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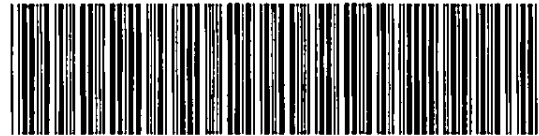
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MAY 29 2018

T. SCOTT



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2018 MAY 18 AM 7:21

FILED



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 17, 2018

MICHAEL BELLE  
2364 FRUITVILLE ROAD  
SARASOTA, FL 34237

SUBJECT: BEDROCK CHURCH, INC  
Ref. Number: W18000047224

We have received your document for BEDROCK CHURCH, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file only one set of articles.,

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

Letter Number: 318A00010300

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Bedrock Church, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Michael Belle  
\_\_\_\_\_  
Name (Printed or typed)

2364 Fruitville Road  
\_\_\_\_\_  
Address

Sarasota, FL 34237  
\_\_\_\_\_  
City, State & Zip

941-955-9212  
\_\_\_\_\_  
Daytime Telephone number

service@michaelbelle.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

***Bedrock Church, Inc.***

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2018 MAY 18 AM 7:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**GENERAL PROVISIONS**

**Section 1. Non-Profit Status.**

*Bedrock Church, Inc.* shall be organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law in order to:

1. Minister the Word of God.
2. Conduct regular religious worship services through various forms of ministries.
3. Promote and encourage, through ministries of the organization, cooperation with other organizations ministering within the community.
4. Spread the Word of the Gospel by ministering to all through seminars, radio, television, and other forms of mass media.
5. Conduct a local and international church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Bible.
6. Maintain local church and missionary facilities.
7. Conduct a school for ministers and leaders.
8. License and ordain qualified individuals including graduates of ministerial schools.

*Bedrock Church, Inc.* is not organized, nor shall it operate, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for non-profit purposes. The property, assets, profits and net income of this church are irrevocably dedicated to charitable, educational, and religious purposes and no part of the profits or net income of this church shall ever inure to the benefit of any individual. On the dissolution of this church, its assets remaining after payment, or provision or payment of all debts and liabilities of this church shall be distributed to a non profit fund, foundation, or Corporation that is organized and operated for charitable, educational, ecclesiastical, or religious purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future tax code.

**Section 2. Prohibition Against Sharing in Corporate Earnings.**

No member, Trustee, Officer, employee, committee member, or person connected with the church, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the church, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the church in effecting any of its purposes as shall be fixed by the church leadership, and no such person or persons shall be entitled to share in the distribution of any of the church assets upon dissolution of the church. All members of the church shall be deemed to have expressly consented and agreed that upon such dissolution of the affairs of the church, whether voluntary or involuntary, the assets of the church, after all debts have been satisfied, then remaining in the hands of the leadership shall be

## ***Bedrock Church, Inc.***

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distributed, conveyed, delivered and paid over, in such amounts as the leadership may determine or as may be determined by the court of competent jurisdiction for public safety, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

### **Section 3. Exempt Activities.**

Notwithstanding any other provision of these Bylaws, no member, Trustee, Officer, employee, or representative of *Bedrock Church, Inc.* shall take any action or carry on any activity by or on behalf of the church not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are now deductible under Sections 170(c)(2) and 509(a)(1) of such codes and regulations as they now exist or as they may hereafter be amended.

## **ARTICLE 1**

### **Offices**

The principal office of *Bedrock Church, Inc.* herein after referred to as the Corporation, shall be located at the address set forth in the Articles of Incorporation. The Corporation may have such other offices, either within or without the State of Incorporation, as the Board of Trustees, herein after referred to as the Trustees, may determine.

## **ARTICLE 2**

### **Statement of Faith**

**HOLY BIBLE:** The Holy Bible, and only the Bible, is the authoritative Word of God. It alone is the final authority in determining all doctrinal truths. In its original writing, it is inspired, infallible and inerrant (II Timothy 3:16; II Peter 1:20-21; Proverbs 30:5; Romans 16:25-26).

**TRINITY:** There is one God, eternally existent in three persons: Father, Son and Holy Spirit. These three are coequal and co-eternal (I John 5:7; Genesis 1:26; Matthew 3:16-17, 28:19; Luke 1:35; Isaiah 9:6; Hebrews 3:7-11).

**JESUS CHRIST:** Jesus Christ is God the Son, the second person of the Trinity. On earth, Jesus was 100% God and 100% man. He is the only man ever to have lived a sinless life. He was born of a virgin, lived a sinless life, performed miracles, died on the cross for mankind and thus, atoned for our sins through the shedding of His blood. He rose from the dead on the third day according to the Scriptures, ascended to the right hand of the Father, and will return again in power and glory (John 1:1,14, 20:28; I Timothy 3:16; Isaiah 9:6; Philippians 2:5-6; I Timothy 2:5).

## ***Bedrock Church, Inc.***

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**VIRGIN BIRTH:** Jesus Christ was conceived by God the Father, through the Holy Spirit (the third person of the Trinity) in the virgin Mary's womb; therefore, He is the Son of God (Matthew 1:18, 25; Luke 1:35; Isaiah 7:14; Matthew 1:18, 23-25; Luke 1:27-35).

**REDEMPTION:** Man was created good and upright, but by voluntary transgression he fell; his only hope of redemption is in Jesus Christ, the Son of God (Gen. 1:26-31, 3:1-7; Romans 5:12-21).

**REGENERATION:** For anyone to know God, regeneration by the Holy Spirit is absolutely essential (John 6:44, 65).

**SALVATION:** We are saved by grace through faith in Jesus Christ; His death, burial, and resurrection. Salvation is a gift from God, not a result of our good works or of any human efforts (Ephesians 2:8-9; Galatians 2:16, 3:8; Titus 3:5; Romans 10:9-10; Acts 16:31; Hebrews 9:22).

**REPENTANCE:** Repentance is the commitment to turn away from sin in every area of our lives and to follow Christ, which allows us to receive His redemption and to be regenerated by the Holy Spirit. Thus, through repentance we receive forgiveness of sins and appropriate salvation (Acts 2:21, 3:19; I John 1:9).

