same time frame.

Article VII, Section 7(f) Amended

A majority of the total members of the boards shall constitute a quorum for their combined meetings as set forth in this Article SEVEN, Section 7. A quorum for the membership of the congregational meetings as set forth in this ARTICLE SEVEN, Section 7 shall consist of the majority of those active members of the congregation.

Article II, Section 8 Added

Said Organization is organized exclusively for charitable, religious, educational, and scientific purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XVI, Section 2 Amended

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, officers, trustees, or any person except that the Church shall be authorized and empowered to pay reasonable compensations for services rendered, and to make payments in the furtherance of the Church. No substantial part of the activities of organizations shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Church, the Church shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal Income Tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).

Article I Amended

The principal office of the corporation, hereinafter referred to as the "Church", shall be located at the address set forth in the Articles of Incorporation. The Church may have such other offices, either within or without the State of Incorporation, as the Board of Directors may determine from time to time. The principal office shall be: 610 S.E. Forgal Street, Port Saint Lucie, FL 34983.

SECOND: The date of this adoption of the amendment(s) was: September 10, 1996

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendments(s) was(were) adopted by the board of directors.

Worship Tabernacle, Assemblies of God, Inc.

Corporation Name

Angel L. Bracero, Jr.

Signature of Chairman, Vice Chairman, President or Other Officer

Angel L. Bracero, Jr.

Typed or Printed Name

President

Title

10/21/96

Date