

N01000008648

Christ Life Community Church
12355 SW C.R. 769, Suite A
Lake Suzy, FL 34266

March 14, 2002

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

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*****43.75 *****43.75

RE: Articles of Amendment of Articles of Incorporation of CHRIST LIFE
COMMUNITY CHURCH, INC. (DOC# N01000008648)

Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Amendment
of Articles of Incorporation of CHRIST LIFE COMMUNITY CHURCH, INC. and a
check in the amount of \$43.75 (\$35.00 for amendment and \$8.75 for a
certificate of status).

Please review the Amendments and if they meet with your approval, file the
same and return a copy to the Corporation's principal office, conformed as of
the date of filing.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,



Douglas A. Christian
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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amend
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ac

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

CHRIST LIFE COMMUNITY CHURCH, INC.
(present name)

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 ARTICLES NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

ARTICLE ONE

The name of the Corporation shall be **CHRISTLIFE MINISTRIES, INC.**, and may be referred to hereinafter as the "Church."

Replace ARTICLES TWO, THREE, FOUR, FIVE, SIX, AND SEVEN with the ARTICLES attached on EXHIBIT 'A'.

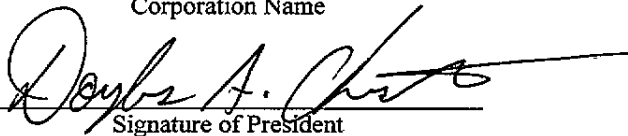
SECOND: The date of adoption of the amendment(s) was: January 25, 2002

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, amendment(s) was(were) adopted by the board of directors.

CHRIST LIFE COMMUNITY CHURCH, INC.

Corporation Name


Signature of President

Douglas A. Christian
Printed Name

President 01/25/02
Title Date

FILED
02 MAR 18 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT 'A'

ARTICLE TWO

The registered office address of the Church and the physical location of its principal office are the SAME as follows:

CHRISTLIFE MINISTRIES, INC.
12355 SW C.R. 769; Suite A
Lake Suzy, FL 34266

ARTICLE THREE

- 3.1. The General Purpose of the Church.** The general purpose of any New Testament church is to encourage and instruct congregates to glorify God by living the Great Commandment (Matthew 22:36-40) and fulfilling the Great Commission (Matthew 28:18-20) in accordance with the following biblical principles:
- 3.1.1 Worship. To participate in public worship services together and to maintain personal daily devotions (John 4:24).
 - 3.1.2 Evangelism. To share the good news of Jesus Christ with as many people as possible in our community and throughout the world using all available resources and technology (Matthew 28:18-20; Acts 1:8; 2 Peter 3:9).
 - 3.1.3 Ministry/Missions. To serve unselfishly in Jesus' name, meeting the physical, emotional, and spiritual needs of those in our Church, community, and in the world (1 Peter 4:10-11; Matthew 25:34-40; 1 Thessalonians 5:11; Galatians 5:13).
 - 3.1.4 Discipleship. To help attendees develop toward full Christian maturity and train them for effective ministry. To promote personal, spiritual growth and discipleship through Bible teaching (Ephesians 4:11-13; Matthew 18:20; 2 Timothy 2:1,2).
 - 3.1.5 Fellowship. To encourage, support, and pray for each other as members of the family of God. To share our lives together (1 John 1:7; Acts 2:44-47; Hebrews 10:23-25; Romans 15:5-7; John 13:34,35).
- 3.2. The Mission of the Church.** To become a blessing to our community and the World as we endeavor to turn unchurched people into devoted followers of Jesus Christ is the mission of the Church.
- 3.3. The Pastor's Vision of the Church.**
- 3.3.1. Prerogative. The vision is ignited by a sincere concern for people; creating an exciting, aesthetically appropriate environment, enhanced by an excellent expression of the arts and contemporary communication that is rooted in Scripture. It effectively relates to current issues requiring Christ's solutions, which provide hope, trust, and love. Interaction with God will be the response to their new life, which our Mission initiates. They will be nurtured and discipled as a result of small group leadership in the community of believers. Each person will discover and implement their gift and style, pursuing their passion, which will enable them to make a meaningful contribution in serving people and expanding God's kingdom.
 - 3.3.2. Vision. I see a group of People that assumes a vital role of leadership in the Church of the Lord Jesus Christ. This group that I see is a group of intense influence: a group so large that our Community cannot ignore it; a group with a message so clear that lives are changed forever; a group growing so quickly that buildings struggle to contain the increase. I see a group of People whose heartfelt praise and worship touches heaven and changes earth with worship that exalts Jesus Christ through powerful songs of faith and hope. I see worship services where altars are constantly filled with repentant sinners responding to Jesus' call to salvation—people who are discipled and discipling others, being baptized into the death, burial, and resurrection of the Lord Jesus Christ, and being baptized in the Holy Spirit—people who are so dependent upon the Holy Spirit, that nothing can stop them or silence them. The group of People that I see is a group so committed to raising, training, empowering,

