

No 9000003832

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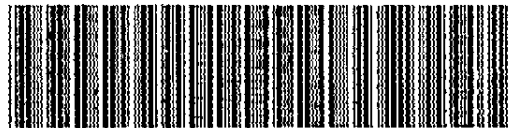
(Business Entity Name)

(Document Number)

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10 SEP 30 PM 12:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
09/30/10

Articles of Amendment
to

Articles of Incorporation

Message of Hope

Seventh Day Adventist
Community Mission Inc.

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

(Document Number of Corporation (if known))

FILED
10 SEP 30 PM 12:43
SECRETARY OF STATE
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:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

*(Principal office address **MUST BE A STREET ADDRESS**)*

C. Enter new mailing address, if applicable:

*(Mailing address **MAY BE A POST OFFICE BOX**)*

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Stacey Merriweather

1541 Prairie Oaks Dr.

New Registered Office Address:

(Florida street address)

St. Cloud

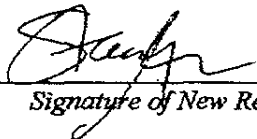
(City)

Florida 34771

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
P	Donnie Palmer	4340 Tolkien St. Orlando, FL 32828	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
T	Reginald Sterling	15279 Sugar Grove Way Orlando, FL 32828	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
P	Eccle Sterling	15279 Sugar Grove Way Orlando, FL 32828	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Please see attachments articles 1-16

The date of each amendment(s) adoption: 9-23-10
(date of adoption is required)

Effective date if applicable: _____
(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(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 9/23/10

Signature [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)

Eccle Sterling
(Typed or printed name of person signing)

President
(Title of person signing)

**ATTACHMENT # 1
ARTICLES OF INCORPORATION**

**MESSAGE OF HOPE SEVENTH-DAY
ADVENTIST COMMUNITY
MISSION, INC.**

**53 S. Dean Rd.
Orlando, FL 32825**

EIN# 26-4688949

ARTICLES OF INCORPORATION

**ARTICLES OF INCORPORATION
FOR
MESSAGE OF HOPE SEVENTH-DAY
ADVENTIST COMMUNITY
MISSION, INC.**

THE UNDERSIGNED INCORPORATION, FOR THE PURPOSE OF FORMING A
FLORIDA NOT-FOR-PROFIT CORPORATION, HEREBY ADOPTS THE
FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THE CORPORATION IS

**MESSAGE OF HOPE SEVENTH-DAY
ADVENTIST COMMUNITY
MISSION, INC.**

ARTICLE II

THE PRINCIPAL PLACE OF BUSINESS ADDRESS IS

**53 S. DEAN RD.
ORLANDO, FL 32825**

THE MAILING ADDRESS OF THE CORPORATION IS

**53 S. DEAN RD.
ORLANDO, FL 32825**

**ARTICLE III
NON PROFIT PURPOSE**

THE SPECIFIC PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED IS:

**MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION,
INC.; IS TO BE A SEVENTH-DAY ADVENTIST COMMUNITY CHURCH.**

**ORGANIZED EXCLUSIVELY FOR ONE OR MORE OF THE PURPOSES AS
SPECIFIED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE,
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.**

THE CHURCH IS THE COMMUNITY OF BELIEVERS WHO CONFESS JESUS CHRIST AS LORD AND SAVIOR. IN CONTINUITY WITH THE PEOPLE OF GOD IN OLD TESTAMENT TIMES, WE ARE CALLED OUT FROM THE WORLD; AND WE JOIN TOGETHER FOR WORSHIP, FOR FELLOWSHIP, FOR INSTRUCTION IN THE WORD, FOR THE CELEBRATION OF THE LORD'S SUPPER, FOR SERVICE TO ALL MANKIND, AND FOR THE WORLDWIDE PROCLAMATION OF THE GOSPEL. THE CHURCH DERIVES ITS AUTHORITY FROM CHRIST, WHO IS THE INCARNATE WORD, AND FROM THE SCRIPTURES, WHICH ARE THE WRITTEN WORD. THE CHURCH IS GOD'S FAMILY; ADOPTED BY HIM AS CHILDREN, ITS MEMBERS LIVE ON THE BASIS OF THE NEW COVENANT. THE CHURCH IS THE BODY OF CHRIST, A COMMUNITY OF FAITH OF WHICH CHRIST HIMSELF IS THE HEAD. THE CHURCH IS THE BRIDE FOR WHOM CHRIST DIED THAT HE MIGHT SANCTIFY AND CLEANSE HER. AT HIS RETURN IN TRIUMPH, HE WILL PRESENT HER TO HIMSELF A GLORIOUS CHURCH, THE FAITHFUL OF ALL THE AGES, THE PURCHASE OF HIS BLOOD, NOT HAVING SPOT OR WRINKLE, BUT HOLY AND WITHOUT BLEMISH. (GEN. 12:3; ACTS 7:38; EPH. 4:11-15; 3:8-11; MATT. 28:19, 20; 16:13-20; 18:18; EPH. 2:19-22; 1:22, 23; 5:23-27; COL. 1:17, 18.)

SEVENTH-DAY ADVENTISTS ACCEPT THE BIBLE AS THEIR ONLY CREED AND HOLD CERTAIN FUNDAMENTAL BELIEFS TO BE THE TEACHING OF THE HOLY SCRIPTURES; OUR ACTIVITIES WILL INCLUDE THE FOLLOWING:

- WOMEN'S MINISTRIES
- MEN'S MINISTRIES
- SENIORS
- YOUTH
- YOUNG ADULTS
- KIDS
- BABIES

THIS ORGANIZATION IS TO SERVE AS AN INSTRUMENT FULLY SUBMITTED TO THE WILL AND DIRECTION OF GOD FOR THE PROCLAMATION OF THE EVERLASTING GOSPEL OF THE LORD JESUS CHRIST.

TO ENGAGE IN PREACHING, MUSIC, TEACHING AND SUCH OTHER MINISTRIES AS WELL COMFORT, BLESS AND MINISTER TO THE SPIRITUAL NEEDS OF BELIEVERS WHO ARE EAGERLY AWAITING THE RETURN OF THE LORD JESUS CHRIST.

TO BE USED BY THE SPIRIT OF THE LIVING GOD FOR THE SALVATION OF SOULS INTO THE KINGDOM OF GOD.

SAID CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, 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 THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INSURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN THE THIRD ARTICLE HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) AND POLITICAL CAMPAIGN OR BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

IF REFERENCE TO FEDERAL LAW IN ARTICLES OF INCORPORATION IMPOSES A LIMITATIONS THAT IS INVALID IN YOUR STATE, YOU MAY WISH TO SUBSTITUTE THE FOLLOWING FOR THE LAST SENTENCE OF THE PRECEDING PARAGRAPH: "NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THIS CORPORATION SHALL NOT, EXCEPT TO AN INSUBSTANTIAL DEGREE, ENGAGE IN ANY ACTIVITIES OR EXERCISE ANY POWERS THAT ARE NOT IN FURTHERANCE OF THE PURPOSES OF THIS CORPORATION.

UPON THE DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OF MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OR THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION 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.

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INSURE TO THE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY

REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FOR IN ARTICLE THREE HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF THE PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) AND POLITICAL CAMPAIGN OR BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION 170 (C) (2) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

UPON THE DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OF MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE.

ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OR THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION 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.

ARTICLE IV MEETING

THE ANNUAL MEMBERSHIP MEETING OF THIS ORGANIZATION SHALL BE HELD ON THE SECOND MONDAY IN JANUARY EACH AND EVERY YEAR EXCEPT IF SUCH DAY IS 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 LETTERS TO BE MAILED TO EVERY MEMBER IN GOOD STANDING AT HIS ADDRESS, AS IT APPEARS IN THE MEMBERSHIP ROLE BOOK IN THIS ORGANIZATION, A NOTICE TELLING THE TIME AND PLACE OF SUCH ANNUAL MEETING.

REGULAR MEETINGS OF THIS ORGANIZATION SHALL BE HELD AT

53 S. DEAN RD.
ORLANDO, FL 32825

OR AT A PLACE DESIGNATED BY THE BOARD WITHIN OR WITHOUT THE STATE THE PRESENCE OF NOT LESS THAN HALF PLUS ONE OR (62%) PERCENT OF THE MEMBERS SHALL CONSTITUTE A QUORUM AND SHALL BE NECESSARY TO CONDUCT THE BUSINESS OF THIS ORGANIZATION; BUT A LESSER PERCENTAGE MAY ADJOURN THE MEETING FOR A PERIOD OF NOT MORE THAN ONE WEEK 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 ORGANIZATION MAY BE CALLED BY THE PRESIDENT WHEN HE DEEMS IT FOR THE BEST INTEREST OF THE ORGANIZATION. NOTICES OF SUCH MEETING SHALL BE MAILED, EMAILED, TELEPHONE CALLS 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 HALF PLUS ONE OR (62%) PERCENT OF THE MEMBERS OF THE BOARD OF DIRECTORS OR HALF PLUS ONE OR (62%) PERCENT OF THE MEMBERS OF THE ORGANIZATION, 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.

