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February 7, 2005

The Church at the Palms
763 Star Pointe Dr.
Seffner, Florida 33584

Department of State
Divisions of Corporations/ Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sirs,

Please find enclosed a copy of our Articles of Incorporation and Church Constitution and By-Laws for a new church to be located in Hillsborough County. Also enclosed is a check for \$100.00 for the filing fees and mailing costs. If there are any additional questions I can be reached by phone at 813.841.9598. Thank you for your service in this application request.

Sincerely,

A handwritten signature in cursive script, appearing to read "Daniel R. Stahl".

Dr. Daniel R. Stahl
Sr. Pastor

ARTICLES OF INCORPORATION
OF
THE CHURCH AT THE PALMS OF BRANDON, INC.

FILED
2017 FEB 11 P 3:10
TAMPA, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name and Address

The name of this corporation shall be:

The Church at the Palms of Brandon, Inc.

The address of the principal office and the mailing address of this corporation shall be 763 Star Pointe Drive, Seffner, Florida 33484, or such other address within the State of Florida as the Board of Directors/Elders may from time to time designate.

ARTICLE II
Purposes

(a) **Permitted Activities.** The purposes for which the Corporation is organized are to function as a Christian church and to engage in such activities as are authorized for a Christian church; subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for religious, charitable, benevolent, missionary, and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they may now exist or as they may hereafter be amended. The Corporation shall have any and all lawful powers provided in Florida Statutes, particularly Chapter 617 that are not in conflict with these Articles. This Corporation shall further be empowered to purchase, improve, rent, lease, own, mortgage, hold, enjoy, maintain and sell real estate; to borrow money and contract debts, and to issue bonds, promissory notes or other obligations and evidences of indebtedness; and to do all and everything

necessary and proper for the accomplishment of the objects enumerated herein or necessary or incidental to the specific powers and privileges which are, can be, or may be granted to corporations under the laws of the State of Florida.

(b) Prohibited Activities. This Corporation is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Corporation's earnings, assets or accumulations shall inure to the benefit of any member, director or individual. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United State Internal Revenue Law. In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Corporation to, on behalf of the corporation:

(1) Allow any part of the net earnings to inure to the benefit of a private individual including any member, director, officers or subscriber of this Corporation.

(2) To carry on propaganda or to attempt to lobby or influence legislation.

(3) To intervene in any political campaign or to endorse any candidates for public office.

(4) To do any of the following:

(a) Lend any part of the Corporation's income or corpus without adequate security and a reasonable rate of interest to;

(b) To pay excessive salaries or other compensation over a reasonable allowance to;

(c) To make any part of the Corporation's services available on a preferential basis to;

(d) To make substantial purchase of securities or other property for less than adequate consideration from;

(e) Sell any substantial part of the property of the Corporation for less than an adequate consideration; or

(f) To engage in any other transaction which results in substantial diversion of the Corporation's income, assets or corpus to:

The subscribers, officers or directors of the Corporation or to any person who has made a substantial contribution to the Corporation, or to any brother or sister, (whether by the half or whole blood), spouse, ancestor or lineal descendent of the foregoing or to any corporation controlled by any of the foregoing either directly or indirectly of fifty-one percent (51%) of the total combined voting power of such corporation.

(5) To violate the provision of Florida Statutes, Chapter 617, where applicable.

ARTICLE III

Dissolution

In the event of dissolution, the residual assets of the organization will be turned over first: to another non-profit organization that qualifies as a church; second, one or more organizations which themselves are exempt as organizations described in Sections 501 (c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law; or third, to the Federal, State or local governments for exclusive public purposes.

ARTICLE IV

Directors

There shall be a minimum of three (3) and a maximum of six (6) members of the initial Board of Directors of the Corporation. At a future time these "Directors" will

become a Board of "Elders." The number of Directors may be increased by the affirmative vote of the members as provided in the By-Laws. Election of directors shall be by the members as provided for in the By-Laws. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Daniel R. Stahl	707 Parsons Pointe Street Seffner, Florida 33584
Mary P. Greer	763 Star Pointe Drive Seffner, Florida 33584
Ron Rapczynski	2713 Willow Oaks Dr. Valrico, Florida 33594

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Officers

The legal affairs of the Corporation are to be managed by a President, Vice-President/Treasurer and a Secretary/Clerk. The Board of Directors may create other offices. All officers will be appointed by the Board of Directors and approved by the Members annually at the regular annual business meeting. The names of the persons who are to serve as officers until the first appointment of officers under these Articles of Incorporation and their respective offices are:

<u>Name</u>	<u>Office</u>
Daniel R. Stahl	President
Mary P. Greer	Vice President and Treasurer

Ron Rapczynski

Secretary/Clerk

ARTICLE VII

MEMBERS

The Corporation shall have members who have signed a membership covenant agreeing to the corporation's purposes, beliefs, and structure.

