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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 07 2016

T. LEWELLYN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PRAISE TABERNACLE INTERNATIONAL

DOCUMENT NUMBER: 755288

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DYWANE DAWKINS

(Name of Contact Person)

PRAISE TABERNACLE INTERNATIONAL

(Firm/ Company)

1050 NW 43RD AVENUE

(Address)

PLANTATION FL 33313

(City/ State and Zip Code)

praisetab1050@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ROSE JACOBS

954

792-0367

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$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

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

Street Address

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

Articles of Amendment
to
Articles of Incorporation
of

FILED

PRAISE TABERNACLE INTERNATIONAL

2010 DEC -5 P 4:48

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

755288

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
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3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

Please see attached documents

09/26/2016

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 11/28/2016 _____

Signature _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court-appointed fiduciary by that fiduciary)

DYWANE H. DAWKINS

(Typed or printed name of person signing)

SENIOR PASTOR/CHAIRMAN OF THE BOARD

(Title of person signing)

RESTATED ARTICLES OF INCORPORATION
OF
PRAISE TABERNACLE INTERNATIONAL, INC.

Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Restated Articles of Incorporation.

ARTICLE ONE

NAME

The name of this corporation shall be Praise Tabernacle International, Inc. (the "Church").

ARTICLE TWO

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the Church shall be 1050 NW 43rd Avenue, Plantation, Florida 33313.

ARTICLE THREE

PURPOSES AND POWERS

This Church is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code" including, but not limited to, conducting the ministry of a Christian church, including, but not limited to; religious worship services and other related activities as set forth in the bylaws of the Church; and the making of distributions to or on behalf of organizations which qualify as exempt organizations under section 501(c)(3) of the Code.

The Church shall have all the rights and powers customary and proper for tax exempt not-for-profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes as amended. The Church shall have the power to hold or administer property for the purposes stated in this Article Three, including the power to act as trustee.

Notwithstanding any other provision of these articles, the Church shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE FOUR

DIRECTORS

The board of directors shall be elected as provided for in the bylaws of the Church.

ARTICLE FIVE

OFFICERS

The officers shall be elected as provided for in the bylaws of the Church.

ARTICLE SIX

MEMBERS

The members shall be elected as provided for in the bylaws of the Church.

ARTICLE SEVEN

TERM OF EXISTENCE

The Church shall have perpetual existence.

ARTICLE EIGHT

NONDISCRIMINATORY POLICY

This Church, including all of its educational programs and sponsored activities admits participants of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to other participants in any of its educational or sponsored programs. It does not discriminate on the basis of race, color, national or ethnic origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or sponsored programs.

ARTICLE NINE

REGISTERED AGENT

The registered agent upon whom service of process against this Church may be made is **Geri Peterkin, Chief Business Officer**. The registered agent and the Church's registered office are located at **1050 NW 43rd Avenue, Plantation, Florida 33313**.

ARTICLE TEN

EARNINGS AND ACTIVITIES

The income and assets of the Church shall be irrevocably dedicated to its exclusive purposes. No part of the net earnings of the Church shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three hereof.

No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office.

The Church shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE ELEVEN

DISSOLUTION

Upon the dissolution of the Church, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Church, shall dispose of all the assets of the Church exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of directors shall determine or shall be distributed to the federal government, or to a state or local government. Any such assets not disposed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE TWELVE

AMENDMENTS

Amendments to the articles of incorporation shall be adopted as provided in the bylaws of the Church.

THIS SPACE LEFT BLANK INTENTIONALLY

SIGNATURES ARE ON THE FOLLOWING 2 PAGES

CERTIFICATE

1. This restatement contains amendments to the articles of incorporation that require member approval.
2. The restated articles of incorporation as set forth above constitute all of the articles of incorporation of Praise Tabernacle International, Inc. as amended.
3. The date of adoption of the amendments was the 26 day of SEPTEMBER, 2016.
4. The amendments were adopted by the members and the board of directors; and the number of votes cast for the amendments was sufficient for approval.

IN WITNESS WHEREOF we hereunto set our hands and seals, acknowledged and filed the foregoing restated articles of incorporation under the laws of the state of Florida, this 23 day of October, 2016.

Attested to by:

Althea Shaw
Althea Shaw, Secretary

Dywane Dawkins
Dywane Dawkins, President

STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on the 23rd day of October, 2016, before me, the undersigned authority, personally appeared Dywane Dawkins as president and Althea Shaw as secretary, both well known to me and known to be the persons described in and who executed the foregoing instrument, or presenting _____ as identification, and they severally acknowledge the execution of said instrument for the uses and purposes therein expressed, and that they were natural persons competent to contract.

Maryland Hudson
Notary Public



MARYLAND HUDSON
MY COMMISSION # FF 010926
EXPIRES: May 10, 2017
Bonded Thru Budget Notary Services

REGISTERED AGENT CERTIFICATE

CERTIFICATE DESIGNATING OR CHANGING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That Praise Tabernacle International, Inc., having been organized under the laws of the State of Florida Not-For-Profit Corporation Act, with its principal office, as indicated in the restated articles of incorporation at 1050 NW 43rd Avenue, Plantation, Florida 33313 has named Geri Peterkin, its registered agent; and 1050 NW 43rd Avenue, Plantation, FL 33313 as the place where service of process may be served within this state.

That this designation has been duly approved by a resolution of the Church's board of directors as applicable under Florida Statute.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Church, at the place designated in this certificate, I hereby acknowledge that I am familiar with and accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

Dated the 23rd day of October, 2016.

Gerl Peterkin,
Registered Agent

By 
Gerl Peterkin, Chief Business Officer

AMENDED BYLAWS
OF
PRAISE TABERNACLE INTERNATIONAL, INC.
A Florida Not For Profit Corporation

ARTICLE 1

NAME

The name of the corporation is Praise Tabernacle International, Inc., hereinafter referred to as the "Church."

ARTICLE 2

OFFICES

Section 2.1 – Principal Office

The principal office for the transaction of the business of the Church ("principal executive office") is located in Broward County, Florida. The directors may change the principal office from one location to another.

Section 2.2 – Other Offices

The board of directors may at any time establish a branch of subordinate offices at any place or places where the Church is qualified to do business.

ARTICLE 3

RELIGIOUS FOUNDATION

Section 3.1 – Vision

The vision of the Church is as follows:

- We will advance and make known the Kingdom of God (Matt. 28:19-20; Mark 16:15; Luke 24:46-48; John 20:21; Acts 1:8; 2 Cor. 5:20).
- We will fulfill our purpose by honoring and glorifying God in our praise and worship and in our living (Rom. 12:1-2).
- We will establish excellence and reverence in our ministries and lives (Col. 3:23-24).

- We will build, strengthen and empower individuals and families, by providing an atmosphere of spiritual and relational healing, restoration and equipping for empowerment so that they may experience Christ-Centered, Victorious living (Eph. 4:11-12, Heb. 10:25)!

Section 3.2 – Mission

We have been called to be a caring fellowship: “Transforming lives for Christ-Centered living.”

The mission of the Church is to transform lives to the likeness of Jesus Christ by way of providing genuine fellowship, caring, and teaching. We will continue to provide support to people from all walks of life in an environment that allows them to celebrate their uniqueness, talents, and attributes. Members are taught to respect themselves and others, develop healthy relationships, and strive towards righteousness on a daily basis. Through our various ministries we will reach out to the hurt the lost, and the hungry; meeting the need both physically and spiritually. We envision that with the expansion of the ministry building and a global mindset, we will be vessels of the Holy Spirit, evoking change first in our communities, then on national and international levels. This is the mission of Jesus Christ and Praise Tabernacle International. (Matt. 28:19-20)

Section 3.3 – Statement of Faith

Our Statement of Faith does not exhaust the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, is the sole and final source of all that we believe. For purposes of the Church's faith, doctrine, practice, policy, and discipline, our senior pastor and the board of directors are the Church's final interpretive authority on the Bible's meaning and application.

Every pastor, pastoral assistant, board member, officer, employee, elder, deacon, ministry team leader, staff member or regular volunteer (collectively referred to as “Affiliates”) shall be in submission to the spiritual authority of the senior pastor and board of directors and shall sign a Statement of Faith and Biblical Lifestyle Commitments Statement adopted by the board of directors that reflects his or her unequivocal agreement with the sincerely held religious beliefs of the Church. Each Affiliate whose confession of faith or behavior is in conflict with these sincerely held religious beliefs may be subject to Church discipline up to and including removal and separation from employment or service in ministry by the senior pastor and the board of directors (or their designees). Further, the senior pastor and the board of directors (or their designees), may prohibit the fellowship and attendance of any person from Church worship services and meetings as provided in these bylaws.

Our supreme desire is to know Christ and be conformed to His image by the power of the Holy Spirit. We are not a denominational church, nor are we opposed to denominations as such, only to their overemphasis of the doctrinal differences that have led to the division of the body of Christ.

A. We believe that there is one living and true GOD, eternally existing in three persons: The Father, the Son, and the Holy Spirit, equal in power and glory; that this triune God created all, upholds all, and governs all thing (Genesis 1:1; Deuteronomy 6:4; Matthew 28:19; John 10:30; Hebrews 9:14).

B. We believe that the scriptures of the Old and New Testaments are the Word of God, fully inspired without error in the original manuscripts, and the infallible rule of faith and practice. The Word of God is the foundation upon which this Church operates and is the basis for which this Church is

governed. We believe that the Word of God supersedes any earthly law that is contrary to the Holy Scriptures. We believe that the New King James Version of the Bible is the most accurate translation from the original ancient text. It is from this translation that we establish our doctrine and Statement of Faith (Isaiah 28:13; Nehemiah 8:8; John 17:17; 2 Timothy 3:16-17; Hebrews 4:12; 1 Peter 1:23-25; 2 Peter 1:21).

