

758600

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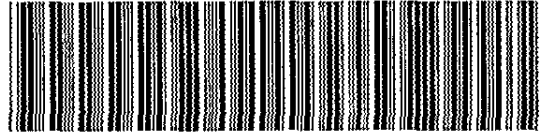
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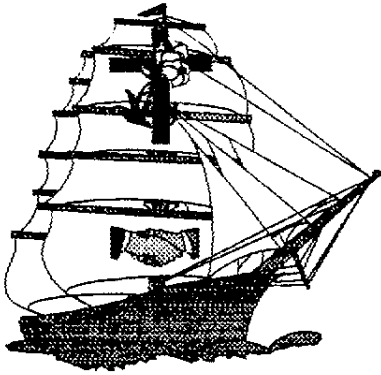
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Amend  
T. Lewis 3/25/03



# Friendship Missionary Baptist Church

1306 Avenue E Ft. Pierce, FL 34950

*"A great place to stop..., On your way to Heaven!"*

**Kenneth Allen Johnson, Pastor**

March 20, 2003

*"Finally, brethren, whatsoever things are true, whatsoever things are honest, whatsoever things are just, whatsoever things are pure, whatsoever things are lovely, whatsoever things are of good report; if there be any virtue, and if there be any praise, think on these things."  
(Phil. 4:8)*

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

**RE: AMENDED ARTICLES OF INCORPORATION FOR FRIENDSHIP MISSIONARY BAPTIST CHURCH OF FORT PIERCE, FLORIDA, INC. (Ref. # 758600)**

To Whom It May Concern:

Enclosed please find five (5) copies of the proposed amendments to the Articles of Incorporation and designation of the Resident Agent for the Friendship Missionary Baptist Church of Fort Pierce, Florida, Inc., *which have been further revised per the instructions of the enclosed letter (# 603A00016213).*

These amendments were adopted by the members of this corporation/congregation on Sunday, March 2, 2003, and should reflect that Article 2, as well as Articles 4 - 12 have been amended, and Article 13 has been deleted. Documentation of the adoption of these amendments are on file, as part of our permanent records, and may be provided if and as needed.

If these Articles are approved, please file one copy, certify the other four (4) copies and return them to the address provided.

Our payment in the amount of Seventy Dollars (\$70.00) to cover the filing fee and cost for the certified copies, should already be on file.

Your timely action and response in this matter is greatly appreciated, and if any further information is needed, I may be reached at the numbers listed on this stationary.

Sincerely,

Daniel Brooks  
Chairman of Deacons/Trustee

RECEIVED  
03 MAR 24 AM 10:58  
DIVISION OF CORPORATIONS

### Schedule of Services

**Sunday**  
Early Morning 8 a.m.  
Bible School/ Orientation 9:30 a.m.  
Morning 11 a.m.

**Monday**  
Bible Study Noon / 7:45

p.m.  
Youth Ministry 6 p.m.

**Wednesday**  
Service Noon / 7:45  
Family Ministry 6 pm



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 14, 2003

DANIEL BROOKS  
FRIENDSHIP MISSIONARY BAPTIST CHURCH  
1306 AVE. EAST  
FT. PIERCE, FL 34950

SUBJECT: FRIENDSHIP MISSIONARY BAPTIST CHURCH OF FORT PIERCE,  
FLORIDA, INC.  
Ref. Number: 758600

We have received your document for FRIENDSHIP MISSIONARY BAPTIST CHURCH OF FORT PIERCE, FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

PLEASE REMOVE THE WORDS \*\*\*\*BY-LAWS\*\*\*\* FROM THE SECOND PAGE OF THE DOCUMENT. BYLAWS ARE NOT FILED WITH THIS OFFICE.

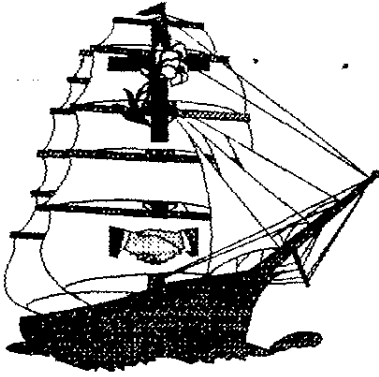
THE ORIGINAL ARTICLES OF INCORPORATION LISTS THE OFFICERS AND TRUSTEES UNDER ARTICLE V. THE NEW OFFICERS AND TRUSTEES SHOULD ALSO BE LISTED UNDER ARTICLE V. ALSO, ARTICLE XII OF THE ORIGINAL ARTICLES OF INCORPORATION HAVE LAMAR DONALDSON LISTED AS THE REGISTERED AGENT. A CORPORATION CAN HAVE ONLY ONE REGISTERED AGENT. THE REGISTERED AGENT MUST BE SOMEONE WITH A FLORIDA STREET ADDRESS. IF THE REGISTERED AGENT IS BEING CHANGED, THE NAME AND ADDRESS OF THE NEW REGISTERED AGENT MUST BE LISTED ALONG WITH THEIR SIGNATURE AND AN ACCEPTANCE STATEMENT. THE ACCEPTANCE STATEMENT SHOULD READ AS FOLLOWS: "I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION". PLEASE LIST NEW REGISTERED AGENT, ADDRESS, ACCEPTANCE STATEMENT AND SIGNATURE IN ARTICLE XII, IF THE REGISTERED AGENT IS BEING CHANGED.

