

707165

100002456211--7

Articles of Merger

Filed 6-21-93

(documents originally filmed
with wrong file date.)

707 165

FILED

93 JAN 21 AM 8:05

LAW OFFICES
COX & REYNOLDS
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
SAVINGS OF AMERICA BUILDING, 10TH FLOOR
4878 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TELEPHONE (305) 491-5220
TELECOPIER (305) 491-0702

December 24, 1992

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

12/28
100000072431
-12/30/92--01008--1.05
***122.90 ***122.90

RE: Merger of Grace Brethren Church of Pompano Beach, Inc.
into Grace Brethren Church of Fort Lauderdale, Inc.

Ladies and Gentlemen:

Enclosed please find our check in the amount of \$122.50 for the merger of the Grace Brethren Church of Pompano Beach, Inc. into Grace Brethren Church of Fort Lauderdale, Inc. and for the return of certified copies of the Articles of Merger. We also have enclosed the following original documents:

1. Articles of Merger
2. Agreement and Plan of Merger
3. Unanimous Consent Action of Church Counsel of Grace Brethren Church of Pompano Beach, Inc.
4. Incumbency Certificate, and Certificate of Resolutions thereof
5. Unanimous Consent Action of the Board of Elders of Grace Brethren Church of Fort Lauderdale, Inc.
6. Incumbency Certificate, and Certificate of Resolutions thereof

Please file these documents as soon as they are received.
Thank you for your consideration.

Sincerely,

J. Clifton Cox
J. CLIFTON COX

Corasmer
Linda
JCC:mha
Encls.

00181 00121, 00671

707165

ARTICLES OF MERGER

NAMES OF MERGED
CORPORATION(S)

STATE OF
INC.

DOCUMENT #
IF APP.

GRACE BRETHREN CHURCH OF POMPANO
BEACH, INCORPORATED

FLORIDA

711775

MERGING INTO

NAME OF SURVIVING
CORPORATION

STATE OF
INC.

DOCUMENT #
IF APP.

GRACE BRETHREN CHURCH OF
FORT LAUDERDALE, INCORPORATED

FLORIDA

707165

IF NAME OF THE SURVIVING CORPORATION WAS CHANGED IN THE MERGER, THE NAME
THAT THE SURVIVING CORPORATION CHANGED TO:

File Date: January 21, 1993

Effective Date, if applicable:

Document Examiner: LINDA STITT



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

January 12, 1993

**J. CLIFTON COX
4875 N. FEDERAL HIGHWAY
10TH FLOOR, SAVING OF AMERICA BLDG.
FT. LAUDERDALE, FL 33308**

**SUBJECT: GRACE BRETHREN CHURCH OF FORT LAUDERDALE,
INCORPORATED
Ref. Number: 707165**

We have received your document for GRACE BRETHREN CHURCH OF FORT LAUDERDALE, INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s).

Our records indicate the correct name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 487-6902.

**Linda Stitt
Corporate Specialist**

Letter Number: 293A00002025

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

CR2E042

LAW OFFICES
COX & REYNOLDS
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
SAVINGS OF AMERICA BUILDING, 10TH FLOOR
4878 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308

(308) 481-8820
FAX 778-3808

January 14, 1993

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Merger of Grace Brethren Church of
Pompano Beach, Incorporated into
Grace Brethren Church of Fort Lauderdale, Incorporated

Ladies and Gentlemen:

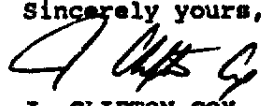
Enclosed please the following documents for the merger of
the Grace Brethren Church of Pompano Beach, Incorporated, into
Grace Brethren Church of Fort Lauderdale, Incorporated:

1. Articles of Merger
2. Agreement and Plan of Merger
3. Unanimous Consent Action of Church Counsel of Grace
Brethren Church of Pompano Beach, Incorporated
4. Incumbency Certificate, and Certificate of Resolutions
thereof
5. Unanimous Consent Action of the Board of Elders of
Grace Brethren Church of Fort Lauderdale, Incorporated
6. Incumbency Certificate, and Certificate of Resolutions
thereof

Please file these documents as soon as they are received and
return certified copies of the Articles of Merger. We have also
enclosed a copy of your letter number 293A00002025 dated January
12, 1993.

Thank you for your consideration.

Sincerely yours,


J. CLIFTON COX

JCC:koc
Encls.

93 JAN 21 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

93 JAN 21 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
GRACE BRETHREN CHURCH OF POMPAHO BEACH, INCORPORATED,
A FLORIDA CORPORATION,
INTO
GRACE BRETHREN CHURCH OF FORT LAUDERDALE, INCORPORATED,
A FLORIDA CORPORATION**

Pursuant to Section 617.0545 of the Florida Corporations Not for Profit Act (the "Act"), Grace Brethren Church of Pompano Beach, Florida, Incorporated (hereinafter "Acquired Corporation"), and Grace Brethren Church of Fort Lauderdale, Florida, Incorporated (hereinafter "Surviving Corporation") (hereinafter collectively known as the "Constituent Corporations"), adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated July 10, 1992, between the Constituent Corporations was approved and adopted by the Church Council of the Acquired Corporation on July 10, 1992, and by the Board of Elders of the Surviving Corporation on July 10, 1992. The members of the Acquired Corporation approved the merger on July 19, 1992, by a vote of at least two-thirds of the votes cast and the members of the Surviving Corporation approved the merger on July 19, 1992, by a vote of at least two-thirds of the votes cast. There are no shareholders of either of the Constituent Corporations because both Constituent Corporations are organized as non-profit corporations with no outstanding

FILED
93 JAN 21 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

shares of stock. A quorum was present at each meeting of member, Elders, and Church Council of both Constituent Corporations at which the merger was approved.

2. The number of votes cast for the Merger by the members and officers of both Constituent Corporations was sufficient for the merger to be effective.

3. The Plan of Merger is attached as Exhibit "A" hereto and is incorporated herein by reference as if fully set forth.

4. Pursuant to Section 617.051 of the Act, the date and time of the effectiveness of the merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF the parties have set their hands this 31st day of July, 1992.

GRACE BRETHREN CHURCH OF
FORT LAUDERDALE, FLORIDA, INC., INCORPORATED
a Florida corporation

BY: 

Moderator/President

GRACE BRETHREN CHURCH OF
POMPANO BEACH, FLORIDA, INC., INCORPORATED

BY: 

Moderator/President

**AGREEMENT AND PLAN OF MERGER OF
GRACE BRETHREN CHURCH OF POMPANO BEACH, FLORIDA, INCORPORATED,
AND
GRACE BRETHREN CHURCH OF FORT LAUDERDALE, FLORIDA, INCORPORATED**

THIS AGREEMENT AND PLAN OF MERGER, dated this 26th day of June, 1992, by and between GRACE BRETHREN CHURCH OF FORT LAUDERDALE, FLORIDA, INCORPORATED (hereinafter "Surviving Corporation"), which is a Florida corporation with its principal offices located at 1800 N.W. 9th Avenue, Fort Lauderdale, FL 33311, and GRACE BRETHREN CHURCH OF POMPANO BEACH, INCORPORATED (hereinafter "Acquired Corporation"), with its principal offices located at 3501 N.E. 3rd Avenue, Pompano Beach, FL 33064.

RECITALS

WHEREAS, the parties desire that Acquired Corporation be merged into Surviving Corporation (the "Merger"), with Surviving Corporation being the surviving corporation, all as more particularly set forth herein; and

WHEREAS, the Merger shall be consummated pursuant to and in accordance with the terms and conditions set forth in this Agreement.

FILED
93 JAN 21 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth below, the parties agree as follows:

SECTION I

Plan of Merger

1.1 The Plan of Merger attached hereto as Exhibit "A" is incorporated herein by reference.

SECTION II

Closing

2.1 Closing shall take place at the offices of Cox & Reynolds, 4875 North Federal Highway, Tenth Floor, Fort Lauderdale, FL 33308 at 10:00 a.m. on June 30, 1992, or at such other time, date, and place to which the parties mutually agree. Closing shall be consummated by the execution and acknowledgment by Surviving Corporation and Acquired Corporation of Articles of Merger in accordance with Florida Statutes Chapter 617 and other applicable law. The Articles of Merger executed and acknowledged shall be delivered for filing to the Department of State as promptly as possible after the consummation of the closing. The Articles of Merger shall specify that they will be effective upon filing with the Department of State. The date on which the closing occurs is referred to as the "Closing Date."

SECTION III

Representations and Warranties of Acquired Corporation

3.1 Acquired Corporation's Representations and Warranties

Acquired Corporation represents and warrants to Surviving Corporation as follow:

3.1.1. Capital Structure.

Acquired Corporation is organized as a Florida not-for-profit corporation pursuant to Florida Statutes Chapter 617 and has no authorized or outstanding shares of capital stock and has no shareholder entitled to dissenter's rights.

3.1.2. Eligibility for Tax Exemption.

Acquired Corporation is a church eligible for exemption from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code. Acquired Corporation is a member of the Fellowship of Grace Brethren Churches. Acquired Corporation holds the fee simple title to the property identified in the financial statments attached hereto as Exhibit "A" and has the authority to convey such property.

3.1.3. Organization and Good Standing.

Acquired Corporation is a corporation duly organized, validly existing, and in good standing under the laws of the state of Florida, having all requisite corporate power and authority to own its assets and to carry on its business as presently conducted. A true and complete copy of the Articles of

Incorporation and Bylaws of Acquired Corporation, each as amended to the date hereof, has been delivered or made available to Surviving Corporation. Acquired Corporation has no subsidiaries.

3.1.4. Authorization: Validity.

The execution, delivery, and performance of this Agreement by Acquired Corporation have been duly and validly authorized by all requisite corporate action. This Agreement has been duly and validly executed and delivered by Acquired Corporation, and is the legal, valid, and binding obligation of Acquired Corporation, enforceable in accordance with its terms, except as limited by applicable laws affecting the enforcement of creditor's rights and by the availability of equitable remedies.

3.1.5. Consents.

Other than the filing of the Articles of Merger and Plan of Merger with the Secretary of State of the state of Florida, no approval, consent, waiver, or authorization of or filing or registration with any governmental authority or third party is required for the execution, delivery, or performance by Acquired Corporation of the transactions contemplated by this Agreement.

3.1.6. Violations.

The execution, delivery, or performance of this Agreement does not and will not (i) with or without the giving of notice or the passage of time, or both, constitute a default,

result in a breach of, result in the termination of, result in the acceleration of performance of, require any consent, approval, or waiver, or result in the imposition of any lien or other encumbrance upon any property or assets of Acquired Corporation, under any agreement, lease, or other instrument to which Acquired Corporation is a party or by which any of the property or assets of Acquired Corporation is bound; (ii) violate any permit, license, or approval required by Acquired Corporation to own its assets and operate its business; (iii) violate any law, statute, or regulation or any judgment, order, ruling, or other decision of any governmental authority, court, or arbitrator; or (iv) violate any provisions of Acquired Corporation's Articles of Incorporation or Bylaws.

3.1.7. Acquired Corporation's Financial Condition

A true, correct, and complete copy of Acquired Corporation's Balance Sheet is attached hereto as Exhibit "A." All of Acquired Corporation's assets and liabilities are accurately reflected on that Balance Sheet at their present market values.

3.1.8. Acquired Corporation's Obligations

Acquired Corporation has fully complied with all obligations pursuant to state or federal law for the filing of Annual Corporate Reports, the filing of all federal tax returns, payment of all applicable federal taxes, including but not

limited to, payroll taxes. Acquired Corporation is not aware of any pending or threatened litigation of any kind against Acquired Corporation, and Acquired Corporation is current in payment of all accounts payable, promissory notes, or other debts. All promissory notes or other debts of the Acquired Corporation are disclosed on the financial statements attached hereto as Exhibit "A."

3.2. Survival of Representations and Warranties Each of the representations and warranties in Section 3.1. shall be deemed renewed and made again by Acquired Corporation at the closing as if made at that time, and shall survive the closing until the expiration of all applicable statute of limitations periods.

SECTION IV

Representations and Warranties of Surviving Corporation

4.1 Surviving Corporation's Representations and Warranties.
Surviving Corporation represents and warrants to Acquired Corporation as follow:

4.1.1. Capital Structure.

Surviving Corporation is organized as a not-for-profit corporation and has no authorized or outstanding shares of capital stock and has no shareholder entitled to dissenter's rights.

4.1.2. Eligibility for Tax Exemption.

Surviving Corporation is a church eligible for exemption from federal income taxes pursuant to Section 501(c)(3) of the Internal Revenue Code. Surviving Corporation is a member of the Fellowship of Grace Brethren Churches. Surviving Corporation holds the fee simple title to the property identified in the financial statements attached hereto as Exhibit "B" and has the authority to convey such property.

4.1.3. Organization and Good Standing.

Surviving Corporation is a corporation duly organized, validly existing, and in good standing under the laws of the state of Florida, having all requisite corporate power and authority to own its assets and to carry on its business as presently conducted. A true and complete copy of the Articles of Incorporation and Bylaws of Surviving Corporation, each as amended to the date hereof, has been delivered or made available to Acquired Corporation. Surviving Corporation has no subsidiaries.

4.1.4. Authorization: Validity.

The execution, delivery, and performance of this Agreement by Surviving Corporation have been duly and validly authorized by all requisite corporate action. This Agreement has been duly and validly executed and delivered by Surviving Corporation, and is the legal, valid, and binding obligation of

Surviving Corporation, enforceable in accordance with its terms, except as limited by applicable laws affecting the enforcement of creditor's rights and by the availability of equitable remedies.

4.1.5. Consents.

Other than the filing of the Articles of Merger and Plan of Merger with the Secretary of State of the state of Florida, no approval, consent, waiver, or authorization of or filing or registration with any governmental authority or third party is required for the execution, delivery, or performance by Surviving Corporation of the transactions contemplated by this Agreement.

4.1.6. Violations.

The execution, delivery, or performance of this Agreement does not and will not (i) with or without the giving of notice or the passage of time, or both, constitute a default, result in a breach of, result in the termination of, result in the acceleration of performance of, require any consent, approval, or waiver, or result in the imposition of any lien or other encumbrance upon any property or assets of Surviving Corporation, under any agreement, lease, or other instrument to which Surviving Corporation is a party or by which any of the property or assets of Surviving Corporation is bound; (ii) violate any permit license, or approval required by Surviving

Corporation to own its assets and operate its business; (iii) violate any law, statute, or regulation or any judgment, order, ruling, or other decision of any governmental authority, court, or arbitrator; or (iv) violate any provisions of Surviving Corporation's Articles of Incorporation or Bylaws.

4.1.7. Surviving Corporation's Financial Condition

A true, correct, and complete copy of Surviving Corporation's Balance Sheet is attached hereto as Exhibit "B." All of Surviving Corporation's assets and liabilities are accurately reflected on that Balance Sheet at their present market values.

4.1.8. Surviving Corporation's Obligations

Surviving Corporation has fully complied with all obligations pursuant to state or federal law for the filing of Annual Corporate Reports, the filing of all federal tax returns, payment of all applicable federal taxes, including but not limited to, payroll taxes. Surviving Corporation is not aware of any pending or threatened litigation of any kind against Surviving Corporation, and Surviving Corporation is current in payment of all accounts payable, promissory notes, or other debts. All promissory notes or other debts of the Surviving Corporation are disclosed on the financial statements attached hereto as Exhibit "B."

SECTION V

Covenants of Acquired Corporation

5.1. Except as may otherwise be consented to or approved in writing by Surviving Corporation, Acquired Corporation agrees that from the date of this Agreement until the Closing, Acquired Corporation shall provide Surviving Corporation and its representatives access to all records of Acquired Corporation that they may reasonably request and provide reasonable access to the properties of Acquired Corporation.