ARTICLE VIII

BY- LAWS

The By-Laws of the Corporation are to be made, altered, or rescinded by the Directors of the Corporation as provided for in the By-Laws.

ARTICLE IX

AMENDMENTS TO ARTICLES

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Members as specified under the laws of Florida.

ARTICLE X

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 763 Star Pointe Drive, Seffner, Florida 33584. The name of the corporation's initial registered agent at such address is Mary P. Greer. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office to any other address in the State of Florida.

ARTICLE XI

INCORPORATORS

The names and residence addresses of the subscribers of the Articles of Incorporation are:

Name

Address

Daniel R. Stahl

707 Parsons Pointe Street
Seffner, Florida 33584

Mary P. Greer

763 Star Pointe Drive
Seffner, Florida 33584

Ron Rapczynski

2713 Willow Oaks Dr..
Valrico, Florida 33594

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the
uses and purposes therein expressed this 30th day of November, 2004.



Daniel R. Stahl
Daniel R. Stahl

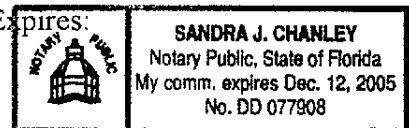
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of November, 2004, by DANIEL R. STAHL, who is personally known to me or who has produced _____ as identification.

Daniel Stahl
Print Name:

Notary Public

My Commission Expires:



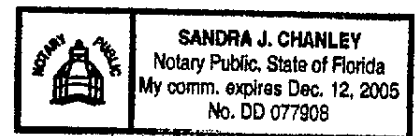
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of November, 2004, by MARY P. GREER, who is personally known to me or who has produced _____ as identification.

Mary Greer Mary Greer
Print Name:

Notary Public

My Commission Expires:



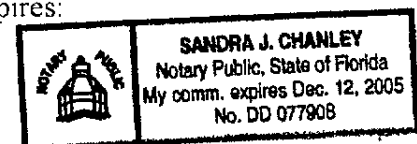
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of November, 2004, by RON RAPCZYNSKI, who is personally known to me or who has produced _____ as identification.

Ronald Rapczynski
Print Name:

Notary Public

My Commission Expires:



CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations of this position.

Signature

Mary P. Greer
Mary P. Greer
Registered Agent

Date

November 30, 2004

2005 FEB 11 P 3:40
SECRETARY OF STATE

FILED

**Constitution and By-Laws
of
The Church at the Palms of Brandon, Inc.
Brandon, Florida
A State Nonprofit Religious Corporation**

PREAMBLE TO THE CONSTITUTION

The Church at the Palms of Brandon, Inc. endeavors to be a Church of the Lord Jesus Christ as described, established, and mandated by the New Testament. The purpose of these Bylaws is to help us accomplish the task of The Church at the Palms of Brandon, Inc. in a "decent and orderly" manner through the use of effective and efficient means of good stewardship of the Body's time, gifts and resources. Our ultimate desire is to bring glory to God through The Church at the Palms of Brandon, Inc.

These Bylaws are to provide general guidance on organization, governance and operation, based upon Biblical principles and practices. However, the ultimate authority for The Church at the Palms of Brandon, Inc.'s organization, governance and operation is the Bible. When a conflict or ambiguity exists with regard to these Bylaws, deference is to be given to the Biblical reference to resolve the conflict or ambiguity.

It is the desire and intent that The Church at the Palms of Brandon, Inc. shall operate as a corporate entity not-for-profit pursuant to the Florida Nonprofit Act of 1994. None of its funds shall inure to the benefit of any individual connected with the organization, except in consideration of services rendered. Accordingly, all references to the "Church" herein shall be interpreted to be references to the "Corporation" as that term is defined under the Florida Nonprofit Church Act of 1994, and the officers of The Church at the Palms of Brandon, Inc., specifically Senior Pastor/President, Vice President/Treasurer and Secretary, shall have the same definitional meaning and authority to bind the "Church" as the same officers referred to under the said act.

Constitution

ARTICLE I

- 1.01 Name.** The name of the Corporation is The Church at the Palms of Brandon, Inc. The Corporation will be further referred to in the Bylaws as "Church."
- 1.02 Principal Office.** The Church maintains its principle office at 763 Star Pointe Drive, Seffner, Florida 33584. The Board of Elders (5.01) has full power and authority to change the principle office from one location to another.

ARTICLE II

PURPOSE AND LIMITATIONS

- 2.01 Purpose.** The Church exists to glorify God by fulfilling the Great Commandment (Matthew 22:36-40) and the Great Commission (Matthew 28:18-20). The Church is

organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1986, as amended. (See Articles XII and XIII.) More particularly, the purposes of this Church are:

(a) Evangelism and Missions. The Church exists to share the good news of Jesus Christ with as many people as possible in our community and throughout the world (Matthew 28:18-20; Acts 1:8; II Peter 3:9).

