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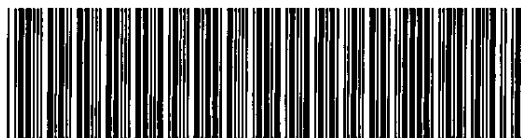
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3/28/07

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: FOUNTAIN OF LIFE ASSEMBLY, LAKEWORTH,

DOCUMENT NUMBER: NO200008549 INC

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

Please return all correspondence concerning this matter to the following:

MICHAEL BEAT  
(Name of Contact Person)

FOUNTAIN OF LIFE ASSEMBLY  
(Firm/ Company)

6223-C DORTHAM DR.  
(Address)

LAKEWORTH FL 33467  
(City/ State and Zip Code)

For further information concerning this matter, please call:

ROMAINE MARTIN at (561) 602 4120  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$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

FOUNTAIN OF LIFE ASSEMBLY, LAKEWORTH, INC.  
(Name of corporation as currently filed with the Florida Dept. of State)

N02000008549

(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:

**NEW CORPORATE NAME (if changing):**

N/A

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See attachment.

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TALLAHASSEE FLORIDA

The date of adoption of the amendment(s) was: 8/2/2006

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

Adoption of Amendment(s) **(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.

Signature M. D. Bent  
(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.)

MICAH BENT  
(Typed or printed name of person signing)

SENIOR PASTOR  
(Title of person signing)

**FILING FEE: \$35**

**ARTICLES OF INCORPORATION**  
**of**  
**FOUNTAIN OF LIFE ASSEMBLY, LAKE WORTH, INC.**

**(A Florida Corporation Not for Profit)**

The undersigned, acting as the Board of Directors, adopts the following Articles of Incorporation with amendments.

**ARTICLE I: NAME**

The name of the organization is Fountain of Life Assembly Lakeworth, Inc.

**ARTICLE II**

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence commenced November 6, 2002 upon the filing of Articles of Incorporation.

**ARTICLE III**  
**PRINCIPAL OFFICE**

The principal office of the corporation, hereinafter referred to as the "Church", shall be located at the address set forth in the Articles of Incorporation. The Church may have such other offices, either within or without the State of Incorporation, as the Board of Directors may determine from time to time.

**ARTICLE IV**  
**CORPORATE PURPOSES**

The purposes for which the Corporation is organized are exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501© (3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax code.)

No part of the net earnings for the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, 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 distributions in furtherance of section 501©(3) purposes.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under section 501© (3) of the Internal Revenue Code of 1986.

## ARTICLE V

### MISSION

The mission of Fountain of Life Assembly is to reach people for the Redemptive Power of Christ, Serving the Triune God and Transforming Lives to Stand in & Sustain a Fountain of Faith.

## ARTICLE VI

### TENETS OF FAITH AND DOCTRINE

The Church accepts the Scriptures as the revealed Will of God, the all sufficient rule of faith and practice, and for the purpose of maintaining general unity, adopts these Statements of Fundamental Truths and Doctrine.

**Section 1. The Scriptures Inspired.** The Bible is the inspired Word of God, a revelation from God to man, the infallible rule of faith and conduct, and is superior to conscience and reason, but not contrary to reason. (2 Tim. 3:15-17; 1 Peter 1:23-25; Heb. 4:12)

**Section 2. The One True Godhead.** The triune Godhead is comprised of three (3) separate and distinct personalities, The Father, The Son, and The Holy Spirit, who are eternally self-existent, self-revealed and function as one entity. Jesus Christ, who is God manifested in the flesh, is the second member of the Godhead, co-equal and co-eternal with The Father and The Holy Spirit.

**Section 3. Man, His Fall and Redemption.** Man was created good and upright, for God said, "Let us make man in Our image, after Our likeness". But, man, by voluntary transgression, fell and his only hope of redemption is in Jesus Christ the Son of God (Genesis 1:26-31, 3:1-7; Romans 5:12-21).