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

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Document Specialist

Letter Number: 603A00016213



# Friendship Missionary Baptist Church

1306 Avenue E Ft. Pierce, FL 34950

*"A great place to stop..., On your way to Heaven!"*

**Kenneth Allen Johnson, Pastor**

March 3, 2003

*"Finally,  
brethren,  
whatsoever things  
are true,  
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Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: AMENDED ARTICLES OF INCORPORATION FOR FRIENDSHIP  
MISSIONARY BAPTIST CHURCH OF FORT PIERCE, FLORIDA, INC.**

To Whom It May Concern:

Enclosed please find five (5) copies of the proposed amendments to the Articles of Incorporation and designation of Resident Agent(s) for the Friendship Missionary Baptist Church of Fort Pierce, Florida, Inc.

These amendments were adopted by the members of this corporation/congregation on Sunday, March 2, 2003, and should reflect that Article 2, as well as Articles 4 - 12 have been amended, and Article 13 has been deleted. Documentation of the adoption of these amendments are on file, as part of our permanent records, and may be provided if and as needed.

If these Articles are approved, please file one copy, certify the other four (4) copies and return them to the address provided.

Enclosed also is our check in the amount of Seventy Dollars (\$70.00) to cover the filing fee and cost for the certified copies.

Your timely action and response in this matter is greatly appreciated.

Sincerely,  
*Daniel Brooks*

Daniel Brooks  
Chairman of Deacons/Trustee

## Schedule of Services

### Sunday

Early Morning 8 a.m.  
Bible School/ 9:30 a.m.  
Orientation  
Morning 11 a.m.

### Monday

Bible Study Noon / 7:45

p.m.

Youth Ministry 6 p.m.

### Wednesday

Service Noon / 7:45

Family Ministry 6 pm

**ARTICLES OF AMENDMENT**

to

**ARTICLES OF INCORPORATION**

of

FILED  
03 MAR 24 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Friendship Missionary Baptist Church of Fort Pierce, Florida, Inc.  
(present name)

758600

(Document Number of Corporation (If known))

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

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

- |                    |                     |
|--------------------|---------------------|
| Article 2: Amended | Article 10: Amended |
| Article 4: Amended | Article 11: Amended |
| Article 5: Amended | Article 12: Amended |
| Article 6: Amended |                     |
| Article 7: Amended |                     |
| Article 8: Amended | Article 13: DELETED |
| Article 9: Amended |                     |

**SECOND:** The date of adoption of the amendment(s) was: Sunday, March 2, 2003

**THIRD:** Adoption of Amendment (CHECK ONE)

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

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

Daniel Brooks

Signature of Chairman, Vice Chairman, President or other officer

Daniel Brooks daniel brooks

Typed or printed name

Chairman of Deacons  
Title

March 3, 2003  
Date

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

FRIENDSHIP MISSIONARY BAPTIST CHURCH

OF

FORT PIERCE, FLORIDA, INC.

**ARTICLE I**  
**NAME**

This Corporation shall be referred to as *Friendship  
Missionary Baptist Church of Fort Pierce, Florida, Inc.*



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**ARTICLE II (Amended)**  
**CORPORATE NATURE**

This is a non-profit corporation, organized solely for religious purposes, pursuant to the Florida Corporation, Not-for-Profit-Law, set forth in Section 617 of the Florida Statutes. The initial Articles of Incorporation were signed May 1, 1981 by the corporate officers of the church. They were filed in the Florida Department of State and signed by the Secretary of State on June 2, 1981. The Articles of Incorporation were revised on March 2, 2003.

**ARTICLE III**  
**DURATION**

The term of existence of the Corporation shall be perpetual.

## **ARTICLE IV (Amended)**

### **PURPOSE**

This corporation was established to form a society of people who have professed their faith in Christ by uniting in the fellowship of a Christian congregation to pray together, walk together in Christian love, receive the word of exhortation, strive for the advancement of Christian causes in the church, and spread the Gospel through all nations.

In endeavoring to relate directly to the mission statement, this corporation was established specifically to:

1. Advance religious and other related or corresponding charitable purposes by the distribution of its funds for such purposes.
2. Support the doctrine and be subject to the laws and ministerial appointment of the Friendship Missionary Baptist Church of Fort Pierce, Florida, Inc. as periodically established, and declared by the lawful authority of said church.
3. Become vested with the title to all property, both real and personal, now belonging to the congregation known as Friendship Missionary Baptist Church of Fort Pierce, Florida, Inc. (Unincorporated) and to purchase or otherwise acquire title to additional real and personal property.
4. Hold and manage property to be used by the entire congregation for church services, public worship, and such other purposes which may be proper with regard to management and operation of the affairs of the church.
5. Mortgage, encumber, sell, and convey such property or any portion thereof with regard to management and operation of the services of the Church.
6. Operate exclusively in any manner for such religious purposes as shall qualify the corporation as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under corresponding provisions of subsequent Federal Tax Laws covering the distribution to organizations qualified as tax exempt under the Internal Revenue Code, including foundations and privately operated foundations.
7. Hold all other powers authorized by the general laws of Florida governing the operations of not-for-profit corporations.