CHANGE OF ADDRESS

THE DESIGNATION OF THE COUNTY OR STATE OF THE CORPORATION'S PRINCIPAL OFFICE MAY BE, CHANGED BY AMENDMENT OF THESE BYLAWS. THE BOARD OF DIRECTORS MAY CHANGE THE PRINCIPAL OFFICE FROM ONE LOCATION TO ANOTHER WITHIN THE NAMED COUNTY BY NOTING THE CHANGED ADDRESS AND EFFECTIVE DATE BELOW, AND SUCH CHANGES OF ADDRESS SHALL NOT BE DEEMED, NOR REQUIRE, AN AMENDMENT OF THESE BYLAWS:

**ARTICLE V
INITIAL DIRECTORS AND/OR OFFICES**

ECCLE STERLING PRESIDENT
15279 SUGAR GROVE WAY
ORLANDO, FL 32828

STACY MERRIWEATHER SECRETARY
P.O. BOX 78141
ORLANDO, FL 32828

KEVIN PLOCHE TREASURER
13644 PHEONIX DRIVE
ORLANDO, FL 32828

**ARTICLE VI
VOTES**

AT ALL MEETINGS, EXCEPT FOR THE ELECTION OF OFFICERS AND DIRECTORS, ALL VOTES SHALL BE BY VOICE. FOR ELECTION OF OFFICERS, BALLOTS SHALL BE PROVIDED AND THERE SHALL NOT APPEAR ANY PLACE ON SUCH BALLOT THAT MIGHT TEND TO INDICATE THE PERSON WHO CAST SUCH BALLOT. AT ANY REGULAR OR SPECIAL MEETING, IF A MAJORITY SO REQUIRES, ANY QUESTION MAY BE VOTED UPON IN THE MANNER AND STYLE PROVIDED FOR ELECTION OF OFFICERS AND DIRECTORS. AT ALL VOTES BY

BALLOT THE CHAIRMAN OF SUCH MEETING SHALL, PRIOR TO THE COMMENCEMENT OF BALLOTING, APPOINT A COMMITTEE OF THREE WHO SHALL ACT AS "INSPECTORS OF ELECTION" AND WHO SHALL, AT THE CONCLUSION OF SUCH BALLOTING, CERTIFY IN WRITING TO THE CHAIRMAN THE RESULTS AND THE CERTIFIED COPY SHALL BE PHYSICALLY AFFIXED IN THE MINUTE BOOK TO THE MINUTES OF THAT MEETING. NO INSPECTOR OF ELECTION SHALL BE A CANDIDATE FOR OFFICE OR SHALL BE PERSONALLY INTERESTED IN THE QUESTION VOTED UPON.

**ARTICLE VII
ORDER OF BUSINESS**

- PRAYER
- READING OF THE MINUTES OF THE PRECEDING MEETING.
- REPORT OF PRESIDENT
- REPORT OF TREASURER
- OTHERS
- NEW BUSINESS
- CLOSURE

ARTICLE VIII BOARD OF DIRECTORS

THE BUSINESS OF THIS ORGANIZATION SHALL BE MANAGED BY A BOARD OF DIRECTORS CONSISTING OF [3] MEMBERS, TOGETHER WITH THE OFFICERS OF THIS ORGANIZATION. 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 ORGANIZATION AND THEY SHALL SERVE FOR A TERM OF 5 YEARS.

THE BOARD OF DIRECTORS SHALL HAVE THE CONTROL AND MANAGEMENT OF THE AFFAIRS AND BUSINESS OF THIS ORGANIZATION. SUCH BOARD OF DIRECTORS SHALL ONLY ACT IN THE NAME OF THE ORGANIZATION WHEN IT SHALL BE REGULARLY CONVENED BY ITS CHAIRMAN AFTER DUE NOTICE TO ALL THE DIRECTORS OF SUCH MEETING.

HALF PLUS ONE OR (62%) 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 31ST DAY (OR LAST DAY) OF EACH MONTH OF EVERY YEAR.

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 ORGANIZATION 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 ORGANIZATION.

IT SHALL BE THE DUTY OF THE DIRECTORS TO:

- (A) PERFORM ANY AND ALL DUTIES IMPOSED ON THEM COLLECTIVELY OR INDIVIDUALLY BY LAW, BY THE ARTICLES OF INCORPORATION, OR BY THESE BYLAWS;
- (B) APPOINT AND REMOVE, EMPLOY AND DISCHARGE, AND, EXCEPT AS OTHERWISE PROVIDED IN THESE BYLAWS, PRESCRIBE THE DUTIES AND FIX THE COMPENSATION, IF ANY, OF ALL OFFICERS AND EMPLOYEES OF THE CORPORATION;
- (C) SUPERVISE ALL OFFICERS, AGENTS AND EMPLOYEES OF THE CORPORATION TO ASSURE THAT THEIR DUTIES ARE PERFORMED PROPERLY;
- (D) MEET AT SUCH TIMES AND PLACES AS REQUIRED BY THESE BYLAWS;
- (E) REGISTER THEIR ADDRESSES WITH THE SECRETARY OF THE CORPORATION, AND NOTICES OF MEETINGS MAILED, EMAILED OR TELEPHONED TO THEM AT SUCH ADDRESSES SHALL BE VALID NOTICES THEREOF.

ARTICLE IX OFFICERS

THE INITIAL OFFICERS OF THE ORGANIZATION SHALL BE AS FOLLOWS: PRESIDENT, VICE PRESIDENT, SECRETARY, AND TREASURER.

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 ORGANIZATION AN ANNUAL REPORT OF THE WORK OF THE ORGANIZATION. 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 ORGANIZATION.

THE VICE PRESIDENT SHALL IN THE EVENT OF THE ABSENCE OR INABILITY OF THE PRESIDENT TO EXERCISE HIS OFFICE BECOME ACTING PRESIDENT OF THE ORGANIZATION 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 ORGANIZATION 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 ORGANIZATION. HE SHALL BE THE OFFICIAL CUSTODIAN OF THE RECORDS AND SEAL OF THIS ORGANIZATION. HE MAY BE ONE OF THE OFFICERS REQUIRED TO SIGN THE CHECKS AND DRAFTS OF THE ORGANIZATION. HE SHALL PRESENT TO THE MEMBERSHIP AT ANY MEETINGS ANY COMMUNICATION ADDRESSED TO HIM AS SECRETARY OF THE ORGANIZATION. HE SHALL SUBMIT TO THE BOARD OF

DIRECTORS ANY COMMUNICATIONS WHICH SHALL BE ADDRESSED TO HIM AS SECRETARY OF THE ORGANIZATION. HE SHALL ATTEND TO ALL CORRESPONDENCE OF THE ORGANIZATION 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 ORGANIZATION AND SHALL BE SOLELY RESPONSIBLE FOR SUCH MONIES OR SECURITIES OF THE ORGANIZATION. HE SHALL CAUSE TO BE DEPOSITED IN A REGULAR BUSINESS BANK OR TRUST COMPANY A SUM NOT EXCEEDING \$100.00 AND THE BALANCE OF THE FUNDS OF THE ORGANIZATION 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 ORGANIZATION. 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 ORGANIZATION 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 ORGANIZATION FOR DUTIES OTHER THAN AS A DIRECTOR OR OFFICER.

NUMBERS

THIS CORPORATION SHALL HAVE A MINIMUM OF THREE (3) DIRECTORS AND COLLECTIVELY SHALL BE KNOWN AS THE BOARD OF DIRECTORS.

QUALIFICATIONS

DIRECTORS SHALL BE OF THE AGE OF MATURITY, BUT NEED NOT BE RESIDENTS OF THIS STATE. OTHER QUALIFICATIONS FOR DIRECTORS OF THIS CORPORATION SHALL BE AS FOLLOWS: THE BOARD POSITIONS SHALL BE FILLED BY PERSONS THAT ARE BELIEVERS IN THE FAITH, WITH THE REQUIRED LEVEL OF EDUCATION AND EXPERTISE TO PERFORM THEIR ASSIGNED DUTIES.

POWERS

SUBJECT TO THE PROVISIONS OF THE LAWS OF THIS STATE AND ANY LIMITATIONS IN THE ARTICLE P.3 OF INCORPORATION AND THESE BYLAWS RELATING TO ACTION REQUIRED TO BE TAKEN OR APPROVED BY THE MEMBERS, IF ANY, OF THIS CORPORATION, THE ACTIVITIES AND

AFFAIRS OF THIS CORPORATION SHALL BE CONDUCTED AND ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE DIRECTION OF THE BOARD OF DIRECTORS.