C. We believe in the person of God the Father, an infinite, personal Spirit, perfect in holiness, wisdom, power and love; that He concerns Himself mercifully in the affairs of men; that He hears and answers prayer; and that He saves from sin and death all those who come to Him through Jesus Christ (Deuteronomy 33:27; Psalms 90:2; Psalms 102:27; John 4:24; 1 Timothy 1:17; Titus 1:3).

D. We believe in the person of Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles and teachings, his substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people and personal, visible return to earth (Isaiah 7:14; Micah 5:2; Matthew 1:23; Mark 16:19; Luke 1:34-35; John 1:1-2; John 8:58; John 11:25; 1 Corinthians 15:3-4; Hebrews 1:8; 1 John 1:2; Revelation 1:8).

E. We believe in the person of the Holy Spirit, who came forth from the Father and Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify and empower for ministry all who believe in Christ (Acts 1:8; 2 Corinthians 3:18; John 16:8-11; Romans 15:13,16; Hebrews 9:14).

F. We believe the Holy Spirit indwells every believer in Jesus Christ and that He is an abiding helper, teacher, and guide (John 14:16-17, 16:8-11).

G. We believe in the present ministry of the Holy Spirit and in the exercise of all Biblical gifts of the Spirit (1 Corinthians 14).

H. We believe that all people are sinners by nature and, therefore, are under condemnation; that God regenerates based upon faith by the Holy Spirit, those who repent of their sins and confess Jesus Christ as Lord (Acts 8:15-17; Titus 3:5).

I. We believe in the universal church, the living spiritual body, of which Christ is the head and all who are born again are members (1 Corinthians 12:12-13; Ephesians 4:15-16).

J. We believe that the Lord Jesus Christ committed two ordinances to the church: (a) full immersion - water baptism, and (b) the Lord's Supper (Matthew 28:19; Acts 2:38; 1 Corinthians 11:23-26).

K. We believe also in the laying on of hands for the baptism of the Holy Spirit and the ordination of pastors, elders, and deacons, and for the receiving of the perpetuity of the gifts of the Holy Spirit (Acts 6:6, 8:17; 1 Timothy 4:14).

L. We believe in the Second Coming of Jesus Christ which is His personal, visible return to earth and the establishment of His millennial kingdom, in the resurrection of the body, the final judgment and eternal blessing of the righteous and endless suffering of the wicked (Matthew 16:27; Acts 1:11; Revelation 19:11-16, 20: 11-15).

M. We believe in what is termed "the Apostles' Creed" as embodying the fundamental facts of the Christian faith.

N. We believe in a literal Heaven and a literal Hell and that all those who place their faith, hope and trust in Jesus Christ will spend eternity in Heaven with the Lord, while those who reject Jesus' free gift of salvation will spend eternity separated from the Lord (Matthew 5:3, 25:31-34; Hebrews 12:23; 1 Peter 1:4; Psalm 9:17; Matthew 5:22, 18:9; Luke 12:5).

O. We believe in the pre-tribulation rapture of the Church where all believers will meet the Lord in the air and be taken out of this world prior to the tribulation that will come upon the earth (Matthew 24:29-31; Luke 21:36; Romans 1:18, 5:9; 1 Thessalonians 5:9; 2 Peter 2:7-9; Revelation 5:7-10, 7:13-14).

Section 3.4 – Foundational Family Values

A. **Our Biblical View of Sexual Orientation and Gender Identity.** We believe that each human being is deliberately born into this world under the providential superintendence of God (Psalm 100:3, Proverbs 22:2), and that their gender at the time of their birth (as determined by their chromosomal makeup) reflects His purpose for their lives (Jeremiah 1:5). A biologically born male has both an X and a Y chromosome in his genetic makeup. A biologically born female has two X chromosomes in her genetic makeup. It is the XY chromosomal pair which defines an individual to be a male, man, or boy and capable of bearing male reproductive organs. It is the XX chromosomal pair which defines an individual to be a female, woman, or girl and capable of bearing female reproductive organs. Consequently, it is contrary to God's will, and is therefore sinful, to modify one's gender-identity whether physical or psychological.

B. **Our Biblical View of the Sanctity of Life.** We believe the Bible teaches that God is the ultimate source and sustainer of all human life (Genesis 1:27; Psalm 31:15; Isaiah 45:12; 1 Timothy 6:13); *and that human life begins at the moment of conception* (Psalm 51:5, 58:3; Jeremiah 1:5). As a result, all human life is to be respected and valued as God's sacred work, and should be preserved and protected in a manner consistent with biblical ethics. Moreover, we encourage the body of Christ to speak out on behalf of those whose lives are threatened and are unable to speak out for themselves.

C. **Our Biblical View of Marriage and Parenting.** We believe the Bible sets forth a clear precedent and upholds a consistent description of God's definition of marriage. At the outset of mankind's existence, God established the institution of marriage as the union of a man and a woman (Genesis 1:27, 2:18-23). This model for marriage is exclusively maintained and endorsed throughout the biblical record (Matthew 19:4; Ephesians 5:22-28). Unions beyond the confines of this definition do not constitute biblical marriage. Accordingly, this ministry will not perform any marriage ceremonies between two individuals of the same sex. It will not condone or recognize such same-sex marriages, civil unions, or domestic partnerships even if the state passes laws that provide for recognition of such unions.

We believe that God's ordained order for the family unit is for husbands to sacrificially love (Ephesians 5:25) and spiritually lead their wives (Ephesians 5:26), and for wives to sacrificially submit to their husband's spiritual authority (Ephesians 5:22-23). This dynamic is ultimately governed by a mutual submission to the Lordship of Jesus Christ in both of their lives (Ephesians 5:21). Parents are responsible for teaching their children spiritual and moral values and leading them (Deuteronomy 6:4-9), through

consistent lifestyle example and appropriate discipline, including scriptural corporal correction (Proverbs 22:6; Ephesians 6:1-4).

The Bible recognizes that the ideal of male and female parents isn't always possible, and that a single parent household is occasionally necessary due to death, abandonment, or other factors. In such cases, the Bible honors the office of the single parent and acknowledges the provision of God's grace (Genesis 16:11; 1 Kings 17:9).

D. Our Biblical View of Sexual Behavior. We believe the Bible is very specific regarding acceptable sexual behavior. Acceptable sexual behavior is exclusively reserved to occur within the confines of a monogamous marriage union of a consenting man biologically born as a male and a consenting woman biologically born as a female (Matthew 5:28; 1 Corinthians 7:2-3; Hebrews 13:4). Any sexual behavior outside of this relationship is considered to be fornication and therefore prohibited within the scope of God's will (Ephesians 5:3; 1 Thessalonians 4:3-5).

E. Our Biblical Convictions about Foster Care and Adoption. We believe that it is God's will to bless married couples which live according to these guidelines with children (Genesis 3:16, 4:1). In most instances, this blessing occurs through the natural biological process, but in some cases adoption is the means by which God blesses a husband and wife with children. The principle of adoption is extolled in scripture and is even identified as being endemic to God's nature (Psalm 68:6; Ephesians 1:5; Galatians 4:5-7). Consequently, the Church supports the principle and process of adoption while requiring all prospective candidates for foster parenting and adoption to agree with and adhere to the aforementioned standards as defined by the Bible.

Any other attitude towards or form of marriage, parenting, gender identity, sexual orientation or sexual behavior is in fundamental conflict with our sincerely held religious beliefs; making these practices something we are unable to support or facilitate in any manner in good conscience.

Section 3.5 – Facility Use

We believe that all Church owned property, including real estate, personal property, intangible property including web-based domains have been provided by God. They are set apart to aid in the worship of God. The Church facilities are consecrated to our religious ministry and mission. Use of the Church facilities shall be for the propagation of the Christian faith, for fellowship, witnessing, religious teaching, and charity. All activities on Church facilities must further the religious purposes and Christian mission of the Church, whether the activity has an overt liturgical religious purpose (i.e., preaching, worship services, Bible instruction, communion, baptism) or a non-liturgical religious purpose (i.e., social service, mentorship, community service, benevolence, charity, schools). The Church conducts all activities in order to advance or express its Christian mission, message and viewpoint. Church facility use shall be exclusively conditioned on whether the use promotes the Church's mission, message and viewpoint, as all facility usage is an opportunity to glorify God (Psalms 24:1; 2 Corinthians 6:14; Colossians 3:17; 1 Thessalonians 5:22).

Section 3.6 – Church Discipline

We believe that Scripture requires the senior pastor and the board of directors (or their designees) to exercise authority and discipline over all persons who participate in fellowship at the Church. This is necessary to ensure that, among other reasons: (a) Sound doctrine is consistently practiced within the

various ministries of the Church; and (b) The message conveyed as a by-product of the mere association and fellowship with particular persons does not adversely impact the message intended to be presented by the senior pastor and the board of directors. In other words, the practices and conduct of some individuals may significantly interfere with the reputation and/or ministry purposes of the Church and its congregation. Scripture provides direction to the senior pastor and the board of directors (or their designees) with regard to persons who should be disciplined because of their practices or conduct.

The threefold purpose of church discipline is: 1) To glorify God by maintaining purity in the local church (1 Corinthians 5:6); 2) To edify believers by deterring sin and promoting purity (1 Timothy 5:20); and 3) 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).

