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CLERK OF STATE  
DIVISION OF CORPORATIONS  
04 AUG 12 AM 11:43

Bm 8/13

## TRANSMITTAL LETTER

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

SUBJECT: Gospel Harvest Church, Incorporated  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Michael J. Hineman  
Name (Printed or typed)

1155 Sawyerwood Drive  
Address

Jacksonville, FL 32221  
City, State & Zip

(904) 783-0170  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION OF**  
***Gospel Harvest Church, Incorporated***

The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity in compliance with Florida Statutes, Chapter 617, Not-For-Profit adopts the following articles of incorporation.

FILED  
CLERK OF STATE  
04 AUG 12 AM 11:43  
DIVISION OF CORPORATIONS

**ARTICLE I**  
**NAME**

The name of this corporation shall be Gospel Harvest Church, Incorporated.

**ARTICLE II**  
**PRINCIPAL PLACE OF BUSINESS**

The Corporation's principal place of business is located at 1155 Sawyerwood Drive, Jacksonville, Florida 32221. Further, this location serves as the mailing address.

**ARTICLE III**  
**PURPOSE**

This corporation is organized exclusively for charitable purposes and entirely for a religious mission within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations.

To this end, the corporation shall reach lost and dying people with the good news of Jesus, the Messiah, and the Kingdom of God. As God supplies, we will reach people in Jacksonville, Florida and around the world with the message that they do not have to die in their sins if they will believe and follow the message of Jesus the Messiah. We will equip and build up the body of the Messiah to do the work of the ministry, recognizing that members are in His church, commissioned by Jesus to fulfill His purposes and plans, foremost being to fulfill Jesus' great commission of making disciples to Him in all of the world.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE IV**  
**DIRECTORS/ELECTION AND APPOINTMENT**

Section 1. Election of new Directors or election of current Directors with terms expiring will occur as the first item of business at the annual meeting of the Corporation. Directors will be elected by a majority vote of the current Directors. The standing Board of Directors are the only voting members of the Corporation.

Section 2. Voting for Directors shall be done by written instrument, called a "Ballot". The Ballot shall have the voter's name printed and signed on the ballot. Ballots cast shall be attached to the minutes of the meeting.

Section 3. The Board shall have three members. By resolution the Board may change the number of members when qualified and electable members are available for placement. The Board shall be comprised of not more than nine members nor fewer than three members. Only one member of a family may be active on the Board of Directors. Family is defined as any relative by blood or by marriage.

See Article IX for further By-Laws regulating the Board of Directors.

Section 4. Officers or Directors shall be natural persons who have attained the age of twenty-three (23) years, but need not be residents of the State of Florida. At least one Board Member shall be a resident of the State of Florida, who must also act as the Corporation's Registered Agent.

**ARTICLE V  
DIRECTORS/OFFICERS**

The Corporation's first Board of Directors shall be comprised of the following natural persons:

President:                    *Michael J. Hineman*  
                                    1155 Sawyerwood Drive, Jacksonville, FL 32221

Vice President:            *Robert Stephens*  
Treasurer                   8032 Raymond Street, Jacksonville, FL 32221

Advisor Trustee:           *Dan Rushing*  
Secretary                    1649 Euclid Street, Jacksonville, FL 32210

**ARTICLE VI  
REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Michael J. Hineman  
1155 Sawyerwood Drive  
Jacksonville, FL 32221

**ARTICLE VII  
INCORPORATOR**

The name and address of the Incorporator is:

Michael J. Hineman  
1155 Sawyerwood Drive  
Jacksonville, FL 32221

**ARTICLE VIII  
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

Section 1. No part of the net earnings of the Corporation shall inure to any member of the Corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or Officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation;

Section 2. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office;

Section 3. 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(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

Section 4. The Corporation shall not lend any of its assets to any Officer or Director of this Corporation or guarantee to any person the payment of a loan by an Officer or Director of this Corporation.

