17256027

| (Re | questor's Name) | |
|-------------------------|-------------------|-----------------|
| (Ad | dress) | |
| (Ad | dress) | · |
| (Cit | y/State/Zip/Phone | ; #) |
| PICK-UP | MAIT | MAIL |
| (Bu | siness Entity Nam | ne) |
| (Do | cument Number) | |
| Certified Copies | _ Certificates | of Status |
| Special Instructions to | Filing Officer: | |
| | | |
| | | |
| | | |
| L | | i |

Office Use Only



900209361279

06/27/11--01015--030 **52.50



Megli

COVER LETTER

TO: Amendment Section Division of Corporations

| NAME OF CO | RPORATION: SHILOH BAPT | IST CHURCH OF JAC | CKSONVILLE, FL |
|-------------------|--|---|---|
| DOCUMENT N | NUMBER: 725627 | | |
| The enclosed Ar | ticles of Amendment and fee are sub- | mitted for filing. | |
| Please return all | correspondence concerning this matter | er to the following: | |
| _ | KECIA | A MURRAY | |
| | (Name of | Contact Person) | |
| | SHILOH BAPTIST CHUI | RCH OF JACKSONVILLE | , FL |
| _ | (Firm | / Company) | |
| | | | |
| _ | | BEAVER STREET | |
| | (A | Address) | |
| | JACKSON\ | /ILLE, FL 32204 | |
| _ | | e and Zip Code) | |
| | | | |
| - | KMURRAY@ E-mail address: (to be used | DSMBCJAX.COM I for future annual report notific | cation) |
| For further infor | mation concerning this matter, please | • | |
| KECIA MURI | RAY | at (904) 899-18 | 99 |
| | lame of Contact Person) | (Area Code & Dayt | 99 ime Telephone Number) |
| Enclosed is a ch | eck for the following amount made pa | ayable to the Florida Departmen | nt of State: |
| □\$35 Filing Fe | e ☐ \$43.75 Filing Fee & Certificate of Status | ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | ☑ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
| | Mailing Address | Street Address | , |
| | Amendment Section Division of Corporations | Amendment Section Division of Corporati | ions |
| | P.O. Box 6327 | Clifton Building | |
| | Tallahassee, FL 32314 | 2661 Executive Cent | er Circle |

Tallahassee, FL 32301

Articles of Amendment to Articles of Incorporation of

SHILOH BAPTIST CHURCH OF JACKSONVILLE, FL

(Name of Corporation as currently filed with the Florida Dept. of State)

725627

(Document Number of Corporation (if known)

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

| e new name must be distinguishable an breviation "Corp." or " Inc." <mark>"Compan</mark> | | |
|---|-------------------------------------|---------------------------------|
| Enter new principal office address, if | | |
| incipal office address <u>MUST BE A STI</u> | REET ADDRESS) | |
| | | |
| Enter new mailing address, if applica | | • |
| (Mailing address MAI BE A POST OF | FICE BOX) | |
| | | |
| | | |
| If amending the registered agent and | or registered office address in Fla | orida, enter the name of th |
| If amending the registered agent and/ new registered agent and/or the new a | | orida, enter the name of th |
| | | orida, enter the name of th |
| new registered agent and/or the new in Name of New Registered Agent: | registered office address: | |
| | | ess) |
| new registered agent and/or the new in Name of New Registered Agent: | registered office address: | |
| new registered agent and/or the new in Name of New Registered Agent: | (City) | ess) , Florida (Zip Code) |

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added: (Attach additional sheets, if necessary)

| <u>Title</u> | <u>Name</u> | Address | Type of Action |
|---------------|--|---------------------------------------|---------------------------------------|
| С | WILLIE L. DAVIS | 2370 FOXHAVEN DR W | ☑ Add |
| | | JACKSONVILLE, FL 32224 | ☐ Remove |
| | | DAOROOIVILL, I L 32224 | L Remove |
| VC | JESSIE PINKNEY, JR. | 40044 55151 5 05 01 01 41 75 | - |
| <u>vc</u> | DESSIET HARAET, SIX. | 10311 TRIPLE CROWN AVE | ☑ Add |
| | | JACKSONVILLE, FL 32257 | Remove |
| Т . | MARCO TURNER | | |
| | WARCO TORNER | 7982 WEST CONCORD BLVD | |
| | | JACKSONVILLE, FL 32208 | ☐ Remove |
| | | | |
| T 10 at . | | 1 ()1 | |
| E. II amendin | g or adding additional Articles, enter c tional sheets, if necessary). (Be specific | nange(s) nere: | |
| (unach uaar | nonth sheets, if hecessary). (Be specific | <i>5</i>) | |
| | | | · · · · · · · · · · · · · · · · · · · |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | · · · · · · · · · · · · · · · · · · · | |
| | · | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added: (Attach additional sheets, if necessary)

