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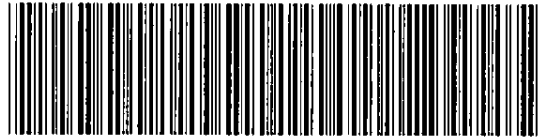
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RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

The name of the corporation is: SEE HIS FACE OUTREACH CENTER, INC.

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows: please see attachd restated Articles of Incorporation

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

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)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
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6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name:

Tony Bradley

Address:

8112 Evans Avenue
Fort Myers, FL 33901

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

Tony Bradley

Required Signature/Registered Agent

4/30/24
Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s)

(CHECK ONE)

☒ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was 4/30/24, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

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.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 7/22/24

Signature: Melinda Bradley

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Melinda Bradley
(Typed or printed name of person signing)

Vice-President
(Title of person signing)

See His Face Outreach Center, Inc.

EIN 90-0642577

ARTICLES OF INCORPORATION
OF
SEE HIS FACE OUTREACH CENTER INC.
(A Florida Corporation Not for Profit)

We, the undersigned, with other persons being desirous of forming a Corporation for charitable, religion, and philanthropic, purpose under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

Name

The name of this corporation is SEE HIS FACE OUTREACH CENTER INC.
located at 3612 Evans Avenue, Fort Myers, Florida 33901

ARTICLE II

Purposes

The corporation is organized exclusively for charitable, religious, education, and scientific purposes within the meaning of Sections 170(c)(2) and 501(c)(3) [pursuant to Sections 501 (k), 2055 (A)(2), and 2522 (a)(2)] of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of said Code (or the corresponding provision of any future United States Internal Revenue law).

In particular the corporation shall provide for and be organized exclusively for charitable, religious, and educational purposes, more specifically to establish programs which exemplify the ministry of the Lord Jesus Christ by addressing the educational and social needs of the children, youth, and their families within Lee County, Florida. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes. No part of the new earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

See His Face Outreach Center, Inc.

EIN 90-0642577

Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible and under Sections 170(c)(2), 2055(a)(2), or 2522 (a)(2) of the Internal Revenue Code of 1986, or corresponding section of future federal tax code.

ARTICLE III

Dissolution of Corporation

Upon the dissolution of this Ministry, the Board of Directors shall, after payment of all the liabilities of the Ministry, dispose of all the assets of the Ministry exclusively for purposes of this Ministry in such manner, or to such organization organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organization under section 501 © (3) of the Internal revenue Code of 1986. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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

Qualification of Members

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Subscribers

The name and residence of the subscriber to this Article is:

1. Pastor Tony Bridley
14019 Saint Kitts Dr. 5th Street
Fort Myers, Fl 33905

See His Face Outreach Center, Inc.

EIN 90-0642577

Fort Myers, FL 33901

Ronald Washington

3612 Evans Avenue
Fort Myers, FL 33901

Section 5. No officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer or directors be subject to the payments of the debts or obligations of this corporation.

ARTICLE IXInitial Registered Agent and Street Address

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

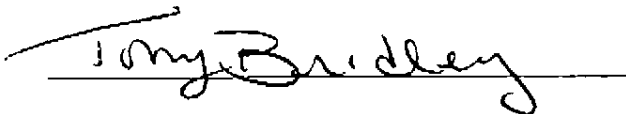
Pastor Tony Bridley
14019 Saint Kitts Dr. 5th Street
Fort Myers, FL 33905
Email: tonybridley72@yahoo.com

ARTICLE XINCORPORATOR

The name and address of the Incorporator is:

Pastor Tony Bridley
14019 Saint Kitts Dr. 5th Street
Fort Myers, FL 33905

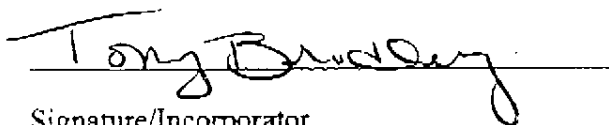
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as register agent and agree to act in this capacity.



Signature/Registered Agent



Date



Signature/Incorporator



Date

See His Face Outreach Center, Inc.

EIN 90-0642577

ARTICLE XI
Bylaws

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote or those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XII
Amendments

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a 75% vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE XIII
Location

The location of this corporation shall be at 3612 Evans Avenue, in the City of Fort Myers, County of Lee, State of Florida, 33901

ARTICLE XIV
Nonprofit Status

Section 1. No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

Section 2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XV
Powers

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold and dispose of such property as the corporation shall require for the benefit or the members and not for pecuniary profit.

See His Face Outreach Center, Inc.

EIN 90-0642577

ARTICLE XVMeetings

Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings and shall provide notice of all such meetings.

ARTICLE XVI

The street address of the initial registered office of this corporation is 3612 Evans Avenue, Fort Myers, Florida 33901, and the name of the initial registered agent of this corporation at that address is Tony Bridley.

1. IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 30 day of April, 2024, for the purpose of forming this corporation not for profit under laws of the State of Florida.