## ARTICLE IX BOARD OF DIRECTORS

Section 1. Designation. The Officers of the Corporation may consist of a President, Vice President, a Secretary, a Treasurer, and an Advisor Trustee who shall be elected by the Board of Directors. The Board of Directors may also choose one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. The same individual may simultaneously hold more than one office in the Corporation. The Board of Directors may appoint such other Officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Officers shall by virtue of their office be members of the Board of Directors.

Section 2. Qualifications. Officers or Directors are required to sign agreement to the statement of faith of the church organization and to the mission statement.

Section 3. Compensation. The salaries or other benefits of all Officers and Directors of the Corporation shall be fixed by the Board of Directors. There shall be no right to a salary, and a salary may not be paid unless the Board of Directors so orders. The pastor may be remunerated for his services by a salary or by other means agreed upon by the church board and the pastor. The church board shall review the pastor's remuneration, or absence thereof, at least annually.

Section 4. Term of Office. Unless otherwise provided by resolution of the Board of Directors, the principal Officers, excluding the President, shall be chosen or appointed by the By-laws to one or two year terms by the Board at the first meeting of the Board, or as soon thereafter as is conveniently possible, and then have terms staggered with two-year terms. Subordinate Officers may be elected from time to time. Each Officer shall serve until expiration of the designated term for which he/she was elected or until his successor shall have been chosen or elected and qualified, or until his death, resignation or removal. Once elected or appointed in the approved By-Laws for the Corporation, the President of the Corporation is by definition the pastor and spiritual leader of the church. The President also serves as the Chairman of the Board and chief executive Officer. By virtue of being the pastor, the President is appointed by the By-Laws or elected to serve for an indefinite period of time and until reasons of removal for cause, death, or resignation.

Section 5. Resignation and Removal. An Officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. The Board of Directors may remove any Officer at any time with or without cause, excluding the President which may be removed only for cause. The President may be removed when sufficient cause exists for such removal. The President may be represented by counsel upon any removal hearing. The process shall be carried out in good faith. At least 15 days prior written notice shall be given to the Officer or Director to be expelled, suspended, or terminated. Said notice shall state the reasons for the action, and shall give the member an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed expulsion, suspension, or termination, so as to allow the Board of Directors sufficient time to decide whether the action shall take place. Written notice of the proposed action shall be given by first class or certified mail and sent to the person's last address. Directors missing three consecutive regular meetings are deemed removed.

Section 6. Vacancies. Any vacancy in an office resulting from any cause will be filled by election by the remaining Board of Directors for the unexpired portion of the term. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors though less than a quorum.

Section 7. Contract Rights. The appointment of an Officer does not itself create contract rights. An Officer's removal does not affect the Officer's contract rights, if any, with the Corporation. An Officer's resignation does not affect the Corporation's contract rights, if any, with the Officer.

Section 8. Standards of Conduct.

(a) An Officer or Director has a duty of loyalty to the organization, its staff and other board members. While differences of opinion are sure to arise, board members should seek to keep disagreements impersonal. By practicing discretion and accepting decisions made on a majority basis, board unity and confidence will be promoted. Ideally, board members arrive at meetings prepared and ready to engage in thoughtful dialogue, and there is a group process, which generates and uses the best thinking of its members.

(b) Board Members should be open to self-evaluation and regularly self-review of their own composition to ensure board expertise and commitment.

(c) A Director, Officer or incorporator of a Corporation shall perform his or her duties as such, including, in the case of a Director, his or her duties as a member of a committee of the board on which he/she or she may serve in good faith and in a manner he/she or she reasonably believes to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position with respect to similar corporation organized under this chapter would use under similar circumstances. This rule of conduct imposes on each Officer or Director fiduciary

duties, including due care and diligence, loyalty, avoidance of self-dealing, expending designated contributions for the purposes specified, and not commingling personal and private funds.

(d) **Conflicts of Interest.** For purposes of this provision, the term "interest" shall include personal interest, interest as Director, Officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization. No Director or Officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A Director or Officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any Director or Officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such Officer or Director is fully disclosed to the Board of Directors.
2. Such transaction is duly approved by the Board of Directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested Officer or Director are reasonable and do not exceed fair market value.
4. No interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

(e) Board Members should exemplify behavior commensurate to the high standards of bible teaching, conducting themselves accordingly with high standards of moral responsibility, honesty, integrity, confidentiality, professional demeanor, and ethical conduct. They should be careful and tactful in criticisms and liberal with praise, to build up and not to destroy. Board Members will make no statement of contradiction to the statement of faith or mission statement, and will affirmatively and tacitly agree to its content.

