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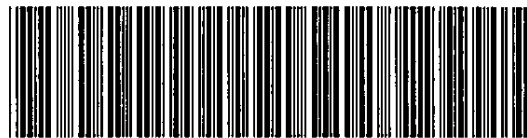
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Shoreline Church, Inc.

DOCUMENT NUMBER: N04000010084

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

Please return all correspondence concerning this matter to the following:

Esther Yost
(Name of Contact Person)

Shoreline Church, Inc
(Firm/ Company)

P.O. Box 457
(Address)

Destin, FL 32540-0457
(City/ State and Zip Code)

For further information concerning this matter, please call:

Esther Yost at (321) 794-0079
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☒ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Shoreline Church, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

NO4000010004

(Document number of corporation (if known))

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TALLAHASSEE FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

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

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

* Please See attached Bylaws. *

We amended the Bylaws, page one, to include
additional, ver page for IRS purposes, under the
General Provisions: Non profit status. (last paragraph)

The date of adoption of the amendment(s) was: 10/18/2004

Effective date if applicable: 10/18/2004
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

Eather L. Yost
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Eather L. Yost

(Typed or printed name of person signing)

Secretary / Treasurer

(Title of person signing)

FILING FEE: \$35

Bylaws for Shoreline Church

General Provisions

Non Profit Status

This church shall be organized and operated exclusively for religious purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law in order to:

1. Minister the Word of God;
2. Conduct regular religious worship services through various forms of ministries;
3. Promote and encourage, through the ministries of the organization, cooperation with other organizations ministering within the community;
4. Spread the Word of the Gospel by ministering to all through seminars, radio, television, and other forms of mass media;
5. Conduct a local and international church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Bible;
6. Maintain local church and missionary facilities;
7. Conduct a school for the of ministers and leaders;
8. License and ordain qualified individuals including graduates of the ministerial school;

The church received this status from the Internal Revenue Service on _____. Copies of the filings are maintained in the church offices.

This church is not organized, nor shall it operate, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for non-profit purposes. This church is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

← amended section

Prohibition against sharing in corporate earnings

No member, trustee, officer, employee, committee member, or person connected with the church, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the church, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the church in effecting any of its purposes as shall be fixed by the church leadership, and no such person or persons shall be entitled to share in the distribution of any of the church assets upon dissolution of the church. All members of the church shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the church, whether voluntary or involuntary, the assets of the church, after all debts have been satisfied, then remaining in the hands of the leadership shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the

leadership may determine or as may be determined by the court of competent jurisdiction upon application of the leadership, exclusively to charitable, religious, scientific testing for public safety, literary or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as then now exist or as they may hereafter be amended.

Exempt Activities

Notwithstanding any other provision of these Bylaws, no member, trustee, officer, employee, or representative of this church shall take any action or carry on any activity by or on behalf of the church not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) or the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are now deductible under Section 170 (c) (2) and 509 (a) (1) of such Codes and Regulations as they now exist or as they may hereafter be amended.

Article One

Offices

The principal office of Shoreline Church hereinafter referred to as the Corporation, shall be located at the address set forth in the Articles of Incorporations. The Corporation may have such other offices, either within or without the State of Incorporation, as the board of trustees may determine.

Article Two

Membership

Members shall be all people who contribute financially to the Corporation. Shoreline Church/ Membership is granted and recognized with voting powers when a person has attended, completed, and signed the commitment form from Church 101 and has made sufficient contributions. Should one-year pass without a record of contribution, membership is automatically terminated. Members' voting rights are described in Article Eight, Paragraph 5, relating to nominations for the board of elders and Article Six, relating to the selection of a new senior pastor. Members shall have no other voting rights.

Article Three

Statement of Faith

Holy Bible: The sole basis for our belief is the Bible, which is uniquely God-inspired, without error, and the final authority on all matters on which it speaks. (See Prov. 30:5; Rom. 16:25-26; 2 Tim. 3:16; 2 Pet. 1:20-21; 2 Pet. 1:20-21)

Trinity: As the Bible teaches, there is one God, eternally existing in three persons - Father, Son and Holy Spirit - each possessing all the attributes of deity. (See Gen. 1:26; Isa. 9:6; Matt. 3:16-17; 28:19; Luke 1:35; Heb. 3:7-11; 1 John 5:7).

Jesus Christ; Jesus Christ is God the Son, the second person of the Trinity. On earth, Jesus was 100 percent God and 100 percent man. He is the only man to have ever lived a sinless life. He was born of a virgin, lived a sinless life, performed miracles, died on the Cross for human kind 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 (see Isa. 9:6; John 1:1,14; 20:28; Phil. 2:5-6; 1 Tim. 2:5; 3:16).

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 (see Isa. 7:14; Matt. 1:18, 23-25; Luke 1:27-35).

