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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amended*

*SL*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Kingdom Faith Ministries International, Inc.

**DOCUMENT NUMBER:** N05000005809

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

Please return all correspondence concerning this matter to the following:

Otis J. Caldwell, Sr.  
(Name of Contact Person)

Kingdom Faith Ministries International, Inc.  
(Firm/ Company)

6521 Schwab Dr.  
(Address)

Pensacola, Florida 32504  
(City/ State and Zip Code)

For further information concerning this matter, please call:

Otis J. Caldwell, Sr. at ( 850 ) 476-7710  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |   |   |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>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

KINGDOM FAITH MINISTRIES INTERNATIONAL, INC.  
(Name of corporation as currently filed with the Florida Dept. of State)

FILED  
07 APR 30 PM 2:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N05000005809

(Document number of corporation (if known))

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)**

Page 1 Introduction is added.

Page 1 The First section and all its contents is deleted  
and Article I Offices is added.

Page 1 The Second section and all its content is deleted.  
and Article II Purposes is added.

Page 1 The Third section and all its content is deleted  
and Article III Membership is added.

Page 1 The Fourth section and all its content is deleted  
and Article IV Meetings is added.

Page 2 The Fifth section and all its content is deleted  
and Article V Voting is added.

Page 2 The Sixth section and all its content is deleted  
and Article VI Orders of Business is added.

(Attach additional pages if necessary)  
(continued)

**Articles of Amendment  
to  
Articles of Incorporation  
of**

KINGDOM FAITH MINISTRIES INTERNATIONAL, INC.

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

N 05000005809

(Document number of corporation (if known))

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

Page 2 The seventh section and all its content is deleted  
and Article VII Board of Directors is added.

Page 3 Add Article VIII Offices and all its content.  
This include page 4.

Page 5 Add Article VIIII Indemnification and Insurance  
Indemnification of Director, Officess and other persons  
and all its content. This include page 6

Page 6 Add Article X Indemnification of Finance committee  
members and church treasure. And all its content.

Page 7 Add Article XI General Provisions Interested Directors  
and all its content.

Page 8 Add Article XII Dissolution and all its content

Page 9 add Article XIII Salaries and all its content

(Attach additional pages if necessary)

(continued)

**Articles of Amendment  
to  
Articles of Incorporation  
of**

KINGDOM FAITH MINISTRIES INTERNATIONAL, INC

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

N05000005009

(Document number of corporation (if known))

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)**

~~Page 9 Add Article XIV Committees and all its content.~~

~~Page 9 Add Article XV Amendments and all its content.~~

(Attach additional pages if necessary)  
(continued)

**KINGDOM FAITH MINISTRIES INTERNATIONAL, INC.  
ARTICLES OF INCORPORATION**

**A NOT FOR PROFIT CORPORATION**

**FIRST**

Otis J. Caldwell, whose address is 6521 West Schwab Street, Pensacola, Florida 32504, being at least eighteen years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Florida.

**SECOND**

The name of the corporation (which is hereafter referred to as the ("Corporation" ) is Kingdom Faith Ministries International, Inc., a Not For Profit Corporation.

**THIRD**

The purposes for which the Corporation is formed are:

- (1) to a ministry and,
- (2) to do anything permitted by the General Laws of the State of Florida.

**FOURTH**

The post office address of the principal office of the Corporation in this state is, 6521 West Schwab Drive, Pensacola, FL 32504 . The name and address of the Registered Agent of the Corporation in this state is Otis J. Caldwell, 6521 West Schwab Drive, Pensacola, FL 32504. Said Registered Agent is an individual actually residing in this state.

05 JUN - 6 AM 8:51  
KINGDOM FAITH MINISTRIES INTERNATIONAL, INC.  
PENSACOLA, FL 32504

## FIFTH

The number of Directors of the Corporation shall be Three, which may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names and address of the Directors who shall act until the first annual meeting of the shareholders or until the successors are chosen and qualify are Otis J. Caldwell, Karen Caldwell, and Josiah Caldwell, whose address is 6521 West Schwab Drive, Pensacola, FL 32504.