**Section 4. The Salvation of Man.**

(a) *Man's only hope of redemption is through the shed blood of Jesus Christ.* On the cross Jesus Christ became sin and sickness providing both salvation and divine healing for all mankind (Psalm 103:3), being justified freely by His Grace through the redemption that is in Christ Jesus. "For by grace we are saved through faith." "The word is near you, in your mouth and in your heart--that is, the word of faith which we are preaching, that if you confess with your mouth Jesus as Lord, and believe in your heart that God raised Him from the dead, you shall be saved; for with the heart man believes, resulting in righteousness, and with the mouth he confesses, resulting in salvation" (Romans 3:24; Ephesians 2:8; Romans 10:8-10).

(b) *The evidence of Salvation.* The inward evidence to the believer of his salvation, is the direct witness of the Spirit (Romans 8:16). The outward evidence to all men is a life of righteousness and true holiness. "And this is His commandment, that we believe in the name of His Son Jesus Christ, and love one another, just as He commanded us" (1 John 3:23).

(c) *Faith and Works.* Salvation is by faith in Jesus Christ and not by human works; however, our works will determine the rewards in eternity (Romans 10:9-1 and II Cor. 5:10).

**Section 5. Baptism in Water.** The ordinance of baptism by a burial with Christ should be observed as commanded in the Scriptures by all who have really repented and in their hearts have truly believed on Christ as Savior and Lord. In so doing, they declare to the world that they have died with Jesus and that they have also been raised with Him to walk in newness of life. (Matt. 28:19; Acts 10:47, 48; Romans 6:4).

**Section 6. The Lord's Supper.** "And when He had given thanks, He broke it, and said, 'This is my body which is for you. Do this in remembrance of me.' In the same way also the cup, after supper, saying, 'This cup is the new covenant in my blood, Do this, as often as you drink it, in remembrance of me.' Let a man examine himself, and so eat of the bread and drink of the cup" (1 Cor. 11:24; 25, 28).

**Section 7. The Promise of the Father.** All believers are entitled to, and should ardently expect and earnestly seek, the promise of the Father, the Baptism in the Holy Ghost and Fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian church. With it comes the endowment of power for life and service, the bestowment of the gifts and their uses in the work of the ministry. (Luke 24:49; Acts 1:4-8; 1 Cor. 12:1-31). This wonderful experience is distinct from and subsequent to the

experience of the new birth (Acts 2:38; 10:44-46; 11:14-16; 15:7-9).

**Section 8. The Evidence of the Baptism in the Holy Spirit.** The full consummation of the Baptism of believers in the Holy Spirit is evidenced by the initial physical sign of speaking with other tongues as the Spirit gives utterance, and by the subsequent manifestation of spiritual power in public testimony and service (Acts 2:4; 10:44-46; 19:2, 6; 1:8).

**Section 9. The Church.** The church is the body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of her great commission. Each believer, born of the Spirit, is an integral part of the general assembly and church of the firstborn, which are written in Heaven (Ephesians 1:22; 2:19-22; Hebrews 12:23).

**Section 10. Total Prosperity.**

- (a) Spiritual. John 3:3, 11; II Cor. 5:17-21; Romans 10:9-10.
- (b) Mental. II Tim. 1:7; Romans 12:2; Isaiah 26:3.
- (c) Physical. Isaiah 53:4, 5; Matt. 8:17; I Peter 2:24.
- (d) Financial. III John 1:2; Malachi 3:10-11; Luke 6:38; II Cor. 9:6-10; Deut. 28:1-14.
- (e) Social. Proverbs 3:4.

**Section 11. Blessed Hope.** Jesus is coming again to gather all His Saints to Heaven (I Cor. 15:51-52; I Thess. 4:16-17; and II Thess. 2:1).

**Section 12. The Lake of Fire.** Those who have not accepted the redemptive work of Jesus Christ will suffer eternal separation from the Godhead. The devil and his angels, the beast and the false prophet, and anyone whose name was not found written in the book of life, shall be consigned to everlasting punishment in the lake of fire which burns with brimstone. This is the second death, the lake of fire (Rev. 19:20; 20:10-15).

**Section 13. The Millennial Reign of Jesus.** The return of our Lord Jesus Christ with His Saints from Heaven to rule and reign for one thousand years on earth as the Scriptures promised (Romans 11:25, 27; 2 Thess. 1:7; Rev. 19:11-16; 20:1-7). After this, there shall be a new heaven and a new earth (Rev. 21).