Redemption: Humanity was created good and upright, but by voluntary transgression, it fell. Humanity's only hope for redemption is in Jesus Christ, the Son of God (see Gen. 1:26-31; 3:1-7; Rom. 5:12-21).

Regeneration: For anyone to know God, regeneration by the Holy Spirit is absolutely essential (see John 6:44, 65).

Salvation: We are saved by grace through faith in Jesus Christ: His death, burial and resurrection. Salvation is a gift from God, not a result of our good works or of any human effort (see Rom. 10:9, 10; Acts 16:31; Gal. 2:16; 3:8; Eph. 2:8-9; Titus 3:5; Heb. 9:22).

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 redemption and to be regenerated by the Holy Spirit. Thus, through repentance we receive forgiveness of sins and appropriate salvation (see Acts 2:21; 3:19; 1 John 1:9).

Sanctification: Sanctification is the ongoing process of yielding to God's Word and His Spirit in order to complete the development of God's character in us. 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 (see Rom. 8:29; 12:1-2; 2 Cor. 3:18; 6:14-18; 1 Thess. 4:3; 5:23; 2 Thess. 2:1-3; Heb. 2:11).

Jesus' Blood: The blood Jesus Christ shed on Calvary was sinless and is 100% sufficient to cleanse humankind from 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 (see John 1:29; Rom. 3:10-12, 23; 5:9; Col. 1:20; 1 John 1:7; Rev. 1:5; 5:9).

Jesus Christ Indwells All Believers: 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 lives as well as when Savior. They put their trust in what Jesus accomplished for them when He died, was buried and rose again from the dead (see John 1:12; 14:17, 23; 15:4; Rom. 8:11; Rev. 3:20).

Baptism in the Holy Spirit: Given at Pentecost, the baptism in the Holy Spirit is the promise of the Father. It was sent by Jesus after His ascension to empower the Church to preach the gospel throughout the whole earth (see Joel 2:28, 29; Matt. 3:11; Mark 16:17; Acts 1:5; 2:1-4, 17, 38, 39; 8:14-17; 10:38, 44-47; 11:15-17; 19:1-6).

The Gifts of the Holy Spirit: The Holy Spirit is manifested through a variety of spiritual gifts to build and sanctify the Church, demonstrate the validity of the resurrection and confirm the power of the gospel. The lists of these gifts in the bible are not necessarily exhaustive, and the gifts may occur in various combinations. All believers are commanded to earnestly 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 (see Rom. 1:11; 12:4-8; 1 Cor. 12:1-31; 14:1-40; Eph. 4:16; 1 Tim. 4:14; 2 Tim. 1:5-16; Heb. 2:4; 1 Pet. 4:10).

The Church: The Church is the Body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of Jesus' Great Commission. Every person born of the Spirit is an integral part of the Church as a member of the Body of believers. There is a spiritual unity of all believers in our Lord Jesus Christ (see John 17:11; 20-23; Eph. 1:22; 2:19-22; Heb. 12:23).

Two Sacraments

Water Baptism: Following faith in the Lord Jesus Christ, the new convert is commanded by the Word of God to be baptized in water in the name of the Father, and of the Son, and of the Holy Spirit (see Matt. 28:19; Acts 2:38).

The Lord's Supper: A unique time of communion in the presence of God when the elements of bread and grape juice (the body and the blood of the Lord Jesus Christ) are taken in remembrance of Jesus' sacrifice on the cross (see Matt. 26:26-29; Mark 16:16; Acts 8:12, 36-38; 10:47, 48; 1 Cor. 10:16; 11:23-26).

Healing of the Sick: Healing of the sick is illustrated in the life and ministry of Jesus, and included in Jesus' commission to His disciples. Healing of the sick is given as a sign that is to follow believers. It is also part of Jesus' work on the cross and one of the gifts of the Spirit (see Psalm 103:2,3; Isa. 53:5; Matt 8:16, 17; Mark 16:17, 18; Acts 8:6, 7; Rom. 11:29; 1 Cor. 12:9, 28; James 5:14-16).

God's will for Provision: The Father's will is that believers become whole, healthy, and successful in all areas of life. But because of the fall, many may not receive the full benefits of God's will while on Earth. That fact, though, should never prevent all believers from seeking the full benefits of Christ's provision in order to serve others.

- Spiritual (see John 3:3-11; Romans 10:9, 10; 2 Cor. 5:17-21).
- Mental and emotional (see Isa. 26:3; Rom. 12:2; Phil. 4:7-8; 2 Tim. 1:7; 2:11).
- Physical (see Isa. 53:4-5; Matt. 8:17; 1 Peter 2:24).
- Financial (see Deut. 28:1-14; Josh 1:8; Psalm 34:10; 84:11; Mal. 3:10-11; Luke 6:38; 2 Cor. 9:6-10; Phil 4:19).