## SIXTH

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors:

- (1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized;
- (2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, restrictions and qualifications of, the dividends on, the terms and prices of redemption of, and the conversion rights of such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Articles of Incorporation, or constructed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the state of Florida now or hereafter in force.

## SEVENTH

Except as may otherwise be provided by the Board of Directors, no holder of any share of stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instrument evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation as the incorporator of this Corporation, this 1st day of June, 2005, and I acknowledge the same to be my act.

Alyssia Danielle  
Witness

Otis J. Caldwell  
Otis J. Caldwell

Nancy Stanton  
Witness

Karen Caldwell  
Karen Caldwell

Debra Elise  
Witness

Josiah Caldwell  
Josiah Caldwell

Having been named as resident agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Alyssia Danielle  
Witness

Otis J. Caldwell  
Otis J. Caldwell

05 JUN - 6 AM 6:01  
JUL 10 2005  
JUL 10 2005



## BY-LAWS OF

Kingdom Faith Ministries International, Inc.

A Nonprofit Corporation

### INTRODUCTION

Foremost in the operation of this corporation and its Bylaws is the Word of God as taught in the Old and New Testament of the Holy Bible. All provisions herein are declared to be subject to the Word of God which is to every possible extent incorporated herein by reference as a whole unless otherwise stated to be found in the King James version or New American standard version of the Holy Bible generally accepted among Bible-believing congregations, churches or fellowships throughout this nation.

### ARTICLE I Offices

1. The name of the Corporation shall be Kingdom Faith Ministries International, Inc.
2. The registered office of the Corporation shall be located at 6521 Schwab Dr., Pensacola Florida 32504.
3. The Corporation may also have offices at such places both within and without the state of incorporation as the Board of Directors may from time to time determine or the business of the Corporation may require.
4. The Corporation shall have a seal which shall be in the following form: Circular, with imprint of Corporation's name.
5. The Corporation may at its pleasure by a vote of the membership body change its name.

### ARTICLE II PURPOSES

The following are the purposes for which this Corporation has been organized:

1. To conduct Ministry according to the Holy Bible, locally, nationally and internationally.
2. We will uphold the five-fold ministry doctrine with emphasizes on the followings: The Scriptures inspired, The One True Godhead, Man His fall and redemption, The salvation Of Man, The evidence of salvation, Faith and Works, Baptism in Water, The Lord's Supper, The promise of the Father, The evidence of the baptism in the Holy Ghost, The Church, Total Prosperity, Blessed Hope, The Lake of fire, The Millennial Reign of Jesus, Scriptural Conduct In Christian life (personal ethics, Obedience to law, Family household, control, adultery, Drunkenness, Drugs/smoking, Homosexuality/Lesbianism,

### ARTICLE III MEMBERSHIP

Membership in this Corporation shall be open to all who:

1. Desires to become a member and are willing to abide by the bylaws.

#### ARTICLE IV MEETINGS

The annual membership meeting of this Corporation shall be held on the 1st day of June each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.

The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this Corporation a notice telling the time and place of such annual meeting.

Regular meetings of this Corporation shall be held 6521 Schwab Dr., Pensacola Florida 32504

The presence of not less than 10% percent of the members shall constitute a quorum and shall be necessary to conduct the business of this Corporation; but a lesser percentage may adjourn the meeting for a period of not more than two weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Special meetings of this Corporation may be called by the president when he deems it for the best interest of the Corporation. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called. At the request of the President 10%/percent of the members of the Board of Directors or 10%/percent of the members of the corporation, the president shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

#### ARTICLE V VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice. For election of officers the President(Pastor) May appoint officers as he/she deems necessary.

#### ARTICLE VI ORDER OF BUSINESS

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

## ARTICLE VII BOARD OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of three members, together with the officers of this Corporation. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United States.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this or Corporation and they shall serve for a term of one year.

