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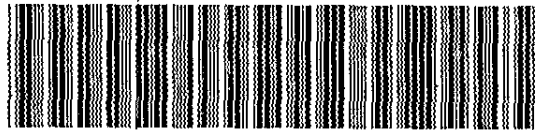
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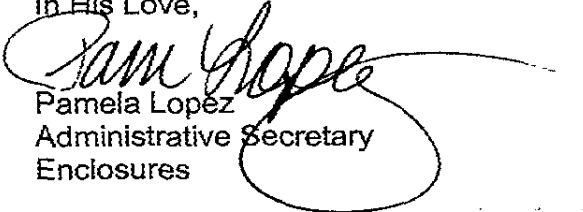
Re: Articles of Amendment to Articles of Incorporation
Faithway Family Community Church, Inc.

Dear Sir/Madam:

Enclosed is our check in the amount of \$43.75 representing the fee for amendment of our Articles of Incorporation, along with the fee for a certified copy of same. I have enclosed a self-addressed, stamped envelope for return of the certified copy.

Thank you for your assistance.

In His Love,


Pamela Lopez
Administrative Secretary
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
FAITHWAY FAMILY COMMUNITY CHURCH, INC.
A Florida Non-Profit Corporation

Pursuant to the provisions of Section § 617.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendments adopted: The previous articles are superseded by the following:

ARTICLE I

The name of the corporation shall be:
Faithway Family Community Church, Inc., also hereinafter referred to as the "Corporation."

ARTICLE II

The Principal place of business address is:
16899 SW 1st Manor
Pembroke Pines, Florida 33027

ARTICLE III

This corporation is a not-for-profit corporation and is not organized for private gain of any person. It is organized under Chapter 16 of the Florida Statutes exclusively for religious purposes. The corporation is organized on a non-stock basis.

The specific purpose for which this corporation was formed is to further the Gospel of the Lord Jesus Christ and to engage in any lawful act or which corporations may be organized under the Florida Non-Profit Corporation Law, including the ordination of ministers of the Gospel.

This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE IV

The manner in which the directors are elected or appointed is as follows:

The Board of Directors shall be composed of five members. Appointments to the Board are made by the Senior Pastor after consultation with the remaining Board of Directors and the Elders, and approved by majority vote of the Board of Directors, the Elders and the Servant Leaders. Further information is found in the organization's By-Laws, incorporated herein as Article X.

ARTICLE V

The name and street address of the initial Registered Agent is:

Pamela S. Lopez
16899 SW 1st Manor
Pembroke Pines, Florida 33027

ARTICLE VI

The name and street address of the incorporator for these Articles of Incorporation is:

Pamela S. Lopez
16899 SW 1st Manor
Pembroke Pines, Florida 33027

ARTICLE VII

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

The property of the Corporation is irrevocably dedicated to non-profit religious purposes. No part of the net earnings of the corporation shall inure to the benefit of its directors, officers, or to any other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the non-profit religious purposes of the Corporation.

In furtherance of its religious non-profit tax-exempt purposes, the Corporation shall have the following powers and authority:

(a) To do all acts, perform all functions, and carry on all activities permitted by the non-profit corporation laws of the State of Florida, or of any other state in which the Corporation is qualified to act.

(b) To have and exercise all powers and rights enjoyed by corporations generally in the State of Florida, and in any state in which the Corporation is qualified to act, as long as the exercise of such powers is not specifically prohibited for non-profit religious corporations.

(c) To use all media, whether now known or hereafter discovered, including but not limited to, print, television and radio.

(d) To exercise such incidental powers as may reasonably be necessary to carry out the purposes for which the Corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a religious organization as set forth in Section §501(c)(3) of the Code.

(e) Notwithstanding any other provisions of the Articles of Incorporation or the By-Laws, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the non-profit religious purposes of the Corporation, and the Corporation shall not carry on any activity not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section §501(c)(3) of the Code, or under the corresponding section of any future United States revenue law; or (2) by a corporation, contributions to which are deductible under § 170(b)(1)(A)(i) of the Code, or the corresponding section of any future United States revenue law.

(f) In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC 501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Florida.

ARTICLE VIII

The officers and directors of the Corporation are:

<i>President:</i>	Raul Cordero 1328 NW 157 th Avenue Pembroke Pines, Florida 33028-1667
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<i>Secretary/Treasurer:</i>	Jeanette Kong 619 NW 156 th Avenue Pembroke Pines, Florida 33028-1521
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Directors:

Randall Foland
11276 NW 14th Court
Pembroke Pines, Florida 33026-2631

Leonard Vanella
10428 NW 3rd Street
Pembroke Pines, Florida 33026-5952

Daniel Rourke
18240 NW 19th Street
Pembroke Pines, Florida 33029-3702

ARTICLE IX

The effective date for this Corporation shall be: December 3, 2003.

ARTICLE X

BYLAWS OF

FAITHWAY FAMILY COMMUNITY CHURCH, INC.

A Florida Non-Profit Corporation

ARTICLE ONE

OFFICES

The principal office of the corporation, hereinafter also referred to as "the Church" or "the Corporation," shall be located at the address set forth in the Articles of Incorporation. The Church may have such other offices, either within or outside the state of incorporation, as the Board of Directors may determine from time to time.