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

Heaven: Heaven is the eternal dwelling place for all believers in the gospel of Jesus Christ (see Matt. 5:3, 12, 20; 6:20; 19:21; 25:34; John 17:24; 2 Cor. 5:1; Heb. 11:16; 1 Peter 1:4).

Hell: after living one life on earth, the unbelievers will be judged by God and sent to hell where they will be eternally tormented with the devil and the fallen angels (see Matt. 25:41; Mark 9:43-48; Heb. 9:27; Rev. 14:9-11; 20:12-15; 21:8).

Second Coming: Jesus Christ will physically and visually return to earth for the second time to establish His kingdom. This will occur at a date undisclosed by the scriptures (see Matt. 24_30; 26:63-64; Acts 1:9-11; 1 Thess. 4:15-17; 2 Thess. 1:7-8; Rev. 1:70).

Article Four

Government

Shoreline Church seeks to be led by the Holy Spirit in all its decisions. The senior pastor, the congregation, the Overseers, the Ministry Team, and the trustees all have a role in the body's leadership. The senior pastor's office is responsible for developing and communicating the vision and overseeing the day-to-day ministry of the church. The congregation influences the spiritual tone, strength, and direction of the church by wisely selecting the senior pastor. The board of Overseers is to protect the church through counsel, prayer, and if required, the discipline of the senior pastor, as described in Article Seven. The Ministry Team is to serve the church as described in Article Eight. The trustees are to serve the church by assuring compliance with church corporation management policies and by approving the major financial commitments for the church, as described in Article Nine.

Article Five

Senior Pastor of the Church/ President of the Corporation

Section 1. The Office of the Senior Pastor

(Paragraph 1) The Dual Role

Because Shoreline Church has two complementary branches-the spiritual Body of believers and the legal Corporation-it is the senior pastor who administratively bridges the gap between the two branches. This dual role can sometimes be awkward: The senior pastor is primarily responsible for the spiritual life of the church; therefore, he must be in a position corporately to ensure that financial strength is directed toward the ministries of his choice.

(Paragraph 2) Responsibilities of the Senior Pastor

It is the senior pastor's responsibility to:

1. Provide biblical vision and direction for the congregation;
2. Define and communicate the church's purpose;
3. Oversee and coordinate the day-to-day ministry of the congregation and administration of the church
4. Appoint a board of Overseers pursuant to Article Seven;
5. Recognize and enlist apostolic, prophetic, evangelistic, pastoral and teaching ministries, along with elders, deacons and additional staff members as he deems biblical and necessary for the healthy spiritual development of the Body of believers;
6. Select trustees pursuant to Article Nine who will help oversee the business of the Corporation;
7. Staff the church as he deems necessary to help administrate the affairs of the Corporation;
8. Select a Ministry Team pursuant to Article Seven.

(Paragraph 3) The Pastor's Spiritual Leadership

The senior pastor may work with Overseers, the Ministry Team, department heads or anyone serving in the functions or offices as outlined in Ephesians 4:11-13 in whatever way he determines is biblical to serve the spiritual needs of the congregation. Additionally, the senior pastor may budget moneys, hire staff, develop projects, create Life Groups, programs or other ministries according to his convictions and biblical understanding. He shall have the authority to appoint and approve any assistants necessary to properly carry on the church.

(Paragraph 4) The Pastor's Responsibility for Services

Times, order of services and the leadership of services are to be determined by the senior pastor or by the spiritual church structure he establishes. No person shall be invited to speak, teach or minister at a service held in church owned facilities, or in the name of the church, without the approval of the senior pastor or the appropriate member of the established church ministry team.

Section 2. The Office of the President

(Paragraph 1) The President

The Corporation defines its leadership under the Lord Jesus Christ and in its president. The senior pastor shall serve as the president and chief executive officer of the Corporation. If possible, he shall preside at all the meetings of the board of trustees and shall see that all orders and resolutions of the board are put into effect. He shall execute in the name of the Corporation all deeds, bonds, mortgages, contracts and other documents authorized by the board of trustees. He shall be an ex-officio member of

all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of the president of the Corporation.

(Paragraph 2) The Presidents Role with Trustees

The president is the non-voting chairman of the board of trustees. He calls meetings and determines the agenda in consultation with the trustees. The president shall make selections to the board of trustees from the church membership in accordance with Article Nine. President may also dismiss trustee members, but at a rate that does not exceed one dismissal every four months in accordance with Article Nine, section 4, paragraph 2.

(Paragraph 3) The President's Administrative Role

The president is the senior administrator of the church. He is ultimately responsible for all day-to-day administrative decisions of the church.

(Paragraph 4) The President's Role with Staff

The president hires, directs and dismisses staff. As the senior pastor, his call is confirmed to the church through the congregation, and those hired by him are to assist him in fulfilling this calling.