**SANCTIFICATION:** Sanctification is the ongoing process of yielding to God's Word and His Spirit in order to complete the development of Christ's character in us. It is through the present ministry of the Holy Spirit and the Word of God that the Christian is enabled to live a godly life (I Thessalonians 4:3, 5:23; II Corinthians 3:18, 6:14-18, II Thessalonians 2:1-3, Romans 8:29, 12:1-2, Hebrews 2:11).

**THE CHURCH:** The church is the Body of Christ, the habitation of God through the Spirit, with divine appointments for the fulfillment of Jesus' great commission. Every person who is born of the Spirit is an integral part of the church as a member of the body of believers. There is a spiritual unity of all believers in our Lord Jesus Christ (Ephesians 1:22, 2:19-22; Hebrews 12:23; John 17:11, 20-23).

**TWO SACRAMENTS:** Water Baptism: Following faith in the Lord Jesus Christ, the new convert is commanded by the Word of God to be baptized in water in the Name of the Father and of the Son and of the Holy Spirit (Matthew 28:19; Acts 2:38).

The Lord's Supper: A unique time of communion in the presence of God when the elements of bread and grape juice (the Body and Blood of the Lord Jesus Christ) are taken in remembrance of Jesus' sacrifice on the Cross (Matthew 26:26-29; Mark 16:16; Acts 8:12, 36-38; 10:47-48; I Corinthians 10:16, 11:23-25).

**RESURRECTION:** Jesus Christ was physically resurrected from the dead in a glorified body three days after His death on the cross. In addition, both the saved and the lost will be resurrected: they that are saved to the resurrection of life and they that are lost to the resurrection of eternal damnation (Luke 24:16, 36, 39; John 2:19-21, 20:26-28, 21:4; Acts 24:15; I Corinthians 15:42, 44; Philippians 1:21-23, 3:21).

## ***Bedrock Church, Inc.***

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HEAVEN: Heaven is the eternal dwelling place for all believers in the Gospel of Jesus Christ (Matthew 5:3, 12, 20, 6:20, 19:21, 25:34; John 17:24; II Corinthians 5:1; Hebrews 11:16; I Peter 1:4).

HELL: After living one life on earth, the unbelievers will be judged by God and sent to Hell where they will be eternally tormented with the Devil and the Fallen Angels (Matthew 25:41; Mark 9:43-48; Hebrews 9:27; Revelation 14:9-11, 20:12-15, 21:8).

SECOND COMING: Jesus Christ will physically and visibly return to earth for the second time to establish His Kingdom. This will occur at a date undisclosed by the Scriptures (Matthew 24:30, 26:63-64; Acts 1:9-11; I Thessalonians 4:15-17; II Thessalonians 1:7-8; Revelation 1:7).

### **ARTICLE 3 Church Government**

The Church seeks to be led by the Holy Spirit in all things. The Lead Pastor, the Trustees, the Overseers, and Lead Elders all have a certain role in the Church's government. It should be noted that a team approach to ministry is vital to the health of the organization. The Lead may be considered the first amongst equals but will still listen and head the advice and council of all other elders in the church.

- (a) Role of the Lead Pastor: The Lead Pastor, in conjunction with the Leadership Team, has executive and supervisory control over and is ultimately responsible for both the spiritual and the corporate health of the Church, including communicating the ministry vision for and overseeing the day-to-day operations of the Church as described in the Bylaws, as amended.
- (b) Role of the Trustees: The Trustees shall have the duties and responsibilities generally associated with and exercised by a corporate board and are to serve the Church by assuring compliance with the Church's management policies and procedures, by approving the annual budget and other major financial commitments of the Church as described in the Bylaws, as amended.
- (d) Role of the Overseers (Guiding Elders): The Overseers shall provide apostolic oversight to the Lead Pastor and are charged with protecting the Church through counsel, prayer, and if required, the discipline of the Lead Pastor as described in the Bylaws, as amended.
- (e) Elders: The Elders serve in both a spiritual leadership capacity and in a staff leadership capacity, as the protectors and encouragers of a positive spiritual climate within the Church and as seasoned and experienced members of the pastoral team who work alongside the Lead Pastor in carrying out the vision, mission and shepherding of the church, as amended.

## ***Bedrock Church, Inc.***

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### **ARTICLE 4 Trustees of the Corporation**

#### **TRUSTEES**

##### **5.01 General Powers and Authority of the Trustees.**

The term "Trustees" as used herein shall mean the Board of Directors as described in accordance with Title 10A, Chapter 3, Section 1.02 of the Florida Nonprofit Corporation Law. The Trustees shall have the duties and the responsibilities generally associated with and exercised by a corporate board and as such, are the only governing body within the Church. All corporate powers shall be exercised by or under the authority of the Trustees and in accordance with the Law and these Bylaws. Accordingly, the Trustees shall have the final authority solely over affairs pertaining to corporate matters of the Church.

The Trustees shall be responsible for the oversight of all of the Church's financial resources, including the acquisition and disposition of Church property (both real and personal). Further, the Trustees shall have the power:

- (a) To buy, sell, mortgage, pledge or encumber such real or personal property owned by the Church;
- (b) To cause or permit the Church to merge or transfer some or all of its assets to another qualified organization;
- (c) To cause or permit the Church to dissolve or otherwise liquidate its assets;
- (d) To cause or permit the Church to engage in any transaction, contract, agreement, or arrangement that is related to the purposes of the Church;
- (e) To cause or permit the Church to enter into any financial commitment as authorized in the annual budget review; and
- (f) To do all things necessary and proper to carry out the above-described general corporate powers and to fulfill all the duties incident to the role of Trustees of the Corporation.

##### **5.02 Number, Qualifications, Appointment, Term, and Resignation or Removal of Trustees.**

- (a) Number. There shall be not less than three (4) and no more than nine (9) Trustees.
- (b) Qualifications. Trustees shall not be employees of the Church, nor shall they be related by blood or marriage to any other Trustee, the Lead Pastor, an Officer or member of the Lead Pastor Leadership Team of the Church.