The Lord Jesus Christ has entrusted the local church with the authority and responsibility to discipline those individuals who are in fellowship with the church congregation for flagrant sin or serious doctrinal error. The senior pastor and the board of directors (or their designees) shall, when appropriate, exercise authority and administer discipline within the Church in a spirit of meekness and confidentiality. Any person who is a member of the Church congregation who practices or affirms a doctrine or conduct that, in the judgment of the senior pastor and the board of directors (or their designees), is opposed to the teaching of the Word of God, or is threatening to the testimony of this Church, or is divisive to the Church body, shall be subject to Church discipline.

The steps of discipline are private confrontation, private confrontation with witnesses, meeting with the senior pastor or board of directors for judgment leading to restoration or excommunication from fellowship, and finally, if necessary, exposure to the congregation (Matthew 18:15-20; Galatians 6:1; Romans 16:17; 2 John 9-11; 1 Corinthians 5; 2 Corinthians 2:6-8; 1 Timothy 5:20).

Throughout Scripture, we see that God desires those subjected to spiritual discipline to also experience spiritual restoration. Jesus taught that the underlying motivation for confrontation and discipline within the church is to ultimately, "gain your brother" (Matthew 18:15). Christ also affirms that those who sin within the church family are to be fully forgiven when they repent after being corrected (Luke 17:3). The Apostle Paul, in giving very explicit instruction on exercising church discipline, is very careful to add that the end purpose is to "save the spirit" of the offender (1 Corinthians 5:5). Moreover, the writer of Hebrews teaches us that although no form of punishment is pleasant at the time, it produces a harvest of righteousness and peace when yielded to (Hebrews 12:11).

Clearly, God's mandate to discipline sin within the church is inseparable with His desire for spiritual restoration. God is the God of hope (Romans 15:13), and restoration for those guilty of sin requiring correction reflects the hopeful aspect of His nature. To discipline in His name without the intentional commitment to facilitate restoration is to effectively misrepresent Him.

This commitment must also be balanced with the understanding that spiritual restoration is something that God personally accomplishes within a person through the active agency of His Holy Spirit (Romans 8:1-17, Philippians 2:13). It is ultimately God's work, and as such, only He can fully know the scope, timing, and definition of an individual's spiritual restoration.

Church leadership may facilitate this work by imparting expectations of biblical behavioral, providing accountability to meet these standards, and attesting to their fulfillment. However, the dynamics of each restorative work are as unique as the individuals involved. It is not a process that can be

generically "check-listed". Instead, the process of restoration in a person's life must be discerned by those spiritually mature and sensitive to the work that God is performing (Philippians 1:6). The spiritual leadership of the Church strives to uphold God's desire for reconciliation in a manner that compliments His specific will and work within each individual.

The individuals that are members of this Church further knowingly and voluntarily agree that the Church may proceed with discussing and rendering a decision on Church discipline even though an individual voluntarily withdraws from membership with the Church in the midst of the discipline process. The Church may in its discretion proceed in abstention for the purpose of preserving order and providing direction to others that may be involved in the matter that gave rise to the need for discipline.

Section 3.7 – Rites of Ordination

A. Principal of Ordination. The Church recognizes that only our sovereign, holy God can truly call and ordain His children for service in the ministry of the Gospel of Jesus Christ. The calling of a minister is not the result of a title; rather the title is a result of His calling, this calling being recognized as from the true and living God. It is a man's privilege and, specifically, the privilege of the overseers of the true church of Jesus Christ to ratify the calling of God when such is obviously placed upon a man's life. The purpose of this section is to provide for the ordination rites of pastors, elders and deacons by the Church.

B. Qualifications.

1. A candidate for ordination must be a "born again" believer in Jesus Christ, as described by our Lord in the third chapter of the Gospel of John.
2. A candidate for ordination must believe that there is only one God, who manifests Himself in three persons: God the Father, God the Son, and God the Holy Spirit.
3. A candidate for ordination must believe, and render evidence of his belief, that the Holy Bible is the complete and divinely inspired Word of God and that God has not added, deleted, or altered this work with subsequent writings and revelations.
4. A candidate for ordination must believe in the objectives of this body and its concepts concerning the work of the Holy Spirit today.
5. A candidate for ordination should have evidenced the obvious calling of God upon his life in terms of ministerial experience and report.
6. A candidate for ordination as a pastor must meet the scriptural requirements for the office of elder, as described in the Holy Bible in 1 Timothy 3:1-7 and Titus 1:6-9.
7. A candidate for ordination as a pastor must have completed two (2) years of Bible study at an institution approved by the senior pastor, and or two (2) years of experience actively and faithfully serving in a pastoral capacity that aligns with Biblical standards.
8. A candidate for ordination as an Elder must meet the biblical qualifications as presented in 1 Timothy 3:1-7 and Titus 1:6-9.

9. A candidate for ordination as a Deacon must meet the biblical qualifications as presented in 1 Timothy 3:8-12.

C. Procedure for Ordination.

1. Each person fulfilling the above qualification, upon their proper presentation to the board of directors, will receive full consideration for ordination into the Ministry of the Gospel of Jesus Christ by the Church.
2. The board of directors may make exceptions to these qualifying standards, wherein the unanimous opinion of the board of directors and under the strong compelling conviction of the Holy Spirit, such exception is according to the will of God and consistent with His word.
3. Upon unanimous approval of the board of directors, the candidate will be ordained as a minister of the Gospel with the right to perform ministerial functions in accordance with these bylaws, the laws of the land and the ordinances of God's Holy Word with all prerogatives of such a calling and office.
4. All candidates approved or otherwise, will be notified of the board of director's decision in writing, within one (1) week of the final board of director's action.
5. The candidate(s) will then be presented to the body of the Church for confirmation of character. If no conflicting report of questionable character comes from the Church, the ordination process will be concluded.

D. Ministerial Functions of a Pastor. As an ordained pastor of the Church, a pastor is entitled to perform the following ministerial duties on behalf of the Church:

1. **Administer Communion.** Jesus instituted the practice of communion and charged His followers to consistently partake in it so as to remind themselves of His sacrifice on their behalf (Luke 22:14-20). The practice of communion is carried forward throughout the formation of the Christian church and is to be administered by those in spiritual authority (1 Corinthians 11:23-29). Consequently, it is in keeping with a pastor's responsibility to serve communion to those who receive it for the sake of commemorating Christ's sacrifice on the cross on their behalf.
2. **Collaborate with other Christian Ministries to Co-ordinate Faith-building Events.** Jesus prayed that His followers would carry out their mission to share His teachings in unity with one another (John 17:11). While unity does not equate to uniformity, and there is a healthy place for differences of interpretation in doctrines that are non-essential to the Christian faith, a collaborative spirit should transcend all such differences. Pastors are accountable to identify where collaboration with other Christian entities or initiatives is possible and beneficial to the mission of the Church (Matthew 28:19-20; Acts 1:8).
3. **Conduct Biblical Counseling.** The Bible is described as being profitable for every good work in a person's life (2 Timothy 3:16-17). This includes its use in providing necessary counsel when and where a person is in need of spiritual guidance. Biblical counseling is the means by which a person's spiritual need is identified and addressed through the teachings and

principles presented in Scripture. This is a specific form of applying God's Word to the needs of each individual and prescribing a specific set of instructions to address their embitterment (2 Peter 1:3). Pastors are entrusted with the use and application of God's Word in this specific manner.

4. **Design, Publish and Distribute Religious Literature.** From its inception, the Christian church has relied on the production and distribution of literature that serves to educate people in the Christian faith (1 John 5:13; Romans 11:29; 1 Thessalonians 4:13; 1 Corinthians 10:1). In fact, much of the Bible was specifically written to serve this purpose. Paul, in particular, wrote and circulated letters that were intended to instruct people to this end. Pastors are to follow Paul's example as an extension of their responsibility to teach people in matters pertaining to the Christian faith.
5. **Enact Church Discipline.** It is sometimes necessary to exercise spiritual discipline among those who have willingly submitted themselves to the spiritual covering and authority of the Church (Matthew 18:15-20; 1 Corinthians 5:1-8; Titus 3:10; 2 Thessalonians 3:14). As leaders of the Church, pastors are entrusted with this responsibility by determining the full scope of the offense requiring discipline, prescribing the proper spiritual discipline required for resolution, and taking the necessary steps to ensure that such prescriptions are upheld as much as possible and in consideration of all parties effected.
6. **Encourage and Exemplify Civil Obedience.** The Bible is very clear that the Christian is called to honor and obey their divinely appointed civil leaders (Romans 13:1-3; 1 Peter 2:13-14). Those who comprise the local church are to be the most sterling examples of law-abiding citizens and are to lead the culture in this regard (1 Peter 2:15). As leaders of the local church, pastors are to set the tone in this regard, and should encourage and exemplify civil obedience to the highest standard possible (Titus 3:1).
7. **Identify and Remove False Teachers.** The Church has long been the object of attack from those whose agenda is to distort the essential doctrines of Christianity and to mislead people with them (Acts 20:29-31; 2 Peter 2:1-3). Pastors are responsible to protect the Church by identifying such distortions, marking the offender, and taking necessary steps within their authority to remove the spiritual threat for the sake of protecting and preserving the safety of the church's spiritual environment (2 Thessalonians 3:6, 3:14; Romans 16:17; Titus 1:9-11).
8. **Instruct People in the Bible.** One of a pastor's primary responsibilities is to instruct people in the teachings and principles of the Bible (Acts 6:4; 1 Timothy 3:2; 2 Timothy 4:2; Titus 2:1; Acts 20:27). The Bible itself describes this activity as "rightly dividing the Word of truth" (2 Timothy 2:15). Pastors are responsible to teach people in the principles of scripture whether they be members of Church staff, ministry volunteers, or congregants so as to edify the entire Christian community (Ephesians 4:11-12).
9. **Lead Outreach Endeavors.** The Christian church is to be an influential presence in this world (Matthew 28:19; Acts 1:8). It is commissioned to spread the teachings and ethics of Christ to every nation and tribe of people. The Church cannot fulfill its intended purpose unless it engages in outreach activity, and pastors are called to lead those endeavors that would

introduce the Christian faith to communities or countries that are unfamiliar or unaffected by it.

