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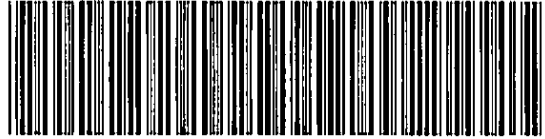
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Faith Life INTERNATIONAL

November 12, 2019

TO THE SECRETARY OF STATE OF FLORIDA:

Amendment Section

Division of Corporations

PO Box 6327

Tallahassee FL 32314

NAME OF CORPORATION: FAITH LIFE INTERNATIONAL, INC.

DOCUMENT NUMBER: N18000009635

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

Please return all correspondence concerning this matter to the following Contact Person:

Rev. Phyllis Moore

Faith Life International, Inc.

6009 Business Blvd

Sarasota FL 34240

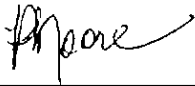
Phone: 941-702-7390

E-mail address: cmetz@moorelife.org

Enclosed is a check for \$52.50 made payable to the Florida Department of State for the following:

- + Filing Fee (Includes a letter of acknowledgment)
- + Certificate of Status
- + Certified Copy (Additional Copy is Enclosed)

Sincerely,

A handwritten signature in cursive script, appearing to read "Phyllis Moore", is written above a horizontal line.

Rev. Phyllis Moore

Director / Vice President / Incorporator

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendment(s) to its Articles of Incorporation:

New principal office address:

6009 Business Blvd

Sarasota FL 34240

New mailing address:

6009 Business Blvd

Sarasota FL 34240

New Registered Office Address:

Rev. Phyllis Moore, Registered Agent

6009 Business Blvd

Sarasota FL 34240

The title and name of each officer/director and title, name, and address of each Officer and/or Director being changed, removed, or being added:

The first letter of the office title:

P = President

V= Vice President

T= Treasurer

S= Secretary

D= Director

If an officer/director holds more than one title, the first letter of each office held is listed.

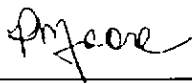
<u>Action</u>	<u>Title</u>	<u>Name</u>	<u>Address</u>
1. Change	PD	Bro. Keith Moore	6009 Business Blvd, Sarasota FL 34240
2. Change	VPD	Rev. Phyllis Moore	6009 Business Blvd, Sarasota FL 34240
3. Remove	ST	Karen Gay	6009 Business Blvd, Sarasota FL 34240
4. Add	ST	Chereene L. Metz	6009 Business Blvd, Sarasota FL 34240
5. Add	D	Gerald Beem	6009 Business Blvd, Sarasota FL 34240
6. Add	D	Louis Peter Robinson	6009 Business Blvd, Sarasota FL 34240
7. Add	D	Keith Arnold Matthews	6009 Business Blvd, Sarasota FL 34240

Adoption of Amendment:

The original Articles of Incorporation of Faith Life International, Inc. were filed in the office of the Secretary of State of Florida on September 5, 2018.

There are no members or members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

The Articles of Incorporation and all amendments and supplements thereto are hereby superseded in their entirety and replaced by the following Articles of Amendment to the Articles of Incorporation of Faith Life International, Inc. which are hereby adopted by the Corporation.



Signature
Rev. Phyllis Moore
Director / Vice President / Incorporator

25 11 8:36

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
FAITH LIFE INTERNATIONAL, INC.

ARTICLE ONE

Name and Mission

The name of the Corporation is FAITH LIFE INTERNATIONAL, INC., also referred to herein as "FLI", "Church Association", "Association of Churches", "Church", and/or "Corporation". The Corporation may register and operate under any assumed names or DBAs as it deems necessary or required for the operations of the Corporation, including but not limited to, FLI. The Corporation may also be known by, and may be represented to the public, by: FLI.