(Paragraph 5) The President's Role in Establishing Salaries

The President determines all salaries and writes pay scales for full-time salaried employees. Pay scales shall be explained to new full-time salaried employees. Changes in pay scales will be given in writing to the affected employees. If a severance-pay agreement is established, that too must be given to the employee in writing. In addition, all part-time salaries and hourly wages are variable and are to be determined between the president and the employee.

(Paragraph 6) The President's Salary Exceptions

The salary of the president is to be on the same pay scale consistent with the pay scales established for the other members of the pastoral team with the following exception:

1. **Transportation:** The senior pastor shall be provided with two automobiles, which will be maintained by the corporation. The Trustees shall determine the cost of the automobiles. The Corporation shall then purchase or lease the vehicle of the pastor's choice within the budget allowed. Each automobile is to be kept for six years. During his first three years of service at the church, only one automobile shall be provided; then at the beginning of the fourth year, the second shall be purchased or leased. Henceforth, a new vehicle is to be purchased or leased every three years. If the president chooses to replace a vehicle before six years expires, the value remaining in the previous vehicle is the maximum that may be spent unless the president contributes personal funds towards the purchase of the replacement vehicle. NO additional funds may be added by the Corporation for the purchase of a vehicle out of sequence.
2. **Housing:** The president (senior pastor) may live in a parsonage owned and maintained by the Corporation. The board of trustees shall choose the parsonage. If the president (senior pastor) chooses, he may live in his own house with the Corporation providing a housing allowance. The amount of the housing allowance shall be determined by the Board of Trustees.

(Paragraph 7) Optional Benefits

After the senior pastor has served for a minimum of 10 consecutive years, the trustees may provide additional benefits unique to the senior pastoral position. They may, for example, choose to provide an additional retirement benefit. The trustees may also choose to reduce the amount of time the senior

pastor is required to keep a vehicle before replacing it. These benefits and others like them must be initiated by the trustees rather than the senior pastor because these benefits are optional and not required. They are purely an attempt to reward many years of faithful service.

(Paragraph 8) Budget

After the church is one year old, an annual budget must be prepared. The budget is to be set by the president. The budget shall incorporate funds to meet facilities expenses, as submitted by the trustees, subject to being 35% or less of the budgeted income. The president is to allocate the remainder of the budget to finance the basic ministry needs of the church (salaries, taxes, bills, missions, benevolence, department financial allocations, etc.). He is free to reflect his values and wisdom in his budget portion.

(Paragraph 9) Expenditures

Budgeted amounts are not to be considered actual moneys available. The president can only spend actual funds that are available, and those moneys are to be spent according to the budget. The president may not borrow money, sign leases, buy or sell real estate, or make any agreements that could force indebtedness upon the church. Should the church borrow, the trustees shall give the president authority to spend those moneys on the project for which the funds were borrowed. All undesignated moneys available to the Corporation above budgeted amounts are deemed discretionary and are available to be spent by the president, but he may only obligate funds currently on hand.

Article Six

Congregation

Section 1. General Authority to Select a New Senior Pastor

Should the church need a new senior pastor, two methods are provided for the congregational selection of a new senior pastor. One method involves the participation of the departing pastor. One method does not. The congregation need not officially confirm the founding pastor of the church; therefore, he is exempted from Article Six.

Section 2. Congregational Process with the Participation of the Departing Pastor

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.

Congregational Vote

The senior Pastor may choose up to two candidates. The first candidate is to speak in three or more primary church services. Then the senior pastor is to formally recommend this candidate during a meeting of the membership. The meeting is to be announced in the primary services of the church and held at least eight days, but not more than fourteen days, later. Any meeting of the membership for pastoral selection requires that the members name appears on the official membership list as well as have on file their signed commitment forms from the Membership dinner. At that meeting, the departing senior pastor and the candidate must leave. Then the secretary/treasurer is to conduct a secret ballot vote and, with a minimum two-thirds (2/3) vote, the candidate shall be accepted. If that candidate fails, the second candidate chosen by the senior pastor is afforded the same opportunity as the first. If the second ballot fails, the process outlined in Section 3 shall be followed.

Section 3. Congregational Process without Departing Pastor's Participation

(Paragraph 1) Departing Pastor Unavailable

If the senior pastor is removed by the Overseers, is deceased or cannot or will not participate in the selection process of the new senior pastor for any reason, the following shall be the process for selecting a new senior pastor.

(Paragraph 2) Meeting of the Membership

The secretary/treasurer or another person appointed by the board of trustees is to immediately call a meeting of the membership by making an announcement during the primary service. The meeting is to be held in the church building at least eight days, but not more than fourteen days later. At the meeting of the membership, a Pastoral Selection Committee of nine people, six will be elected by the membership - to include both men and women from the general membership and three staff members to be selected by the Overseers after interviews and input, two of the three must be fulltime pastoral employees. If there are not at least two fulltime pastoral staff members, the membership may elect people who are familiar with the day-to-day work of the church. The committee itself is to vote and select a chairperson and co-chairperson.

