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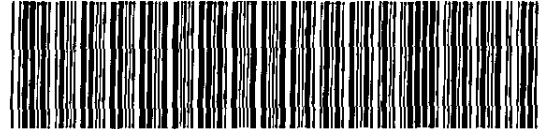
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated Act on
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October 19, 2005

Secretary of State
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed you will find the Restated Articles of incorporation that have been adopted by all the members of our corporation. In addition, enclosed are two checks - one for \$35.00 for the filing fee of the restated articles, and we have also included a check for \$8.75 for a certified copy of the restated articles.

Please process this paper work as is customary in your office. Thank you for your attention.

Kindest personal regards,

Bonita Springs Church

Martin Hawley, Chairman

Enclosures
MEH/svs

Bonita Church, Inc.
Restated Articles of Incorporation
Constitution

KNOWN ALL MEN BY THESE PRESENTS: That we, the undersigned, residents of the United States and the State of Florida being natural persons of the age of twenty-one (21) years or more, for the purpose of forming a Corporation under "The General-Not-For-Profit Corporation Act" do hereby adopt the following Articles of Incorporation:

Article I. Name

The name of this church shall be Bonita Church, Inc. "Bonita Church" "Church". The principle and registered Office in the State of Florida is in Bonita Springs, Lee County, Florida is located at 26274 Old 41 Road, Bonita Springs, Florida 34135. The duration of the corporation is perpetual.

Article II. Purpose

The purpose of this non-profit organization is the preaching and teaching of the Word of God, the administration of the ordinances of the New Testament, the spiritual improvement of its members in accordance with the Scriptures, and the spread of the message of Christ to its community and in all the earth, trusting that as the result, sinners shall be saved and believers shall be edified. All ministries of this church including preaching and teaching orally, by literature, tape, other media, family seminars and conferences, education, counseling and pastoral training, youth, and recreation, support of missionaries and training institutions are a part of, under the jurisdiction of, and must fulfill the purpose of this church.

Article III. Doctrine

The doctrine of the church shall be that expressed in the Confession of Faith.

Article IV. Association or Affiliation

Bonita Church is an independent/non-denominational, Bible-believing, Bible-teaching, Christian Church. However, we recognize the blessings and privileges of fellowship with other local bodies of believers of like faith and practice. There are no other associations or affiliations.

Article V.

A. Admission of Members

Any person who professes faith in Jesus Christ as Savior and Lord, gives evidence of a change of heart and of having adopted the views of faith and practice held by this church, may, upon recommendation of the deacons and pastors be baptized and received into membership. It shall be required of one seeking membership that he shall meet with the deacons and pastors to relate his personal testimony before recommendation for membership. If the applicant is a member of another church, a letter shall be sent to that church informing them of the member's decision to unite with this church.

B. Associate Membership

Recognizing that college students away from home and members of special care homes may desire fellowship with the church and to serve in some capacity, applications can be made for associate privileges and responsibilities. The applicant must be either a student living away from home or a member of a special care home and must meet the same requirements and follow the same procedures as would an applicant for regular membership. They will not be eligible to be elected to an office nor have voting privilege. When an associate member makes a permanent move from the area, they are automatically removed from our associate roll.

C. Duties of Members

1. The duties of members are set forth in general terms in the church Confession of Faith.
2. Membership in a local church as expressed in the New Testament is deeply significant. Our Lord Jesus Christ deserves the very best use of the gifts He has entrusted to us. All happenings of life work for the express purpose of making us more like Christ in our daily lives as we already are on the account books of heaven. Members, therefore, are expected to be growing in the likeness of the character qualities of Christ in thought, attitude, speech, and action, and abstaining from all appearance of evil in word and deed. Members shall be expected to lovingly respect and cooperate with the pastor and officers of the church for the advancement of the work and to faithfully attend the services of the church. Likewise, they are expected to agree with and abide by the Confession of Faith, Constitution and by-laws of the church.

D. Dismissal of Members

1. Letters of dismissal (or) a certificate of Christian character and standing may be granted any member in good and regular standing. Such letters must be addressed to some particular church of the same faith and beliefs and sent to the pastor or clerk of the church to which the member is dismissed. When the letter or certificate is sent, the member is thereby removed from the membership roll.