SECTION VI

Covenants of Surviving Corporation

6.1 Except as may otherwise be consented to or approved in writing by Acquired Corporation, Surviving Corporation agrees that from the date of this Agreement and until the closing:

6.1.1. Surviving Corporation will maintain its corporate existence through filing of all required reports and papers with the Secretary of State and any other state or federal authorities. Surviving Corporation will maintain the presently existing insurance policies and will continue to pay all required payroll and other taxes, all financial obligations, and will file all required tax returns. Surviving Corporation will continue to comply with all applicable laws and will advise Acquired Corporation of any material changes in its financial condition.

6.1.2. Surviving Corporation will not permit any liens to be placed against any of its properties except as approved by Acquired Corporation in writing and will further incur no indebtedness or enter into any contracts without the approval of Acquired Corporation.

6.1.3. Access to Records. Surviving Corporation shall provide Acquired Corporation and its representatives access to all records of Surviving Corporation that they may reasonably request and provide reasonable access to the properties of Surviving Corporation.

SECTION VII

Condition Precedent to Obligations of Surviving Corporation

7.1. Conditions Precedent. Unless at the Closing each of the following conditions is either satisfied or waived by Surviving Corporation in writing, Surviving Corporation shall not be obligated to effect the transactions contemplated by this Agreement:

7.1.1 Representations and Warranties. The representations and warranties of Acquired Corporation in this Agreement are true and correct at the date of this Agreement and shall be true and correct as of the Closing as if each were made again at that time.

7.1.2. Performance of Covenants. Acquired Corporation shall have performed and complied in all respects with the covenants and agreements required by this Agreement.

7.1.3. Items to be Delivered at Closing. Acquired Corporation shall have tendered for delivery to Surviving Corporation the following: (i) Good Standing Certificate. A certificate of the Florida Department of State, dated within ten (10) days of the Closing date, or such other evidence satisfactory to Surviving Corporation, showing that Acquired Corporation is in good standing. (ii) Certificate of Incumbency. A Certificate of Incumbency duly executed by Acquired Corporation's secretary or assistant secretary. (iii) Articles of Merger. A duly executed original of the Articles of Merger.

SECTION VIII

Conditions Precedent to Obligations of Acquired Corporation

8.1. Conditions Precedent. Unless at the Closing each of the following conditions is either satisfied or waived by Acquired Corporation in writing, Acquired Corporation shall not be obligated to effect the transactions contemplated by this Agreement:

8.1.1 Representations and Warranties. The representations and warranties of Surviving Corporation in this Agreement are true and correct at the date of this Agreement and shall be true and correct as of the Closing as if each were made again at that time.

8.1.2. Performance of Covenants. Surviving Corporation shall have performed and complied in all respects with the covenants and agreements required by this Agreement.

8.1.3. Items to be Delivered at Closing. Surviving Corporation shall have tendered for delivery to Acquired Corporation the following: (i) Good Standing Certificate. A certificate of the Florida Department of State, dated within ten (10) days of the Closing date, or such other evidence satisfactory to Acquired Corporation, showing that Surviving Corporation is in good standing. (ii) Certificate of Incumbency. A Certificate of Incumbency duly executed by Surviving Corporation's secretary or assistant secretary. (iii) Articles of Merger. A duly executed original of the Articles of Merger.

SECTION IX

Notices

9.1 Any notice, request, demand, or communication required or permitted to be given by any provision of this Agreement shall be deemed to have been delivered, given, and received for all

purposes if written and (i) if delivered personally, by facsimile, or by courier or delivery service, at the time of such delivery; (ii) if directed by registered or certified U.S. Mail, postage and charges prepaid, addressed to the intended recipient, at the address specified below, two (2) business days after such delivery to the United States Post Office.

If to Surviving Corporation:

Dr. Randall Smith
Pastor, Grace Brethren Church of Fort Lauderdale
1800 N.W. 9th Avenue
Fort Lauderdale, FL 33311

If to Acquired Corporation:

Reverend Arthur Johnson
Pastor, Grace Brethren Church
of Pompano Beach
1800 N.W. 9th Avenue
Fort Lauderdale, FL 33311

with a copy to:

J. Clifton Cox, Esquire
Cox & Reynolds
4875 North Federal Highway
Tenth Floor
Fort Lauderdale, FL 33308

Any party may change the address to which notices are to be mailed by giving notice as provided herein to all other parties.

SECTION X

Miscellaneous.

10.1 Entire Agreement. This Agreement, the exhibits, and the schedules, including the Plan of Merger and the Articles of Merger, and their exhibits and schedules, contain all of the terms and conditions agreed upon by the parties with reference to the subject matter and supersede any and all previous agreements, representations, and communications between the parties, whether written or oral.

10.2 Captions. All section, schedule, and exhibit headings are inserted for the convenience of the parties and shall not be used in any way to modify, limit, construe, or otherwise affect this Agreement.

10.3 Counterparts. This Agreement may be executed in several counterparts, each of which shall be deemed to be an original and which together shall constitute one and the same instrument.

10.4 Waiver. Each of the parties may, by written notice to the other, (i) extend the time for the performance of any of the obligations or other actions of the other party; (ii) waive any inaccuracies in the representations or warranties of the other party contained in this Agreement or in any document delivered pursuant to this Agreement; (iii) waive compliance with any of

the covenants of the other party contained in this Agreement; or (iv) waive, in whole or in part, performance of any of the obligations of the other party.

10.5 Representation of Counsel. Each party hereto acknowledges that J. Clifton Cox and the law firm of Cox & Reynolds has represented the Acquired Corporation, Grace Brethren Church of Pompano Beach, in drafting this Agreement. Neither J. Clifton Cox nor Cox & Reynolds has participated in negotiation of this Agreement and Cox & Reynolds has acted merely as a scrivener in memorializing the Agreement of the parties. The parties acknowledge that they have chosen voluntarily to forego requirement of an audit of each corporation's books and records and that each believes such an audit to be unnecessary because the membership of the parties to this Merger already have effectively combined into a single church. The currently serving Board of Elders of the Surviving Corporation include representatives of the Acquired Corporation, and such representatives of the Acquired Corporation have had full access to all books and records of the Surviving Corporation. Each of the corporate parties hereto acknowledges that its representative has received complete information regarding all assets, liabilities, interests, and claims by or against each of the parties hereto, and each corporate party to this Merger, therefore, knowingly waives any rights to require a certified

audit of the books and records or any further procedures to verify the accuracy of the representations contained in this Agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

Acquired Corporation:

GRACE BRETHREN CHURCH, OF
POMPANO BEACH, INC., INCORPORATED
a Florida corporation

BY: Rev. Arthur Johnson
Rev. Arthur Johnson, Pastor

Surviving Corporation:

GRACE BRETHREN CHURCH OF FORT
LAUDERDALE, FLORIDA, INC., INCORPORATED

BY: Dr. Randall Smith
Dr. Randall Smith, Pastor

**UNANIMOUS CONSENT ACTION
OF THE CHURCH COUNCIL OF
GRACE BRETHREN CHURCH OF POMPAHO BEACH, INCORPORATED**

The undersigned, as all of the members of the Church Council (hereinafter "Church Council") of Grace Brethren Church of Pompano Beach, Incorporated (the "Acquired Corporation"), which act pursuant to the Articles of Incorporation as a Board of Directors of the Acquired Corporation, unanimously agree, adopt, consent to and order, the following corporate actions pursuant to Section 617.053 of the Florida Corporations Not for Profit Act:

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting or any requirement that notice of such meeting be given.

2. The undersigned adopt the following corporate actions:

WHEREAS, the Acquired Corporation desires to consummate a merger (the "Merger") with Grace Brethren Church of Fort Lauderdale, Florida, Incorporated, a Florida corporation ("Surviving Corporation"), all in accordance with Section 617.051, et seq. of the Florida Corporations Not for Profit Act (the "Act"); and

WHEREAS, the Surviving Corporation and the Acquired Corporation intend to enter into a Plan of Merger to consummate the Merger, and a draft of the Agreement and Plan of Merger is attached as Exhibit "A" to the Articles of Merger; and

WHEREAS, the Acquired Corporation desires to consummate the Merger on the terms and conditions set forth in the Agreement, which terms are hereby incorporated by reference; and

WHEREAS, after the Merger has been approved, the Acquired Corporation intends to execute Articles of Merger and file them with the Florida Department of State in accordance with Section 617.054 of the Act; and

WHEREAS, it is in the best interest of the Acquired Corporation to consummate this transaction.

NOW, THEREFORE:

BE IT RESOLVED, that the Merger and all of the transactions contemplated thereby are adopted, approved, and consented to and the Rev. Arthur Johnson, the Acquired Corporation's President, Pastor, and Moderator, or any of the Acquired Corporation's other officers are authorized and directed on behalf of the Acquired Corporation to negotiate, execute, and deliver the Agreements and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transactions contemplated by the Agreements, with such deletions, modifications, or other changes deemed necessary or appropriate by such officer or officers, in their sole discretion, upon the advice of counsel or otherwise, in order to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Acquired Corporation, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary and appropriate to consummate the transactions contemplated by the Agreements; and

BE IT FURTHER RESOLVED, that the pastor, or any of the Acquired Corporation's other officers, are authorized and directed to submit the Plan of Merger to the members of the Acquired Corporation for their approval; and

BE IT FURTHER RESOLVED, that the pastor, or any of the Acquired Corporation's other officers, are directed to execute and file the Articles of Merger with the Florida Department of State; and

BE IT FURTHER RESOLVED, that all officers of the Acquired Corporation are authorized and directed to furnish copies of the foregoing resolutions to: Grace Brethren Church of Fort Lauderdale, Florida, ^{Incorporated} Inc., and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

IN WITNESS WHEREOF, the undersigned, as all of the members of the Church Council of Grace Brethren Church of Pompano Beach, ^{Incorporated} Inc., execute the foregoing Corporate Action for the purpose of giving their consent to it as of the 13th day of July, 1992.

Rev. Arthur J. [Signature]

Fred Bower

Ervin E. [Signature]

Jack Boone

Elmer M. [Signature]

Reynard Cook

INCUMBENCY CERTIFICATE: CERTIFICATE OF RESOLUTIONS
OF GRACE BRETHREN CHURCH OF POMPANO BEACH, FLORIDA, INC., ^{INCORPORATED}

I, ERVIN EATLER, Secretary of Grace Brethren Church of Pompano Beach, Florida, ^{Incorporated} Inc., a Florida corporation (the "Church"), hereby certify that:

1. The following persons are the duly elected, qualified, and acting officers of the Church holding on this date the offices set forth opposite their names below, and that the signatures appearing opposite their respective names below are their genuine signatures:

<u>Name</u>	<u>Office</u>	<u>Signature</u>
Rev. Arthur Johnson	Pastor	<u>Rev. Arthur Johnson</u>
Rev. Arthur Johnson	Moderator	<u>Rev. Arthur Johnson</u>
<u>ERVIN EATLER</u>	Recording Secretary	<u>Ervin Eatler</u>
<u>Fred Bower</u>	Financial Secretary	<u>FRED BOWER</u>
<u>ERVIN EATLER</u>	Treasurer	<u>Ervin Eatler</u>
<u>Bernard Cook</u>	Trustee	<u>Bernard Cook</u>
<u>ELMER M JAMES</u>	Trustee	<u>Elmer M James</u>
<u>JACK BOONE</u>	Trustee	<u>Jack Boone</u>
_____	Trustee	_____
_____	Trustee	_____

2) Attached is a true and correct copy of the Resolutions duly adopted by the Church Counsel, which acts as a Board of Directors of the Church in connection with the Merger. The Resolutions have not been amended, modified, rescinded, or revoked and are in full force and effect on this date.

3) The Articles of Incorporation for the Church that are attached hereto are true, complete, and current and are in full force and effect on this date without modification.

4) The Bylaws of the Church attached to this Certificate are a true and complete copy of the Bylaws of the Church. The Bylaws are currently in full force and effect and have not been amended or supplemented.

IN WITNESS WHEREOF, I have set my hand and fixed the seal of the Church this 10TH day of July, 1992.

Ervin Eaker
Recording Secretary

I, Rev. Arthur G. Johnson, Moderator of the Church, hereby certify that ERVIN EAKER is the duly elected, qualified, and acting Recording Secretary of the Church, and that the signature above is his genuine signature.

IN WITNESS WHEREOF, I have signed this Certificate this 10TH day of July, 1992.

Rev. Arthur G. Johnson
President

ARTICLES OF INCORPORATION

OF THE

**GRACE BRETHREN CHURCH
POMPANO BEACH, FLORIDA**

The undersigned subscribers to these Articles of Incorporation, each being a natural person, hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION: The name of this corporation is:
GRACE BRETHREN CHURCH OF POMPANO BEACH, INCORPORATED.

ARTICLE II

PURPOSE OR PURPOSES FOR WHICH ORGANIZED: The purpose or purposes for which this corporation is organized is not at a monetary profit.

A. The teaching and preaching of the Bible as the inspired Word of God, and altogether sufficient as a rule for faith and practice.

B. The propagation of the Gospel throughout the world.

C. The observance of Christian ordinances as taught by the Bible for the enrichment of our lives.

D. The practice of public worship and Christian fellowship for the enrichment of life, the strengthening of family ties, and growth into Christian maturity.

E. Cooperate with like-minded Evangelical organizations, especially with the National Fellowship of Brethren Churches and its missionary agencies.

F. By the aid of the Holy Spirit: To walk in Christian love, strive for the advancement of the Church in knowledge and holiness, to sustain its worship, ordinances, discipline and doctrines; to remember those who have the rule over us, who speak unto us the Word of God; to submit ourselves to the loving oversight in the discipline of the Word of God; to make our gifts cheerfully and regularly as the Lord has prospered us for the support of the Church in all its ministry; to maintain family and sacred devotions; to educate our children in the Word of God; to seek the salvation of our kindred and acquaintances and to walk circumspectly in the world so that in all our conduct we may prove to be examples of the Grace of God.

G. To watch over one another in brotherly love, remember each other in prayer, aid each other in sickness and distress, cultivate christian sympathy and feeling and courtesy in speech; to be slow to take offense, and ever ready for reconciliation, being mindful of the teachings of our Savior, seeking it without delay.

H. To buy, acquire, receive, assign, transfer, rent, sub-rent, sub-lease, hold, mortgage, sell, convey, lease, or otherwise acquire and/or dispose of real and personal property, or mixed property, including franchises, patents, copy-rights, trademarks and licenses, bonds, securities, notes, stocks, indentures, and other evidences of indebtedness in the State of Florida and in all other states and countries.

I. To contract debts and borrow money, issue, sell and/or pledge bonds, indentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtednesses as required, and to purchase the corporate assets of any other corporation.

J. To guarantee, endorse, purchase, acquire, hold, sell, transfer, assign, mortgage, pledge or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation or persons of the State of Florida, or any other State or Government, and while owner of such stock to exercise all the rights powers and privileges of ownership, including the right to vote such stock.

K. To aid and assist the Brethren Congregation, known as GRACE BROTHERS CHURCH OF POMPANO BEACH, FLORIDA, in its endeavors and growth by holding legal title to property for it in trust for its use and benefits, and by so holding title thereto, to grant to it the protections and benefits of a corporation, with the flexibility of arranging and transacting necessary or apparent necessary business and commercial activity incident thereto.

ARTICLE III

TERM OF EXISTENCE: This corporation shall exist perpetually.

ARTICLE IV

NAMES AND RESIDENCE OF SUBSCRIBERS: The names and residences of the subscribers and incorporators are as follows:

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
E. B. Spears	620 N. E. Eighth Court Pompano Beach, Florida
E. Y. Baker	651 N. E. Eighth Court Pompano Beach, Florida
E. K. Yoder	2349 N. E. 28 Street Lighthouse Point, Florida

ARTICLE V

OFFICERS OF THE CORPORATION: The affairs of the corporation shall be managed by the following Officers of the corporation:

1. Moderator
2. Vice-Moderator
3. Recording Secretary
4. Financial Secretary
5. Treasurer
6. Trustees

Each of said officers shall be elected annually at each Annual Business Meeting, held for said purpose, to serve for one year thereafter, or until his successor is elected and accepts.