(b) Education and Discipleship. The Church exists to help members develop toward full Christian maturity and train them for effective ministry and to promote spiritual growth and discipleship through Bible teaching (Ephesians 4:11-13; Matthew 18:20; II Timothy 2:2).

(c) Worship. The Church exists to participate in public worship services together and to encourage members to maintain personal daily devotions (John 4:24).

(d) Ministry and Service. The Church exists to serve unselfishly, in Jesus' name, meeting the physical, emotional and spiritual needs of those in the Church, community, and in the world (I Peter 4:10-11; Matthew 25:35-40; I Thessalonians 5:11; Galatians 5:13).

(e) Fellowship. The Church exists to encourage, support and pray for each other as members of the family of God and to share our lives together (I John 1:7; Acts 2:44-47; Hebrews 10:23-25; Romans 15:5,7; John 13:34-35).

2.02 Limitations. In order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Bylaws, as it now exists or as it may hereafter be amended. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

(a) No part of the net earnings of the Church shall inure to the private benefit of or be distributed to its incorporators, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church or reimbursement of expenditures) in furtherance of its purposes as set forth in these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by (i) a Church exempt from Federal Income Tax under section 501 (c)(3) of the Internal Revenue code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a Church, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) Notwithstanding any other provisions of these Bylaws, in the event this Church is in any one year a "private foundation" as defined by Section 509 (a) of this Internal

Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess building holdings" as defined by Section 4943 (c) of the Internal Revenue Code of 1986, as amended, or corresponding provision any subsequent federal tax laws; or (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Church's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

(d) The term for which the Church has been organized and incorporated is perpetual, and it shall operate as a tax-exempt organization under the United States Internal Revenue Code. In the event of dissolution of the Church, the assets thereof shall be liquidated and distributed by first paying all creditors, and all remaining assets shall then be distributed to another not for profit organization or church(es) which have like faith, belief, and purposes as ours and which qualify as a tax exempt organization.

(e) These Bylaws shall be construed in accordance with the laws of the state of Florida. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

ARTICLE III

BELIEFS

3.01 Statement of Faith. In matters of doctrine and belief, the church strives for three things: in the essential matters, unity; in nonessential matters, liberty; in all things, charity.

3.02 Essentials We Believe.

(a) About the Bible: The Bible is God's Word to man. The Bible is God's inerrant Word to us, as originally given by God through human authors under the supernatural guide of the Holy Spirit, and is absolutely true and trustworthy. It is our only standard of faith and practice (II Timothy 3:16-17, Hebrews 4:12; II Peter 1:20-21; Matthew 5:18; Psalm 119).

(b) About God: There is only one true and living God. God is the Creator and Sustainer of all things. He is infinite, eternal, unchangeable, and is revealed to us as the Godhead existent in the co-equal, co-eternal, and co-substantial persons: the Father, the Son, and the Holy Spirit (Ephesians 1:3-6, 13-14; Ephesians 4:6; Matthew 28:19; Genesis 1:1,3,14,18; Isaiah 9:6).

(i) The Father. The first person of the Trinity who orders and disposes of all things according to His own purpose and grace, and who continually upholds, directs, and governs all creatures and events for His own glory. Fatherhood denotes spiritual relationship; first within the Trinity; second, within mankind, creatively in relation to all men, but spiritually only in relation to those who have been saved by His grace from their sin and come to Him through faith in Jesus Christ (James 1:17).

(ii) The Son. Jesus Christ is the promised Messiah of the Old Testament, born of a virgin, lived a sinless life, offered Himself as the perfect sacrifice for the sins of all people by dying on the cross, rose from the dead to provide justification for every believer, ascended to the right hand of God where He presently intercedes for all believers, and will again, in the fullness of the Father's time, return in visible, triumphant, personal form to overthrow sin, judge the world, and establish His kingdom on earth (John 1:14).

(iii) The Spirit. The Holy Spirit is sent from God to convict the world of sin, righteousness, and judgment, and to regenerate, cleanse, and secure from sin. He lives in every Christian from the moment of salvation. He provides the Christian with power for living, understanding of spiritual truth, and guidance in doing what is right. He gives every believer spiritual gifts when they are saved. As Christians, we seek to live under His control daily (John 14:16-16; John 16:8,13).

(c) About Man, Sin, and Satan: Man's condition is one of sin and separation from God. Man was created by God in His spiritual image, for the purpose of fellowship with God and glory for God. Man was tempted by Satan and sinned, and because of this all men have been born in sin since that time. Every person has a tremendous potential for good, but all are marred by a nature of rebellion and disobedience toward God. All persons need to be saved from their sin.