and becoming a leadership generation to reap the end-time harvest, that all of its activities are consumed with this goal.

ARTICLE FOUR

- 4.1. Subject to the provisions and limitations of the "Florida Not For Profit Corporations Act" and to any limitations in these Articles or the Church Bylaws, the policies, budgets, and affairs of the Church shall be executed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors will consist of no fewer than three (3) persons who will be qualified and appointed by the Pastor for a term specified by him.
- 4.2. The President ex-officio of the Church shall continue in office while he holds the title of "Pastor," shall be the only voting Member of the Church, and shall be conferred the right to appoint one Clerk and one Treasurer from within the Congregation of the Church.

ARTICLE FIVE

- 5.1. **"Members" Defined.** Members are the individual Persons who have met the qualifications for Membership, as outlined hereinafter, and have been approved by the Pastor for Membership in this Church.
- 5.2. **Qualifications of Membership.** In order for a Person to become a Member of the Church, they must first have met the following three (3) qualifications: 1) Person must be a Christian, adherent to ARTICLE 3 herein; 2) Person must publicly acknowledge his or her Christian faith in an open meeting (or worship service) of the Church; 3) Person must make a verbal oath or affirmation that they will support the Church in all its spiritual and practical pursuits and leadership, as outlined herein.
- 5.3. **Voting Rights of Members.** Members may, from time to time, be polled on particular issues, when deemed necessary, appropriate, applicable, or necessary by the Pastor. The Board of Directors will be encouraged, but are not required to vote "the will of the People" in matters in which Members have been polled. Therefore, no "actual" voting privileges will be conferred, either herein or in the Church Bylaws, to the Membership of the Church.
- 5.4. **Meetings, Notice, and Minutes.** Since there are no provisions granted herein or in the Church Bylaws granting voting rights to Members, quorum or notice requirements for Meetings of the Members are inapplicable. Likewise, no minutes need be recorded during any Meetings of the Members because Members may take no action.
- 5.5. **Membership Records.** The Names and Addresses, and any other information deemed necessary by the Pastor or designee(s), will be kept on file in a "Membership Book" in the Church Office.
- 5.6. **Term and Removal.** Members are not subject to any term or term limit and may only be removed from Membership by death or personal request, or in the case of a calendar year of non-attendance, provided attendance data is accurate. Neither the Pastor nor any other Church official or Director may use removal from Membership as a punitive measure.

ARTICLE SIX

- 6.1. **"Board of Directors" Defined.** The Board of Directors is the team of men and women, under whose authority all corporate powers of the Church are exercised or delegated. The definition of "Director" as outlined herein and in the Church Bylaws, will not be confused with any other subsidiary, discretionary leadership body of the Church, such as a "Board of Deacons" or "Board of Managers," which do not possess any corporate powers or carry any corporate liability whatsoever.
- 6.2. **Qualifications and Appointment of Directors.** The Pastor will determine the qualifications for prospective Directors, will appoint them accordingly, and will hold exclusive power to set term lengths and limits for the Directors. The Pastor will also appoint new or interim Directors in the event of unexpected vacancies.
- 6.3. **Removal of Directors.** Any Director other than the Pastor may be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the remaining Directors in accordance with the procedure outlined in the "Florida Not For Profit Corporations Act," provided the Pastor concurs.