ARTICLE VI

POWERS AND DUTIES OF OFFICERS: The power and duties of the Officers of this corporation shall be as follows:

1. MODERATOR. The Moderator shall preside at all business meetings and official board meetings, except when the business pertains to himself, and except at meetings of the Trustees, and shall be the Chief Executive Officer of the Corporation, shall sign all legal instruments for the corporation and perform all the duties specified by him by these Articles, by any By-Laws adopted by the corporation and shall carry out the will of the corporation, evidenced by the vote of its Trustees. The Moderator shall further have all powers and duties not inconsistent with these Articles and any By-Laws of the corporation which is delegated to it.

2. VICE-MODERATOR. The Vice-Moderator shall preside in the Moderator's absence and when the business pertains to the Moderator, at which time the Vice-Moderator shall possess all power and authority given to the Moderator. Further, he shall possess whatever power and shall have whatever duties which shall be delegated to him which are not inconsistent with these Articles and By-Laws.

3. RECORDING SECRETARY. The Recording Secretary shall keep a complete record of all official proceedings at regular and special business meetings of the corporation, which shall be read for approval at the next meeting, and shall do the same for all meetings of the Official Boards of the corporation, except as to the Board of Trustees meetings. The Recording Secretary shall have whatever authority and duties which are specifically delegated and which are not inconsistent with these Articles and the By-Laws.

4. FINANCIAL SECRETARY. The Financial Secretary shall receive all monies of the corporation and auxiliary organizations, keep a record of all the same and shall turn said monies and records over to the Treasurer. The Financial Secretary shall issue orders upon the Treasurer for such sums as directed by the corporation or any authorized person. He shall make a full and impartial report as often as requested so to do by the corporation. He shall make a full report at each annual business meeting. He shall possess whatever powers and shall have whatever duties which shall specifically be delegated to him which are not inconsistent with these Articles and the By-Laws.

5. TREASURER. The Treasurer shall keep separate accounts of all monies paid to him by the Financial Secretary and shall disburse said money only upon order of the Board of Trustees or as specified hereinafter in the By-Laws.

6. TRUSTEES. The Board of Trustees is to hold in trust the property of the church and shall be charged with the responsibility of caring for same and making recommendations to the church for repairs and maintenance.

ARTICLE VII

FIRST OFFICERS: The names of the Officers who are to serve until the first election under these Articles of Incorporation, which said election shall be held at the next Annual Business Meeting of the corporation as hereinbefore set out, shall be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>RESIDENCE ADDRESS</u>
GENE E. WITZKY	Moderator	170 N. E. 27 Street Pompano Beach, Florida
FRED BOWER	Vice-Moderator	2600 N. E. 13 Avenue Pompano Beach, Florida
Anna Eby	Recording Secretary	661 N. E. 8th Court Pompano Beach, Florida

William Foss

Financial
Secretary

Edison K. Yoder

Treasurer

2349 N. E. 26 Street
Lighthouse Point, Florida

ARTICLE VIII

ANNUAL BUSINESS MEETINGS: An Annual Business Meeting of the corporation shall be held at 3501 N. E. Third Avenue, Pompano Beach, Florida, or some other place designated in the By-Laws, if any, of the corporation, at a time early in January mutually agreed upon by the Church Council of each year hereafter. At said time the said Officers and the Trustees up for election shall be elected and such other business of the corporation shall be transacted as shall properly come before said meeting.

ARTICLE IX

BOARD OF TRUSTEES: The Board of Trustees shall consist of three (3) members, or more if designated, in the By-Laws; it shall have such duties, and power and authority designated in these Articles and in the By-Laws, which are not inconsistent with these Articles; the first Board of Trustees, which shall serve until the next annual business meeting or until their successors are elected and accepts, shall be as follows:

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
E. E. SPEARS	620 N. E. Eighth Court Pompano Beach, Florida
E. Y. BAKER	651 N. E. Eighth Court Pompano Beach, Florida
FRED BOWER	2600 N. E. 13 Avenue Pompano Beach, Florida

Any member of the Board of Trustees may vote as a member thereof except when he or she is the subject matter thereof of said vote and provided if the presiding officer is a member thereof, then said member shall not vote unless there is a tie vote in which case said presiding officer, whether a member of said Board of Trustees or not, shall cast the deciding vote.

At the first Annual Meeting for election of officers, three Trustees shall be elected; one (1) Trustee for a three year term, two, one for two year term, and three, one for one year term. Thereafter replacement Trustee or Trustees shall be elected for three years.

ARTICLE X

INDUSTRIALNESS OF THE CORPORATION: The corporation shall possess all powers granted by law to a corporation of this nature, except as limited by these Articles.

ARTICLE XII

SPECIAL BUSINESS MEETINGS: A Special Business Meeting may be held at any time at any designated place upon reasonable notice to the Trustees and Officers and the Membership, if necessary, of the corporation as may hereinafter be specified in the By-Laws, for any business properly before it which shall include any business of the corporation not prohibited at a Special Business Meeting of said Board, Committee or Group.

ARTICLE XIII

ELECTIONS: All Officers and Trustees of the corporation shall be elected by ballot by vote of the majority of the membership at large. All other boards, chairmen, committeemen, and committees shall be organized and selected as specified in the By-Laws.

ARTICLE XIV

DUTIES OF COMMITTEES: The rights, duties, meetings and control of said Committees, Chairmen, Boards and Committeemen shall be designated in the said By-Laws.

ARTICLE XV.

NOMINATING COMMITTEE: A nominating committee of five (5) members of the membership at large shall be elected by the method set out in the By-Laws at a time designated in said By-Laws prior to the said annual business meeting, and said committee shall serve until their successors shall be elected and accepted.

ARTICLE XVI.

BUSINESS OF THE CORPORATION: The business of the corporation and the management thereof shall be controlled by and shall be the responsibility of the Church Council, but they shall have no power to buy, sell, lease, mortgage, or transfer any real estate without a special vote of the membership authorizing such action.

The Board of Trustees shall at their first organized meeting, elect from its membership a Chairman who shall preside over said Board of Trustees during said elected year and a Secretary who shall help and record all business of the Board of Trustees.

All powers not specifically designated to some officer or reserved herein shall reside in said Board of Trustees, provided, however, said Board of Trustees shall not have the authority to do anything contrary to these Articles or the adopted By-Laws.

ARTICLE XVII

VACANCIES: All vacancies shall be filled by the said Nominating Committee, or as may be designated in the By-Laws, if so provided.

ARTICLE XVIII

SPECIAL AUTHORITY TO BE NOTED: If the membership at large authorizes the Board of Trustees to buy, sell, convey, lease, mortgage, or transfer any real property by a special vote, then said Board of Trustees shall thereafter affirmatively authorize such, and on its books so enter, and shall designate some officer, or officers, if not the Moderator, to carry out the will of the corporation, and shall in such order recite its authority from said membership for so ordering.

ARTICLE XIX

QUORUM: To constitute a quorum of any business meeting of the membership at large, at least twenty (20) per cent of membership, sixteen (16) years of age or older, must be present. Quorums for all other Boards, and Committees Meetings shall be specified in the By-Laws.

ARTICLE XI

OFFICER-MEMBER OF THE CHURCH COUNCIL: Any officer may be a member of the Church Council, but no person may hold more than one office simultaneously, except that of Officer and Trustee of the corporation.

ARTICLE XII

PROPERTY TITLE: All property held in the name of the corporation shall be in trust for the use and benefit of the Brethren Church congregation known as the Grace Brethren Church of Pompano Beach, Florida, presently located at 3501 N. E. Third Avenue, Pompano Beach, Florida, or in trust, such as may be specified by the Deed, devise, bequest, gift or conveyance.

ARTICLE XIII

BY-LAWS: The Church Council shall upon incorporation hereof adopt necessary and expedient By-Laws and may thereafter amend same, all subject to the approval of the membership at large by a vote of the majority present at a called Special Business meeting for said purpose or at the Annual Business Meeting of the corporation, upon reasonable notice thereof of said purposes and may in its By-Laws:

1. Church Council full discretionary power of admitting or expelling members.

2. Prescribe that an incorporator or member shall not have any vested right, interest or privilege of, in or to the assets, functions, affairs and franchises of the corporation, or any rights, interests or privileges that may be transferable, or inheritable, or which shall continue if membership ceases, or while said member is not in good standing; provided that before his membership shall cease against his consent, he shall be given an opportunity to be heard, unless he is absent from the County where this corporation is located.

3. Prescribe that any rule, regulation or provision not inconsistent with these Articles, all powers duties, rights, and obligations, not specifically set forth or limited by these Articles or inconsistent thereto, and/or which are not contrary to the purpose of this corporation and to the laws of the State and the laws of the United States, may be regulated and set forth in the By-Laws of the corporation.

ARTICLE XIV

VESTED RIGHTS: No incorporator, or member, shall have any vested right, interest, or privilege in or to the assets, functions, affairs, or franchises of the corporation, or any rights, interests, or privileges which may be transferable or inheritable, or shall continue if his membership ceases, or while he is not in good standing as a member of the corporation.

ARTICLE XV

AMENDMENT TO ARTICLES OF INCORPORATION: These Articles may be amended at any time at a business Meeting after notice thereof to the membership at large a reasonable time before the said Meeting, to be designated in the By-Laws of the corporation upon two-thirds of the membership present at said meeting voting in favor of said amendment.

The Church Council may propose such amendment of any thirty (30) members of the corporation may propose said amendment to the Trustees, who shall thereupon call said Meeting for said purpose.

ARTICLE XXV

AMENDMENT OF BY-LAWS: Amendments to the corporation shall be done by the means specified in the By-Laws, and if not and until specified therein, by the same method as the adoption thereof.

ARTICLE XXVI

MEMBERSHIP: Any person who shall have publicly confessed that Jesus Christ is the Son of God, and accented Him as Savior and Lord, and who shall have publicly accepted the Bible as the complete final, and inspired revelation of the triune God to Man, and who shall have been baptized or applied for baptism in water by triune immersion, and who shall have consented to the covenants and provisions of these Articles, the Constitution and By-Laws known as the Grace Brethren Church of Pompano Beach, and upon approval by the Pastor of the said Grace Brethren Church of Pompano Beach, or the membership board of said congregation, and upon completion of the requirements, shall thereupon become a member of the corporation and the Recording Secretary shall thereupon enroll said person on the Books of the Corporation as a Member thereof at the next business meeting.

NO PERSON SHALL BECOME A MEMBER OF THE CORPORATION UNLESS

HE SHALL:

1. Have experienced new birth and assurance of salvation.
2. Have accepted the Bible as the inspired Word of God and sufficient as a rule for belief and behavior.
3. Have accepted the doctrines and ordinances of the Bible as upheld and practiced by the Grace Brethren Church of Pompano Beach, Florida.
4. Be faithful in all spiritual duties essential to the christian life, participate in the communion ordinances and be loyal to the Grace Brethren Church of Pompano Beach, Florida.
5. Attend regularly services of said Grace Brethren Church and contribute to its support and charity, and to share in its organized work.
6. Be 15 years of age or over, and in full fellowship, but any member under the age of twenty-one (21) years of age at the time of the vote of affecting real estate shall not be permitted to vote thereon and be counted a member for the purpose of a Quorum.

No person under the age of twenty-one (21) years shall be an Officer of the corporation or a Trustee of the corporation.

Any member of the corporation may withdraw at any time upon his request to do such.

A MEMBER SHALL BE DISMISSED FROM THE CORPORATION FOR THE FOLLOWING:

1. When a member fails to perform his duties as outlined in these Articles of Incorporation and/or in the By-Laws of the corporation, and shall fail to give evidence of vital interest in the said Grace Brethren Church, after due effort has been made by the proper officials of the said church to encourage his interest, and if this condition shall prevail for six months, his name shall be dropped from the membership by a two-thirds vote of the membership present at a Business Meeting to which he has been notified and given an opportunity to be heard.

2. If the member shall fall back into practices of questionable conduct, so that his walk is a reproach to the name of Christ and to the said Church, he shall be contacted first by the said Pastor of said Church and by the Pastor and other officials of said Church, concerning these things. If he then fails to show proper spirit and a desire to correct these things, he shall be asked to withdraw from the membership. If he fails to do this, the Church Council may recommend to the membership that he be dismissed from the membership at large. A two-thirds vote of the membership present at a Business Meeting to which he has been notified and given an opportunity to be heard shall be necessary for such dismissal.

3. Any member of the corporation being opposed to the doctrine as accepted and practiced by the said Church, or if any member is found guilty of unscriptural conduct, he may be excommunicated for said reason and conduct. All such cases shall first be investigated by the Church Council and Pastor of the said Church, who shall give such member such due hearing and shall then make a recommendation to the membership at large, who shall at a Special or Annual Meeting vote thereon after giving said member an opportunity to be heard. A two-thirds vote of voting members present will be necessary for such excommunication.

4. If any member of the Church become divorced for any other reason as set forth in Matthew 19:9, and shall remarry, he shall automatically be expelled. Or if a member shall marry a person who has been divorced for any other reasons as set out in Matthew 19:9, he shall automatically forfeit membership. If fornication existed, but was not the real reason for the divorce, although not stated in the proceedings, the party in question may appear before the Pastor or before the Church Council and state his case. If said Pastor and/or the Church Council are satisfied that the person in question is conforming with the spirit of said Matthew 19:9, they shall recommend that the name be retained on the roll and same shall be done.

5. Any member of the corporation who resigns or is dropped from membership in said Church, shall automatically cease to be a member in the corporation, and shall be dropped from the rolls at the next Meeting, unless reinstated beforehand.

6. Any bona fide member of the said Grace Brethren Church of Pompano Beach having attained the age of 15 years, shall automatically become, upon adoption of these Articles of Incorporation, a member of the corporation, and any person who shall after adoption of these Articles become a bona fide member of said Church, shall, according to its rules, regulations, constitutions and By-Laws, automatically be a member in this corporation and shall so be designated as such on the rolls at the next meeting of the corporation.

IN TESTIMONY WHEREOF, we the undersigned state and affirm that we are each natural persons, competent to contract, and we, hereupon associate ourselves to form a corporation not for profit under the laws of the State of Florida, for the purposes herein mentioned, this the 31st day of October, 1966.

DATE OF SIGNING

Oct. 2, 1966
Oct. 2, 1966
Oct. 17, 1966

SIGNATURES

E. E. SPEARS
E. E. SPEARS
E. Y. EAKER
E. K. YODER

STATE OF FLORIDA)
COUNTY OF BROWARD) ss.

I, THE UNDERSIGNED AUTHORITY, hereby certify that on this the 31st day of October, 1964, before me, a Notary Public, duly authorized in the State and County herein named to administer oaths and take acknowledgments, personally appeared E. E. SPEARS, E. Y. BAKER and E. K. YODER, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed their names by signature to the foregoing Articles of Incorporation.

WITNESS my hand and official seal at Pompano Beach, Broward County, Florida, this 31st day of October, 1964.

Eugene D. Baker
Notary Public

My Commission Expires:

January 31, 1969



Office of Secretary of State

J. Tom Adams, Secretary of State of the State of Florida
do hereby certify that I have read foregoing and return under current copy of

CERTIFICATE OF INCORPORATION

OF

GRACE BRETHREN CHURCH OF POMPANO BEACH, INCORPORATED,

a corporation not for profit organized and existing under
the Laws of the State of Florida, filed on the 8th day
of November, A. D., 1966, as shown by the records of
this office.

*Given under my hand and the Great Seal of
the State of Florida, at Tallahassee, the Capital,
this the 8th day of November,
A. D. 1966.*



Secretary of State

**AMENDMENT TO ARTICLES OF INCORPORATION OF
GRACE BRETHREN CHURCH OF POMPANO BEACH, INC.**

The GRACE BRETHREN CHURCH OF POMPANO BEACH, INC. (hereinafter "the Corporation" or "the Church"), through its Board of Trustees and Members, in accordance with Florida Statutes Section 617.017, hereby amends its Articles of Incorporation originally filed November 8, 1966. This Amendment to the Articles of Incorporation has been duly adopted by the President, Secretary, Board of Trustees, and members of the Church, and all amendments to the original Articles of Incorporation have been duly approved pursuant to Section 617.017, Florida Statutes, the Articles of Incorporation, and the Constitution of the Church.