(d) About Salvation: God has acted in Jesus Christ to deliver us from sin. Jesus Christ is the only Savior from sin. He provided forgiveness and atonement for our sins by shedding his blood on the cross and rose again to provide life and justification. Apart from Christ, there is no salvation. All men are under condemnation through personal sin, and deliverance from personal sin comes only through the righteousness of Christ and not human merit. This righteousness is credited to the believer by grace through faith. The

Holy Spirit regenerates or gives new life to one who commits his life to Jesus, and he is kept by God's power forever, never to be lost.

(e) **About the Church:** Jesus established the church to continue His mission and ministry on earth. A New Testament church is a voluntary association of baptized believers in Christ who have covenanted together to follow the teachings of the New Testament in doctrine, worship, and practice. We believe that the church is a self-governed organization served by two types of officers – pastors and elders.

(f) **About Last Things:** Jesus Christ will return and God's plan for eternity will be carried out. We believe in the imminent and bodily return of Jesus Christ to the earth. The dead will be raised and Christ will judge all men. Each person will give an account for every work, word and deed. Unbelievers will be cast into eternal punishment and outer darkness called Hell prepared for the devil and his angels. The saved will enter into eternal glory with God and will in their resurrected and glorified bodies spend eternity with Him.

(g) **Death and Resurrection:** Everyone will face judgment before God; some to eternal life, others to eternal condemnation. Death involves no loss of consciousness. The soul of the redeemed passes immediately into the presence of Christ. There is separation of soul and body until the first resurrection when the spirit, soul and resurrected body will be reunited in glorified form in heaven forever. All men will be bodily resurrected, the saved to everlasting life, but the lost into eternal condemnation.

(h) **Baptism-** We believe that baptism is an outward signification of the grace of God in the life of a Christ Follower. It is symbolic of salvation, not part of salvation. Since it is a symbol, we believe that only those professing a personal faith in Christ should be baptized. We believe that baptism should be done by immersion because that is the way Jesus was baptized.

By-Laws

ARTICLE IV

LEADERSHIP STRUCTURE

- 4.01 Church Leaders.** The leadership structure of the Church is based upon the nature of the church as revealed in Scripture, as well as the necessary legal requirements for a recognized religious organization. The leadership structure of the Church is intentionally designed to accommodate simplicity, growth, unity, and Biblical teaching.

The leadership structure of this Church involves a Senior Pastor, Board of Elders, other ordained Pastors, other Staff Members, Ministry Leaders, Home Group Leaders and Officers.

4.02 The Pastor

(a) On the Pastoral Role. Christ alone is the Head of the Church (Colossians 1:18; Ephesians 1:22-23). Yet for the purpose of order, and in accordance with the teaching of the Bible, certain individuals have been charged with leadership according to their spiritual giftedness (Ephesians 4:11-13). Three different terms are used in the New Testament to refer to this church leader(s): “poimen” (pastor), “presbuteros” (elder), and “episcopos” (bishop/overseer). These terms are used interchangeably and reflect the different functions of the same office. The New Testament Church had a plurality of pastors in each local church setting (I Peter 5:1-2; Acts 20:17-18,28; Titus 1:5-7; I Timothy 5:17).

(b) Requirements for the Pastoral Office. The requirements for this office are found in I Timothy 3:1-7 and Titus 1:7-9.

(c) On Pastoral Leadership. Pastors are called and directed by the Bible to lead the church in vision and direction (Acts 11:30; 14:23; Philippians 1:1; I Timothy 5:17). The Pastors are the administrators of the Church, equipping and overseeing the ministries of the Church (Exodus 18:17-18; John 21:16-17; Acts 20:17,28; Ephesians 4:11-12; Titus 1:5-7; I Peter 5:1-2). In response to the Biblical patterns of leadership, members are taught in Scripture to lovingly support their leaders and to submit to their leadership (Hebrews 13:17; I Corinthians 16:16; I Thessalonians 5:12-13). The shepherding of this Church is led by the Senior Pastor, assisted by the Pastors, Elders, other Staff Members, Ministry Leaders, Home Group Leaders, and Officers.

(d) The Senior Pastor.