### **ARTICLE III MEMBERSHIP**

**Section 1. Classes of Members.** The membership of the Church shall be two (2) classes of membership: members of the congregation (nonvoting, except as provided in ARTICLE FIVE) and Board of Directors members (voting).

**Section 2. Election of Members of the Congregation.** Any person interested in becoming a member of the congregation of the Church shall confess the Tenets of Faith, maintain the Code of Discipline and agree to follow the rules of the Church in order to become a member in good standing. A membership form shall be completed to be approved by the Board of Directors at the annual meeting. The annual membership roll shall be submitted and maintained by the secretary of the Church. Each member shall be considered by the Board of Directors at its regular meeting or at any special meeting of the Board, and either approved, disapproved or tabled. Approved members shall be active members of the congregation of the Church.

**Section 3. Voting Rights.** No member of the congregation shall be entitled to any voting rights, except as set forth in ARTICLE FIVE, Section 5; rather, all voting rights and management of the Church are reserved in the Board of Directors.

**Section 4. Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the members of the Board, may suspend or expel a member of the congregation for cause after an appropriate hearing.

**Section 5. Resignation.** Any member of the congregation may resign by filing a written resignation with the secretary and/or have unexcused absences for a consecutive period of six or more months.

**Section 6. Reinstatement.** On written request signed by a former member of the congregation and filed with the secretary, the Board of Directors, by the affirmative vote of two-thirds (2/3) of the members of the

Board, may reinstate such former member of the congregation to membership of the congregation on such terms as the Board of Directors may deem appropriate.

**Section 7. Transfer of Membership.** Membership in the congregation of the Church is not transferable nor assignable.

**Section 8. Regular Religious Services.** The member of the congregation shall meet for regular religious services. The day of the week and time for each regular religious service shall be established by the Board of Directors.

**Section 9. Schools and Seminars.** Instruction in the Word of God shall be provided at the church locations and other sites and forums for members and non-members of the congregation. Private Christian education for the body may also be provided.

**Section 10. Code of Discipline.**

(a) **Cooperative Action.** The members of the congregation of the Church shall give consent to its forms of government, together with the past policies, and to the policy of fundamental unity and agreement, alike in doctrine, conduct and action, and shall conform to the Scriptural injunctions that there is no division in the body. They shall be subject to the Board of Directors as the Word of God plainly teaches, that the principles of Christian fellowship may be kept inviolate and perpetuated, recognizing its fundamental importance.

(b) **Attitude Toward Strife.** Inasmuch as no Christian institution can comply with the plain teaching of Scripture unless unity and harmony predominate within its circle, no member of the congregation may use means to incite or engender strife, but shall work in harmony with the other members of the congregation, the Board of Directors and the Church's officers, as did the early church (Acts 2:42). If there is cause for dissatisfaction, it shall be called to the attention of the pastor or another member of the Board of Directors. At their discretion, necessary adjustments shall be made (Acts 6:1-7; Matt. 18:15-18).

(c) **Financial Support.** All members of the congregation shall be expected to support the programs and needs of the Church in proportion as the Lord shall prosper them (Mal. 3:10; I Cor. 16:1, 2; II Cor. 9:6-9), thereby acknowledging that any institution can stand or be of full service only in proportion as all of the members of the congregation accept their responsibility of maintaining it.

(d) **Discipline.** The responsibility of administering discipline in the Church is that of the Board of Directors. Some grounds for exercising discipline, suspension of or expulsion from membership in the congregation are as follows:

(1) There shall be an annual forum for membership to recommit to the tenets, rules and mission of the Church. Failure to renew will result in an automatic removal from the membership in the congregation.

(2) Any member of the congregation, who shall without reasonable cause willfully absent himself from the regular services for a period of three (3) consecutive months, shall be temporarily removed from active membership in the congregation. The Board of Directors may inquire, under appropriate circumstances, whether the temporarily removed member is desirous of continuing membership in the congregation.