# **Article V (Amended)**

## **Management of Corporate Affairs**

### **A. CONGREGATIONAL AUTHORITY**

The congregation/church membership, under the leadership of the Holy Spirit, shall retain full, exclusive and absolute power to accept or reject all motions or recommendations pertaining to the management of this Corporation and its entities. This authority shall be prayerfully used to radiate unity and harmony, to facilitate mission and purpose and to perpetuate effectiveness and efficiency in ensuring that God's will be done. To this end, the congregation shall, therefore, be duly informed, instructed, and actively involved in the decision-making process.

The congregation/church membership shall exercise its authority, in properly noticed and called church meetings. The congregation's approval or disapproval, related to the issue(s) presented to it, shall be deemed given when indicated by a simple majority vote of those present and qualified to vote. The congregation's approval or disapproval, related to the issue(s) presented to it, shall also be deemed final, when given, and shall not be subject to change, except when an issue has been revisited by the congregation, in a Business Meeting, and said change(s) have been approved by congregational authority.

### **B. CORPORATE OFFICERS**

The Officers of this Corporation shall consist of the following: The Pastor shall serve as Chief Executive Officer; the Chairman of Deacons shall serve as Assistant Chief Executive Officer; the Business Manager shall serve as Chief Operating Officer; the Assistant Business Manager shall serve as Assistance Chief Operating Officer; the Treasurer shall serve as Chief Financial Officer; the Assistant Treasurer/Church Financial Secretary shall serve as Assistant Chief Financial Officer; the Secretary shall be the same as the Church Secretary; and the Clerk shall be the same as the Church Clerk. Each Officer shall be appointed or reappointed annually by Pastoral recommendation and congregational confirmation. Each Officer shall be subject to the duties, guidelines, and standards set forth by the Holy Bible, as well as the specific job description(s) adopted by the church.

In the absence of a Pastor, or if the Pastor shall be rendered incapacitated, the Chairman of Deacons shall serve as Chief Executive Officer, for a period of at least one year or as otherwise designated by the congregation. A Deacon will then be designated by the Deacon's Ministry to serve as Assistant Chief Executive Officer.

All Officers of this Corporation are subject to congregational authority and are empowered only to the extent that the congregation designates. No officer(s) of this Corporation is an entity unto themselves. That is, no officer of this Corporation is independently empowered to obstruct, hinder, reverse, or challenge (legally or otherwise), any decision made by the congregation.

The Officers and Trustees for this Corporation shall be as follows:

<b>Chief Executive Officer:</b>	Kenneth Allen Johnson	<b>Assistant Chief Executive Officer:</b>	Daniel Brooks
<b>Chief Operating Officer:</b>	Richard Williams	<b>Assistant Chief Operating Officer:</b>	William Hicks
<b>Chief Financial Officer:</b>	Gelencia Carter	<b>Assistant Chief Financial Officer:</b>	Vivian Henry
<b>Secretary:</b>	Vivian Henry	<b>Clerk:</b>	Estelle Brown
<b>Trustees:</b>	Daniel Brooks, Gelencia Carter, Ruth Davis, Carl Hamilton, William Hicks, Lorraine Weston, Dea. Dr. R.L. Williams		

## **C. PASTOR**

Having been given the leadership and guidance of the Holy Spirit, the Pastor shall oversee the spiritual development, temporal affairs, and all other matters and entities of the church. He shall preach and teach the Word of God, and lead the church in following his visions, as he demonstrates being led by the Lord. He shall guide the church in various church ministries, seeking to win souls for Christ, and perform such other duties consistent with the Holy Bible and the needs of the church. He shall respond humble and obediently to the will of God in order that he and those whom he shall lead may receive God's richest blessings.

The Pastor shall be designated the senior official of the Friendship Missionary Baptist Church of Fort Pierce, Florida, Inc., its entities, ministries, services, meetings, programs, etc., as well as a pre-designated member and advisor to all ministries. The Pastor shall provide guidance and counseling to ministry members, church staff, and church officers. He shall recommend to the church, for congregational confirmation, suitable and biblically qualified candidates to fill vacancies in the church staff, church offices, and ministries. He shall supervise the work and conduct annual evaluations of the church staff.

The Pastor shall set an example of concern for self-improvement by providing training workshops for church members and church ministries, while availing himself to personal and professional improvement activities as well. He shall continually be considerate of the training, as a worthwhile investment for both he and the church.

The tenure of the Pastor shall be indefinite, so long as he and the church are in spiritual agreement.

For matters pertaining to the Tax and Social Security laws of the United States, the Pastor shall be allowed to choose his legal tax filing status. For all other legal purposes, the Pastor shall be considered an employee of the church.

If during his tenure, the Pastor is rendered physically or mentally unable to perform his assigned tasks, the Friendship Missionary Baptist Church of Fort Pierce, Florida, Inc., shall provide for his well-being for a period equal to, but not limited to, one month's salary and benefits, per each year of service.