No shares of stock have been issued by this Corporation. The original Articles of Incorporation shall remain in full force and effect, and the Amendment set forth below is intended solely to add Article XXVII to those original Articles of Incorporation.

ARTICLE XXVII.

DISTRIBUTION OF ASSETS UPON DISSOLUTION

On the dissolution of this Corporation, the Board of Trustees shall liquidate all corporate assets and distribute the proceeds thereof as follows:

A. To the South Florida District Churches of GRACE BRETHREN CHURCHES, thirty-six (36%) percent.

B. To GRACE BRETHREN FOREIGN MISSIONS, thirty (30%) percent.

C. To GRACE BRETHREN HOME MISSIONS, ten (10%) percent.

D. To CHILD EVANGELISM FELLOWSHIP OF BROWARD COUNTY, twenty-four (24%) percent.

Notwithstanding the foregoing, on the dissolution of this Corporation, the Board of Trustees shall convey all Corporate assets to organizations exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, after paying or making provisions for the payment of all liabilities of this Corporation. All recipients of Corporate assets must exist exclusively for charitable, educational, religious, or scientific purposes. Any assets not so distributed shall be distributed pursuant to order of a court of competent jurisdiction in the county where the principal office of this Corporation is then located, and those remaining assets shall be transferred to other exempt organizations determined by the Court to be organized and operated for charitable, educational, religious, or scientific purposes consistent with the purposes for which this Corporation was organized. If any of the organizations identified in the previous subparagraph of this

Article shall be disqualified as a recipient of Corporate assets pursuant to this paragraph, the share that beneficiary otherwise would have received shall instead be divided prorata among the remaining beneficiaries listed above who are qualified to receive those proceeds, in proportion to the relative percentages given to those remaining organizations.

No part of the net earnings of this Corporation shall benefit or be distributable to its members, directors, officers, or other private persons except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. This Corporation shall not undertake any activities prohibited to nonprofit corporations exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or any subsequent legislation, including the carrying on of propaganda or otherwise attempting in substantial measure to influence legislation. This Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

IN WITNESS WHEREOF, the undersigned acknowledges that written notice setting forth the proposed Amendment or a summary of the proposed Amendment has been given to each member of record of this Corporation entitled to vote thereon at least ten (10) days before this Amendment was submitted to a vote, and that the period of ten days included two Sundays. The undersigned further acknowledges that a quorum was present and that two-thirds of the membership present at said meeting voted in favor of this

Amendment and directed the undersigned to execute this Amendment to the Articles of Incorporation this 16th day of May, 1990.

Art. Johnson
Moderator

Mike Bower (Sec. pro tem)
Secretary

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Arthur H. Johnson, known to me and by me to be the persons and who executed the foregoing Amendment to the Articles of Incorporation as moderator and secretary of the Corporation, and they acknowledged before me that they executed this Amendment to the Articles of Incorporation as moderator and secretary of the Corporation, and that the Board of Trustees and the Members of the Corporation approved the Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 17 day of May, 1990.

Joan S. Lawrence
Notary Public, State of Florida

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. FEB 25, 1991
BONDED THRU GENERAL INS. UND.

6 R A P Y

NEW

CONSTITUTION
FOR
GRACE BRETHREN CHURCH
Pompano Beach, Florida

ARTICLE I

COVENANT

The covenant by which this church exists as a distinct body, and which every member accepts, is as follows:

Acknowledging Jesus Christ to be our Saviour and Lord, and accepting the Holy Scriptures as our rule of faith and practice, and recognizing the privilege and duty of uniting ourselves for Christian fellowship, the enjoyment of Christian ordinances, the public worship of God and invoking His blessing, solemnly covenant and agree with each other to associate ourselves as a church of the Lord Jesus Christ, as warranted by the Word of God.

We agree to maintain the institutions of the Gospel, to submit ourselves to the orderly administration of the affairs of the church and to walk together in brotherly love.

And this we do depending on the aid of our Heavenly Father, who so loved the world that He gave His only begotten Son for our salvation, and of Jesus Christ who hath redeemed us with His blood, and of the Holy Spirit, our Comforter and Guide.

ARTICLE II

NAME

The name of this church shall be the GRACE BRETHREN CHURCH OF POMPAÑO BEACH, FLORIDA.

ARTICLE III

MEMBERSHIP

Any person who shall have confessed that Jesus Christ is the Son of God and accepted Him as Saviour and Lord, and who shall have publicly accepted the Bible as the complete, final, and inspired revelation of the triune God to man, and who shall have been baptized in water by trine immersion, and who shall have consented to the covenants and provisions of this constitution and by-laws, may formally become a member of this church.

ARTICLE IV

CHARTER

Section 1. Authority

(a) The primary authority by which this church exists as an ecclesiastical body is received from the Holy Scriptures. But it recognizes and sustains the obligations of mutual counsel and co-operation which are common among Brethren churches.

(b) The secondary authority is by the laws of the state of Florida, under which it is incorporated.

Section 2. Government

All authority shall be vested in the congregation, and the church shall not be subject to any other body.

ARTICLE V

AMENDMENTS

Section 1.

This constitution may be amended by a two-thirds vote of all members eligible to vote and present at any regular meeting, or at a special meeting called for that purpose, provided: that in either case at least ten days notice of the proposed amendment shall be given, and that the said period of ten days shall include two Sundays. An announcement from the pulpit on two successive Sundays or two insertions of the proposed amendment in the church calendar, shall be deemed a sufficient notice.

BY-LAWS

ARTICLE I

MEMBERSHIP

Section 1. Qualifications.

The necessary qualifications required of the members, to perform their duties under these by-laws, are enumerated in the constitution under Article III.

Section 2. Duties.

Members are expected to be faithful in all spiritual duties essential to the Christian life, to participate in the communion ordinances, to be loyal to the church, to attend regularly its services, to contribute to its support and charities and to share in its organized work.

Section 3. Privileges.

(a) All members who have fulfilled Article 1 Section 2 of the By-Laws, and who are fifteen years of age and over, are eligible to vote in all business meetings of the church. Those who have not fulfilled the duties of Article 1 Section 2 have no vote.

(b) Any member who feels a dissatisfaction with the general procedure of any department of church life shall make known his case to the Pastor or the Board of Deacons and thus appeal to the Church Council. In case official action is deemed necessary, the complaint must be signed by the party or parties making the same.

Section 4. Withdrawal.

(a) A certificate of fellowship may be granted, upon request, to any member in good standing by a majority vote of all members present at any

regular business meeting or by the Pastor (or by the Church Council, in his absence), providing that announcement of such request has either been made from the pulpit or printed in the church calendar one week previous to the granting of the certificate, and that no objection has been raised by any member of the church. If any objection is made by any member of the church, said objection must be filed in writing with the Board of Deacons, whereupon said board shall investigate cause of objection. If the objection still stands after investigation, the Board of Deacons shall recommend the action which it deems wise to the congregation.

The member to whom the certificate is granted is considered released immediately upon granting of the same. This certificate becomes null and void six months after being issued. No certificate shall be issued except to some organized body of Christian believers.

(b) A member's name may be dropped from the roll upon the written request of the member involved.

Section 5. Dismissal.

(a) When members shall fail to perform their duties as outlined in Section 2 of this article and shall fail to give evidence of vital interest in the church after due efforts have been made by the proper officials of the church to encourage their interest, and if this condition shall prevail for six months, their names shall be dropped from the roll by a majority vote of the members present at the business meeting.

(b) If any member of this church be opposed to any of the Bible doctrines as accepted and practised by this church, or if any member is found guilty of unscriptural conduct, he or she may be excommunicated for unscriptural reasons. All such cases shall first be investigated by the Board of Deacons and Pastor of the church who shall give such member due hearing, and shall then make recommendation to the body of the church.

A two-thirds vote, by ballot, of all members present at any regularly authorized business meeting shall be necessary for such excommunication.

ARTICLE II

OFFICERS AND COMMITTEES

Section 1. The Officers and committees of this church shall be as follows:

1. Pastor. When a vacancy shall occur in the pastorate, one candidate at a time shall be considered and recommended to the body of the church by the Church Council, and a two-thirds vote of the members present at a meeting called for that purpose shall be necessary for this initial call.

The initial call of the pastor shall be for a period of three years, and all subsequent calls shall be for two years. For re-electing a pastor, a majority vote shall be sufficient. Such elections for calling a pastor shall be by ballot.

If at any time the Church Council shall sense a rising serious opposition to the pastor, no congregational vote on the pastor shall be taken but first the pastor shall be informed of this opposition by the Church Council.

2. Elders. If any member of this congregation believes that the Holy Spirit is calling him to the office of the eldership, he shall present himself before the church. The church, if it believes the applicant worthy of said office, shall recommend him to the ministerial examining board of the district for proper examination. If advisable, the church may proceed with licensing and ordination of the candidate as recommended by the district examining board.

3. Deacons and Deaconesses. These may be elected to the number of one deacon and one deaconess for each 25 members or major fraction thereof.

The office shall be for one year. At each annual election the congregation may elect by majority ballot deacons and deaconesses. The Pastor, Vice-Moderator, and Chairman of the Deacon Board shall choose nominees for the above offices and shall examine these candidates according to the Biblical standard in I Timothy 3. Nominees may be chosen from those who have already held the office or from other qualified individuals or from both. Previous service in the deaconate does not obligate the above officers to nominate such individuals. Members of the church may present names for the deaconate to the above officers for consideration up to three months before the annual business meeting.

Deacons and deaconesses are chosen to assist the Pastor and the Church mainly in the practice of the ordinances and caring for the needy, and further to assist in such spiritual functions as the Church or Pastor may designate.

4. Moderator. The Pastor shall be the Moderator by virtue of his office.

5. The following officers shall be elected at each annual business meeting to serve for one year, or until his successor is elected and qualified:

Vice-Moderator
Recording Secretary
Financial Secretary
Assistant Financial Secretary
Treasurer
Trustees (Board of 6 members)
(two trustees are elected each year for a three year term)
Head Usher (additional ushers to the numbers necessary shall be elected or appointed annually for one year, or until their successors are elected and qualified)

Organist
Pianist
Assistant Pianist
Bible School Superintendent
Assistant B. S. Superintendent
Bible School Secretary
Assistant B. S. Secretary
Bible School Pianist
Assistant B. S. Pianist

6. Nominating Committee. A Nominating Committee consisting of five members shall be elected at the third quarterly business meeting, to serve for one year, or until their successors shall be elected and qualified. The Nominating Committee shall take nominations in case of vacancies.

7. Finance Committee. The Finance Committee shall consist of the Treasurer, Financial Secretary and one member of the Board of Trustees.

8. Church Council. The Church Council shall consist of the following officers: Pastor, Vice-Moderator, Recording Secretary, Financial Secretary,

Treasurer, Deacons, Deaconesses and Bible School Superintendent, three Trustees elected by the Board of Trustees and including the chairman of the Board of Trustees.

9. Special boards and Committees. The church may elect or the Pastor may appoint special boards and committees from time to time as occasion may require.

Section 2. Manner of election.

All officers and standing committees shall be elected by ballot unless otherwise specified by vote of the congregation.

All elected boards and committees shall form their own organization annually unless otherwise specified in these by-laws.

Section 3. The duties of officers and committees of this church shall be as follows:

1. The Pastor shall have charge of the spiritual welfare of the congregation. He shall preach the Word and have in his care the stated services of public worship and with the assistance of the Deacons shall administer the Communion.

He shall preside at all church services unless other acceptable arrangements are properly made.

He shall hold the office of Moderator of the church and shall preside at all business meetings except when the business pertains to himself.

He shall be ex-officio member of all boards and committees in all boards and committees in all the organization of the church.

He in conjunction with the Recording Secretary shall be responsible for the keeping of a record of the names of all members, with the dates of admission, withdrawal, dismissal, or death together with a record of all baptisms. This must be reported annually to the District Conference. He shall present a report at each annual and quarterly business meeting.

2. Vice-Moderator: The Vice-Moderator shall preside in the Moderator's absence and when the business pertains to the Moderator, at which time the Vice-Moderator shall possess all power and authority given to the Moderator. Further, he shall possess whatever power and shall have whatever duties which shall be delegated to him which are not inconsistent with these Articles and By-Laws.

3. The Recording Secretary shall keep a complete record of all official proceedings at regular and special business meetings of the church, which shall be read for approval at the next following business meeting. He shall do likewise at all business meetings of the Church Council.

4. The Financial Secretary shall receive all the monies of the church and auxiliary organizations, keep a record of the same, and shall immediately turn them over to the Treasurer. He shall issue orders upon the Treasurer for such sums as directed by the church or any authorized person. He shall make a full or partial report as often as requested to do so by the church. He shall make a full report at each annual meeting.

5. The Treasurer shall keep separate accounts of all monies paid to him by the Financial Secretary as follows:

All money recieved by him for the church, or any department of the church, or any special fund, or money placed in his hands belonging to or in any way entrusted to the church, shall be deposited in the name of the church in a bank selected and named by the church.

Any checks of the church drawn on any bank or depository shall be valid when signed by the treasurer upon the proper order being issued by the Financial Secretary.

5a. The Elders other than the Pastor have no official standing in the congregation unless by election, but the church recognizes their high and holy office and expects to profit by the wise counsel and spiritual influence their qualifications to this office make possible.

6. The Deacons and Deaconesses shall care for the poor and, as a Board, may at their discretion, call upon the Financial Secretary for any funds held for that purpose.

They shall provide all things necessary for the communion service and aid in its administration.

They shall see that the candidates for baptism are provided with the necessary equipment for that service.

They shall assist the Pastor in every way possible to build up the church.

7. The Board of Trustees is to hold in trust the property of the church and shall be charged with the responsibility of caring for same and making recommendations to the church for repairs etc.

They shall have no power to buy, sell, lease, mortgage or transfer any real property without a special vote of the church authorizing such action.

They shall hold at least quarterly meetings prior to each quarterly congregational business meeting. A written report of that meeting shall be presented at the Quarterly Business Meeting.

A Chairman shall be elected from among the six Board Members to serve for one year. A member may hold the office of Chairman for only one of his three years as Trustee.

8. The Ushers under the direction of the Head Usher shall meet people at the door, direct them to a seat, provide them with song books and programs of the services. They shall regulate the temperature of the church as far as possible to the comfort of the majority of those present. They shall receive the offering at the time indicated and shall assist in every way in keeping the services quiet, orderly, and devotional.

9. The Pianist shall preside at the piano at all church services and perform such other duties as are common to the office.

The Organist shall preside at the organ at all church services and perform such other duties as are common to the office.

10. The Assistant Pianist shall preside at the piano in the absence of the Pianist.

11. The Superintendent of the Bible School shall have the general oversight and direction of all the departments of the school and shall conduct its affairs upon such general plans and by such methods as may be approved by the church.

He shall in consultation with the Pastor, the Assistant Superintendent, and departmental heads select or dismiss teachers for the respective departments.

Under his supervision and in consultation with the Pastor and the Assistant Superintendent, each department of the Bible School shall carry forth its work under its own officials and organization.

All department heads shall be selected by the Superintendent with the consent of the Pastor and Assistant Superintendent.

12. The Assistant Superintendent shall perform all the duties pertaining to the office in the absence of the Superintendent.

13. The Secretary of the Bible School shall receive and keep a record of all money received from whatsoever source and shall immediately turn same over to the Financial Secretary of the church.

He shall keep a record of attendance by departments and make a full report at each annual meeting and a full or partial report at each quarterly or special meeting when called upon by the church to do so.

He shall purchase all supplies approved by Pastor and Bible School Superintendent for the school, drawing on the Financial Secretary of the church for the required expenditures, and conduct the general business affairs of the school, under the direction of the organization.

14. The Bible School Pianist shall preside at the piano during all exercises of the school.

15. The Assistant Pianist shall perform all the duties pertaining to the office in the absence of the Pianist.

16. The Nominating Committee shall nominate at least two persons for each office except where otherwise provided in these by-laws, and such nominations shall not be made public until the meeting at which the election is to take place.