6.4. Meetings, Notice, and Minutes.

- 6.4.1. The Pastor will determine the type (public or closed), date and time, location, and type of notice for all regular and special meetings of the Board of Directors, and will convene and adjourn those meetings at least once a month, at his discretion.
- 6.4.2. Any meeting, regular or special, may be held by conference telephone, similar communication equipment, or by Internet chat, as long as all Directors participating in the meeting can communicate with one another. All such Directors shall be deemed to be present in person at such meeting.
- 6.4.3. A Clerk of the Pastor's choosing will keep minutes of all Board of Director actions.
- 6.4.4. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all of the Directors, individually, or collectively, consent in writing to the action. Such action by written consent shall have the same force and effect as the unanimous vote of all the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

6.5. 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 quorum is present, and either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or approves the minutes by signing the original copy. The waiver of notice or consent shall specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Director who attends the meeting without protesting before or at its commencement about the lack of notice.

6.6. Number and Quorum. The Pastor will determine the number of Directors, and the quorum for voting will always be one-third, unless otherwise required herein. Any action taken by a quorum of the Directors will be construed as an action by all the Directors.

6.7. Constituency. Members of the church may, from time-to-time, be polled on certain issues, as outlined herein or at the discretion of the Pastor, or in the case of hiring a new Pastor. In such cases, the Board of Directors is encouraged to, acting in good faith, vote "the will of the people" when asked to draft and approve a resolution on which Members have been polled.

6.8. General Powers of the Directors. Subject to the provisions and limitations of the "Florida Not For Profit Corporations Act" and to any limitations in the Church Bylaws or these Articles, the policies, budgets, and affairs of the Church shall be executed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

6.9. Specific Powers of the Directors. Without prejudice to the general corporate legislative powers set forth above, and subject to the same limitations, the Directors shall have power to adopt resolutions pertaining to the following specific items:

- 6.9.1. The Directors will have the power to author and approve annual budgets of the Church;
- 6.9.2. To appoint Members and/or Directors to Committees for the purposes of research and investigation on any issue they deem important;
- 6.9.3. To make line-item changes to previously approved Church budgets;
- 6.9.4. To determine the type and amount of benefits the Church will utilize to compensate its Employee group (including the Pastor);
- 6.9.5. To appoint interim personnel for no more than ninety (90) days in the event the office of Pastor becomes vacant;
- 6.9.6. To function as a Pulpit Committee in the event the office of Pastor becomes vacant;
- 6.9.7. To borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purposes and in the Church's name, promissory notes and other evidences of debt and securities;
- 6.9.8. To conduct such other duties and activities as the Pastor may designate from time to time that are consistent with the Church Bylaws and herein.

6.10. Guide, Record, and Leadership.

- 6.10.1. Robert's Rules of Order Revised, Copyright © 1915 by Henry M. Robert, III (William Morrow and Company, Inc., 1350 Avenue of the Americas, New York, NY 10019), will serve as the rules of order for all meetings of the Board of Directors.

- 6.10.2. No Person will be permitted to speak without the express permission of the Moderator in any meeting of the Board of Directors
- 6.10.3. The Pastor will serve as Moderator in all meetings of the Board of Directors. Without the presence of the Pastor or his written consent, no meeting of the Board of Directors can be duly called and noticed, nor can official minutes be entered into corporate history. In the vacancy of the position of Pastor, the Board of Directors may elect an interim moderator to serve until the position of Pastor is filled.
- 6.10.4. The Clerk appointed by the Pastor will keep minutes of Board of Directors decisions.
- 6.11. **Action by the Board of Directors.** Every action taken by the Board of Directors must be signed by the Pastor in order to be executable. Subject to the limitations herein, those actions not signed by the Pastor will not be valid and executable.