Tony Bridley
Tony Bridley

STATE OF FLORIDA _____)

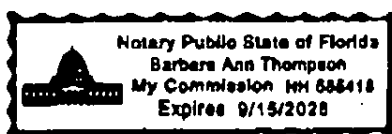
COUNTY OF LEE _____)

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgements, personally appeared Gregory Ford, who is __ personally known to me or ____ who provided _____ as identification, who are the persons described as subscribing incorporators in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above this 30th day of April
2024

My Commission Expires

Barbara Ann Thompson
Notary Public



**CONSTITUTION AND BYLAWS OF
SEE HIS FACE OUTREACH CENTER, INC.**

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**CONSTITUTION AND BYLAWS
OF
SEE HIS FACE OUTREACH CENTER, INC.**

PREAMBLE

WHEREAS, it is the express purpose of God, our Heavenly Father, to call out of the world and save people who shall constitute the body or church of our Lord Jesus Christ, built and established upon the foundation of the apostles and prophets, Jesus Christ Himself being the Chief Cornerstone; and

WHEREAS, the members of the body, the Church (ecclesia) of Jesus Christ, are enjoined to assemble themselves together for worship, fellowship, counsel, and instruction in the Word of God and the work of the ministry and for the exercise of those spiritual gifts and offices provided for in the New Testament,

THEREFORE, BE IT RESOLVED, that we recognize ourselves a body of Christian believers according to the scriptural Plan for the local church and under the laws of the State of Florida, that we may worship God as a united body, exercising all other rights and privileges granted to religious bodies.

FURTHER BE IT RESOLVED that we recognize ourselves to be in cooperative fellowship with the General Council of the Assemblies of God with headquarters in Springfield, Missouri, and the Peninsular Florida district Council of the Assemblies of God with headquarters in Lakeland, Florida.

ARTICLE I. NAME

The name of this assembly shall be the SEE HIS FACE OUTREACH CENTER, INC.

ARTICLE II. PREROGATIVES

SECTION 1.

This assembly shall have the right to govern itself according to the standards of the New Testament Scriptures, "endeavoring to keep the unity of the Spirit in the bond of peace...till we all come in the unity of the faith, and of the knowledge of the Son of God, unto a perfect man, unto the measure of the stature of the fullness of Christ." (Ephesians 4:3, 13)

SECTION 2.

In connection therewith, or incidental thereto, this assembly shall have the right to purchase or acquire by gift, bequest or otherwise, either directly or as trustee, and to own, hold in trust, use, sell, convey, mortgage, lease or otherwise dispose of any real estate or chattels as may be necessary for the furtherance of its purposes; all in accordance with its constitution and bylaws or as the same may be hereafter or as amended.

ARTICLE III. TENETS OF FAITH

This assembly accepts the Holy Scriptures as the revealed will of God, the all-sufficient rule of faith and practice, and for the purpose of maintaining general unity, adopts the Statement of fundamental Truths of the General Council of the Assemblies of God, which is as follows:

SECTION 1. THE SCRIPTURES INSPIRED

The Scriptures, both the Old and New Testaments, are verbally inspired of God and are the revelation of God to man, the infallible, authoritative rule of faith and conduct. (II Timothy 3:15-17; I Thessalonians 2:13; II Peter 1:21).

SECTION 2. THE ONE TRUE GOD

The one true God has revealed Himself as the eternally self-existent "I AM." The Creator of Heaven and earth and the Redeemer of mankind. He has further revealed Himself as embodying the principles or relationship and association as Father, Son, and Holy Ghost (Deuteronomy 6:4; Isaiah 43:10-11; Matthew 28:19; Luke 3:22).

SECTION 3. THE DIETY OF THE LORD JESUS CHRIST

The Lord Jesus Christ is the eternal Son of God. The Scriptures declare:

- a. His virgin birth (Matthew 1:23; Luke 1:31, 35);
- b. His sinless life (Hebrews 7:26; I Peter 2:2);
- c. His miracles (Acts 2:22; 10:38);
- d. His substitutionary work on the cross (I Corinthians 15:3; II Corinthians 5:21);
- e. His bodily resurrection from the dead (Matthew 28:6; Luke 24:39; I Corinthians 15:4); and
- f. His exaltation to the right hand of God (Acts 1:9, 11; 2:33; Philippians 2:9-11; Hebrews 1:3).

SECTION 4. THE FALL OF MAN

Man was created good and upright; for God said, "Let us make man in our image, after our likeness." However, man by voluntary transgression fell and thereby incurred not only physical death but also spiritual death, which is separation from God (Genesis 1:26-17; 2:17; 3:6; Romans 5:12-19).

SECTION 5. THE SALVATION OF MAN

Man's only hope of redemption is through the shed blood of Jesus Christ, the Son of God.

- a. Conditions to Salvation.

Salvation is received through repentance toward God and faith toward the Lord Jesus Christ. By the washing of regeneration and renewing of the Holy Ghost, being justified by grace through faith, man becomes an heir of God according to the hope of eternal life (Luke 24:47; John 3:3; Romans 10:13-15; Ephesians 2:8; Titus 2:11; 3:5-7).

- b. The Evidence of Salvation.

The inward evidence of salvation is the direct witness of the Spirit (Romans 8:16). The outward evidence to all men is a life of righteousness and true holiness (Ephesians 4:24; Titus 2:12).

SECTION 6. THE ORDINANCES OF THE CHURCH

- a. Baptism in Water.