Duties of the Senior Pastor include:

(i) The Senior Pastor has ultimate responsibility for the oversight of the Church Body and shepherding of its members (I Timothy 3:1-7; Acts 14:23; Titus 1:5-9; I Timothy 5:17; I Peter 5:1-4; Acts 20:28-32). The Senior Pastor is responsible for providing spiritual instruction and administrative leadership to the members, staff, and ministries of the Church. The Senior Pastor is primarily to be a teacher of the Word of God — the Bible. He is to teach and exhort by precept and example. His goal is to help mature believers through insightful and accurate presentation and proclamation of the Word, equipping them to effectively perform works of ministries within the Body of Christ. Thus, the Senior Pastor should not be responsible to minister in areas unrelated to his primary function as a teaching and equipping Elder. As shepherds of the Church, it is one of the roles of the Board of Elders to appoint other leaders with complementary gifts to undertake areas and aspects of the ministry that cannot and should not be filled by the Senior Pastor.

(ii) The calling/hiring, supervision, and dismissal of pastoral staff and Ministry Leaders, and other employees will occur under the direction of the Senior Pastor, assisted by the Board of Elders.

(iii) The Senior Pastor is also responsible as a member of the Board of Elders to lead the Church to function as a New Testament Church and ultimately achieve its mission and ministry objectives. This individual is to give oversight direction

and leadership to the ministries of the Church. He will serve on the Board of Elders along with selected other pastors on staff, being accountable for and a representative of all staff positions. Compensation paid to the Pastors by the Church is for services rendered as the Senior Pastor of the Church and is not to be considered for services rendered as a member of the Board of Elders. The Senior Pastor's service on the Board of Elders is considered entirely voluntary and non-compensatory.

The Senior Pastor shall continue to serve as Senior Pastor until the relationship is ended by resignation or termination by the affirmative vote of two-thirds of those members present and voting at a special business meeting of the church called for such purpose. Upon the occurrence of a vacancy in the role of Senior Pastor, the Board of Elders shall initiate procedures leading to the adoption by the Church of a process to elect a new Senior Pastor. The hiring of a new Senior Pastor shall be confirmed by a vote of two-thirds of those members present at a special business meeting of the church called for such purpose.

- 4.03 Elders.** Elders are persons who provide servant leadership in the Church. An Elder must fulfill the responsibilities contained in the membership covenant and satisfy those qualifications for a deacon recorded in I Timothy 3:8-13 and for an elder in I Timothy 5:17-24 and Titus 1:6-16. Elder's shall be chosen by the Senior Pastor with the assistance of the other Elder's and confirmed by the church body. There is no limit to the number of consecutive terms a person can serve as an Elder but each Elder must be reaffirmed by a church vote within the first quarter of each calendar year.

The Elders shall have the following powers and duties:

- (a) Provide financial counsel to the Pastoral staff;
- (b) Assist in the interview, selection, and employment of Pastoral staff;
- (c) Determine and approve the compensation of the Senior Pastor, and with the Senior Pastor, of the other ordained ministers and employees of the Church;
- (d) Serve the Church as official representatives of the Church in terms of business contracts and other legal matters. Elders, may borrow money and incur indebtedness on behalf of the Church and cause to be executed and delivered for the Church's purpose and in the Church's name, promissory notes and other evidences of debt and securities, when an affirmative vote of congregation and the Board of Elders has approved such action; and
- (e) Conduct other duties and activities as requested by the Senior Pastor or pastoral staff.

ARTICLE V

MANAGEMENT OF THE CHURCH

- 5.01 Board of Elders.** The Board of Elders will have the following responsibilities:

- (a) In conjunction with the Pastoral Staff, evaluate the ministries of the church in light of the Church's stated purpose, mission, values, and vision;
- (b) Selection and removal of all officers, agents, and employees of the Church except for the Senior Pastor;
- (c) Present and approve the Church's annual budget;
- (d) Changing the principal executive officers or the principal business office of the Church in the state of Florida from one location to another; and
- (e) Adopt, alter and use the corporate seal.

Written minutes of the proceedings of the Board of Elders shall be kept.

(a) Number and Term of Members. The members of the Board of Elders (the "Board of Elders Members") shall consist of the Senior Pastor, other selected pastors, and, until changed by amendments of the Bylaws of the Church or by Bylaws duly adopted by the church, such number of additional members as may, from time to time, be appointed in accordance with Section 5.01 (c) of this Article, provided that such number shall not be less than three (3), nor more than twelve (12).

The Board shall elect one of the members as the Chairman of the Board of Elders and shall be present and preside at all Board of Elders meetings. Each Board of Elders Member, other than the Senior Pastor and selected pastors, shall hold office for a period of one year or until his successor is appointed, or designated herein, and may serve successive terms. The Senior Pastor and all other selected pastors shall be full members of the Board of Elders with full voting rights on all matters.

(b) Powers. All corporate powers shall be exercised by or under the authority of the Board of Elders. The Board of Elders shall execute the desires of the congregation as determined by congregational vote related to the buying and selling of church land or mortgages. They will have final authority for affairs pertaining to other property, other temporal matters and management of financial resources as required by civil law for nonprofit Churches.