2. Special exceptions are sometimes granted on a case-by-case basis. This may include a senior saint who has moved to another area and is no longer able to attend or to children whose parents no longer attend our services.

E. Discipline and Suspension of Members

Discipline Committee

The deacons and pastors shall constitute the discipline committee of the church and have sole charge in determining covenant violations and discipline.

Restoration or Discipline of Members

1. Members are expected to demonstrate special loyalty and concern for one another (I John 3:16; John 13:34, 35). When a member becomes knowledgeable of an offense of the magnitude to hinder spiritual growth and testimony, he is to go alone to the offending party only after self-examination and much prayer (Matthew 7:3) always in a spirit of humility and with a goal of restoration (Matthew 18:15-18; Galatians 6:1). As specified in our covenant, each member is to endeavor to make reconciliation quickly (Matthew 5:23-25a; Ephesians 4:29-32).
2. If reconciliation is not reached, one or two other members, usually including a deacon or pastor, is to accompany after following the same procedure of self-examination, much prayer, and in a spirit of humility and restoration.
3. If still unresolved, the pastors and deacons as elected representatives Biblically responsible to put down murmuring, must hear the matter. If the matter remains unresolved, they must recommend to the church prayerful examination of our own lives, then prayerful effort to restore the offending member, and if still unresolved, the exclusion of such members who refuse to be restored. No matter or offense may be heard unless previous Biblical steps have been followed, except in the case of a public offense, such as Galatians 2:11-15.

No information concerning parties not under discussion may be heard.

No member may be excluded where there is genuine fruit of repentance evidenced.

When the unrepentant offending party is excluded from the membership and the Lord's Table, all relationship with him or her from that point is only for the purpose of restoration (except for family members). (Matthew 18:17; I Corinthians 5:11; II Thessalonians 3:15) The entire church body should recognize a responsibility to "say the same thing" in loving effort to restore the offending one and to maintain the church's testimony and harmony.

The pastor and deacons are directed to move promptly in the safeguard of the purity and peace of the church when anyone is obstructing the work in any way.

ARTICLE VI. Business Meeting

A. Fiscal Year

The fiscal year of this church shall be from January 1 to December 31.

B. Annual Meeting

The annual meeting shall be held on the third Wednesday in January at which time officers may present reports of the previous year and other business may be transacted.

C. Church Business

1. Church business may be conducted at any regular meetings of the church. Routine business may be transacted at any stated service of the church without regard to the requirement of Paragraph 2.
2. Major business shall have previous announcement the Sunday before the date of the meeting.
3. Quarterly meetings may be held at which time the secretary and treasurer shall report.

D. Moderator

The senior pastor shall serve as moderator except when he shall deem advisable to appoint one or when the church is without a senior pastor, the deacons shall elect a moderator.

E. Participation

Only members may participate in any business meeting.

F. Parliamentary Procedure

Roberts Rules of Order shall govern all cases to which they apply. In exceptions, (a majority) may establish a rule.

G. Councils

Councils may be formed from churches of like faith and belief, at request from this church, only for the duration of the particular meeting, and only in an advisory capacity, since the local church is autonomous.

service. The person elected shall fill the unexpired term of the vacant office. Nominees not elected at the previous annual election or nominees offered by the pastor or deacons may be voted on. To fill a vacancy occurring during a term of office, the Church charges the pastor and deacons to first select a nominee from among the two nominees (1) not elected and (2) receiving the most votes in the most recent election of deacons. Then, if neither of these nominees can fill this vacancy, the pastor and deacons may select any nominee they deem qualified. The person so selected shall fill the remaining term of the vacant office.