The ordinance of baptism by immersion is commanded in the Scriptures. All who repent and believe on Christ as Savior and Lord are to be baptized. Thus, they declare to the world that they

have died with Christ and that they also have been raised with Him to walk in newness of life (Matthew 28:19; Mark 16:16; Acts 10:47-48; Romans 6:4).

b. **Holy Communion.**

The Lord's Supper, consisting of the elements – bread and the fruit of the vine – is the symbol expressing our sharing the divine nature of our Lord Jesus Christ (II Peter 1:4) and a memorial of His suffering and death (I Corinthians 11:26), and is enjoined on all believers "til He come!"

SECTION 7. THE BAPTISM IN THE HOLY SPIRIT

All believers are entitled to and should ardently expect and earnestly seek the promise of Father, the baptism in the Holy Ghost and fire, according to the command of our Lord Jesus Christ. This was the normal experience of all in the early Christian church. With it comes the endowment of power for life and service, the bestowment of the gifts and their uses in the work of the ministry (Luke 24:49; Acts 1:4, 8; I Corinthians 12:1-13). This experience is distinct from and subsequent to the experience of the new birth (Acts 8: 12-17; 10:44-46; 11:14-16; 15:7-9). With the baptism in the Holy Ghost come such experiences as an over-flowing fullness of the Spirit (John 7:37-39; Acts 4:8), a deepened reverence for God (Acts 2:42; Hebrews 12:28), an intensified consecration to God and dedication to His work (Acts 2:42), and a more active love for Christ, for His Word and for the lost (Mark 16:20).

SECTION 8. THE FAITH EVIDENCE OF THE BAPTISM IN THE HOLY SPIRIT

The baptism of believers in the Holy Ghost is witnessed by the initial physical sign of speaking with other tongues as the Spirit of God gives them utterance (Acts 2:4). The speaking in tongues in this instance is the same in essence as the gift of tongues (I Corinthians 12:4-10, 28), but different in purpose and use.

SECTION 9. SANCTIFICATION

Sanctification is an act of separation from that which is evil, and of dedication unto God (Romans 12:1-2; I Thessalonians 5:23; Hebrews 13:12). The Scriptures teach a life of "holiness without which no man shall see the Lord" (Hebrews 12:14). By the power of the Holy Ghost, we are able to obey the command: "Be ye holy, for I am holy," (I Peter 1:15-16).

Sanctification is realized in the believer by recognizing his identification with Christ in His death and resurrection, by faith reckoning daily upon the fact of the union, and by offering every faculty continually to the dominion of the Holy Spirit (I Peter 1:5; Romans 6:1-11, 13; 8:1-2, 13; Galatians 2:20; Philippians 2:12-13).

SECTION 10. THE CHURCH AND ITS MISSION

a. The Church is the Body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of her great commission. Each believer, born of the Spirit, is an integral part of the Great Assembly and Church of the Firstborn, which are written in heaven (Ephesians 1:22-23; 22:22; Hebrews 12:23). Since God's purpose, concerning man is to seek and to save that which is lost, to be worshiped by man and to build a body of believers in the image of His Son, the priority of God as part of the Church is:

1. To be an agency of God for evangelizing the world (Acts 1:8; Matthew 28:19-20; Mark 16:15-16).
2. To be a corporate body in which man may worship God (I Corinthians 12:13).
3. To be a channel of God's purpose to build a body of saints being perfected in the image of His Son (Ephesians 4:11-16; I Corinthians 12:28; 14:12).

b. This Church exist expressly to give continuing emphasis to this reason-for-being in the New Testament apostolic pattern by teaching and encouraging believers to be baptized in the Holy Spirit. This experience:

1. Enables them to evangelize in the power of the Spirit with accompanying supernatural signs (Mark 16:15-20; Acts 4:29-31; Hebrews 2:3-4).
2. Adds a necessary dimension to a worshipful relationship with God (I Corinthians 2:10- 16; I Corinthians 12-14).
3. Enables them to respond to the full working of the Holy Spirit in expression of fruit, gifts and ministries as in New Testament times for the edifying of the Body of Christ (Galatians 5:22-26; I Corinthians 14:12; Ephesians 4:11-12; I Corinthians 12:2; Colossians 1:29).

SECTION 11. THE MINISTRY

A divinely-called and scripturally-ordained ministry has been provided by our Lord for the Threefold purpose of leading the Church in:

- a. Evangelizing the world (Mark 16:15-20)
- b. Worship of God (John 4:23-24)
- c. Building a body of saints being perfected in the image of His Son (Ephesians 4:11-16)

SECTION 12. DIVINE HEALING

Divine healing is an integral part of the gospel. Deliverance from sickness is provided for in the atonement and is the privilege of all believer (Isaiah 53:4-5; Matthew 8:16-17; James 5:14-16).

SECTION 13. THE BLESSED HOPE

The resurrection of those who have fallen asleep in Christ and their translation together with those who are alive and remain unto the coming of the Lord is the imminent and blessed hope of the Church (Thessalonians 4:16-17; Romans 8:23; Titus 2:13; I Corinthians 15:51-52).

SECTION 14. THE MILLENNIAL REIGN OF CHRIST

The second coming of Christ includes the rapture of the saints, which is our blessed hope, followed by the visible return of Christ with His saints to reign on the earth for one thousand years (Zechariah 14:5; Matthew 4:27,30; Revelation 1:7; 19:11-14; 20:1-6). This millennial reign will bring the salvation of national Israel (Ezekiel 37:21-22; Zephaniah 3:19-20; Romans 11:26-27) and the establishment of universal peace (Isaiah 11:6-9; Psalm 72:3-8; Micah 4:3-4).