(Paragraph 3) Formation of Pastoral Selection Committee

The duty of the Pastoral Selection Committee is to provide an interim pastor or guest speakers to conduct church services. However, neither an interim pastor nor a replacement speaker shall have the corporate powers of the president.

(Paragraph 4) Congregational Vote

The committee is to recommend a new senior pastor as soon as an acceptable candidate is available. That person must be a licensed or ordained minister of the gospel. He must be approved by three of the five members on the board of overseers before being presented to the church. Once the committee recommends a senior pastoral candidate, that person may speak to the church in every weekend service for three consecutive weeks. Afterward, a meeting of the membership shall be publicly called to a meeting, chaired by the secretary/treasurer or by a member of the board of trustees selected by that board. At that meeting church members shall vote by secret ballot to either accept or reject the pastoral candidate. Trustees and their spouses are to count the ballots. A minimum two-thirds (2/3) vote of those attending the meeting is required to elect the next senior pastor. When a two-thirds (2/3) majority in favor or the candidate does not occur, the Pastoral Selection Committee shall seek another candidate.

(Paragraph 5) Staff Administration during Transition

During the selection process, members of the church staff are to continue in their positions. The Overseers are to appoint an acting president; this person will generally be the senior associate. Should staff or financial problems arise, the acting president has authority. They have authority to alter the roles of staff members, including dismissal if necessary in their judgment. When the new senior pastor is in place, he has full authority to select his own staff, replacing existing staff members, if he should choose, according to the severance agreements. (Article Five, Section 2, Paragraph 4).

Article Seven

Overseers

(Paragraph 1) (The Church's) Requirements for Overseers

Three of the five members of the board of Overseers must be, or have been, active senior pastors of respected congregations who know and love Shoreline Church and the pastor. They must agree to make themselves available to serve Shoreline Church if requested by the elders (Article Thirteen, Section 2), and must be willing to provide spiritual protection to the church through prayer and by exemplifying honorable Christian lives. Shoreline Church will cover the actual travel, lodging, and meal expenses if traveling from out of town. The Overseers will not be paid anything above their actual expenses.

(Paragraph 2) Biblical Qualifications for Overseers

"Now the overseer must be above reproach, the husband of but one wife, temperate, self controlled, respectable, hospitable, able to teach, not given to drunkenness not violent but gentle, not quarrelsome, not a lover of money. He must manage his own family well and see that his children obey him with

proper respect. (If anyone does not know how to manage his own family, how can he take care of God's church?) He must not be a recent convert, or he may become conceited and fall under the same judgment as the devil. He must also have a good reputation with outsiders, so that he will not fall into disgrace and into the devil's trap" (1 Tim. 3:2-7).

(Paragraph 3) Selection and Function of Overseers

A board of Overseers will be nominated by the pastor and confirmed by the elders. The pastor will be accountable to the Overseers in the event of alleged misconduct in compliance with Article Thirteen.

(Paragraph 4) Installing New Overseers

The senior pastor and the Ministry Team may replace Overseers at the rate of one per year and enter that change into the minutes of trustee's meeting. If disciplinary action is being considered, changes in the board of Overseers may not be made until its work is completed.

Article Eight

Ministry Team

(Paragraph 1) Spiritual Role

The Ministry Team is to serve the congregation and the senior pastor for the development of the spiritual life of the church. These people 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 create and maintain stability in the congregation.

(Paragraph 2) Definition

The Ministry Team are people who function within the local church and may be members of the pastoral staff of the church. They must meet the biblical qualifications for eldership and function in that calling. The number of members on the Ministry Team shall be determined by the senior pastor but shall not be less than 6.

(Paragraph 3) Functions

The functions of the Ministry Team are to:

1. Maintain and teach by living a godly, Christian lifestyle;
2. Provide a prayer shield for the church;
3. Defend, protect and support the integrity of the pastoral team and the local church;
4. Pray for the sick;
5. Mediate disputes among the brethren;
6. Counsel;
7. Confirm or reject the presidents/senior pastor's appointments to the board of trustees and the board of Overseers;
8. Contact the board of Overseers to initiate investigation and potential discipline of the senior pastor;
9. Represent the church to other local churches.

(Paragraph 4) Biblical Qualification for the Ministry Team

"An 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. Since 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. Rather he must be hospitable; one who loves what is good, who is self-controlled, upright, holy and disciplined. He 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" (Titus 1:6-9).

(Paragraph 5) Nomination and Appointment to the Board of Elders

Selection of the Ministry Team will be carried out by the senior pastor.

(Paragraph 6) Four-Year-Service Terms

Once selected to serve on the Ministry Team, the members are to serve for 1 year in the first year of the life the church. After that time of service, the selection process is to be repeated and anyone re-nominated and appointed may serve as many times as the pastor chooses. However, the next term shall be for 2 years. The 3rd term shall be for 3 years and the 4th term shall be for 4 years. At that point the terms will stay at 4 years.