ARTICLE SEVEN

- 7.1. **"The Pastor" Defined.** The Pastor is the Spiritual Leader of the Church as well as the President Ex-Officio of the Board of Directors of the Church.
- 7.2. **Election of the Pastor.** When there is a vacancy in the position of Pastor, the Board of Directors, acting as a Pulpit Committee, will acquire résumés or applications and will conduct interviews. The Board of Directors may permit opportunities for the candidate(s) to speak during regular Church services. Upon selecting the candidate based upon appropriate qualifications, a possible probationary period, and a poll of Members of the Church, the Pastor will be elected by a unanimous vote of the Board of Directors.
- 7.3. **Qualifications of the Pastor.** The Pastor must meet the qualifications set forth in the "Florida Not For Profit Corporations Act" for Directors, the qualifications for "overseers" set forth in 1 Timothy 3, as well as all other qualifications set forth by the Board of Directors.
- 7.4. **Ordination of the Pastor.** After an interview or series of interviews with the candidate for Pastor, the Board of Directors will, in accordance with the First Amendment of the Constitution of the United States and the decision of the 8th U.S. District Court in the 1974 case, Universal Life Church vs. United States, having qualified said candidate capable of performing the spiritual, practical, and relational duties of Pastor, being convinced satisfactorily of his candor, moral uprightness, and strong spiritual background, confer upon said candidate by the laying on of hands in a public worship service of the Church and by the presentation of a signed certification, all the privileges, rights, and responsibilities of a State and Federally recognized credentialed Pastor, including the solemnizing of marriages. Such credentials, once conferred, shall be entered into the minutes of the Board of Directors in a timely manner. Credentials will not expire, even in the case of the Pastor's resignation, unless the Church dissolves. Only in case of removal of the Pastor for moral impropriety or otherwise shall Credentials be revoked, and only according to the processes and appeals set forth herein.
- 7.5. **Compensation.** The Pastor will receive compensation for his duties, which will never amount to less than fifteen percent (15%) of the gross receipts of the Church. The Board of Directors may increase the amount of compensation awarded to the Pastor within the scope of these Bylaws, which empower it to inflate the benefits extended to the Church's employee group.
- 7.6. **Employees and Associates.** The Pastor is the only authorized hiring Agent of the Church and reserves the exclusive power to appoint Persons of his choosing, based upon his own standards of qualification, to positions of service within the Church, as he deems beneficial. Such persons shall include Associate Pastors, Deacons, Custodial and Office Staff, Musicians, and any other type of full-time, part-time, or discretionary employee, paid or unpaid, of the Church. The Pastor reserves the exclusive power to appoint and remove such Persons from their positions, to establish the modus operandi of said positions, and to ask the Board of Directors to inflate the Church's Employee Benefits Budget to effectively compensate Persons assuming said positions. No Person who is currently serving on the Board of Directors will be qualified for such an appointment, or said Persons shall be required to step down from the Board in order to be qualified. The Pastor may, at his exclusive discretion, require that Persons appointed to positions of service within the Church be entitled to Pastoral Credentials. The Pastor will be the sole determiner of qualifications for Pastoral Credentials and shall confer, by the laying on of hands and by the presentation of a signed certification, the privileges, rights, and responsibilities of a State and Federally recognized credentialed Pastor, including the solemnizing of marriages. Unless expressly permitted by the Pastor, Credentials for Employees and Associates expire upon their removal or withdrawal from the position.
- 7.7. **General Responsibilities and Authority of the Pastor.** Subject to the provisions and limitations of the "Florida Not For Profit Corporations Act" and to any limitations in the Church Bylaws or herein, the Pastor, as the President ex-officio of

the Board of Directors, shall have the general oversight of the operations of the Church, and shall have the authority to take all actions that are necessary and proper to exercise his oversight responsibilities.