SECTION 15. THE FINAL JUDGEMENT

There will be a final judgement in which the wicked dead will be raised and judged according to their works. Whosoever is not found written in the Book of Life, together with the devil and his angels, the beast and the false prophet, will be consigned to everlasting punishment in the lake which burneth with fire and brimstone, which is the second death (Matthew 25:46; Mark 9:43-48; Revelation 19:20; 20:11-15; 21:8).

SECTION 16. THE NEW HEAVENS AND THE NEW EARTH

"We, according to His promise, look for new heavens and a new earth, wherein dwelleth righteousness" (II Peter 3:13; Revelation 21:22).

ARTICLE IV. ORDINANCES

SECTION 1. WATER BAPTISM

The ordinance of baptism by immersion in water (Matthew 28:19) shall be administered to all those who have repented of their sins, who have believed on the Lord Jesus Christ to the saving of their souls, and who give clear evidence of their salvation (Romans 6:3-5; Colossians 2:12).

SECTION 2. HOLY COMMUNION

The ordinance of The Lord's Supper shall be observed regularly as enjoined in the Scriptures (Luke 22:19-20; 1 Corinthians 11:23-26).

ARTICLE V. MEMBERSHIP

Membership in SEE HIS FACE OUTREACH CENTER, INC., shall be open to all those who give evidence of their faith in the Lord Jesus Christ, and who voluntarily subscribe to its Tenets of Faith and agree to be governed by its constitution and bylaws as herein set forth for a period of three (3) months to prove their loyalty. The classification shall be as follows:

SECTION 1. CHARTER MEMBERSHIP

All those who meet Scriptural standards for membership, who signed the membership roll at the time the church was organized, shall be considered as charter members.

SECTION 2. VOTING MEMBERSHIP

All those who meet Scriptural standards for membership, whose names appeared on the original membership roll of the assembly at the time the assembly was first organized, together with those names which shall be added from time to time, shall constitute the legal voting membership of the assembly, provided they are sixteen (16) years of age or over, that they regularly attend the church and take part in the services, that they are living consistent Christian lives, and are in agreement with our distinctive testimony.

SECTION 3. INACTIVE MEMBERSHIP

Enrolled members who shall, without good cause, absent themselves from the services of the assembly for a period of three (3) consecutive months or more, and/or who cease to contribute of their means to its support, who may be out of harmony with its teachings or its ministries, or who shall be under charges for misconduct, or who may have fallen under condemnation through sinful or worldly practices, shall be considered as inactive members and shall lose their voting privileges until they are restored to the fellowship, their standing to be settled by the definite action of the assembly through the Church Council.

SECTION 4. JUNIOR MEMBERSHIP

There shall be a non-voting junior membership for young people of at least twelve (12) and under sixteen (16) years of age, who give evidence of the new birth, having received Christ as personal Savior, and who meet the usual qualifications for membership established by this assembly.

SECTION 5. HONORARY MEMBERSHIP

Honorary members shall consist of those members who have entered the ministry as district officers, pastors, evangelists, missionaries, religious educators or those serving in the armed services, college students or those confined by ill health, making it possible to serve as active members. Honorary membership recognition shall continue as long as the member maintains a

consistent Christian life, remains sound in doctrine, and maintains a cooperative attitude toward the home assembly.

SECTION 6. ASSOCIATE MEMBERSHIP

Those persons who for various reasons may not reside in this community and who wish to retain their membership in an Assembly of God church in a distant community may be granted an associated membership with voting privileges and be involved in any SEE HIS FACE OUTREACH CENTER, INC., activity not requiring year-round residency or attendance. During their period of involvement with SEE HIS FACE OUTREACH CENTER, INC. the constitution and bylaws regarding their membership will apply.

ARTICLE VI. OFFICES

There shall be a Senior Pastor and a Church Council.

SECTION 1. SENIOR PASTOR

The Senior Pastor, under Jesus Christ, is recognized as the head of the assembly. He is responsible both to the district fellowship and to the assembly which he serves, and as long as he conforms to Scriptural order and complies with the constitution and bylaws of the local assembly, he shall be respected in his office.

SECTION 2. CHURCH COUNCIL

The Church Council shall fulfill the requirements of the Articles of Incorporation of SEE HIS FACE OUTREACH CENTER, INC., as the Board of Directors, and shall act as the representatives of the assembly in legal, financial, and business matters. It is the responsibility of the Church Council to assist the Senior Pastor in the spiritual affairs of the church, to serve with him and under his supervision in the spiritual oversight of the church.

ARTICLE VII. MEETINGS

SECTION 1. PUBLIC WORSHIP

Meeting for public worship shall be held on each Lord's Day and during the week as may be provided for under the direction of the Senior Pastor and Church Council.

SECTION 2. ANNUAL BUSINESS MEETING

There shall be an Annual Business Meeting of the assembly, at which time the election of Councilmembers shall take place and the report of all officers shall be read. This meeting shall be held the first full week after Easter each year. Due notice shall be given at each service for two consecutive Sundays prior to the date of meeting. The meeting may be held after the last announcement on the second Sunday evening.