(Paragraph 7) Removal of a Ministry Team member

Should anyone in the congregation, including a staff member or another Ministry Team member, bring accusation against a Team Member, charging that the person does not qualify to be on the Team, a seven-member group from the staff and the Team may hear the accusations and any response from the accused Team member. Three of the seven-member group is to be chosen by the accused Team member, and four are to be chosen by the senior pastor. The senior pastor may not serve on the panel judging the Team member, but may oversee the procedures if he chooses. Then in an anonymous vote, if five or more agree that the Team member does not meet the qualifications to be on the Ministry Team, that Team member may no longer serve on the Ministry Team. In the event Team Member resigns all action will cease and the file will be sealed to all except the president/senior pastor.

(Paragraph 8) Replacement of Team Members

During the terms of service, those Team members who are no longer able to serve for any reason need not be replaced unless the total number of the Ministry Team is decreased to less than six.

Article Nine

Trustees of the Corporation

Section 1. General Powers

The major financial commitments of the Corporation shall be approved by the board of trustees, hereinafter referred to as the trustees, whose members shall have a fiduciary obligation to the Corporation.

Section 2. Functions

(Paragraph 1) Provide Facilities

The trustees vote in accordance with these bylaws in order to conduct the major financial commitments of the Corporation. The trustees oversee the provision of the physical facilities needed by the church Body. Management of any construction project that requires a loan is accountable to the trustees.

(Paragraph 2) Exclusive Authority

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

(Paragraph 3) Counsel

The trustees are to provide counsel, at the senior pastors' request, regarding the major financial commitments of the church.

(Paragraph 4) Staff Loans

Any employee of the church requesting financial assistance from the church in the form of a loan must first obtain permission from the senior pastor to apply for the loan. The trustees shall then review the application. All terms and conditions of the loan must be approved by a majority (four or more) of the trustees.

No loans shall be made to any officer or trustee of the Corporation.

Section 3. Financial Guidelines

(Paragraph 1) Moneys Available to Trustees

In order to provide for the physical needs of the church, the trustees have available all designated building funds and funds transferred from operating accounts as approved by the senior pastor and all assets in land and property. In addition, the trustees may approve any expenditure up to 35 percent of the unrestricted income of the church from tithes, offerings, interest and investments for payments on all debts of the Corporation. From the 35 percent of church income at the trustees' disposal, payment must be made on all debts of the Corporation.

(Paragraph 2) Debt Restrictions

Before the trustees may authorize the church to borrow money or incur a lease obligation, the following conditions must be met:

1. Maximum 35 percent payment ceiling. The combined total of all monthly debt service and lease payments following the incurring of the indebtedness or lease obligation under consideration will not exceed 35 percent of the average monthly-undesignated income. The percentage shall be based on, but not be limited to, tithes, offerings, investment income and unrestricted gifts to the church.
2. Lease to purchase allowance. If indebtedness is being secured to build a structure that will relieve the church of its need for a lease facility to be vacated when the new building is completed, then the current lease commitment need not be calculated into the 35 percent expenditure limitation for 18 months. Thus the church is allowed 18 months for both construction and lease payments that combined, exceed the 35% limit, but only if compelling assurance is evidenced that by the end of the 18-month period reasonable relief can be expected from the burden of the lease payment.
3. Income projections. The church may not set budgets, meet conditions for borrowing or make any financial commitments based on upward projections of income.
4. Audit requirements. If the church wishes to borrow more than \$250,000, the trustees must base their financial limitations on information provided by an audit of the previous year.
5. Church plant exception. If the church has less than 12 months financial history and wishes to borrow less than \$250,000, that decision may be based on the most current 3 months of financial history provided by the church treasurer. Even in this situation the 35 percent debt service ceilings must be met.

Annual Audit

If the income of the church exceeds \$250,000 per year, the trustees 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).

Audit Review Committee

The trustees shall appoint the secretary/treasurer and two other members of the trustee board to serve as an audit review committee. After reviewing the annual audit, committee members are to report their findings at a trustee meeting.

Conflict of Interest

In order to avoid a conflict of interest, all the following criteria must be met to complete any business transaction between a trustee and the Corporation.

1. The trustee with whom the transaction is being considered is excluded from any discussions for approving the transaction.
2. The trustees consider competitive bids or comparable valuations.
3. The trustees act upon and demonstrate that the transaction is in the best interest of the Corporation.
4. The transaction must be fully disclosed in the end-of-year audit financial statements of the Corporation.