ARTICLE TWO

MISSION AND VISION

The mission of the Church is to reach the community for Christ and to help people find and experience God's plan and purpose for their lives.

[The vision of the Church] is to equip God's people to do His work and build up the church, the body of Christ, until we come to such unity in our faith and knowledge of God's Son that we will be mature and full grown in the Lord, measuring up to the full stature of Christ. [Then] we will hold to the truth in love, becoming more and more in every way like Christ, who is the head of His body, the church. Under his direction, the whole body is fitted together perfectly. As each part does its own special work, it helps the other parts grow, so that the

whole body is healthy and growing and full of love. (Ephesians 4:12-13; 15-16 NLT; emphasis added)

ARTICLE THREE

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 truth.

Section 1. The Scriptures Inspired

The Bible, consisting of the New and Old Testaments, is the only divinely inspired and infallible revelation from God to man. It is our only written guide and final authority in matters pertaining to faith and life. (*Romans 16:25-26; 2 Timothy 3:15-17; Hebrews 4:12; 2 Peter 1:20-21*)

Section 2. The One True Godhead

There is one God (*Deuteronomy 6:4; Isaiah 43:10-11; Mark 12:29*), eternally existing in three separate and distinct personalities, the Father, the Son (Jesus Christ), and the Holy Spirit (*Matthew 28:19; Acts 2:32-33; 1 Peter 1:2*).

Section 3. Jesus Christ (the Son)

Jesus Christ is God the Son, the second person of the Trinity. On earth Jesus was 100% God and 100% man. He is the only man ever to have lived a perfect life. He was born of a virgin, lived a sinless life, performed miracles, died on the Cross for mankind and thus atoned for our sins through the shedding of His blood. He rose from the dead on the third day according to the Scriptures, ascended to the right hand of the Father, and will return again in power and glory. (*Isaiah 9:6-7; John 1:1,14; John 14:6-9; John 20:26-28; Philippians 2:5-7; 1 Timothy 2:5; 1 Timothy 3:16*)

Section 4. Virgin Birth

Jesus Christ was conceived by God the Father, through the Holy Spirit (the third person of the Trinity) in the virgin Mary's womb; therefore, He is the Son of God. (*Isaiah 7:14; Matthew 1:18, 23-25; Luke 1:27-35*)

Section 5. Resurrection

Jesus Christ was physically resurrected from the dead in a glorified body after His death on the cross. In addition, both the saved and the lost will be resurrected; they that are saved to the resurrection of life and they that are lost to the resurrection of eternal damnation (*Luke 24:15-16,36,39; John 2:19-21, 20:26-28, 21:4; Acts 24:15; 1 Corinthians 15:42,44; Philippians 1:21-23; 3:21*).

Section 6. The Holy Spirit

The Holy Spirit marks the beginning of the Christian experience. We cannot be Christians without the work of the Holy Spirit (*John 16:8-11*), and those

who do not have the Spirit of Christ living in them are not Christians at all (*Romans 8:9*). Those who are led by the Spirit of God are children of God... for the Holy Spirit speaks to us deep in our hearts and tells us that we are God's children (*Romans 8:14-17; Galatians 4:6,7*). He will never leave us (*John 14:16*), and He is the one who has identified us as His own, guaranteeing that we will be saved on the day of redemption (*Ephesians 4:30*).

When we confess Jesus as Lord and Savior, the Holy Spirit takes residence in us (*John 14:17; 19:22*). And the same Spirit baptizes us into Christ's body the church (*1 Corinthians 12:13-14*). The Spirit is the power of our new lives. He begins a lifelong process of change as we become more like Christ (*Galatians 3:3; Philippians 1:6*). The Holy Spirit teaches, guides into all truth, gives insight into future events, reminds us of Jesus' words and brings glory to Jesus (*John 14:26; 15:26; 16:13-14*). When we receive Christ by faith, we begin an immediate personal relationship with God and the Holy Spirit will work in us to help us become like Christ.

The Spirit unites the Christian community in Christ (*Ephesians 2:19-22*). The Holy Spirit has special abilities for every believer (*1 Corinthians 12:1-11*), and on the day of Pentecost, the believers were filled with power by the Holy Spirit (*Acts 2:1-4*).

Section 7. Man, His Fall and Redemption

Man was created good and upright, for God said, "Let us make man in Our image, according to 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 3:21-24; 5:12-21*)

Section 8. The Salvation of Man

Man's only hope of redemption is through Jesus.