#### Section 9. Powers and Duties.

(a) **The Board of Directors.** The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's by-laws wherein all statutes shall have precedence. No Director shall have any right, title, or interest in or to any property of the Corporation. The board may appoint committees for any purpose, including an executive committee that may exercise any of the authority of the board. So far as applicable, the provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board apply to committees and their members as well.

(b) Members of the Board of Directors shall serve as trustees of the Corporation, when such are required by law.

(c) **President, Chairman of the Board, and Chief Executive Officer.** The President shall be the Chief Executive Officer of the Corporation. Subject to the control of the Board of Directors, the Chief Executive Officer shall have general executive charge, management and control of the properties, business and operations of the Corporation with all such powers as may be reasonably incident to such responsibilities.

The President, as the Chairman of the Board, shall preside at all meetings of the Board of Directors; and shall have such other powers and duties as designated in these Bylaws and as from time to time may be assigned to him by the Board of Directors. As prescribed by the Board of Directors, the President shall have the authority to agree upon and execute all leases, contracts, evidences of indebtedness and other obligations in the name of the Corporation; and he/she shall have such other powers and duties as designated in accordance with these Bylaws and as from time to time may be assigned to him by the Board of Directors.

He/she shall be one of the Officers who may sign the checks or drafts of the organization.

(d) **Vice Presidents.** In the absence of the President or in the event of his inability or refusal to act, a Vice President designated by the Board of Directors shall perform the duties of the President, and when so acting shall have all of the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

(e) **Treasurer.** The Treasurer shall have responsibility for the custody and control of all the funds and securities of the Corporation and shall maintain an itemized account of all receipts and disbursements. He/she shall exercise all duties incident to the Office of Treasurer subject to the control of the Chief Executive Officer, the Chief Operating Officer, and the Board of Directors; and he/she shall, if required by the Board of Directors, give such bond for the faithful discharge of his duties in such form as the Board of Directors may require. He/she must be one of the Officers who shall sign checks or drafts of the organization or the Treasurer may sign an approval statement to payments made by check or draft. If questions about payments are raised by the Treasurer, the Board of Directors will address those issues at the next board meeting and assign remedy. No special fund may be set aside that shall

make it unnecessary for the Treasurer to approve the checks issued upon it. He/she shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. An audit of the financial transactions of the Corporation shall occur annually no later than three months after the end of the fiscal year. This audit shall include a balance sheet showing in reasonable detail the financial condition of the Corporation as of the close of its immediately preceding fiscal year, and a Profit and Loss Statement showing the results of its operations during the preceding fiscal year. The audit team shall include the Treasurer and two other members of the Board of Directors. (f) Assistant Treasurers. Each Assistant Treasurer shall have the powers and duties pertaining to his office, together with such other powers and duties as may be assigned to him by the Chief Executive Officer, the Chief Operating Officer and the Board of Directors. The Assistant Treasurers shall exercise the powers of the Treasurer during that Officer's absence or inability to act.

(g) Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and the minutes of all meetings of the members, in books provided for that purpose; he/she shall attend to the giving and serving of all notices; he/she may in the name of the Corporation affix the seal of the Corporation to all contracts of the Corporation and attest the seal of the Corporation thereto; he/she shall have charge of such books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to inspection of any Director upon request at the office of the Corporation during business hours; he/she shall present to the membership at any meetings any communication

addressed to him as Secretary of the organization; he/she shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization; he/she shall attend to all correspondence of the organization; and he/she shall in general perform all duties incident to the office of Secretary, subject to the control of the Chief Executive Officer, Chief Operating Officer and the Board of Directors.

(h) Assistant Secretaries. Each Assistant Secretary shall have the usual powers and duties pertaining to that office, together with such other powers and duties as may be assigned to him by the Chief Executive Officer, Chief Operating Officer, the Board of Directors or the Secretary. The Assistant Secretaries shall exercise the powers of the Secretary during that Officer's absence or inability to act.