VACANCIES

ANY VACANCY CAUSED BY THE DEATH, RESIGNATION, REMOVAL, DISQUALIFICATION, OR OTHERWISE, OF ANY OFFICER SHALL BE FILLED BY THE BOARD OF DIRECTORS. IN THE EVENT OF A VACANCY IN ANY OFFICE OTHER THAN THAT OF PRESIDENT, SUCH VACANCY MAY BE FILLED TEMPORARILY BY APPOINTMENT BY THE PRESIDENT UNTIL SUCH TIME AS THE BOARD SHALL FILL THE VACANCY. VACANCIES OCCURRING IN OFFICES OF OFFICERS APPOINTED AT THE DISCRETION OF THE BOARD MAY OR MAY NOT BE FILLED AS THE BOARD SHALL DETERMINE.

NON LIABILITY OF DIRECTOR

THE DIRECTORS SHALL NOT BE PERSONALLY LIABLE FOR DEBTS, LIABILITIES OR OTHER OBLIGATIONS OF THE CORPORATION.

ARTICLE X 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 ORGANIZATION.

DIRECTORS SHALL RECEIVE A SALARY AS LONG AS ALL OF THE BOARD MEMBERS ARE IN AGREEMENT AND THE COMPENSATION IS COMPARABLE TO OTHER NON-PROFITS PERFORMING THE SAME TYPE OF SERVICE. EXCEPT THAT A REASONABLE FEE MAY BE PAID TO DIRECTORS FOR ATTENDING REGULAR AND SPECIAL MEETINGS OF THE BOARD. IN ADDITION, THEY SHALL BE ALLOWED REASONABLE ADVANCEMENT OR REIMBURSEMENT OF EXPENSES INCURRED IN THE PERFORMANCE OF THEIR DUTIES.

ARTICLE XI COMITTEES

ALL COMMITTEES OF THIS ORGANIZATION 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.

THE PERMANENT COMMITTEES SHALL BE:

1. CONGRESS COMMITTEE
2. SEMINARS COMMITTEE

**ARTICLE XII
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

SECTION 1. EXECUTION OF INSTRUMENTS

THE BOARD OF DIRECTORS, EXCEPT AS OTHERWISE PROVIDED IN THESE BYLAWS, MAY BY RESOLUTION AUTHORIZE ANY OFFICER OR AGENT OF THE CORPORATION TO ENTER INTO ANY CONTRACT OR EXECUTE AND DELIVER ANY INSTRUMENT IN THE NAME OF AND ON BEHALF OF THE CORPORATION, AND SUCH AUTHORITY MAY BE GENERAL OR CONFINED TO SPECIFIC INSTANCES. UNLESS SO AUTHORIZED, NO OFFICER, AGENT, OR EMPLOYEE SHALL HAVE ANY POWER OR AUTHORITY TO BIND THE CORPORATION BY ANY CONTRACT OR ENGAGEMENT OR TO PLEDGE ITS CREDIT OR TO RENDER IT LIABLE MONETARILY FOR ANY PURPOSE OR IN ANY AMOUNT.

SECTION 2. CHECKS AND NOTES

EXCEPT AS OTHERWISE SPECIFICALLY DETERMINED BY RESOLUTION OF THE BOARD OF DIRECTORS, AS OTHERWISE REQUIRED BY LAW, CHECKS, DRAFTS, PROMISSORY NOTES, ORDERS FOR THE PAYMENT OF MONEY, AND OTHER EVIDENCE OF INDEBTEDNESS OF THE CORPORATION SHALL BE SIGNED BY THE TREASURER AND COUNTERSIGNED BY THE PRESIDENT AND SECRETARY OF THE CORPORATION.

SECTION 3. DEPOSITS

ALL FUNDS OF THE CORPORATION SHALL BE DEPOSITED FROM TIME TO TIME TO THE CREDIT OF THE CORPORATION IN SUCH BANKS, TRUST COMPANIES, OR OTHER DEPOSITORIES AS THE BOARD OF DIRECTORS MAY SELECT.

SECTION 4. GIFTS

THE BOARD OF DIRECTORS MAY ACCEPT ON BEHALF OF THE CORPORATION ANY CONTRIBUTION, GIFT, BEQUEST, OR DEVISE FOR THE NON-PROFIT PURPOSES OF THIS CORPORATION.

SECTION 5. LOANS

FROM TIME TO TIME DIRECTORS/OFFICERS/EMPLOYEES MAY LOAN MONEY TO THE CORPORATION. ALSO DIRECTORS/OFFICERS/EMPLOYEES MAY PURCHASE FOR THE CORPORATION NECESSARY AND ORDINARY BUSINESS ITEMS OR INCUR NECESSARY EXPENSES FOR THE OPERATING OF THE CORPORATION. THE BOARD OF DIRECTORS MUST AGREE TO REIMBURSE THOSE EXPENSES OF FUNDS ARE AVAILABLE WITH NO INTEREST, FOLLOWING THE I.R.S. GUIDELINES FOR SUCH LOANS.

SECTION 6: INSURANCE

EXCEPT AS MAY BE OTHERWISE PROVIDED UNDER PROVISIONS OF LAW, THE BOARD OF DIRECTORS MAY ADOPT A RESOLUTION AUTHORIZING THE PURCHASE AND MAINTENANCE OF INSURANCE ON BEHALF OF ANY AGENT OF THE CORPORATION (INCLUDING A DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF THE CORPORATION) AGAINST LIABILITIES ASSERTED AGAINST OR INCURRED BY THE AGENT IN SUCH CAPACITY OR ARISING OUT OF THE AGENT'S STATUS AS SUCH, WHETHER OR NOT THE CORPORATION WOULD HAVE THE POWER TO INDEMNIFY THE AGENT AGAINST SUCH LIABILITY UNDER THE ARTICLES OF INCORPORATION, THESE BYLAWS OR PROVISIONS OF LAW.

SECTION 7: INDEMNIFICATION

THE DIRECTORS AND OFFICERS OF THE CORPORATION SHALL BE INDEMNIFIED BY THE CORPORATION TO THE FULLEST EXTENT PERMISSIBLE UNDER THE LAWS OF THIS STATE.

ARTICLE XIII CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

THE CORPORATION SHALL KEEP AT ITS PRINCIPAL OFFICE:

(A) MINUTES OF ALL MEETINGS OF DIRECTORS, COMMITTEES OF THE BOARD AND, IF THIS CORPORATION HAS MEMBERS, OF ALL MEETINGS OF MEMBERS, INDICATING THE TIME AND PLACE OF HOLDING SUCH MEETINGS, WHETHER REGULAR OR SPECIAL, HOW CALLED, THE NOTICE GIVEN, AND THE NAMES OF THOSE PRESENT AND THE PROCEEDINGS THEREOF;

(B) ADEQUATE AND CORRECT BOOKS AND RECORDS OF ACCOUNT, INCLUDING ACCOUNTS OF ITS PROPERTIES AND BUSINESS TRANSACTIONS AND ACCOUNTS OF ITS ASSETS, LIABILITIES, RECEIPTS, DISBURSEMENTS, GAINS AND LOSSES;

(C) A RECORD OF ITS MEMBERS, IF ANY, INDICATING THEIR NAMES AND ADDRESSES AND, IF APPLICABLE, THE CLASS OF MEMBERSHIP HELD BY EACH MEMBER AND THE TERMINATION DATE OF ANY MEMBERSHIP;

(D) A COPY OF THE CORPORATION'S ARTICLES OF INCORPORATION AND BYLAWS AS AMENDED TO DATE, WHICH SHALL BE OPEN TO INSPECTION BY THE MEMBERS, IF ANY, OF THE CORPORATION AT ALL REASONABLE TIMES DURING OFFICE HOURS.

SECTION 2. CORPORATE SEAL

THE BOARD OF DIRECTORS MAY ADOPT, USE, AND AT WILL ALTER, ANY CORPORATE SEAL. SUCH SEAL SHALL BE KEPT AT THE PRINCIPAL

OFFICE OF THE CORPORATION. FAILURE TO AFFIX THE SEAL TO CORPORATE INSTRUMENTS, HOWEVER, SHALL NOT AFFECT THE VALIDITY OF ANY SUCH INSTRUMENT.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

EVERY DIRECTOR SHALL HAVE THE ABSOLUTE RIGHT AT ANY REASONABLE TIME TO INSPECT AND COPY ALL BOOKS, RECORDS AND DOCUMENTS OF EVERY KIND AND TO INSPECT THE PHYSICAL PROPERTIES OF THE CORPORATION AND SHALL HAVE SUCH OTHER RIGHTS TO INSPECT THE BOOKS, RECORDS AND PROPERTIES OF THIS CORPORATION AS MAY BE REQUIRED UNDER THE ARTICLES OF INCORPORATION, OTHER PROVISIONS OF THESE BYLAWS, AND PROVISIONS OF LAW.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

ANY INSPECTION UNDER THE PROVISIONS OF THIS ARTICLE MAY BE MADE IN PERSON OR BY AGENT OR ATTORNEY AND THE RIGHT TO INSPECTION SHALL INCLUDE THE RIGHT TO COPY AND MAKE EXTRACTS.