7.8. Specific Responsibilities and Authority of the Pastor. Without prejudice to the general responsibilities and authority set forth above, and subject to the same limitations, the Board of Directors shall confer upon the Pastor the following specific responsibilities and the authority to carry them out:

- 7.8.1. The Pastor will moderate in all sessions of the Board of Directors or designate another to moderate;
- 7.8.2. Determine the type (public, closed, phone, video, Internet, etc.), date and time, location, and type of notice for all regular and special meetings of the Board of Directors, and to convene and adjourn those meetings;
- 7.8.3. Approve applications for Membership, based upon the qualifications outlined herein and whatever other standards of spiritual excellence he deems applicable;
- 7.8.4. Approve, validate, and execute any action that is passed by the Board of Directors;
- 7.8.5. Veto any action in its entirety or in part that is passed by the Board of Directors, making it invalid and not executable;
- 7.8.6. Provide Direction and Purpose to the Church in its long-term and short-term goals, its current emphases relative to Mission and Purpose, and its pursuits for growth and expansion, including any investment in real property, spin-offs, para-church organizations, or Missions in accordance with the Vision God has given him;
- 7.8.7. Establish sequence, leadership, and direction for worship services, ministerial programs, doctrinal emphases, and styles of worship and teaching for all programs of the Church in accordance with the Vision God has given him;
- 7.8.8. Carefully appropriate, delegate, manage, and regulate, for the sake of quality control, all processes, personnel, philosophies, technologies, and activities utilized in any public event of the Church or in any event which regularly or occasionally utilizes Church personnel, or in any other publication or otherwise that will reflect upon the Vision, Testimony, or Effectiveness of the Church;
- 7.8.9. Develop, maintain, and adjudicate, solely and without exclusion, his own business and personal time management and priority scheduling, his approach to leadership and scholarship, his morality, integrity, and character development, his style of public oratory, his family relationships, his stewardship, his Theological and philosophical emphases, his progression and development in personal relationship with God, and his openness and transparency in human relationships with regard to personal issues;
- 7.8.10. Cautiously define how his and other Church employees' approved benefits and compensations are distributed and itemized, in accordance with United States Tax Code, to the benefit of each employee and his family;
- 7.8.11. Establish any subsidiary, discretionary bodies of leadership within the Church to fulfill any spiritual or practical purposes (e.g., "Board of Managers," "Board of Deacons," etc.) he deems beneficial and appropriate, including the establishment of all qualifications for individuals serving on such bodies, their terms and term limits, their compensations and benefits, etc., or dissolve such bodies at his discretion;
- 7.8.12. Appoint a Clerk to keep minutes for the Board of Directors, based upon his own standards of qualification for whatever term he designates, or remove the same;
- 7.8.13. Appoint a Treasurer to build and be responsible for a team of people to assist with the financial maintenance and accurate financial record-keeping of the Church, based upon his own standards of qualification for whatever term he designates, or remove the same;
- 7.8.14. Determine what person(s) will be authorized by the Church to sign checks and make purchases;
- 7.8.15. Make appointments to the Board of Directors, establishing their terms, term limits, and qualifications;
- 7.8.16. Appoint Arbiters when necessary and serve as Moderator in Binding Arbitration hearings, pursuant to the provisions and limitations of ARTICLE 8 herein;
- 7.8.17. Define, publish, and enforce all administrative and financial policies of the Church; and

7.8.18. Carefully delegate his authority as necessary;

7.9. **Limitations of Power.** The Pastor may only vote as a Director on a Board of Directors action in order to break a tie. If the Pastor votes on an action by the Board of Directors, he forfeits his right to veto said action, and must execute it as if he had signed it.