10. **Lead Services Where Spiritual Gifts are Exercised and Expressed.** The Bible gives clear place to the exercise and expression of spiritual gifts that are bestowed upon individuals by the Holy Spirit (1 Corinthians 12:1-10). Organized meetings to facilitate this are commonly called, "Afterglow Services" or "Believer's Meetings". The corporate edification of the Church is the ultimate goal of such spiritual exercise and expression (1 Corinthians 12:7), and requires the proper spiritual facilitation and direction in order to ensure this purpose is fulfilled (1 Corinthians 14:26-33). Pastors are entrusted with the responsibility to facilitate and direct the use of spiritual gifts in a manner that is orderly and edifying to all.
11. **Mediate Disputes Within the Church.** From time to time, it is necessary for the leadership of the Church to serve as mediators in disputes between parties who consent to their spiritual authority (1 Corinthians 6:1-6; Matthew 18:15-20). Pastors are expected to facilitate such mediations in order to bring about biblical, equitable, and peaceful resolution. Moreover, they are to discern if a conflict requires mediation services through sources external to and independent of the Church.
12. **Officiate at Funerals.** The Bible recognizes that mourning is a unique condition that requires sensitive and considerate ministerial attention (Matthew 5:4). The Bible also recognizes that those who have experienced God's comfort in their lives are to comfort those who are in a state of mourning (2 Corinthians 1:3-4). It is also noteworthy that Jesus offered encouragement to people regarding the afterlife (John 14:1-4) as did the Apostle Paul (1 Thessalonians 4:13-18), and their examples set a precedent for those who aspire to serve in pastoral ministry.
13. **Officiate at Weddings.** We believe the Bible sets forth a clear precedent and upholds a consistent description of God's definition of marriage. At the outset of mankind's existence, God established the institution of marriage as the union of a man and a woman (Genesis 1:27, 2:18-23). This model for marriage is exclusively maintained and endorsed throughout the biblical record (Matthew 19:4; Ephesians 5:22-28). Unions beyond the confines of this definition do not constitute biblical marriage. Pastors of the Church are only approved to participate in weddings and solemnize marriages between one man and one woman. Moreover, the facilities and property of the Church shall only host weddings between one man and one woman.
14. **Perform Baptisms.** Jesus commissioned His followers to not only teach His teachings to all nations, but to also baptize those who receive said teachings (Matthew 28:19). We see this practice of baptizing people throughout the recorded history of the Christian church; and that it was performed by the spiritual leaders within each setting (Acts 8:38, 10:44-48, 16:12-15). Consequently, we believe that our pastors play an important role in baptizing those who have come to receive the teachings of Jesus.
15. **Perform Child Dedications.** We believe that it is God's desire for parents to publically and ceremonially dedicate their children's lives to His purposes. Hannah dedicated Samuel when he was a baby in 1 Samuel 1:24-28. We also see that Joseph and Mary brought Jesus to the Temple to be dedicated to the Lord in Luke 2:22-38. Moreover, we see

that Jesus welcomed parents to bring their little children to Him (Matthew 19:13-15). Based on these passages and the precedent they establish, our Pastors are entrusted with responsibility of facilitating a parent's desire to publically dedicate their infants and children to the Lord.

16. **Pray For and With People.** Another primary responsibility is to pray for and with people (Acts 6:4). Prayer is an activity that is inseparable with a pastor's heart, as evidenced by Paul's prayers for the churches that he helped to establish (1 Corinthians 1:4; Ephesians 1:16; Colossians 1:3; 1 Thessalonians 1:2; 2 Timothy 1:3). Paul also prayed with others in person and in public as specific need arose (Acts 20:36, 21:5). Pastors are to follow this biblical precedent by being continually engaged in the act of praying for people privately and with people publically as occasion dictates.
 17. **Produce Religious Video and Audio Materials.** The message of the Christian church transcends all times and cultures and should be communicated through all relevant mediums (Mark 16:15; Acts 1:8; 1 Corinthians 9:22). Our time and culture is highly impacted by video and audio technology, and should be leveraged to share the Christian faith. As those called to make known the teachings of Christ and Christianity, pastors play a pivotal role in promoting these teachings through the production of video and audio materials.
 18. **Supervise all Aspects of the Church's Administration and Finances.** The Bible acknowledges and even anticipates the need for administrative guidance and oversight of the Church. Furthermore, God specifically equips certain people with a unique gift of leadership and administration (1 Corinthians 12:28). As those tasked with the leadership of the Church, pastors are also responsible to be involved with the administrative and fiscal oversight of the Church in which they serve.
 19. **Train New Leadership.** The Apostle Paul charged his protégé, Timothy, to entrust the teachings concerning Christ that he had received to him to new leaders in the church (2 Timothy 2:2). Likewise, it is every pastor's responsibility to not only teach the Bible to others, but to identify potential new leaders and to create unique opportunities to specifically instruct and equip them to propagate the teachings of scripture. The future of the Christian church relies on this practice and is an essential point of emphasis for the pastors who serve at the Church.
 20. **Other Ministerial Functions.** Other ministerial functions as discerned and approved by the senior pastor and the board of directors.
- E. **Ministerial Functions of an Elder.** An elder ordained by the Church may perform all of the ministerial duties of a pastor as provided in these bylaws except for the duties set forth in Section 3.7(D)(18) above.
- F. **Ministerial Functions of a Deacon.** An ordained deacon is entitled to perform the following ministerial duties on behalf of the Church:
1. Participate regularly in a Church group, either as a worker or a member.

2. Attend worship services and night activities, unless providentially hindered.
3. Actively serve in some ministry in the life of the Church.
4. Be supportive of the overall ministry of the Church.
5. Participate in all scheduled deacon/deaconess activities, unless providentially hindered.
6. Be available to minister when called upon by the senior pastor.
7. Practice personal evangelism of the lost as opportunities arise.
8. Attend beneficial training sessions as available, unless providentially hindered.
9. Pray for and be supportive of the senior pastor, the pastoral staff, and deacon ministry leadership.
10. Collecting the gifts of God's people and distributing them.
11. Collecting data on the talents of God's people – that is developing a talent bank. Then make withdrawals to help those who are in need.
12. Serving the distressed with counsel, coming alongside the afflicted and bringing appropriate wisdom from God's Word.
13. Preventing poverty within the Church. Deacons must be good steward of the Lord's resources.
14. Seeking to understand how local community resources work. The government administers help massively, not individually. Here is where the church can help in the name of Jesus Christ.
15. Teaching the needy to make good use of all available institutions of mercy.
16. Cooperating with neighboring churches.
17. Equipping the saints.

G. **Certificate of Ordination.** The following is the text of the certificate of ordination to be issued to each approved candidate:

CERTIFICATE OF ORDINATION

We hereby ordain and set apart _____ for the Ministry of the Gospel as a (*Pastor, Elder or Deacon*). This ordination is based upon the authority given by Jesus Christ as the Head of the Church and the recommendation of the board of directors of Praise Tabernacle International, Inc., which had full and sufficient opportunity to prayerfully consider his gifts and calling from God and to examine his Christian character, maturity, and Bible doctrine.

This ordination is hereby granted according to the Word of God and the bylaws of this ministry on this the ____ day of _____, 20__.

He is hereby ordained and licensed to perform all ministerial functions of a (*Pastor, Elder or Deacon*) without limit in accordance with the Word of God, these bylaws and the laws of the land. We now pray for God's blessing and the power of the Holy Spirit to be upon him.

Witness

Senior Pastor

Witness

Secretary

H. Removing an Ordination.

1. **Principles of Removal.** When a pastor, elder or deacon no longer meets the qualifications for ordination to their office as set forth in these bylaws, the board of directors shall revoke the individual's ordination.
2. **Process of Removal.**
 - a. In the case of a pastor, elder or deacon that was ordained by the board of directors, the facts and circumstances surrounding the individuals continued qualification for ordination to their office will be reviewed by the board of directors. If the board of directors determines that the individual no longer meets the qualifications of ordination to their office the board of directors will revoke the individual's ordination. Any person whose ordination has been revoked will be asked to return their ordination certificate and documentation.
 - b. In the case of a pastor, elder or deacon that was ordained by another religious organization, the board of directors will review the facts and circumstances surrounding the individuals continued qualification for their office. If the board of directors determines that the individual no longer meets the qualifications of ordination to their office, the senior pastor will forward the findings of the board of directors to the board of the religious organization that issued the ordination so they may take any official action they deem appropriate.
 - c. Effective upon the board of director's findings that the individual no longer meets the qualifications of ordination to their office the individual will be removed, or be prohibited, from performing any ministry role within the Church until further action of the board of directors.
 - d. The board of directors may make exceptions to these removal standards when, in the unanimous opinion of the board of directors and under the strong compelling conviction of the Holy Spirit, such exception is according to the will of God and consistent with His Word.

