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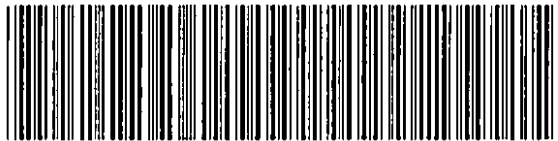
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Amended
&
Restated

Amended + Restated Articles
for
Tallahassee Biblical Counseling Ministries, Inc

Article I: NAME

The name of this ministry shall be Tallahassee Biblical Counseling Ministries, Inc..

Article II: OFFICE

The principle office for administrative duties of the ministry shall be located at 3510 Lands End Lane, Tallahassee, Florida. The Board of Directors may change the principle office from one location to another. The offices for counseling shall be located at 3762 Capital Circle NW, Tallahassee, Florida and 4500 W. Shannon Lakes #12, Tallahassee, Florida. In addition, the ministry may have counseling offices at other locations as determined and approved by the Board of Directors.

Article III: PURPOSES

Section A

This ministry is organized and operated exclusively for religious, charitable, scientific and educational purposes within the classification of legal charities; and no part of the net earnings shall inure to the benefit of any private stockholder or individual; and no substantial part of the activities of this ministry, or any receipt of its funds, shall be utilized for any other purpose except those purposes mentioned above. In order to provide suitable locations for the conduct of activities of this ministry, the ministry shall have the power to build, rent, maintain or lease appropriate facilities; and to conduct its activities in one or more offices; and to hold, purchase, mortgage, sell or convey real and personal property of any kind in connection with its activities in any state, territory or colony of the United States and in any foreign country or place.

TBCM is a private, non-profit, Christian ministry confessing that the Bible is the only authoritative rule for faith and practice. As such, we are not bound by the counseling standards of any other organization, the State of Florida, or licensing agency. We are, furthermore, not required to adjust our conceptions for and practice of biblical counseling in light of any current cultural practice.



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Section B

Tallahassee Biblical Counseling Ministries, Inc. is a non-profit ministry that seeks to advance the glory of Jesus Christ by pursuing excellence in biblical counseling. Our ministry identification is located within the classic Christian tradition. Our sources of authority are the 66 books of Scripture in the Old and New Testaments, the constitution and by-laws of ACBC, the Standards of Conduct of ACBC, and the Statement of Faith of ACBC. The particular purpose of this ministry is to glorify Jesus Christ as we share the good news of the Gospel to hurting people. This is done by offering practical, emotional and spiritual support to men, women and children who are facing life challenging concerns with counseling that holds the Scriptures, God's written Word, as authoritative. We do not integrate any form of psychology into our counseling. TBCM is committed to serving local churches in and around the Tri-State area of Florida, Georgia and Alabama.

Section C

The general purpose of this ministry is to spread the Gospel of Jesus Christ as commanded in the Scriptures, the Holy Bible. TBCM will strive to fulfill the two greatest commandments of loving God and loving our neighbor. We will provide biblical counseling, guidance and assistance for all persons in accordance with the principles and precepts of the Scriptures in order that they may gain a clear personal understanding of the full meaning of Christian discipleship and also a clear understanding of the power contained in the Word of God that they may be spiritually prepared and strengthened in the knowledge of the Lord Jesus Christ in order to face trials in this life in a way that brings glory to God. The counseling will involve teaching that they can have joy and peace in Jesus Christ when obedient to His Word. In counseling we will point people to their Redeemer, Jesus Christ, so that real change will occur. TBCM will also teach methods and principles of biblical counseling to any and all persons desiring to learn; to assist all organized churches in the training of lay counselors in order to assist that church to fulfill God's command to counsel one's own flock.

Article IV: BOARD OF DIRECTORS, OFFICERS, COUNSELORS & VOLUNTEERS

Board of Directors

- A. General Powers: The business and affairs of the ministry shall be managed and controlled by the Board of Directors. The Board shall have the power to elect, appoint, or employ such officers, agents, and other representatives as it may deem necessary or prudent to carry out the purposes of the ministry.