| <u>Title</u> | <u>Name</u> | Address | Type of Action |
|---------------------------|---|---|---------------------------------------|
| <u>T</u> | CURTIS PARKER | 12661 MURFIELD BLVD N JACKSONVILLE, FL 32225 | _ □ Add _ □ Remove |
| | | | _ |
| | | | _ |
| E. If amend (attach ad | ing or adding additional Articles, en ditional sheets, if necessary). (Be sp | ter change(s) here: pecific) | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | · · · · · · · · · · · · · · · · · · · |
| | | | |

| The date of each amendm | ent(s) adoption: MAY 16, 2011 |
|--|---|
| Effective date <u>if applicabl</u> | (data of adoption is required) |
| | (no more than 90 days after amendment file date) |
| Adoption of Amendment(| s) (<u>CHECK ONE</u>) |
| ✓ The amendment(s) was/ was/were sufficient for a | were adopted by the members and the number of votes cast for the amendment(s) approval. |
| There are no members adopted by the board of | or members entitled to vote on the amendment(s). The amendment(s) was/were directors. |
| Dated | 6/22/2011 01:00: PD |
| 1 | By the chairman or vice chairman of the board, president or other officer-if director have not been selected, by an incorporator – if in the hands of a receiver, trustee, other court appointed fiduciary by that fiduciary) |
| | WILLIE L. DAVIS |
| | (Typed or printed name of person signing) |
| | CHAIRMAN - BOARD OF TRUSTEES |
| | (Title of person signing) |

ARTICLES OF AMENDMENT TO ARTCLES OF INCORPORATION

Whereas, after due notice to the congregation of SHILOH BAPTIST CHURCH OF JACKSONVILLE, FLORIDA, INC., and to the members of this corporation, not for profit, the members of this corporation met on May 16, 2011 and considered this 2011 Revision of its Charter and at said meeting adopted the following amendments by a number of votes cast sufficient for approval.

OW, THEREFORE, KNOW ALL MEN BY THESE PRESENT that from and after the filing hereof in the Office of Secretary of State of the State of Florida the 2011 Articles of Incorporation of SHILOH BAPTIST CHURCH OF JACKSONVILLE, FLORIDA INC., shall be amended as follows:

ARTICLE II. PURPOSE

The Church is organized for exclusively religious purposes (including charitable and benevolent purposes common to a pastoral church ministry as defined by Scripture). Our purpose is summarized as follows: And Jesus came and said to them, "All authority in heaven and on earth has been given to me. Go therefore and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, teaching them to observe all that I have commanded you. And behold, I am with you always, to the end of the age." (Matthew 28:18-20)

ARTICLE III. QUALIFICATION OF MEMBERS

Section A. General

Members of this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership roll.

Section B. Qualifications for Membership

- 1. A personal profession of faith in the Lord Jesus Christ for salvation.
- 2. Baptism by immersion as a public testimony of saving-faith.
- Completion of the Church's new members class.
- 4. A commitment to abide by the Church Covenant.

Section C. Designation of Membership

In an effort to properly reflect the membership of the Church, two rolls shall be maintained. These rolls shall be periodically updated.

- 1. Active Members: All members who regularly attend and participate in the congregation life of the Church will be considered active members.
- 2. Inactive Members: Members who do not regularly attend and participate in the congregational life of the church will be considered inactive members.

ARTICLE IV. RECOMMENDATION, ELECTION, and APPROVAL

The Election and Removal of Deacons, Deacons Chairman, Trustees and Trustees Chairman will be according to Revised Bylaws 2011 Article X Deacons and Revised Bylaws 2011 Articles XI Trustees.

ARTICLE VI. ANNUAL MEETING

The date of the Annual Meeting of the members of the Church shall be determined by the Senior Pastor in accordance with the Amended Bylaws 2011. The purpose of this meeting shall be to adopt an annual budget and to elect the Trustees.

ARTICLE VII. REGISTERED AGENT; OFFICERS

Section A. Registered Agent

The REGISTERED AGENT of the SHILOH BAPTIST CHURCH JACKSONVILLE, FLORIDA, INC., is KECIA L. MURRAY of 1118 WEST BEAVER STREET, JACKSONVILLE, FLORIDA, 32204.

