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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Epic Ministries, Inc.

DOCUMENT NUMBER: N10000006664

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

Please return all correspondence concerning this matter to the following:

Timothy E. Jones
(Name of Contact Person)

(Firm/ Company)

1 Pine Lakes Pkwy North
(Address)

Palm Coast, FL 32137
(City/ State and Zip Code)

tim@theepicchurch.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tim Jones at (386) 237.9934
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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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

Epic Ministries, Inc.

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

N10000006664

(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:

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:

New Registered Office Address:

(Florida street address)

_____, Florida
(City) (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>
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input 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)

See attachment for amending of Article IV which is labeled as "The Official Constitution
of Epic Ministries, Inc.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

The date of each amendment(s) adoption: 4-20-11

(date of adoption is required)

Effective date if applicable: 4-20-11

(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 4/20/11

Signature Trenton L. Schake

(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)

Trenton L. Schake
(Typed or printed name of person signing)

President
(Title of person signing)

**Amendment to ARTICLE IV: MANNER OF ELECTION
of the Articles of Incorporation for Epic Ministries, Inc. (N10000006664)**

Here within this document labeled, *The Official Constitution of Epic Ministries, Inc.* is the detailed manner in which the officers, directors, or agents of Epic Ministries, Inc. are elected and how they will carry out the responsibilities of the organization and govern it.

This Amendment to Article IV: Manner of Election of the Articles of Incorporation for Epic Church Ministries, Inc., a Florida not for profit corporation is hereby executed by the Incorporator and its officers.


Trent Schake, Incorporator, President & Register Agent

4.20.11
Date


Witness: Timothy E. Jones, Secretary

4-20-11
Date

Note: Attached to this document is a copy of *The Official Constitution of Epic Ministries, Inc.* as part of the documentation for this Amendment to Article IV.

The Official Constitution of Epic Ministries, Inc.

An imperfect system filled with men and women of integrity will function far better than a perfect system filled with men and women who lack integrity. The people we choose are as important as the system we use. This document outlines the guidelines Epic Ministries employs in selecting key leadership and managing ongoing systems and procedures. In addition, this constitution provides accountability for ministry leaders and key information for the church body. While impossible to anticipate all future contingencies, the intent of this document is to provide flexibility to meet long-term changing needs.

Epic Ministries government is built around five teams of people:

1. The Board of Elders
2. The Executive Staff
3. The Stewardship Team
4. The Personnel Team
5. The Ministry Leaders Team

The Board of Elders

The Board of Elders is comprised of no fewer than three and no more than nine men, including the Lead Pastor and a designated staff pastor who are the only permanent members. The Lead Pastor is a permanent member of the Board of Elders and the Chairman of the Elders. The Lead Pastor designates a staff pastor who is the other permanent member of the Board of Elders. Elders, other than the Lead Pastor and the designated staff pastor, serve one four-year term. Elders are required to rotate off for one year before becoming eligible for another term. The Board of Elders may be comprised of non-staff members and staff members.

The Purpose of Elders

Elders function primarily as discerners and guardians of the organization. They are not expected to oversee specific projects or ministry areas in their capacity of elders. They function as overseers for the entire organization. The elders evaluate the effectiveness and direction of the organization according to three criteria:

1. The organization's mission.
2. The organization's resources.
3. The organization's Statement of Faith:

In essential beliefs we have unity.
In nonessential beliefs we have liberty.
In all our beliefs we show love.

God

- We believe in One God who rules the earth as Creator and King.

- We believe God exists in 3 persons: The Father, the Son and the Holy Spirit – known as the trinity.
- We believe these three persons are distinct in function and role and yet comprise one God.
- We believe that the trinity is the only character in the story of life that always does what is good, right and perfect.

Father

- We believe God the Father is the first person of the trinity relationship.
- We believe God is a loving God who cares deeply for all humanity.
- We believe God is a very active and personal God.
- We believe out of His passionate love God desires for all of humanity to be restored to a right relationship with Himself.