3. **Inactive Status.** If the person ordained is not actively serving in ministry, their credentials will automatically be inactive for whatever period of time the person remains inactive from service in ministry. If the senior pastor or the board of directors shall determine that the individual has re-engaged in active ministry their status will be changed to active without further action or confirmation by the board of directors. The senior pastor's office will maintain a list of all ministerial staff that have been ordained and whether they are active or inactive.
4. **Transfer.** Any ordination conferred under these bylaws is non-transferable unless specifically recognized by the senior pastor and the board of directors.

Section 3.8 – Pastor Emeritus

On January 1, 2008, the leadership of the Church, under the Pastorate of Pastor D.H. Dawkins unanimously voted to esteem the founding retired pastor, Reverend Dr. Reginald G. Smith as Pastor Emeritus. Reverend Smith will hold no office, or have any formal responsibilities at Church. Reverend Smith is to be honored as the founding pastor, revered as a man of God and respected as a workman worthy of double honor.

ARTICLE 4

PURPOSES AND OBJECTIVES

Section 4.1 – Purposes of the Church

The purposes of the Church shall be:

- A. To proclaim the good news of salvation by faith in our Lord Jesus Christ by any suitable method or media which includes, but is not limited to, establishing and operating a local ministry for the worship of Jesus Christ, using personal evangelism, conventions, preaching, teaching, missions and discipleship;
- B. To be obedient to our Lord Jesus Christ's command to "Go ye therefore, and teach all nations, baptizing them in the Name of the Father, and of the Son, and of the Holy Spirit";
- C. To do only that which glorifies the Father, the Son, and the Holy Spirit and is based upon the authority of the Holy Bible;
- D. To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects and purposes for which this Church is formed and is authorized in its articles of incorporation and these bylaws.

Section 4.2 – Objectives of the Church

The objectives of this Church in furtherance of its purposes shall include, but not be limited to the following:

A. Establishing and operating a local church for the religious worship of Jesus Christ, including without limitation, the building, maintaining and operating of churches, bookstores, café's, parsonages, schools, colleges, chapels, daycare centers, radio stations, television stations, rescue missions, missionary auxiliaries, missions outreaches, print shops, camps, and any other ministries that the board of directors may be led of God, all of which are established for the benefit of the congregation of the Church.

B. Providing opportunities for spiritual, physical, intellectual, social and cultural development including, but not limited to, conducting Bible studies, worshiping and sharing the message and good news of Jesus Christ, using personal evangelism, media (including, but not limited to, print, video, audio, radio, television and internet), missions, crusades, preaching, counseling, prayer, benevolence, comforting, Christian schools and educational activities and any other service or activity directed for Christian purposes.

C. Assisting and furthering the task of providing Biblical Scripture to the community and other groups through the Holy Scriptures and other printed material by offering Bible studies, church services, or any other gatherings and by providing speakers and other instructional and educational programs which may be deemed necessary in effecting the above purposes.

D. Establishing new programs of outreach and ministry, and the strengthening of existing programs and organizations which have a similar purpose and dedication to presenting Christ as Savior.

E. To engage in spiritual work and services based upon the authority of the Holy Bible.

ARTICLE 5

NONPARTISAN ACTIVITIES

This Church has been formed under the Florida Not For Profit Corporation Law for the religious purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Church shall consist of the publication or dissemination of materials with the purposes of attempting to influence legislation, and the Church shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The Church shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE 6

NONDISCRIMINATORY POLICY

This Church, including all of its educational programs and Church sponsored activities, admits students of any race, color and national or ethnic origin, to all the rights, privileges, programs and activities generally accorded or made available to students or other participants in any of its educational or Church sponsored programs. It does not discriminate on the basis of race, color, national or ethnic

origin in administration of its educational policies, admissions policies, scholarships and loan programs, athletic and other educational or Church sponsored programs.

ARTICLE 7

DEDICATION OF ASSETS

The properties and assets of the Church are irrevocably dedicated to religious or charitable purposes. No part of the net earnings, properties or assets of the Church, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this Church.

ARTICLE 8

MEMBERSHIP

Section 8.1 – Eligibility

Membership (including transfers) into the Church shall be open to those persons who:

- A. Through repentance, profess an experience of salvation through our Lord Jesus Christ; and
- B. Take the Word of God as their rule of faith and practice; and
- C. Choose to affiliate themselves with this body of believers by affirming and abiding by the Church's Vision Statement, Mission Statement, Statement of Faith and Church Discipline (including arbitration policy).
- D. Reaffirm their commitments set forth above on an annual basis.

Any person meeting all the required standards listed above shall be considered an active "member" of the Church.

Section 8.2 – Voting Members

Voting membership in the Church shall be limited to those who meet the following conditions:

- A. Meet the criteria for active membership in the Church as set forth in Section 8.1 above; and
- B. Shall be at least seventeen (17) years of age or older; and
- C. Regularly participate in and contribute to the activities of the Church in accordance with these bylaws and the policies of the Church; and
- D. Have worshipped regularly with the local congregation for a period of at least six (6) months immediately preceding any meeting at which they vote; and

E. Complete the New Membership Orientation (NMO) curriculum taught by the senior pastor or his designee. The period of orientation may count towards the six-month requirement referred to above. The initial date of membership shall be the day of presentation, which follows completion of the NMO. Members transferring from another Church will be required to document their transfer "in good standing," as prescribed by the secretary and will be required to complete a modified NMO session; and

F. Be in good standing with the Church, demonstrating unity with the vision and mission of the Church and show humility and respect to the leadership of the Church.

An individual shall be recognized as a member and/or a voting member of the Church upon meeting the eligibility requirements as defined above and registration of their membership with the secretary. Each member shall be required to register one time only. New voting members must be registered at least one (1) week prior to any meeting where they exercise their right to vote. The secretary shall keep a list of active members and active voting members. The secretary shall post a list of all members on the Church's bulletin board at least three (3) weeks prior to each annual business meeting. An updated list of all voting members shall be available for inspection by any voting member of the Church five (5) days before the date of the annual business meeting.

Section 8.3 – Voting by Voting Members

When called by the senior pastor at any business meeting of the Church, all voting members shall rise to be recognized. If any voting member's right to vote is challenged by any other voting member of the Church, the senior pastor shall make a ruling as to the member's voting eligibility, and such ruling shall be final. At all meetings of the members, each voting member physically present at the meeting shall be entitled to cast one vote on all matters submitted to the voting members.

Absentee Ballots shall be available to eligible voting members upon their request, at least seven (7) days before the business meeting. Absentee ballots will be accepted by the secretary, for voting in a regular or special meeting under the following conditions:

- A. Illness;
- B. Unavoidable hours of employment; or
- C. Business out-of-town

Absentee ballots must be sealed and delivered to the Church office during regular business hours, no later than the day of the meeting. All absentee ballots shall remain unopened and must be submitted to the senior pastor or vice president by the secretary prior to the start of the business meeting.

The unopened absentee ballots are to be delivered to an usher or the vote count tellers by the senior pastor or vice president at the time votes are collected at the business meeting and shall be counted at the same time as the regular ballots.

Except as otherwise provided by these bylaws, a matter will be considered approved if the votes cast in favor of the action exceeds the votes opposing the action.

The taking of any of the following actions shall require the approval of the voting members:

- A. Calling of a Senior Pastor; and
- B. Approval of the five (5) voting members of the Church appointed to the board of directors.

The board of directors, at its discretion, may submit any other matters to a vote of the voting members of the Church.

Section 8.4 – Termination of Membership

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

- A. Death;
- B. Transfer of membership to another church;
- C. By personal request of the member;
- D. The failure to return the required commitment or re-affirmation documents to the secretary within ten (10) business days of a request to do so; or
- E. Dismissal by the senior pastor under the following conditions:
 - 1. The member's life and conduct is lived in such a way that the member is: (i) hindering the ministry influence of the Church in the community; (ii) hindering the operation of the Church; or (iii) in the senior pastor's judgment, the best interests of the Church would be served by dismissing the member from the Church congregation; and
 - 2. The procedure for dismissal of the member shall be according to Matthew 18:15-17, as provided in Section 3.6 of these bylaws, with approval by the senior pastor.

Section 8.5 – Restoration of Membership

Members dismissed by the senior pastor may be restored to membership upon a showing that the individual meets the criteria for membership by the senior pastor.

Section 8.6 – Place and Manner of Church Meetings

A. **Place.** Meetings of the members shall be held at the principal office of the Church or such other location as is designated by the officers or the senior pastor.

B. **Procedure.** "Robert's Rules of Order, Revised" shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws. The senior pastor shall be the chairman of all annual or special business meetings of the congregation unless absent. In his absence the vice president (or their successor) shall preside over the meetings. All motions made during the meeting must be brought to the floor through the chairman. The New Testament shall serve as the authority and guide for conduct of all annual or special business meetings of the congregation. The conduct of all members is to be in a superseding spirit of love for one another and in submission to the authority of our Lord and Savior, Jesus Christ.

C. **Quorum.** A quorum for all annual or special business meetings of the congregation of the Church shall be declared if the number of voting members present, including absentee ballots, shall equal or exceeds thirty percent (30%) of the official Church membership.

D. **Order of Business.** The order of business at all annual business meetings of the congregation of the Church may be adjusted from time to time, and shall follow the following format:

1. Opening Prayer
2. Reading and Approval of the Minutes of the last Annual Business Meeting
3. Report of Officers
4. Report of Committees
5. Unfinished Business;
6. Review and voting on any agenda items requiring a vote by voting members under Section 8.3 of these bylaws;
7. New Business
8. Adjournment and Closing Prayer

Section 8.7 – Call and Notice of Annual Business Meeting

The annual business meeting shall be held during the first quarter of the year. Notice of such meetings shall be given to the members in a regular worship service of the Church at least one (1) week prior to the date of the meeting from the pulpit. This information shall also appear in official Church publications as deemed appropriate at least one (1) week prior to the meeting.

