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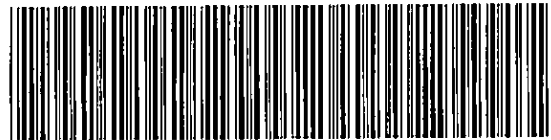
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COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: Horizon West Brazilian Church, Inc

DOCUMENT NUMBER: N19000005829

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

Please return all correspondence concerning this matter to the following:

Nivaldo Nassiff
(Name of Contact Person)

Horizon West Brazilian Church, Inc
(Firm/ Company)

5130 Old Winter Garden Rd
(Address)

Orlando, FL 32811
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Nivaldo Nassiff at 617 908-5966
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

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

- | | | | |
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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 7, 2019

NIVALDO NASSIFF
5130 OLD WINTER GARDEN RD
ORLANDO, FL 32811

SUBJECT: HORIZON WEST BRAZILIAN CHURCH, INC
Ref. Number: N19000005829

We have received your document for HORIZON WEST BRAZILIAN CHURCH, INC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Also, if you intend to file amended/restated articles of incorporation you must first reference the name of the corporation as it is listed in our records currently in the title of the articles and then reference the name change to DNA Brazilian Church Inc.

Please return 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) 245-6050.

Rebekah White
Regulatory Specialist II Supervisor

Letter Number: 019A00024858

2019 DEC 19 PM 12:33

December 16, 2019

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

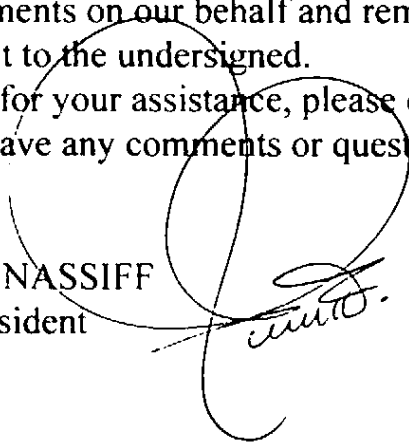
RE: Amendment and Restatement to Articles of Incorporation of
Horizon West Brazilian Church, Inc N19000005829

To Whom it May Concern:

I am enclosing herewith an original and a copy of the Amendment and Restatement of the Articles of Incorporation of the Horizon West Brazilian Church, Inc, hereafter named **DNA Brazilian Church, Inc**. Enclosed we sent a check in the amount of \$43.75 for the filling fees and a Certified Copy. Please file these documents on our behalf and remit the Certificate of Amendment to the undersigned.

Thank you for your assistance, please do not hesitate to contact me if you have any comments or questions regarding the above.
Sincerely,

NIVALDO NASSIFF
Church President



AMENDED ARTICLES OF INCORPORATION

for

HORIZON WEST BRAZILIAN CHURCH, INC.

N1900005829

Pursuant to Section 617.1002, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended and restated in their entirety and the Corporation adopts the following Amended and Restated Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of this Corporation shall be DNA BRAZILIAN CHURCH, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 607 AVALON ROAD, WINTER GARDEN, Florida, 34787

ARTICLE III: PURPOSE

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV: EXISTENCE

The existence of this Corporation shall be perpetual.

ARTICLE V: RESTRICTIONS

- A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributed to, its Trustees, officers, or other private persons; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof, The Corporation shall not have capital stock or shareholders.
- B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.
- C. No Political Campaigning. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
- D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI: TRUSTEES or DIRECTORS

- A. Number. The Trustees or Directors of the Corporation shall consist of no fewer than (3) Trustees or Directors (A President, a Treasurer and a Secretary) and not more than the maximum number determined by the Corporation's Bylaws as amended from time to time. The Trustees or Directors will be able to represent the Corporation with all and any government, private institutions and such at all times, during their Term in office. All Trustees and Directors shall be listed on the Corporation's Annual Report or as amended at any time.
- B. Powers. The Trustees or Directors shall govern the Corporation and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.
- C. Term. The term of each Trustee or Director shall be established in the Corporation's Bylaws.
- D. Election. The method of electing the Trustees or Directors shall be contained in the Corporation's Bylaws.

ARTICLE VII: DISSOLUTION

Upon dissolution of the Corporation, the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an entity or entities described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code.

ARTICLE VIII: MEMBERS

The qualifications of the members of the Corporation, the manner of their admission, voting, and other rights and privileges of members shall be regulated by the Corporation's Bylaws.