Jesus

- We believe Jesus is the second person of the trinity.
- We believe Jesus is God and wrapped Himself in human form while on the planet Earth.
- We believe Jesus lived a sinless life while on the earth.
- We believe Jesus' mission on the earth was to restore all of humanity to a right relationship with God the Father and that He accomplished that through His death, burial and resurrection.
- We believe Jesus rose from the dead and defeated the curse of sin and death over humanity.
- We believe Jesus is the only way to be restored to God the Father.
- We believe that one day Jesus will return and call all of His followers back to heaven to be with Him forever.

Holy Spirit

- We believe the Holy Spirit is the third person of the trinity relationship.
- We believe the Holy Spirit is co-equal with God the Father and God the Son.
- We believe the Holy Spirit is active in the world today – guiding us, teaching us, convicting us, empowering us, comforting us, and always pointing us towards the work of Jesus on the cross.
- We believe that the Holy Spirit takes up residence within the hearts of every person who believes that Jesus is Lord and Savior.
- We believe the Holy Spirit empowers Christ followers to live a God honoring life.

Bible

- We believe the Bible is God's love letter to us.
- We believe the Bible is inspired by God and without human error.
- We believe the Bible is the supreme source of truth.
- We believe the Bible is God's instructions to show us the best possible way to live.

Humans

- We believe humans were created by a loving God and were made in His image.
- We believe humans are the supreme object of God's affection out of all creation.
- We believe God has given humans the task of caring for all of God's creation.
- We believe humans turned against God in disobedience in the Garden of Eden and that decision brought a curse of sin and death onto the world.
- We believe that all humans have chosen to disobey God.

- We believe the only hope for humans to be restored to a right relationship with God is through belief in Jesus Christ as Lord and Savior.

Restoration

- We believe God wants every human to be restored to a right relationship with Himself.
- We believe there is only one way to be restored to God and that is through belief in Jesus Christ as Lord and Savior.
- We believe salvation is God's free gift and that all humans are given the opportunity to accept or reject that gift.
- We believe those who accept God's free gift of restoration will spend eternity with God.
- We believe those who reject God's free gift of restoration will spend an eternity apart from God.
- We believe once someone has been restored to God through Jesus they are secure in that for all of eternity.

Church

- We believe God's plan for restoring the world to Himself is to use local churches gathered together as the global Church worldwide.
- We believe the church's mission is to help restore people to God by telling them about Jesus the Savior and Lord.
- We believe the church is a group of imperfect people in an imperfect world serving a perfect God.

Enemy of God

- We believe in a real being that hates God and anyone who desires to follow Him.
- We believe that Lucifer was created as God's most beautiful angel.
- We believe Lucifer turned against God and convinced 1/3 of heaven's angels to join him in rebellion against God.
- We believe Lucifer's name was changed to Satan (meaning Adversary) and was kicked out of heaven along with his fallen angels (now called demons).
- We believe that Satan and his demons are defeated foes and yet are still doing everything within their limited power to stop people from being restored to God and to keep Christ-followers / churches from being effective in restoring the world to God.

Eternity

- We believe in a literal heaven and hell.
- We believe heaven was created for those who receive God's free gift of salvation and are restored to God.
- We believe heaven is a place of eternal peace and perfection and is beyond what the human mind can comprehend.
- We believe heaven is a reward for believing in Jesus as Lord and Savior.
- We believe that all who are restored to God through Jesus will spend an eternity with God in heaven – a place of perfection.
- We believe hell was originally created for Satan and his demons and was not originally created for humans.
- We believe that all who reject Jesus will spend an eternity apart from God in hell.

Elders do not determine programming. This responsibility falls to the Executive Staff. However, the elders are responsible for evaluating programming based on its appropriateness and effectiveness in furthering the overall mission of Epic Ministries, Inc.

The Lead Pastor will meet with the elders on a regular basis, not less than twelve times a year.