## ARTICLE X ORDINATION OF MINISTERS

Section 1. The Board of Directors. The Corporation is vested with the authority to ordain ministers by an affirmative two-thirds vote of the Board of Directors. A copy of the certificate of ordination will be filed with the minutes of the meeting and the certificate will be issued to the ordained minister.

Section 2. Qualifications. Candidates for ordination shall affirm expressly, tacitly, and by signing agreement to the mission statement and the statement of faith for Gospel Harvest Church, Incorporated. Persons shall in writing state the following:

- Profess Jesus is Lord and King of all and of their life.
- Profess the calling to the ministry by God, the Father, or Jesus, the Son of God, or by the Holy Spirit, stating how the person knows they are called and to what ministry.
- Profess living a moral lifestyle that measures to the ministry requirements of scripture.
- Profess a lifestyle of Christian study, prayer, and meditation that exceeds two years of experience and is ongoing, not to terminate.

## ARTICLE XI MEETINGS

Section 1. Rules. Meetings of the Board of Directors shall be governed by Robert's Rules of Order, Newly Revised (1990).

Section 2. Annual Meetings. The Board of Directors shall fix the day of the annual meeting of this organization not to be held more than two weeks from the 10th day of October each year. The Secretary shall cause to be mailed to every Officer and Director at his address as it appears in the corporate records a notice telling the time and place of such annual meeting. Telephone contact will suffice for this requirement when voice-to-voice contact is completed.

Section 3. Regular meetings. Regular Meetings of the Board of Directors shall be held every three months at the principal office of the Corporation unless a location is designated in the resolution. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by the President at his request or any two Directors, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine. Notices of such meeting shall be mailed to all members at their addresses as they appear in the corporate records at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of two members of the Board of Directors, the president shall cause a special meeting to be called but such request must be made in writing at least fourteen (14) days before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting. Telephone contact will suffice for mailing requirements when voice-to-voice contact is completed.

Section 5. Notice. Notice of any special meeting shall be given at least ten (10) days before the time fixed for the meeting, by written notice stating the place, day, and hour of the meeting, and delivered personally or mailed to each Director at his business address, or by fax. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than three days prior to the commencement of the above-stated notice period. The telephone may be used for contact if more convenient and documented by a waiver of notice. Any Director may waive notice of any meeting. The attendance of a Director at a 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Place of meeting: The Board of Directors may designate any place within the State of Florida as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all members may designate any place, either within or without the State of Florida, as the place for the holding of such meeting. If no designation is made, or if a special meeting is otherwise called, the place of the meeting shall be the registered office of the Corporation in the city of Jacksonville, State of Florida.

Section 7. Quorum. The presence of not less than three board members and consisting of a majority of the number of Directors in office immediately before the meeting begins shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than two weeks from the date scheduled by these By-Laws, and the secretary shall cause a notice of this scheduled meeting to be sent to all those Officers or Directors who were not present at the meeting originally called. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors unless the Articles of Incorporation, other provisions of these Bylaws or the Code otherwise require the vote of a greater number of Directors. When a quorum is once present at a meeting, it is not broken by the subsequent withdrawal of any of those present.

Section 8. Voting. At all meetings, except for the election of Officers and Directors, all votes shall be by voice. All votes, by voice or written, are decided by majority (over 51%). Each Director shall have one vote and such voting may not be done by proxy. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of Officers and Directors. At the conclusion of such balloting, the results will be certified in writing to the Chairman and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting. Faxes may act as written ballots. As in voting for Officers and Directors, written ballots are required to have the person casting to print and sign their name.

Section 9. ORDER OF BUSINESS.

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

## ARTICLE XII

### DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, Officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, Officers or Directors be subject to the payment of the debts or obligations of this Corporation.