SECTION 5. PERIODIC REPORT

THE BOARD SHALL CAUSE ANY ANNUAL OR PERIODIC REPORT REQUIRED UNDER LAW TO BE PREPARED AND DELIVERED TO AN OFFICE OF THIS STATE OR TO THE MEMBERS, IF ANY, OF THIS CORPORATION, TO BE SO PREPARED AND DELIVERED WITHIN THE TIME LIMITS SET BY LAW.

ARTICLE XIV IRC 501(c)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

NO SUBSTANTIAL PART OF THE ACTIVITIES OF THIS CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION [EXCEPT AS OTHERWISE PROVIDED BY SECTION 501(H) OF THE INTERNAL REVENUE CODE], AND THIS CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF, OR IN OPPOSITION TO, ANY CANDIDATE FOR PUBLIC OFFICE.

NOTWITHSTANDING ANY OTHER PROVISIONS OF THESE BYLAWS, THIS CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES 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, OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE.

SECTION 2. PROHIBITION

NO PART OF THE NET EARNINGS OF THIS CORPORATION SHALL ISSUE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, DIRECTORS OR TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES OF THIS CORPORATION.

SECTION 3. DISTRIBUTION OF ASSETS

UPON THE DISSOLUTION OF THIS CORPORATION, ITS ASSETS REMAINING AFTER PAYMENT, OR PROVISION FOR PAYMENT, OF ALL DEBTS AND LIABILITIES OF THIS CORPORATION SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. SUCH DISTRIBUTION SHALL BE MADE IN ACCORDANCE WITH ALL APPLICABLE PROVISIONS OF THE LAWS OF THIS STATE.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS -RESTRICTIONS

IN ANY TAXABLE YEAR IN WHICH THIS CORPORATION IS A PRIVATE FOUNDATION AS DESCRIBED IN SECTION 509(A) OF THE INTERNAL REVENUE CODE, THE CORPORATION 1) SHALL DISTRIBUTE ITS INCOME FOR SAID PERIOD AT SUCH TIME AND MANNER AS NOT TO SUBJECT IT TO TAX UNDER SECTION 4942 OF THE INTERNAL REVENUE CODE; 2) SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(D) OF THE INTERNAL REVENUE CODE; 3) SHALL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(C) OF THE INTERNAL REVENUE CODE; 4) SHALL NOT MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT THE CORPORATION TO TAX UNDER SECTION 4944 OF THE INTERNAL REVENUE CODE; AND 5) SHALL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945(D) OF THE INTERNAL REVENUE CODE.

ARTICLE XV AMENDMENTS

THESE BY-LAWS MAY BE ALTERED, AMENDED, REPEALED OR ADDED TO BY AN AFFIRMATIVE VOTE OF NOT LESS THAN (75%) PERCENT OF THE MEMBERS. SUBJECT TO THE POWER OF THE MEMBERS, IF ANY, OF THIS CORPORATION TO ADOPT, AMEND, OR REPEAL THE BYLAWS OF THIS CORPORATION AND EXCEPT AS MAY OTHERWISE BE SPECIFIED UNDER PROVISIONS OF LAW, THESE BYLAWS, OR ANY OF THEM, MAY BE ALTERED, AMENDED, OR REPEALED AND NEW BYLAWS ADOPTED BY APPROVAL OF THE BOARD OF DIRECTOR.

ARTICLE XVI
CONSTRUCTION AND TERMS

IF THERE IS ANY CONFLICT BETWEEN THE PROVISIONS OF THESE BYLAWS AND THE ARTICLES OF INCORPORATION OF THIS CORPORATION, THE PROVISIONS OF THE ARTICLES OF INCORPORATION SHALL GOVERN.

SHOULD ANY OF THE PROVISIONS OR PORTIONS OF THESE BYLAWS BE HELD UNENFORCEABLE OR INVALID FOR ANY REASON, THE REMAINING PROVISIONS AND PORTIONS OF THESE BYLAWS SHALL BE UNFIXED BY SUCH HOLDINGS.

ADOPTED ON _____ DAY OF 9/23rd, 2010.


DIRECTOR

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


Signature/Registered Agent

9-23-10
Date

Signature/Incorporator

Date

**ATTACHMENT # 2
BYLAWS**

**MESSAGE OF HOPE SEVENTH-DAY
ADVENTIST COMMUNITY
MISSION, INC.**

**53 S. Dean Rd.
Orlando, Fl 32825**

EIN# 26-4688949

BYLAWS

BY-LAWS OF NON-PROFIT CORPORATION

**MESSAGE OF HOPE SEVENTH-DAY
ADVENTIST COMMUNITY MISSION, INC.**

ARTICLE I: OFFICES

THE PRINCIPAL OFFICE: THE PRINCIPAL OFFICE OF THE CORPORATION
HEREINAFTER REFERRED TO AS

**MESSAGE OF HOPE SEVENTH-DAY
ADVENTIST COMMUNITY MISSION, INC.**

LOCATION:

**53 S. DEAN RD.
ORLANDO, FL 32825**

OFFICES: THE ORGANIZATION MAY HAVE OTHER OFFICES, EITHER WITHIN OR WITHOUT THE STATE OF INCORPORATION, AS THE BOARD OF DIRECTORS MAY DETERMINE FROM TIME TO TIME.

ARTICLE II: MEMBERSHIP

SECTION 1. MEMBERS ARE DIRECTORS OF

**MESSAGE OF HOPE SEVENTH-DAY
ADVENTIST COMMUNITY MISSION, INC.**

**SHALL CONSIST OF THE DIRECTORS OF THE CORPORATION AS CONSTITUTED IN
THEIR RESPECTIVE OFFICES.**

**SECTION 2. RESIGNATION ANY MEMBER OF MESSAGE OF HOPE SEVENTH-DAY
ADVENTIST COMMUNITY MISSION, INC.; MAY RESIGN AT ANY TIME BY FILING A
WRITTEN RESIGNATION WITH THE SECRETARY. IT SHALL TAKE EFFECT AT THE
TIME SPECIFIED THEREIN, AND IF NO TIME IS SPECIFIED, AT THE TIME OF ITS
RECEIPT BY THE PRESIDENT OR SECRETARY IT WILL BECOME EFFECTIVE
IMMEDIATELY.**

**SECTION 3. TRANSFER OF MEMBERSHIP
MEMBERSHIP IS NOT TRANSFERABLE OR ASSIGNABLE.**

ARTICLE III: BOARD OF DIRECTORS

**SECTION 1. GENERAL POWERS (BOD) SHALL HAVE FIDUCIARY OBLIGATION TO
THE ORGANIZATION AND SHALL MANAGE THE AFFAIRS OF MESSAGE OF HOPE
SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.**

**SECTION 2. NUMBER, TERM AND QUALIFICATIONS NUMBERS OF DIRECTORS
CONSIST OF THREE (3) INDIVIDUAL MEMBERS OF MESSAGE OF HOPE SEVENTH-
DAY ADVENTIST COMMUNITY MISSION, INC.; SHALL INCLUDE A CHAIRPERSON,
A SECRETARY, TREASURER AND DIRECTORS.**

SECTION 3. TERM

THE DIRECTORS SHALL BE CHOSEN AT THE ANNUAL MEETING OF THIS ORGANIZATION AND THEY SHALL SERVE FOR A TERM OF ONE (1) YEAR RELEVANT TO MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.; STATUS.

SECTION 4. MEETINGS

THE BOD SHALL HOLD FACE-TO-FACE MEETINGS ON A REGULAR BASIS, AND IN ADDITION MAY HOLD SPECIAL MEETINGS IF NECESSARY.

SECTION 5. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS SHALL BE HELD AT THE PRINCIPAL OFFICE OF THE MINISTRY, OR AT SUCH OTHER PLACE AS THE DIRECTORS MAY DETERMINE.

SECTION 6. TIME AND PLACE, AND AGENDA OF EACH BOD MEETING SHALL BE PUBLICIZED IN ADVANCE OR AS SOON THEREAFTER AS FEASIBLE.

SECTION 7. THE CHAIRPERSON IS RESPONSIBLE FOR CALLING BOD MEETINGS AND ORGANIZING THE AGENDA. FOR THE PURPOSES OF INCORPORATION PAPERS, THE CHAIRPERSON SHALL ALSO BE KNOWN AS THE PRESIDENT.

SECTION 8. THE SECRETARY SHALL TAKE MINUTES AT ALL BOD MEETINGS AND MAKE THEM AVAILABLE TO THE GOVERNING BOARD IN A TIMELY FASHION, SHALL MAINTAIN AN UP-TO-DATE LIST OF ALL OFFICERS, MEMBERS, AND STAFF, AND SHALL HANDLE ROUTINE CORRESPONDENCE.