ARTICLE IX: POWERS

- A. General. The Corporation shall have all the rights and powers customary for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

WJW

- B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).
- C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

ARTICLE X: AMENDMENTS

- A. Bylaws. Amendments to the Corporation's Bylaws may be made at any regular business meeting or special properly called meeting of the membership provided each amendment shall have been presented in writing to the membership at a previous business meeting. Amendments shall be by two-thirds (2/3) vote of members present and voting.
- B. Articles of Incorporation. Amendments to the Articles of Incorporation may be made at any regular business meeting or special properly called meeting of the membership provided each amendment shall have been presented in writing to the membership at a previous business meeting. Amendments shall be by two-thirds (2/3) vote of members present and voting.

Pursuant to the Corporation's current Articles of Incorporation, Bylaws and Section 617.1002, Florida Statutes, this Amended and Restated Articles of Incorporation was proposed to the Members of the Corporation and the number of votes cast for this Amended and Restated Articles of Incorporation by the Members were sufficient for approval on September 29, 2019.

DNA BRAZILIAN CHURCH, INC.

By:

Print Name: *NIVALDO S. NASSIFF*

Church President

By:

Print Name: *JACKSON R. FASUNDES*

Print Title: *TREASURE (T)*

(Attach additional sheets, if necessary)

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

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

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
X Add	SV	Sally Smith

Title

Name

Address

vp

JOSE RICARDO M COELHO

Add

X Remove

§

MARCELO S MOURA

 Add

Remove

3) _____ Change

Add

Remove

4) _____ Change

Add

Remove

5) Change

Add

Remove

6) _____ Change

Add

Remove

DNA BRAZILIAN CHURCH, INC. – N19000005829

Winter Garden – October 7, 2019.

We submit to enter with the Amendment and Restatement of the Articles of Incorporation for

DNA BRAZILIAN CHURCH, INC. – N19000005829

LIST OF CURRENT TRUSTEES OR DIRECTORS:

President (P)

NIVALDO NASSIFF
13975 Peach Orchard Way
Winter Garden, FL 34787

Vice-President (VP)

PAULO H CHIURATO SISTE
890 Carter Rd # 120
Winter Garden, FL 34787

Treasurer (T)

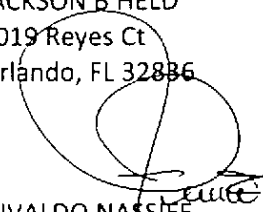
JOELSON FAGUNDES
5678 New Independence Pkwy
Winter Garden, FL 34787

Secretary (S)

MARCELO S MOURA
15035 Gauberry Run
Winter Garden, FL 34787

Secretary (S)

JACKSON B HELD
9019 Reyes Ct
Orlando, FL 32836


NIVALDO NASSIFF
Church President

06

CONSTITUTION

DNA BRAZILIAN CHURCH

ARTICLE I

NAME

The name of this church shall be DNA BRAZILIAN CHURCH, located in WINTER GARDEN, FLORIDA.

ARTICLE II

FOUNDATION, OBJECT AND PRIORITIES OF MINISTRY

1. The foundation of this Church is the Lord Jesus Christ (I Corinthians 3:11), and its code of guidance in all its affairs, the Word of God, and this Church does here affirm its faith that the Holy Scriptures of the Old and New Testaments are the Word of Almighty God (Mark 13:31).
2. The object of this Church shall be to worship God according to the teaching of His Word, to practice the precepts and examples of the Church of our Lord Jesus Christ as set forth in the New Testament, to sustain its ordinances and doctrines and to preach and propagate among all peoples the Gospel of Salvation which is by personal faith on Jesus Christ as Savior and Lord.
3. The priorities of ministry of this church flow from the vision of God's glory revealed in Jesus Christ. We exist to savor this vision in worship (John 4:23), strengthen the vision in nurture and education (I Corinthians 14:26; I Peter 3:18), and spread the vision in evangelism, missions, and loving deeds (I Peter 2:9; 3:15; Matthew 28:18-20; 5:16).

AFFIRMATION OF OUR FAITH

I. THE WORD OF GOD

We believe that the Bible is the Word of God, fully inspired and without error in the original manuscripts, written under the inspiration of the Holy Spirit, and that it has supreme authority in all matters of faith and conduct. II Timothy 3:16; I Peter 1:20, 21; Mark 16:31; John 3:31, 32; John 20:31; Acts 20:32

II. THE TRINITY

We believe that there is one living and true God, eternally existing in three persons; that these are equal in every divine perfection, and that they execute distinct but harmonious offices in the work of creation, providence and redemption. Genesis 1:1, 26; John 1:1, 3; Matthew 28:19; John 4:24; Romans 1:19, 20; Ephesians 4:5, 6