The Authority of an Elder

For all practical purposes, the elders have final say in any and all matters concerning the overall direction of the organization. Unless otherwise specified in this document, anything voted on by the elders requires all to vote "yes" or "neutral" of all in attendance in order to pass. There cannot be any "no" votes. When voting, elders may choose to vote with a "yes", "neutral", or "no" vote. A quorum of three-fourths must be present and voting must be done at the time any vote is taken.

Elders are also required to follow the Elder Manual. The Elder Manual contains further insight into the matters of elder leadership, doctrinal guidelines, the records of all past decisions made at organizational business meetings or important elder meetings, and any other important matter concerning the organization. All newly appointed elders are required to read the Elder Manual and *Elders and Leaders* by Gene Getz to help guide him in knowing the culture of the organization and how to perform the duties necessary in being an elder.

There are four decisions that the elders may not make on their own.

1. Elders may not appoint a new Lead Pastor.
2. Elders may not approve debt for the organization in excess of one-twelfth of the previous year's annual operating budget. They must use the same procedures as found in the "*Amending the Constitution*" section in order to approve debt beyond this limit.
3. Elders cannot change or establish the denominational affiliation of Epic Ministries, Inc., which currently is non-denominational. They must use the same procedures as found in the "*Amending the Constitution*" section in order to change the denominational affiliation of Epic Ministries, Inc.
4. Elders may not change the Articles of Incorporation, or the Constitution. They must use the same procedures as found in the "*Amending the Constitution*" section in order to change the Articles of Incorporation or the Constitution.

The Dismissal of an Elder

If it becomes apparent that an elder should not serve in the office of elder, he may resign, or by three-fourths vote of "yes" of all elders voting, excluding the elder under consideration, be immediately retired from the office. His position will remain vacant until the next scheduled election or until the current elders choose a suitable replacement. When dismissing an elder, a quorum of all the current elders of the Board of Elders must be present and voting must be done at the time the vote is taken. Each must vote "yes" or "no" in this case. No neutral votes can be cast.

Elders have the authority to dismiss the Lead Pastor without organizational approval by a three-fourths vote of "yes" of all elders voting, excluding the Lead Pastor. In addition, any

complaints or concerns regarding the Lead Pastor should be directed to and handled by the elders. When dismissing the Lead Pastor, a quorum of all the current elders of the Board of Elders must be present and voting must be done at the time the vote is taken. Each must vote "yes" or "no" in this case. No neutral votes can be cast.

The Election of Elders

Each year, the current elders will evaluate and determine by the Annual Organizational Business Meeting whether to have elder elections or not for that year. If the elders determine to add an elder to the Board of Elders, here is the process for such an election.

At a time as set by the elders, each member of the Ministry Leaders Team will be given the opportunity to nominate any man from any campus, who is a member of any ministry areas, as a candidate for elder. Elders and staff may nominate potential candidates as well. All nominations will be gathered and evaluated by the Elder Selection Team. The evaluation will include an application, interviews, and background checks.

The Elder Selection Team is comprised of three active elders, selected by the Board of Elders, including those who may be rotating off the current Board of Elders, along with two representatives from the Ministry Leaders Team for a total of five members. The Ministry Leaders Team will select the two Ministry Leader representatives to be on the Elder Selection Team.

The Elder Selection Team will conduct a successive series of votes, wherein each member of the team will vote for up to the top three or four candidates (depending on the needed number of elders) from the slate of approved candidates under consideration. A total "yes" vote from the Elder Selection Team is required to nominate an elder candidate to the current Board of Elders. Then the elder candidates must receive a total "yes" vote from the current Board of Elders to be elected. If suitable replacements are not found, the position(s) will be left unfilled until such time as the current Board of Elders are able to find and agree on a candidate.

Again, the Board of Elders is comprised of no fewer than three and no more than nine men, including the Lead Pastor and a designated staff pastor who are permanent members. The Lead Pastor is a permanent member of the Board of Elders and the Chairman of the Elders. The Lead Pastor designates the staff pastor who is the other permanent member of the Board of Elders.

Elders, other than the Lead Pastor and designated staff pastor, serve one four-year term. Elders are required to rotate off for one year before becoming eligible for another term. The Board of Elders may be comprised of non-staff members and staff members.