Section B. Trustees Chairman

The Trustees Chairman shall be recommended by the Senior Pastor and approved by the Church in its annual meeting. In the case of a vacancy of office, the Senior Pastor will appoint an interim Chairman to serve until the next annual meeting of the Church. The Trustees may choose other Trustee leaders internally.

Section C. Secretary

The Secretary shall keep, or cause to be kept, a record of minutes of all Trustee meetings at the Principle Office, with the time and place of meeting. The Secretary shall also keep, or cause to be kept, the original and a copy of the Church's Articles of Incorporation, Bylaws, and corporate seal. The Trustees may select the Secretary internally.

Section D. Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct amounts of the properties and business transaction of the Church. The financial records of the Church shall at all reasonable times be open to inspection by any member of the church. The Trustees may select the Treasurer internally.

ARTICLE VIII. TRUSTEE BOARD

Section B. Powers

The Trustees shall have the following powers and duties:

- 1. To act as the official representatives of the church in all legal matters.
- 2. To perform the accounting of Church finances and to execute the annual budget, after the Senior Pastor has submitted it to the church for approval.
- 3. To determine the compensation of the Senior Pastor and Associate Pastors of the church.
- 4. To conduct such other duties and activities as the Senior Pastor and/or Church may designate.

ARTICLE IX. BYLAWS
Amendments to the Bylaws

These Bylaws, or any provision of them, may be altered, amended, or repealed, and new Bylaws may be adopted by a vote of two-thirds of the members present at any regular or special meeting at which a quorum is present. However, these Bylaws will not be amended during any period in which the Church is without a Senior Pastor. Amended and revised Bylaws become effective immediately upon adoption by the Church. These Bylaws, or any provision of them, supersede any and all other agreements, contracts, or governing documents.

ARTICLE XVI. QUORUM

The members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of congregational business.

ARTICLE XVII. SPECIAL MEETINGS OF MEMBERSHIP

The Senior Pastor may call special meetings at any time for any purpose by giving notice to the members in accordance with Section D of this Article. Involving matters pertaining to church discipline of the Senior Pastor, the Chairman of the Trustees or Chairman of the Deacon Board may call a Church Meeting.

ARTICLE XIX. FISCAL YEAR

Beginning with the adoption of the 2011 Amended Articles of Incorporation as described in the preamble of this document SHILOH BAPTIST CHURCH OF JACKSONVILLE, FLORIDA, INC., will operate on a calendar year which shall begin on November 1, 2011 and end on December 31, 2011. SHILOH BAPTIST CHURCH OF JACKSONVILLE, FLORIDA, INC., will operate on a <u>full</u> calendar year which shall begin on January 1 and end on December 31. This calendar year operation shall remain in effect until formally amended as prescribed in ARTICLE X herein.

IN WITNESS WHEREOF, I the undersigned Incorporator and Registered Agent have hereunto set my hands and seal, this 07 day of June, 2011, for the purpose of amending the Articles of Incorporation of SHILOH BAPTIST CHURCH OF JACKSONVILLE, FLORIDA, INC. not for profit under the laws of the State of Florida.

SIGNER'S NAME and OFFICE

Bylaws Revision 2011 Shiloh Metropolitan Baptist Church H.B. Charles, Jr., Pastor-Teacher

Preamble to these Bylaws

Shiloh Metropolitan Baptist Church exists to be the Church of the Lord Jesus Christ as defined, established, and ordered by the New Testament. Our ultimate purpose is to glorify God by fulfilling the Great Commission of Jesus Christ (Matt. 28:18-20). These Bylaws seek to facilitate the mission of the Church decently and in order (1 Co. 14:40) through the faithful stewardship of the church's God-given resources. These Bylaws provide general guidance on organization, governance, and operation based upon biblical principles and practices. However, the Bible is the final authority of Shiloh Metropolitan Baptist Church. When a conflict or ambiguity exists with regard to these Bylaws, deference is to be given to the Word of God.

Article I Name and Principle Office

The name of this corporation is Shiloh Baptist Church of Jacksonville, Florida, Inc. (doing business as Shiloh Metropolitan Baptist Church). The corporation will be further referred to in these bylaws as the "Church." The Church maintains its principle office at 1118 West Beaver Street, Jacksonville, Florida, 32204.