ARTICLE VIII. Officers

A. Senior Pastor

1. The senior pastor shall be elected at a special or regular meeting of the church. Public notice of such action shall have been given from the pulpit two Sundays immediately preceding the date of the meeting, and 75% of the ballots cast shall be necessary for his election. Only one candidate for pastor may be considered at a time.
2. The senior pastor shall continue in office until he resigns, or until his resignation is requested at a special meeting called for that purpose in the following manner: the question of severing the pastoral relation may be considered at any regular or special business meeting by the presentation to the Board of Deacons of a written request for such action, signed by not less than 20% of the heads of homes in good standing, providing public notice of such meeting for such action shall have been given on two successive Sundays before such meeting, and a simple majority of the ballots cast shall decide the question. If the pastoral relationship is severed, four weeks severance shall be given and the deacons shall decide who shall fill the pulpit during those four weeks.
3. In absence of the senior pastor the deacons shall serve as a pulpit committee, and shall elect a moderator for the church.
4. The senior pastor shall take oversight willingly, and shall by example, teaching, and organization seek to equip the saints for work of ministry as prescribed in Ephesians 4:11-16; II Timothy 3:15, 4:5; and Matthew 28:18-20. He shall be a member of all boards and committees. By his choice he may not be in attendance.

B. Church Staff

1. When the services of paid personnel other than the pastor are needed, the church shall hear a recommendation from the pastor and deacons and may authorize the position and salary.
2. Pastoral Staff members
 - (a) the senior pastor shall recommend to the deacons the person to be employed in the position created. Upon a 66 2/3% confirmation of the deacons, the staff member may be called for employment.

ARTICLE VII.
Nomination and Election of Directors/Deacons

A. Elections

Elections of officers shall be held on the second Prayer Meeting of November or at the earliest feasible regular meeting time thereafter. New officers shall assume office on January 1. The election shall be held before, during, or after the regular Prayer Meeting service. A membership-voting roster will be maintained.

B. Ballots

Elections shall be by ballot and decided by a majority except where otherwise specified.

C. Elected Officers Shall Be Deacons

D. Nominating Committee

The congregation shall serve as the Nominating committee.

E. Nominations

At least six weeks prior to its election meeting, the active membership of the church shall receive a list of its members, age twenty-one and older, who have been members one year (former missionaries of Bonita Church or former deacons of Bonita Church moving to Bonita Springs, joining and recommended by pastors and deacons, may be eligible to be recommended by the membership for deacon without waiting one year.) From this, every member in good standing, eighteen years old or older may nominate up to five persons for each office. These names must be returned to the church office within seven days.

F. Slate

Up to two persons per office receiving the highest number of nominations, who agree to serve, subscribe to the **Confession of Faith and Covenant** and who are faithful to the Ministry of the Local Church, shall then form the slate for election. The Church charges the pastor and deacons to remove any nominee from the list if they deem it necessary to the welfare of the Lord's Work and in accordance with scriptural principles.

G. Vacancies

To fill a vacancy occurring during a term of office, a special election may be held. Notice of such election shall be given from the pulpit in a previous Sunday

(b) all staff members are directly responsible to the senior pastor, or to the deacons when there is no pastor, in the performance of their duties. Loyalty to the church and its leadership is expected. Each staff member shall understand that continuance of his ministry is subject to either the senior pastor or the deacons.

3. Secretarial and Other Staff Members:

Upon creation of secretarial or other positions by the board of deacons by 66 2/3% vote, secretaries or other staff members will be hired by, directly responsible to, and terminated by the senior pastor.

4. Dismissal of Staff Members:

It is understood that dismissal of a staff member is not subject to church action or review.

5. Due to changing circumstances, it may be necessary to vary the number and titles of personnel employed in the church staff.

C. Directors/Deacons

1. The church may elect up to four deacons for the first four hundred or fewer members and one deacon per one hundred thereafter. Deacons are considered a high office in the church, and their term of office shall not expire; however, if a deacon is not in harmony with the church, the pastoral staff may by unanimous consent recommend to the board of deacons impeachment of the deacon in question. The board of deacons will decide whether or not the deacon should or should not continue to serve in the capacity of deacon, and the question shall be decided by 66 2/3% of the board of deacons and pastors. In the event the membership of any deacon is excluded by and through the church discipline process, the deacon is automatically removed from his office as deacon, and he must be totally reconciled in the church and in good standing for at least one year (the board of deacons may require more time) before being considered again for the position of deacon.