Newly appointed elders will be presented and confirmed at an Organizational Business Meeting by the laying on of hands and prayer by the current elders and staff pastors.

The Qualifications of an Elder

A candidate for elder must have served in an area of ministry of Epic Ministries for at least two years prior to his election to office. Furthermore, all elders are required to meet the

qualifications for elder/overseer as outlined in 1 Timothy 3:1-11, Titus 1:5-9, and 2 Timothy 2:24-25.

1 This is a trustworthy saying: "If someone aspires to be an elder, he desires an honorable position." 2 So an elder must be a man whose life is above reproach. He must be faithful to his wife.* He must exercise self-control, live wisely, and have a good reputation. He must enjoy having guests in his home, and he must be able to teach 3 He must not be a heavy drinker* or be violent. He must be gentle, not quarrelsome, and not love money. 4 He must manage his own family well, having children who respect and obey him. 5 For if a man cannot manage his own household, how can he take care of God's church? 6 An elder must not be a new believer, because he might become proud, and the devil would cause him to fall.* 7 Also, people outside the church must speak well of him so that he will not be disgraced and fall into the devil's trap. 8 In the same way, deacons must be well respected and have integrity. They must not be heavy drinkers or dishonest with money. 9 They must be committed to the mystery of the faith now revealed and must live with a clear conscience. 10 Before they are appointed as deacons, let them be closely examined. If they pass the test, then let them serve as deacons. 11 In the same way, their wives* must be respected and must not slander others. They must exercise self-control and be faithful in everything they do.*

1 Timothy 3:1-11 (NLT)

5 I left you on the island of Crete so you could complete our work there and appoint elders in each town as I instructed you. 6 An elder must live a blameless life. He must be faithful to his wife, and his children must be believers who don't have a reputation for being wild or rebellious. 7 An elder* is a manager of God's household, so he must live a blameless life. He must not be arrogant or quick-tempered; he must not be a heavy drinker,* violent, or dishonest with money. 8 Rather, he must enjoy having guests in his home, and he must love what is good. He must live wisely and be just. He must live a devout and disciplined life. 9 He must have a strong belief in the trustworthy message he was taught; then he will be able to encourage others with wholesome teaching and show those who oppose it where they are wrong.*

Titus 1:5-9 (NLT)

24 A servant of the Lord must not quarrel but must be kind to everyone, be able to teach, and be patient with difficult people. 25 Gently instruct those who oppose the truth. Perhaps God will change those people's hearts, and they will learn the truth.

2 Timothy 2:24-25

The Executive Staff

The Lead Pastor selects the Executive Staff. The purpose of this group is to determine programming, give vision to the various ministries of the organization, and oversee the day-to-day operations. The Executive Staff is accountable to the Lead Pastor. All Executive Staff members whether male or female are required to meet the character qualifications as outlined in 1 Timothy 3:1-7, Titus 1:5-9 and 2 Timothy 2:24-25, but serve to the capacity as mentioned in 1 Timothy 3:8-13.

The Stewardship Team

The Stewardship Team administrates all financial matters related to Epic Ministries, Inc. The Stewardship Team helps to work with staff to form budgets, to give assistance in financial matters and ensure financial health of the organization. Overall, the Stewardship Team helps to form the budget with the staff and then proposes it to the Board of Elders. The elders approve the budget for the calendar year.

The Stewardship Team is ultimately accountable to the elders of the organization. The elders have the authority to override any decision made by the Stewardship Team. However, if such an occasion should arise, it will be necessary for the elders to meet with the Stewardship Team and discuss the matter fully.

The Executive Staff may not exceed the approved budget without approval from the elders.

The Stewardship Team is appointed by the elders at an Annual Organizational Business Meeting. The Stewardship Team consists of at least one staff member and at least one other team member.

Stewardship team members are required to have been involved in a ministry area at Epic Ministries, Inc. and have the professional skills necessary to perform their assigned tasks.