## ***Bedrock Church, Inc.***

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A candidate for trustee must have been active and participating in Bedrock Church for at least two years prior to his election to office, and have been actively involved in ministry at Bedrock Church for at least two years. Furthermore, all trustees must be of high moral character and be willing to submit to Biblical qualifications for leadership, are required to meet the qualifications for elder/overseer as outlined in 1 Timothy 3:1-11, Titus 1:5-9.

*It is a trustworthy statement: if any man aspires to the office of overseer, it is a fine work he desires to do. An overseer, then, must be above reproach, the husband of one wife, temperate, prudent, respectable, hospitable, able to teach, not addicted to wine or pugnacious, but gentle, uncontentious, free from the love of money. He must be one who manages his own household well, keeping his children under control with all dignity (but if a man does not know how to manage his own household, how will he take care of the church of God?) and not a new convert, lest he become conceited and fall into the condemnation incurred by the devil. And he must have a good reputation with those outside the church, so that he may not fall into reproach and the snare of the devil.*

1 Timothy 3:1-11

*For this reason I left you in Crete, that you might set in order what remains, and appoint elders in every city as I directed you, namely, if any man be above reproach, the husband of one wife, having children who believe, not accused of dissipation or rebellion. For the overseer must be above reproach as God's steward, not self-willed, not quick-tempered, not addicted to wine, not pugnacious, not fond of sordid gain, but hospitable, loving what is good, sensible, just, devout, self-controlled, holding fast the faithful word which is in accordance with the teaching, that he may be able both to exhort in sound doctrine and to refute those who contradict.*

- (c) Election. At a time as set by the trustees, but no less frequently than annually, each member of the trustees will be given the opportunity to nominate any person from any campus, who is a member of the organization, as a candidate for trustee. All nominations will be gathered and evaluated by the trustee selection team. The evaluation will include an application, interview, and background check. At least annually the elders will review the application and interview process.

The trustee selection team is comprised of four active trustees, selected by the trustees, including those who are rotating off the current trustee board.

The Trustee Selection team's nomination of a new Trustee shall not exceed the rate of one (1) new candidate every year (12) months, except as in the case of a vacancy or vacancies causing the total number of Trustees to be less than five (5).

In the event of a Trustee vacancy, whether due to resignation or removal, the Lead Pastor or other current trustees shall be given a reasonable amount of time to nominate an

## ***Bedrock Church, Inc.***

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individual he deems qualified in accordance with these Bylaws to serve as a Trustee in accordance with these Bylaws.

- (d) Term. The term of office for all Trustees other than Lead Pastor shall be three (3) years; however, such Trustees may serve consecutive terms without limitation.
- (e) Resignation or Removal. Any Trustee may resign at any time by giving written notice to the Lead Pastor. Such resignation shall take effect on the date of the receipt of such notice and, acceptance of such resignation shall not be necessary to make it effective.

The trustees may, upon written notice, remove Trustees with cause, but at a rate that does not exceed one (1) removal every six (6) months. If a vacancy in the position of Lead Pastor occurs, for any reason, then the individual duly elected as the Corporation's Treasurer may nominate or remove Trustees, subject to the same limitations that would otherwise apply to nominations and dismissals of Trustees by the Lead Pastor. If a vacancy in both the Lead Pastor and the Treasurer position occurs, then the Trustees shall nominate and elect new Trustees until one or more of the positions are filled.

### **5.03 Chairman of the Trustees.**

The Lead Pastor shall serve and preside as the Chairman of the Trustees, shall call the Trustee meetings and shall determine the agenda for all meetings. If the Lead Pastor's attendance is impossible, then the Church's Treasurer shall serve as Chairman. If neither the Lead Pastor nor the Treasurer is able to attend the meeting, then the Trustees shall elect a Chairman and proceed in order, keeping minutes of their actions for the corporate record. Any resolutions passed during a Trustee meeting without the Lead Pastor or the Treasurer present shall not take effect until the next properly called Trustee's meeting when either the Lead Pastor or the Treasurer is present and the minutes of the prior meeting are put forward for approval by the Trustees and included in the corporate record book.

### **5.04 Meetings.**

- (a) Regular or Special meetings. Regular or Special meetings of the Trustees may be held either within or outside the State of Florida, but shall be held at the Church's registered office in Florida if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Trustees, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.
- (b) Telephone Meetings.

Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Trustees participating in the meeting can simultaneously hear one another and participate. All Trustees shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

## ***Bedrock Church, Inc.***

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### **(c) Notice Requirements for Regular or Special Meetings.**

A regular meeting of the Trustees shall occur at least annually. Regular meetings of the Trustees may be held without notice if the time and place of such meetings are fixed by a resolution of the Trustees.

The Lead Pastor or any three (3) of the Trustees may call a special meeting of the Trustees. The Notice of Special Meetings shall be included:

- 1) Manner of Giving Notice. Notice of the date, time and place of special meetings shall be given to each Trustee by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Trustee or to a person at the Trustee's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Trustee; (d) by faxed telecopy to the Trustee's office or home; or (e) by electronic mail ("e-mail").
- 2) Time Requirements. Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or e-mail shall be delivered, telephoned, faxed or e-mailed to the Trustee or given at least twenty-four (24) hours before the time set for the meeting.
- 3) Notice Contents. The notice shall state the date, time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.
- 4) Waiver. Attendance of a Trustee at a meeting shall constitute waiver of notice of such meeting, except where the Trustee attends a meeting for the express purpose of objecting that the meeting is not properly called.

### **5.05 Action of Trustees Without a Meeting.**

Any action required or permitted to be taken by the Trustees may be taken without a meeting, if all of the Trustees, individually, or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceedings of the Church.

### **5.06 Quorum.**

Unless otherwise provided for in these Bylaws, a majority of the number of Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Trustees. The Trustees present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Trustees leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of

## ***Bedrock Church, Inc.***

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Trustees in attendance required to constitute a quorum. If a quorum is not present during a meeting, a majority of the Trustees present may adjourn and reconvene the meeting one time without further notice.