(c) Nomination and Election. The Pastors and current Board shall receive from the congregation names of persons to be considered as possible members for the Board of Elders. Nominees will be interviewed, screened, and considered by the Sr. Pastor and existing Elders for possible service in this leadership position. Selected individuals will then be approved by church vote.

(d) Vacancies. The Board may appoint persons whom they deem qualify to serve on the Board of Elders to fill any vacancy occurring within the Board of Elders. A vacancy is filled by the affirmative vote of the majority of the remaining Board of Elders Members, and approval vote of the church. A person so elected to fill a vacancy shall be elected for the unexpired term of predecessor in office.

(e) **Meetings.** Regular or Special meetings of the Board of Elders may be held either within or outside the state of Florida, but shall be held at the Church's registered office in Florida if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Board of Elders Members, either before or after the meeting. If such consents are given, they shall be noted within the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Board of Elders Members participating in the meeting can hear one another. All Board of Elders Members shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

(i) **Regular Meetings.** Regular meetings of the Board of Elders may be held without notice if the time and place of such meeting are fixed by a resolution of the Board of Elders.

(ii) **Special Meetings.** The Senior Pastor or any three (3) Board of Elders Members may call a special meeting of the Board of Elders.

(iii) **Notice of Special Meetings.**

a. **Manner of Giving.** Notice of the time and place of special meetings shall be given to each Board of Elders Member by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail, postage paid; (3) by telephone communication, either directly to the Board of Elders Member or to a person at the Board of Elders Member's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Board of Elders Member, or (4) by telecopy to the Board of Elders Member's office or home.

b. **Time Requirements.** Notice sent by first class mail shall be deposited in the US mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telecopy shall be delivered, telephoned, or faxed to the Board of Elders Member or given at least twenty-four (24) hours before the time set for the meeting.

c. **Notice Contents.** The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

(iv) **Waiver.** Attendance of the Board of Elders Member at a meeting shall constitute waiver of notice of such meeting, except where the Board of Elders Member attends a meeting for the express purpose of objecting that the meeting is not properly called.

(f) Actions without Meeting. Any action required or permitted to be taken by the Board of Elders may be taken without a meeting, if all of the Board of Elders Members, individually, or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceeding of the Board of Elders Members.

(g) Quorum. A majority of the number of Board of Elders Members then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Elders. The Board of Elders Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Board of Elders Members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Board of Elders Members required to constitute a quorum. If a quorum is present at no time during the meeting, a majority of the Board of Elders Members present may adjourn and reconvene the meeting one time without further notice. Board of Elders Members present by proxy may not be counted toward a quorum.

(h) Duties of Board of Elders Members. Members shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. Board of Elders Members may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the church, professional advisors, or experts such as accountants or legal counsel. A Board of Elders Member is not relying in good faith if the Board of Elders Member has knowledge concerning a matter in question that renders reliance unwarranted.

Board of Elders Members are not deemed to have the duties of trustees of a trust with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

(i) Delegation of Duties. The Board of Elders is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to make purchases on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties and have no liability for actions taken or omitted by the advisor if the Board of Elders acts in good faith and with ordinary care in selecting the advisor. The Board of Elders may remove or replace the advisor, with or without cause.

(j) Interested Members. Contracts or transaction between the Church and the Board of Elders Members, officers, or members of the Church who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Member, officer, or Church member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, the material facts must be disclosed to or known by the Board of Elders or other group authorizing the transaction.

(k) Actions of Board of Elders. The Board of Elders shall try to act by consensus. However, the vote of a majority of the Members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Board of Elders unless the act of a greater number is required by law or the Bylaws. A Member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Board of Elders.

(l) No Compensation. Board of Elders Members, including the pastors, shall not receive salaries or compensation for their services to the Board of Elders. The Board of Elders may adopt a resolution providing for payment to Members for expenses of attendance, if any, at a meeting of the Board of Elders. A Board of Elders Member may serve the Church in any other capacity and receive reasonable compensation for those services.

(m) Removal of Board of Elders Members. The Board of Elders may vote to remove a Board of Elders Member, other than the Sr. Pastor. A meeting to consider the removal of a Board of Elders Member may be called and noticed following the procedures provided in these Bylaws. A Board of Elders Member may be removed by the affirmative vote of fifty percent (50%) of the Board of Elders Members.

(n) Deadlock. In the case where the Board of Elders shall, by reason of deadlock (whether because an even number of Members is seated on the Team, or because certain Members are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Team, then, in such instance, the Senior Pastor shall cast a ballot which shall be known as a "majority ballot," so that an official act or decision may be taken by the Team. The majority ballot shall be cast in addition to the regular Member's vote cast by the Senior Pastor.