III. GOD THE FATHER

We believe in God the Father, an infinite, personal spirit, perfect in holiness, wisdom, power and love. We believe that He infallibly foreknows all that shall come to pass, that He concerns Himself mercifully in the affairs of men, that He hears and answers prayer, and that He saves from sin and death all who come to Him through Jesus Christ. Luke 10:21, 22; Matthew 28:19; John 3:16; 3:27; Romans 1:7; I Timothy 1:1, 2; 2:15, 6; I Peter 1:3; Revelation 1:6

IV. JESUS CHRIST

We believe in Jesus Christ, God's only begotten Son, conceived by the Holy Spirit. We believe in His virgin birth, sinless life, miracles, and teachings. We believe in His substitutionary atoning death, bodily resurrection, ascension into heaven, perpetual intercession for His people, and personal visible return to earth. Matthew 1:18-25; Luke 1:26-38; John 1:1; 20:28; Romans 8:3; 8:32; II Corinthians 5:21; I Peter 2:24-25; John 20:30, 31; Matthew 20:28; Ephesians 1:4; Acts 1:11; Romans 8:6-8; 6:9, 10; Hebrews 7:25; Hebrews 9:28; I Timothy 3:16

V. THE HOLY SPIRIT

We believe in the Holy Spirit who came forth from the Father and Son to convict the world of sin, righteousness, and judgment, and to regenerate, sanctify, and empower all who believe in Jesus Christ. We believe that the Holy Spirit indwells every believer in Christ, and that He is an abiding helper, teacher and guide. John 14:16, 17, 26; 15:26, 27; John 16:13-14; Romans 8:9; I Corinthians 3:16; 6:19; Galatians 5:22-25

VI. REGENERATION

We believe that man was created by God in His own image; that he sinned and thereby incurred physical, spiritual and eternal death, which is separation from God; that as a consequence, all human beings are born with a sinful nature and are sinners by choice and therefore under condemnation. We believe that those who repent and forsake sin and trust Jesus Christ as Savior are regenerated by the Holy Spirit and become new creatures, delivered from condemnation and receive eternal life. (Genesis 1:26; 5:2; Genesis 3; Genesis 2:17; 3:19; Ecclesiastes 2:11; John 3:14; 5:24; John 5:30; 7:13; 8:12; 10:26; Romans 9:22; II Thessalonians 1:9; Revelation 19:3, 20; 20:10, 14, 15; 21:18; Psalm 51:7; Jeremiah 17:9; James 1:14; Romans 3:19; 5:19; Proverbs 28:13; I John 1:9; John 3:16; John 1:13; II Corinthians 5:17; Romans 8:1.)

VII. THE CHURCH

We believe in the universal church a living spiritual body of which Christ is the head and all regenerated persons are members. We believe in the local church, consisting of a company of believers in Jesus Christ, baptized on a credible profession of faith, and associated for worship, work, and fellowship. We believe that God has laid upon the members of the local church the primary task of giving the gospel of Jesus Christ to a lost world. Ephesians 2:19-22; Acts 1:8; Ephesians 3:13-21; Acts 2:42; Hebrews 10:25-25

VIII. CHRISTIAN CONDUCT

We believe that a Christian should live for the glory of God and the well-being of his fellow men; that his conduct should be blameless before the world; that he should be a faithful steward of his possessions; and that he should seek to realize for himself and others the full stature of maturity in Christ. I Corinthians 10:31; Romans 12:1-8; Hebrews 12:1-2; John 14:15, 23-24; I John 2:3-6; II Corinthians 9:6-8; I Corinthians 4:2; Colossians 1:3-10

IX. THE ORDINANCES

We believe that the Lord Jesus Christ has committed two ordinances to the local church, baptism and the Lord's Supper. We believe that Christian baptism is the immersion of the believer in water into the name of the triune God. We believe that the Lord's Supper was instituted by Christ for commemoration of His death. We believe that these two ordinances should be observed and administered until the return of the Lord Jesus Christ. Matthew 28:18-20; Romans 6:3-5; I Corinthians 11:23-25

X. RELIGIOUS LIBERTY

We believe that every human being has direct relations with God, and is responsible to God alone in all matters of faith; that each church is independent and must be free from interference by any ecclesiastical or political authority; that therefore Church and State must be kept separate as having different functions, each fulfilling its duties free from dictation or patronage of the other.]

Timothy 2:5; Romans 14:7-9, 12

XI. CHURCH COOPERATION

We believe that local churches can best promote the cause of Jesus Christ by cooperating with one another in a denominational organization. Such an organization, whether a regional or district conference, exists and functions by the will of the churches. Cooperation in a conference is voluntary and may be terminated at any time. Acts 15:35,41; 16:5; I Corinthians 13:1; Galatians 1:1-3; Revelation 1:4, 10, 11. This church will cooperate with interdenominational fellowships on

a voluntary independent basis.