The Corporation accedes to the doctrine, discipline, and worship in accordance with the Canons of the Scriptures in the Holy Bible ("Bible"), revered as the absolute authority in all matters of living. The Corporation believes the Bible and all Scriptures contained therein are "God's Word", inspired by the Holy Spirit and are the true, correct, right, complete, unequivocal, and absolute final authority in all matters of doctrine, teaching, and instruction.

All matters in these Articles and in the Bylaws of the Association of Churches shall be subject to the Canons of the Scriptures as practiced by the Association of Churches according to the statutes, laws, rules, doctrines, tenets, regulations, faith, and discipline of the Association of Churches, collectively herein the “Canons”.

The Canons shall be established and interpreted in daily practice by the Authority of the Bishop.

The “Authority of the Bishop” as used herein shall mean the oversight, authority, supervision, control, review, and approval of the Bishop in all matters subject to the Authority of the Bishop. The interpretation of the Scriptures in the Holy Bible will be made in all matters of doctrine, teaching, instruction, and in all other matters for the Association of Churches, by the Authority of the Bishop as exercised by the Bishop (see ARTICLE TWO, Sections 2, 3, 4, and 5 *infra*) in his sole discretion.

A central and principal purpose for which FLI has been organized is to form a Global Outreach and Association of Faith Churches and Ministries (“GOAFCM”), made up of the FLI American member churches and the FLI International member churches, whose purpose is to share the gospel of Jesus Christ, to believers and non-believers, across the nation and the world. Specifically, FLI has been formed to be a community that exists to provide Biblical association, instruction, resources, and support to churches, ministries, missions organizations, individuals and ministers, nationally and internationally. FLI exists to:

1. Provide an evangelistic outreach to reach the lost for Jesus;
2. Provide a Church Association (i.e. a “church umbrella”) whereby churches in line

with FLI's Biblical beliefs and teachings can come under and be provided with a spiritual covering, Biblical instruction, community, encouragement, and support:

3. Provide a Ministerial Association whereby ministers around the world can belong; who can join to become a part of a community of like-minded believers, called and anointed to be ministers of the gospel, whereby they may receive training, instruction, assistance and support;
4. Provide a Bible School, and other Schools of Biblical instruction, including, but not limited to a curriculum of prescribed studies leading to licensing and ordination of ministers of the gospel, Bible studies (in person and online), Biblical curricula, programs, teaching, and preaching to assist with building up other believers around the world on their most holy faith and in instruction of God's Word;
5. Provide a spiritual home for other ministers to receive pastoral and apostolic care, counseling, spiritual renewal, restoration, and rest;
6. Provide any and all other outreaches which further the nonprofit mission of the Corporation, including a publishing division, a division which distributes charitable merchandise, emergency disaster relief, benevolence to those in need, and any and all other outreaches which further the further the gospel of Jesus Christ, as the Board of Directors, in its guidance role shall determine, under the Authority of the Bishop.

ARTICLE TWO

Corporate Purposes and Powers

1. This Corporation is a Florida Not For Profit Corporation and is not organized for the private gain of any person. This Corporation is organized as a religious corporation in

compliance with the Florida Not For Profit Corporation Act Chapter 617, F.S., and it is declared to be a Church, an Association of Churches, and a religious, ecclesiastical, educational, and charitable corporation for the benefit of and connected with its member churches, and is under the Authority of the Bishop of said Church and the proper directors and officers thereof, and is subject to all of the Canons of said Church. The Corporation is organized and operates to further the purposes of, and its affairs are governed by the religious Canons of Faith Life International, Inc. The Corporation, a Church, elects the ecclesiastical form of church government, whereby the Board of Directors, under the Authority of the Bishop, shall be the highest ecclesiastical tribunal of the Church, and shall be the final arbiter of all questions of church doctrine, church discipline, church property, church policy, and church polity of every kind and nature whatsoever, and the Board of Directors in its deliberations as the ecclesiastical government of the Church under the Authority of the Bishop, shall use as its sole and final authority and standard the Holy Scriptures, Old and New Testaments, King James Version, as interpreted by the Authority of the Bishop.