### **5.07 Proxies.**

Voting by proxy is prohibited.

### **5.08 Duties of Trustees of the Corporation.**

The Trustees of the Corporation shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. The Trustees of the Corporation may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including Officers, employees of the Church, professional advisors or experts such as accountants or legal counsel. A Trustee of the Corporation is not relying in good faith if the individual has knowledge concerning a matter in question that renders such reliance unwarranted.

The Trustees, despite the use of the word, shall not have the powers and/or duties of a "Trustee of a trust" (as that term is generally understood in the law of Trusts), with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transfer of the property.

### **5.09 Delegation of Duties.**

The Trustees, in consultation with the Lead Pastor, are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Trustees shall have no personal liability for actions taken or omitted by the advisor if the Trustees act in good faith and with ordinary care in selecting the advisor. The Trustees may, in consultation with the Lead Pastor, remove or replace the advisor at any time, with or without cause.

### **5.10 Interested Parties.**

Pursuant to the Law and the provisions of the Bylaws, as amended, a contract or transaction between the Church and a Trustee of the Church is not automatically void or voidable simply because the Trustee, an employee or other control party, has a financial interest in the contract or transaction.

### **5.11 Actions of Trustees.**

The Trustees shall try to act by consensus. However, if action by consent is impossible or unless the act of a greater number is required by the Law or these Bylaws, as amended, then the vote of a

## ***Bedrock Church, Inc.***

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majority of the Trustees present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Trustees. A Trustee who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Trustees. The burden is on each individual Trustee to ensure their votes are properly recorded in the minutes as either a "yes," "no," or "abstain."

In the event of a vote of the Trustees resulting in a deadlock, the Lead Pastor shall be entitled to cast a "majority ballot" breaking the deadlock so that an official act or decision may be undertaken by the Trustees.

### **5.12 No Compensation.**

The Trustees shall not receive any compensation in exchange for services rendered as a Trustee. The Trustees may however, adopt a resolution providing for reimbursement to Trustees for reasonable expenses incurred as a result of attendance at a meeting of the Trustees.

### **5.13 Annual Audit.**

The Trustees shall annually obtain an audit performed by an independent public accounting firm in accordance with Generally Accepted Auditing Standards (GAAS), including financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP).

## **COMMITTEES AND ADVISORY TEAMS**

### **5.14 Establishment of Committees and Advisory Teams.**

The Trustees may, at its discretion, adopt a resolution establishing one or more Committees or Advisory Committees. Any and all Advisory Committees shall conform to rules established by the Trustees.

### **5.15 Audit Review Committee.**

The Trustees shall appoint the Secretary and/or Treasurer and two (2) Trustees to serve on the Audit Review Committee of the Church. The Audit Review Committee shall select and engage the Church's Independent Auditors to perform the annual audit of the Church as required herein. After reviewing the annual audit, the Audit Review Committee shall report its findings to the Trustees at a meeting of the Trustees.

### **5.16 Independent Compensation Committee.**

An Independent Compensation Committee, shall be established annually by the Board of Trustees, and shall consist of two (2) independent Trustees and three (3) independent Overseers. Under no circumstances shall the number of independent members of the Compensation Committee be decreased to less than five (5). An individual is considered to be "Independent" if the individual

## ***Bedrock Church, Inc.***

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does not have a conflict of interest that would otherwise disqualify them from serving on this Committee. A conflict of interest arises when a person in a position of authority over the Church (such as an Officer, Director, Trustee, Lead Pastor Leadership Team Member, Overseer or employee) can benefit financially from a decision made in such a capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

The Independent Compensation Committee shall determine and approve, by a majority vote, the Lead Pastor's, and any immediate family member's compensation plan. The Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information to assist it in ensuring the amount of total compensation paid to each individual is reasonable and in compliance with current IRS guidelines for nonprofit organizations. The Lead Pastor shall not participate in the Independent Compensation Committee's discussion and formulation of, or vote regarding his salary and benefits, or any family member's salary or benefits.

### **5.17 Confirmation Committee.**

The Confirmation Committee shall be made up of a minimum of five (5) Trustees and a minimum of five (5) members of the Lead Pastor Leadership Team. In the event that there are more than five (5) Trustees or more than five (5) Lead Pastor Leadership Team Members in each respective group, then each group shall vote to select, by a majority vote of such group, five (5) of representatives to serve on the Confirmation Committee. [Reference Article 6.08 provides the definition and/or purpose of a Confirmation Committee.]

### **5.18 Delegation of Authority.**

Each Committee shall consist of two or more persons. If, in addition to the Independent Compensation Committee, the Trustees establish or delegate any of its authority to a Committee, it shall not relieve the Trustees, or Trustee, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Trustees shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

No Committee shall have the authority to:

- (a) amend the Articles of Incorporation;
- (b) adopt a plan of merger or a plan of consolidation with another Church;
- (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church;
- (d) authorize the voluntary dissolution of the Church;

## ***Bedrock Church, Inc.***

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- (e) revoke proceedings for the voluntary dissolution of the Church;
- (f) adopt a plan for the distribution of the assets of the Church;
- (g) amend, alter, or repeal the Bylaws;
- (h) elect, appoint, or remove a member of a Committee or a Trustee or officer of the Church;
- (i) approve any transaction to which the Church is a party and that involves a potential conflict of interest; or
- (j) take any action outside the scope of authority delegated to it by the Trustees or in contravention of the Law.

The Trustees may designate various Advisory Teams not having or exercising the authority of the Trustees. Such Advisory Teams shall only function in an advisory capacity to the Trustees. The Lead Pastor shall have the power to appoint and remove members of all Advisory Teams. With the exception of the Independent Compensation Committee and Confirmation Committee, the Lead Pastor shall serve as an ex-officio member of all Advisory Teams. The Trustees shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.