XII. THE LAST THINGS

We believe in the personal and visible return of the Lord Jesus Christ to earth and the establishment of His kingdom. We believe in the resurrection of the body, the final judgment, the eternal felicity of the righteous and the endless suffering of the wicked. Matthew 16:27; Mark 14:62; John 14:3; Acts 1:11; Philippians 3:20; I Thessalonians 4:15; II Timothy 4:1; Titus 2:13; I Corinthians 4:5; I Corinthians 15; II Thessalonians 1:7-10; Revelation 20:4-5, 11-15

OUR CHURCH COVENANT

1. Having been led, as we believe, by the Spirit of God, to receive Jesus Christ as the Lord, Savior, and supreme Treasure of our lives, and, on the profession of our faith, having been baptized in the name of the Father and of the Son and of the Holy Spirit, we do now, in the presence of God, angels and this assembly, most solemnly and joyfully enter into covenant with one another as one body in Christ.
2. We engage, therefore, by the aid of the Holy Spirit, to walk together in Christian love, to strive for the advancement of this Church in knowledge, holiness and peace; to promote its spirituality and fruitfulness; to sustain its worship, ordinances, and discipline; to welcome, and test biblically, instruction from the Scriptures by the elders of the church which accords with the Elder Affirmation of Faith, seeking to grow toward Biblical unity in the truth; to contribute cheerfully and regularly to the support of the ministry, the expenses of the Church, the relief of the poor, and the spread of the Gospel through all nations.
3. We also engage to maintain family and personal devotions; to educate our children in the Christian faith; to seek the salvation of our kindred and acquaintances; to walk circumspectly in the world; to be just in our dealings, faithful in our engagements, and exemplary in our deportment, to avoid all tattling, backbiting and excessive anger; to seek God's help in abstaining from all drugs, food, drink, and practices which bring unwarranted harm to the body or jeopardize our own or another's faith.
4. We further engage to watch over one another in brotherly love; to remember one another in prayer; to aid one another in sickness and distress; to cultivate Christian sympathy in feeling and courtesy in speech; to be slow to take offense, but always ready for reconciliation and mindful of the rules of our Savior to secure it without delay.

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5. We moreover engage that when we remove from this place, we will, if possible, unite with a likeminded church where we can carry out the spirit of this covenant.

6. We acknowledge that implicit within this covenant is the consent to be governed by the Relational Commitments that have been officially adopted by the church and that address peacemaking and reconciliation, accountability and church discipline, marriage and divorce, counseling and confidentiality, and the protection of our children.

ARTICLE III

MEMBERSHIP

The membership of this Church shall consist of persons who confess faith on the Lord Jesus Christ as personal Savior, who give evidence of regeneration by a living consistent with their profession and with the views of faith, doctrine and practice of this Church, who have been baptized by immersion and who have been received into its membership according to the By-Laws of this Church.

ARTICLE IV

LEADERSHIP AND ORGANIZATION

1. Under the authority of Jesus Christ and the Word of God, the Congregation of the Church is the final authority within this local Church. This authority is normally exercised through the election of officers to govern the Church. However, the vote of the membership of this Church at a properly called meeting, as provided in the By-Laws, shall be required to effect the following actions:

- a. Accept members into the Church, give letters of transfer or recommendation to members, or drop members from the Church roll;
- b. Elect officers of the Church;
- c. Discipline members by dismissing them and discipline officers by removing them from office;
- d. Approve annual budgets of the Church, authorize any expenditure of the funds of the Church when such expenditure is not covered by an approved budget, and approve any transactions regarding real property;
- e. Accept, reject, or otherwise dispose of any matter submitted to the membership of the Church by the Council of Elders, or raised by motion at a business meeting;
- f. Adopt, amend, or repeal the Constitution or By-Laws of this church;
- g. Approve the call and job description of those Elders who receive compensation from the Church for fulfilling their Elder responsibilities.

2. The offices of the Church shall be Elder and Deacon. The purpose of the officers of the Church is to lovingly govern, care for, and equip the membership to do the work of the ministry.

3. The leadership of the Church shall be vested in the Council of Elders who are responsible for governing the Church, teaching the Word and tending the flock of God in this Church. The Elders shall be equal in authority but may be specialized in function.

Handwritten signatures and initials are present in the bottom right corner of the page, including what appears to be "AKS" and "gld" with a date "10".