In the event of the Pastor's demise, the Friendship Missionary Baptist Church of Fort Pierce, Florida, Inc., shall provide for the well-being of his family, through, but not limited to, the continuation of all salaries and benefits, for a period of no less than six months.

## **D. CHURCH OFFICERS AND STAFF**

All Officers of the Friendship Missionary Baptist Church of Ft. Pierce, FL., Inc. shall be appointed or reappointed annually by Pastoral recommendation and congregational confirmation. Each member shall be subject to the duties, guidelines, and standards set forth by the Holy Bible, as well as the specific job description(s) adopted by the church.

During the absence of a Pastor, all Officers shall automatically retain their positions, for a period of one year following the actual year in which a new Pastor was accepted.

## **E. MINISTRY OF LEADERS**

- 1. Membership:** The Ministry of Leaders shall consist of all Deacons, all Presidents of all Ministries/Auxiliaries, the Church Business Manager, Clerk, Secretary, Treasurer, and seven (7) at-large members of the congregation. Each at-large member shall be appointed or reappointed annually by Pastoral recommendation and congregational confirmation. Each member shall be subject to the duties, guidelines, and standards set forth by the Holy Bible, as well as the specific job description(s) adopted by the church. The Chairman of Deacons shall serve continually as Chairman of the Ministry of Leaders.

2. **Duties:** The Ministry of Leaders shall serve as advisors to the Pastor and Church, making such recommendations to the Pastor as deemed spiritually appropriate. The Ministry of Leaders shall also serve as defacto Trustees and assist the Pastor and church in all Budget, Finance, and Trustee related matters of the Friendship Missionary Baptist Church of Ft. Pierce, FL., Inc. All recommendations shall be made with the intent of allowing God to dictate His will and provide directions through pastoral leadership.
3. **Meetings:** The Ministry of Leaders shall meet on a monthly basis or as needed or designated by the Pastor. The day and time shall be determined by the ministry itself.

## F. DEACONS

1. **Membership:** The Deacon's Ministry shall consist of a minimum of seven (7) members, unless fulfillment of this requirement is not reasonably possible. Each member shall be appointed or reappointed annually by Pastoral recommendation and congregational confirmation. Each Deacon shall be subject to the duties, guidelines, and standards set forth by the Holy Bible, as well as the specific job description(s) adopted by the church.
2. **Spiritual Advisors:** The Ministry of Deacon's shall serve as spiritual advisors to the Pastor and Church, making such recommendations to the Pastor as deemed spiritually appropriate. All recommendations shall be made with the intent of allowing God to dictate His will and provide directions through pastoral leadership.
3. **Meetings:** The Ministry of Deacons shall meet on a monthly basis or as needed or designated by the pastor. The day and time shall be determined by the ministry itself.

## G. TRUSTEES

1. **Membership:** The Ministry of Trustees shall consist of at least seven (7) members, unless fulfillment of this requirement is not reasonably possible. The Ministry of Trustees shall also serve as Corporate Trustees. Trustees shall be designated from the Ministry of Leaders. Each Trustee shall be appointed or reappointed annually by Pastoral recommendation and congregational confirmation. Each Trustee shall be subject to the duties, guidelines, and standards set forth by the Holy Bible, as well as the specific job description(s) adopted by the church.
2. **Legal Advisors:** The Ministry of Trustees shall serve as legal advisors to the Pastor and Church, making such recommendations to the Pastor as deemed spiritually and legally appropriate. All recommendations shall be made with the intent of allowing God to dictate His will and provide directions through pastoral leadership.
3. **Meetings:** The Ministry of Trustees shall meet as needed or as designated by the Pastor. The day and time shall be determined by the ministry itself.

## H. MEETINGS

1. **Information Sessions:** The Pastor, or Designee(s), shall provide scheduled and properly noticed Information Sessions to the congregation, in regards to items or recommendations to be covered in a meeting, in order that the congregation may have a clear understanding of that which is being proposed. These Information Sessions shall take place prior to a scheduled Business Meeting. Discussion, clarification, and/or inquiries by qualified members, related to the matters to be addressed by the congregation in the scheduled Business Meeting, will be addressed during these Information Sessions and only during these Information Sessions. The only exception to this, is during an Emergency Meeting of the Church.