SECTION 3. SPECIAL BUSINESS MEETING

Special business meetings of the assembly may be called by a majority of the Church Council and shall be announced at each service on two consecutive Sundays before the date of the meeting or by written notice mailed to each member's address of record no fewer than six (6) days before the date of the meeting.

SECTION 4. SPECIAL MEETINGS

Special meetings may also be called by petition having been signed by not fewer than one-third of the voting membership of the assembly, the petition to be placed in the hands of the Senior Pastor or Secretary and announcement made at each service for two consecutive Sundays. The meeting may be held after the last announcement on the second Sunday. However, before the right of petition is exercised, the petitioning members should request the help of the district officary.

SECTION 5. QUORUM

The lesser of twenty (20) percent of the membership, or one hundred twenty-five (125) members, present at any properly called and properly noticed Annual Business Meeting, special business meeting, or other special meeting shall constitute a quorum. No record of any special or regular business meeting of the assembly shall be made unless there is a quorum.

SECTION 6. CHURCH COUNCIL MEETINGS

The Church Council, with the Senior Pastor, shall meet as needed for the transaction of routine business for the assembly, with the time and place announced by the Senior Pastor.

ARTICLE VIII. FINANCES

All funds for the operations of the assembly shall be provided by the tithes, offerings and voluntary contributions of the members and friends of SEE HIS FACE OUTREACH CENTER, INC. Offerings shall be accepted by the assembly at such times and in such ways as agreed upon by the Senior Pastor and the Church Council, and shall be administered by the Treasurer under their direction (Malachi 3:10; Luke 6:38; I Corinthians 16:1-2; II Corinthians 9:6-8).

ARTICLE IX. PROPERTY**SECTION 1.**

All property, real and chattel, shall be held in the corporate name of SEE HIS FACE OUTREACH CENTER, INC. The corporation shall have the right, power, and authority to purchase, acquire by gift, devise, demise, bequest or otherwise, either directly or as trustee, to own and hold in trust, use, sell, transfer title, convey and mortgage, lease, or otherwise dispose of and encumber any real property as may be necessary or advisable for the assembly.

SECTION 2.

No real property which is used by the assembly for the conduct of its regular schedule of activities in connection with the location of its main edifices shall be sold, leased, mortgaged, or otherwise alienated unless the same shall have first been approved by a vote of least two-thirds of the voting membership in attendance at a regular or special business meeting which has been called for the consideration of the proposal. The Chairman and the Secretary of the Church Council shall certify in such conveyance, the transfer of title, lease, or mortgage, that the same has been duly authorized and recommended by the vote of the assembly. Such certificate shall be held to be conclusive evidence thereof.

SECTION 3.

Property both real and chattel, tangible and intangible, which the assembly may receive by purchase, gift, devise, demise, bequest or otherwise, shall be taken, held, sold, leased, mortgaged, or otherwise used or disposed of by a majority vote of the Church Council, and authority is vested in them to make such disposition of property thus received as they shall deem best for proper

administration of the business of the assembly. Notice of the availability of property to be disposed of by purchase or lease by sealed bid shall be made through publication in the church bulletin as well as any other means. The Chairman and Secretary to the Church Council shall certify in such conveyance, lease or mortgage, that the same has been duly authorized by the majority vote of the members of the Church Council after all available members have been notified.

SECTION 4.

In the event defection shall occur from the Tenets of Faith of this church as the same are stated in the Statement of Fundamental Truths in the Constitution, any portion of the membership subscribing to and practicing the aforesaid Tenets of Faith and retaining membership with SEE HIS FACE OUTREACH CENTER, INC., shall retain possession of and title to all properties of said assembly with full rights thereto as provided in its constitution and bylaws.

SECTION 5.

Upon the dissolution of the Ministry, the Board of Directors shall, after payment of all the liabilities of the Ministry, dispose of all the assets of the Ministry exclusively for purposes of this Ministry in such manner, or to such organization organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organization under section 501 © (3) of the Internal revenue Code of 1986. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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 X. AMENDMENTS

This constitution may be amended by a two-thirds vote of the membership of the assembly in attendance at any regular or special meeting called for the purpose, provided due notice of such proposed change shall have been made at each service for two consecutive Sundays prior to the date of such meeting. It shall be understood that this does not apply to the Tenets of Faith, which stand regardless of majority.

BYLAWS

ARTICLE I. SENIOR PASTOR

SECTION 1. DUTIES

a. The Senior Pastor shall be considered as the spiritual overseer of the assembly and shall direct all of its activities. He shall be the President of the corporation and he shall act as Chairman of the business meetings of the assembly and the Church Council. He shall be an ex-officio member of all committees and departments. He shall provide for all the services of the assembly and shall arrange for all special meetings, conventions, or revival campaigns. No person shall be invited to speak or preach in the assembly without his approval.

b. The Senior Pastor is directly responsible for the assembly as its administrative and spiritual head or overseer. No board, committee or group shall supersede the authority vested by Scripture in the office and duties of the Senior Pastor or interfere in the relationship between the Senior Pastor and the congregation. The Spiritual meaning of the word "pastor" being "shepherd" (Ephesians 4:11); "bishop" (I Timothy 3:1; Philippians 1:1; Titus 1:7); "overseer" (Acts 20:28; I Timothy 3:5; Hebrews 13:7, 17; I Peter 5:2); and being of divine appointment, these spiritual prerogatives shall not be delegated to laypersons, as this is contrary to the divine method.

c. Employees. The Senior Pastor shall appoint and dismiss with the advice of the Church Council all associate/assistant pastors, Campus Operational Pastors, and department heads. All other assembly employees shall be employed and/or dismissed by him. All such employees and pastoral and staff members shall answer him in the discharge of their duties. He shall have authority to delegate his duties and responsibilities to other people, supervise their activities, and be ultimately responsible for their performance.