The Stewardship Team may not hire or dismiss a staff member. This is the responsibility of the Lead Pastor. Elders and staff members may attend Stewardship Team meetings, but only to give input.

The Personnel Team

The Personnel Team establishes guidelines for staff salaries. The Personnel Team is comprised of current or former elders or Stewardship Team members. This committee is chosen by the Lead Pastor and submitted for approval to the elders annually. Salaries are not published or discussed in organizational business meetings. Salaries are approved by the Board of Elders from the recommendations of the Personnel Team along with the overall budget.

The Personnel Team will research each year comparable salary studies to make recommendations to the elders for any new staff hires, contract workers, or current staff salaries for the annual budget and salary approval.

The Board of Elders will follow the conflict of interest policy in Appendix A as it relates to Epic Ministries, Inc.

The Ministry Leaders Team

A Ministry Leader is an individual who directs a particular ministry area. They also represent those who work in those ministry areas. They serve as a channel of communication to and from the various ministries and campuses of Epic Ministries, Inc.

The Executive Staff determines the individual(s) who will lead an area of ministry. The Ministry Leader attends regular scheduled meetings throughout the year as determined by the Executive Staff. Ministry Leaders receive direction and guidance from the Executive Staff for ministry areas.

Organizational Business Meetings

An Organizational Business Meeting will be scheduled annually. This meeting will be ran by the Board of Elders, who may invite anyone from the Executive Staff Team, the Stewardship Team, the Personnel Team, or the Ministry Leaders Team for further insight of organizational matters.

The Board of Elders will appoint a moderator from the elders for the business meeting. The Board of Elders will ratify the budget and salaries, decide on elder elections, appoint the Stewardship Team, approve the Personnel Team, sign conflict of interest statements, determine when a periodic review for conflict of interest should take place, and vote on any other issues at the time. Three-fourths of the elders of the Board of Elders must be in attendance and vote "yes" or "neutral" in order to pass these items.

Organizational Business Meetings must take place at least once a year, but the elders can call an Organizational Business Meeting as needed or as it concerns to electing a New Lead Pastor or Amending the Constitution.

Electing A New Lead Pastor

When the position of Lead Pastor is vacated, the elders will take appropriate action to secure a qualified candidate to serve as Lead Pastor. The Board of Elders will recommend the candidate to those who currently serve on the Executive Staff Team, the Stewardship Team, the Personnel Team, the Ministry Leaders Team, and members of Epic Ministries, Inc. Approval by the membership of these groups requires a minimum participation of 25 percent of the total membership of these various groups of all the Epic Ministries, Inc. campuses through attendance, proxy, or written vote. This will constitute a quorum. Election of a new Lead Pastor requires a two-thirds affirmative vote of those participating to pass.

Membership of Epic Ministries, Inc.

Anyone who attends the Epic worship gathering(s) on a regular basis, agrees to the Statement of Faith, and is approved to serve in the various ministry areas of Epic Ministries, Inc. are considered members. The various ministry areas of Epic Ministries, Inc. are designated by the Executive Staff and are sanctioned by the Board of Elders. Epic Ministries, Inc. will keep current records of those serving in the various ministry areas.

Lead Pastor Accountability Team

The Lead Pastor Accountability Team is a group of men to whom the Lead Pastor is accountable regarding issues relating to his qualifications to serve. The members of this group will be selected by the Lead Pastor and approved by the elders. They may be church members, or non-church members. The members of the Lead Pastor Accountability Team do not serve a pre-determined term. However, each member must be reaffirmed by the elders each year, and report no less than annually to the elders.

Amending the Constitution

Constitutional Amendments require a total "yes" vote by all the current elders of the Board of Elders before the constitutional amendment(s) can be presented to the groups that may vote on amending the constitution. Only those who are currently active on the Board of Elders, the Executive Staff Team, the Stewardship Team, the Personnel Team, and the Ministry Leaders Team can participate to vote to amend the constitution. Approval by these groups requires a minimum participation of 75 percent of these various groups of the Epic Ministries, Inc. campuses through attendance, proxy, or written vote. This will constitute a quorum. All amendments require a two-thirds affirmative vote of those participating to pass.