7.10. **Removal or Resignation.**

7.10.1. The Pastor will be removed from office by the Board of Directors for mishandling of Church resources, moral turpitude, or dereliction of spiritual principle, resulting in the immediate revocation of ministerial credentials. In order for the Pastor to be removed, a successful decision in an arbitration hearing, pursuant to ARTICLE 8 herein, must be handed down in favor of the Pastor's removal. If removed, the Pastor must receive no less than ninety (90) days in severance benefits in at least the same amount as his current compensation.

7.10.2. If resigning, the Pastor is encouraged to give no less than thirty (30) days notice to the Board of Directors in order to more easily facilitate interviews and other personnel replacement processes.

7.10.3. The resignation or removal of the Pastor marks the immediate dismissal of all Church employees, including Associate Pastors. All Church employees will be given a two-week notice upon the date of the Pastor's official resignation or removal. The incoming Pastor or interim designee will have the option to rehire any Church employee that he deems an asset. However, under no circumstances are they to be retained for his decision at a later date.

ARTICLE EIGHT

8.1. **Judicial Authority Vested.** The Judicial Authority of the Church will be vested in an incidental Council of Arbiters. The Arbiters, which number no fewer than three (3) men and women, will be appointed by the Pastor, pursuant to ARTICLE 8, SECTION 3 herein, and will retain their offices until the end of the arbitration for which they were appointed.

8.2. **"Binding Arbitration" Defined.** Binding Arbitration is a private, legally binding dispute resolution process that is an alternative to litigation. It is the process by which internal disputes and, in some cases, disputes between the Church and third parties may be settled. Any decisions of the Arbiters are considered final and "binding."

8.3. **Selection and Compensation of Arbiters.** The Pastor will choose all Arbiters unless he, himself, is a party to the Arbitration. In such case, the Pastor will choose a number of Arbiters, and the other Party will choose the same number, to serve together through the arbitration process. In no case will Directors, Officers, or Church employees (including the Pastor) be permitted to serve as Arbiters, and in no case will Arbiters receive compensation for their services.

8.4. **Qualifying Parties and Issues.** Directors, Officers, or Church employees may initiate Binding Arbitration if they feel that the Church has taken some prejudiced action against them. Additionally, the Pastor, on behalf of the Church may initiate Binding Arbitration against a third party, provided the third party agrees to the terms of the Arbitration agreement.

8.5. **Arbitration Procedure.** Binding Arbitration may be initiated using the following procedure:

8.5.1. Party seeking Arbitration must provide a written request for Arbitration to the Pastor or Board of Directors.

8.5.2. Upon approval by the Pastor or the Board of Directors, the Pastor will appoint a number of Arbiters to serve as adjudicators throughout the course of the Arbitration, except in the instance where the Pastor, himself, is party to the Arbitration (such as the case of the removal of the Pastor), in which case the Pastor will choose a number of Arbiters and the other Party will have to match the number.

8.5.3. Both parties must sign a legal agreement abridging their right to seek litigation relative to the issue in question, specifying the type of remedy and maximum monetary amount ("cap") the Arbiters can award, and accepting the final judgment of the Arbiters.

8.5.4. A begin date will be set by the Moderator for the Arbitration hearing.

8.5.5. During the course of the Arbitration, the Pastor will serve as the Moderator, keeping order and defining the rules for the proceedings, except in case of his being Party to said Arbitration, in such case the Circuit court of Charlotte County will be asked to assign a Moderator, or the Pastor and other Party may agree to allow a third party to serve as Moderator.