The Board of Directors shall have the control and management of the affairs and business of this Corporation. Such Board of Directors shall only act in the name of the corporation when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Ten (10%) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the 1<sup>st</sup> of June.

Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the corporation by virtue of his office shall be Chairman of the Board of Directors.

The Board of Directors shall select from one of their members a secretary.

A director may be removed when sufficient cause exists for such removal.

The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the Corporation.

## ARTICLE VIII OFFICERS

The initial officers of the Corporation shall be as follows:

President: Otis Jerome Caldwell, Sr. (Senior Pastor)

Vice President: Karen L. Caldwell (Pastor)

Secretary: Kenyan Dillard

Treasurer: Josiah E. Caldwell

The President shall preside at all membership meetings.

He shall by virtue of his office be Chairman of the Board of Directors.

He shall present at each annual meeting of the corporation an annual report of the work of the corporation. He shall appoint all committees, temporary or permanent.

He shall see all books, reports and certificates required by law are properly kept or filed.

He shall be one of the officers who may sign the checks or drafts of the organization.

He shall have such powers as may be reasonably construed as belonging to the chief executive of any corporation.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the corporation with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall keep the minutes and records of the corporation in appropriate books.

It shall be his duty to file any certificate required by any statute, federal or state.

He shall give and serve all notices to members of this corporation.

He shall be the official custodian of the records and seal of this corporation. He may be one of the officers required to sign the checks and drafts of the corporation. He shall present to the membership at any meetings any communication addressed to him as Secretary of the corporation.

He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the corporation.

He shall attend to all correspondence of the corporation and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the corporation and shall be solely responsible for such monies or securities of the corporation. He shall cause to be deposited in a regular business bank or trust company a sum of the funds collected by the corporation shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a non-profit corporation in this state.

He must be one of the officers who shall sign checks or drafts of the Corporation. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the corporation and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

He shall exercise all duties incident to the office of Treasurer.

Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the corporation for duties other than as a director or officer.

**ARTICLE VIII**  
**INDEMNIFICATION AND INSURANCE**  
**INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS**

**Section 1.** The Corporation shall advance necessary funds or indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 2.** The Corporation shall advance funds or indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation, joint venture, trust or other enterprise against expense (including attorneys fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation. No such indemnification against expenses shall be made, however, in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court having jurisdiction in the county in which the registered office of the Corporation is located or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the court shall deem proper.

**Section 3.** Indemnification under Sections 1 and 2 of this Article shall be made by the Corporation when ordered by a court or upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in those sections. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or (2) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

**Section 4.** Expenses incurred in defending a civil or criminal action, suit or proceeding of the kind described in Sections 1 and 2 of this Article shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking, by or on behalf of the person who may be entitled to indemnification under those sections, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

**Section 5.** The indemnification provided in this Article shall continue as to a person who has ceased to be a Director or officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 6.** Nothing herein contained shall be construed as limiting the power or obligation of the Corporation to indemnify any person in accordance with the nonprofit corporation law, as amended from time to time, or any similar law adopted by the state of incorporation.

**Section 7.** The Corporation shall also indemnify any person against expenses, including attorneys fees, actually and reasonably incurred by him in enforcing any right to indemnification under this Article, under the nonprofit corporation law, as amended from time to time, or any similar law adopted by the state of incorporation.

**Section 8.** Any person who shall serve as a Director, officer, employee or agent of the Corporation or who shall serve at the request of the Corporation, as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be deemed to do so with knowledge of and in reliance upon the rights of indemnification provided in this Article, and the nonprofit corporation law, as amended from time to time, or any similar law adopted by the state of incorporation.