- B. Number of Directors: The Board of Directors shall consist of at least five, but no more than eight, members until changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by resolution adopted by the Board of Directors.
- C. Qualifications of Directors: Each member of the Board of Directors shall be at least 25 years of age and shall be a professing Christian of sound character who affirms his or her full agreement with the ministry's statement of faith and the Statement of Policy Regarding Gender, Sexuality, and Counseling. It is recommended that each member attend an Association of Certified Biblical Counselors' conference once every 3 years.
- D. Election and Term of Office: The Board of Directors shall be elected by a majority vote of the Board of Directors from applications submitted. The term of office for each member of the Board of Directors shall be two years. Board members may serve an unlimited number of consecutive terms. A board member shall be removed from office by unanimous vote of the other board members in the following instances (an illustrative, not exhaustive, list): moral impropriety; doctrinal error; bringing reproach upon the name of Jesus Christ and/or Tallahassee Biblical Counseling Ministries, Inc.; incompetency; disunity with the rest of the board members; and any other failure that would fall under the category of actions that demand church discipline as determined collectively by the other TBCM board members.
- E. Meetings: Regular meetings of the Board of Directors shall be held once quarterly at such time and place as may be designated by the Board of Directors of the Executive Director.
- F. Compensation: No member of the Board of Directors shall receive any compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the ministry.

Officers

- A. GENERAL: The officers of the ministry shall consist of a President, a Vice President, a Treasurer, a Secretary and an Executive Director. Such other offices as may be deemed necessary may be elected or appointed by the Board of Directors. The President, Vice President, Treasurer and Secretary shall be elected bi-annually by the Board of Directors and may serve consecutive terms so long as they remain as members of the Board of Directors.



- B. **PRESIDENT:** The President shall be appointed from among the members of the Board of Directors and shall preside at all meetings of the Board of Directors and perform such other duties as the Board of Directors and these bylaws may prescribe.
- C. **VICE PRESIDENT:** The Vice President shall be appointed from among the members of the Board of Directors and shall perform the duties of President in his or her absence. When so acting, the Vice President shall have all the powers and be subject to the same limitations as the President.
- D. **TREASURER:** The Treasurer shall be appointed from among the members of the Board of Directors and shall supervise the financial affairs of the ministry. The Treasurer shall have charge, responsibility, and custody for all funds and securities of the ministry. The Treasurer shall be responsible for providing the Board of Directors with quarterly reports concerning the financial condition of the ministry.
- E. **SECRETARY:** The Secretary shall be appointed from among the members of the Board of Directors and shall be responsible for recording the minutes of all meetings and resolutions of the Board of Directors.
- F. **EXECUTIVE DIRECTOR:** The Executive Director shall be the chief executive operating officer of the ministry and shall serve at the will and pleasure of the Board of Directors and attend all board meetings. The Executive Director shall be responsible for implementing the policies and decision of the Board of Directors and for supervising the day-to-day operations of the ministry. The Executive Director shall be the custodian of the ministry's official books and records. The Executive Director shall be a salaried position. The Board of Directors shall determine the Executive Director's salary.

Counselors/Volunteers

- A. **QUALIFICATIONS OF COUNSELORS:** Each counselor shall be a professing Christian of sound character who affirms his or her full agreement with the ministry's statement of faith and the Statement of Policy Regarding Gender, Sexuality, and Counseling. Each counselor must be certified as a biblical counselor through the Association of Certified Biblical Counselors (ACBC) or in the process of being certified through ACBC (at the minimum: completing the 50 hours of ACBC supervision). Each counselor must attend an ACBC conference once every 3 years for continuing education.



- B. **QUALIFICATIONS OF VOLUNTEERS:** Each volunteer shall be a professing Christian of sound character who affirms his or her full agreement with the ministry's statement of faith and the Statement of Policy Regarding Gender, Sexuality, and Counseling.
- C. **COUNSELOR/VOLUNTEER APPLICATIONS:** Each Counselor and Volunteer will complete the appropriate application paperwork. After reviewing the application(s) the Board of Directors will vote by a majority vote from applications submitted.
- D. **COMPENSATION:** No counselor or volunteer shall receive any compensation for their services as such but may, by resolution of the Board of Directors, be allowed reimbursement for their expenses actually and reasonably incurred on behalf of the ministry.

Article V: INDEMNIFICATION AND INSURANCE

The ministry shall, to the maximum extent permitted by law, indemnify each of its Directors, Officers and Counselors against expenses, judgments, fines, settlement and any other amounts actually and reasonably incurred in connection with any claim or proceeding arising by reason of the fact that any such person is or was a Director, Officer or Counselor of the ministry. The ministry shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors, Officers and Counselors against any liability asserted against or incurred by any Director, Officer or Counselor in such capacity.

Article VI: FISCAL YEAR

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

Article VII: AMENDMENT OF BYLAWS

These bylaws may be amended at any regular or special meeting provided that thirty days notice of the proposed amendment is given to all Directors and the amendment is approved by a two-thirds vote of all members of the Board of Directors.