On the cross Jesus Christ became our sin offering and He took our sickness providing both salvation and divine healing for all mankind, being justified freely by His Grace through redemption that is in Christ Jesus. "For by grace we are saved through faith." The Scriptures say, "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 will be saved. For it is by believing in your heart that you are made right with God, and it is by confessing with your mouth that you are saved." (*John 1:12; 3:16; Acts 4:11-12; 16:31; Romans 3:24-26; 10:8-10; Galatians 2:16; Ephesians 2:8-9; Titus 3:5-7; Hebrews 9:22*)

Faith and Works

Salvation is by faith and by faith alone in Jesus Christ and not by human works; however, our works will be a testimony of our faith and will determine our rewards in eternity. (*Romans 3:28; 10:9-10; 2 Corinthians 5:10; Ephesians 2:8-9; Titus 3:4-5*)

The Evidence of Salvation

The inward evidence to the believer of his salvation is the direct witness of the Spirit (*Ephesians 1:13-14*). The outward evidence to all men is a life of love, unselfish service, righteous living 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*) "But if the Holy Spirit controls your mind, there is life and peace." (*Romans 8:4-6; Galatians 5:16-26*)

Repentance

Repentance is the commitment to turn away from sin in every area of our lives and to follow Christ, which allows us to receive His redemption and to be regenerated by the Holy Spirit. Thus, through repentance we receive forgiveness of sins and appropriate salvation. (*Acts 2:38; 3:19; 26:20; 1 John 1:9*)

Jesus' Blood

The Blood that Jesus Christ shed on the cross of Calvary was sinless and is 100% sufficient to cleanse mankind of all sin. Jesus allowed Himself to be punished for both our sinfulness and our sins, enabling all those who believe to be free from the penalty of sin, which is death. (*Romans 3:25; Romans 5:9; Colossians 1:20; 1 John 1:7; Hebrews 9:12-14; 1 Peter 1:19; Revelations 1:5; 5:9*)

The Indwelling of Jesus Christ through the Holy Spirit

Christians are people who have invited the Lord Jesus Christ to come and live inside them by His Holy Spirit. They relinquish the authority of their lives over to Him, thus making Jesus the Lord of their life as well as Savior. They put their trust in what Jesus accomplished for them when He died, was buried, and rose again from the dead. (*John 14:17, 23-26; 15:4; Romans 8:11,23; 2 Corinthians 6:16; 13:5-6*)

Section 9. Sanctification

Sanctification is the ongoing process of yielding to God's Word and His Spirit in order to complete the development of Christ's character in us. It is an act of separation from that which is evil and of dedication unto God. It is through the present ministry of the Holy Spirit and the Word of God that the Christian is enabled to live a godly life. (*Psalms 119:7-11; Romans 12:1-2; 2 Corinthians 3:16-18; 1 Thessalonians 4:3,5; 5:23*)

Section 10. The Ordinances of the Church

Baptism in Water.

The ordinance of baptism by immersion in water 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, buried with Jesus and that they have also been raised

with Him to walk in newness of life. (*Matthew 28:19; Mark 16:16; Acts 10:47-48; Romans 6:3-4*)

The Lord's Supper.

The Lord's Supper, consisting of the elements of bread and the fruit of the vine is taken in remembrance of Jesus' sacrifice on the Cross. (*Matthew 26:20-30; Luke 22:14-20; 1 Corinthians 11:24-28*)

Section 11. The Baptism in the Holy Spirit

All believers are entitled to, and should seek, the promise of the Father (*Luke 24:49*), the Baptism in the Holy Spirit, according to the command of our Lord Jesus Christ (*Mark 1:7-8; Acts 1:4-5,8*). 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. (*1 Corinthians 12:1-31*) This wonderful experience is distinct from and subsequent to the experience of the new birth. (*Acts 2:38; 8:12-17; 10:44-46; 11:14-17; 19:1-7*)

The baptism of believers in the Holy Spirit may be evidenced by the initial physical sign of speaking with other tongues as the Spirit gives utterance, or by the evidence of other gifts of the Spirit. (*Acts 2:4*) The speaking in tongues as a gift is different than speaking in tongues as a prayer language. All believers are asked to desire the manifestation of the gifts in their lives. These gifts always operate in harmony with the Scriptures and should never be used in violation of biblical parameters. (*1 Corinthians 12:4-10, 28*)

Section 12. The Church

The Church is the body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of His 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 1:22-23; 2:19-22; Hebrews 12:23*)

Since God's purpose concerning man is:

1. To seek and to save that which is lost (*Luke 19:10*),
2. To set us free from the kingdom of darkness (*Colossians 1:13-14*);
3. To build a body of believers in the image of His Son (*Romans 8:29-30*),

the primary purpose of the Church is:

- A. To be an agency of God for evangelizing the world (*Matthew 28:19-20; Mark 16:15-16; Acts 1:8*);
- B. To be a channel of God's purpose to build a body of saints being perfected in the image of His Son (*Ephesians 4:11-16*);
- C. To be a corporate body in which man may worship God (*John 4:20-24*)

Section 13. The Blessed Hope

Jesus is coming again to gather all His Saints to Heaven.
(*Daniel 7:13-14; Matthew 24:26-31; Mark 13:26,27; 1 Corinthians 15:51-53; 1 Thessalonians 4:16-17; 2 Thessalonians 1:7; 2:1; Revelations 1:7*)

Section 14. The Millennial Reign of Jesus Christ

The return of our Lord Jesus Christ is our blessed hope, followed by the visible return of Christ with His saints to rule and reign on the earth for one thousand years on earth as the Scriptures promised. (*Revelations 20:1-8*)