2. **Meetings related to corporate or church affairs:** All meetings, excluding emergencies, shall be duly noticed and/or announced, at least three (3) weeks or three (3) times before the meeting is held. It shall be mandated that the church meet to discuss its corporate and church affairs, at least twice annually. Priority shall be given, in all meetings, to the presentation of clear and relative information, rather than to adherence to formal business procedures. The Pastor shall retain the authority to call the church into a meeting and shall serve as the Chairperson for all church meetings, except in matters related exclusively to him. The congregation may be petitioned at any time, to call a meeting not previously scheduled by the Pastor, with ten (10) percent of the qualified church membership's signatures, after the congregation has been notified of all relevant information and issues related to the requested meeting, needed to call such a meeting.
3. **Meetings related to the Pastor:** In matters related to the Pastor, the Ministry of Leaders shall be empowered to petition the congregation to hold a meeting, with ten (10) percent of the qualified church membership's signatures, after the congregation has been notified of all relevant information and issues related to the requested meeting, needed to call such a meeting.
4. **Meetings in the absence of a Pastor:** In the absence of a Pastor, the Ministry of Leaders shall be empowered to petition the congregation to hold a meeting, with ten (10) percent of the qualified church membership's signatures, after the congregation has been notified of all relevant information and issues related to the requested meeting, needed to call such a meeting.
5. **Certification of meetings:** Any called and duly noticed meeting shall be deemed official when at least thirty-five (35) percent of qualified members are present. The Ministry of Leaders reserves the right to challenge the voting status of any member present at a Business Meeting, based upon general and common knowledge, as well as the records of the Church. Any member, whose voting status is challenged, will be given a brief opportunity to appeal their status to the congregation, prior to the beginning of the meeting. The congregation, will have the sole, exclusive, and absolute right, by majority vote, to determine if a member is eligible to vote.
6. **Qualification of members:** In matters related to petition(s) or meetings in which the qualifications of those individuals present is questioned, the Deacon's Ministry, along with the Church Secretary and Church Clerk shall jointly validate the membership status of petitioners or individuals in question. Efforts for verification shall include: consultation of church records (i.e., Sunday School and Bible Class attendance records, donation envelopes, etc.). A member's current membership status, may also be qualified by the written or verbal affirmation of seven (7) qualified members. Every effort shall be made to validate and update the church's qualified membership on an annual basis.
7. **Meeting Agenda(s):** The Pastor shall have the authority to formulate all agendas for church meetings, except in meetings related exclusively to him. However, any qualified member shall have the right to request that an item be placed on an agenda, provided that such a request is made, to the Pastor, at least two (2) weeks prior to the previously scheduled meeting, and the item is reasonably related to the overall well-being and operation of the church. Agendas for meetings related exclusively to the Pastor, shall be formulated by a simple majority vote of the Ministry of Leaders, with only those items related specifically to the matter in question to be discussed.
8. **Order/Procedure of Meetings:** All church meetings shall be conducted in a manner that adheres strictly to the Biblical principals of Divine reverence; respect for Divine authority; respect for Pastoral authority; respect for congregational authority; mutual respect for the rights and opinions of others; as well as, the promotion of peace, harmony, and understanding. To this end, the Holy Bible shall serve as the primary and procedural guide for all meetings of the church, its ministries, and entities.

# **Article VI (Amended)**

## **MEMBERSHIP**

### **A. MEMBERSHIP QUALIFICATIONS**

1. A prospective member shall be eligible for membership upon personal expression of their acceptance of Jesus Christ, as their Lord and Savior; their desire and belief to be saved from sin; and their desire to live a life according to the mandates given and defined in the Holy Bible. A prospective member may be received as a candidate for baptism; under their own (prior) Christian experience; or by way of a letter submitted by the prospective members previous church.
2. When a prospective member has given satisfactory expression, as to the sincerity of their Christian faith; their willingness to accept and follow Biblical principals and mandates and maintain the rules and regulations of the Friendship Missionary Baptist Church of Fort Pierce, Florida, Inc.; acceptance of the act of baptism, when applicable; as well as successful completion of Discipleship Training, the prospective member shall then be presented to the congregation, in order that they might be received for fellowship into membership.
3. Any member professing faith in God, and giving evidence of that faith, through their active and consistent participation in the worship services, ministry and ministries of the church, their consistent financial support of the church, their obedience to the mandates, principles, and standards established by God, as well as their agreement to be governed by the rules and regulations of the Friendship Missionary Baptist Church of Fort Pierce, Florida, Inc., shall be considered a member in good standing.

### **B. MEMBERSHIP TERMINATION**

Any individual, who openly disregards or disrespects the authority of God, Biblical directives, as well as Pastoral or congregational authority in any church meeting, service, or setting, after have been asked or warned to cease such actions, shall be immediately disqualified from any further participation in that meeting, service, or setting. The member shall then be spiritually counseled according to Biblical mandates. If the member refuses to receive spiritual counseling, or continues in these actions, their membership shall be immediately terminated.



## **Article VII (Amended)**

### **MANNER OF ELECTION**

#### **A. SELECTION**

All Officers and staff of this Corporation and Church, excluding the Pastor, shall be appointed annually. The names of potential Officers and staff members are to be recommended and submitted by the Pastor to the congregation for their confirmation.