### **5.19 Term of Office.**

Each member of a Committee or Advisory Team shall serve until the next annual meeting of the Board of Directors, or until a successor is appointed. However, the term of any Committee or Advisory Team member may terminate earlier if the Committee or Advisory Team is terminated by the Trustees, or if the member dies, ceases to qualify, resigns, or is removed as a member of the Church. A vacancy on a Committee or Advisory Team may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a Committee or Advisory Team shall serve for the unexpired portion of the terminated Committee member's term.

### **5.20 Chair and Vice-Chair.**

Unless otherwise expressly stated herein, one member of each Committee or Advisory Team shall be designated as the chair, and another member shall be designated as the vice-chair. The chair and vice-chair of each Committee and Advisory Team shall be appointed by the Lead Pastor with consultation from the outgoing chairman. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

### **5.21 Quorum.**

## ***Bedrock Church, Inc.***

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One-half the number of members of a Committee or Advisory Team shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is not present at any time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

### **5.22 Actions.**

Committees and Advisory Teams shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee or Advisory Team unless the act of a greater number is required by law or the Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee or Advisory Team.

## **ARTICLE 5**

### **The Lead Pastor: President and Chief Executive Officer**

#### **6.01 The Office of the Lead Pastor: Dual and Concurrent Responsibilities.**

The Church finds its headship under the Lord Jesus Christ. The Lead Pastor shall have plenary authority over and shall be responsible for directing all of the ministries and spiritual activities of the Church. Concurrently, the Lead Pastor shall serve as the President and Chief Executive Officer of the Corporation and shall have plenary authority over and shall be responsible for directing all of the day-to-day business activities and operations of the Church.

Because the Church has two simultaneous and complimentary expressions: (1) the spiritual life of a body of believers (the Church); and (2) the corporate entity that houses the Church's functions and activities (the Corporation), it is the Lead Pastor that bridges the gap between these dual and concurrent expressions. The Lead Pastor, is primarily responsible for the spiritual life of the Church, and at the same time, he must be in the position to insure the Church's corporate health and that its resources are directed toward the ministries he deems fit and in furtherance of the Church's best interests.

**6.02 Duties and Responsibilities.** To accomplish the New Testament purposes of the Church, the Lead Pastor must:

- a) define and communicate the Church's purpose;
- b) administer and coordinate the day-to-day ministry to the congregation and administration and operations of the Church;



## ***Bedrock Church, Inc.***

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- c) nominate and remove Overseers;
- d) help to appoint, direct, oversee and remove elders;

The Lead Pastor is responsible to lead the Church in accordance with Biblical principles to accomplish the New Testament purposes of the Church and his duties require that he:

- (a) provides Biblical vision and direction for the congregation;
- (b) serve as the leader of the Church body of believers, the Church staff, all church organizations, all Church ministries, the Trustees, and all Church Advisory Committees, with the exception of the Independent Compensation Committee, to recognize and enlist apostolic, prophetic, evangelistic, pastoral and teaching ministries, along with the elders and additional staff members as he deems Biblical and necessary for the healthy and balanced spiritual ministry of the body of believers;
- c) select individuals who will help to assist in the business operations of the Corporation;
- d) hire, direct, oversee, and terminate Church staff as he deems necessary to help administrate the affairs of the Church;
- e) endeavor to ensure that all official and duly authorized directives and corporate resolutions of the Trustees are properly carried out; and
- f) to do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President and Chief Executive Officer of a corporation.

### **6.03 Lead Pastor's Spiritual Leadership.**

In his role as Lead Pastor, he may work with the Trustees, the Elders and the Overseers or anyone else serving in any five-fold ministry offices (as outlined in Ephesians 4:11-13) in any way that he determines is Biblical and consistent with these Bylaws, the Articles of Incorporation and the Law. In addition, the Lead Pastor shall help to discuss and give insight into the budgeting monies, hire staff, develop projects or ministry, and create small groups or other specialized ministries according to his convictions and Biblical understanding. He shall have the authority to appoint and approve anyone that can assist in what he deems necessary to properly carry on the work of the Church.

### **6.04 Lead Pastor's Responsibility for Worship Services.**

The scheduling of worship times, the ordering of worship services, and the leadership of worship services, as well as all other uses of Church owned facilities are to be determined by the Lead Pastor, or his designee. No person shall be invited to speak, teach or minister at a service held in Church-owned facilities, or in the name of the Church, without the specific approval of the Lead Pastor, or his designee.

## ***Bedrock Church, Inc.***

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### **6.05 Lead Pastor's Role with Trustees.**

The Lead Pastor shall serve as the Chairman of the Trustees. He shall call the meetings and determine the agenda for all Trustee meetings in consultation with the Trustees. The Lead Pastor shall not (except under the circumstances described in the Bylaws, as amended) be entitled to cast a vote on matters before the Trustees.

### **6.06 Lead Pastor's Role in Administration.**

The Lead Pastor, as the President and Chief Executive Officer of the Corporation, or his designee, shall have plenary authority over and shall be responsible for directing all of the day-to-day business activities and operations of the Church.

The Lead Pastor shall be responsible for hiring, directing, disciplining, and dismissing staff members. The Lead Pastor shall, in accordance with IRS guidelines for nonprofit organizations, determine and establish salaries and pay scales for all salaried employees. This will be done in conjunction with the trustees of the churches input.

### **6.07 Church Discipline regarding the Lead Pastor.**

- (a) **Criteria for Discipline of Lead Pastor.** Should, in the opinion of two (2) or more Trustees or two (2) or more members of the Elders, the Lead Pastor engage in immoral conduct, improper financial practices, or espouse theological views or beliefs (hereinafter referred to as "pastoral misconduct") that may require discipline, then such Trustees or the elders shall contact the Lead Pastor and then, if necessary, the Overseers and request that the Overseer's undertake an investigation of all alleged incidents of pastoral misconduct and the evaluation of appropriate discipline, if warranted.
- (b) **Process for Investigation and Disciplinary Action.** Should the Overseers be called upon to investigate pastoral misconduct, an affirmative vote of a majority of the total number of Overseers is required to initiate an investigation. Following the conclusion of the Overseer's investigation and the making of findings, an affirmative vote of a majority of the total number of Overseers is required to take disciplinary action against the Lead Pastor. Following such majority vote, the Overseers shall assume complete authority over the Lead Pastor's on-going and future ministerial activities; the Overseers may undertake to discipline Lead Pastor in any way deemed necessary; the Overseer's may vote to remove the Lead Pastor from his position of leadership or to terminate the Lead Pastor's employment with the Church. Otherwise, the Overseers shall have no authority in the normal life of the Church and then only as set forth in these Bylaws.