2. This Corporation may do all things necessary for the proper transaction of the business and affairs of the Church Association. The government of the Church Association is vested in its Bishop and Chancellor who have shown forth the power of God with signs following. Church government administrated by Bishops is the New Testament order. The five fold order includes Bishops which are held in high esteem because of their spiritual fruit and who receive the First Fruits offerings from the faithful believers. The Bishop governs according to the Scriptures for the benefit of FLI's member churches, in conformity with Scriptural rules and regulations, as may be established by FLI's Articles of Incorporation and Bylaws, and the Canons of the Church Association. Under the Authority of the Bishop, FLI may further do all acts which its Bishop and Directors may deem advisable for the promotion of learning.

education, charity, and religion.

3. The Bishop, Bro. Keith Moore, being the Pastor of a member church of the Association, by virtue of his office shall be President of the Corporation and Chairman of the Board of Directors.
4. The membership of the Board of Directors shall at all times include the Bishop, being the Spiritual Overseer, and the Chancellor, Rev. Phyllis Moore, being the Financial and Administrative Overseer, of the Church Association.
5. The Bishop and the Chancellor, both of whom are ex officio members to each Committee of the Board of Directors of this Corporation, shall constitute a permanent Nominating Committee empowered to present nominations for membership to the Board of Directors to fill vacancies on the Board of Directors of said Corporation.
6. This Corporation may do all things necessary for the proper transaction of its business and affairs of the Church Association (made up of the FLI American member churches and the FLI International member churches) and for the benefit thereof, and of the member churches of the Church Association, in conformity with such rules and regulations as may be established by these Articles of Incorporation and its Bylaws, and the Canons of the Church Association; and under the Authority of the Bishop it may further do all acts which its Bishop and Directors may deem advisable for the promotion of learning, education, charity, and religion.
7. FLI's corporate powers shall be exercised in strict conformity with and subject to the Canons of the Church Association, which shall in all things be fully observed by the

Corporation and which are hereby made of the essence of the Corporation.

8. In case of the dissolution of said Corporation or its extinction for any reason whatsoever, all oversight and authority concerning the disposal of its property, real, personal, and mixed, shall vest in the Authority of the then duly consecrated Bishop of the Association of Churches in Sarasota, Florida and their successors, exclusively for the nonprofit religious purposes of the Association of Churches.
9. The Board of Directors of the Corporation, with the affirmative vote of the Bishop at any meeting of the Board of Directors, may make, adopt, alter, amend, or repeal a code of Bylaws and the rules and regulations for the conduct of the government and regulation of the affairs of the Corporation, including to establish offices of the Corporation and to elect officers for such terms in such manner and to perform such duties as the Board of Directors in its guidance role may determine under the Authority of the Bishop; provided, however, that no act of the Board of Directors shall be inconsistent with or contrary to these Articles of Incorporation or any provision of law, or with any interpretation of the Holy Bible by the Authority of the Bishop.
10. In the event of the promotion to Heaven, or during the absence or disability, of the Bishop, then the Chancellor shall become President of the Corporation, and Chairman of the Board of Directors, with the same powers and authority as the Bishop. In the absence of the Chancellor for any cause, the Bishop may appoint a successor Chancellor. The Bishop at any time may designate a successor Bishop, and may change such designation at any time.