SECTION 9. THE TREASURER SHALL COLLECT ALL DUES AND OTHER MONIES AND DEPOSIT THEM IN THE ORGANIZATION'S CHECKING ACCOUNT. THE TREASURER SHALL PAY ALL BILLS BY CHECK, KEEP RECORDS OF ALL TRANSACTIONS, AND PUBLICLY POST A MONTHLY FINANCIAL REPORT.

SECTION 10. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING
ANY ACTION REQUIRED OR PERMITTED TO BE TAKEN BY THE BOARD OF DIRECTORS UNDER ANY PROVISION OF LAW MAY BE TAKEN WITHOUT A MEETING, IF ALL MEMBERS OF THE BOARD SHALL INDIVIDUALLY CONSENT OR CONSENTS IN WRITING TO SUCH ACTION. SUCH WRITTEN CONSENT OR CONSENTS SHALL BE FILED WITH THE MINUTES OF THE PROCEEDINGS OF THE BOARD. SUCH ACTION BY WRITTEN CONSENT SHALL HAVE THE SAME FORCE AND EFFECT AS THE UNANIMOUS VOTE OF DIRECTORS. ANY CERTIFICATE OR OTHER DOCUMENT FILED UNDER ANY PROVISION OF LAW WHICH RELATED TO ACTION SO TAKEN, SHALL STATE THE ACTION SO TAKEN, SHALL STATE THAT THE ACTION WAS TAKEN BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS WITHOUT A MEETING. THE BYLAWS OF THIS CORPORATION AUTHORIZE THE DIRECTORS TO SO ACT AND SUCH STATEMENT SHALL BE PRIMA FACIE EVIDENCE OF SUCH AUTHORITY.

SECTION 11. QUORUM

A MAJORITY OF THE BOARD OF DIRECTORS SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF THE BUSINESS AT ANY MEETING OF THE BOARD; BUT IF LESS THAN A MAJORITY OF THE DIRECTORS ARE PRESENT AT ANY MEETING, A MAJORITY OF THE DIRECTORS PRESENT MAY ADJOURN THE MEETING FROM TIME TO TIME WITHOUT FURTHER NOTICE.

SECTION 12. BOARD DECISIONS

THE ACT OF THE MAJORITY OF THE BOD PRESENT AT A MEETING AT WHICH A QUORUM IS PRESENT SHALL BE THE ACT OF THE BOD, UNLESS THE ACT OF A GREATER NUMBER IS REQUIRED BY LAW OR BY THESE BYLAWS.

SECTION 13. VACANCIES, ADDITIONS, ELECTIONS AND REMOVAL ANY VACANCY OCCURRING IN THE BOARD OF DIRECTORS AND, ANY TRUSTEESHIP TO BE FILLED BY REASON OF AN INCREASE IN THE NUMBER OF DIRECTORS SHALL BE FILLED BY THE PRESIDENT WITH THE ADVICE AND CONSENT OF A MAJORITY OF THE PRESENT. BOARD OF ADVISORS SHALL REMOVE DIRECTORS. IN THE EVENT ALL DIRECTOR POSITIONS SHALL BECOME VACANT, THE BOARD OF ELDERS SHALL ACT AS INTERIM BOARD OF DIRECTORS UNTIL THE VACANCIES ARE FILLED.

SECTION 14. COMPENSATION DIRECTORS AS SUCH SHALL NOT RECEIVE ANY SALARIES FOR THEIR SERVICES.

ARTICLE IV: COMMITTEES AND BOARD ADVISORS

SECTION 1. COMMITTEES OF DIRECTORS

THE BOD, BY RESOLUTION ADOPTED BY A MAJORITY OF THE DIRECTORS IN OFFICE, MAY DESIGNATE ONE OR MORE COMMITTEES. THESE COMMITTEES, TO THE EXTENT PROVIDED IN SUCH RESOLUTION, SHALL HAVE AND EXERCISE THE AUTHORITY OF THE BOD IN THE MANAGEMENT OF THE ORGANIZATION. THE DESIGNATION OF SUCH COMMITTEES AND THE DELEGATION THERETO OF AUTHORITY SHALL NOT OPERATE TO RELIEVE THE BOD, OR ANY INDIVIDUAL DIRECTOR OF ANY RESPONSIBILITY IMPOSED ON IT OR HIM BY LAW.

SECTION 2. OTHER COMMITTEES

OTHER COMMITTEES NOT HAVING AND EXERCISING THE AUTHORITY OF THE BOARD OF DIRECTORS IN THE MANAGEMENT OF MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.; MAY BE DESIGNATED BY A CONSULTANT ADOPTED BY A MAJORITY OF THE DIRECTORS PRESENT A MEETING AT WHICH A QUORUM IS PRESENT. THE PERSON MAY REMOVE ANY MEMBER OF ANY SUCH COMMITTEE OR PERSONS AUTHORIZED TO APPOINT SUCH MEMBER WHENEVER, IN THEIR JUDGMENT IT'S IN THE BEST INTERESTS OF MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC. ; AND SHALL BE SERVED BY SUCH REMOVAL

SECTION 3. BOARD OF ADVISORS

A BOARD OF ADVISORS MAY BE APPOINTED AS SET FORTH BELOW. IT SHALL BE THE RESPONSIBILITY AND PRIVILEGE OF THE BOARD OF ADVISORS TO PROVIDE GODLY COUNSEL TO THE PRESIDENT AND THE BOD. COUNSEL SHALL BE IN ORGANIZATIONAL, FINANCIAL, LEGAL, OR OTHER AREAS WHEREIN THE PRESIDENT DETERMINES PROFESSIONAL COUNSEL IS NEEDED AND/OR DESIRABLE. NO MINIMUM OR MAXIMUM NUMBER OF MEMBERS OF THE BOARD OF ADVISORS SHALL BE ESTABLISHED AND THE APPOINTED TO THE BOARD AND TENURE THEREON SHALL BE AT THE PLEASURE AND IN THE COMPLETE DISCRETION OF THE PRESIDENT AND BOD.

ARTICLE V: VOTING PROCEDURES

SECTION 1. ANY MEMBER OF MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.; MAY MAKE A MOTION. NO ACTION ON THE MOTION IS TAKEN FOR TWO WEEKS. AT THE END OF TWO WEEKS, THE AUTHOR MAY THEN SUBMIT A FINAL VERSION FOR A VOTE BY THE MEMBERSHIP. THE VOTE IS CONDUCTED ONLINE OVER A PERIOD OF TEN DAYS.

SECTION 2. A MOTION WILL BE CONSIDERED TO HAVE PASSED.

SECTION 3. FOR VOTING PURPOSES A DAY WILL RUN MIDNIGHT TO MIDNIGHT. IN THE EVENT OF CONTINUOUS SYSTEM DOWNTIME OF 24 HOURS OR MORE, THE VOTING PERIOD WILL BE ADJUSTED TO COMPENSATE.

ARTICLE VI: CONTRACT, CHECKS, DEPOSITS, DUES AND FUNDS

SECTION 1. CONTRACTS

THE BOD MAY AUTHORIZE ANY OFFICER OR AGENTS OF MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.; 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 OR BEHALF OF THE ORGANIZATION. SUCH AUTHORITY MAY BE GENERAL OR MAY BE CONFINED TO SPECIFIC INSTANCES.

SECTION 2. CHECKS, DRAFTS, OR ORDERS

ALL CHECKS, DRAFTS, OR ORDERS FOR THE PAYMENT OF MONEY, NOTES, OR OTHER EVIDENCES OR INDEBTEDNESS ISSUED IN THE NAME OF THE ORGANIZATION SHALL BE SIGNED BY THE PRESIDENT OF MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.; IN THE ABSENCE OF THE PRESIDENT, HE OR SHE SHALL DELEGATE SIGNING AUTHORITY TO THE TREASURER.

SECTION 3. DEPOSITS OF ALL FUNDS OF MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.; SHALL BE DEPOSITED FROM TIME TO TIME TO THE CREDIT OF THE ORGANIZATION IN SUCH BANKS, TRUST COMPANIES, OR OTHER DEPOSITORIES AS THE BOD MAY SELECT.

SECTION 4. GIFTS

THE BOD MAY ACCEPT ON BEHALF OF THE ORGANIZATION ANY CONTRIBUTION, GIFTS, BEQUEST OR DEVISE FOR ANY PURPOSE OF THE MINISTRY.

ARTICLE VII: FISCAL YEAR

THE FISCAL YEAR OF MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.; SHALL BE THE CALENDAR YEAR. THE FISCAL YEAR SHALL BEGIN ON JANUARY 1 OF EACH YEAR. ? THE INCUMBENT TREASURER SHALL CLOSE THE BOOKS PRIOR TO THIS DATE.

ARTICLE VIII: DISSOLUTION

(A) SECTION 1. UPON THE DISSOLUTION OF MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.; THE BOD SHALL, AFTER THE PAYMENT OF ALL THE LIABILITIES OF THE MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.; DISPOSE OF ALL OF THE ASSETS OF THE ORGANIZATION EXCLUSIVELY FOR THE PURPOSES OF THE ORGANIZATION 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 OR OF ANY FUTURE UNITED STATES REVENUE LAW) AS THE BOD SHALL DETERMINE.