## **INSURANCE**

**Section 9.** The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

## **ARTICLE X INDEMNIFICATION OF FINANCE COMMITTEE MEMBERS AND CHURCH TREASURER**

The Church shall indemnify any voluntary member of its Finance Committee, and its Treasurer, or any person who may have served at its request as a member of the Finance Committee, against and for any expense, fine, penalty, tax liability or similar item or cost, or the expense actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such Finance Committee member or Treasurer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. "Negligence or misconduct in the performance of duty" shall not include mistakes in calculation, mistakes in filings or mistakes in connection with the processing or preparation of the Church's payroll, accounting or books and records unless any such mistake constitutes or otherwise is attributable to the gross neglect of such person in the performance of such person's duty as a member of the Church's Finance committee or as the Church's Treasurer.

The Church may also reimburse to any such member of the Church's Finance committee, or the Church Treasurer the reasonable costs of settlement of any such action, suit or proceeding,

including administrative proceedings involving the Church, brought by any government agency, if it shall be found by a majority of a committee composed of directors not involved in the matter in controversy (whether or not a quorum) that it is in the best interest of the Church that such settlement be made and that such Finance Committee member, or Treasurer, was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such Finance Committee member or Treasurer may be entitled under any bylaw, agreement or otherwise.

## **ARTICLE XI GENERAL PROVISIONS INTERESTED DIRECTORS**

**Section 1.** No contract or transaction between the Corporation and one or more of its Directors and officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are also Directors or officers, or have a financial interest, shall be void or voidable solely for such reason, or solely because the Director or officer is present as or participates in the meeting of the Board which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material fact as to his interest and as to the contract or transaction are disclosed or known to the Board of Directors and the Chairman of the Board in good faith authorizes the contract or transaction; or

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Chairman of the Board of Directors.

**Section 2.** Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction in the preceding section.

## **CHECKS**

**Section 3.** All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Chairman of the Board of Directors may from time to time designate.

## **FISCAL YEAR**

**Section 4.** The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

## **ANNUAL REPORT**

**Section 5.** (a) The President and Treasurer shall present annually to the Directors a report, showing in appropriate detail the following:

(i) The assets and liabilities, including trust funds of the Corporation as of the end of the immediately preceding fiscal year.

(ii) The principal changes in assets and liabilities including trust funds

during the immediately preceding year.

(iii) The revenue or receipts of the Corporation for the immediately preceding year, including separate data for each trust fund held by or for the Corporation.

(iv) The expenses or disbursements for the immediately preceding year, including separate data for each trust fund held by or for the Directors.

(b) The annual report shall be filed with the minutes of the annual meeting of the Directors.

## **ARTICLE XII DISSOLUTION**

**Section 1.** Upon the dissolution of the Church, the Board of Directors shall, after the payment of all the liabilities of the Church, dispose of all of the assets of the Church exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for the purposes of the Church in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Board of Directors shall determine.

**Section 2.** No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the Church shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Church. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Church, the Church shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal Income Tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Revenue Law).



### ARTICLE XIII SALARIES

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

### ARTICLE XIV COMMITTEES

All committees of this corporation shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

### ARTICLE XV AMENDMENTS

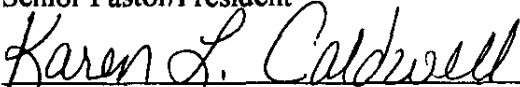
These By-Laws may be altered, amended, repealed or added to by a majority vote of the Directors, but in no event without the approval of the Chairman of the Board of Directors.

Adopted by the Directors of Kingdom Faith Ministries International, Inc on: April 10, 2007.



OTIS J. CALDWELL, SR.

Senior Pastor/President



Karen L. Caldwell

Pastor/Vice President



Kenyan Dillard

Secretary



Josiah E. Caldwell

Treasurer


The date of adoption of the amendment(s) was: April 10, 2007

Effective date if applicable: April 10, 2007  
(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



(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.)

Otis J. Caldwell, Sr.  
(Typed or printed name of person signing)

Senior Pastor/ Chairman Board of Directors  
(Title of person signing)

**FILING FEE: \$35**