SECTION 2. QUALIFICATIONS

The Senior Pastor shall be an ordained Assemblies of God minister in good standing with the General Council and District Council in which he holds credentials and shall be in harmonious accord with these bylaws. He shall be a person of good report whose life and conduct conform with the Scriptures (I Timothy 3:3-7; Titus 1:6-9; I Peter 5:2-3).

SECTION 3. ELECTION

The Senior Pastor shall be elected to serve for an indefinite period. When a vacancy occurs, a pulpit committee shall be convened, comprised of Church Council members and an equal number of voting church members. No nominee shall be brought before the assembly unless previously approved by majority vote of the Church Council. Election shall be by secret ballot at the Annual Business Meeting of the assembly, or a special meeting called for that purpose. A two-thirds majority vote of all votes cast shall be required to constitute an election.

SECTION 4. VACANCIES

a. In the event the Senior Pastor has serious charges preferred against him, or his ministry has ceased to be effective, or no provision has been made for the termination of his ministry, power is vested in a majority vote of the laity of the Church Council to ask for the resignation of the Senior Pastor at any of its meetings. If such resignation is refused, the pastorate shall not be considered

vacant until the action of the Church Council has been confirmed by a majority of the congregation at a meeting call for that purpose, such meetings to be presided over by the District Officer.

b. In the event any of the three conditions in Section a. exist regarding the Senior Pastor, and the laymen on the Church Council do not ask for his resignation, any active member of the church may exercise his right to call for a special business meeting of the church as provided for in the Constitution, Article VIII, Section 4, and request a vote on the pastor. Such a vote must be sustained by a simple majority.

c. When a vacancy in the pastorate shall occur, a supply shall be arranged for by the Church Council until a Senior Pastor has been chosen as prescribed in Section 3 above. In the case of a Senior Pastor's removal from office, a report of such action shall be made to the District Office.

ARTICLE II. CHURCH COUNCIL

SECTION 1. DUTIES

a. The Church Council shall consist of the Senior Pastor as Chairman and the elected lay members as voting members, and the remaining pastorally appointed staff as non-voting members.

b. The affairs of the corporation shall be administered by the Church Council. The Church Council will consist of the Senior Pastor, as Chairman; the Assistant Senior Pastor and at least six (6) elected laity. The officers of this Council shall be Chairman, Vice-Chairman, Secretary and Treasurer.

1. Chairman. The Senior Pastor shall serve as President of the corporation and Chairman of the Church Council. He shall serve as legal head of the corporation and may serve as signatory on checks and documents.

2. Vice-Chairman. The Vice-Chairman shall be elected annually by a majority vote of the Church Council. He shall perform all the functions and duties of the Chairman in the Chairman's absence and preside over the meetings of the Church Council and the assembly. He may serve as a legal representative of the corporation and a signatory on checks and documents.

3. Secretary. The Secretary shall be elected annually by a majority vote of the Church Council. He shall keep the minutes of the official meetings of the assembly and the Church Council. He shall see that a record is maintained of the membership of the assembly and perform any other clerical work necessary to the proper discharge of his duties. He shall be the custodian of all legal documents and the corporate seal. He may serve as a legal representative of the corporation and a signatory on checks and documents.

4. Treasurer. The Treasurer shall be elected annually by a majority vote of the Church Council. The treasurer shall be responsible for all funds received into depositories selected by the Church Council with such funds to be disbursed in accord with procedures established by the Church Council. He shall see that the books of account are maintained utilizing generally accepted accounting principles and that reports are furnished to the Church Council monthly with an annual report made available to the membership at least ten (10) days prior to the annual business meeting. Said books and reports shall be available to be examined by any voting member of the assembly at a reasonable time in the presence of the Treasurer and Senior Pastor or his designee. The accounts shall be audited annually by an Internal Audit Committee under the direction of the

Church Council. The Treasurer may serve as legal representative of the corporation and a signatory on checks and documents.

c. The Church Council members shall make every effort to act in unanimity with fasting and prayer. All decisions of the Church Council at regular or special meetings shall require approval of at least two-thirds of the Church Council members present.

d. A majority of the Church Council must be present at any meeting in order to constitute a quorum. Notice shall be given to all Church Council members except those who have previously informed the Council of their unavailability.

e. Church Council members shall be responsible for the maintenance of the standards of membership stated in Article VI of the Constitution and shall act in the examination of applicants for church membership.

f. Church Council members shall act in the administration of discipline of the membership.

g. Church Council members shall be assigned, at the discretion of the Senior Pastor, individual responsibilities that support the ministries of the assembly.

h. Church Council members shall act as advisors, helpers, and prayer partners to the Senior Pastor, assisting him to fulfill the vision and goals God has given him for the assembly.

i. Church Council members shall promote goodwill in the congregation and shall strengthen the people's confidence in the pastor and their leadership.

j. Should difficulties between the Senior Pastor and the Church Council members arise that appear to be unresolvable, counsel may be sought from the District Officiary. That shall occur only after the lay members of the Church Council, at a regular or special meeting of the Pastor and lay members of the Church Council, have by a two-thirds vote agree to seek counsel. No individual shall ever take steps concerning difficulties of this nature outside of the provisions of these bylaws.

k. They shall appoint servants ("deacon" in Greek, diakonos, means literally a "humble servant," male or female; Romans 16:1). These servants (deacons) shall carry the burdens of the assembly and do good to all people, especially to those who belong to the family of God (Galatians 6:2,10; Titus 3:8).