#### **B. REMOVAL OR REINSTATEMENT**

1. **Church Officers:** The Pastor shall possess the authority to seek the resignation of or remove Church Officers and staff members, by virtue of their failure to carry out the duties and responsibilities of their designated office or position, inclusive of, but not limited to, the support of the church through consistent stewardship, moral conduct, attendance, and tithing, as outlined in Biblical mandates, open and continued disregard or disrespect for the authority of God, Biblical directives, Pastoral or congregational authority in any church meeting, service, or setting; as well as, not performing duties specified in individual job descriptions. An individual, after having been afforded reasonable efforts for counseling and given reasonable opportunities for improvement and reconciliation, may be removed from an office or position, at any time during the calendar year, if deemed warranted by their action(s) or inaction(s). Any individual denied an office or removed from an office or position shall retain the right of appeal before the church membership at a scheduled business meeting with proper notice given. The church membership shall retain the sole and absolute right of reinstatement or denial of appeal.
2. **Pastor:** The Ministry of Leaders shall possess the authority to recommend to the congregation that the Pastor be disciplined, censored, asked to resign, or be removed, by virtue of his failure to carry out the duties and responsibilities of his office, or his consistent and proven failure to exemplify the moral conduct and character outlined in the Holy Bible. The church membership shall retain the sole and absolute right of determining which disciplinary action, if any, including termination, shall be taken. The Pastor shall retain the right of appeal before the church membership at a scheduled business meeting with proper notice given. If termination is mandated by the church membership, and there is no proven criminal conduct (on the part of the Pastor) involved, the Pastor shall receive no less than three (3) months and no more than six (6) months full salary and benefits, or its monetary equivalent. The amount of compensation shall be recommended by the Ministry of Leaders to the church membership for final confirmation.

#### **C. ABSENCE OF A PASTOR**

In the absence of a Pastor, the operation of both the church and the corporation shall temporarily be under the spiritual guidance of the Ministry of Deacons, as empowered and approved by the church membership, until a Pastor is provided by God. The specific duties and responsibilities of the Ministry of Deacons, in the absence of a Pastor, shall be recommended by the Ministry of Leaders or membership, to the congregation, for approval, within thirty (30) days of a pastoral vacancy. The church shall prayerfully and continually ask God to send a pastor, anointed by His Holy Spirit.

## D. SELECTION OF A PASTOR

1. **Selection Committee.** When a pastorate is vacant, a Pastor Selection Committee of at least seven (7) members shall be elected. A slate of candidates shall be recommended by the Ministry of Leaders to the church for approval. All Deacons shall automatically be considered for selection. The Congregation shall by a simple majority vote, make the final determination, as to the number of Committee members and those serving on the Committee.
2. **Selection System.** The Selection Committee, working in consultation with the Ministry of Leaders shall take the necessary measures to secure the names of prospective Pastors. They shall request a complete account of past records, qualifications, and pertinent information of those individuals submitting themselves for consideration. The Committee shall consider only those candidates who provide all requested information.
3. **Criteria.** Each candidate shall be judged on the following primary factors, with other factors also being considered:
  - a Confession and evidence of a spiritual relationship with Jesus Christ
  - b Have previous Christian Training, experiences, and a willingness to further that training and experience
  - c Have the abilities to oversee and lead others
  - d Have the ability to communicate with others, and be accessible and approachable to the membership
  - e Have a desire for Personal Growth and Development
4. **Election Procedures.** When the Committee has determined that suitable persons have been found for the pastorate, the chairperson shall recommend the potential candidates to the church for consideration. In this regard:
  - a. The call of a Pastor shall be considered by the church membership at a scheduled and properly noticed business meeting.
  - b. A confirmation vote of a simple majority of the members present and qualified to vote shall be necessary to extend a invitation.
  - c. At least two (2) candidates shall be recommended to the church for their consideration.
  - d. All voting shall be by secret ballot, unless otherwise determined by congregational authority.
  - e. The candidate receiving the most votes of confirmation shall be extended the invitation to become Pastor of the Friendship Missionary Baptist Church of Ft. Pierce, FL, Inc.

# **Article VIII (Amended)**

## **FINANCIAL MANAGEMENT SYSTEM**

### **A. Ministry of Leaders**

In an effort to ensure a responsible budgeting system, continued accountability in financial procedures, and overall effectiveness in business practices, the Ministry of Leaders shall be responsible for monitoring all church finances. To promote fiscal efficiency, the Ministry of Leaders shall collaborate with the Pastor, in implementing and executing, financial procedures which are in accord with Biblical mandates, as well as the mission, ministry, and best interest of the church.

### **B. FINANCE MINISTRY**

The Finance Ministry shall work cooperatively with the Pastor and Ministry of Leaders, to monitor and conduct the fiscal affairs of the church. The Finance Ministry shall consist of at least seven (7) members. Each member shall be appointed or reappointed annually by Pastoral recommendation and congregational confirmation. Each member shall be subject to the duties, guidelines, and standards set forth by the Holy Bible, as well as the specific job description(s) previously adopted by the church. The Chairman of Deacons, Treasurer, Assistant Treasurer/ Financial Secretary, Assistant Financial Secretary, Business Manager, and Chairperson of the Ministry of Leaders, shall be continual members in full standing. The Treasurer shall serve as standing Chairperson of the Finance Ministry.