2. All deacons are trustees of the corporation.

3. Deacons shall,

(a) carefully and prayerfully seek to practice the principles taught in I Timothy 3:8-13 and Acts 6.

(b) cooperate with and assist the pastor and his staff in the performance of the ministry.

(c) elect from their number a chairman and secretary. The pastor may serve as moderator of the deacons as he desires.

(d) serve on committees as appointed by the pastor and approved by the board. Such committees may include Property, Christian Education, Outreach and Missions, Worship, and Finance.

(e) prepare and assist in the administration of the ordinances.

(f) consider recommendation from the finance committee and establish the annual budget for all expenders.

(g) consider nominees from the church for election and present recommendations to the church in the form of an annual election ballot.

(h) serve as a pulpit committee and fulfill pastoral duties in absence of a pastor.

(i) receive and disburse benevolent fund, primarily for members.

(j) have authority, if necessary, to make capital expenditure not to exceed \$1,000.00.

(k) assist pastor in receiving, restoring, dismissal, and care of members.

4. Deacons shall continue to be loyal to their Lord, their church, their pastor, church constitution, confession of faith, and office. Should he be negligent in any of these or at the request of the congregation or vote of the board, he shall vacate his office as deacon, as outlined in paragraph C.1.

D. Other Offices (and their basic job descriptions)

1. Secretary

The secretary shall be elected annually by the deacons and shall keep an accurate record of all church proceedings, sign letters and communications done by the authority of the church, keep a record of the membership showing last known address and date and manner of admission or removal; safeguard all such records and make them available to the pastor or board; and give reports of minutes of deacon and church meetings.

2. Treasurer

The deacons shall choose a treasurer annually. He shall:

(a) recommend to the deacons for their approval those who shall receive, count, and deposit funds. He shall supervise their work and all bookkeeping records, and the paying of (orders) (bills) approved by the budget, special church action, or special action of the deacons.

(b) render a current report at regular deacons' meetings and as needed congregational meetings.

(c) serve on the finance and budget committee.

3. Sunday School Superintendent

The Sunday School Superintendent shall be appointed annually by the pastor and confirmed by the deacons: He shall:

(a) be responsible to the pastor, or staff member so designated by the pastor, for the lay leadership of the Sunday School.

(b) appoint in council with the pastor (and staff member if applicable) all superintendents, teachers, secretaries as needed and prescribe for them their duties and standards. Standards shall be approved by the deacons.

(c) supervise use of materials, classrooms, and equipment.

(d) furnish departmental superintendents with means of requisition of supplies, literature, and equipment, and authorize purchase of same within limits of budget.

(e) chair all Sunday School staff meetings.

(f) check with departmental superintendents on a regular basis to know the total needs of the departments and to encourage the best performance of the ministry.

(g) encourage promotion of visitation, enlistment of workers, teacher training, and stimulation to advance the Sunday School and Church.

(h) supervise accurate record keeping.

4. Head Usher

A head usher shall be appointed annually by the pastor and approved by the deacons. He shall:

(a) select with prior approval by the pastor, ushers sufficient to care for the needs of the services of the church.

(b) instruct and supervise the ushers providing each with a list of instructions of specific duties.

(c) direct in the assisting of the worshipper in a way which shall enhance the spiritual atmosphere of the services.

(d) supervise the reception of tithes and offerings and to secure such, as directed by the treasurer of the church.

(e) record attendance at all services.

(f) serve on the worship committee of deacons.

5. Music Coordinator

A music coordinator shall be appointed by the pastor and approved by the deacons. He shall:

(a) supervise the total music program, working in close harmony with the pastor as to music, personnel, and selection.

(b) select choir leaders, assistants, pianists, and organists

(c) prepare a written schedule, or supervise such preparation, of special music.

6. Host or Hostess

A Host or Hostess shall be appointed by the pastor who shall select with prior approval of the pastor sufficient co-workers to assist in the welcome work. He or she shall instruct and supervise them and be responsible to the pastor for this ministry.

7. Financial Secretary

A financial secretary shall be elected by the deacons and shall:

(a) keep accurate records of giving and provide receipts for income tax records.

(b) assist in counting of monies.

(c) handle information discreetly.