Article II Purpose

The Church is organized for exclusively religious purposes (including charitable and benevolent purposes common to a pastoral church ministry as defined by Scripture). Our purpose is summarized as follows: And Jesus came and said to them, "All authority in heaven and on earth has been given to me. Go therefore and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, teaching them to observe all that I have commanded you. And behold, I am with you always, to the end of the age." (Matthew 28:18-20)

Article III Statement of Faith

We affirm the Holy Bible as the God-breathed Word of God (2 Tim. 3:16-17; 2 Pet. 1:20-21), and the only basis for our faith and practice. The Church accepts "The Baptist Faith and Message," a 1963 affirmation (revised in 2001) of basic Christian beliefs, as a general statement of our faith.

Article IV Church Covenant

Having received Jesus Christ as our Savior and Lord and having been baptized in the name of the Father and the Son and the Holy Spirit, we most solemnly and joyfully enter into covenant with one another as one body in Christ. We accept the Statement of Faith of the Church and commit ourselves to God and to our fellow members to direct our lives in accordance with the following four principles:

- To serve the ministry of our Church
 By discovering our gifts and talents (1 Pet. 4:10-11);
 By being discipled to serve (Eph. 4:11-12);
 By developing a servant's heart and participating in ministry (Mark 10:45).
- 2. To share the responsibility of our Church
 By praying for its spiritual and physical growth (1 Thess. 1:2; 5:17);
 By inviting the unchurched to attend (Luke 14:23);
 By warmly welcoming and befriending those who visit (Rom. 15:7).
- 3. To protect the unity of our Church
 By acting in love toward other members (Rom. 15:5; 1 Pet. 1:22);
 By encouraging each other in word and deed and refraining from unwholesome talk (Eph. 4:29);
 By following the church leaders as they follow Christ (Heb. 13:17).
- 4. To support the testimony of our Church By attending faithfully (Heb. 10:24-25); By living a godly life (2 Cor. 7:1); By giving regularly (1 Cor. 16:2; Lev. 27:30).

Article V Affiliation

This Church is an autonomous congregation and maintains the right to govern its own affairs independent of any denominational control. Recognizing, however, the benefits of cooperation with other Christian churches in Christian education, church planting, and world missions (Matt. 28:18-20), this Church voluntarily affiliates with the Southern Baptist Convention and the National Baptist Convention Inc. in their national, state, and local expressions.

Articles VI Members

Section A. General

Members of this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership roll.

Section B. Qualifications for Membership

- 1. A personal profession of faith in the Lord Jesus Christ for salvation.
- 2. Baptism by immersion as a public testimony of saving-faith.
- 3. Completion of the Church's new members class.
- 4. A commitment to abide by the Church Covenant.

Section C. Designation of Membership

In an effort to properly reflect the membership of the Church, two rolls shall be maintained. These rolls shall be periodically updated.

- 1. Active Members: All members who regularly attend and participate in the congregation life of the Church will be considered active members.
- 2. Inactive Members: Members who do not regularly attend and participate in the congregational life of the church will be considered inactive members.

Section D. Voting Rights of Members

Every active member shall have the right to vote on the following matters: the annual budget of the Church, the election of the Trustees, the disposition of all or substantially all of the assets of the Church, the merger or dissolution of the Church, the acquisition of real property and related indebtedness, amendments to the Articles of Incorporation or Bylaws of the Church, and the calling or removing of a Senior Pastor. Each active member is entitled to one vote.

Section E. Termination of Membership

Members shall be removed from the Church membership roll for the following reasons:

- 1. Death.
- 2. Transfer of membership to another church.
- 3. By personal request of the member.
- 4. Dismissal according to the process of church discipline.

Section F. Church Discipline

1. The purpose of church discipline is to glorify God by maintaining purity in the local church (1 Corinthians 5:6), to edify believers by deterring sin (1 Timothy 5:20), and to promote the spiritual welfare of the offending believer

by calling him or her to return to a biblical standard of doctrine and conduct (Galatians 6:1).

2. The process of church discipline shall be according to the steps outlined in Matthew 18:15-18, and the other New Testament Scriptures related to church discipline (Rom. 16:17-18; 1 Tim. 5:19-20; Titus 3:10-11).

Section G. Restoration of Members

Members dismissed from the Church shall be restored to membership according to the spirit of Galatians 6:1, 2 Corinthians 2:7-8, and James 5:19-20, when their lifestyles are judged to be in accordance with the Church Covenant.