11. This Corporation shall not be dissolved by failure to continue the succession of its Bishop, Chancellor, and/or Directors thereunder at any time set for their election.
12. The Corporation shall have no voting members. Any action which would otherwise require a vote of members shall require only a vote of the members of the Board of Directors, affirmed by the Bishop, and no meeting or vote of members shall be required for this Corporation, any provision of the Articles of Incorporation of this Corporation or the Bylaws of the Corporation to the contrary notwithstanding. The Corporation shall have no individual members, only nonvoting corporate member churches of the Association. All rights, privileges, responsibilities, and voting rights with respect to the Corporation shall be exercised by the Board of Directors under the Authority of the Bishop as the Spiritual Overseer of the Church and of the Association of Churches, or of his, her, or their designated successors according to Article Two, Section 10 hereof.
13. FLI which is the Association of Churches incorporated as a Florida Not for Profit Corporation, reserves exclusively to the Bishop the powers hereinafter described. Any actions taken by the Board of Directors or the officers of the Corporation in pursuance of their duties that shall in any manner relate to the powers reserved, shall first require the approval of the Bishop. The powers so reserved to the Bishop are as follows:
 - a. The establishment of the theological and doctrinal Canons according to which the Corporation operates;
 - b. Any amendment of the Articles of Incorporation or the Bylaws;
 - c. The appointment of any officer or member of the Board of Directors to the extent permitted by Florida law;
 - d. The purchase, lease, sale, or encumbrance of corporate real estate;

e. The merger or dissolution of the Corporation. Upon any dissolution of the Corporation, the Board of Directors, upon prior approval of the Bishop, and after paying or making provision for payment of all liabilities of the Corporation, shall dispose of all of the remaining assets of the Corporation in such manner and only to such organizations (organized and operated exclusively for charitable, educational, religious, or scientific purposes) as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future Federal tax code), and the Regulations thereunder, as the Board of Directors shall determine, under the Authority of the Bishop, in conformity with the Scriptures and as set out in the Canons of the Church Association as interpreted by the Authority of the Bishop.

14. The Board of Directors shall consist of not less than three (3) persons. Directors shall be elected or appointed by the sitting Board of Directors, from the candidates presented to the Board by the Nominating Committee, which shall select candidates from among the Pastors, ministers, evangelists, or members of religious auxiliaries, orders, or other affiliated organizations then serving churches within the said Church Association or elsewhere.

15. The elected officers of this Corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers or assistants as the Board of Directors may from time to time direct, with the written consent of the Bishop. The President shall at all times be the person then holding office as the Bishop, or his successor.

16. The property of the Corporation is irrevocably dedicated to nonprofit religious purposes. No part of the net earnings of the Corporation shall inure to the benefit of its

directors, officers, or to any other individual. No member of the Board of Directors of the Corporation or other individual shall receive any earnings, compensation, or payment from the Corporation except reasonable compensation for services actually rendered in furtherance of the purposes of the Corporation as a director, officer, or employee and except also payment of principal and interest thereon on monies loaned or advanced to the Corporation to the extent permitted by law. No part of any net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Bishop, Chancellor, directors, officers, employees, agents, or other private individuals; except that the Corporation may pay reasonable compensation for goods furnished or services rendered to it by any such persons, and may make payments to others for such goods or services, or otherwise in furtherance of the Corporation's nonprofit religious purposes as set forth above.

17. The Corporation shall maintain discretion of all monetary donated funds, non-monetary gifts, or other contributions to the Corporation, and use them in the most appropriate manner for the Church consistent with the purposes of the Corporation as stated herein. The Board of Directors of the Corporation, under the Authority of the Bishop, shall exercise responsibility over all donations to ensure their application for the purposes and mission of the Corporation. All funds received in excess of any project requirements or needs, will be used to further the missions of the Church.

18. The Corporation shall have, hold, exercise, and enjoy all of the rights, powers, privileges, and immunities granted and not expressly denied by the Florida Not For Profit Corporation Act, as hereafter amended, and under the common law of the State of Florida as may be necessary, convenient, or expedient in order to accomplish the purposes set forth above, but subject to limitations and restrictions imposed by said Act, as hereafter amended, or by any other law, in strict conformity with and subject to

the Canon law of the Corporation and of these Articles of Incorporation.

19. The officers of the Corporation shall be elected by the Board of Directors according to the Bylaws of the Corporation, with the written consent of the Bishop, as per Article Two, Section 15 hereof.