### **6.08 Installation of New Lead Pastor.**

- (a) **The Confirmation Committee.** The Confirmation Committee shall have a role with regard to the confirmation of a new Lead Pastor as set forth previously in Article 5.17.
- (b) **Vacancy while the Lead Pastor is in Good Standing:** The Lead Pastor is in "Good

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Standing" if: (1) he is not under investigation by the Overseers or (2) he is not under discipline by the Overseers.

If a vacancy in the position of Lead Pastor occurs due to death, disability, resignation or other absence while the Lead Pastor is in Good Standing (as defined herein), then the outgoing Lead Pastor shall nominate a candidate to serve as the new Lead Pastor by way of a signed writing (or in a previously signed writing in the event of death) submitted to the Confirmation Committee for its review and consideration. The Confirmation Committee shall then submit the outgoing Lead Pastor's nominee for a vote by the Confirmation Committee. A majority vote of the representatives then serving on the Confirmation Committee shall be required to confirm the selection of a new Lead Pastor of the Church. In the event that the Confirmation Committee does not confirm such nominee, the process shall be repeated until a nominee is confirmed as the new Lead Pastor. If the outgoing Lead Pastor is unable or unwilling to nominate a candidate for the position of new Lead Pastor, then the Overseers shall nominate a candidate under the same process described herein.

- (c) Vacancy while the Lead Pastor is Not in Good Standing. The Lead Pastor is "Not in Good Standing" if: (1) he is under investigation by the Overseers or (2) he is undergoing discipline by the Overseers.

If a vacancy in the position of Lead Pastor occurs due to death, disability, resignation or other absence while the Lead Pastor is in Not in Good Standing (as defined herein), then the Overseers shall nominate a candidate for the position of new Lead Pastor by an affirmative vote of one less than the total number of Overseers. The Overseer's shall submit to the Confirmation Committee its nominee for new Lead Pastor by way of a writing signed by the required number of Overseers. An affirmative vote of two-thirds (2/3) of the representatives serving on the Confirmation Committee shall act to confirm the new Lead Pastor of the Church. In the event that the Confirmation Committee does not confirm such nominee, the process described herein shall be repeated until a nominee is confirmed as the new Lead Pastor.

- (d) Appointment of Interim Lead Pastor. If a vacancy in the position of Lead Pastor occurs due to death, disability, resignation or other absence while the Lead Pastor is Not in Good Standing (as defined herein), then the Overseers may appoint, by a vote of one less than the total number of Overseers then serving, an acting Interim Lead Pastor who shall serve until such time as a new Lead Pastor is nominated and confirmed by way of the process set forth herein. The acting Interim Lead Pastor shall be eligible for nomination and confirmation as Lead Pastor as set forth herein. The Interim Lead Pastor shall not, during his service as Interim Lead Pastor, concurrently serve as an Officer, Trustee, or Overseer of the Church and shall not have any corporate rights, duties, or responsibilities to the Corporation.

## **ARTICLE 6**

## ***Bedrock Church, Inc.***

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### **Overseers**

#### **7.01 Requirements and Biblical Qualifications to Be an Overseer.**

The members of the Overseers shall be ordained pastors at respected congregations who know and love the Church and its Lead Pastor. They must agree to make themselves available, at their own expense, to serve the Church when requested.

Biblical qualifications for Overseers shall be: *"Now the overseer must be above reproach, the husband/wife of but one spouse, temperate, self-controlled, respectable, hospitable, able to teach, not given to drunkenness, not violent but gentle, not quarrelsome, not a lover of money. He/she must manage his/her own family well and see that his/her children obey him/her with proper respect. (If anyone does not know how to manage his/her own family, how can he/she take care of God's Church?) He/she must not be a recent convert, or he/she may become conceited and fall under the same judgment as the devil. He/she must also have a good reputation with outsiders, so that he/she will not fall into disgrace and into the devil's trap."* (1 Timothy 3:2-7).

#### **7.02 Responsibilities of Overseers.**

The Overseers shall provide oversight to the Lead Pastor and are charged with protecting the Church through counsel, prayer, and when required, the investigation of alleged pastoral misconduct, as defined in these Bylaws, as amended, and if any, the resulting discipline of the Lead Pastor, up to and including his removal as set forth in these Bylaws, as amended.

During in time in which there are not qualified members of the trustees and Elders, the overseers will fulfill the roles of both trustees and overseers until such time that qualified members can be established.

#### **7.03 Number, Appointment, and Term of Overseers.**

There shall be no less than three (3) Overseers and no more than Seven (7). So long as the Lead Pastor is in Good Standing (as defined in these Bylaws, as amended), Overseers shall be nominated by the Lead Pastor, in consultation with the Elders, and confirmed by a majority vote of the Trustees, at a rate that does not exceed one (1) new Overseer per year. The term of service for each Overseer shall continue until he resigns, is deceased, or is removed in accordance with these Bylaws.

#### **7.04 Resignation, Removal and/or Nomination of New Overseers.**

An Overseer may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice; and, the acceptance of resignation shall not be necessary to be effective.

The Lead Pastor may remove Overseers, with or without notice and with or without cause, but at a rate that does not exceed one (1) removal per year. The Lead Pastor may remove Overseers at a rate of more than one (1) removal per year only upon confirmation by a majority vote of the

## ***Bedrock Church, Inc.***

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Trustees.

In the event of a vacancy by an Overseer that causes the total number of Overseers to be less than three (3), the Lead Pastor shall be given a reasonable amount of time to nominate a new Overseer, in consultation with the Lead Pastor Leadership Team Members, to be confirmed by a majority vote of the Trustees. In the event that the office of Lead Pastor is vacant, the individual who was duly elected as the Corporation's Treasurer may nominate or remove Overseers, subject to the same limitations that would otherwise apply to nominations and removals by the Lead Pastor.