Section 15. The Lake of Fire

There will be a final judgment in which the wicked dead will be raised and judged according to their works (*Revelations 20:11-15*). Those who have not accepted the redemptive work of Jesus Christ will suffer eternal separation from God (*John 3:18*). 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. After this, there shall be a new heaven and a new earth. There are different views about the timing of the Millennium and the final removal of Satan. These separate perceptions need not cause division and controversy in the church. What is crucial to Christianity is: Christ returns, Satan will be defeated, and Christ will unite all believers and reign forever. (*2 Thessalonians 1:7-10; Revelations 19 & 20*)

ARTICLE FOUR MEMBERSHIP

The Church hereby elects to have no official membership. Any action which would otherwise require a vote of congregants shall require only a vote of the Board of Directors. All rights which would otherwise vest in the congregants shall vest in the Board of Directors and/or the Elders and Servant Leaders.

ARTICLE FIVE BOARD OF DIRECTORS

Section 1. General Powers

The business of the Corporation shall be conducted, and all corporate power shall be exercised by, or under the direction of, the Board of Directors, hereinafter also referred to as "the Board" or "the Directors." The Board may by resolution adopted by a majority (four or more) vote, delegate the management of the activities of the Corporation to any person or persons, management company or committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate power shall be exercised under the ultimate direction of the Board, whose members shall have a fiduciary obligation to the Corporation.

Section 2. Functions

(Para. 1) Provide Facilities

The Board votes in accordance with these Bylaws in order to conduct the major business decisions of the Corporation. The Board oversees the provision of the physical facilities needed by the Church body. They also coordinate and/or delegate coordination of any construction projects that would require a loan.

(Para. 2) Exclusive Authority

The Board is the only body within the Corporation or church body with the authority (1) to buy and sell real estate, (2) to borrow money, or (3) to secure real estate leases.

(Para. 3) Counsel

The Board is to provide counsel to the Senior Pastor regarding the major financial and legal affairs of the church.

Section 3. Financial Guidelines

(Para. 1) Financial Signatures

The governing Board shall determine the signatures for all financial accounts and transactions requiring signatures of the Corporation.

(Para. 2) Annual Audit

If the income of the Church exceeds \$250,000 per year, the Board shall obtain an annual audit performed by an independent public accounting firm in accordance with Generally Accepted Auditing Standards (GAAS), with financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP).

(Para. 3) Audit Review Committee

The Board shall appoint the Secretary, Treasurer and additional members of the Church, as determined by the Board, to serve as an audit review committee. After reviewing the annual audit, the appointed committee shall report their findings at a Board meeting.

(Para. 4) Annual Budget

Until the Corporation has completed its first year in operation, any single-item expenditure in excess of \$500 shall require Board approval. After the Church is one year old, an annual budget must be prepared. The Board shall adopt an annual budget to be prepared by November of the year prior to the applicable budget. The budget shall be approved by a majority (four or more) approval of the Board. If a budgeted expense exceeds the amount budgeted by 10%, the Board must be notified of same.

(Para. 5) Conflict of Interest

In order to avoid any conflict of interest, all of the following criteria must be met for any business transaction to be made between a Board member and the Corporation:

1. The Board member with whom the transaction is being considered is excluded from any discussions for approving the transaction.
2. The Board considers competitive bids or comparative valuations.
3. The Board acts upon and demonstrates that the transaction is in the best interest of the Corporation and is lined up with the Mission and Vision of the Church.
4. The transaction must be fully disclosed in the end-of-year audited financial statements of the Corporation.

Section 4. Appointment, Number, Term and Qualifications

(Para. 1) Number and Selection

The Board of Directors shall be composed of five members as set forth in the Articles of Incorporation. Appointments to the Board are made by the Senior Pastor after consultation with the remaining Board of Directors and the Elders, and approved by majority vote of the Board of Directors, the Elders and the Servant Leaders. If the nominee is an Elder or Servant Leader, he/she may not participate in the voting process. Other than the Senior Pastor, Directors of the Corporation may not be employees or staff members of the Corporation, nor can they be married to an employee or staff member. With the exception of the Senior Pastor, the Board members are not required to meet the spiritual requisites for a spiritual leader in the Church as set forth in *1 Timothy 3:2-8* and *Titus 1:6-9*, but each Board member must have a steady, consistent walk with God and be a genuine servant, love the Lord, and be financially responsible.

(Para. 1a)

A Board member must be a regular attendee and must be tithing to the Church for at least one year. The term of office for each Board member shall continue until such Board member resigns from office, no longer attends the Church, dies, or is removed. All Board members must be selected from regular Church attendees.

(Para. 2) Removal

The Senior Pastor may dismiss Board members at a rate that does not exceed one dismissal every six months. The remaining Board members are not required to approve pastoral dismissals of Directors.

(Para. 2a)

A Director must disqualify him/herself or be removed from his/her position as a member of the Board if he/she is convicted of a felony or found, based upon the Director's personal admission, the testimony of two eyewitnesses of good

character, or unambiguous authentic photographic or written evidence, to have committed any of the following offenses: (1) use of illegal drugs; (2) chronic alcoholism; (3) adultery or fornication; (4) theft or misuse of Church funds. With the exception of the Senior Pastor, any Board Member may be removed by a resolution of a majority vote (four or more) of the Board, whenever in their judgment the best interest of the Church would be served thereby.