20. The Corporation shall have the power to indemnify any present or past Bishop, Chancellor, committee member, officer, director, employee, or agent and any person who may have served at its request in any such capacity for another organization, as provided in Article Eight hereof.

21. As used in these Articles of Incorporation, the term "Bishop" shall refer to the office of the Bishop which is established by these Amended Articles in Article Two, Sections 3 and 4 hereof. The Office and Authority of the Bishop are founded upon the Holy Scriptures as set out in the Canons of the Church Association from time to time.

22. The Corporation shall have power to do the following acts in furtherance of its nonprofit religious purposes, and as further set out and subject to Article Seven hereof:

- a . To promote and further the interests of religious and educational purposes;
- b . To acquire, hold, own, purchase, receive, accept, lease, mortgage, and use property, real, personal, and mixed; to accept and hold gifts, legacies, devises, moneys, collections, goods, and chattels of all kinds; to sell, assign, transfer, mortgage, pledge, or otherwise dispose of the capital stock, bonds, securities, or evidence of indebtedness of any other corporation, foreign or domestic, insofar as the same shall be consistent with the purpose of this Corporation;

- c . To buy, acquire, hold, own, manage, operate, lease, mortgage, pledge, sell, convey, and otherwise dispose of property, real or personal, tangible or intangible, in connection with the carrying out of the purposes as aforementioned, and without any pecuniary remuneration resulting therefrom to its member churches, as such, and as long as such acts are in conformity with and not contrary to the doctrines, tenets, and usages of Scripture, the acts of the Board of Directors under the Authority of the Bishop, and the Canons of the Church Association, as aforesaid;
- d . To construct church edifices, schools, pastoral retreats, parsonages, pastoral recovery homes, counseling centers, and any other kind of buildings, or structures, suitable for any or all of its religious, educational, ecclesiastical, or charitable purposes;
- e . To edit, publish, print, sell, produce, and disseminate newsletters, newspapers, magazines, periodicals, circulars, digital products, products distributed over internet and websites, books, and all other means of communication of the Gospel as may come into being, as may by it be considered beneficial to the Church Association, its Canons, and all other matters incidental thereto; to promote the interests of the Church Association, its Canons, and all other matters incidental thereto;
- f . To lease, sell, grant, assign, devise, alien, mortgage, exchange, convey, or otherwise dispose of all or any part of the aforesaid property, or any other property; to purchase, own, hold, regulate, control, manage, or dispose of any eleemosynary, educational, religious, retirement center, or other property, which it may acquire in any manner in connection with said Church Association;
- g . To contract debts, and borrow and lend money and give security therefor;

- h . To sue, and be sued and impleaded, have a common seal, which may be changed or renewed at pleasure, and have perpetual succession;
- i . To appoint such agents, attorneys, directors, officers, and employees as it may require or consider advisable for the carrying out of its purposes;
- j . To own and to conduct a Seminary, Bible College, or other Schools of Biblical instruction in accordance with the Bylaws consistent with the doctrines, tenets, and usage of the Scriptures per the acts of the Board of Directors under the Authority of the Bishop, and the Canons of the Church Association;
- k . To receive and hold such property, real and personal, whether obtained by purchase, gift, devise, lease, or otherwise, as may be necessary to carry on or promote the objects of this Corporation and to lease, mortgage, sell, or otherwise dispose of such property at pleasure, unless the property has been received as a gift or devise for some special purpose, and if so received, it shall be used and applied only for such purpose;
- l . To receive and hold, whether obtained by purchase, gift, devise, or otherwise, and to sell, assign, transfer, mortgage, pledge, or otherwise dispose of bonds, income securities, or other evidences of debt, and also shares of capital stock of other corporations, and while the holder of such securities, to exercise all of the rights and any privileges of ownership thereof, including the right to vote, as and to the same extent as an owner, nominee, or agent could do;
- m . If the Corporation should ever in the future be dissolved, all property then remaining shall be disposed of strictly in accordance with the Scriptures, these Articles, the acts of the Board of Directors under the Authority of the Bishop, and the Canons of the Church Association, subject to Article Two, Sections 8 and 13(e) thereof.