SECTION 2. QUALIFICATIONS

a. All those considered for the office of Church Council must fulfill the Spiritual qualifications of I Timothy 3:1-13 and Titus 1:6-9. (The qualification of "husband of one wife" is not interpreted to mean "never having been divorced.")

b. All those considered for the office of Church Council must make it a practice to tithe in support of the assembly (Malachi 3:10; Leviticus 27:30; I Corinthians 16:2) and contribute offerings (Deuteronomy 16:10, 17; Acts 11:19; Acts 20:35; II Corinthians 9:5).

SECTION 3. ELECTIONS

a. The Church Council shall select a nominating committee, consisting of at least five members who shall be the Pastor and four church members, not more than two of whom shall be members of the Church Council. The nominating committee shall accept nominees from the church membership until three weeks before the election date. All such nominations must be submitted to the committee on official church nominating forms. The committee will submit the nominees to the church Council for review and approval according to the qualifications in Section 2. The name of the approved nominees shall be announced and posted at least ten days prior to the meeting where such elections are to be considered. Additional nominations may not be submitted from the floor.

b. Members of the Church Council shall be elected by the membership of the assembly. All such elections shall be by simple majority, by secret ballot, at the Annual Business Meeting.

- c. Elected Church Council members may be increased in accordance with the needs of the Assembly.
- d. The term of the elected Church Council members shall be for three years from the time of election. Each Council member may serve one elected term after which he must remain out of office for at least one year. However, a Council member appointed by Church Council to serve out an unexpired term of a vacant seat pursuant to Section 4.d. below is eligible to be elected immediately after the unexpired term ends.

SECTION 4. VACANCIES

- a. If the Church Council, after due examination, shall determine that a Council member no longer fulfills the requirements of a Council member, power is vested in the remainder of the Council members present to ask for the resignation of the Council member at any of its regular or special meetings by a unanimous vote. If such resignation is refused, the office shall not be considered vacant until the action of the Church Council has been confirmed by a majority of the assembly at a meeting called for that purpose. Removal of a member from the Church Council shall not necessarily require removal from assembly membership.
- b. Grounds for such action shall be for incompetency in office or for any good and sufficient cause.
- c. The number of Council members may be increased in accordance with the needs of the corporation, as is determined from time to time by the Church Council, by following the procedures provided for election of members in Section 3.
- d. In the event of a vacancy on the Church Council or Internal Audit Committee, whether caused by resignation, removal, or death, the Church Council shall, by majority vote, appoint a member to serve on the Church Council or Audit Committee through the end of the unexpired term of the member being replaced. An appointed member is eligible to be elected immediately after the appointed term ends.

ARTICLE III. MEMBERS

SECTION 1. STANDARD OF MEMBERSHIP

Members shall:

- a. Show evidence of a genuine experience in regeneration (new birth) (John 1:12-13; 3:3-8; I Peter 1:18-25).
- b. Show evidence of a consistent Christian life (Romans 6:4; 13:13-14; Ephesians 4:17-32; 5:1-2, 15; I John 1:6-7).
- c. Tithe to the support of the assembly according to the Scriptures (Malachi 3:10; I Corinthians 16:2; II Corinthians 9:6-9).
- d. Show evidence of a cooperative, submissive, humble and Christ-like spirit as the Scriptures enjoin.
- e. Satisfactorily complete the membership class and subscribe to the Tenets of Faith as set forth in the Constitution.

SECTION 2. RECEPTION OF MEMBERS

- a. Persons desiring to become voting members of the assembly shall make the fact known to the Senior Pastor and attend the membership class.
- b. The Senior Pastor shall present, with his recommendations, the name (s) of those who apply for membership and complete the membership class to the Church Council, which shall act upon said recommendation and render a final decision. All persons who shall have met the membership requirements and have been approved for membership shall be receive4d into the assembly publicly at any of the regular Sunday services and their names inscribed in the roster.
- c. A person transferred in, by letter from another Assembly of God church, is exempt from the three (3) months probationary period but must first complete the membership class.