If disciplinary action is being considered or an investigation of the Lead Pastor is underway, no changes in the composition of the Overseers shall be made until the Overseer's work is completed and such findings are reported to the Trustees and Lead Pastor Leadership Team Members.

### **ARTICLE 8 Elders**

#### **8.01 Requirements and Biblical Qualifications to Be a Member of the Lead Elders.**

The Lead Elders is comprised of men who function within the local Church and are viewed by the congregation as spiritual leaders of the Church. The Lead Elders are seasoned members of the pastoral team of the Church who serve the Church in a spiritual capacity. Lead Elders shall not be Trustees. They are men who meet the Biblical qualifications for Elders and, in addition, their role as staff members function in that calling. In addition to fulfilling the job duties, the Lead Elders are to covenant together with the Lead Pastor for the development of the spiritual life of the Church and are to serve as the primary protectors and encouragers of a positive spiritual climate within the Church body.

Biblical qualifications for Elders shall be: *"An Elder must be blameless, of but one wife, whose children believe and are not open to the charge of being wild and disobedient. Since an Elder is entrusted with God's work, he must be blameless - not overbearing, not quick tempered, not given to drunkenness, not violent, not pursuing dishonest gain. Rather he must be hospitable, one who loves what is good, who is self-controlled, upright, holy and disciplined. He must hold firmly to the trustworthy message as it has been taught, so that he can encourage others by sound doctrine and refute those who oppose it."* (Titus 1:6-9 NIV).

#### **8.02 Responsibilities and functions of Lead Elders are to:**

- a) maintain and teach by living a godly, Christian lifestyle;
- b) serve the Church by helping the Lead Pastor to establish the vision and direction of the Church;
- c) provide leadership as a member of the Lead Pastoral Leadership Team;
- d) demonstrate leadership to the Members of the local Church;

## ***Bedrock Church, Inc.***

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- e) provide a prayer shield for the Church staff and the local Church;
- f) defend, protect and support the integrity of the Church staff and the local Church;
- g) pray for the sick;
- h) organize, implement and execute licensing and ordination requirements and procedures;
- i) mediate disputes among the brethren;
- j) counsel with church members and staff; and
- k) contact the Overseers to initiate investigation and potential discipline of the Lead Pastor if a situation involving alleged pastoral misconduct occurs.

### **8.03 Number, Appointment, and Term of Lead Elders.**

There shall be no less than three (3) Lead Elders. So long as the Lead Pastor is in Good Standing (as defined in Article 7 herein), the Lead Pastor shall appoint persons to serve on the Lead Pastor Leadership Team, at a rate that does not exceed one (1) new Member per year. The term of service for each Member of the Lead Elders shall continue until he resigns, is deceased, or is removed in accordance with these Bylaws.

### **8.04 Resignation and Removal of Lead Pastor Leadership Team Members.**

A Member of the Lead Elders may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice; and, the acceptance of resignation shall not be necessary to be effective.

Generally, the Lead Pastor may remove a Lead Elder at anytime, with or without notice and with or without cause. In the event that disciplinary action is being considered or an investigation of the Lead Pastor is underway (as set forth in these Bylaws), then no change in the composition of the Lead Elders shall be made until the Overseer's work is completed and its findings are reported to the Trustees.

In the event of a vacancy by a Member of the Lead Elders that causes the total number of Members of the Lead Elder to be less than three (3), the Lead Pastor shall be given a reasonable amount of time to appoint a new person(s) to serve on the Lead Elder Team. In the event that the office of Lead Pastor is vacant, the individual who was duly elected as the Corporation's Treasurer may nominate or remove Lead Elders, subject to the same limitations that would otherwise apply to nominations and removals by the Lead Pastor.

Elders and Trustees are to meet together once a year to discuss both the Spiritual and Business health of the church. The Lead Pastor shall schedule this meeting and set the agenda for this meeting.

## ***Bedrock Church, Inc.***

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### **ARTICLE 8 Officers**

#### **9.01 Number, Appointment, Term, and Resignation or Removal of Officers.**

- (a) Number. The Officers of the Corporation shall be a President (as described in Article 9.02 (a,b,c)), a Secretary and Treasurer and any other Officers chosen at the discretion of the Lead Pastor.
- (b) Appointment to and Creation of New Offices. The President shall be appointed in accordance with requirements set forth in these Bylaws, as amended.

The Secretary and Treasurer are to be nominated by the President and approved by a majority vote of the Trustees. In the event the Trustees should not approve the President's nomination for Secretary and Treasurer, other nominations must be made by the President until the candidate is approved by a majority vote of the Trustees. In the event that the President is unwilling or unable to nominate a Secretary and Treasurer, then the Trustees shall nominate a Secretary and Treasurer and approve such nominee by a majority vote of the Trustees.

The President shall appoint all other Officers of the Church. In the event that the President is unwilling or unable to nominate an Officer, then the Trustees shall nominate an Officer and approve such nominee by a majority vote of the Trustees.

- (c) Term. The Lead Pastor shall be the President until he resigns or is removed in accordance with these Bylaws, as amended and a new Lead Pastor is installed in accordance with these Bylaws, as amended. The term of office for all officers other than Lead Pastor shall be one (1) year; however, such Officers may serve consecutive terms without limitation. In the event of a vacancy in the office of Lead Pastor, the Trustees shall, by majority vote, elect a Trustee to serve as the acting President.

An Officer may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

All other Church Officers may be removed with or without notice, and with or without cause, by the unilateral action of the Lead Pastor or by a majority vote of the Trustees.