(3) Unscriptural conduct, failure to maintain membership requirements, or doctrinal departure from the tenets of faith, shall be considered sufficient grounds upon which any person may be disqualified as a member. Such discipline shall be prayerfully administered according to Scriptures by the Board of Directors (Matt. 18:15-17; Rom. 16:17; 1 Cor. 5:9-13; 2 Thess. 3:6).

(4) The Board of Directors shall be empowered to place on the inactive list those who have disqualified themselves as provided for in these Bylaws. The Board of Directors shall also have the authority to restore to active membership in the congregation those, who in the opinion of the Board of Directors are not at fault and those who, although at fault, have through repentance requalified for membership in the congregation.

(5) The Board of Directors shall recognize its duty to interview and encourage a



proper attitude on the part of those who have been placed on the inactive list. It shall proceed carefully to press for final decision in each case. The decision of the Board of Directors shall be final.

## **ARTICLE VII BOARD OF DIRECTORS**

**Section 1. General Powers.** The affairs of the Church shall be managed by the Board of Directors whose members shall have a fiduciary obligation to the Church.

**Section 2. Number, Term and Qualifications.** The number of Directors shall be no less than three (3) and shall have no maximum number. The term of membership shall be for a one (1) year period, except for the Pastor-President [see **ARTICLE FIVE**, Section 6.(a)]. Those set forth in the Articles of Incorporation shall comprise the original Board of Directors. Any member of the Board of Directors must also be a member of the congregation of the Church.

**Section 3. Regular Meetings.** A regular meeting of the Board of Directors shall be held each year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Church in the absence of any designation in the resolution.

**Section 4. Special Meetings.** Special Meetings of the Board of Directors may be called by or at the request of any two (2) Directors, and shall be held at the principal office of the Church or at such other place as the Directors may determine.

**Section 5. Notice.** Notice of the annual, regular or any special meeting of the Board of Directors shall be given by oral notice to each Director. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**Section 6. Action by Unanimous Written Consent Without Meeting.** Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

**Section 7. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 8. Board Decisions.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 9. Vacancies, Additions, Elections and Removal.** Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Pastor with the advice and consent of a majority of the present Board of Directors. Directors shall be removed by the Pastor-President with the advice and consent of the Board of Advisors. In the event all director positions shall become vacant, the Pastor shall appoint an Interim Board of Directors until the vacancies are filled.

**Section 10. Compensation.** Directors as such shall not receive any salaries for their services.

## ARTICLE VIII OFFICERS

**Section 1. Officers.** The officers of the corporation shall be a pastor-president, a secretary, a treasurer; one or more vice-presidents and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person.

**Section 2. Election and Term of Office.** The officers of the Church shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

**Section 3. Removal.** Any officer, with the exception of the pastor-president, elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Church would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 4. Vacancies.** A vacancy in any office, except that of pastor/president, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Pastor for the unexpired portion of the term. In the event the vacant position being filled is that of the Pastor, the Board shall fill said position pursuant to Section 5 of this Article.

### **Section 5. Resignation, Removal.**

(a) **Resignation.** In the event the Pastor should voluntarily choose to leave, he shall designate his successor. Said designated successor shall be chosen with the advice and consent of the Board of Directors, the Board of Advisors and the Board of Elders.

(b) **Removal.** In the event the Pastor shall have serious charges preferred against him or his ministry has ceased to be effective, the matter shall be brought to the Board of Elders. In the event the matter cannot be resolved at this meeting, power is then vested in the Board of Directors to consider his removal. Upon recommendation of removal by a two-thirds (2/3) majority of the combined vote of the Board of Directors, this matter shall be referred to the members of the congregation for a vote. A two-thirds (2/3) majority vote of the members of the congregation present at the meeting shall be required for removal. The Associate Pastor or some other person designated by the Board of Directors shall represent the combined Board of Directors and chair the meeting of the members of the congregation.

(i) **Order of Business.** The order of business at the meeting of the members of the congregation shall be as follows:

- a. Roll call;
- b. Presentation of evidence by the combined Board of Directors
- c. Presentation of case by Pastor or his designee;
- d. Rebuttal evidence presented by combined Board;
- e. Testimony from members of the congregation for vote.