5.02 Staff Members. Other staff members shall be hired as needed in accordance with the above stated areas of responsibility, the annual budget, as well as the personnel and financial policies of the Church. Such staff members shall be responsible to their immediate supervisors or designated staff.

5.03 Ministry Leaders. The second ministerial role mentioned in the Bible is the role of the deacon, which in the New Testament functions as a "servant leader." The deacons liberated the apostles from direct oversight of pastoral ministries in order that they might be free to study, teach, pray, and lead. There are no specific, on-going roles specified in the Bible for deacons, rather they served as needed (Acts 6:1-4; Philippians 1:1).

Ministry Leaders in our church are equated with deacons in the New Testament. They are given the freedom and authority to lead in their area of ministry under the supervision and leadership of the Pastors, and are appointed by the Executive Staff on the basis of need and giftedness (I Timothy 3:8-12). There can be no limit to the number of Ministry Leaders, as this is dependent solely upon the Holy Spirit's disbursement of spiritual gifts in the Church. They shall serve in this role until the relationship is ended by resignation, by the Senior Pastor, other Pastors, the Board of Elders, or by the expiration of a predetermined time of service.

5.04 Home Group Leaders and Bible Study Leaders. A Home Group Leader or Bible Study Leader is a lay minister to a Home Group under the direction and accountability of a Pastor. The qualifications of a Group Leader are the same as that of any other Ministry Leader. Group Leaders are extensions of the pastoral ministry of the Church and serve as under-shepherds of the Church through their Home Groups.

5.05 Officers. Officers include: President/Moderator, Vice President/Treasurer, and Secretary/Clerk. The Senior Pastor shall serve as Moderator. A Pastor or Elder, selected by the Senior Pastor, from time to time, shall serve as the Assistant Moderator. The moderator shall preside at all business meetings of the Church, consistent with the guidelines for a presiding officer in the latest edition of Robert's Rules of Order. In the absence of the Moderator, the Assistant Moderator shall carry out the duties of the Moderator. In the absence of the Assistant Moderator, an Elder shall call the meeting to order and carry out the duties of the Moderator.

(b) Secretary. The Secretary also called The Clerk shall be responsible for the maintenance of an accurate roll of the Church membership with date of admission and dismissal and other pertinent information and issuing letters of dismissal as authorized by the Board of Elders and these Bylaws. The Secretary may appoint others who shall assist in the performance of these duties.

(c) Treasurer. It shall be the duty of the Treasurer to oversee the reception, preservation, and internal procedures and controls of all money or things of value paid or given to the Church, keeping at all times an itemized report of the receipts and disbursements. The Treasurer's report and records shall be audited annually either internally or by a Certified Public Accountant.

5.06 Authority to Execute Legal Documents. The Senior Pastor, Elders, Officers, may execute official documents of the church or approved agent of the church as appointed by the Board of Elders.

5.07 Amendments to Bylaws. The Board of Elders only may alter, amend, or repeal these Bylaws. The Board of Elders may adopt new Bylaws. All requests for amendments to these Bylaws must be written and shall be submitted to the Board of Elders for study and consideration. The Board of Elders shall issue a timely response to the proposed amendment, alteration or revision to these Bylaws. The Board of Elders shall determine if the amendment is adopted.

ARTICLE VI

MEMBERSHIP

6.01 Membership. The New Testament presents a picture of definable groups of people who, once committed to the Lord, identified themselves with and committed themselves to a particular local body (Acts 2:42-46; Romans 16:1; I Corinthians 1:2; II Corinthians 8:1; Philippians 1:1; and Acts 11:26). In order to implement the principles of accountability and commitment to the local body of Christ, as defined in the New Testament and practiced in the early churches, the Church recognizes the need for formal membership.

Membership is open to any person who has openly accepted Christ as Savior and Lord, who has received baptism by immersion as a believer, and who desires to be committed to the The Church at the Palms of Brandon, Inc. local body of believers. Membership is not a prerequisite for involvement in every ministry, but is required for ministry leadership, involvement in certain ministries as determined by the Senior Pastor or Board of Elders, and participation in congregational decision making. Membership in this church shall consist of all persons who have met the qualifications for membership (6.03). The Board of Elders may adopt and amend application procedures for membership in the Church.

6.02 The membership role is reviewed annually by the Leadership of the church. Failure to comply by the membership covenant will result in removal from the role.

6.03 Qualifications for Membership.

- (a) A personal commitment of faith in Jesus Christ for salvation.
- (b) Believer's baptism as a testimony for salvation. When this baptism is performed by the Church, it is to be by immersion.
- (c) At least the age of 12 or in sixth grade unless an exception has been permitted by the Children's Minister after an interview process.
- (d) Completion of the Church's membership class.
- (e) A signed commitment to abide by the Membership Covenant.