Article VIII: DOCTRINAL STATEMENT OF FAITH

1. We believe the God of the Bible is the sovereign Creator and Sustainer of the universe and that He is one God externally existent in three persons: Father, Son and Holy Spirit.
2. We believe man was created in God's image as a responsible being.
3. We believe sin, which is thinking or acting independently of God, results in misery both temporal and eternal.
4. We believe the Bible is inspired, infallible, and totally sufficient and the only complete and authoritative book which was written specifically to provide both the answers to man's behavioral problems and the means for man's behavioral change.
5. We believe in the deity of the Lord Jesus Christ, His virgin birth, His sinless life, His miracles, His vicarious and atoning death through His shed blood, His bodily resurrection, His ascension and He is at the right hand of the Father; His personal return in both power and glory.
6. We believe that for the salvation of lost and sinful man, regeneration by the Holy Spirit is absolutely essential.
7. We believe that a person becomes justified by grace through faith in the Lord Jesus Christ.
8. We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is progressively sanctified and finally glorified.
9. We believe in the resurrection of both the saved and the lost; those who are saved unto the resurrection of life and those who are lost unto the resurrection of damnation.
10. We believe in the spiritual unity of believers in our Lord Jesus Christ and that we ought to manifest that unity wherever and whenever possible.

Article IX: STATEMENT OF POLICY REGARDING GENDER, SEXUALITY AND COUNSELING

- A. The cultural context of the Twenty First Century makes it popular, and politically expedient, to adjust traditional views of gender, sexuality, and counseling. Many fashionable views abound. In particular, numerous voices in our culture embrace, as normal and proper, same-sex desires and behavior, same-sex marriage, transgender identification and malign – as evidence of ignorance and cruelty – efforts to counsel people away from such behaviors. As a ministry bound by the authority of Scripture, and our own guiding documents and the documents of ACBC which grow out of these Scriptures, TBCM rejects any demand that we conform to cultural pressure to embrace any of these unbiblical views of gender, sexuality, and counseling. We desire, instead, to reaffirm the following theological and practical commitments:



1. God created every person in His own image as male or female. This sexual distinction and complementarity establishes a normative connection between the biological sex and gender (Gen. 1:26-27)
 2. The fall of mankind corrupts this created good in both physical and spiritual realities creating confusion and pain in the lives of each person who struggles with the difficulty of physical brokenness regarding gender, and the torment of sinful desires regarding sexuality (Gen. 3:1-7; Rom. 3:9-18; 5:12-17)
 3. In the midst of a broken and fallen world, God's Word continues to affirm the sanctity of one's biological sex. Because of this reality, the Bible affirms that marriage is exclusively between one man and one woman for life. Marriage is thus the only proper context for sexual desire and behavior (Mark 10:1-8)
 4. The bible regularly and consistently condemns same-sex attraction and behavior as sinful, requiring repentant faith in the Lord Jesus Christ for forgiveness (Rom 1:18-27; 1 John 1:8-9)
 5. Though we reject any triumphalism that insinuates easy, quick fixes, TBCM wholeheartedly affirms the biblical truth that the powerful grace of Jesus Christ is able to change and purify the desires of those struggling with same-sex attractions and behaviors (1 cor. 6:9-11; 2 Cor. 3:18; col. 3:1-17)
- B. TBCM and all TBCM counselors believe that homosexual desires and behavior are at odds with human joy and flourishing. Based on that reality we believe that it is an act of Christian love to call to repentance those struggling with homosexual sin. We further believe that it is unkind and unloving to fail to point human beings to the goodness of God's commands concerning gender, sexuality, and counseling. We do not participate with or cooperate in any efforts to prepare for or perpetuate same-sex relationships. Homosexual behavior, same-sex attraction, and gender identity confusion are a result of the fall to be redeemed through the Gospel and the power of the Holy Spirit. In that light we believe that a uniquely Christian form of counseling faithfulness regarding this issue requires:
1. An affirmation of God's goodness in creating mankind as male and female.
 2. A rejection that human beings could possess a gender other than the one indicated by biological sex.
 3. A rejection that homosexual desires, behavior, or marriage is an acceptable or moral lifestyle.



4. An affirmation that the Christian process of change is often lengthy and is ultimately incomplete in this life.
5. An affirmation that the powerful grace of Jesus Christ ultimately and certainly sanctifies the most engrained sinful desires, including homosexuality. A Christian can know meaningful change in this life and will know the fullness of change in the life to come.

Name of registered agent:

Caryn Alfson
3510 Hawks End Ln
Tallahassee, FL 32317
850-408-3398

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

Caryn Alfson
Executive Director

9-25-19



CARYN ALFSON

The date of each amendment(s) adoption: 8/23/2019, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 9-25-2019

Signature Caryn Alfson
(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)

CARYN ALFSON
(Typed or printed name of person signing)

Executive Director
(Title of person signing)