Article VII Membership Meetings

Section A. Place

Meetings of the members shall be held at one of the buildings at the Principle Office of the Church.

Section B. Annual Meeting

An annual meeting of the members of the Church shall be held in December of each year at such time as determined by the Senior Pastor. The purpose of this meeting shall be to adopt an annual budget and to elect the Trustees. Subject to Section D of this Article, any other congregational business may be conducted at this meeting.

Section C. Special Meetings

The Senior Pastor may call special meetings at any time for any purpose by giving notice to the members in accordance with Section D of this Article. It is a matter pertaining to the Senior Pastor on church discipline, the Chairman of the Trustees and Chairman of the Deacon Board will give leadership to that process.

Section D. Notice Requirements for Membership Meetings

- 1. General Requirements. Whenever members are required or permitted to take any action at a meeting, notice shall be given to members no less than two (2) weeks prior to a meeting. Notification of membership meetings shall be given in any of the following manners, which shall be deemed to be a reasonable method of calling a membership meeting:
 - a. Distribution of written material to the congregation in attendance at a regular worship service;
 - b. Announcement of the meeting in the Church newsletter;
 - c. Oral announcement to the congregation in a worship service; or
 - d. Delivery by United States mail to each member identified on the membership roll.

- 2. Notice of Certain Agenda Items. Action by the members of any of the following proposals is valid only if the notice or waiver of notice specifies the general nature of the proposal:
 - a. Calling or removing the Senior Pastor;
 - b. Amending the Articles of Incorporation;
 - c. Adopting, amending, or repealing Bylaws;
 - d. Disposing of all or substantially all of the Church's assets;
 - e. Approving the election to dissolve the church; or
 - f. Approving the acquisition of real property and related indebtedness.

Section E. Quorum

The members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of congregational business.

Article VIII Senior Pastor and Associate Pastors

Section A. Senior Pastor

The Senior Pastor is the lead pastor-teacher (Eph. 4:11) who is responsible and accountable for overseeing the Church. He is to be the primary teacher of the Word of God. The Senior Pastor shall lead the Church to fulfill the mission of the Church (Matt. 28:18-20) and will oversee the ministry programs of the Church. He is also responsible for selecting, training, organizing, and supervising all staff positions. The Senior Pastor shall serve as the Moderator of the Church, presiding over annual and special meetings of the Church.

Selection B. Senior Pastor Qualifications.

The Senior Pastor must meet the qualifications of an elder as defined in Scripture (1 Tim. 3:1-7; Titus 1:6-9; 1 Peter 5:1-4). He shall be an ordained minister of the Gospel of Jesus Christ, accepting fully the beliefs set forth in the Statement of Faith (Article III) of the Church. He shall exemplify spiritual maturity, a commitment to the purpose of the church (Matt. 28:18-20), a shepherd's heart for his flock (1 Pet. 5:1-4), sound doctrine (2 Tim. 3:14-17), and a spirit of cooperation.

Section C. Election and Removal of Senior Pastor

The Senior Pastor shall be chosen and called by the Church whenever a vacancy occurs. His election shall take place in a Church meeting specifically called for this purpose. The Senior Pastor may be removed by a vote of the Church in a special meeting called for this purpose.

Section D. Associate Pastors

Associate Pastors shall be selected by the Senior Pastor to assist him in overseeing the mission and ministries of the Church. These Associate Pastors, being licensed and/or ordained, shall serve at the pleasure of the Senior Pastor.

Article IX Pastoral Ordination, Licensing, and Commissioning

Section A. Ordination

Ordination refers to the official recognition of a man's call to ministry, preparation as a shepherd, and qualification to serve. Ordination shall be conferred for life, so long as the man continues to manifest the qualifications of the office (1 Tim. 3:1-7; Titus 1:6-9).

Section B. Licensing

The license is issued by the Church and is given in recognition of a man's service in a ministry. Its aim is to allow a man to perform the ecclesiastical duties and functions of the Church. Licenses are issued only to members of the Church.

Section C. Commissioning

When local-church certification is required for ministry where ordination would be unnecessary or inappropriate, a person is commissioned by the Church to minister. This authorization continues as long as the opportunity to minister remains in effect and as long as the person maintains the qualifications for ministry.