### ARTICLE XIII INDEMNIFICATION

#### Section 1. Authority to Indemnify.

(a) Except as provided in subsections (d) and (e) of this Section 1, the Corporation shall indemnify or obligate itself to indemnify an individual made a party to a proceeding because he/she is or was a Director against liability incurred in the proceeding if he/she acted in a manner he/she believed in good faith to be in or not opposed to the best interests of the Corporation and, in the case of any criminal proceeding, he/she had no reasonable cause to believe his conduct was unlawful.

(b) A Director's conduct with respect to any employee benefit plan for a purpose he/she believed in good faith to be in the interests of the participants and beneficiaries of the plan is conduct that satisfies the requirement of subsection (a) of this Section 1.

(c) The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director did not meet the standard of conduct set forth in subsection (a) of this Section 1.

(d) The Corporation may not indemnify a Director under Section 1:

(i) In connection with a proceeding by or in the right of the Corporation in which the Director was adjudged liable to the Corporation; or

(ii) In connection with any other proceeding in which he/she was adjudged liable on the basis that personal benefit was improperly received by him.

(e) Indemnification permitted under this Section 1 in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 2. Mandatory Indemnification. To the extent that a Director has been successful, on the merits or otherwise, in the defense of any proceeding to which he/she was a party, or in defense of any claim, issue, or matter therein, because he/she is or was a Director of the Corporation, the Corporation shall indemnify the Director against reasonable expenses incurred by him in connection therewith.

#### Section 3. Advance for Expenses.

(a) The Corporation shall pay for or reimburse the reasonable expenses incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding if:

(i) The Director furnishes the Corporation a written affirmation of his good faith belief that he/she has met the standard of conduct set forth in subsection (a) of Section 1; and

(ii) The Director furnishes the Corporation a written undertaking executed personally or on his behalf, to repay any advances if it is ultimately determined that he/she is not entitled to indemnification under this part.

(b) The undertaking required by paragraph (2) of subsection (a) of this Section 3 must be an unlimited general obligation of the Director but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 4. Court Ordered Indemnification and Advances for Expenses. A Director of the Corporation who is a party to a proceeding may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any notice the court considers necessary may order indemnification or advances for expenses if it determines:

(a) The Director is entitled to mandatory indemnification under Section 2 of these Bylaws, in which case the court shall also order the Corporation to pay the Director's reasonable expenses incurred to obtain court ordered indemnification;

(b) The Director is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he/she met the standard of conduct set forth in subsection (a) of Section 1 or was adjudged liable as described in subsection (d) of Section 1 but if he/she was adjudged so liable his indemnification is limited to reasonable expenses incurred unless the Articles of Incorporation or other provisions of these Bylaws, a contract, or a resolution approved or ratified by the members provides otherwise; or

(c) In the case of advances for expenses, the Director is entitled, pursuant to the Articles of Incorporation, these Bylaws, or any applicable resolution or agreement, to payment or reimbursement of his reasonable expenses incurred as a party to a proceeding in advance of final disposition of the proceeding.

#### Section 5. Determination and Authorization of Indemnification.

(a) The Corporation may not indemnify a Director under Section 1 unless authorized thereunder and a determination has been made in the specific case that indemnification of the Director is permissible in the circumstances because he/she has met the standard of conduct set forth in subsection (a) of Section 1.

(b) The determination shall be made:

(1) By the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the proceeding;

(2) If a quorum cannot be obtained under paragraph (1) of this subsection, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate), consisting solely of two or more Directors not at the time parties to the proceeding;

(3) By special legal counsel:

(A) Selected by the Board of Directors or its committee in the manner prescribed in paragraph (1) or (2) of this subsection; or

(B) If a quorum of the Board of Directors cannot be obtained under paragraph (1) of this subsection and a committee cannot be designated under paragraph (2) of this subsection, selected by majority vote of the full Board of Directors (in which selection Directors who are parties may participate); or

(4) By the members.

(c) Authorization of indemnification or an obligation to indemnify and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under paragraph (3) of subsection (b) of this Section 5 to select counsel.

**Section 6. Indemnification of Officers, Employees and Agents.**

(a) An Officer of the Corporation who is not a Director is entitled to indemnification and advancement of expenses to the same extent, and subject to the same conditions, as a Director of the Corporation is entitled to and subject to under Section 1, Section 2, Section 3 and Section 5 of these Bylaws.