(c) **Pastoral Recruitment and Confirmation.** In the event the Pastor shall resign or be removed, a special committee shall be appointed by the combined Board of Directors, to recruit and present a candidate to the membership of the congregation for pastor-president. This process shall be spiritually directed and accomplished as expeditiously as possible.

(i) **Presentation.** Upon recommendation of the special committee, the pastoral-presidential candidate shall be presented to the Board of Directors for their approval and recommendation. In the event two-thirds (2/3) of the Board of Directors shall approve said candidate this matter

shall be referred to the membership of the congregation for a vote.

(ii) **Final Approval.** In the event a candidate for pastor-president is approved by the combined Board of Directors, the membership of the congregation shall be called together to vote, by secret ballot, on said candidate. A two-thirds (2/3) majority vote of the members of the congregation shall be required to elect said candidate to office.

(d) **Notice.** A special notice procedure for all meetings referenced in this ARTICLE FIVE, Section 5 shall apply as follows:

(i) Seven (7) days' notice in writing shall be provided for a combined Board of Directors meeting. Notice shall be given to each member of each Board and to the present pastor-president.

(ii) Notice to the membership of the congregation shall be given orally and in written form at each Sunday service at least fourteen (14) days prior to such meeting.

(e) **Quorum.** A majority of the total members of the Board of Directors shall constitute a quorum for their meetings as set forth in this ARTICLE FIVE, Section 5. A quorum for the membership of the congregational meetings as set forth in this ARTICLE FIVE, Section 5 shall consist of a majority of those active members of the congregation.

#### **Section 6. Powers of Officers.**

(a) **The Pastor-President:** The Church finds its headship under the Lord Jesus Christ, in its Pastor. The Pastor-President shall be the chief executive officer of the Church. He shall be a continuing member of the Board of Directors. He shall have general management of the business of the Church and general supervision of the other officers. He shall preside at all meetings of the Board of Directors and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the Church any specific powers, other than those that may be conferred only upon the Pastor-President. He shall execute in the name of the Church all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Directors. He shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.

No person shall be invited to speak, teach or minister in the Church without his approval. He shall be designated attorney-in-fact for the Church by virtue of his office. He shall have the authority to appoint and approve any assistants that would be necessary to properly carry out the work of the Lord.

(b) **The Associate Pastor-Vice President:** An associate pastor-vice president shall perform the duties and exercise the powers of the pastor-president in case of his temporary absence from the office of the Church, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors. He shall serve as an ex-officio member of the Board of Directors; however, in the event of serving as interim pastor-president, he shall be a voting member of the Board of Directors.

(c) **The Secretary:** The secretary shall attend all sessions of the Board held at the office of the Church and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for the executive and standing committees when required. He shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board. He shall have custody of the seal and authority to execute all authorized documents requiring a seal. He shall keep the membership rolls of the Church, and in general perform the duties usually incident to the office of secretary, and such further duties as shall from time to time be prescribed by the Board of Directors or the pastor-president.

(d) **The Treasurer:** The treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Church, and shall deposit all moneys and other valuable effects in the name and to the credit of the Church in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. He shall disburse the funds of the Church as may be ordered by the Board and shall render to the pastor-president and Directors at the regular meeting of the Board, and whenever they may require, accounts of all his transactions as treasurer and of the financial condition of the Church. He shall perform the

duties usually incident to the office of treasurer and such other duties as may be prescribed by the Board of Directors or by the pastor-president.

(c) **Delegating Powers to Other Officers:** In case of the absence of any officer of the Church, or for any other reason that may seem sufficient to the Board, the Board of Directors may delegate his duties and powers from the time being to any other officer, or to any Director.

## **ARTICLE IX COMMITTEES, ELDERS, DEACONS, AND BOARD OF ADVISORS**

**Section 1. Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Church; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

**Section 2. Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Church may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the congregation of the Church, and the Pastor shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Church shall be served by such removal.