In the preparation of the ballot for the annual election space should be provided for one additional name. In each case where names are printed on the ballot the name of the incumbent, if nominated, shall not appear first.

No person shall be nominated for more than one office except in cases of extreme necessity.

All nominations are to be made from those members of the church who are of high spiritual attainment, avoiding those who would likely cause disharmony if placed in office.

17. The Finance Committee at each annual meeting shall present a detailed statement of all the probable expenses of the church during the ensuing year and recommend the amount of money to be appropriated for each item of expense in said statement.

The committee shall take steps to establish the envelope system of giving in the congregation.

18. The Church Council shall act on all matters which shall properly come before it during intervals between regular business meetings of the church or as this Constitution and By-Laws may specify. This Council shall

make recommendations to the church body on matters of policy and administration. Routine business such as maintenance, utilities and minor administrative matters may be cared for by the council. It is not the province of this council to act as a ruling body in any sense. It is only advisory except as instructed by the congregation.

Action 4. Recall.

The privilege of recall by the church of any officer, holding his position under the provisions of these by-laws, may be exercised as follows:

Cause.

1. For conduct unbecoming a Christian or service which is unsatisfactory to the church.

Method.

1. At a regularly or specially called business meeting after at least one week's notice that such a recall has been demanded.
2. A two-thirds vote of all members present at a properly called meeting shall be necessary for a recall.
3. A recall of the Pastor shall not be effective before the expiration of three months from the time recall is ordered, except for unscriptural conduct or for teaching contrary to the commonly accepted faith of the Brethren Church as set forth in the Statement of Faith, which statement shall be appended to these by-laws.
4. Deacons and Deaconesses cannot be recalled from office except for unscriptural conduct or for teaching contrary to the commonly accepted faith held by the Brethren Church.
5. Except as otherwise herein provided a recall shall become immediately effective.

Article III

PROPERTY OF THE CHURCH

Section 1. The title to the property of the church shall be vested in the church, except when the church is under contract with the Brethren Home Missions Council, Inc.

Section 2. Nothing shall be installed or moved from the church without either the consent of the Trustees or by the authority of the church.

Section 3. The congregation shall not authorize a debt or aggregation of debts in excess of one thousand dollars (\$1,000.00) except by the two-thirds vote of all members present at a regular or called business meeting previously announced for such purpose.

ARTICLE IV

ORGANIZATIONS

Section 1. The church regards as integral parts of itself all organizations formed for ministration and which use the facilities of the church property. Each organization shall keep a complete record of its proceedings, of the amount of money received and for what purpose expended. They shall each week turn all funds on hand over to the Financial Secretary of the church and draw an order on said secretary for all authorized expenditures.

Section 2. The Pastor shall have general oversight of all organizations referred to in the foregoing section, and the church will expect a report from each at each quarterly and annual business meeting.

ARTICLE V.

MEETINGS

Section 1. The annual meeting shall be held at the discretion of the church at which time the annual reports shall be presented and such other business transacted as may properly come before the meeting.

Section 2. Quarterly business meetings shall be held each three months. If such meetings conflict with stated spiritual activities of the church, the Pastor may, by the consent of the Church Council, designate any other day of the corresponding week as the day on which such meetings shall be held.

Section 3. Special meetings shall be called by the Pastor, or by the Recording Secretary upon the written application of 25 percent, specifying the object of such meeting.

A public announcement at Sunday services at least three days prior to holding said meeting, stating the purpose of said meeting, shall be considered a sufficient notice.

Section 4. To constitute a quorum at any business meeting of the membership at large, at least twenty (20) per cent of the membership, sixteen (16) years of age or older, must be present.

Section 5. A majority of the members eligible to vote and present at any business meeting of the church may decide all questions of expedience and plans of work, except as may be otherwise provided in these by-laws,

Section 6. Meetings of the Board of Deacons, the Board of Trustees, the Church Council and all special boards and committees are subject to the (a) call of the Pastor, (b) the call of the Chairman of the same when organized, (c) the call of a majority of its members, or (d) the common consent of all its members.

ARTICLE VI

AMENDMENTS

Section 1. These by-laws may be amended by a majority vote of all members who are eligible to vote and present at any regular or special meeting, provided that a notice of at least ten days be given of such proposed amendment. Such notice must contain a copy of the proposed amendment.

An announcement from the pulpit on two successive Sundays or two insertions in the church calendar of such proposed amendment shall be considered sufficient notice.

STATEMENT OF FAITH

We of the Grace Brethren Church of Pompano Beach, in harmony with our historic position, believing the Bible, the whole Bible, and nothing but the Bible to be our infallible rule of faith and practice, and feeling our responsibility to make known the divine message of the Bible, present the following Articles as a Statement of those basic truths taught in the Bible which are common to our Christian faith and practice:

1. **THE BIBLE:** the Word of God, the sixty-six books of the Old and New Testaments, verbally inspired in all parts, and therefore wholly without error as originally given of God (II Tim. 3:16; II Pet. 1:21).
2. **THE ONE TRUE GOD:** existing eternally as three persons - the Father, the Son, and the Holy Spirit (Luke 3:22; Matt. 28:19; II Cor. 13:14).
3. **THE LORD JESUS CHRIST:** His pre-existence and deity (John 1:1-3), incarnation by virgin birth (John 1:14; Matt. 1:18-23), sinless life (Heb. 4:15), substitutionary death (II Cor. 5:21), bodily resurrection (Luke 24:36-43), ascension into heaven and present ministry (Heb. 4:14-16), and coming again (Acts 1:11).
4. **THE HOLY SPIRIT:** His personality (Jn. 16:7-15) and deity (Acts 5:3, 4); and His work in each believer; baptism and indwelling at the moment of regeneration (I Cor. 12:13, Rom. 8:9), and filling (Eph. 5:18) to empower for Christian life and service (Eph. 3:16, Acts 1:8; Gal. 5:22, 23).
5. **MAN:** his direct creation in the image of God (Gen. 1:26-28), his subsequent fall into sin resulting in spiritual death (Gen. 3:1-24; Rom. 5:12), and the necessity of the new birth for his salvation (John 3:3-5).
6. **SALVATION:** a complete and eternal salvation by God's grace alone, received as the gift of God through personal faith in the Lord Jesus Christ and His finished work (Eph. 2:8,9; Tit. 3:5-7.)

7. **THE CHURCH:** one true Church, the body and bride of Christ (Eph. 1:22,23; 5:25-32), composed of all true believers of the present age (I Cor. 12:12, 13); and the organization of its members in local churches for worship, for edification of believers, and for world-wide gospel witness, each local church being autonomous but cooperating in fellowship and work (Eph. 4:11-16).
8. **CHRISTIAN LIFE:** a life of righteousness, good works, and separation unto God from the evil ways of the world (Rom. 12:1, 2), manifested by speaking the truth (Jas. 5:12), maintaining the sanctity of the home (Eph. 5:22, 6:4), settling differences between Christians in accordance with the Word of God (I. Cor. 6:1-8), not engaging in carnal strife but showing a Christ-like attitude toward all men (Rom. 12:17-21), exhibiting the fruit of the Spirit (Gal. 5:22, 23), and maintaining a life of prayer (Eph. 6:18, Phil. 4:6), including the privilege, when sick, of calling for the elders of the church to pray and to anoint with oil in the name of the Lord (Jas. 5:13-18)
9. **ORDINANCES:** The Christian should observe the ordinances of our Lord Jesus Christ, which are (1) baptism of believers by triune immersion (Matt. 28:19) and (2) the threefold communion service, consisting of the washing of the saints' feet (Jn. 13:1-17), the Lord's Supper (I Cor. 11:20-22, 33-34; Jude 12), and the communion of the bread and the cup (I Cor. 11:23-26).
10. **SATAN:** has existence and personality as the great adversary of God and His people (Rev. 12:1-10), his judgment (Jn. 12:31), and final doom (Rev. 20:10).
11. **SECOND COMING:** the personal, visible, and imminent return of Christ to remove His church from the earth (I Thess. 4:16, 17) before the Tribulation (I Thess. 1:10; Rev. 3:10), and afterward to descend with the Church to establish His millennial kingdom upon the earth (Rev. 19:11 - 20:6).

12. **FUTURE LIFE:** the conscious existence of the dead (Phil. 1:21-23; Luke 16:19-31), the resurrection of the body (John 5:28, 29), the judgment and reward of believers (Rom. 14:10-12; II Cor. 5:10), the judgment and condemnation of unbelievers (Rev. 20:11-15), the eternal life of the saved (John 3:16), and the eternal punishment of the lost (Matt. 25:46; Rev. 20:15).

PASTORAL EVALUATION COMMITTEE

A. The Committee Defined

1. The Pastoral Evaluation Committee, shall be composed of all Church Council Members.
2. The primary function shall be two-fold:
 - a. To determine the current feelings of the Church-Body, individually, and collectively, toward the Pastor.
 - b. To evaluate the effectiveness of the Pastors overall ministry.

B. Officers: Responsibilities

1. The Church Vice-Moderator shall serve as Chairman.
2. The Vice-Moderator with two or three appointed Council Members, shall meet with the Pastor a minimum of twice each contract year, to inform him of the current feelings in the two areas before mentioned in 'The Primary Function' of this Committee.

C. Function of the Pastoral Evaluation Committee

1. The Committee shall be responsible for the evaluation of the Pastoral Ministries of the Senior Pastor and any other Assistant Pastors of the Church.
2. The Evaluation Committee shall provide itself with current feelings in any manner appropriate and agreeable to the entire Committee.
 - a. This information shall be gathered at each Quarterly Business Meeting, in such a way as to provide every member present, the opportunity to relay his or her views to the Evaluation Committee.
 - b. The Evaluation Committee shall review the gathered information as soon as is practical, after which, the Chairman shall inform the Pastor of their findings, and if needed, arrange for the appointees to meet with the Pastor to review such areas that need Pastoral attention.
 - c. The first Committee Meeting with the Pastor, shall occur three months after commencement of the contract. Each subsequent review to be at least every six months, or as needed, having the last evaluation of the contract period no less than 90 days prior to expiration of the contract.

**UNANIMOUS CONSENT ACTION
OF THE BOARD OF ELDERS OF
GRACE BRETHREN CHURCH OF FORT LAUDERDALE, FLORIDA, INCORPORATED**

The undersigned, as all of the members of the Board of Elders of Grace Brethren Church of Fort Lauderdale, Florida, Incorporated, (hereinafter the "Surviving Corporation") which act pursuant to the Articles of Incorporation as a Board of Directors of the corporation, unanimously agree, adopt, consent to and order, the following corporate actions pursuant to Section 617.053 of the Florida Corporations Not for Profit Act:

1. The undersigned waive all formal requirements, including the necessity of holding a formal or informal meeting or any requirement that notice of such meeting be given.

2. The undersigned adopt the following corporate actions:

WHEREAS, the Surviving Corporation desires to consummate a merger (the "Merger") with Grace Brethren Church of Pompano Beach, Incorporated, a Florida corporation ("Acquired Corporation"), all in accordance with Section 617.053 of the Florida Corporations Not for Profit Act (the "Act"); and

WHEREAS, the Acquired Corporation and the Surviving Corporation intend to enter into a Plan of Merger to consummate the Merger, and a draft of the Agreement and Plan of Merger is attached as Exhibit "A" to the Articles of Merger; and

WHEREAS, the Surviving Corporation desires to consummate the Merger on the terms and conditions set forth in the Agreement, which terms are incorporated by reference thereto; and

WHEREAS, after the Merger has been approved, the Surviving Corporation intends to execute Articles of Merger and file them with the Florida Department of State in accordance with Section 617.034 of the Act; and

WHEREAS, it is in the best interest of the Surviving Corporation to consummate this transaction.

NOW, THEREFORE:

BE IT RESOLVED, that the Merger and all of the transactions contemplated thereby are adopted, approved, and consented to and Dr. Randall Smith, the Surviving Corporation's Pastor and Moderator, or any of the Surviving Corporation's other officers, are authorized and directed on behalf of the Surviving Corporation to negotiate, execute, and deliver the Agreements and any and all other instruments or agreements deemed necessary or appropriate by them to consummate the transactions contemplated by the Agreements, with such deletions, modifications, or other changes deemed necessary or appropriate by such officer or officers, in their sole discretion, upon the advice of counsel or otherwise, in order to carry out the purpose or intent of the foregoing resolutions and to do or cause to be done any and all such acts and things by or on behalf of the Surviving Corporation, in their sole discretion, upon advice of counsel or otherwise, as they deem necessary and appropriate to consummate the transactions contemplated by the Agreements; and

BE IT FURTHER RESOLVED, that the Pastor, or any of the Surviving Corporation's other officers, are authorized and directed to submit the Plan of Merger to the members of the Surviving Corporation for their approval; and

BE IT FURTHER RESOLVED, that the Pastor, or any of the Surviving Corporation's other officers, are directed to execute and file the Articles of Merger with the Florida Department of State; and

BE IT FURTHER RESOLVED, that all officers of the Surviving Corporation are authorized and directed to furnish copies of the foregoing resolutions to: Grace Brethren Church of Pompano Beach, Incorporated ~~Inc.~~, and to certify that such resolutions are in full force and effect and have not been rescinded or modified.

IN WITNESS WHEREOF, the undersigned, as all of the members of the Board of Elders of Grace Brethren Church of Fort Lauderdale, Florida, ^{Incorporated} ~~Inc.~~, execute the foregoing Corporate Action for the purpose of giving their consent to it as of the 10th day of July, 1992.

R. O. S. M.
Pastor Edward Lurs
James O. Bosteen

Larry H. Dours

**INCUMBENCY CERTIFICATE: CERTIFICATE OF RESOLUTIONS
OF GRACE BRETHREN CHURCH OF FORT LAUDERDALE, INC.**

I, LARRY A DOWNS, Secretary of Grace Brethren Church
of Fort Lauderdale, ^{Incorporated} Inc., a Florida corporation (the "Church"),
hereby certify that:

1. The following persons are the duly elected, qualified,
and acting officers of the Church holding on this date the
offices set forth opposite their names below, and that the
signatures appearing opposite their respective names below are
their genuine signatures:

<u>Name</u>	<u>Office</u>	<u>Signature</u>
<u>Randall D. Smith</u>	Pastor	<u>RANDALL D. SMITH</u>
<u>Edward Lewis</u>	Elder	<u>EDWARD LEWIS</u>
<u>James P. Bustaan</u>	Elder	<u>JAMES P. BUSTRAAN</u>
<u>Larry A. Downs</u>	Elder	<u>Larry A. Downs</u>
_____	Elder	_____
_____	Elder	_____
_____	Elder	_____

2) Attached is a true and correct copy of the Resolutions duly adopted by the Board of Elders, which acts as a Board of Directors of the Church in connection with the Merger. The Resolutions have not been amended, modified, rescinded, or revoked and are in full force and effect on this date.

3) The Articles of Incorporation for the Church that are attached hereto are true, complete, and current and are in full force and effect on this date without modification.

4) The Bylaws of the Church attached to this Certificate are a true and complete copy of the Bylaws of the Church. The Bylaws are currently in full force and effect and have not been amended or supplemented.

IN WITNESS WHEREOF, I have set my hand and fixed the seal of the Church this 12 day of July, 1992.


Recording Secretary

I, RAHOAL D SMITH, Moderator of the Church, hereby certify that LARRY DOWNS is the duly elected, qualified, and acting Recording Secretary of the Church, and that the signature above is his genuine signature.

IN WITNESS WHEREOF, I have signed this Certificate this 12 day of July, 1992.


President

ARTICLES OF INCORPORATION

OF THE

GRACE BRETHREN CHURCH
FORT LAUDERDALE, FLORIDA

RECEIVED
MAY 15 8 15 AM '64
SECRETARY OF STATE
FLORIDA

The undersigned subscribers to these Articles of Incorporation, each being a natural person, hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I.