(b) An employee or agent of the Corporation who is not a Director or Officer is entitled to indemnification and advancement of expenses to the same extent, and subject to the same conditions, as a Director of the Corporation is entitled to and subject to under Section 1, Section 2, Section 3, Section 4 and Section 5 of these Bylaws.

**Section 7. Insurance.** The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, employee, or agent of the Corporation or who, while a Director, Officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against liability asserted against or incurred by him in that capacity or arising from his status as a Director, Officer, employee, or agent, whether or not the Corporation would have power to indemnify him against the same liability under Section 1 or Section 2.

**Section 8. Limitations.**

(a) The provision for indemnification of or advance for expenses to Directors contained in the Articles of Incorporation, these Bylaws, a resolution of the Corporation's members or Board of Directors, or in a contract or otherwise, is valid only if and to the extent the provision is consistent with the Code. If the Articles of Incorporation limit indemnification or advance for expenses, indemnification and advance for expenses are valid only to the extent consistent with the Articles of Incorporation.

(b) This Article VIII does not limit the Corporation's power to pay or reimburse expenses incurred by a Director in connection with his appearance as a witness in a proceeding at a time when he/she has not been made a named defendant or respondent to the proceeding.

**Section 9. Nonseverability.** In the event that any of the provisions of this Article XIII (including any provision within a single sentence) is held by a court of competent jurisdiction to be invalid, void or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

**Section 10. Amendment to Code.** If the Code hereafter is amended to authorize broader indemnification of Directors, Officers, agents and employees, then the indemnification of such Directors, Officers, agents and employees of the Corporation shall be expanded to the fullest extent permitted by the amended Code.

**ARTICLE XIV**

**DISSOLUTION**

**Section 1.** Upon the time of dissolution of the Corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE XV**

**GENERAL PROVISIONS**

**Section 1.** The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

**Section 2. *Contracts.*** The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such

authority may be general or confined to specific business.

Section 3. *Loans*: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 4. *Checks, Drafts, or Orders*: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors.

Section 5. *Deposits*: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors shall select.

Section 6. *Fiscal Year*.

The fiscal year of the Corporation shall be January 1 to December 31.

Section 7. *Waiver of Notice*

Whenever any notice is required to be given to any member or Director of the Corporation under the provisions of law or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 8. *Seal*. The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. In the event it is inconvenient to use such a seal at any time, the signature of the President of the Corporation followed by the word "Seal" enclosed in parentheses, shall be deemed the seal of the Corporation.

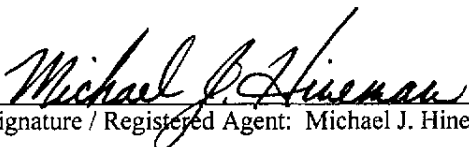
Section 9. *Finances*. All funds for the maintenance of the church assembly shall be provided by the voluntary contributions, tithes, and offerings of the members and friends of the organization. Offerings shall be accepted by the church assembly at such times and in such ways as agreed upon by the church board and shall be administered by the treasurer under its direction. All offerings shall be counted by at least two authorized persons before the funds are removed from the church building. An offering receipts form shall be signed in duplicate by those counting the offering, with one copy going to the treasurer and the other to the pastor. A record shall be kept of all receipts and disbursements of the church assembly and of all individual giving.

#### ARTICLE XVI AMENDMENT OF BY-LAWS

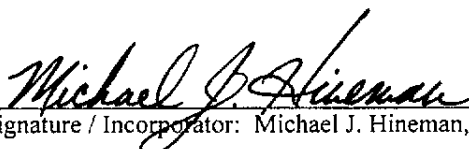
Section 1: These Bylaws may be altered, amended, repealed or added to by an affirmative vote of two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

These Bylaws were approved at a meeting of the Board of Directors of Gospel Harvest Church, Incorporated on \_\_\_\_\_, 2004.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Signature / Registered Agent: Michael J. Hineman, President

August 9, 2004  
Date

  
Signature / Incorporator: Michael J. Hineman, President

August 9, 2004  
Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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