**Section 3. Elders and Deacons.** Elders and/or deacons may be chosen by the Board of Directors from the membership of the congregation of the Church who demonstrate that their lives conform to the Scriptural qualifications thereof, (1 Tim. 3:2-7; Titus 1:6-9; 1 Peter 5:2-3). The Board of Elders shall rule and teach. The Board of Elders shall consist of those Heads of Departments in the Church which are designated by the Pastor. Elders and Deacons shall function to provide spiritual support to the Pastor in the discipleship of new converts, praying for the sick (James 5:14), encouraging and developing spiritual gifts and ministries in the body, and to assist in the administration of the ordinances of the Church. Their number and term of office shall not be predetermined. They shall have no vote on the Board of Directors; however, shall give counsel and mutual assistance to the Board of Directors and the Pastor in the administration of business and work of the Church as specifically assigned by the Pastor.

**Section 4. Board of Advisors.** A Board of Advisors may be appointed as set forth below. It shall be the responsibility and privilege of the Board of Advisors to provide Godly counsel to the Pastor-President and the Board of Directors. Counsel shall be in organizational, financial, legal or other areas wherein the Pastor-President determines professional counsel is needed and/or desirable. No minimum or maximum number of members of the Board of Advisors shall be established and the appointment to the Board and tenure hereon shall be at the pleasure and in the complete discretion of the Pastor-President. The advice and consent of the Board of Advisors shall be required to establish and/or change salary and other compensation payable to the Pastor by the Board of Directors.

## **ARTICLE X MINISTERS**

**Section 1. Ordination and Licensing.** The Board of Directors may ordain and/or license a person as minister of the Gospel after first examining the applicant's background, moral and religious character, and what previous Bible course and/or independent study applicant has received. Final determination shall be within the absolute discretion of the Board of Directors.

**Section 2. Limitation.** The Board of Directors may, in the discretion of the Board, limit any licensee or ordainee to an area of special emphasis. The following areas are (although not intended to be inclusive)

recognized by the Board of Directors:

- (a) Music;
- (b) Youth;
- (c) Christian education; and
- (d) Outreach ministry.

**Section 3. Pastor-President.** The pastor-president shall be a licensed or ordained minister of the Gospel. Assistant or associate ministers may or may not be either licensed or ordained.

**Section 4. Application.** Application for ordination and/or licensing as a minister of the Gospel shall be on the form provided by the Board of Directors. An applicant's application shall be either approved or denied within thirty (30) days of the completion of the investigation of the applicant. Those applicants who are approved shall receive a certificate evidencing the approval.

**Section 5. School of Ministry.** The Board of Directors may establish a School of Ministry, setting forth a prescribed curriculum and course of study leading to ordination and licensing of ministers. The School of Ministry shall prepare the student in the knowledge of the Word of God and in ministering to the needs of mankind through the Gospel of Jesus Christ.

## ARTICLE XI INDEMNIFICATION, INSURANCE AND LIABILITY

**Section 1.** The Church shall fund or indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Church) by reason of the fact that the person is or was the Church's pastor, a director or officer of the Church, or is or was serving at the request of the Church as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Church, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 2.** The Church shall fund or indemnify any person who is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Church to procure a judgment in its favor by reason of the fact that he is or was a pastor, director or officer of the Church, or is or was serving at the request of the Church as a director, officer or representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action or suit by or in the right of the Church.

**Section 3.** Indemnification under Sections 1 and 2 of this Article shall be automatic and shall not require any determination that indemnification is proper, except that no indemnification shall be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court of competent jurisdiction to have constituted willful misconduct or recklessness.

**Section 4.** Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Sections 1 and 2 of this Article shall be paid by the Church in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of the person who may be entitled to indemnification under those Sections, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Church.

**Section 5.** The Church may, at the discretion of and to the extent and for such persons as determined by the Board of Directors of the Church, (i) indemnify any person who neither is nor was the Church's pastor, a director or officer of the Church but who is or was a party or is threatened to be made a party to any threatened,

pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether brought by or in the right of the Church), by reason of the fact that the person is or was a representative of the Church, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by the person in connection with such threatened, pending or completed action, suit or proceeding; and (ii) pay such expenses in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court of competent jurisdiction that such person is not entitled to be indemnified by the Church.

**Section 6.** Any right to indemnification provided in this Article shall continue as to a person who has ceased to be a pastor, director or officer of the Church and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 7.** Nothing herein contained shall be construed as limiting the power or obligation of the Church to indemnify any person in accordance with applicable state law provisions as amended from time to time or in accordance with any similar law adopted in lieu thereof.