Section 8.8 – Call and Notice of Special Meetings

Special business meeting of the Church may be called by 1) the senior pastor, at any time, or 2) upon the written request by twenty-five percent (25%) of voting members stating the purpose for which they desire a meeting to be called. The senior pastor or vice-president shall call a special business meeting, giving seven (7) days notice preceding such a special business meeting from the pulpit, and stating the date and location for such meeting. This information shall also appear in official Church publications as deemed appropriate at least one (1) week prior to the meeting.

ARTICLE 9

BOARD OF DIRECTORS

Section 9.1 – Members, Qualifications and Length of Term

A. Directors. The board of directors shall consist of eight (8) voting directors, including three (3) ex-officio directors and five (5) voting members of the Church ratified by the congregation; and five (5) ex-officio directors without voting rights.

1. Voting Directors.

a. Ex-Officio Directors

- 1. President / Senior Pastor**
- 2. Vice President**
- 3. Secretary**

- b. Church Member Directors.** Five (5) voting members of the Church nominated by the remaining board of directors and ratified by the voting members of the congregation by a 2/3rds majority affirmative vote at a regular or special meeting of the members called for that purpose at which a quorum is present.

2. Non-Voting Ex-Officio Directors.

- a. Chief Business Officer (CBO)**
- b. Chief Financial Officer (CFO)**
- c. Associate Chief Financial Officer (ACFO)**
- d. Head of Ministers**
- e. Head of Deacons**

B. Qualifications.

- 1. Directors must meet the qualifications of a voting member in the Church as stated in these bylaws.**
- 2. Directors should afford a range of leadership experiences and be active within one of the Church's ministry teams.**
- 3. Directors should be a consistently attending member of the Church for at least two (2) years.**

4. Directors should practice the Biblical standard of financial support of the Church, i.e., tithe regularly.
5. Directors should strive to live holy lives, exhibiting a passion for the heart of God and His purpose for the Church.

C. **Term.** All directors shall serve as directors for as long as they hold office in the Church with the exception of the five (5) voting members who shall serve a term of three (3) years. No more than two (2) voting members shall be rotated from the board of directors in any one year. Voting members may serve as director for two (2) consecutive terms, after which they will be ineligible to serve as a director for one (1) year.

Section 9.2 – Powers

A. **General Powers.** The business and affairs of the Church shall be managed, and all corporate powers including the formulation of corporate policy, shall be exercised by or under the direction of the board of directors.

B. **Specific Powers.** Without prejudice to these general powers, the Church through the action of its directors shall have the powers set forth in F.S. §617.0302, including but not limited to:

1. Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
2. Adopt, change, amend, and repeal these bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the Church and the exercise of its corporate powers.
3. Make contracts and guaranties, incur liabilities, borrow money at such rates of interest as the Church may determine, issue its notes, bonds, and other obligations, and secure its obligations by mortgage and pledge of all or any of its property, franchises, or income.
4. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.
5. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
6. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
7. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
8. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and

with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

9. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested.
10. Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
11. Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Church is organized.
12. The board of directors shall receive and approve the proposed budgets from all ministries through the CFO by the 15th of October each year. The board of directors shall support and encourage stewardship as well as exercise fiscal care in expending funds as guided by the approved budget. All unexpected and unbudgeted expenditures, which necessitate expenditures not in the budget, may be authorized by the board of directors after a review and recommendation by the CBO or CFO and reflected in the minutes of the meeting in which it was authorized.
13. Be responsible for personnel policies and provide final approval for appropriate functions which include selecting, hiring, discharging, and otherwise directing the employment of personnel.
14. Set the wages, salaries, benefits and other compensation for all individual Church employees including pastoral and administrative staff members, within the approved annual budget. Conduct thorough performance reviews annually to prepare compensation proposals for inclusion in the annual budget.
15. Coordinate and oversee the process for filling vacant pastoral positions as follows:
 - a. Serve as, or select the pulpit/search committee whenever there is a vacancy in the position of senior pastor. The pulpit/search committee shall include a member of the clergy of similar or the same doctrine and faith.
 - b. Approve the final candidate and submit the candidate for the senior pastor position to the congregation for final approval. Such approval shall be by a two-thirds (2/3) affirmative vote of the members at a special business meeting in which a quorum is present.
 - c. Work with the senior pastor to evaluate candidates of his/her choice to fill various positions, as well as ministry leaders. Ensure that thorough interviews and background checks have been conducted, and references properly checked. Meet with candidates and their families, confirming that all compensation issues have been properly addressed, and providing final approval for the candidate selected by the senior pastor. Once the final decision has been made, a formal introduction will be

made to the congregation at large. Associates and ministry leaders will serve at the discretion of the board of directors and the senior pastor.

16. Establish and oversee the process of evaluating and reviewing the performance of the ministry pastors (paid and voluntary) and ministry leaders at least annually. It is recognized that all ministry personnel and staff are accountable directly to the senior pastor in fulfilling their day-to-day responsibilities.
17. Direct an annual independent financial review. The report shall be included in the records of the Church and be available for inspection by the congregation. A certified financial audit shall be conducted every five (5) years.

Notwithstanding the foregoing, the board of directors shall take no action that will violate or not be in support of the exempt purposes of Church.

Section 9.3 – Vacancies

A. **Events Causing Vacancy.** A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the death, resignation, or removal of any voting member; or the increase in any authorized number of voting members.

B. **Resignations.** Except as provided in this paragraph, any voting member may resign, which resignation shall be effective on giving written notice to the senior pastor, secretary, or board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a voting member is effective at a future time, the board of directors may elect a successor to take office when the resignation becomes effective, in the manner prescribed in these bylaws for the regular appointments of voting members. No voting member may resign when the Church would then be left without a duly elected member or members in charge of its affairs.

C. **Vacancies.** Vacancies in the five (5) voting members on the board of directors shall be filled in accordance with the procedure for nominating new board members in these bylaws. Nominees shall be ratified by an affirmative vote of at least two-thirds (2/3) of the voting members of the congregation at a special business meeting called for that purpose at which a quorum is present. Vacancies in ex-officio members of the board of directors shall be replaced by virtue of their replacement taking office.

Section 9.4 – Place of Meetings; Meetings By Telephone

Regular meetings of the board of directors may be held at any place within or outside the State of Florida that has been designated from time to time by resolution of the board of directors. In the absence of such designation, regular meetings shall be held at the principal executive office of the Church. Special meetings of the board of directors shall be held at any place within or outside the State of Florida that has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal executive office of the Church. Notwithstanding the above provisions of this Section 9.4, a regular or special meeting of the board of directors may be held at any place consented to in writing by all of the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar audio or audiovisual communication equipment, so long as all

members participating in the meeting can hear one another, and all such members shall be deemed to be present at such meeting.

Section 9.5 – Regular Meetings

Regular meetings of the board of directors shall be held without call at such time as shall from time to time be fixed by the board of directors. Such regular meetings may be held without notice. The board of directors shall meet at least once a month. No less than one (1) week prior to the next scheduled meeting, the secretary shall distribute to each director the president's agenda and a copy of the minutes from the previous meeting. Attendance at meetings is mandatory except for a valid reason communicated to the president prior to the meeting.

Any member of the congregation that has a concern or issue that warrants attention by the board of directors should follow the process outlined in the Grievance Policy set forth in these bylaws.

Section 9.6 – Special Meetings

A. **Authority to Call.** Special meetings of the board of directors may be called for any purpose, at any time, by the chairman of the board or the president, or any vice president, the secretary, or any two directors.

B. **Notice.**

1. **Manner of Giving.** Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; (d) by email; or (e) by a recognized national, trackable delivery service, i.e., UPS, Federal Express, USPS Priority Mail, etc. All such notices shall be given or sent to the director's address, telephone number, or email address as shown on the records of the Church.
2. **Time Requirements.** Notices sent by first class mail shall be deposited into a United States mail box at least four (4) days before the time set for the meeting. Notices given by personal delivery, national, trackable delivery service, telephone, or email shall be delivered, telephoned, or emailed at least 48 hours before the time set for the meeting.
3. **Notice Contents.** The notice shall state the time, place and purpose of the meeting.

Section 9.7 – Quorum

Four (4) voting directors shall constitute a quorum for the transaction of business, except to adjourn as provided in these bylaws. Unless otherwise provided in these bylaws, every act or decision done or made by a majority of the voting directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the board of directors, subject to the provisions of the Florida Not For Profit Corporation Act, especially those provisions relating to (i) approval of contracts or transactions in which a member has a direct or indirect material financial interest, (ii) appointment of committees, and (iii) indemnification of members. A meeting at which a quorum is initially present may continue to

transact business, notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 9.8 – Waiver of Notice

The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the voting members not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waiver, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed to govern to any member who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 9.9 – Adjournment

A majority of the voting directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the members who were not present at the time of the adjournment.

Section 9.10 – Action Without Meeting

Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board of directors, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents may be signed in counterparts and may be delivered to the secretary by a recognized national mail delivery service, hand delivery, email or facsimile. A valid consent may also be received by the Church via e-mail or facsimile reflecting the board member's affirmation of the written consent in lieu of their signature on the written consent form. All executed consents shall be filed with the minutes of the proceedings of the board of directors.