(B) SECTION 2. NO PART OF THE NET EARNINGS OF MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.; SHALL INSURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, OFFICERS, DIRECTORS, OR ANY PERSON EXCEPT THAT THE ORGANIZATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED, AND TO MAKE PAYMENTS IN THE FURTHERANCE OF MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.; NOTWITHSTANDING ANY OTHER PROVISIONS OF THE ARTICLES OF THE ARTICLES OF INCORPORATION. MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.; 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 1986, AS AMENDED (OR THE CORRESPONDING SECTION OF ANY FUTURE UNITED STATES REVENUE LAW).

ARTICLE IX: SEAL

THE BOD SHALL PROVIDE A CORPORATE SEAL,

ARTICLE X: AMENDMENTS

THE ARTICLE OF INCORPORATION AND THESE BY-LAWS MAY BE ALTERED, AMENDED, OR REPEALED, AND NEW BY-LAWS MAY BE ADOPTED BY A TWO-THIRDS (2/3) MAJORITY VOTE OF THE BOD OF THE MINISTRY AT ANY REGULAR OR SPECIAL COMBINED MEETING OF THE BOD. AT LEAST FOURTEEN (14) DAYS ADVANCE WRITTEN NOTICE, PRIOR TO A MEETING, CALLED FOR THE PURPOSE OF ALTERING, AMENDING OR REPEALING THE MINISTRY'S BYLAWS OR ARTICLES OF INCORPORATION SHALL BE GIVEN TO EACH MEMBER OF THE DIRECTORS.

ADOPTED BY FULL BOARD OF DIRECTORS THIS 23 DAY OF Sept. 2010.


DIRECTOR

DIRECTOR

ATTACHMENT # 3
ACTIVITIES AND OPERATIONAL INFORMATION

**MESSAGE OF HOPE SEVENTH-DAY
ADVENTIST COMMUNITY
MISSION, INC.**

**53 S. Dean Rd.
Orlando, Fl 32825**

EIN# 26-4688949

ACTIVITIES AND OPERATIONAL INFORMATION

ACTIVITIES AND OPERATIONAL INFORMATION

THE SPECIFIC PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED IS:

MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.; IS TO BE A SEVENTH-DAY ADVENTIST COMMUNITY CHURCH.

ORGANIZED EXCLUSIVELY FOR ONE OR MORE OF THE PURPOSES AS SPECIFIED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, 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.

THE CHURCH IS THE COMMUNITY OF BELIEVERS WHO CONFESS JESUS CHRIST AS LORD AND SAVIOR. IN CONTINUITY WITH THE PEOPLE OF GOD IN OLD TESTAMENT TIMES, WE ARE CALLED OUT FROM THE WORLD; AND WE JOIN TOGETHER FOR WORSHIP, FOR FELLOWSHIP, FOR INSTRUCTION IN THE WORD, FOR THE CELEBRATION OF THE LORD'S SUPPER, FOR SERVICE TO ALL MANKIND, AND FOR THE WORLDWIDE PROCLAMATION OF THE GOSPEL. THE CHURCH DERIVES ITS AUTHORITY FROM CHRIST, WHO IS THE INCARNATE WORD, AND FROM THE SCRIPTURES, WHICH ARE THE WRITTEN WORD. THE CHURCH IS GOD'S FAMILY; ADOPTED BY HIM AS CHILDREN, ITS MEMBERS LIVE ON THE BASIS OF THE NEW COVENANT. THE CHURCH IS THE BODY OF CHRIST, A COMMUNITY OF FAITH OF WHICH CHRIST HIMSELF IS THE HEAD. THE CHURCH IS THE BRIDE FOR WHOM CHRIST DIED THAT HE MIGHT SANCTIFY AND CLEANSE HER. AT HIS RETURN IN TRIUMPH, HE WILL PRESENT HER TO HIMSELF A GLORIOUS CHURCH, THE FAITHFUL OF ALL THE AGES, THE PURCHASE OF HIS BLOOD, NOT HAVING SPOT OR WRINKLE, BUT HOLY AND WITHOUT BLEMISH. (GEN. 12:3; ACTS 7:38; EPH. 4:11-15; 3:8-11; MATT. 28:19, 20; 16:13-20; 18:18; EPH. 2:19-22; 1:22, 23; 5:23-27; COL. 1:17, 18.)

SEVENTH-DAY ADVENTISTS ACCEPT THE BIBLE AS THEIR ONLY CREED AND HOLD CERTAIN FUNDAMENTAL BELIEFS TO BE THE TEACHING OF THE HOLY SCRIPTURES; OUR ACTIVITIES WILL INCLUDE THE FOLLOWING:

- WOMEN'S MINISTRIES
- MEN'S MINISTRIES
- SENIORS
- YOUTH
- YOUNG ADULTS
- KIDS
- BABIES

THIS ORGANIZATION IS TO SERVE AS AN INSTRUMENT FULLY SUBMITTED TO THE WILL AND DIRECTION OF GOD FOR THE PROCLAMATION OF THE EVERLASTING GOSPEL OF THE LORD JESUS CHRIST.

TO ENGAGE IN PREACHING, MUSIC, TEACHING AND SUCH OTHER MINISTRIES AS WELL COMFORT, BLESS AND MINISTER TO THE SPIRITUAL NEEDS OF BELIEVERS WHO ARE EAGERLY AWAITING THE RETURN OF THE LORD JESUS CHRIST.

TO BE USED BY THE SPIRIT OF THE LIVING GOD FOR THE SALVATION OF SOULS INTO THE KINGDOM OF GOD.

SAID CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL, 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 THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INSURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FORTH IN THE THIRD ARTICLE HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) AND POLITICAL CAMPAIGN OR BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION 170 (C) (2) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

IF REFERENCE TO FEDERAL LAW IN ARTICLES OF INCORPORATION IMPOSES A LIMITATIONS THAT IS INVALID IN YOUR STATE, YOU MAY WISH TO SUBSTITUTE THE FOLLOWING FOR THE LAST SENTENCE OF THE PRECEDING PARAGRAPH: "NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THIS CORPORATION SHALL NOT, EXCEPT TO AN INSUBSTANTIAL DEGREE, ENGAGE IN ANY ACTIVITIES OR EXERCISE ANY POWERS THAT ARE NOT IN FURTHERANCE OF THE PURPOSES OF THIS CORPORATION.

UPON THE DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OF MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX

CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OR THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION 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.

NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INSURE TO THE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF THE PURPOSES SET FOR IN ARTICLE THREE HEREOF. NO SUBSTANTIAL PART OF THE ACTIVITIES OF THE CORPORATION SHALL BE THE CARRYING ON OF THE PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERVENE (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) AND POLITICAL CAMPAIGN OR BEHALF OF OR IN OPPOSITION TO ANY CANDIDATE FOR PUBLIC OFFICE.

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (A) BY CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION 170 (C) (2) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.

UPON THE DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OF MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C) (3) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE, OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE.

ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION OR THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION 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.

ATTACHMENT # 4

**GOVERNING BODY OF DIRECTORS AND/OR
OFFICERS**

**MESSAGE OF HOPE SEVENTH-DAY
ADVENTIST COMMUNITY
MISSION, INC.**

**53 S. Dean Rd.
Orlando, Fl 32825**

EIN# 26-4688949

**GOVERNING BODY OF DIRECTORS AND/OR
OFFICERS**

Message of Hope Officers **2010:**

Treasures

Head : Donnie Palmer
Kevin Ploche
Betty Gordon (assistant)
Stacey Merriweather?