(Para. 2b)

A vacancy in any office, except that of Senior Pastor, because of death, resignation, removal, disqualification or otherwise, may be filled by the Senior Pastor's appointment, after consultation with the remaining Directors and Elders, and confirmed by a majority vote of the Board of Directors, the Elders and the Servant Leaders. If the nominee is an Elder or Servant Leader, he/she may not participate in the voting process

(Para. 2c)

Prior to officially taking the position of a Board of Director of the Corporation, the individual appointed to the Board must review the Bylaws in their entirety with the leadership of the Church.

(Para. 3) Exclusive Role

Because the Board is responsible for the major financial decisions of the Church, they must resign their positions on the Board if they ever become a staff member or take any other paid position within the church. Volunteer work within the Church is encouraged, but paid positions may constitute a conflict of interest. With the exception of the Senior Pastor, Directors as such shall not receive any salary or compensation for their services.

Section 5. Board Meetings

(Para. 1) Frequency of Meetings

A meeting of the Board of Directors shall be held at least twice a year. The Senior Pastor or any two Directors may call a meeting at any time, at the time and date set forth in the Notice of Meeting, under the condition that a majority (four or more) of the Directors attend the meeting.

(Para. 1a)

The Senior Pastor or his designated representative must be present at any meeting of the Board of Directors. Any motions passed and recorded in a meeting without the Senior Pastor may not take effect until the following meeting with the Senior Pastor present when the minutes of the previous meeting are approved.

(Para. 2) Leadership of Meetings

If at all possible, the Senior Pastor is to attend and lead each Board meeting. If he is unable to lead the meeting, he may assign another Board

member to lead the meeting. Any motions passed and recorded in a meeting without the Senior Pastor may not take effect until the following meeting with the Senior Pastor present when the minutes of the previous meeting are approved.

(Para. 3) Location and Notice of Meetings

Any meeting of the Board of Directors may be held at such place or places as shall from time to time be determined by the Senior Pastor or Directors and designated in the Notice of Meeting.

(Para. 3a)

Notice of Meetings may be made orally by telephone, or written notice by fax or by mail. Whenever a written notice is required to be given to any Director: (1) such notice may be given in writing by fax or by mail at such fax number(s) or address(es) as appears on the books of the Corporation, and such notice shall be deemed to be given at the time the notice is faxed or mailed; (2) the person entitled to such notice may waive the notice by signing a written waiver either before, at or after the time of the meeting; and (3) the appearance of such person or persons at the meeting shall be equivalent to signing a written waiver of notice.

(Para. 4) Board Action without Meeting

Any action, which may be taken at a meeting of the Board, may be taken without a meeting if consent in writing, setting forth the action taken, is signed by four or more Board members. Such action shall be effective as of the date specified in the written consent and filed with the minutes of the Corporation, and such action shall have the same force and effect as a unanimous vote of the Board.

(Para. 5) Teleconferencing

At any meeting of the Board, any person may participate in the meeting by telephone, provided all members of the Board present at the meeting or by telephone can hear and speak to each other. Participation by telephone shall be equivalent to attending the meeting in person.

(Para. 6) Quorum

A majority (four or more) of the Board shall constitute a quorum for the transaction of business at any meeting. The act of a majority of the Directors shall be the act of the Board of Directors. In the absence of a quorum at any meeting, a meeting of the Directors present may adjourn the meeting without further notice until a quorum shall be established.

(Para. 7) Reports

Minutes of the meetings of the Board of Directors shall be presented to the Directors by the Secretary of the Board or an assigned staff member at the subsequent meeting and shall be approved by a majority (four or more) vote.

ARTICLE SIX OFFICERS

Section 1. Officers

The officers of the Corporation shall be a President, a Secretary and a Treasurer. The Secretary may also be the Treasurer.

Section 2. Appointment, Election and Term of Office

The appointment and/or dismissal of an Officer are as set forth in Article Five above. An Officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect on the date of the receipt of such notice, or at the later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3. Duties of the President

The Church finds its headship under the Lord Jesus Christ and in its President. The Senior Pastor shall serve as the President of the Corporation. He shall be a continuing member of the Board of Directors and shall have general supervision of the Officers of the Corporation.