Section 9.11 – Fees and Compensation of Members

Members of the board of directors and any members of any committees formed under the direction of the board of directors may not receive compensation for their services, however, may be reimbursed for their expenses in connection with their duties, as may be determined by resolution of the board of directors to be just and reasonable.

ARTICLE 10

COMMITTEES

Section 10.1 – Committees of Members

The board of directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees to serve at the pleasure of the board of directors. For purposes of

this article the term "committee" shall also be deemed to include any subcommittee authorized and established by the board of directors. The board of directors shall adopt a charter for the government of any committee not inconsistent with the provisions of these bylaws that will include, but not be limited to, the following information:

A. Each committee shall consist of at least two (2) or more directors, as well as any non-board members deemed necessary by the board of directors to fulfill the authorized role and responsibilities of the committee. Each committee shall select a chairman of the committee from within its members.

B. Whether one or more of the members of the committee must be independent.

C. The specific roles and responsibilities of the committee.

D. The authority of the committee to make decisions on behalf of the board of directors or whether they must report their recommendation to the board of directors. Any committee, to the extent provided in the resolution of the board of directors establishing the committee and its charter, shall have all the authority of the board of directors. Notwithstanding the foregoing, a committee or subcommittee, regardless of board of directors resolution, may not:

1. Fill vacancies on the board of directors or in any committee;
2. Fix compensation of the members for serving on the board of directors or on any committee;
3. Amend or repeal these bylaws or adopt new bylaws;
4. Amend or repeal any resolution of the board of directors which by its express terms is not subject to amendment or repeal;
5. Appoint any other committee of the board of directors or the members of these committees;
6. Approve any transaction (i) to which the Church is a party and one or more members have a material financial interest; or (ii) between the Church and one or more of its members or between the Church and any person in which one or more of its members have a material financial interest.

Section 10.2 – Standing Committees

The board of directors may authorize as many standing committees it deems necessary to support the functions and responsibilities of the board of directors. The board of directors authorizes the formation of an Executive Committee as a standing committee of the board of directors. The positions of president/CEO, CBO, CFO, and ACFO, shall by virtue of their office, be appointed as members of the Executive Committee.

Section 10.3 – Meetings and Action of Committees

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of these bylaws concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the board of directors or by resolution of the committee.

Special meetings of committees may also be called by resolution of the board of directors. Notice of special meetings of committees shall be given to all members of the committee and any alternate members, who shall have the right to attend all meetings.

Minutes shall be kept of each meeting of any committee and shall be filed with the corporate secretary.

ARTICLE 11

OFFICERS

Section 11.1 – Officers

The corporate officers of this Church shall be:

- A. President/Chief Executive Officer (CEO)
- B. Vice President (VP)
- C. Secretary
- D. Chief Business Officer (CBO)
- E. Chief Financial Officer (CFO)
- F. Associate Chief Financial Officer (ACFO)
- G. Chief Information Officer (CIO)

Section 11.2 – Election of Officers

The officers of the Church, except the president/senior pastor as provided in Section 9.2 above and those officers appointed as subordinate officers in accordance with the provision of Section 11.3 below, shall be appointed by the board of directors, and each shall serve at the pleasure of the board of directors, subject to the rights, if any, of an officer under any contract of employment.

Section 11.3 – Subordinate Officers

The board of directors may appoint, and may authorize the president or another officer to appoint, any other officers that the business of the Church may require, each of whom shall have the title, hold office

for the period, have the authority, and perform the duties specified in these bylaws or determined from time to time by the board of directors.

Section 11.4 – Vacancies in Offices

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these bylaws for the regular appointment to that office.

Section 11.5 – Resignation of Officers

Any officer may resign at any time by giving written notice to the Church. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Church under any contract to which the officer is a party.

Section 11.6 – Responsibilities of Officers

The officers shall have the following responsibilities:

A. **President.** The president shall also be the senior pastor and CEO of the Church. The president is a voting member of the board of directors and shall preside at all member business meetings and board of directors meetings unless the president designates someone else to serve in such capacity, which appointment must be ratified by the board of directors. The president shall be one signatory of the Church for legal transactions and shall monitor the affairs of the Church. The president shall be responsible for seeing that the decisions of the board of directors are implemented.

As the senior pastor, the president shall be recognized as the lead theologian and the one and only pastoral head of the congregation. Nothing in these bylaws shall abrogate the biblical rights and responsibilities of the senior pastor. Such theological authority may result in a veto vote on certain matters determined by the board of directors, except on matters relating to theology.

B. **Vice President.** The vice president shall serve in the role of the president in the president's absence. In the event that a new president is appointed, the role of the vice president remains the same. The vice president is a voting member of the board of directors. The vice president shall be nominated by the president and shall be ratified by the board of directors.

C. **Chief Business Officer.** The CBO, along with the CFO, shall oversee the management of all funds, securities and other assets belonging to the Church and give appropriate reports as required. The CBO may be conferred additional authority from time to time by the president or board of directors to act on behalf of the Church on certain business projects. The CBO shall perform such duties as the president, in his/her absence, or other duties as the president or board of directors may designate. In the absence of the CFO, the CBO will assume the responsibilities of the CFO until his or her return. At the board of director's discretion, the CBO may be required to obtain a fiduciary bond in an amount deemed appropriate for the position. The CBO shall be nominated by the president and shall be ratified by the board of directors. The CBO is an ex-officio member of the board of directors without voting rights.

D. Chief Financial Officer. The CFO shall receive, deposit and disburse all funds under the direction of the president or board of directors, and shall keep appropriate records of all financial assets, receipts, and disbursements and shall make reports of the same to the president/vice president and the board of directors and at board of director meetings or member business meetings upon request. The CFO shall perform additional tasks assigned to him/her by the president, CBO, or the board of directors. With the approval of the board of directors, the CFO may designate certain responsibilities described herein to the ACFO of the Church. In the absence of the CBO, the CFO will assume the responsibilities of the CBO until his or her return. At the board of director's discretion, the CFO may be required to obtain a fiduciary bond in an amount deemed appropriate for the position. The CFO shall be nominated by the president and shall be ratified by the board of directors. The CFO is an ex-officio member of the board of directors without voting rights.

E. Associate Chief Financial Officer. The ACFO shall serve as the assistant to the CFO and shall possess the same or similar qualifications as the CFO. The ACFO shall perform additional task assigned to him or her by the president, CBO or the board of directors. In the absence of both the CBO and CFO, the ACFO will assume the responsibilities until the return of either the CBO or CFO or the appointment of a new CBO or CFO. At the board of director's discretion, the ACFO may be required to obtain a fiduciary bond in an amount deemed appropriate for the position. The ACFO shall be nominated by the president and shall be ratified by the board of directors. The ACFO is an ex-officio member of the board of directors without voting rights.

F. Chief Information Officer. The CIO is responsible for overseeing the multimedia functions of the Church, including services related to computers, servers, website, telephones, security cameras, audio and video recordings. The CIO shall perform such other functions as may be assigned to him/her by the president or board of directors. The CIO shall be considered a corporate officer but is not a member of the board of directors.

G. Secretary. The secretary shall attend to the following:

1. **Book of Minutes.** The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a minutes of all meetings and actions of the Church and all member business meetings, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings. All meeting minutes must be signed by the secretary. The secretary is a voting member of the board of directors.
2. **Notices and Other Duties.** The secretary shall notify all officers of their election and shall have the responsibility to communicate all notices required by law under these bylaws; and shall perform such other functions as may be assigned by the president or the board of directors.

ARTICLE 12

REMOVAL FROM OFFICE

Section 12.1 – Reasons for Removal

Upon presentation of plausible evidence to the board of directors of anything that does not reflect the moral, ethical, and spiritual standards of the Church in accordance with the principles set forth in I Timothy 3:1-7 and Titus 1:6-9, or for other reasons the senior pastor or board of directors may deem sufficient grounds for dismissal, any director or officer of the Church, may be removed from office following the procedures outlined below.

Section 12.2 – Procedure for Removal

A meeting with the party shall be conducted with the senior pastor and/or the board of directors to discuss the removal from office. A notice stating the time, place, and reason of meeting for the removal from office shall be posted on the Church bulletin board at least seven (7) days before the date of the meeting. The secretary shall furnish the person to be discharged with a written statement of the charges at least three (3) days before the notice is posted as set forth above. Once removed from office, the authority of the removed person in the specific office ceases immediately.

1. **Senior Pastor.** The senior pastor may be removed from office by a majority vote of the voting members of the Church present at any regular or special business meeting in which a quorum is present. The senior pastor may appeal his or her own removal from office. In the event that an appeal is exercised by the senior pastor, the appeal may be overridden by a two-thirds (2/3) affirmative vote of the remaining board of directors in office at any regular or special meeting at which a quorum is present, within two (2) weeks of the congregational vote. This vote by the board of directors of the appeal will be final and binding.
2. **Board Member.** Voting directors may be removed by a majority vote of the remaining board of directors in office at any regular or special meeting at which a quorum is present. Such vacancy shall be filled in accordance with the procedures to appoint new directors in these bylaws.
3. **Officer.** An officer of the Church may be removed by a majority vote of the board of directors present at any regular or special meeting at which a quorum is present. Such vacancy shall be filled in accordance with the procedures to appoint new officers in these bylaws.