Deacons

Marcus Merriweather
Donnie Palmer
Kevin Ploche

Sabbath School Superintendents

Head : Viola Sadler
Seerina Farrell

Elders

Head: Terese Kirlew / Holston
Eccle Sterling
Marcus Merriweather
Jared Davis

Deacon

Head : Samuel Holston
Dale Henry
Kevin Ploche
Donnie Palmer

Church Council :

(Board Members)
Therese Kirlew/Holston
Eccle Sterling
Marie Pun
Marcus Merriweather
Stacey Merriweather
Jared Davis
Donnie Palmer
Viola Sadler
Karlene Palmer
Tracey Ploche
Adrianne Henry
Kevin Ploche

Music

Head : Tracey Ploche
Kevin Ploche
Marcus Merriweather
Mike Bookhart

A.Y (evening program)

Head : Adrian Henry
Assist. Tracey Ploche

Technology

Head: Samuel Holston
Marcus Merriweather
Sherwin Campbell
Donnie Palmer

Ushers / Hospitality

Marie Pun
Eccle Sterling

Bulletin

Marie Pun

Deaconesses

Head : Viola Sadler
Lurine Singh
Marie Pun
Seerina Farrell

Children Ministries

Adrianne Henry
Stefon Lunis
Kayla Palmer

Clerks:

Head: Stacey Merriweather
Tracey Ploche

Sabbath School Secretary

Karlene Palmer
Marie Pun

Community Outreach

Head: Karlene Palmer
Assist: Lisa Campbell

ATTACHMENT # 5

FINANCIAL DATA

**MESSAGE OF HOPE SEVENTH-DAY
ADVENTIST COMMUNITY
MISSION, INC.**

**53 S. Dean Rd.
Orlando, Fl 32825**

EIN# 26-4688949

FINANCIAL DATA

INITIAL INVESTMENTS	\$15,000.00	\$26,000.00	\$37,000.00	\$45,500.00	\$123,500.00
DONATIONS	\$6,000.00	\$12,000.00	\$24,000.00	\$27,600.00	\$69,600.00
FUNDRAISERS	\$7,000.00	\$15,000.00	\$20,000.00	\$23,000.00	\$65,000.00
NET CASH FLOW	\$6,000.00	\$25,000.00	\$26,000.00	\$29,900.00	\$86,900.00
OTHER INCOME	\$5,500.00	\$14,600.00	\$16,000.00	\$18,400.00	\$54,500.00

TOTAL: \$39,500.00 \$92,600.00 \$123,000.00 \$144,400.00 \$399,500.00

SALARIES

ADMINISTRATION \$0.00 \$40,000.00 \$60,000.00 \$66,000.00 \$166,000.00

BENEFITS \$0.00 \$13,900.00 \$20,850.00 \$22,935.00 \$57,685.00

OFFICE RENT \$12,000.00 \$12,600.00 \$13,860.00 \$15,939.00 \$54,399.00

OFFICE SUPPLIES \$4,800.00 \$5,040.00 \$5,544.00 \$6,375.60 \$21,759.60

TELEPHONE \$2,500.00 \$2,625.00 \$2,887.50 \$3,320.63 \$11,333.13

INTERNET \$900.00 \$945.00 \$1,039.50 \$1,195.43 \$4,079.93

UTILITIES \$3,600.00 \$945.00 \$1,039.50 \$1,041.06 \$6,625.56

PRINTING \$2,000.00 \$2,100.00 \$2,310.00 \$2,656.50 \$9,066.50

POSTAGE/MAILINGS \$1,200.00 \$1,260.00 \$1,386.00 \$1,593.90 \$5,439.90

LEGAL \$3,500.00 \$3,675.00 \$4,042.50 \$4,648.88 \$15,866.38

LOCAL TRAVEL \$500.00 \$525.00 \$577.50 \$664.13 2266.625

INSURANCE \$2,500.00 \$2,625.00 \$2,756.25 \$3,169.69 11050.9375

Contingency \$6,000.00 \$6,300.00 \$6,615.00 \$7,000.00 \$20,000.00

OTHER

TOTAL: \$39,500.00 \$92,540.00 \$122,907.75 \$106,421.00 \$385,572.55

ATTACHMENT # 6

**SUPPORTING DOCUMENTS
OF
MESSAGE OF HOPE SEVENTH-DAY
ADVENTIST COMMUNITY
MISSION, INC.**

**53 S. Dean Rd.
Orlando, Fl 32825**

EIN# 26-4688949

SUPPORTING DOCUMENTS



**Department of the Treasury
Internal Revenue Service
Ogden, UT 84201**

In reply refer to: 0233458957
Sep 03, 2010 LTR 147C
26-4688949

**MESSAGE OF HOPE COMMUNITY MISSION
PO BOX 782141
ORLANDO FL 32878-2141 419**

Taxpayer Identification Number: 26-4688949

Form(s):

Dear Taxpayer:

This letter is in response to your telephone inquiry of September 3rd, 2010.

Your Employer Identification Number (EIN) is 26-4688949. Please keep this number in your permanent records. You should enter your name and your EIN, exactly as shown above, on all business federal tax forms that require its use, and on any related correspondence documents.

If you have any questions regarding this letter, please call our Customer Service Department at 1-800-829-0115 between the hours of 7:00 AM and 10:00 PM. If you prefer, you may write to us at the address shown at the top of the first page of this letter. When you write, please include a telephone number where you may be reached and the best time to call.

Sincerely,

**Mrs. Berman
17-53604
Customer Service Representative**

**Fax Transmission
Cover Sheet**

Date: 9/3/2010

To: MESSAGE OF HOPE COMMUNITY MISSION
Address: PO BOX 782141
ORLANDO FL 32878-2141 419

Fax Number: 877-202-2858

Office Phone:

From: Mrs. Berman - Customer Service Representative
Address: **Mail Stop:**

Fax Number:

Office Phone:

Number of pages: 3 *Including cover sheet*

Remarks:

Visit the IRS homepage at www.irs.gov to obtain current information about the IRS and its service.

This communication is intended for the sole use of the individual to whom it is addressed and may contain information that is privileged, confidential, and exempt from disclosure under applicable law. If the reader of this communication is not the intended recipient or the employee or agent for delivering the communication to the intended recipient, you are hereby notified that any dissemination, distribution, or copying of this communication may be strictly prohibited. If you have received this communication in error, please notify the sender immediately by telephone (collect, if necessary), and return the communication to the address above via the United States Postal Service. Thank you.

MOH

*"A loving, Christian
fellowship ministering to
the needs of our
community."*

Date:
Saturday, 12/04/10

Time:
10:00am

Contact:
messageofhopesda@
gmail.com



Message of Hope Community SDA Mission

Special Guest Speaker
Evangelist Walter Pearson



Message of Hope
Welcomes you to a profound inspirational service
by the well known Evangelist Walter Pearson.
Come, bring your family and friends and worship
with us and be blessed in the Lord's house.

Highlights

- Bible Exploration-10:00am
- Praise & Worship by MOH Praise Team
- Children's story puppet show
- Children's Church

MOH

Currently Worshipping at
Friend's Community Church
88 South Dean Road
Gainesville, FL 32603

Coordinator: Don

E-mail: mesageofhopesda@gmail.com
Phone: 407-354-6045



ATTACHMENT # 7

**CONFLICT OF INTEREST POLICY
OF
MESSAGE OF HOPE SEVENTH-DAY
ADVENTIST COMMUNITY
MISSION, INC.**

**53 S. Dean Rd.
Orlando, FL 32825**

EIN# 26-4688949

CONFLICT OF INTEREST POLICY

CONFLICT OF INTEREST POLICY

ARTICLE I: PURPOSE

THE PURPOSE OF THE CONFLICT OF INTEREST POLICY IS TO PROTECT THIS TAX-EXEMPT ORGANIZATION'S MESSAGE OF HOPE SEVENTH-DAY ADVENTIST COMMUNITY MISSION, INC.

- INTEREST WHEN IT IS CONTEMPLATING ENTERING INTO A TRANSACTION OR ARRANGEMENT THAT MIGHT BENEFIT THE PRIVATE INTEREST OF AN OFFICER OR DIRECTOR OF THE ORGANIZATION OR MIGHT RESULT IN A POSSIBLE EXCESS BENEFIT TRANSACTION. THIS POLICY IS INTENDED TO SUPPLEMENT BUT NOT REPLACE ANY APPLICABLE STATE AND FEDERAL LAWS GOVERNING CONFLICT OF INTEREST APPLICABLE TO NONPROFIT AND CHARITABLE ORGANIZATIONS.

ARTICLE II: DEFINITIONS

1. **INTERESTED PERSON-** ANY DIRECTOR, PRINCIPAL OFFICER, OR MEMBER OF A COMMITTEE WITH GOVERNING BOARD DELEGATED POWERS, WHO HAS A DIRECT OR INDIRECT FINANCIAL INTEREST, AS DEFINED BELOW, IN AN INTERESTED PERSON.
2. **FINANCIAL INTEREST-** A PERSON HAS A FINANCIAL INTEREST IF THE PERSON HAS, DIRECTLY OR INDIRECTLY, THROUGH BUSINESS, INVESTMENT, OR FAMILY:
 - A. AN OWNERSHIP OR INVESTMENT INTEREST IN ANY ENTITY WITH WHICH THE ORGANIZATION HAS A TRANSACTION OR ARRANGEMENT.
 - B. A COMPENSATION ARRANGEMENT WITH THE ORGANIZATION OR WITH ANY ENTITY OR INDIVIDUAL WITH WHICH THE ORGANIZATION HAS A TRANSACTION OR ARRANGEMENT, OR

C. A POTENTIAL OWNERSHIP OR INVESTMENT INTEREST IN, OR COMPENSATION ARRANGEMENT WITH, ANY ENTITY OR INDIVIDUAL WITH WHICH THE ORGANIZATION IS NEGOTIATING A TRANSACTION OR ARRANGEMENT COMPENSATION INCLUDES DIRECT AND INDIRECT REMUNERATION AS WELL AS GIFTS OR FAVORS THAT ARE NOT INSUBSTANTIAL.