NAME OF CORPORATION: The name of this corporation is:
GRACE BRETHREN CHURCH OF FORT LAUDERDALE, INCORPORATED.

ARTICLE II.

PURPOSE OR PURPOSES FOR WHICH ORGANIZED: The purpose or purposes for which this corporation is organized is not at a monetary profit:

- a) The teaching and preaching of the Bible as the inspired Word of God, and altogether sufficient as a rule for faith and practice.
- b) The propagation of the Gospel throughout the world.
- c) The observance of Christian ordinances as taught by the Bible for the enrichment of our lives.
- d) The practice of public worship and Christian fellowship for the enrichment of life, the strengthening of family ties, and growth into Christian maturity.
- e) Cooperate with like-minded Evangelical organizations, especially with the National Fellowship of Brethren Churches and its missionary agencies.
- f) By the aid of the Holy Spirit: To walk in Christian love, strive for the advancement of the Church in knowledge and holiness, to sustain its worship, ordinances, discipline and doctrines; to remember those who have the rule over us, who speak unto us the Word of God; to submit ourselves to the loving oversight in the discipline of the Word of God; to make our gifts cheerfully and regularly as the Lord has prospered us for the support of the Church in all its ministry; to maintain family and sacred devotions; to educate our children in the Word of God; to seek the salvation of our kindred and acquaintances and to walk

circumspectly in the world so that in all our conduct we may prove to be examples of the Grace of God.

g) To watch over one another in brotherly love, remember each other in prayer, aid each other in sickness and distress, cultivate christian sympathy and feeling and courtesy in speech; to be slow to take offense, and ever ready for reconciliation, being mindful of the teachings of our Savior, seeking it without delay.

h) To buy, acquire, receive, assign, transfer, rent, sub-rent, sub-lease, hold, mortgage, sell, convey, lease, or otherwise acquire and/or dispose of real and personal property, or mixed property, including franchises, patents, copy-rights, trademarks and licenses, bonds, securities, notes, stocks, indentures, and other evidences of indebtednesses in the State of Florida and in all other states and countries.

i) To contract debts and borrow money, issue, sell and/or pledge bonds, indentures, notes and other evidences of indebtednesses, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtednesses as required, and to purchase the corporate assets of any other corporation.

j) To guarantee, endorse, purchase, acquire, hold, sell, transfer, assign, mortgage, pledge or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtednesses created by any other corporation or persons of the State of Florida, or any other State or Government, and while owner of such stock to exercise all the rights powers and privileges of ownership, including the right to vote such stock.

k) To aid and assist the Brethren congregation, known as GRACE BRETHREN CHURCH OF FORT LAUDERDALE, FLORIDA, in its endeavors and growth by holding legal title to property for its use and benefits, and by so holding title thereto, to grant to it the protections and benefits of a corporation, with the flexibility of arranging and transacting necessary or apparent necessary business and commercial activity incident thereto.

ARTICLE III.

TERM OF EXISTENCE: This corporation shall exist perpetually.

ARTICLE IV.

NAMES AND RESIDENCES OF SUBSCRIBERS: The names and residences of the subscribers and incorporators are as follows:

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
ROBERT MAGNUS	1705 N. W. 8th Avenue Ft. Lauderdale, Florida
MARVIN GOOD	5308 N. E. 2nd Ave. Ft. Lauderdale, Florida
MILES E. CASON	1616 Davie Blvd. Ft. Lauderdale, Florida
RASEL K. HOWLEN	3548 N. W. 37th Ave. Ft. Lauderdale, Florida
REX MORRIS	1107 N. W. 10th Terrace Ft. Lauderdale, Florida

ARTHUR ERVIN

534 N. E. 15th St.
Ft. Lauderdale, Florida

MRS. ARTHUR ERVIN

534 N. E. 15th St.
Ft. Lauderdale, Florida

ARTICLE V.

OFFICERS OF THE CORPORATION: The affairs of the corporation shall be managed by the following Officers of the Corporation:

- (1.) Moderator
- (2.) Vice-Moderator
- (3.) Recording Secretary
- (4.) Financial Secretary
- (5.) Treasurer

Each of said Officers shall be elected annually at each Annual Business Meeting, held for said purpose, to serve for one year thereafter, or until his successor is elected and accepts.

ARTICLE VI.

POWERS AND DUTIES OF OFFICERS: The power and duties of the Officers of this corporation shall be as follows:

1. MODERATOR. The Moderator shall preside at all business meetings and official board meetings, except when the business pertains to himself, and except at meetings of the Trustees, and shall be the Chief Executive Officer of the Corporation, shall sign all legal instruments for the corporation and perform all the duties specified by him by these Articles, by any By-Laws adopted by the Corporation and shall carry out the will of the corporation, evidenced by the vote of its Trustees. The Moderator shall further have all powers and duties not inconsistent with these Articles and any By-Laws of the Corporation which is delegated to it.

2. VICE-MODERATOR. The Vice-Moderator shall preside in the Moderator's absence and when the business pertains to the

Moderator, at which time the Vice-Moderator shall possess all power and authority given to the Moderator. Further, he shall possess whatever power and shall have whatever duties which shall be delegated to him which are not inconsistent with these Articles and By-Laws.

3. RECORDING SECRETARY. The Recording Secretary shall keep a complete record of all official proceedings at regular and special business meetings of the corporation, which shall be read for approval at the next meeting, and shall do the same for all meetings of the Official Boards of the corporation, except as to the Board of Trustees meetings. The Recording Secretary shall have whatever authority and duties which are specifically delegated and which are not inconsistent with these Articles and the By-Laws.

4. FINANCIAL SECRETARY. The Financial Secretary shall receive all monies of the Corporation and auxiliary organizations, keep a record of all the same and shall turn said monies and records over to the Treasurer. The Financial Secretary shall issue orders upon the Treasurer for such sums as directed by the corporation or any authorized person. He shall make a full and impartial report as often as requested so to do by the corporation. He shall make a full report at each annual business meeting. He shall possess whatever powers and shall have whatever duties which shall specifically be delegated to him which are not inconsistent with these Articles and the By-Laws.

5. TREASURER. The Treasurer shall keep separate accounts of all monies paid to him by the Financial Secretary and shall disburse said money only upon order of the Board of Trustees or as specified hereinafter in the By-Laws.

ARTICLE VII.

FIRST OFFICERS: The names of the Officers who are to serve until the first election under these Articles of Incorporation, which said election shall be held at the next Annual Business Meeting of the corporation as hereinbefore set out, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
REV RALPH J. COLBURN	1118 N. W. 18th Court Ft. Lauderdale, Fla.	Moderator
ARTHUR H. RUDE	630 N. E. 14th Ave. Ft. Lauderdale, Fla.	Vice-Moderator
DOROTHY M. ROWLAND	1224 N. W. 18th Court Ft. Lauderdale, Fla.	Recording Secretary
AUSTIN C. MARCH	1705 N. W. 16th St. Ft. Lauderdale, Fla.	Financial Secretary
JAMES R. DEDSER	2000 N. W. 13th Ave. Ft. Lauderdale, Fla.	Treasurer

ARTICLE VIII.

ANNUAL BUSINESS MEETINGS: An Annual Business Meeting of the corporation shall be held at 1800 N. W. 9th Avenue, Fort

Lauderdale, Florida, or some other place designated in the By-Laws, 12
city, of the corporation, at the hour of 7:30 P. M., on the second
Wednesday in January of each year hereafter. At said time the said
time the said Officers and the Trustees up for election shall be elected
and such other business of the corporation shall be transacted as shall
properly come before said meeting.

ARTICLE IX.

BOARD OF TRUSTEES: The Board of Trustees shall
consist of five (5) members, or more if designated, in the By-Laws; it
shall have such duties, and power and authority designated in these
articles and in the By-Laws, which are not inconsistent with these
Articles; the first Board of Trustees, which shall serve until the next
annual business meeting or until their successors are elected and accepts,
shall be as follows:

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>
ROBERT SMITH	5710 N. E. 2nd Terrace Ft. Lauderdale, Fla.
MARVIN GOOD	5308 N. E. 2nd Ave. Ft. Lauderdale, Fla.
MILES E. CASON	1616 Devie Blvd. Ft. Lauderdale, Fla.
RUSSELL SWYDER	1100 N. W. 17th St. Ft. Lauderdale, Fla.
RAE MORRIS	1107 N. W. 10th Terrace Ft. Lauderdale, Florida

Any member of the Board of Trustees may vote as a
member thereof except when he or she is the subject matter thereof of said
vote and provided if the presiding officer is a member thereof, then
said Member shall not vote unless there is a tie vote in which case said
presiding officer, whether a member of said Board of Trustees or not,
shall cast the deciding vote.

Page 5....Articles of Incorporation
Grace Brethren Church

SCH/ja

At the first Annual Business Meeting, two Trustees shall be elected for one year term; two Trustees for two year term; and one Trustee for a three year term.

ARTICLE X.

INDEBTEDNESS OF THE CORPORATION: The corporation shall not authorize a debt or aggregation of debts in excess of \$1,000.00, except by two-thirds vote of all members hereof present at a regular or called business meeting previously published as provided in the By-Laws, for such purpose.

ARTICLE XI.

POWERS OF THE CORPORATION: The corporation shall possess all powers granted by law to a corporation of this nature, except as limited by these Articles

ARTICLE XII.

SPECIAL BUSINESS MEETINGS: A Special Business Meeting may be held at any time at any designated place upon reasonable notice to the Trustees and Officers and the Membership, if necessary, of the corporation as may hereinafter be specified in the By-Laws, for any business properly before it which shall include any business of the corporation not prohibited at a Special Business Meeting of said Board, Committee or Group.

ARTICLE XIII.

ELECTIONS: All Officers and Trustees of the corporation shall be elected by ballot by vote of the majority of the membership at large. All other boards, chairmen, committeemen, and committees shall be organized and selected as specified in the By-Laws.

ARTICLE XIV.

DUTIES OF COMMITTEES: The rights, duties, meetings, and control of said Committees, Chairmen, Boards and Committeemen shall

be designated in the said By-Laws.

ARTICLE XV.

NOMINATING COMMITTEE: A nominating committee of five (5) members of the membership at large shall be elected by the method set out in the By-Laws at a time designated in said By-Laws prior to the said annual business meeting. and said committee shall serve until their successors shall be elected and accepted.

ARTICLE XVI.

BUSINESS OF THE CORPORATION: The business of the corporation and the management thereof shall be controlled by and shall be the responsibility of the Board of Trustees, but they shall have no power to buy, sell, lease, mortgage, or transfer any real estate without a special vote of the membership authorizing such action.

The Board of Trustees, shall at their first organized meeting, elect from its membership a Chairman who shall preside over said Board of Trustees during said elected year and a Secretary who shall help and record all business of the Board of Trustees.

All powers not specifically designated to some officer or reserved herein shall reside in said Board of Trustees, provided, however, said Board of Trustees shall not have the authority to do anything contrary to these Articles or the adopted By-Laws.

ARTICLE XVII.

VACANCIES: All vacancies shall be filled by the said Board of Trustees, or as may be designated in the By-Laws, if so provided.

ARTICLE XVIII.

SPECIAL AUTHORITY TO BE NOTED: If the membership at large authorizes the Board of Trustees to buy, sell, convey, lease, mortgage, or transfer any real property by a special vote, then said

Board of Trustees shall thereafter affirmatively authorize such, and on its books so enter, and shall designate some officer, or officers, if not the President, to carry out the will of the corporation, and shall in such order recite its authority from said membership for so ordering.

ARTICLE XIX.

QUORUM: To constitute a quorum for any business meeting of the corporation, at least three (3) Trustees of the corporation must be present. To constitute a quorum of any business meeting of the membership at large, at least forty (40) members must be present. Quorums for all other Boards, and Committees Meetings shall be specified in the By-Laws.

ARTICLE XX.

OFFICER-MEMBER OF THE BOARD OF TRUSTEES: Any officer may be a member of the Board of Trustees, but no person may hold more than one office simultaneously, except that of Officer and Trustee of the Corporation.

ARTICLE XXI.

PROPERTY TITLE: All property held in the name of the corporation shall be in trust for the use and benefit of the Brethern Church congregation known as the Grace Brethren Church of Fort Lauderdale, Florida, presently located at 1800 N. W. 9th Ave., Ft. Lauderdale, Florida, or in trust, such as may be specified by the Deed, devise, bequest, gift, or conveyance.

ARTICLE XXII.

BY-LAWS: The Board of Trustees shall upon incorporation hereof adopt necessary and expedient By-Laws and may thereafter amend same, all subject to the approval of the membership at large by a vote of the majority present at a called Special Business Meeting for

Page 8.....Articles of Incorporation
Grace Brethren Church

SCH/ja

said purpose or at the Annual Business Meeting of the corporation, upon reasonable notice thereof of said purpose and may in its By-Laws:

1. Delegate to the Board of Trustees full discretionary power of admitting or expelling members.

2. Prescribe that an incorporator or member shall not have any vested right, interest or privilege of in or to the assets, functions, affairs and franchises of the corporation, or any rights, interests or privileges that may be transferrable, or inheritable, or which shall continue if membership ceases, or while said member is not in good standing; provided that before his membership shall cease against his consent, he shall be given an opportunity to be heard, unless he is absent from the County where this corporation is located.

3. Prescribe that any rule, regulation or provision not inconsistent with these Articles, all powers duties, rights, and obligations, not specifically set forth or limited by these Articles or inconsistent thereto, and/or which are not contrary to the purpose of this corporation and to the laws of the State and the laws of the United States, may be regulated and set forth in the By-Laws of the corporation.

~~XXIII~~
ARTICLE XXII.

VESTED RIGHTS. No incorporator, or member, shall have any vested right, interest, or privilege in or to the assets, functions, affairs, or franchises of the corporation, or any rights, interests, or privileges which may be transferable or inheritable, or shall continue if his membership ceases, or while he is not in good standing as a member of the corporation.

~~XXIV~~
ARTICLE XXV.

AMENDMENT TO ARTICLES OF INCORPORATION: These Articles may be amended at any time at a Business Meeting after notice

Page 9.....Articles of Incorporation
Grace Brethren Church
SCH/ja

... or the membership at large a reasonable time before the said Meeting, to be designated in the By-Laws of the corporation upon two-thirds of the membership present at said meeting voting in favor of said amendment.

The Board of Trustees may propose such amendment or any forty (40) members of the corporation may propose said amendment to the Trustees, who shall thereupon call said Meeting for said purpose.

^{XXV}
ARTICLE XXV

AMENDMENT OF BY-LAWS: Amendments to the corporation shall be done by the means specified in the By-Laws, and if not and until specified therein, by the same method as the adoption thereof.

^{XXVI}
ARTICLE XXVI

MEMBERSHIP: Any person who shall have publicly confessed that Jesus Christ is the Son of God, and accepted Him as Saviour and Lord, and who shall have publicly accepted the Bible as the complete final, and inspired revelation of the triune of God to Man, and who shall have been baptized or applied for baptism in water by triune immersion, and who shall have consented to the covenants and provisions of these Articles, the Constitution and By-Laws known as the Grace Brethren Church of Fort Lauderdale, and upon approval by the Pastor of the said Grace Brethren Church of Fort Lauderdale, or the membership board of said congregation, and upon completion of the requirements, shall thereupon become a member of the corporation and the Board of Trustees shall thereupon enroll said person on the Books of the Corporation as a Member thereof at the next business meeting.

NO PERSON SHALL BECOME A MEMBER OF THE CORPORATION UNLESS HE SHALL:

1. Have experienced new birth and assurance of salvation.
2. Have accepted the Bible as the inspired Word of God and sufficient as a rule for belief and behavior.

Page 10....Articles of Incorporation
Grace Brethren Church

SCM/js

HILL AND BETHEL - ATTORNEYS AT LAW - 2708 EAST OAKLAND PARK BLVD., FORT LAUDERDALE, FLA. 33308

3. Have accepted the doctrines and ordinances of the Bible as upheld and practiced by the Grace Brethren Church of Fort Lauderdale, Florida.