Section 4. Appointment, Number, Term and Qualifications

(Paragraph 1) Number and Selection

The trustees shall be composed of seven members, who are appointed by the senior pastor and approved by the Ministry Team. Trustees may not be employees of the Corporation or staff members of the church, nor can they be related or married to employees or staff members. Any trustee appointed after September 12, 2005, shall be approved by the Ministry Team (see Article Eight). Trustees will be selected for a one-year term for the 1st term; 2 years for the 2nd term and 3 years for the 3rd term in the life of the church, with a maximum of three consecutive terms. The senior pastor, or a group whom he selects, will setup an initial system for rotating trustees off to provide continuity of the group. All trustees must be selected from the membership of the church.

(Paragraph 2) Removal

The pastor may dismiss trustees without cause, but at a rate that does not exceed one dismissal every four months. The Ministry Team is not required to approve pastoral dismissals of trustees. In the event that the office of pastor is vacant, the acting president may appoint or dismiss trustees subject to the same limitations that apply to appointments and dismissals by the senior pastor in accordance with this paragraph and Article Nine, Section 4, Paragraph 1.

(Paragraph 3) Exclusive Role

Trustees who are employees of the church may have a conflict of interest when dealing with issues that pertain to employees. In this event, the trustee that is also an employee shall abstain from discussion and decisions pertaining to that subject.

Section 5. Meetings

(Paragraph 1) Frequency of Meetings

A meeting of the trustees shall be held at least twice a year. The senior pastor or any trustee may call a meeting at any time, under the condition that a majority (four or more) of the trustees attend the meeting.

(Paragraph 2) Leadership of Meetings

If at all possible, the senior pastor is to attend and lead each trustee meeting. If not possible, the secretary/treasurer shall lead the meeting. If neither the pastor nor the Secretary/Treasurer is able to lead the meeting, the trustees must choose a leader for that meeting and proceed in order, with an appointed member keeping minutes for the record. Any motions passed and recorded in a meeting without the pastor or the secretary/treasurer may not take effect until the following meeting with either the pastor or the secretary/treasurer present when the minutes of the previous meeting are approved.

(Paragraph 3) Location of Meetings

Any meeting of the trustees may be held at such place or places as shall from time to time be determined by the trustees or fixed by the senior pastor and designated in the notice of the meeting.

(Paragraph 4) Written Notice of Meetings

Written notice is required to be given to all trustees and the senior pastor or other president of the Corporation. The following rules apply to the written notice for any meeting:

1. Such notice will require a minimum of four days notice.

2. Such notice may be given in writing, by e-mail, by fax, or by mail at such fax number or address as appears on the books of the Corporation and such notice shall be deemed to be given at the time the notice is sent.
3. The person entitled to such notice may waive the notice by signing a written waiver before, at or after the time of the meeting.
4. The appearance of such person or persons at the meeting shall be equivalent to signing a written waiver of notice.

(Paragraph 5) Regular Meetings

The trustees may establish regular meetings.

(Paragraph 6) Trustee Action without Meeting

Any action that could be taken at a meeting of the trustees may be taken without a notice if at least four (4) of the trustees participate with either the pastor or secretary/treasurer present. Such action shall be effective as of the date of the meeting.

(Paragraphs 7) Teleconferencing

At any meeting of the trustees, any person may participate in the meeting by telephone provided all members of the trustees 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.

(Paragraphs 8) Quorum

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

Section 6. Compensation

Trustees, as such, shall not receive any salaries for their services.

Article Ten

Officers

Section 1. Officers

The officers of the Corporation shall be a president and a secretary/treasurer and any other officers that the trustees may authorize from time to time.

Section 2. Appointment, Election and Term of Office

(Paragraph 1) Appointment of the President

The appointment responsibilities of the president are listed in Articles Five and Six.

(Paragraph 2) Appointment of Secretary/Treasurer

The secretary-treasurer is to be nominated by the president, from among the trustees, and approved by the remaining trustees. Should the trustees fail to approve of the nomination of the president, other nominations must be made until a candidate suitable to the trustees is nominated. The president may remove the secretary/treasurer.

(Paragraph 3) New Offices

New offices may be created and filled at any meeting of the office board of trustees. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Removal of Officers

(Paragraph 1) Overseers' Responsibility for the President

The Overseers of the church may discipline or remove the president according to Article Thirteen.

(Paragraph 2) President's Responsibility of Secretary/Treasurer

The president/senior pastor can remove the secretary/treasurer at any time.

(Paragraph 3) Trustees' Responsibility for All Other Officers

Any officer elected or appointed by the board of trustees may be removed by the board when the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Powers of Officers

(Paragraph 1) The President

The powers of the president are listed in Article Five.

(Paragraph 2) The Secretary/Treasurer

As secretary, the secretary/treasurer is responsible to attend all sessions of the board of trustees, and is responsible to act as clerk thereof to record (or have recorded) all votes and the minutes of all proceedings in a book to be kept for that purpose. This person shall oversee the keeping of the membership rolls of the Corporation, and in general perform the duties usually incident to the office of secretary, and such further duties as shall be prescribed from time to time by the board of trustees or by the president.