#### **9.02 Powers of Officers.**

## ***Bedrock Church, Inc.***

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- (a) President. The duties and responsibilities of the President are listed in these Bylaws, as amended.
- (b) Treasurer. The Lead Pastor shall appoint the Treasurer of the Church. The Treasurer of the Church shall:
  - 1) have charge and custody of and be responsible for all funds and securities of the Church;
  - 2) receive and give receipts for monies due and payable to the Church from any source;
  - 3) deposit all monies in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Trustees;
  - 4) write checks and disburse funds to discharge obligations of the Church;
  - 5) maintain the financial books and records of the Church;
  - 6) prepare financial reports at least annually;
  - 7) perform other duties as assigned by the Lead Pastor or by the Trustees;
  - 8) if required by the Trustees, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Trustees; and
  - 9) perform all of the duties incident to the office of treasurer. An individual serving as Treasurer shall not be authorized to serve in a dual capacity as both President and Treasurer.
- (c) Secretary. The Lead Pastor shall appoint the Secretary of the Church. The Secretary of the Church shall:
  - 1) give all notices as provided in the Bylaws or as required by law;
  - 2) take minutes of the meetings of the members and of the Trustees and keep the minutes as part of the corporate records;
  - 3) maintain custody of the corporate records and of the seal of the Church;
  - 4) affix the seal of the Church to all documents as authorized;
  - 5) keep a register of the mailing address of each Trustee, Officer, Overseer, Lead Pastor, Leadership Team Member, church member and employee of the Church;
  - 6) perform duties as assigned by the Lead Pastor or by the Trustees; and



## ***Bedrock Church, Inc.***

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- 7) perform all duties incident to the office of secretary. An individual serving as Secretary shall not be authorized to serve in a dual capacity as both President and Secretary.

### **9.03 Duties of Officers of the Corporation.**

The Officers of the Corporation shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. The Officers of the Corporation may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including Trustees, Officers, employees of the Church, professional advisors or experts such as accountants or legal counsel. An Officer of the Corporation is not relying in good faith if the individual has knowledge concerning a matter in question that renders such reliance unwarranted.

## **ARTICLE 9 Business Practices**

### **10.01 Fiscal Year.**

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

### **10.02 Contracts.**

The Trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

### **10.03. Checks, Drafts, or Orders.**

All checks, drafts, orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Trustees. In the absence of such determination by the Trustees, either the Secretary, Treasurer or the President of the Corporation in accordance with their duties outlined in these Bylaws may sign such instruments.

### **10.04. Deposits.**

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Trustees may select in accordance with these Bylaws.

### **10.05. Gifts.**

## ***Bedrock Church, Inc.***

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The President may accept on behalf of the Corporation any contribution, gift, bequest or device for any purpose of the Corporation.

### **10.06. Books and Records.**

The Corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of its members, Trustees, committees having and exercising any of the authority of the Trustees, and any other committee, and shall keep at the principle office a record giving the names and addresses of all Trustees members entitled to vote. Any Church member may request to inspect books and records of the Corporation for any proper purpose at any reasonable time but only as approved by a majority of the Trustees on a case-by-case basis.

### **10.07 Annual Budgeting Process.**

The President shall prepare and put forward a proposed annual budget of the Church for the Trustees consideration and approval of a majority vote of the Trustees. The Lead Pastor will not cast a vote for the budget.

There shall be a committee established each year that consists of the Lead Elders and Trustees. This committee will give the Lead Pastor a proposed budget to be presented to the trustees. The Lead Pastor will work in an advisory role in this committee to help oversee and give direction and vision to the process.

## **ARTICLE 10 Ministerial Ordination**

### **11.01 Minister Ordination, Licensing, and the Commissioning of Ministers of the Gospel.**

- (a) Role of the Lead Pastor. By majority vote of the Lead Pastor and Elders, the Lead Pastor may ordain, license or commission a person as a minister of the Gospel after first examining the applicant's background, moral and religious character, and previous Bible courses and/or independent studies completed. Final determination shall be within the absolute discretion of this group.
- (b) Application. Application for ordination, licensing, or commissioning a person as a minister of the Gospel shall be on the form provided by the Church. An application shall be either approved or denied within ninety (90) days of completing the process set forth by the Church as defined in this Article 11. Those applicants who are approved shall receive a certificate evidencing the approval.
- (c) Ability to Limit Church. The Lead Pastor may, at his own discretion, limit ordained, licensed, and commissioned ministers to a specific area of special Church emphasis.
- (d) For purposes of Section 107 of the Internal Revenue Code, there shall be no distinction between Licensing and Ordination.

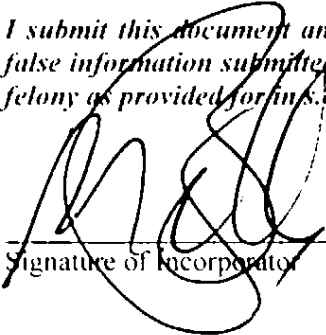
***Bedrock Church, Inc.***

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**11.02 Church Training.**

The Lead Pastor and his staff may establish a School of Church, setting forth a prescribed curriculum and course of study leading to ordination and licensing of ministers. The School of Church shall prepare students in the knowledge of the Word of God and in ministering to people's needs through the Gospel of Jesus Christ.

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in § 871.155, F.S.*

  
\_\_\_\_\_  
Signature of Incorporator

5/17/18  
\_\_\_\_\_  
Date

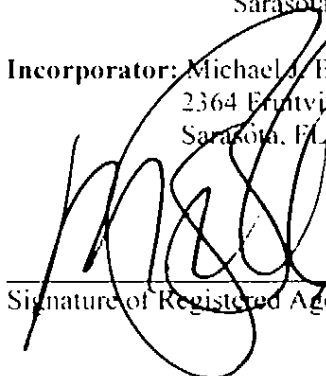
**Principal Office:** 2364 Fruitville Road  
Sarasota, FL 34237

**Purpose:** Church ministry

**Manner of Election:** Elected at the annual meeting

**Registered Agent:** Michael J. Belle, P.A.  
2364 Fruitville Road  
Sarasota, FL 34237

**Incorporator:** Michael J. Belle  
2364 Fruitville Road  
Sarasota, FL 34237

  
\_\_\_\_\_  
Signature of Registered Agent

5/17/18  
\_\_\_\_\_  
Date