- 8.5.6. The decision of the Arbiters will be final, providing, if necessary, that remedy be paid by one of the parties. In the event the Arbiters are not able to make a decision, the party seeking Arbitration must pursue other means of arbitration outside the Church. In the case of the Removal of the Pastor, for example, if the Arbiters are not able to reach a decision due to a tie or otherwise, the Pastor will not be removed.
- 8.6. **Awards.** Any final decision of a Council of Arbiters will be called an "award." Such an award may include a monetary amount, to be agreed upon in writing before the Arbitration hearing convenes. Arbiters may utilize any form of remedy provided for in s. 44.104, Florida Statutes.
- 8.7. **Agreement.** Before Arbitration hearings can begin, both parties must sign a legal agreement abridging their right to seek litigation relative to the issue in question, specifying the type of remedy and maximum monetary amount ("cap") the Arbiters can award, and accepting the final judgment of the Arbiters. Such an agreement must be signed by an authorized representative of each party and notarized.
- 8.8. **Hearings.** The Moderator will determine the time, date, and location of Arbitration hearings, including any recesses necessitated by lengthy testimony or discussion.
- 8.9. **Confidentiality.** The proceedings of Arbitration hearings shall be recorded and classified as confidential material. Such record may be released at the discretion of the Pastor to anyone he deems necessary, except in the case of his removal, in which case the record shall be held by the Board of Directors.

ARTICLE NINE

- 9.1. **The Clerk.** The Pastor will appoint a Clerk, based upon his own standards of excellence and qualification, to keep accurate minutes of all actions of the Board of Directors. Such records will be kept at the principal office of the Church, and will be maintained in a uniform and presentable fashion by the Clerk, who will, under the authority of the Pastor, release them when called upon. The Clerk may be, but is not required to be a Director.
- 9.2. **The Treasurer.** The Pastor may not serve as the Church's Treasurer, but will appoint a Treasurer, based upon his own standards of excellence and qualification, to maintain accurate financial records, a general ledger, contribution records, and bank information on behalf of the Church. The Treasurer will build and be responsible for a team of people who will support the financial infrastructure of the Church, including a bookkeeper, money-counters, etc. The Treasurer may be, but is not required to be a Director.

ARTICLE TEN

- 10.1. The Church shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, Deacon, Pastor, Employee, Congregate, or Member (collectively "indemnified Officers"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties, and settlement payments, reasonable incurred by or imposed upon such person in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "proceeding"), in which he or she may become involved by reason of his or her serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless he or she is successful on the merits and the proceeding was authorized by a two-thirds majority of the Directors). However, no indemnification shall be provided for any such person with respect to any matter in which he or she is adjudicated not to have acted in good faith on behalf of the Church; and further provided that any compromise or settlement payment shall be approved by the Directors in the same manner as provided below for the authorization of indemnification.
- 10.2. Such indemnification may, to the extent authorized by the Directors, include payment by the Church of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, provided that the person indemnified agrees to repay such payment if he or she is not entitled to indemnification under this ARTICLE; the repayment agreement may be accepted without regard to the financial ability of such person to make repayment.
- 10.3. Any payment shall be conclusively deemed authorized by the Church under this ARTICLE, and each officer of the Church approving such payment shall be wholly protected, if:
- 10.3.1. The payment has been approved or ratified (1) by a majority vote of a quorum of the Directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more Directors who are not at that time parties to the proceeding and are selected for this purpose by the full Board of Directors (in which selection Directors who are parties may participate); or

- 10.3.2. The action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the Church) appointed for the purpose by vote of the Directors in the manner specified in clauses (1) or (2) of subparagraph (9.3.1.) or, if that manner is not possible, appointed by a majority of the full Board of Directors then in office; or
- 10.3.3. The Board of Directors has otherwise acted in accordance with the standard of conduct applied to Directors under 617.0830 Florida Statutes; or
- 10.3.4. A court having jurisdiction shall have approved the payment.
- 10.4. This indemnification shall inure to the benefit of the heirs, executors, and administrators of indemnified Officers entitled to indemnification.
- 10.5. The rights of indemnification shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this ARTICLE shall affect any rights or indemnification to which Church Officers, Directors, Deacons, Deaconesses, Pastors, Employees, Congregates, or Members may be entitled by contract or otherwise under law.
- 10.6. This ARTICLE constitutes a contract between the Church and the Indemnified Officers. No amendment or repeal of the provisions of this ARTICLE which adversely affects the right of an Indemnified Officer under this ARTICLE shall apply to him or her with respect to his or her acts of omissions which occurred at any time prior to such amendment or repeal without his or her written consent.