The Finance Ministry's primary responsibilities shall be as follows:

1. Ensure that all of the church's financial obligations, as set forth by the Church's annual budget, are met in a timely and efficient manner.
2. Administer the fiscal affairs of the Church within the approved budget.
3. Use the budget on a weekly basis, to monitor and control overspending and expenditures not covered by the annual budget.
4. Seek approval, of the Ministry of Leaders, for expenditures not provided for or more than the amount provided in the annual budget, and make recommendation(s) for necessary budget amendment(s).
5. Make recommendations for financing church projects and activities.
6. Make every effort to conduct an annual internal audit, and (at least) a bi-annual external audit of the financial records of the church.
7. Provide financial information, through written and/or oral reports to the Ministry of Leaders and congregation, on a monthly basis, including any need for budget amendments.
8. Establish and utilize procedures for in-kind fund sources, designed to document the monetary value of the in-kind contributions and/or services.
9. Establish and utilize a system to ensure that proposed expenditures are prioritized and addressed in an orderly, reasonable, efficient and timely manner.
10. Utilize a Check Requisition Form that contains all the required elements to ensure financial accountability.
11. Utilize procedures to ensure proper authorization of funds prior to processing and distributing checks.
12. Ensure that no checks are distributed without an accompanying and authorizing Requisition Form, as well as supporting invoices or other documentation.

13. Ensure that no checks are distributed without the prior knowledge and approval of the Pastor, excluding all standard church expenditures (i.e., utilities, telephone bills, mortgages, lease payments, regular salaries and donation, etc.).
14. Serve as authorized signers on all church checks.
15. Collect, verify, receipt, and deposit all church funds.

## C. BUDGET MINISTRY

The Budget Ministry shall work cooperatively with the Pastor, to prepare, by November, an annual budget for the following fiscal year. This budget shall contain comprehensive allowances for the Ministry, Ministries, Operations, and needs of the Church, with defined budget categories to ensure clarity for all readers. The Budget Ministry shall be comprised of at least thirteen (13) members. Each member shall be appointed or reappointed annually by Pastoral recommendation and congregational confirmation. Each member shall be subject to the duties, guidelines, and standards set forth by the Holy Bible, as well as the specific job description(s) previously adopted by the church. The Chairman of Deacons, Treasurer, Assistant Treasurer, Financial Secretary, Assistant Financial Secretary, Business Manager, and Chairperson of the Ministry of Leaders, shall be members in full standing.

The Budget Ministry's primary responsibilities shall be as follows:

1. Prior to preparing the budget, to ensure that the visions, aspirations, desires, and goals of the church are considered, the budget ministry shall first consult with the Pastor for spiritual guidance and budget recommendations; conduct budget planning meetings, with each ministry, individually or collectively, and obtain written recommendations or requests, if submitted.
2. Prepare and provide a clear, concise, and complete Annual Budget, for prayerful review by the Pastor and Ministry of Leaders.
3. Meet with the Pastor and Ministry of Leaders, to address and/or clarify all budgetary concerns or considerations.
4. Submit final budget to the congregation for approval.

## D. DISBURSEMENT OF FUNDS

No individual or Ministry shall disburse church funds without prior church approval. Church approval shall only be given by one of the following methods:

1. **Approved by Designations in the Annual budget.**
  - a. If the expenditure is "reasonably related" to a budgeted line item, and does not exceed the amount in the approved budget.
  - b. "Routine matters", such as salaries, donations, standard bills - related to operating costs, materials, or supplies, which are consistent with Ministry, Mission, and needs of the church, and do not exceed the approved budgeted amount.
2. **Approval by Congregation at a Business Meeting.** Unbudgeted items not designated in the approved budget for a particular purpose or activity shall only be authorized by congregational approval at a Business Meeting.

3. **Approval in Emergencies.** The Ministry of Leaders, in their discretion, shall authorize emergency appropriations from the church's general account, without the specific approval of the church, provided that:
  - a. The expenditure meets the definition of emergency  
NOTE: An **EMERGENCY** shall be defined as "*conditions that infringe upon the health, safety, security, and general welfare of the church.*"
  - b. There is insufficient time for the church to approve the expenditures at a business meeting.
4. **Check Disbursements.** Checks shall only be disbursed when properly requisitioned. All Requisition Forms are to have been reviewed and signed by the Pastor, Treasurer, Business Manager, Ministry of Leaders Chairperson, and all signers (if applicable), before any check shall be disbursed. Any inquiries or discrepancies, regarding a proposed requisition, should be addressed, to the requisitioning party or Ministry, Treasurer, Business Manager, or Pastor. No check shall be disbursed, until the inquiry has been satisfied, or the discrepancy resolved.
5. **Repair, Renovation, Building or Project Expenditures of at least \$750.** All such expenditures shall require at least three (3) written estimates, quotes, or bids from three (3) sources. The Ministry of Leaders shall then recommend a final bid to the congregation for approval.

## E. ACCOUNTING

To ensure responsible accounting of all funds, the following practices shall be established:

1. **Unauthorized Expenditures.** At no time, shall any individual or Ministry be authorized to:
  - a. Make expenditures, nor pay outstanding bills when actual funds are not available in the church's account(s).
  - b. Disburse funds for unbudgeted expenditures without the approval of the church membership, except when approved emergency procedures have been used.
2. **Church Bank Accounts.** Monies shall not be taken from an earmarked account and placed into another account without the expressed approval of the church membership in a properly noticed business meeting. Earmarked accounts shall be accounts with monies set aside for a specific purpose such as building, line of credit, Pastor's Anniversary, etc. If there is a shortage of funds, no individual or Ministry shall be authorized to balance the operating budget by borrowing from earmarked accounts without church approval. However, monies deposited by Church Ministries into the general fund shall be designated for discretionary use by the church, in cases of emergency or funds shortages.
3. **Credit Accounts.** Church Credit Accounts or Credit cards shall only be opened or obtained upon the recommendation of the Ministry of Leaders and approval of the congregation.
4. **Returned Checks.** The Treasurer shall personally contact or submit a form letter to individuals whose checks are returned due to insufficient funds or closed accounts.
5. **Written Receipts.** Written and dated receipts shall be issued by the treasurer for all monies submitted to the church fund.