ARTICLE 13

INDEMNIFICATION OF MEMBERS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 13.1 – Indemnification

Every person who now is or hereafter shall be a member of the board of directors, officer, employee, or representative of the Church (collectively an “Agent”) shall be indemnified by the Church against all costs and expenses (including legal counsel fees) hereafter reasonably incurred by or imposed upon the Agent in connection with, or resulting from, any action, suit or proceedings of whatever nature, to

which the Agent is or shall be made a party by reason of the Agent being or having been a member of the board of directors, officer, employee, or representative of the Church (whether or not the Agent is a member of the board of directors, officer, employee or representative of the Church at the time the Agent is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon the Agent) except in relation to matters as to which the Agent shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the Agent's duties as such member, officer, employee or representative or having acted outside the scope of the Agent's responsibilities as a member, officer, employee, or representative. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

Section 13.2 – Insurance

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Agent of the Church against any liability asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not this Church would have the power to indemnify the Agent against that liability under the provisions of this section.

ARTICLE 14

RECORDS, REPORTS AND SIGNING AUTHORITY

A. Records and Reports. The articles of incorporation, bylaws, accounting books, records, minutes of proceeding of the board of directors and committee(s) shall be kept at such place or places as designated by the board of directors, or, in the absence of such designation, at the principal executive office of the Church. Minutes shall be kept in either written or electronic form or any other form capable of being converted into written form. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Church for a reason reasonably related to his interests as a member of the board of directors. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

B. Signing Authority.

1. **Signatory.** The official corporate signatories for all legal documents; contracts or agreements; borrowing money; establishing mortgage debt; encumbering real estate and transferring property; and for ongoing financial management matters, such as service agreements or contracts, check writing, work or purchase orders, and the like, shall be the president, CBO, CFO, and ACFO. These officers will act on behalf of the Church through the board of directors as determined by these bylaws. Authorization for transactions must be recorded in the minutes of the board of directors meeting in which the approval is granted.
2. **Signing Authority Limits.** Outside of normal monthly expenses, the president shall have signing authority on behalf of the Church up to a limit of Two Thousand Five Hundred Dollars (\$2,500) without requiring board of director's approval. Any amount beyond this limit will require prior approval of the board of directors and must be recorded in the minutes of the meeting in which the approval was given. The CFO and CBO shall have

signing authority on behalf of the Church up to a limit of Five Hundred Dollars (\$500) without requiring the president's or board of director's approval. Any transaction over this limit will require the approval of the president, and the board of directors if over the president's limit. Such board of director's approval will be recorded in the minutes of the meeting at which such approval was granted. These dollar amounts may be amended from time to time as approved by the board of directors, upon request and with evidence of necessity.

ARTICLE 15

CREATION AND AUTHORIZATION OF MINISTRY TEAMS

Section 15.1 – The Ministry Team

The term "ministry team" covers groups or teams established to fulfill specific ministry functions in connection with the mission of the Church. Ministry teams will be created under the guidance of the senior pastor and/or his or her designee.

No ministry team shall exist unless it is authorized by the board of directors and the senior pastor. The senior pastor or designee shall annually review the ministry teams in existence to evaluate their usefulness and to determine whether they should be continued, combined, redefined or eliminated. The senior pastor shall maintain a master list of ministry teams, their purpose, scope and viability.

Each ministry team member should receive a complete set of operational guidelines that will deal with the particular qualifications, assignment and duties for that specific ministry team. The goal is that specific ministry through teams will be a dynamic way to conduct a ministry that involves as many members as possible, while giving adequate structure, coordination and direction to the ministries of the Church.

Section 15.2 - General Guidelines

A. **Focus and Function.** The ministry leader will have responsibility for the area of ministry being served, to be approved by the senior pastor.

B. **Number.** To be determined by the senior pastor or his designee.

C. **Eligibility.** Team members must be a member of this local congregation in good standing. Other considerations will include previous assignments, willingness to serve, spiritual gifts inventory, evidence of biblical literacy, interview with the ministry leader and/or team. Candidates may be asked to agree to and sign a "Covenant for Ministry Team Members" appropriate for the specific year.

D. **Vacancies.** Teams will be formed from the larger Church body in an attempt to best serve the ministry and outreach needs of the Church. Vacancies on a team will be filled by the team and ministry leader, and approved by the senior pastor or his designee.

E. **Accountability.** Team members will be expected to function in an active role on the team and be available to receive training on an ongoing basis. Members are accountable to the ministry leader and the senior pastor.

F. **Term.** Under most circumstances a one (1) year term will be the norm. There is no limit to the number of terms a team member may serve. Short-term or task-oriented teams (e.g., building project, search committee, seasonal programs, etc.) will serve until the completion of the project/task.

G. **Credentials.** All ordained clergy are required to apply for local credentials through the Church annually. Permission to apply and approval is granted by and through the senior pastor.

H. **Meetings.** Teams will meet as required to ensure that the ministry objectives are being achieved.

I. **Governance and Structure.** The ministry leader is to act as the guide/mentor for the team and will provide linkage where necessary with other ministry areas. The ministry team will select a chair from within its members at the first meeting of each fiscal year. For teams to be effective, they should grow and operate efficiently, allowing the ministry leader to work with multiple teams to coordinate their efforts in the respective ministry area. Order and decision-making within the teams should be consistent and appropriate. Robert's Rules of Order (most recent edition) is the guide. It is highly recommended, and may be deemed necessary for teams to record minutes and keep appropriate records for review by the senior pastor or his designee.

J. **Duties.** Ministry team duties are very specific and unique to the task or ministry to be achieved. They should tie strongly to the mission statement and be in harmony with the overall goals of the Church.

ARTICLE 16

GRIEVANCE PROCEDURE

Section 16.1 – Purpose

The purpose of this article is to provide employees and members of the congregation with an avenue of bringing actual or potential problems or conflicts to the attention of the board of directors and pastoral staff and to provide a fair and effectual solution.

Section 16.2 – Procedures

Persons affiliated with the Church, if offended or wounded, including issues relating to conditions of the facility, relationships, personal needs, or other concerns, have a right to bring those concerns to the attention of the senior pastor and or the board of directors. All parties to these conversations shall maintain the utmost respect and confidentiality with regard to the issues discussed and the agreed upon resolution.

The goal of Christian dispute resolution is to mediate an issue between two or more parties in accordance with biblical and spiritual principals found in the Holy Bible in order to glorify God. These principles include:

A. If your brother or sister sins, go and point out their fault, just between the two of you. If they listen to you, you have won them over. But if they will not listen, take one or two others along, so that 'every matter may be established by the testimony of two or three witnesses.' If they still refuse to listen, tell it to the church; and if they refuse to listen even to the church, treat them as you would a pagan or a tax collector (Matthew 18:15-17).

B. If any of you has a dispute with another, do you dare to take it before the ungodly for judgment instead of before the Lord's people? Or do you not know that the Lord's people will judge the world? And if you are to judge the world, are you not competent to judge trivial cases? Do you not know that we will judge angels? How much more the things of this life! Therefore, if you have disputes about such matters, do you ask for a ruling from those whose way of life is scorned in the church? I say this to shame you. Is it possible that there is nobody among you wise enough to judge a dispute between believers? But instead, one brother takes another to court - and this in front of unbelievers!" The very fact that you have lawsuits among you means you have been completely defeated already. Why not rather be wronged? Why not rather be cheated? Instead, you yourselves cheat and do wrong, and you do this to your brothers and sisters (1 Corinthians 6:1-8).

Employees and members in the Church agree to follow the biblical mandates for dispute resolution listed above for disputes with others who are professing Christians, including other members in the Church or for disputes directly with the Church.

In those instances where there is a conflict between the Church and an employee, or a member and the Church or between members, the parties involved agree that the Bible commands them to make every effort to live at peace and to resolve disputes with each other in private or within the Christian community in conformity with the biblical mandates of Matthew 18:15-17 and 1 Corinthians 6:1-8. Therefore, the Church, its employees and members in the Church agree that any claim or dispute between them shall be settled by biblically-based mediation and, if mediation is not successful, legally binding arbitration in accordance with the *Rules of Procedure for Christian Conciliation* of the Institute for Christian Conciliation (the "Rules"), a division of Peacemaker Ministries (complete text of the Rules is available at www.Peacemaker.net).

The Church, its employees and its members shall adhere to the Rules, except that the parties agree to select only one mediator or arbitrator and agree to hold any such mediation or arbitration in Broward County, Florida, at a mutually agreed location. If in a dispute between members or between a member and another Christian, the parties cannot agree on a mediator, arbitrator, or location within Broward County, the Church shall select the mediator, arbitrator and location for the mediation or arbitration. If in a dispute between an employee or a member in the Church and the Church, the parties cannot agree on a mediator, arbitrator, or location within Broward County, the Church shall name three persons or locations and the other party shall choose from those three.

Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. The Church and its members understand that these methods shall be the sole remedy for any controversy or claim arising between them and EXPRESSLY WAIVE THEIR RIGHT TO HAVE CLAIMS ADJUDICATED IN A CIVIL COURT, except to enforce an arbitration decision.

ARTICLE 17

FISCAL YEAR

The fiscal year of the Church shall be from January 1 through December 31 of each year.

ARTICLE 18

AMENDMENT

The articles of incorporation and bylaws of the Church may be amended, adopted or repealed from time to time by an two-thirds (2/3) majority affirmative vote of the board of directors, then in office, at any annual or special meeting in which a quorum is present.

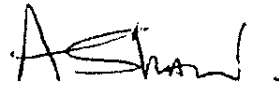
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SIGNATURE ON NEXT PAGE

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting secretary of Praise Tabernacle International, Inc., a Florida Not For Profit Corporation and the above bylaws, consisting of thirty-six (36) pages, are the bylaws of this Church as adopted at a meeting of the board of directors held on the date indicated below.

Executed on the 23rd day of OCTOBER, 2016.



Althea Shaw, Secretary