(Para 1.) The Spiritual role of the Senior Pastor/President:

1. He is the Spiritual overseer of the Church and shall direct its activities.
2. He shall be recognized to have the divine calling and the one who has been gifted and given by the Lord to the body of Christ for its spiritual growth (*Acts 20:28; Ephesians 4:11-16; Hebrews 13:17*).
3. He shall provide biblical vision and direction for the congregation.
4. He shall define and communicate the Church's purpose.
5. He shall preach the Word of God (*1 Timothy 4:13; 2 Timothy 4:1-2*).
6. He shall be an example to the congregants of the Church by keeping himself above reproach, following biblical qualifications in matters of conduct (*1 Timothy 3:1-7, Titus 1:6-9; 1 Peter 5:2-3*) and finances (*1 Timothy 6:6-11*).
7. He shall guard the congregation from those who hold to false doctrine and from those who exhibit or encourage ungodly attitudes and practices (*1 Timothy 1:3-7; Titus 1:9-11; 2 John 1:7-11*).
8. He shall be an experienced, ordained minister.
9. He must agree with and uphold the Bylaws and beliefs of the Church (see Article Four)

(Para. 2) The Role of the Senior Pastor/President with the Board of Directors and Administration of the Church:

1. If possible, he shall preside at all meetings and determine the agenda, in consultation with the Directors.
2. The President may also dismiss Directors/Officers at a rate that does not exceed one dismissal every six months in accordance with Article Five. He shall make appointments to the Board of Directors from the congregation as may be deemed necessary.
3. He shall execute all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Directors
4. He shall be the designated attorney-in-fact for the Church by virtue of his office.
5. He shall be an ex-officio member of all outstanding committees and shall have the general powers and duties of supervision of management usually vested in the office of the President of a corporation.
6. He shall have the authority to appoint and approve any/all assistants that would be necessary to properly carry out the work of the Lord.
7. He shall provide for all sacerdotal duties and specifically arrange for all special meetings, conferences and other events. No person shall be invited to speak, preach, teach or minister in the Church without the approval of the Senior Pastor/President.
8. He shall conduct a training class at least once each year to equip the leadership of the Church.
9. He shall oversee and coordinate the day-to-day ministry of the Church. He is ultimately responsible for all day-to-day administrative decisions of the Church.
10. The Senior Pastor is responsible for the schedule of service times. The order of service and the leadership of services are to be determined by the Senior Pastor or by the spiritual church structure he establishes.

(Para. 3) The President's Role in Establishing Salaries, Budget and Staffing

1. He may budget monies, staff the church, develop projects, create small groups, programs or other ministries, recognize and appoint pastoral staff, paid and volunteer, teaching ministries, along with Elders, Servant Leaders (Deacons), as he deems necessary to help administrate the affairs of the Corporation according to his convictions and biblical understanding, for the healthy spiritual development of the Body of believers.
2. He determines and/or negotiates salaries, pay scales, employee contracts and severance packages for employees and staff members, in accordance with the budget.

(Para. 4) The President's Salary Exceptions

The salary of the Senior Pastor/President shall be established by the Board of Directors, with the advice and consent of the Elders as set forth in Article Seven, with the following exceptions:

1. Housing: The Senior Pastor may live in a parsonage owned and maintained by the Corporation. The Board of Directors shall choose the parsonage. If the Senior Pastor chooses to live in a house he owns/rents, a housing allowance shall be provided.
2. Transportation: The Senior Pastor shall be provided with an automobile, which will be maintained by the Corporation. The Board of Directors shall determine the cost of the automobile. The Corporation shall then purchase or lease the vehicle of the Senior Pastor's choice within the budget allowed. Each automobile is to be kept for three years. If the Senior Pastor chooses to use his personal vehicle, the Board of Directors shall determine an amount to be paid to the Senior Pastor for his personal vehicle usage.
3. Telephone: The Senior Pastor/President shall be provided with a cellular phone which shall be maintained by the Corporation.

Section 4. Office of the Secretary

(Para. 1)

The Secretary shall be appointed by the Senior Pastor and approved by the Board of Directors. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors deem appropriate, of all meetings of the Directors with the time and place of the meeting, whether regular or special, how authorized, the notice thereof given, the names of those present at said meetings and the proceedings thereof.

(Para. 2)

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors as required by the law and these Bylaws, and shall keep the seal of the Corporation in safe custody and authorized documents requiring a seal. The Secretary shall be the custodian of all legal documents.

(Para. 3)

The Secretary shall file annual corporation reports with the Secretary of State as may be required by the state law, and shall perform the duties usually incident to the office of the secretary and such further duties as shall from time-to-time be prescribed by the Board of Directors of the Senior Pastor/President.

Section 5. Office of the Treasurer

(Para. 1)

The Treasurer shall be appointed by the Senior Pastor and approved by the Board of Directors. The Treasurer shall oversee the keeping of full and accurate accounts of the receipts and disbursements in books belonging to the Corporation. The Treasurer shall also oversee the deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such banks and depositories as may be designated by the Senior Pastor/President. The Treasurer does not determine expenditures but does oversee the disbursement of the funds of the Corporation as may be ordered by the Directors or the Senior Pastor/President. The Treasurer shall be responsible for the payment of all bills, keeping proper books and records of all transactions and filing canceled vouchers and receipts for payments made and shall be responsible for the preparation of the yearly budget. The governing Board of Directors shall determine where funds of the Church shall be kept. No funds shall be disbursed without the signature of two people as designated by the Board. The governing Board may assign other person(s) to assist in the handling of the Church funds.

(Para. 2)

The Treasurer shall perform the duties usually incident to the office of Treasurer and such other duties as may be prescribed from time to time by the Board of Directors or the Senior Pastor/President.