4. Be faithful in all spiritual duties essential to the christian life, participate in the communion ordinances and be loyal to the Grace Brethren Church of Fort Lauderdale, Florida.

5. Attend regularly services of said Grace Brethren Church and contribute to its support and charity, and to share in its organized work.

6. Be sixteen (16) years of age or over, and in full fellowship, but any member under the age of twenty-one (21) years of age at the time of the vote of affecting real-estate shall not be permitted to vote thereon and be counted a member for the purpose of a Quorum.

No person under the age of twenty one (21) years shall be an Officer of the corporation or a Trustee of the corporation.

Any member of the corporation may withdraw at any time upon his request to do such.

A MEMBER SHALL BE DISMISSED FROM THE CORPORATION FOR THE FOLLOWING:

1. When a member fails to perform his duties as out-lined in these Articles of Incorporation and/or in the By-Laws of the corporation, and shall fail to give evidence of vital interest in the said Grace Brethren Church, after due effort has been made by the proper officials of the said church to encourage his interest, and if this condition shall prevail for six months, his name shall be dropped from the membership by a two-thirds vote of the membership present at a Business Meeting to which he has been notified and given an opportunity to be heard.

2. If the member shall fall back into practices

Page 11.....Articles of Incorporation
Grace Brethren Church

SCH/js

of questionable conduct, so that his walk is a reproach to the name of Christ and to the said Church, he shall be contacted first by the said Pastor of said Church and by the Pastor and other officials of said Church, concerning these things. If he then fails to show proper spirit and a desire to correct these things, he shall be asked to withdraw from the membership. If he fails to do this, the Board of Trustees may recommend to the membership that he be dismissed from the membership at large. A two-thirds vote of the membership present at a Business Meeting to which he has been notified and given an opportunity to be heard shall be necessary for such dismissal.

3. Any member of the corporation being opposed to the doctrine as accepted and practiced by the said Church, or if any member is found guilty of unscriptural conduct, he may be excommunicated for said reason and conduct. All such cases shall first be investigated by the Board of Trustees and Pastor of the said Church, who shall give such member such due hearing and shall then make a recommendation to the membership at large, who shall at a Special or Annual Meeting vote thereon after giving said member an opportunity to be heard.

4. If any member of the Church become divorced for any other reason as set forth in Matthew 19:9, and shall remarry, he shall automatically be expelled. Or if a member shall marry a person who has been divorced for any other reasons as set out in Matthew 19:9, he shall automatically forfeit membership. If fornication existed, but was not the real reason for the divorce, although not stated in the proceedings, the party in question may appear before the Pastor or before the Board of Trustees and state his case. If said Pastor and/or the Board of Trustees are satisfied that the person in question is conforming with the spirit of said Matthew 19:9, they shall recommend that the name be retained on the roll and same shall be done.

Page 12.....Articles of Incorporation
Grace Brethren Church

SCB/ja

5. Any member of the corporation who resigns or is dropped from membership in said Church, shall automatically cease to be a member in the corporation, and shall be dropped from the rolls at the next Meeting, unless reinstated beforehand.

6. Any bona fide member of the said Grace Brethren Church of Fort Lauderdale, shall automatically become, upon adoption of these Articles of Incorporation, a member of the corporation, and any person who shall after adoption of these Articles becomes a bona fide member of said Church shall, according to its rules, regulations, constitution and By-Laws, automatically be a member in this corporation and shall so be designated as such on the rolls at the next Meeting of the corporation.

IN TESTIMONY WHEREOF, we, the undersigned, state and affirm that we are each natural persons, competent to contract, and we, hereupon associate ourselves to form a corporation not for profit under the laws of the State of Florida, for the purposes herein mentioned, this the 22nd day of April, 1964.

DATE OF SIGNING

SIGNATURES

4-12-64

Robert Magnus
ROBERT MAGNUS
1705 N. W. 8th Ave.
Ft. Lauderdale, Florida

4-8-64

Marvin Good
MARVIN GOOD
5308 W. E. 2nd Ave.
Ft. Lauderdale, Florida

4-8-64

Miles E. Cason
MILES E. CASON
1616 Davie Road
Ft. Lauderdale, Florida

4/8/64

Rasel K. Hollen
RASEL K. HOLLIN
3548 N. W. 37th Ave.
Ft. Lauderdale, Florida

4/8-64

Rex Morris
REX MORRIS
1107 N. W. 10th Terrace
Ft. Lauderdale, Florida

DATE OF SIGNING

SIGNATURES

4-10-64

Arthur Ervin

ARTHUR ERVIN
534 N. E. 15th St.
Ft. Lauderdale, Fla.

4-10-64

Mrs. Arthur Ervin

MRS. ARTHUR ERVIN
534 N. E. 15th St.
Ft. Lauderdale, Fla.

STATE OF FLORIDA

COUNTY OF BROWARD

I, THE UNDERSIGNED AUTHORITY, hereby certify that on this the 10th day of April, 1964, before me, a Notary Public, duly authorized in the State and County herein named to administer oaths and take acknowledgments, personally appeared ROBERT MAGNUS, MARVIN GOOD, MILES E. CASON, RASEL K. HOLLEN, REX MORRIS, ARTHUR ERVIN and MRS. ARTHUR ERVIN, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed their names by signature to the foregoing Articles of Incorporation.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida, this the 10th day of April, 1964.

Sam Cooper Hill
NOTARY PUBLIC

My commission expires:

Notary Public, State of Florida
My Commission Expires Jan. 20, 1967
Bonded By American Surety Co. of N. Y.

Page 14.....Articles of Incorporation
Grace Brethren Church

sch/ja



Office of Secretary of State

J. Tom Adams, Secretary of State of the State of Florida
do hereby certify that I have read and foregoing is a true and correct copy of

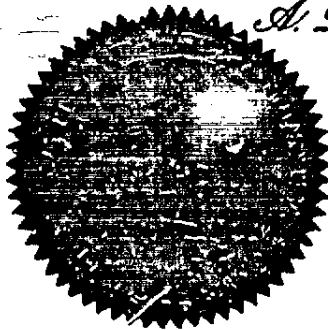
CERTIFICATE OF INCORPORATION

OF

GRACE BRETHREN CHURCH OF FORT LAUDERDALE, INCORPORATED,

a corporation not for profit organized and existing under
the Laws of the State of Florida, filed on the 16th day
of April, A. D., 19 64 as shown by the records of
this office.

*Given under my hand and the Great Seal of
the State of Florida at Tallahassee, the Capital,
this the 16th day of April,
A. D. 19 64.*



J. Tom Adams
Secretary of State

CONSTITUTION



ARTICLE I NAME

The name of this church shall be the "Grace Brethren Church of Fort Lauderdale, Florida," incorporated.

ARTICLE II COVENANT

The covenant by which this church exists as a distinct body, and which every member accepts, is as follows:

Acknowledging Jesus Christ to be our Savior and Lord, and accepting the Holy Scriptures as our only rule of faith and practice, and recognizing the privilege and duty of uniting ourselves for Christian fellowship, the enjoyment of Christian ordinances, the public worship of God, and the advancement of His church on earth we do now, in the sight of God and invoking His blessing, solemnly covenant and agree with each other to associate ourselves as a church of the Lord Jesus Christ as warranted by the Word of God.

We engage therefore, by the aid of the Holy Spirit, to walk in Christian love (Eph. 5:2); to strive for the advancement of His church in knowledge and holiness, (Eph. 4:13); to sustain its worship, ordinances, discipline, and doctrines (Matt. 28:19-20, Heb. 10:25); to remember them who have the rule over us, who speak unto us the Word of God (II Tim. 3:16-17); and to make our gifts cheerfully and regularly as the Lord has prospered us for the support of the church in all its ministry (I Cor. 16:2, II Cor. 9:6-7).

We further engage to maintain family and private devotions (Matt. 6:5-8); to educate our children in the Word of God (Deut. 6:6-7); to seek the salvation of our kindred and acquaintances (Jas. 5:19-20); and to walk circumspectly in the world (Eph. 5:15-16); so that in all our conduct we may prove to be examples of the grace of God (Col. 3:17). As to our relationship to this body of saints, we shall endeavor to watch over one another in brotherly love (Rom. 12:10); to remember each other in prayer (Jas. 5:16); to aid each other in sickness and distress (Gal. 6:2); to cultivate Christian sympathy in feeling and courtesy in speech (Col. 4:6); to be slow to take offense (Psa. 119:165); and ever ready for reconciliation, being mindful of the teaching of our Savior, to seek it without delay (Matt. 5:22-24).

And these things we do depending upon our Heavenly Father, who so loved the world that He gave His only begotten Son for our salvation; and the Lord Jesus Christ who has redeemed us with His blood; and the Holy Spirit our Comforter and Guide.

ARTICLE III MEMBERSHIP

Any person who shall have publicly confessed that Jesus Christ is the Son of God and accepted Him as Savior and Lord, and who shall have publicly accepted the Bible as the complete, final and inspired revelation of the triune God to man, and who shall have been baptized in water by triune immersion (Matt. 28:19) and who shall have consented to the covenant and provisions of this constitution and by-laws, may apply for membership in the church. Upon approval by the Pastor and the membership committee and upon completion of the requirements, the applicant shall become a member of the church when received into membership in a public worship service of this local church.

ARTICLE IV CHARTER

Section 1. Authority.

(a) The primary authority by which this church exists as an ecclesiastical body is received from the Holy Scriptures. It also recognizes and sustains the obligations of mutual counsel and co-operation which are common among Grace Brethren churches.

(b) The secondary authority is by the laws of the State of Florida, under which it is incorporated.

Section 2. Statement Of Faith.

We believe and accept the following statements as essentials for the unity and practice of the members of this church: SEE APPENDIX I

Section 3. Government.

All authority shall be vested in the congregation, and the church shall not be subject to any other body..

ARTICLE V AMENDMENTS

This constitution may be amended by a two-thirds vote of the members eligible to vote and present at any church business meeting provided at least two weeks notice of the proposed amendment has been given. An announcement from the pulpit in the regular services of the church for two successive Sundays is necessary. Such announcement is to state time and location of meeting.

BY-LAWS

ARTICLE I MEMBERSHIP

Section 1. Qualifications.

The membership committee shall meet with candidates for church membership to discuss the church member's responsibilities, privileges, the church undershepherd program, and to determine to the best of human ability the candidate's:

- (a) Experience of new birth and assurance of salvation.
- (b) Acceptance of the Bible as the inspired Word of God and as a sufficient rule for belief and behavior.
- (c) Acceptance of the doctrines and ordinances of the Bible, as upheld and practiced by the Brethren Church.
- (d) Understanding and acceptance of the constitution and by-laws of this church.
- (e) Baptism by triune immersion.

Section 2. Duties.

Members are expected to be faithful in all spiritual duties essential to the Christian life, to participate in the communion ordinances, to be loyal to the church, to attend regularly its services, to contribute to its support and charities, and to share in its organized work.

Section 3. Privileges.

A. Voting. All members who are sixteen years of age or over are eligible to vote in all business meetings of the church and to participate in the ministries of the church.

B. Disatisfaction. Any member who feels a dissatisfaction with the general procedure of any department of church life, shall make known his case to the appropriate elder or the Elder Board. If not given a hearing or if not satisfied with the decision rendered, that person shall have the privilege of presenting the matter at the next business meeting.

Section 4. Withdrawal.

A. Certificate of Fellowship. A certificate of fellowship may be granted upon request, for any member in good standing, by a majority vote of all elders present at any Elder Board meeting. The member for whom the certificate is granted is considered released immediately upon the granting of same. No certificate shall be issued except to some organized fundamental body of believers.

B. Dropped from Roll. A member's name may be dropped from the roll upon his written request to the membership committee who shall investigate the reason for the request and report their findings for final action at the next regularly called Elder Board meeting.

Section 5. Church Discipline and Dismissal.

A. General. Personal love, encouragement, avoidance and removal of offenses, and admonishment to build are responsibilities of all Christians. All Christians are imperfect, seeking to grow in Christ by the power and direction of the Holy Spirit. When a Christian is "caught in any trespass," spiritual people should gently seek to restore and bear his burdens (Gal. 6:1,2). Steps of official church discipline apply only to Christians or so-called Christians in the membership of the church or actively fellowshipping with the church body and thus acting as a representative--example of the church.

B. Church Discipline (for professing Christians--I Cor. 5:11).

1. Counsel and admonition. Two kinds of blatant and continuing offenses call for official church counsel through an elder or deacon-undershepherd:

- a. Personal Morality: The unruly person--refusing to be orderly or guided by authority. II Thess. 3:6,14
- b. Church Unity: The divisive person--teaching or living that causes spiritual division and strife. Titus 3:10

In each case an elder or deacon-undershepherd should seek to help give biblical and spiritual direction.

2. Counsel, admonition, church direction. When the counsel and admonition fail to help the "unruly" or "divisive" (above), or when the offending Christian is obviously immoral or irreconcilable, other steps with a purpose of healing and restoration should be taken. These apply to these cases:

- a. Personal Morality: the immoral person--decisively disobeying God's Word (I Cor. 5:11), a person characterized by open sin (I Cor. 5:1-13).
- b. Church Unity: the irreconcilable person--one who refuses to seek to restore love and unity between himself and another Christian by removing sin from his life; or to refrain from heresy (Mt. 18:15-17; Gal. 1:6-9).

3. Proper Steps. The steps to help, when official church discipline-direction procedure begins:

- a. Personal counsel and encouragement to morality or reconciliation (Mt. 18:15). Hopefully this will bring restoration, God's grace of forgiveness and unity. If the person will not listen...
- b. Official church counsel and encouragement to morality or reconciliation (Mt. 18:16). This will include two or three people, including at least one pastor or elder and the person's deacon-undershepherd. Hopefully this will bring restoration. If the person will not listen...
- c. The elders of the church will consider the problem and seek a spiritual remedy. If the person clearly at fault refuses to listen to them after careful attempts, they will vote on recommending to the congregation removal of the person from the church (excommunication from the membership and refusal of church fellowship and ministries--Mt. 18:17; I Cor. 5:13). A two-thirds vote of all elders is required for this recommendation of disciplinary action.

If that discipline vote prevails, and the person will still not seek morality and restoration, the elders must go to the membership with the matter.

- d. The membership will receive notification of the action at a meeting. (with clearly stated charges and review of these steps). At this point removal from the church will be recommended to the congregation.
- e. Full restoration, stated as publicly as the excommunication will be made when requested by the person and when there is evidence of genuine repentance, morality, and restoration (II Cor. 7:8-13). The elders will make this restoration and give necessary public notice. The person will regain full membership and/or fellowship with the church.

4. Procedural Policy For Ministerial Discipline. The steps to be followed when cases of ministerial discipline become necessary for licensed or ordained elders is found in Appendix III, "Procedural Policy For Ministerial Discipline" as adopted by the National Ministerium of the National Fellowship of Grace Brethren Churches.

C. Roll Revision.

1. During the month of October of each year, the Senior Pastor shall consult with the Undershepherd - Deacon Board to determine members who shall be contacted with regard to the status of their membership.

2. If a member shall fail to comply with his duties as outlined in Section 2 of this Article, and shall have failed to communicate with the proper officials of the church for a period of one year (giving good reasons for failure to so comply) he shall be sent a letter by the Senior Pastor appealing for his loyalty to his Lord and the church. The letter will further explain the provisions of this constitution with respect to the duties of its members and advise that unless some interest is shown in the church, either by attending its services or by communicating with it, within a period of thirty days from the date of the letter, his name will be transferred to a roll of former members.

Exceptions may be made to this rule in cases of serious illness or old age, but distance from Ft. Lauderdale will not be accepted as an excuse, inasmuch as a letter addressed to the Senior Pastor signifying a real interest in the church, shall be sufficient to hold membership intact.

3. The names of members who cannot be located or who have not responded, shall, after a period of thirty days, be submitted to the next regular meeting of the Undershepherd - Deacon Board for consideration, with the recommendation that they be placed on the roll of former members. Final disposition of this matter shall rest with the Elder Board, who shall notify by letter those who are placed on the roll of former members.