(Paragraph 3) The Secretary/Treasurer's Role over Accounting

As treasurer, the secretary/treasurer shall oversee the keeping of full and accurate accounts of the receipts and reimbursements in books belonging to the Corporation. The secretary/treasurer shall also oversee deposit of all moneys 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 president. The secretary/treasurer does not determine expenditure, but does oversee the disbursement of the funds of the Corporation as may be ordered by the trustee or president. This person 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 trustees or by the president.

(Paragraph 4) Audited Financial Statements

The secretary/treasurer shall serve on the Audit Review Committee and report to the trustees after its review of the annual audit.

(Paragraph 5) Cash Flow Statements

The secretary/treasurer is to work with the president to provide an annual cash flow statement to be sent to all members who receive giving statements. Upon written request a description of the salary scales used in the setting of wages for staff members will be provided.

(Paragraph 6) Public Availability of Annual Financial Statements

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

Section 5. Trustees' Selection of Additional Officers

In 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 trustees, by a majority vote, may delegate the duties and powers of that officer for the time being to any other officer, or to any trustee.

Article Eleven

Business Practices

Section 1. Fiscal Year

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

Section 2. Contracts

The board of trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

Section 3. Checks, Drafts or Orders

All checks, drafts, order for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and such manner, as shall from time to time be determined by resolution of the board of trustees. In the absence of such determination by the board of trustees, such instruments may be signed by either the secretary/treasurer or the president of the Corporation in accordance with their duties outlined in these bylaws.

Section 4. Deposits

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the board of trustees may select in accordance with these bylaws.

Section 5. Gifts

The president/pastor may accept on behalf of the Corporation any contribution, gift, bequest or device for any purpose of the Corporation.

Section 6. Books and Records

The Corporation shall keep correct and complete books and records of account. The Corporation shall also keep minutes of the proceedings of its members, board of trustees, committees having exercised any of the authority of the board of trustees and any other committees. It shall keep at the principal office a record giving the names and addresses of all board members entitled to vote.

Article Twelve

Church Ministry

Section 1. Minister Ordination and Licensing

(Paragraph 1) Role of the Senior Pastor

The senior pastor and a group of his choosing may ordain and/or license a person as a minister of the gospel after first examining the applicant's background, moral and religious character, and previous Bible courses and/or independent studies completed. Final determination shall be within the absolute discretion of this group.

(Paragraph 2) Application for Licensing/Ordination

Application for ordination and/or licensing as a minister of the gospel shall be supplied on the form provided by the group. An application shall be either approved or denied within 90 days of completing the process set forth by the group. Those applicants who are approved shall receive a certificate evidencing the approval.

(Paragraph 3) Ability to Limit Ministry Validation

The spiritual leadership of the church may at its own discretion limit any licensee ordained to an area of special emphasis.

Section 2. Ministry Training

The senior pastor and his staff may establish a School of Ministry, setting forth a prescribed curriculum and course of study leading to ordination and licensing of ministers. The School of Ministry shall prepare students in the knowledge of the Word of God and in ministering to people's needs through the gospel of Jesus Christ.

Article Thirteen

Church Discipline

Section 1. Disciplining Church Members

Only members are subject to church discipline.

Section 2. Disciplining the Pastor

(Paragraph 1) Criteria for Discipline

Should the senior pastor demonstrate immoral conduct, financial practices or theological views, which the majority of the Ministry Team believe may require either personal correction or termination of his position, the Ministry Team shall contact the senior pastor and then, if the problem remains, contact the Overseers for investigation and evaluation of any appropriate discipline. (See Article Eight, Paragraph 3.)

(Paragraph 2) Process for Investigation

Should the Overseers be asked to investigate alleged pastoral misconduct, a consensus of three of the five Overseers is required to take disciplinary action. With such a consensus, the Overseers shall assume complete authority over the senior pastor. They may decide to remove him from his position or to discipline him in a way they deem necessary. The Overseers have no authority in Shoreline Church unless contacted by the Ministry Team, and then only insofar as permitted under these bylaws.

(Paragraph 3) Motivation

It is the intention of the Corporation to protect the hearts of all involved in matters of pastoral discipline. Using the method outlined in these bylaws, the "sheep" never have to pass judgment upon their "shepherd."

Article Fourteen

Amendment of Bylaws

These bylaws may be altered, amended or repealed, and new bylaws may be adopted, by a five-to-seven (5/7) vote of the board of trustees and concurrence of the president at any regular board meeting. At least five days advance written notice of said meeting shall be given to each member of the board. The written notice must explain proposed changes. These bylaws may also be altered, amended or replaced, and new bylaws may be adopted by consent in writing by all members of the board of trustees. Bylaws were approved by the board of trustees of Shoreline Church on (date)

Senior Pastor:

Trustee list:

- Secretary/Treasurer

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