**Section 8.** The Church shall also indemnify any person against expenses (including attorneys fees), actually and reasonably incurred by him in enforcing any right to indemnification under this Article, under the Church's state nonprofit corporation law as amended from time to time or under any similar law adopted in lieu thereof.

**Section 9.** Any person who shall serve as the Church's Pastor/President, a director, officer, employee or agent of the Church or who shall serve at the request of the Church, as a director, officer, employee or agent of another corporation, joint partnership, joint venture trust or other enterprise shall be deemed to do so with knowledge of and in reliance upon the rights of indemnification provided in this Article, under applicable state law indemnification provisions as amended from time to time and in or under any similar law adopted in lieu thereof.

## **ARTICLE XII**

### **INDEMNIFICATION OF FINANCE COMMITTEE MEMBERS AND CHURCH TREASURER**

The Church shall indemnify any voluntary member of its Finance Committee, and its Treasurer, or any person who may have served at its request as a member of the Finance Committee, against and for any expense, fine, penalty, tax liability or similar item or cost, or the expense actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Finance Committee member or Treasurer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. "Negligence or misconduct in the performance of duty" shall not include mistakes in calculation, mistakes in filings or mistakes in connection with the processing or preparation of the Church's payroll, accounting or books and records unless any such mistake constitutes or otherwise is attributable to the gross neglect of such person in the performance of such person's duty as a member of the Church's Finance committee or as the Church's Treasurer.

The Church may also reimburse to any such member of the Church's Finance committee, or the Church Treasurer the reasonable costs of settlement of any such action, suit or proceeding, including administrative proceedings involving the Church, brought by any government agency, if it shall be found by a majority of a committee composed of directors not involved in the matter in controversy (whether or not a quorum) that it is in the best interest of the Church that such settlement be made and that such Finance Committee member, or Treasurer, was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such Finance Committee member or Treasurer may be entitled under any bylaw, agreement or otherwise.

### **ARTICLE XIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the Church, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or may be confined to specific instances.

**Section 2. Checks, Drafts, or Orders.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Church shall be signed by such officer or officers, agent or agents of the Church, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by either the treasurer or the Pastor of the Church.

**Section 3. Deposits.** All funds of the Church shall be deposited from time to time to the credit of the Church in such banks, trust companies, or other depositories as the Board of Directors may select.

**Section 4. Gifts.** The Board of Directors may accept on behalf of the Church any contribution, gift, bequest or devise for any purpose of the Church (Mal. 3:10; Luke 6:38; I Cor. 16:1; and II Cor. 9:6-8).

### **ARTICLE XIV BOOKS AND RECORDS**

The Church shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Board of Directors members entitled to vote. All books and records of the Church may be inspected by any member, or his agent for any proper purpose at any reasonable time.

### **ARTICLE XV FISCAL YEAR**

The fiscal year of the Church shall be the calendar year.

### **ARTICLE XVI DISSOLUTION**

#### **Section 1.**

Upon the dissolution of the Church, the Board of Directors shall, after the payment of all the liabilities of the Church, distributed for one or more exempt purposes within the meaning of section 501© (3) of the Internal Revenue Code of 1986 and dispose of all of the assets within the meaning of section 501© (3) of the Internal Revenue Code of 1986 or shall be distributed to the Federal, State or Local Government for a public purpose.

#### **Section 2.**

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Church.

### **ARTICLE XVII**

**SEAL**

The Board of Directors shall provide a corporate seal, which shall be as set forth below.

**ARTICLE XV  
AMENDMENT OF BYLAWS**

The Articles of Incorporation and these Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors of the Church at any regular or special combined meeting of the Board of Directors. At least fourteen (14) days written advance notice of a meeting called for the purpose of altering, amending or repealing the Church's Bylaws or Articles of Incorporation shall be given to each member of the Board of Directors.

Adopted by full Board of Directors this 8<sup>th</sup> day of August, 2006

M. Bent  
Director

Krista Bent  
Director

Ron W. Smith  
Director