A FINANCIAL INTEREST IS NOT NECESSARILY A CONFLICT OF INTEREST. UNDER ARTICLE III, SECTION 2, A PERSON WHO HAS A FINANCIAL INTEREST MAY HAVE A CONFLICT OF INTEREST ONLY IF THE APPROPRIATE GOVERNING BOARD OR COMMITTEE DECIDES THAT A CONFLICT OR INTEREST EXISTS.

ARTICLE III: PROCEDURES

1. **DUTY TO DISCLOSE-** IN CONNECTION WITH ANY ACTUAL POSSIBLE CONFLICT OR INTEREST, AN INTERESTED PERSON MUST DISCLOSE THE EXISTENCE OF THE FINANCIAL INTEREST AND BE GIVEN THE OPPORTUNITY TO DISCLOSE ALL MATERIAL FACTS TO THE DIRECTORS AND MEMBERS OF COMMITTEES WITH GOVERNING BOARD DELEGATED POWERS CONSIDERING THE PROPOSED TRANSACTION OR ARRANGEMENT.
2. **DETERMINING WHETHER A CONFLICT OF INTEREST EXIST -** AFTER DISCLOSURE OF THE FINANCIAL INTEREST AND ALL MATERIAL FACTS, AND AFTER ANY DISCUSSION WITH THE INTERESTED PERSON, HE/SHE SHALL LEAVE THE GOVERNING BOARD OR COMMITTEE MEMBERS SHALL DECIDE IF A CONFLICT OF INTEREST EXISTS.

**3. PROCEDURES FOR ADDRESSING THE
CONFLICT OF INTEREST-**

- A. AN INTERESTED PERSON MAY MAKE A PRESENTATION AT THE GOVERNING BOARD OR COMMITTEE MEETING, BUT AFTER THE PRESENTATION, HE/SHE SHALL LEAVE THE MEETING DURING THE DISCUSSION OF, AT THE VOTE ON, THE TRANSACTION OR ARRANGEMENT INVOLVING THE POSSIBLE CONFLICT OF INTEREST.**
- B. THE CHAIRPERSON OF THE GOVERNING BOARD OR COMMITTEE SHALL, IF APPROPRIATE, APPOINT A DISINTERESTED PERSON ON COMMITTEE TO INVESTIGATE ALTERNATIVES TO THE PROPOSED TRANSACTION OR ARRANGEMENT.**
- C. AFTER EXERCISING DUE DILIGENCE, THE GOVERNING BOARD OR COMMITTEE SHALL DETERMINE WHETHER THE ORGANIZATION CAN OBTAIN WITH REASONABLE EFFORTS A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT FROM A PERSON OR ENTITY THAT WOULD NOT GIVE RISE TO A CONFLICT OF INTEREST.**
- D. IF A MORE ADVANTAGEOUS TRANSACTION OR ARRANGEMENT IS NOT REASONABLY POSSIBLE UNDER CIRCUMSTANCES NOT PRODUCING A CONFLICT OF INTEREST, THE GOVERNING BOARD OR COMMITTEE SHALL DETERMINE BY A MAJORITY VOTE OF THE DISINTERESTED DIRECTORS WHETHER THE TRANSACTION OR ARRANGEMENT IS IN THE ORGANIZATION'S BEST INTEREST. FOR ITS OWN BENEFIT, AND WHETHER IT IS FAIR AND**

- E. REASONABLE. IN CONFORMITY WITH THE ABOVE DETERMINATION IT SHALL MAKE ITS DECISION AS TO ENTER INTO THE TRANSACTION OR ARRANGEMENT.

4. VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY-

- A. IF THE GOVERNING BOARD OF COMMITTEE HAS REASONABLE CAUSE TO BELIEVE A MEMBER HAS FAILED TO DISCLOSE ACTUAL OR POSSIBLE CONFLICTS OF INTEREST, IT SHALL INFORM THE MEMBER OF THE BASIS FOR SUCH BELIEF AND AFFORD THE MEMBER AN OPPORTUNITY TO EXPLAIN THE ALLEGED FAILURE TO DISCLOSE.
- B. IF, AFTER HEARING THE MEMBER'S RESPONSE AND AFTER MAKING FURTHER INVESTIGATION AS WARRANTED BY THE CIRCUMSTANCES, THE APPROPRIATE DISCIPLINARY AND CORRECTIVE ACTION.

ARTICLE IV: RECORDS OF PROCEEDINGS

THE MINUTES OF THE GOVERNING BOARD AND ALL COMMITTEES WITH BOARD DELEGATED POWERS SHALL CONTAIN:

- A. THE NAMES OF THE PERSONS WHO DISCLOSED OR OTHERWISE WERE FOUND TO HAVE A FINANCIAL INTEREST IN CONNECTION WITH AN ACTUAL OR POSSIBLE CONFLICT OF INTEREST, THE NATURE OF THE FINANCIAL INTEREST, ANY ACTION TAKEN TO DETERMINE WHETHER A CONFLICT OF INTEREST IN FACT EXISTED.
- B. THE NAMES OF THE PERSON WHO WERE PRESENT FOR DISCUSSIONS AND VOTES RELATING TO THE TRANSACTION OR ARRANGEMENT, THE CONTENT OF THE DISCUSSION, INCLUDING ANY ALTERNATIVE TO THE PROPOSED TRANSACTION OR ARRANGEMENT, AND A RECORD OF ANY VOTES TAKES IN CONNECTION WITH THE PROCEEDINGS.

ARTICLE V: COMPENSATION

- A. A VOTING MEMBER OF THE GOVERNING BOARD WHO RECEIVES COMPENSATION, DIRECTLY OR INDIRECTLY, FROM THE ORGANIZATION FOR SERVICES IS PRECLUDED FROM VOTING ON MATTERS PERTAINING TO THAT MEMBER'S COMPENSATION.**
- B. A VOTING MEMBER OF ANY COMMITTEE WHOSE JURISDICTION INCLUDES COMPENSATION MATTERS AND WHO RECEIVES COMPENSATION, DIRECTLY OR INDIRECTLY, FROM THE ORGANIZATION, EITHER INDIVIDUALLY OR COLLECTIVELY, IS PROHIBITED FROM PROVIDING INFORMATION TO ANY COMMITTEE REGARDING COMPENSATION.**

ARTICLE VI: ANNUAL STATEMENTS

EACH DIRECTOR, PRINCIPAL OFFICER AND MEMBER OF A COMMITTEE WITH GOVERNING BOARD DELEGATED POWERS SHALL ANNUALLY SIGN A STATEMENT WHICH AFFIRMS SUCH PERSON:

- A. HAS RECEIVED A COPY OF THE CONFLICTS OF INTEREST POLICY.**
- B. HAS READ AND UNDERSTANDS THE POLICY.**
- C. HAS AGREED TO COMPLY WITH THE POLICY, AND**
- D. UNDERSTANDS THE ORGANIZATION IS CHARITABLE AND IN ORDER TO MAINTAIN ITS FEDERAL TAX EXEMPTION IT MUST ENGAGE PRIMARILY IN ACTIVITIES WHICH ACCOMPLISH ONE MORE OF ITS TAX EXEMPT PURPOSES.**

ARTICLE VII: PERIODIC REVIEWS

TO ENSURE THE ORGANIZATION OPERATES IN A MANNER CONSISTENT PURPOSES AND DOES NOT ENGAGE IN ACTIVITIES THAT COULD JEOPARDIZE ITS TAX-EXEMPT STATUS, PERIODIC REVIEWS SHALL BE CONDUCTED. THE PERIODIC REVIEWS SHALL, AT A MINIMUM, INCLUDE THE FOLLOWING SUBJECTS:

- A. WHETHER COMPENSATION ARRANGEMENTS AND BENEFITS ARE REASONABLE, BASED ON COMPETENT SURVEY INFORMATION AND THE RESULT OF ARM'S LENGTH BARGAINING.
- B. WHETHER PARTNERSHIPS, JOINT VENTURES AND ARRANGEMENTS WITH MANAGEMENT ORGANIZATIONS CONFORM TO THE ORGANIZATION'S WRITTEN POLICIES, ARE PROPERLY RECORDED, REFLECT REASONABLE INVESTMENT OR PAYMENTS FOR GOODS AND SERVICES, FURTHER CHARITABLE PURPOSES AND DO NOT RESULT IN INURNMENT, IMPERMISSIBLE PRIVATE BENEFIT OR IN AN EXCESS BENEFIT TRANSACTION.

ARTICLE VIII: USE OF OUTSIDE EXPERTS

WHEN CONDUCTING THE PERIODIC REVIEWS AS PROVIDED FOR IN ARTICLE VII, THE ORGANIZATION MAY, BUT NEED NOT, USE OUTSIDE ADVISORS. IF OUTSIDE EXPERTS ARE USED, THEIR USE SHALL NOT RELIEVE THE GOVERNING BOARD OF ITS RESPONSIBILITY FOR ENSURING PERIODIC REVIEWS ARE CONDUCTED.