(Para. 3)

The Treasurer is to work with the President to provide an annual cash flow statement, to be provided to congregants upon request. That report is to include the specific amounts of cash remunerations received from the church to specific pastoral staff members. Benefits, support staff salaries, and other items may be grouped together, but the cash portion of the pastoral pay packages must be itemized individually.

(Para. 4)

The Treasurer shall insure that current audited financial statements are available to anyone upon written request, and the previous year's cash flow statements are available to all contributors to the church, upon request.

Section 6. Board's Selection of Additional Officers.

In case of the absence of any Officer of the Corporation except the President, or for any other reason that may seem necessary to the Board, the Board of Directors, by a majority vote may delegate the duties and powers of that officer for the time being to any other Officer, or to any Director.

ARTICLE SEVEN
ELDERS, SERVANT LEADERS (DEACONS),
AND ADVISORY COMMITTEES

Section 1. Elders

(Para. 1) Functions and Spiritual Role.

The Elders are to serve the congregation and the Senior Pastor/President for the development of the spiritual life of the Church. These men and their spouses are to help create a positive spiritual climate within the Church body. They are neither a governing or corporate Board, but a spiritual body called to assist the Senior Pastor in spiritual matters.

(Para. 1a)

Specific functions of the Elders are to:

- A. Maintain and teach by living a godly, Christian lifestyle
- B. Provide a prayer shield for the Senior Pastor, the pastoral team and the local church
- C. Defend, protect and support the integrity of the pastoral team and the local church
- D. Pray for the sick.
- E. Mediate disputes among the brethren
- F. Consult the Senior Pastor on selection of new Board of Directors.
- G. Counsel.

(Para. 2) Biblical Qualifications of an Elder.

⁶An elder must be blameless, the husband of but one wife, a man whose children believe and are not open to the charge of being wild and disobedient.

⁷Since an overseer is entrusted with God's work, he must be blameless--not overbearing, not quick-tempered, not given to drunkenness, not violent, not pursuing dishonest gain. ⁸Rather he must be hospitable, one who loves what is good, who is self-controlled, upright, holy and disciplined. ⁹He must hold firmly to the trustworthy message as it has been taught, so that he can encourage others by sound doctrine and refute those who oppose it." (1 Timothy 3:2-7; Titus 1:6-9 NKJV)

(Para 3.) Appointment, Term, Removal

Elders shall be established, and the appointment as an Elder and tenure thereon shall be at the pleasure and in the complete discretion of the Senior Pastor, with counsel from the Board. The number of Elders shall consist of as many as may be deemed necessary to carry out the work of the ministry by the Senior Pastor. Upon appointment, an Elder and his spouse will serve a six-month trial period, after which his term shall continue until such time as he resigns, no longer attends the Church, dies, or is removed.

(Para 3a)

An Elder must disqualify himself or be removed from his position as an Elder if he is convicted of a felony or found, based upon the Elder's personal admission, the testimony of two eyewitnesses of good character, or unambiguous authentic photographic or written evidence, to have committed any of the following offenses: (1) use of illegal drugs; (2) chronic alcoholism; (3) adultery or fornication; (4) theft or misuse of Church funds.

(Para. 4) Voting.

Elders shall have no voting power on the Board of Directors. They are invited to participate in any/all Board meetings.

Section 2. Servant Leaders (Deacons/Deaconesses)

(Para. 1) Function

The position of the Servant Leaders is spiritual in nature. A Servant Leader is entrusted with the physical welfare of the Church. He/She leads a Care Team and may lead one Care Team only. He/She will assist the Senior Pastor and the Elders of the Church in administrating the affairs of the Church.

(Para. 2) Qualifications of a Servant Leader

1. A Servant Leader shall meet the biblical qualifications set forth in 1 Timothy 3:8-13:
 - ⁸ In the same way, deacons must be people who are respected and have integrity. They must not be heavy drinkers and must not be greedy for money. ⁹ They must be committed to the revealed truths of the Christian faith and must live with a clear conscience. ¹⁰ Before they are appointed as deacons, they should be given other responsibilities in the church as a test of their character and ability. If they do well, then they may serve as deacons. ¹¹ In the same way, their wives must be respected and must not speak evil of others. They must exercise self-control and be faithful in everything they do. ¹² A deacon must be faithful to his wife, and he must manage his children and household well. ¹³ Those who do well as deacons will be rewarded with respect from others and will have increased confidence in their faith in Christ Jesus.
2. They shall have been a regular attendee of the Church for a minimum of six months
3. They shall be in full agreement with the Mission, Vision and Statement of Faith of the Church
4. He/She must be a man/woman of dignity, temperate, not malicious in gossip, and faithful in all things.
5. Servant Leaders must support the Church with their tithes and offerings.
6. Servant Leaders must have a cooperative spirit.
7. Servant Leaders oversee the following Care Teams:

- a) Audio/Visual
- b) Greeters
- c) Hospitality
- d) Information
- e) Children's Ministry
 - i. Nursery thru Age 2
 - ii. Age 3 thru 1st Grade
 - iii. 2nd thru 5th Grade
- f) Prayer Network
- g) Set-Up & Tear-Down
 - i. Signs & Parking
- h) Ushers
- i) Worship Team
- j) Youth Ministry

Section 3. Advisory Committees

Advisory Committees not having or exercising the authority of the Board of Directors in the management of the Church may be designated from time to time by the Senior Pastor. These individuals shall be regular attendees of the Church and shall serve at the pleasure of the Senior Pastor. Committee members shall provide counsel as requested by the Senior Pastor and/or the Board of Directors; however, such advice shall not be binding either on the Senior Pastor or the Board of Directors. Committee members shall have no voting power on the Board of Directors.