Parliamentary Procedure

Organizational Business Meetings will be conducted according to Robert's Rules of Order, except as this constitution conflicts.

Budget

The staff, in conjunction with the Stewardship Team, will develop the budget annually. The Stewardship Team will present the budget to the Board of Elders for approval.

Ordination, Licensing and Commissioning

Epic Ministries, Inc. reserves the right to ordain, license, or commission individuals as ministers of the gospel to perform the ordinances and ceremonies of the church including, but not limited to, marriage, baptism, communion, and funerals. The Board of Elders will make such determinations.

Dissolution and Liquidation of Epic Ministries, Inc.

Dissolution

The elders may determine to cease organizational activities of Epic Ministries and dissolve and liquidate the organization by a "yes" vote of all elders. Upon dissolution of the organization, the Board of Elders shall pay or make provision for the payment of all the liabilities of the corporation, and shall thereafter dispose of all the assets of the organization exclusively for the purposes stated in Article III of the *Articles of Incorporation of Epic Ministries, Inc.* or to such organization or organizations organized and operated exclusively for religious purposes as shall at the time qualify as an exempt organization or organizations within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), as the elders shall determine.

Contingent Provision

If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none, the Florida registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III of the *Articles of Incorporation of Epic Ministries, Inc.*, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations within the meaning of Section 501 (c) (3), as said court shall determine.

Appendix A: Conflict of Interest Policy

Article I - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Epic Ministries, Inc.) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, staff, or elder of the board 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 the Board of Elders, who has a direct or indirect financial interest, as defined below, is 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 or 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 of Elders decides that a conflict of interest exists.

Article III - Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Elders with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Elders while the determination of a conflict of interest is discussed and voted upon. The remaining Board of Elders 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 a Board of Elders meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The Chairman of the Elders shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Board of Elders shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would 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 Board of Elders shall determine by a majority vote of the disinterested elder whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the Board of Elders 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 Board of Elders determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV - Records of Proceedings

The minutes of the Board of Elders 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 was present, and the Board of Elders decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V - Compensation

- a. A voting member of the Board of Elders 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 for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Board of Elders 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 of the members of the Board of Elders 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 or more of its tax-exempt purposes.

Article VII - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable 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 inurement, 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 Board of Elders of its responsibility for ensuring periodic reviews are conducted.

The Enactment of The Official Constitution of Epic Ministries, Inc.

We, the Initial Board of Directors, as outlined in ARTICLE V of the Articles of Incorporation for Epic Ministries, Inc., do hereby enact this Official Constitution of Epic Ministries, Inc. on this 10th day of February, year 2011. We submit our signatures to verify the approval of this constitution. The date we sign below will match the date on which our signatures are notarized as proof of this enactment.

Also, we do hereby designate the following persons as the first elders of Epic Ministries, Inc:

- Trent Schake, Lead Pastor, Chairman of the Elders, and Elder
- Timothy E. Jones, Designated Staff Pastor and Elder
- Rich Carr, Elder (non-staff member)

Trent Schake

Signature: _____

Title: President

Date: _____

Tammy Schake

Signature: _____

Title: Vice President

Date: _____

Timothy E. Jones

Signature: _____

Title: Secretary

Date: _____

Statement of Notary

Note: Notary seal must be visible, if applicable.

State of (Florida))

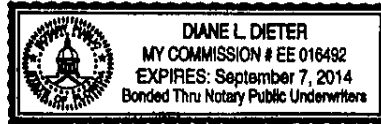
The consent to this request was subscribed and sworn to (or affirmed) before me on this 10th day of February,

County of (Flagler))

year 2011, by Trent Schake,

Tammy Schake, and Timothy E. Jones

(name of participants) proved to me on the basis of satisfactory evidence to be the persons who appeared before me, who affirmed that such consent represent their free and voluntary act.



SEAL

Notary Public Diane L. Dieter My commission expires 9/7/14