## F. FINANCE REPORTS

The Finance Ministry shall be responsible for providing a financial report to the congregation, on a quarterly basis, with great emphasis being given to clarifying and simplifying all information for proper understanding.

## G. RECORDS

All church and individual financial records, including bank statements, deposit slips, bills/invoices, check requisition forms and supporting documentation, cancelled checks, receipts, weekly finance reports, individual Tithes and Offering envelopes, etc., shall be retained for a period of five (5) years. All records and documents pertaining to the church shall be received and maintained at the church, with three (3) complete copies of all imperative records and documents being maintained by the Business Manager, Treasurer, and Church Clerk. Records shall be consistent with Federal and State mandated requirements (i.e., Income Tax System, Finance Accounting System, etc.) or as recommended by a Certified Public Accountant.

## H. AUDIT

In order to ensure the accurate and detailed maintenance of all church financial records, as well as to ensure compliance with applicable federal and state laws, the following shall be provided:

1. **Annual Audit.** The Finance Ministry shall conduct an annual internal audit of all church financial records and transaction, to verify the accuracy of all financial transactions of the church..
2. **(At least) Bi-Annual Audit.** A Certified Public Accountant experienced in church financial records, shall be secured to provide an audit of church financial records and transactions, on, no less than, a bi-annual basis.
3. **Follow-Up.** The Ministry of Leaders shall initiate follow-up to remedy all **audit findings** or **discrepancies**.

## I. INCOME TAX

Internal Revenue Code 501 (c)(3) *exempts from Federal income tax*: corporations, and any community chest, fund, or foundation, organized and operated exclusively for **religious**, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, no part of the net earnings of which insures the benefit of any private shareholder or individual, no substantial part of the activities which is carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection one (1)), and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

### Required Disclosures

1. The Pastor must be provided with, either a W-2 or 1099 Form.
2. All church staff, including the Pastor, whose earnings in one year exceeds \$600, must be provided with a 1099 Form.

**Article IX (Amended)**  
**EARNINGS AND ACTIVITIES**

**A. PERSONAL GAIN**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and disbursements in furtherance of the purposes set forth in Article VI hereof.

**B. PROPAGANDA AND POLITICS**

No substantial part of the activities of the Corporation shall be for the purposes of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in political campaign on behalf of any candidate for public office(including the publishing or distribution of statements).

**C. INCOME TAX EXEMPTION**

Notwithstanding any other provision of these Articles, the Corporation shall not support any activities not permitted by a Corporation exempted from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or (b) by a Corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law).

**D. SUPPORT CORPORATE PURPOSES**

Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that shall not further purposes of this Corporation.

**Article X (Amended)**  
**DISTRIBUTION OF CHURCH ASSETS**

In the event of permanent dissolution of the Corporation, the Ministry of Trustees, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation. This disposition shall be exclusively for the purposes of the Corporation in such manner or to such an organization(s) established and operated exclusively for charitable, educational, religious, or scientific purposes. They shall also qualify as an exempt organization(s) under section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

Assets not disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is currently located shall be disposed of exclusively for such purposes or to such organizations(s), as determined by such court.



## **Article XI (Amended)**

### **AMENDMENT**

The Articles of Incorporation shall be amended, altered, repealed, or adopted by a vote of two-thirds of the church membership present at a noticed and qualified Business Meeting. All recommendations for amendment(s) shall be given to the church in writing, published in the church announcements, as announced to the church for at least thirty (30) days prior to the time the vote shall be taken.

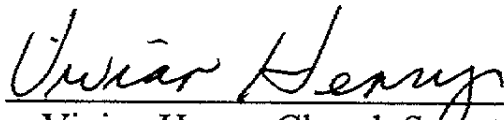
The Pastor, or in the absence of a Pastor, the Ministry of Leaders, shall provide scheduled and properly noticed Information Sessions to each ministry and to the church membership-at-large, in regards to all amendments or revisions, in order that the congregation may have a clear understanding of that which is being proposed. These Information Sessions shall take place prior to Business Meeting scheduled for the purpose of revising the Articles of Incorporation.

**Article XII (Amended)**  
**REGISTERED AGENTS**

The Church Secretary shall serve continually as registered agents of this Corporation:

<b>NAME</b>	<b>ADDRESS</b>
Church Secretary Vivian Henry	1306 Avenue E Ft. Pierce, FL 34950

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for the said corporation, Friendship Missionary Baptist Church of Ft. Pierce, Florida, Inc.

  
\_\_\_\_\_  
Vivian Henry, Church Secretary

**Article XIII (Deleted)**