4. The roll of former members is a permanent roll maintained by the recording secretary, consisting of the names of persons who have been removed from membership in accordance with the provisions of the preceding paragraph.

5. Restoration to membership may be made at any time by re-affirmation of faith in Jesus Christ, the Son of God, and reconsecration to the duties outlined in Section 2 of this Article.

ARTICLE II PASTOR, PASTORAL STAFF, ELDERS, BOARDS

Section 1. Pastor.

A. Term of Service.

1. Initial Election. When a vacancy shall occur in the pastorate the Board of Elders shall consider candidates and recommend one to the church for consideration. A two-thirds vote of the members present at a business meeting specified for this purpose shall be necessary for this initial call. The call shall be for three years. Election for the call of a pastor shall be by written secret ballot.

2. Re-election of Pastor. Subsequent terms shall run for a period of years. The election shall be held at the quarterly congregational business meeting preceeding the expiration of term of office. A two-thirds vote of those members present at that meeting shall be sufficient to constitute re-election.

3. Resignation. If the Pastor desires to cease his service with the congregation, he shall give three month's notice to the congregation.

4. Dismissal. A petition shall be presented to Board of Elders stating that the pastor's services are unsatisfactory, which petition shall be signed by a minimum of 25% of the members of the church. After due investigation, the Board of Elders may sustain the petition by a two-thirds vote, after which it shall present the petition to the church membership, at a business meeting. The Board of Elders shall explain the complaint and read the names of the members who made it. If one-third or more of the members at the business meeting called for this purpose shall vote for the dismissal of the pastor, he will be notified that his term of office will close in three months.

B. Duties.

The Pastor shall be the president of the church corporation and shall be the overseer of all church ministeries and programs, pastoring with the help of staff and lay elders and in cooperation and consultation with elected and appointed groups.

His Scriptural responsibilities are:

1. To Lead. I Peter 5:3; Heb. 13:7, 17, 24
2. To Rule. I Tim. 3:4, 5; 5:17. I Pet. 5:2,3
3. To Shepherd. I Pet. 5:2,5; Acts 20:28-30
4. To Teach. II Tim. 2:15; 4:2-4
5. To Equip. Eph. 4:12; I Pet. 4:10

Section 2. Associate and/or Assistant Pastors.

A. Term Of Service.

1. Initial election and re-election shall be at the recommendation of the Board of Elders and upon majority approval of congregation.
2. Resignation: A pastoral staff member may terminate his service with the church in thirty days upon written notice of such resignation to the pastor and Board of Elders.
3. Dismissal would be at the recommendation of the Board of Elders and the majority approval of the congregation.

B. Duties.

1. The associate pastor shall render every possible assistance to the pastor in his pastoral duties and do so under the direction of the pastor.
2. The assistant pastor shall render every possible assistance to the pastor and the associate pastor in their pastoral duties and do so under their direction.
3. Areas of responsibility and authority shall be as designated by the pastor. They shall be ex-officio members of all boards and committees of the church, if members of the church.

Section 3. Officers.

Officers, with the exception of the Deacons & Deaconesses, shall be as determined and approved by the Board of Elders. Details shall be included in by-laws and basically as outlined on the church organizational chart.

Names of Deacons & Deaconesses shall be presented by the Board of Elders to the congregation for approval or disapproval, without further additions. The term of service shall be for three years, and a person may serve more than one term, but may not serve two consecutive terms. Recommendations for this office may be submitted to the Board of Elders for consideration.

Board of Elders shall serve as corporate officers of the church and designate such titles and duties as appropriate to conform to the laws regarding non-profit organizations.

Section 4. Boards.

The number, responsibilities, personnel, and ministries of boards shall be as determined by the Elders. Only members can serve on the boards of the church. Details shall be included in the by-laws. Recommendations for the various boards and offices may be submitted to the Board of Elders. To take action, boards shall have a majority of regular members present.

All boards will meet regularly and shall submit regular reports to the Elder Board and a summary report to the congregation at each quarterly business meeting. Extra meetings may be called by the chairman of the board, Pastor, or a majority of the members. The Pastor shall be ex-officio member of all church boards and committees.

Section 5. Board Of Elders.

See Appendix II

PROPOSED CONSTITUTION CHANGE

ARTICLE II PASTOR, PASTORAL STAFF, ELDERS, BOARDS

Section 1. Pastor.

A. Term of Service.

1. Initial election. When a vacancy shall occur in the pastorate the Board of Elders shall consider candidates and recommend one to the church for consideration. A two-thirds vote of the members present at a business meeting specified for this purpose shall be necessary for this call.. ** Election for the call of a pastor shall be by written secret ballot.

**(NOTE: Drop the sentence "The call shall be for three years.")

2. DELETE THIS SECTION.

3. No change.

4. Dismissal. A petition shall be presented to the Board of Elders stating that the pastor's services are unsatisfactory, which petition shall be signed by a minimum of 25% of the resident voting members of the church. After due investigation, the Board of Elders may sustain the petition by a two-thirds vote, after which it shall present the petition to the church membership at a business meeting. The Board of Elders shall explain the complaint. If one-third or more of the members at the business meeting called for this purpose shall vote for dismissal of the pastor, he will be notified that his term of service will close ** as negotiated by the Board of Elders.

**(NOTE: Changes here are:

1. Add the qualification "resident voting" to the first sentence.
2. Drop the wording "and read the names of the members whom made it." from the third sentence.
3. Change "in three months" to "as negotiated by the Board of Elders" in the last sentence..

Section 6. Manner Of Election.

Elders to serve on the Elder Board and Deacons and Deaconesses shall be approved by written ballot, on an individual basis, at the Annual Business Meeting. Such election to be as per guidelines for these positions contained in the bylaws and constitution of this church.

Section 7. Standing Of Elders.

The elders other than the Pastor have no official standing in the congregation unless by election. The church recognizes their high and holy offices and expects to profit by the wise counsel and spiritual influence their qualifications to this office supply.

ARTICLE III PROPERTY OF THE CHURCH

Section 1. Title.

The title to the property of the church shall be vested in the congregation.

Section 2. Trustee Care.

Nothing may be installed in or moved from the church without the consent of the trustees or other properly authorized personnel of the church. See "Guidelines for Church Property."

Section 3. Debt.

The congregation shall not authorize a debt or expenditure in excess of \$5000.00 except by the majority vote of all members present at a regular business meeting or a special business meeting previously announced for such purpose and recommended by the Elder Board. A vote of two-thirds of all members present at a regular or called business meeting previously announced for such purpose shall be required without Elder Board recommendation.

ARTICLE IV ORGANIZATIONS

Section 1. Records, Funds, Expenditures.

The church regards as integral parts of itself all organizations formed for ministration and which use the facilities of the church property. Each organization shall keep a complete record of its proceedings, of the amount of money received, and for what purpose expended. They shall each week turn all funds on hand over to the financial secretary of the church, and draw an order on said secretary for all authorized expenditures.

Section 2. Oversight and Reports.

The pastor shall have general oversight of all organizations referred to in the above section, and the church will expect a report from each at the quarterly and annual business meetings.

ARTICLE V CONGREGATIONAL BUSINESS MEETINGS

Section 1. Annual Meeting.

The annual meeting shall be held at a designated time in the three weeks following the last Sunday of the year, at which time the annual reports will be presented, and such other business transacted as may properly come before the meeting.

Section 2. Quarterly Meeting.

Quarterly business meetings shall be held at a time designated by the Elder Board in the three weeks following the last Sunday of the quarter.

Section 3. Special Meetings.

Special meetings may be called by the Elder Board upon the written request of 25% of the members, specifying the purpose of such meeting. A public announcement at Sunday services at least three days prior to holding said meeting, stating its purpose, shall be considered a sufficient notice.

Section 4. Quorum.

At any church business meeting the members present shall constitute a quorum for the transaction of business.

Section 5. Procedure.

A majority vote of the members present and eligible to vote at any business meeting of the church may decide all questions of expediency and plans of work, except as may be otherwise provided herein.

Section 6. Moderator.

The Chairman of the Elder Board shall moderate the business meetings of the church or in his absence another elder appointed by the Elder Board.

ARTICLE VI AMENDMENTS

These by-laws may be amended by a two-thirds vote of all members who are present and eligible to vote at any regular or special meeting; provided that a notice of at least ten days be given of such proposed amendment. Such notice must contain a copy of the proposed amendment. An announcement from the pulpit or in the church bulletin for two successive Sundays shall be considered sufficient notice.

APPENDIX II
BOARD OF ELDERS

I. Purpose.

This Board shall be responsible for the oversight of all matters of church life and practices. The Board of Elders shall serve as corporate officers of the church as specified under Article II, Section 3 of this constitution.

II. Personnel.

The Elder Board shall not consist of less than ten members. The number of licensed or ordained salaried Elders is not to exceed the number of Lay Elders on the Board.

Members shall consist of the following:

Chairman--the Senior Pastor of the church.
All associate and full-time assistant Pastors.
Lay Elders of the church, as needed, to fulfill the commissions assigned to the Board of Elders. Advisory Elders may be appointed to the Board of Elders in order to fulfill the requirement that the number of licensed or ordained salaried Elders not exceed the number of Lay Elders on the Board. Advisory Elders may be appointed also to bring the total number of the Board to ten Elders.

III. Election of Elders.

1. Salaried Elders.

All licensed or ordained Elders called by the church for a specific ministry for a period of one or three years and who receive remuneration from the local church for this ministry.

2. Lay Elders With A Commission.

The congregation shall choose men annually (by 2/3 vote of the membership present at the congregational business meeting) who meet the qualifications for Eldership as outlined in I Tim. 3:1-7; Titus 1:5-9, who shall serve as Elder or Overseers of all local church functions. (c.f. Acts 20:17-35; I Pet. 5:1-5; Heb. 13:17)

These Elders are to be recommended for these positions by the Elder Board. Recommendations for the position of Elder maybe submitted by the members of the congregation to the Elder Board for consideration. Only one person will be nominated by the Elder Board for each position on the Board to be filled. The congregation will approve or disapprove of each of these recommendations.

3. Lay Elders - Advisory Position.

Qualifications and Election is the same as above.

Advisory Elders will serve for a period of three years with no one serving two consecutive terms. Initially the election of the Advisory Elders shall be divided into one-thirds; one third for a three year term; one third for a two year term; and one third for a one year term. After the initial election, all terms shall be for three years.

4. Pastoral Trainees.

If any member of this congregation believes that the Holy Spirit is calling him to the office of Eldership (1 Tim. 3:1), he shall submit an application to the Elder Board. He will then be interviewed by the Elders. If he qualifies, they will recommend him to the congregation for approval as an observer at all Elder Board meeting. This trainee should be given high priority in consideration for commissioning to Eldership in the local church or to full time Gospel Service. The Elders will also suggest guidance and direction..

IV. Termination Of Elders.

Expiration of term of office.

An overseer may terminate his office to this Board by a written resignation to the Board. Immorality, insubordination or teaching contrary to the "Statement Of Faith", shall be cause for immediate termination.

V. Functions, Duties, Commissions.

1. The Elder Board shall act on all matters of oversight in the church. They shall note policies and recommendations which will be sent to the congregation for final approval. Routine matters of business may be cared for by this board.
2. The Elder Board shall meet regularly (at least once a month) for prayer, Bible study, training, and business matters. At these times they shall receive reports of the various boards and organizations of the church. A two-thirds quorum is needed to conduct business.
3. The Elder Board shall be responsible for keeping its minutes.
4. In the event of a vacancy on the Board, the Elders shall recommend someone to the congregation for approval to serve for the remainder of the said member's term.
5. Commissions.
Business Manager, Chairman of Deacons, Minister of Evangelism and Outreach, Minister Of Youth, Minister of Senior Citizens, Minister of Christian Education, Senior Pastor/Teacher.
6. Duties of these Elders are as outlines in the Bylaws of their respective commissions.

APPENDIX I

Statement of Faith

of the

Fellowship of Grace Brethren Churches

We of the Fellowship of Grace Brethren Churches, in harmony with our historic position, believing the Bible, the whole Bible, and nothing but the Bible to be our infallible rule of faith and of practice, and feeling our responsibility to make known the divine message of the Bible, present the following articles as a statement of those basic truths taught in the Bible which are common to our Christian faith and practice:

1. **THE BIBLE:** the Word of God, the sixty-six books of the Old and New Testaments, verbally inspired in all parts, and therefore wholly without error as originally given of God (II Tim. 3:16, II Peter 1:21).
2. **THE ONE TRUE GOD:** existing eternally as three persons—the Father, the Son, and the Holy Spirit (Luke 3:22; Matt. 28:19; II Cor. 13:14).
3. **THE LORD JESUS CHRIST:** His preexistence and deity (John 1:1-3), incarnation by virgin birth (John 1:14; Matt. 1:18-23), sinless life (Heb. 4:15), substitutionary death (II Cor. 5:21), bodily resurrection (Luke 24:36-43), ascension into heaven and present ministry (Heb. 4:14-16), and coming again (Acts 1:11).
4. **THE HOLY SPIRIT:** His personality (John 16:7-15), and deity (Acts 5:3-4); and His work in each believer: baptism and indwelling at the moment of regeneration (I Cor. 12:13; Rom. 8:9), and filling (Eph. 5:18) to empower for Christian life and service (Eph. 3:16, Acts 1:8, Gal. 5:22-23).
5. **MAN,** his direct creation in the image of God (Gen. 1:26-28), his subsequent fall into sin resulting in spiritual death (Gen. 3:1-24, Rom. 5:12), and the necessity of the new birth for his salvation (John 3:3-5).
6. **SALVATION:** a complete and eternal salvation by God's grace alone, received as the gift of God through personal faith in the Lord Jesus Christ and His finished work (Eph. 2:8-9; Titus 3:5-7, I Peter 1:18-19).
7. **THE CHURCH:** one true Church, the body and bride of Christ (Eph. 1:22-23, 5:25-32), composed of all true believers of the present age (I Cor. 12:12-13), and the organization of its mem-

bers in local churches for worship, for edification of believers, and for world-wide gospel witness, each local church being autonomous but cooperating in fellowship and work (Eph. 4:11-16).

8. **CHRISTIAN LIFE:** a life of righteousness, good works, and separation unto God from the evil ways of the world (Rom. 12:1-2), manifested by speaking the truth (James 5:12), maintaining the sanctity of the home (Eph. 5:22-6:4), settling differences between Christians in accordance with the Word of God (I Cor. 6:1-7), and engaging in carnal strife but showing a Christ-like attitude toward all men (Rom. 12:17-21), exhibiting the fruit of the Spirit (Gal. 5:22-23), and maintaining a life of prayer (Eph. 6:18, Phil. 4:6), including the privilege, when sick, of calling for the elders of the church to pray and to anoint with oil in the name of the Lord (James 5:13-18).
9. **ORDINANCES:** the Christian should observe the ordinances of our Lord Jesus Christ, which are (1) baptism of believers by trine immersion (Matt. 28:19) and (2) the threefold communion service, consisting of the washing of the saints' feet (John 13:1-17), the Lord's Supper (I Cor. 11:20-22, 33-34; Jude 12), and the communion of the bread and the cup (I Cor. 11:23-26).
10. **SATAN:** his existence and personality as the great adversary of God and His people (Rev. 12:1-10), his judgment (John 12:31), and final doom (Rev. 20:10).
11. **SECOND COMING:** the personal, visible, and imminent return of Christ to remove His Church from the earth (I Thess. 4:16-17) before the tribulation (I Thess. 1:10, Rev. 3:10), and afterward to descend with the Church to establish His millennial kingdom upon the earth (Rev. 19:11-20:6).
12. **FUTURE LIFE:** the conscious existence of the dead (Phil. 1:21-23; Luke 16:19-31), the resurrection of the body (John 5:28-29), the judgment and reward of believers (Rom. 14:10-12, II Cor. 5:10), the judgment and condemnation of unbelievers (Rev. 20:11-15), the eternal life of the saved (John 3:16), and the eternal punishment of the lost (Matt. 25:46, Rev. 20:15).