6.04 Termination of Membership. Members shall be removed from the Church roll for the following reasons:

- (a) Death
- (b) Transfer of membership to another church
- (c) Failure to comply with the Membership Covenant when reviewed
- (d) By personal request of the member
- (e) By the Board of Elders according to the following conditions:
 - (i) The member's life and conduct is not in accordance with the Membership Covenant such that the member hinders the ministry influence of the Church in the community.
 - (ii) Procedures for such dismissal shall be according to Matthew 18:15-17.

- 6.07 **Restoration of Membership.** Members dismissed by the Board of Elders shall be restored by the Board of Elders according to the spirit of II Corinthians 2:7-8 and Galatians 6:1, when their lifestyles are judged to be in accordance with the membership covenant.
- 6.08 **Non-liability of Members.** A member of the Church shall not solely, because of such participation, be personally liable for the debts, obligations, or liabilities of the Church.

ARTICLE VII

MEETINGS

- 7.01 **Meetings.** The Church shall hold regular meetings for worship, teaching, training, outreach, and fellowship. Meetings shall be held at the principal office of the Church or at such other place or places within or outside Florida as may be designated from time to time by the Senior Pastor or Board of Elders.

ARTICLE VIII

FINANCES

- 8.01 **Annual Budget.** The Church shall have an annual budget, coordinated by a Finance Team and approved by the Board of Elders of the Church, to serve as the normative guide for the financial operation of the Church.
- 8.02 **Development of Annual Budget.** The annual Church budget shall be established through the following process:
- (a) All individuals involved in ministry leadership should submit their expected financial needs to their Ministry Leader, or the Finance Team (depending upon the area of ministry) for the coming fiscal year.
 - (b) The Senior Pastor, other pastoral staff, and officers then submit their budget needs, including salaries for support staff, according to areas of responsibility.
 - (c) The Finance Team shall submit the salary for the Senior Pastor, and with the Senior Pastor, for other ministry personnel to the Board of Elders. The Senior Pastor shall be the only Pastoral elder present when discussing salaries of other pastors or executive team members.
 - (d) A proposed budget is compiled from these submissions by the Finance Team and Board of Elders.
 - (e) The proposed budget prepared by the Finance Team and approved by the Board of Elders is reproduced and made available to all members or other interested parties.

(f) Questions are answered by the Board of Elders.

8.03 Budget Management. The budget should be a normative guide for the financial operation of the Church and is to be managed by the Board of Elders, Finance Team, and the various Pastoral staff persons according to their area of responsibility.

Minor modifications within the budget can be made by the Board of Elders, Pastors, or other staff with budget responsibilities if extenuating circumstances in the life of the Church mandate such a change. For example, if a budgeted item is not needed, or if expenses in a particular area are less than expected, the Board of Elders and/or Pastors and officers can reallocate those resources as needed.

8.04 Audit. The audit of the Church's financial matters will be performed as necessary by a Certified Public Accountant and made available to the Church.

8.05 Fiscal Year. The Church fiscal year shall begin on January 1 and end on December 31.

8.06 Records and Reports. The Church shall maintain the following records and reports:

- (a) Adequate and current books and records of accounts (financial records);
- (b) Written minutes of the proceedings of its members and Board of Elders;
- (c) A record of members of the Church, setting forth the members' names and addresses
- (d) Contribution statements for contributors.

ARTICLE IX

REAL PROPERTY

9.01 Title. Title to real property of the Church shall be in the name of the Church.

9.02 Purchase Real Property. Real property may be purchased in the name of or on behalf of the Church upon affirmative vote and recommendation of the Board of Elders and congregational vote.

9.03 Disposition of Real Property. Real property of the Church may be sold, mortgaged, conveyed, transferred, or otherwise disbursed in the name of or on behalf of the Church upon affirmative vote and recommendation of the Board of Elders and congregational vote.

ARTICLE X

AFFILIATIONS

10.01 Affiliations. The Church shall have full power and authority to associate itself with and

participate in organizations in keeping with the character and purpose of the Church as set forth in the Bylaws of the Church. The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control.

ARTICLE XI

INDEMNIFICATION

- 11.01** To the full extent permitted by the Bylaws, as amended from time to time, the Church shall indemnify any Board of Elders member, Pastor, officer, employee, or agent of the Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church.
- 11.02** A determination of the right to indemnification under the Bylaws shall be made by legal counsel selected by the majority vote of the Board of Elders.

ARTICLE XII

MISCELANEOUS PROVISIONS

- 12.01 Power of Attorney.** A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Church to be kept with Church records.
- 12.02 Seal.** The Board of Elders may provide for a corporate seal.
- 12.03 Parties Bound.** The Bylaws shall be binding upon and inure to the benefit of the Church members, Board of Elders leaders, officers, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.