ARTICLE EIGHT **CHURCH MINISTRY**

Section 1. Ordination and Licensing

The Board of Directors may ordain and/or license a person as a minister of the Gospel after first examining the applicant's background, his/her moral and religious character, and previous Bible courses and/or independent study he/she has completed. Final determination shall be in the sole discretion of the Board of Directors. Ordination and licensing of ministers shall be in accordance with the requirements as set forth by the Senior Pastor and the Board from time to time.

Section 2. Limitations

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 recognized by the Board of Directors (they are, however, not intended to be inclusive):

- A. Music
- B. Youth

- C. Christian Education
- D. Outreach Ministry

Section 3. Application

Application for ordination and/or licensing as a minister of the Gospel shall be on the form provided by the Board of Directors. Those applicants who are approved shall receive a certificate evidencing the approval, signed by the Senior Pastor/President and Secretary of the Corporation.

ARTICLE NINE

SELECTING A NEW SENIOR PASTOR

In the event that the Church needs a new Senior Pastor/President, two methods are provided for the selection of a new Senior Pastor. One method involves the participation of the departing pastor, and the other does not.

Section 1. Departing Pastor Participates in Replacement

(Para. 1)

If the Senior Pastor is in good standing with the church and is removing himself because of retirement or relocation, the following is the selection process:

(Para. 2)

The Senior Pastor may choose two candidates. A team consisting of the Elders of the Church and five appointed Servant Leaders as approved by majority vote (four or more) of the Board of Directors shall interview and process each candidate. Upon completion of this screening, each candidate shall teach/preach for four (4) consecutive weekends. After these eight weeks, the Senior Pastor and the team of Elders and Servant Leaders shall take a vote, and the new Senior Pastor will be appointed by a majority vote.

Section 3. Process without Departing Pastor's Participation

(Para. 1)

If the Senior Pastor/President is not available because of sickness, is deceased, cannot or will not participate, a special Committee shall be appointed by the Board of Directors and all Elders of the Church. The committee shall consist of the Elders of the Church and Servant Leaders. The committee shall consist of no more than seven. Applications for Senior Pastor shall be received and reviewed by the Committee and two to three candidates shall be selected from the applicants. The selected candidates shall each teach/preach for four (4) consecutive weekends. After the assigned teaching/preaching schedule is completed, the Committee will select a new Senior Pastor by a majority vote. The process shall be spiritually directed and shall be accomplished as expeditiously as possible.

(Para. 2)

If the Senior Pastor is not available as referenced in paragraph 1 above, the Associate Pastor shall perform the duties and exercise the powers of the Senior Pastor/President and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors. In the event that there is not an Associate Pastor on staff, the Board of Directors shall choose an Elder of the Church, who has been ordained in accordance with the By-Laws of the Church, to act as the Interim Pastor.

**ARTICLE TEN
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, Elders, Servant Leaders, and/or 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.

**ARTICLE ELEVEN
FISCAL YEAR**

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

**ARTICLE TWELVE
SEAL**

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

**ARTICLE THIRTEEN
AMENDMENT OF BYLAWS**

The Articles of Incorporation of these Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a majority (four or more) vote of the Board of Directors at any regular or special meeting provided, however, that any action of the Board taken for the purpose of altering, amending or repealing any part of Article Five of these Bylaws may be adopted only by the unanimous vote of the Board of Directors without considering the vote of the Senior Pastor/President.

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.

ARTICLE FOURTEEN **DISSOLUTION**

Section 1.

Upon the dissolution of the Church, the Board of Directors shall, after the payment of all the liabilities of the Church, dispose of any/all of the assets of the Church exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organizations under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

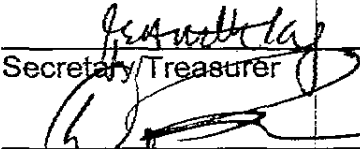
Section 2.

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its congregants, Officers, Directors, Elders, or any other 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. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Church, the Church shall not carry on any activity 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 1986, as amended (or by the corresponding section of any future Revenue Code of the United States of America), or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).


Adopted by the full Board of Directors this 15th day of JULY, 2004.



Senior Pastor/President




Secretary/Treasurer



Director



Director



Director

SECOND: The date of adoption of the Articles of Amendment to the Articles of Incorporation was July 15, 2004.

THIRD: Adoption of Amendment. The amendment was adopted by the Board of Directors and the number of votes cast for the amendment was sufficient for approval, there being no other members having voting rights in respect there.

Dated: JULY 15, 2004



FAITHWAY FAMILY COMMUNITY CHURCH, INC.

Pastor Raul Cordero, President