23. The religious doctrines and practices of the Church Association shall govern the affairs of the Corporation, and shall control over any inconsistent provisions of the Florida Not For Profit Corporation Act, as and to the extent provided therein. Except as otherwise provided by these Articles, the respective duties and acts of the Board of Directors shall be as provided by the terms of the Florida Not For Profit Corporation Act, as annotated and amended from time to time, exercised under the Authority of the Bishop.

24. The Board of Directors, subject to the Authority of the Bishop, may exercise:

- a. The general powers conferred on nonprofit corporations by the terms of the Florida Not For Profit Corporation Act, as interpreted by the Authority of the Bishop; and
- b. In its guidance role, any of the duties and acts that are customarily exercised by Boards of Directors, as interpreted by the Authority of the Bishop; and
- c. Under the Authority of the Bishop, the delegated role to take action on any matter as directed by the Bishop pursuant to Authority on such matters reserved to the Bishop by Scripture or other governing Canons of the Church Association.

ARTICLE THREE

Duration; Capital Stock

1. The duration of the Corporation is perpetual.
2. The Corporation shall not have capital stock.

ARTICLE FOUR

Location and Registered Agent

The principal office of the Corporation is 6009 Business Blvd, Sarasota, FL 34240. The registered office of this Corporation is at 6009 Business Blvd, Sarasota, FL 34240. The International Offices of the Church Association shall be located at Sarasota, Florida. The registered agent of the Corporation at such address is Rev. Phyllis Moore. The mailing address of the registered agent is 6009 Business Blvd, Sarasota, FL 34240.

ARTICLE FIVE

Board of Directors

Officers

The number of Directors constituting the initial Board of Directors of the Corporation is five (5), and the names and addresses of those people to serve as the initial Directors and Officers are:

<u>Director Name</u>	<u>Address</u>
Bishop Keith Moore, Director	6009 Business Blvd, Sarasota, FL 34240
Rev. Phyllis Moore, Director	6009 Business Blvd, Sarasota, FL 34240
Gerald Beem, Director	6009 Business Blvd, Sarasota, FL 34240
Louis Peter Robinson, Director	6009 Business Blvd, Sarasota, FL 34240
Keith Arnold Matthews, Director	6009 Business Blvd, Sarasota, FL 34240

Officer Name

Address

Bishop Keith Moore, President

6009 Business Blvd, Sarasota, FL 34240

Rev. Phyllis Moore, Vice President

6009 Business Blvd, Sarasota, FL 34240

Chereene L. Metz, Secretary / Treasurer

6009 Business Blvd, Sarasota, FL 34240

ARTICLE SIX

Incorporator

The name and street address of the Incorporator are:

Name

Address

Rev. Phyllis Moore

6009 Business Blvd, Sarasota, FL 34240

ARTICLE SEVEN

Nonprofit Religious Purposes and Powers

1. This Corporation is organized and operated exclusively for, and its property is irrevocably dedicated to, nonprofit religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, and the Regulations thereunder (the "Code").
2. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
3. Upon the winding up and dissolution of the Corporation pursuant to the Authority of the Bishop under Article Two, Section 8; Article Two, Section 13(e); and Article Two, Section 22(m) above, the Board of Directors shall, after paying or adequately providing for all the debts, obligations, and liabilities of the Corporation, distribute the remaining assets of the Corporation exclusively for the nonprofit religious purposes of the Corporation in such manner as the Board of Directors in its guidance role shall determine, under the Authority of the Bishop, or shall distribute the remaining assets of the Corporation to such organization or organizations which are organized and operated exclusively for the nonprofit religious purposes of the Corporation and which are tax exempt under Section 501(c)(3) of the Code, as the Board of Directors shall determine under the Authority of the Bishop.
4. In furtherance of its nonprofit religious purposes, the Corporation shall have the following powers and authority:

- a. To do all acts, including ordination of ministers of the Gospel, perform all functions, and carry on all activities permitted by the nonprofit corporation laws of the State of Florida or of any other State in which the Corporation is qualified to act.
- b. To have and exercise all powers and rights enjoyed by corporations generally in the State of Florida, and in any State in which the Corporation is qualified to act, as long as the exercise of such powers is not specifically prohibited for nonprofit religious corporations.
- c. To use all media, whether now known or hereafter discovered, including, but not limited to, print, television, internet, and radio.
- d. To exercise such incidental powers as may reasonably be necessary to carry out the purposes for which the Corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a religious organization as set forth in Section 501(c)(3) of the Code.
- e. Notwithstanding any other provisions of the Articles of Incorporation or the Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the nonprofit religious purposes of the Corporation, and the Corporation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or under the corresponding section of any future United States revenue law; or (ii) by a corporation, contributions to which are deductible under 170(b)(1)(A)(i) of the Code, or the corresponding section of any future United States revenue law.

ARTICLE EIGHT

Indemnification

The Corporation shall indemnify any present or past Bishop, Chancellor, committee member, officer, director, employee, or agent and any person who may have served at its request in any such capacity for another organization, against all judgments, penalties (including excise and similar taxes), fines, amounts paid in settlement with the view of avoiding the expense of litigation and reasonable expenses actually incurred in connection with any proceeding in which he or she was, is, or is threatened to be named defendant or respondent, or in which he or she was or is a witness without being named a defendant or respondent, by reason, in whole or in part, of his or her serving or having served in the capacity of a director, officer, or other functionary of the Corporation, or having been nominated or designated to serve if it is determined that he or she has conducted himself or herself in good faith, reasonably believed that his or her conduct was in the Corporation's best interest, and in the case of a criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful, provided, however, no director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit, or proceeding or be liable to the Corporation, (b) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or intentional misconduct in performance of duty, (c) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment, made primarily with a view to avoiding expense of litigation, (d) with respect to any matters in which he or she is found liable on the basis that personal benefit was improperly received by him or her, or (e) with respect to matters for which such indemnifications would be against public policy. A determination of indemnification shall be made by either a majority vote of a quorum consisting of directors who at the time of the vote are not

named defendants or respondents in the proceeding or by an independent legal counsel selected by the Board of Directors under the Authority of the Bishop. Such other rights of directors or officers as they may be entitled under any bylaw, agreement, corporate resolution, vote of directors, or otherwise, shall not be affected. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law. The private property of the Bishop, Chancellor, Directors, and Officers of the Corporation shall be non-assessable, and shall not be subject to the payment of any corporate debts, nor shall the Bishop, Chancellor, Directors, or Officers of the Corporation become individually liable or responsible for any debts or liabilities of the Corporation.

ARTICLE NINE

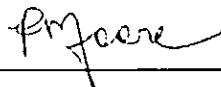
Limitation of Liability

No "Official", meaning Bishop, Chancellor, Director, or Officer, shall be liable to the Corporation for damages for an act or omission in the said Official's capacity as a Bishop, Chancellor, Director, or Officer of the Corporation, except and only for the following:

1. A breach of the Official's duty of loyalty to the Corporation;
2. An act or omission not in good faith by the Official or an act or omission that involves intentional misconduct or knowing violation of law by the Official;
3. A transaction from which the Official gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Official's office; or
4. An Official's act or omission for which liability is expressly provided by statute.

IN WITNESS WHEREOF, the undersigned Director of the Corporation, as its duly authorized designee, executes this document, and does hereby affix her signature, this 12th day of November, 2019.

FAITH LIFE INTERNATIONAL, INC.

By: 
Rev. Phyllis Moore, Director