ARTICLE ELEVEN

- 11.1. No part of the net earnings of this Church will ever inure to the benefit of any donor, Member, Congregate, Director, or Officer of the Church or any private individual and no donor, Member, Congregate, Director, or Officer of the Church or any private individual will be entitled to share in the distribution of any of the corporate assets; 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 3 hereof.
- 11.2. 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 any candidate for public office.
- 11.3. Notwithstanding any other provision of these ARTICLES, the Church shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal 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 Internal Revenue Law).
- 11.4. Notwithstanding any other provision of the ARTICLES, this Church shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Church, as outlined in ARTICLE 3 herein.

ARTICLE TWELVE

- 12.1. Dissolution of the Church shall only become effective if the Board of Directors polls the Members of the Church on the Issue by secret ballot at a regular worship service, and, if it so chooses based upon the outcome, adopts a unanimous Resolution to Dissolve, meeting a quorum of one hundred percent (100%). If the Board of Directors adopts a Resolution that the Church will be dissolved, the Pastor will be questioned on the Matter. If the Pastor signs the Resolution, the Church will be dissolved as outlined herein. If not, the Church will not be dissolved.
- 12.2. Upon dissolution of the Church the Board of Directors must, after paying or making provision for the payment of all of the liabilities of the Church, distribute any assets of the Church to one or more organizations recognized by the Internal Revenue Service as one organized exclusively for Christian beliefs and purposes similar to those outlined in ARTICLE 3 herein or a similar church willing to accept the assets and/or debts.

- 12.3. Any such assets not so disposed of shall be disposed of by the District Court of Charlotte County 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 THIRTEEN

- 13.1. The Church shall maintain the following Records and Reports:
- 13.1.1. Accurate record of all credits and debits within the Church Treasury utilizing the proper financial processes and philosophies;
 - 13.1.2. Accurate Minutes of the actions of the Board of Directors;
 - 13.1.3. Attendee Rolls which will set forth names, addresses, phone numbers, electronic mail addresses, internet messaging screen names, and whatever other information will be from time to time deemed necessary by the Pastor;
 - 13.1.4. Accurate contribution information and compilation statements for donors at the end of each tax year.
- 13.2. All such records shall be kept at the Church's principal office. The Church may also maintain any other records as may from time to time be deemed necessary or useful by the Pastor in the pursuit of its purposes.
- 13.3. Any Member of the Church may inspect the records (reports from completed quarterly cycles) of the Church or his own personal donation summary (provided he is a donor), as specified in this ARTICLE, within normal business hours, in the offices of the Church, upon written request delivered to the Treasurer or his designee. The written request must state the time at which inspection is desired and must be delivered to the Treasurer or his designee at least five (5) business days prior to the proposed date of inspection. Copies of any disclosed records of the Church will be made available to the donor upon payment of a reasonable charge per page for such copies. However, individual records of contributions (other than those of the individual who is requesting inspection) and personnel records shall be confidential and not subject to disclosure.

ARTICLE FOURTEEN

Unless the context requires otherwise, Florida Statutes govern the construction of these ARTICLES.

ARTICLE FIFTEEN

These ARTICLES, or any part thereof, and the Church Bylaws, or any part thereof, may be amended, repealed, or replaced according to the following procedure: 1) The Board of Directors or the Pastor shall draft the proposed amendment in the form of a Resolution; 2) the Resolution containing the proposed amendment must be adopted by a unanimous vote of the complete Board of Directors; or Directors may be presented with the proposed amendment and allowed time to object; 3) if it is adopted by the Board of Directors, or submitted to the Board of Directors without objection, the amendment will be ratified, provided the Pastor signs it. In the vacancy of the office of Pastor, the complete Board of Directors may ratify the amendment with a unanimous vote.