Article X Deacons

Section A. Deacons

Deacons are men selected, trained, and ordained to be model servants of the Church, as defined and described in the New Testament (Acts 6:1-7; 1 Tim. 3:8-13). The Deacons shall assist the pastors in the shepherding of the saints, assist at Communion and baptismal services, and in the general spiritual care of the Church, lead in administering benevolence to members in need, and perform other duties assigned by the Senior Pastor. The Senior Pastor, Deacons leadership, or Church body may remove disqualified (1 Tim. 3:8-13) or unfaithful deacons from service.

Section B. Deacons Chairman

The Deacons Chairman shall be recommended by the Senior Pastor and approved by the Church in its annual meeting. In the case of a vacancy of the Deacons Chairman, the Senior Pastor will appoint an interim Chairman to serve until the next annual meeting of the Church. The Deacons may choose other Deacons leaders internally.

Article XI Trustees

Section A. Election and Removal

The Trustees shall be elected by the members at the annual membership meeting based on the recommendation of the Senior Pastor or through a designated

nomination committee to serve staggered terms of no more than three years. The Church shall have nine (9) Trustees. Adult members who are spiritually qualified may be nominated and elected to serve in the voluntary role of the Trustees. The Trustees may only be removed by a vote of the members.

Section B. Trustees Chairman

The Trustees Chairman shall be recommended by the Senior Pastor and approved by the Church in its annual meeting. In the case of a vacancy of office, the Senior Pastor will appoint an interim Chairman to serve until the next annual meeting of the Church. The Trustees may choose other Trustee leaders internally

Section C. Secretary

The Secretary shall keep, or cause to be kept, a record of minutes of all Trustee meetings at the Principle Office, with the time and place of meeting. The Secretary shall also keep, or cause to be kept, the original and a copy of the Church's Articles of Incorporation, Bylaws, and corporate seal. The Trustees may select the Secretary internally.

Section D. Treasurer

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct amounts of the properties and business transaction of the Church. The financial records of the Church shall at all reasonable times be open to inspection by any member of the church. The Trustees may select the Treasurer internally.

Section C. Powers

The Trustees shall have the following powers and duties:

- A. To act as the official representatives of the Church in all legal matters.
- B. To perform the accounting of Church finances and to execute the annual budget, after the Senior Pastor has submitted it to the church for approval.
- C. To determine the compensation of the Senior Pastor and Associate Pastors of the church.
- D. To conduct such other duties and activities as the Senior Pastor and/or Church may designate.

Article XII Indemnification of Agents of the Church

Section 1. Definitions

For the purpose of this section, "agent" means any person who is or was an officer, employee, or other agent of the Church; "proceeding" means any threatened,

pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorney fees and any expenses of establishing a right to indemnification.

Section 2. Indemnification in Actions by Third Parties

The Church shall have the power to indemnify any person who was or is a part, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor) because the person is or was an agent of the Church, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Church and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or an a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in the best interests of the Church or that the person had reasonable cause to believe that the conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Church

The Church shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in right of the Church to procure a judgment in its favor by reason of the fact that the person is or was an agent of the Church, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of the Church and with the care, including reasonable inquiry as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

- A. In respect of any claim, issue or matter as to which the person shall have been judged to be liable to the Church in the performance of the person's duty to the Church, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court shall determine;
- B. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval;
- C. Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed or without court approval, unless it is settled with the legal approval.

Article XIV Settlement of Disputes In any dispute arising between Church members, pastors, or staff pertaining to any matter of spiritual teaching or practices, Church finances, or title to property purchased with Church contributions, the dispute shall be resolved by the joint-leaders (Pastors, Board of Trustees, and Deacons) of the Church. A decision shall be reached after prayerful consideration, in a spirit of humility, with the joint-leaders (Pastors, Board of Trustees, and Deacons) regarding one another before himself and striving to preserve the unity of the Spirit in the bond of peace (Eph. 4:1-3).

Article XV Records and Reports

The Church shall maintain the following records and reports:

- A. Adequate and correct books and records of financial accounts; and
- B. Written minutes of both membership meetings and meetings of the Trustees; and
- C. A record of the members of the Church, setting forth the members' names and addresses; and
- D. Contribution statements for contributors.

All such records shall be kept at the Church's Principle Office.

Article XVI Amendments to the Bylaws

These Bylaws, or any provision of them, may be altered, amended, or repealed, and new Bylaws may be adopted by a vote of two-thirds of the members present at any regular or special meeting at which a quorum is present. However, these Bylaws will not be amended during any period in which the Church is without a Senior Pastor. Amended and revised Bylaws become effective immediately upon adoption by the Church. These Bylaws, or any provision of them, supersede any and all other agreements, contracts, or governing documents.