SECTION 3. DISCIPLINE

- a. Discipline shall be exercised by the Church Council. Those members under charges of misconduct, or who may have fallen under condemnation through sinful or worldly practices, shall meet with the Church Council and those charges shall be settled by definite and prompt action. Any judgements shall be presented personally and in writing. Some grounds for exercising discipline or expulsion from the assembly shall include the following:

1. Absence from the services of the assembly for a period greater than ninety (90) days without reasonable cause (Hebrews 10:24-25).
2. Failure to tithe (Malachi 3:10; I Corinthians 9:6-9).
3. Living an immoral and sinful life (Ephesians 5:3-7; I Corinthians 5:11-13); II Thessalonians 3:6-10; Galatians 5:19-21).
4. Propagation of erroneous, inconsistent, and false doctrine (Romans 16:17; I Timothy 6:4, 5; II Timothy 1: 13).
5. Persistence in those things which the Scriptures forbid, such as being habitual busybodies (II Thessalonians 3:11; I Timothy 5:13; I Peter 4:15); unbridle tongue (James 1:25-26); evil speaking (Matthew 12:33, 37; Ephesians 4: 31); backbiting (Romans 1:30; II Corinthians 12:20); tale bearing (Leviticus 19:16; Proverbs 17:9); slander (Psalms 101:5; 50:19-20; Luke 7:33-34); bitterness (Ephesians 4:31-32; James 3:14, 16); murmuring (John 6:43; I Corinthians 10:10); strife (Philippians 2:3; II Timothy 2:14); engendering division and schism (Romans 16:17; I Corinthians 3:3; II Corinthians 1:10-11).

- b. Right of Appeal. Any member who has been disciplined has the right to appeal. Appeal is to be made to the Church Council. If appeal to the Church Council for reconsideration and reinstatement is denied, then the dismissed member may appeal through the Senior Pastor for a special business meeting of the assembly to consider the issue. The action, by a majority vote, shall be considered final (Matthew 18:15-17; Romans 16:17-18; I Corinthians 5:1-5; II Thessalonians 3:6-15).

SECTION 4. SEVERANCE OF MEMBERSHIP

Members in good standing, who may wish to sever their membership with the assembly or who may desire to be transferred to some other congregation, may apply to the Secretary for a letter,

which shall be granted on the approval of the Senior Pastor and the Church Council, said letter to be signed by the Senior Pastor and the Secretary of the assembly.

SECTION 5. REVISION OF MEMBERSHIP ROLL

The Senior Pastor and the Church Council shall be authorized to revise the membership roll of the assembly annually, and to remove from the list of voting members all names of those who have become deceased during the year, together with the name of those who may have withdrawn from the fellowship, or who may have fallen into sin and whose lives may have become inconsistent with the standards and teaching of the assembly, and who have been disciplined pursuant to Section 3. The guidelines contained in the following Scriptures shall be observed as occasions may require Matthew 18:15-17; Romans 16:17-18; I Corinthians 5:1-5; II Thessalonians 3:6-15. If a name is removed for cause, the one whose name is removed shall be notified by the Church Council through the Secretary in writing. If an appeal is made to the Church Council for reconsideration of their action, and reinstatement is not granted, the dismissed member may appeal to the voting membership of the assembly by indicating that desire through the Secretary in writing. The majority vote of the membership present shall be considered final.

SECTION 6. INTERNAL AUDIT COMMITTEE

The accounts of SEE HIS FACE OUTREACH CENTER, INC. shall be reviewed annually by an Internal Audit Committee. The Internal Audit Committee shall review its findings with the Pastor and Church Council prior to the annual meeting and shall report its findings. The Committee shall consist of three (3) members elected by the assembly membership by a simple majority by secret ballot. Nominations for the Internal Audit Committee shall be accepted by the Nominating Committee in the same manner as nominations for the Church Council as set forth in Article II, Section 3. Members of the Internal Audit Committee shall be members of SEE HIS FACE OUTREACH CENTER, INC. and may have served on the Church Council in preceding years but may not serve on the Church Council concurrently.

ARTICLE IV. ORDER OF BUSINESS

The regular order of business for the Annual Business Meeting of this assembly shall be as follows:

1. Registration for quorum
2. Devotional
3. Reading of previous minutes by Secretary
4. Report of the Treasurer
5. Departmental reports
6. Reports of committees
7. Unfinished business
8. New business
9. Election of Church Council Members
10. Adjournment

ARTICLE V. PARLIMENTARY ORDER

In keeping with the spirit of Christian love and fellowship, in the conducting of its affairs the assembly should be guided by parliamentary procedure as set forth in the current edition of ROBERTS RULES OF ORDER, NEWLY REVISED.

ARTICLE VI. AMENDMENTS TO THE BYLAWS

The Bylaws may be amended at any regular or special meetings of the assembly by a majority vote of the membership present.

See His Face Outreach Center, Inc.

EIN 90-0642577

ARTICLE VIIOfficers

Section 1. The officers of the corporation shall be a President, a Vice-President, a Treasurer, a Secretary and such other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OFFICE	NAME
President	Pastor Tony Bridley
Vice-President	Melinda Bridley
Treasurer	Tonio Bridley
Secretary	Melinda Bridley
Member	Elder Ronald Washington

Section 3. The Officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VIIIOfficers

Section 1. The business affairs of this corporation shall be managed by the Board of Directors referred to in the Bylaws as the Church Council. This corporation shall initially have nine (9) directors unless changed by the Bylaws. The number of directors may be increased or decreased from time to time, by the Bylaws, but shall never be less than three.

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 4. The names and addresses of the persons, who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

Pastor Tony Bridley	3612 Evans Avenue Fort Myers, Fl 33901
Melinda Bridley	3612 Evans Avenue Fort Myers, Fl 33901
Tonio Bridley	3612 Evans Avenue Fort Myers, Fl 33901
Towanna Mark	3612 Evans Avenue