8. Administrator of Counseling Ministry

The administrator of the counseling ministries shall be appointed by the pastor and approved by the deacons. He shall chair a committee composed of the pastor and (two) deacons who shall serve as an advisory committee to him. He shall administrate the ministry of pastoral training in counseling and the counseling in that training program, and assist the pastor in providing aid to families through Biblical principles. He shall provide the treasurer with a financial report annually, or within two weeks after request by the pastor or board.

ARTICLE IX. Finances

A. Finance Committee

The pastor, church treasurer, and finance committee shall correlate estimates of expenditures from various ministries of the church. The committee shall present a proposed budget to the deacons for approval by a 66 2/3% vote.

B. Financing

All contributions shall be free-will offerings. Envelopes shall be furnished so that a record can be kept and a statement issued for income tax purposes. The church strongly teaches Biblical Principles of Finance for personal life, church business, and church giving. We believe that the principle of tithing set forth in Malachi 3:10 and proportionate giving in I Corinthians 16:2 encourages tithing as the beginning place of giving and a reminder that all belongs to our Lord.

For reasons stated herein: there will be no means of raising funds except by giving. No funds shall be contributed to the church through the sale of any article of merchandise for profit by any organization under the jurisdiction of the church with the exception of such books, literature, and tapes, which have for their sole object the dissemination of the fundamentals of the faith. Sale of such books, etc., shall have been passed upon by the pastor or deacons. The sale of tickets for any church function shall only be for the cost of financing the same.

C. Other Provisions

No part of the net earnings of Bonita Church shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, Bonita Church shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X. Regulations

A. Church Agencies

All organizations and agencies of this church are considered to be responsible to and under the general direction of the church. No organization shall engage in any practice or policy contrary to the position and purpose of this church as stated in the Confession of Faith and Constitution.

B. Eligibility of Leaders

All teachers, sponsors, and officers of organizations shall be members of this church who are in agreement with the Confession of Faith, Covenant, and Constitution, and with evidence by their life a maturity in their walk with Christ.

C. Absentee Voting

Absentee ballots may be requested by members for any vote requiring advance membership notification. Absentee ballots may be signed out from the church office. These ballots must be returned in a signed envelope and be received in the church office or by those conducting the election prior to the vote.

ARTICLE XI. Recommendations

Any recommendation or suggestion considered of special interest to the church shall first be brought to the pastor and board of deacons for consideration before being presented to the membership. This shall not prevent presentation to the membership should the deacons action be unfavorable, unless such action is denied by unanimous vote, nor shall this prevent the pastor from making recommendations directly to the church.

ARTICLE XII. Buying, Selling, Mortgaging

The officers of this church shall not buy, sell or mortgage property without authorization by a vote at a meeting of the church membership, which has been previously advertised for that purpose in a Sunday service.

ARTICLE XIII. Dissolution of Corporation

In the event a decision is made to dissolve this corporation known as Bonita Church, Inc., provision shall be made by 2/3 vote of the church, previous to dissolution of the corporation, to assign all properties to one or more Biblically-fundamental, non-profit organizations, such as churches, missions, schools or associations. None of the church assets shall be given to any individual or for-profit corporation.

ARTICLE XIV. Amendments

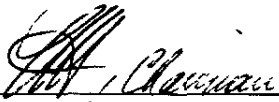
These articles/constitution may be amended by a two-thirds vote of the members present and voting at any duly called business meeting providing that notice of the constitutional change shall have been given from the pulpit for two Sundays prior to the meeting and the amendment shall have been presented in detail at a previous business meeting after having been presented to the deacons for consideration and approved by two-thirds vote by the board of deacons and pastors.

ARTICLE XV. Cancellation

The members of Bonita Church, Inc. formally adopted these Restated Articles of Incorporation/Constitution on this 12th day of October 2005. These Restated Articles of Incorporation shall supersede and cancel all other Articles of Incorporation and/or constitutions and amendments thereto and shall be effective immediately.

Verification

IN WITNESS WHEREOF, on behalf of Bonita Church, Inc., at a duly called meeting of the members, I have subscribed my name on the 12th day of October 2005.



Rev. Martin E. Hawley, Chairman