4. Deacons shall assist the Council of Elders by performing services of advice, administration and implementation.

ARTICLE V

THE CHURCH PROPERTY

1. In the event of a division of this Church, from which may God in His mercy save us, the property of this Church shall belong to that group of such division as represents the largest portion of the Church membership before recognizing a division therein provided such group is loyal to this constitution; otherwise it shall belong to the group remaining loyal to this constitution though it may not be the largest group in such division. Should any controversy arise as to whether such loyalty exists, the question shall be submitted to the Ruling Board of the Minnesota Baptist Conference, and their decision shall be final.

2. Should a condition arise at any time in the future when for any reason, the Church work cannot continue, the Church property shall be transferred to the Minnesota Baptist Conference or its successor.

3. Should conditions arise where a consolidation with another church of the same denomination be advisable, the Council of Elders shall be authorized by the Church to negotiate the terms of such consolidation in so far as the property of this Church is concerned.

ARTICLE VI

REVISIONS, ADDITIONS AND AMENDMENTS

1. Revisions, additions or amendments of this constitution may be made only in the following manner:

- a. at the annual meeting; and
- b. by a majority vote of the membership, or a two-thirds majority of those members present and voting at such meeting, provided at least ten percent (10%) of the resident membership of the Church is present at such meeting; and
- c. after presentation by written motion at a quarterly or special business meeting held at least three months before the annual meeting; and
- d. if notice of the proposed change or addition has been given, in writing and from the pulpit on at least two weekends in the interim period between said meetings.

2. Article II (1) and VI (2) of this constitution shall not be repealed, amended nor revised.

BY-LAWS

ARTICLE I

MEMBERSHIP

Section

PROCEDURE

All actions regarding membership, either of admission or dismissal, shall be by vote of the Church upon recommendation of the Council of Elders. At any of the regular meetings for worship, the Church may, without special notice, receive new members.

Section 2

INSTRUCTION TO NEW MEMBERS

All persons uniting with this Church shall previously be made acquainted with the Church Covenant and the Membership Affirmation of Faith. New members shall pledge themselves to fulfill their stewardship obligations to regularly attend worship and participate in service and giving, when they make public profession of faith and join the Church.

Section 3

REMOVAL OF MEMBERS

- a. Members may be removed from membership upon recommendation by the Elders and a majority vote of the members present at any business meeting.
- b. Members in good standing may request a letter of recommendation to present to a different church. Members who unite with another Church will be removed from the membership roll.
- c. Members who are found to be inactive in the worship, fellowship and ministry of the Church will be removed from the membership roll. It is the responsibility of the Council of Elders to remind members of their duties in this respect.
- d. Members whose conduct consistently or grievously contradicts the commitments outlined in the Church Covenant may be subject to Church discipline under the leadership of the Elders.

ARTICLE II

CHURCH GOVERNMENT

Section 1


OFFICERS OF THE CHURCH

The Biblical offices of the Church are Elders and Deacons. The Council of Elders are the legal directors of the Church. Elders and Deacons shall be called to office by vote of the membership of the Church as described in Article II, Sections 2-3 of these Bylaws. All Elders and Deacons of the Church shall be members in good and regular standing. The Church also recognizes the administrative positions of Clerk, Treasurer, and Financial Secretary and may employ additional personnel as described in Article III of these Bylaws.

Section 2

ELDERS

a. Qualifications



Elders and nominees for Elder shall be men of demonstrable godly character, above reproach in public and private, and committed to shepherding the flock of God and to teaching and guarding sound doctrine, as expressed in the Bethlehem Baptist Church Elder Affirmation of Faith. Elders and nominees will exemplify the Biblical characteristics of elder-overseers in 1 Timothy 3:1-7, Titus 1:3-9 and 1 Peter 5:1-4 and will agree with the Bethlehem Baptist Church Elder Affirmation of Faith and commit to the Elders Covenant.

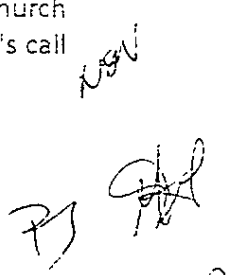
b. Responsibilities

The fundamental responsibility of the Elders is to devote themselves to prayer and the Word. The Elders are responsible for governing the Church as godly servant leaders. They must teach the Word and tend the flock of God in this Church. The responsibilities of the Elders shall include: examining prospective members and candidates for baptism and acquainting them with the Affirmation of Faith and Church Covenant, overseeing the process of Church discipline, examining prospective candidates for office, scheduling and providing a moderator for business meetings, providing for reporting and recording of official Church business, overseeing the work of the Deacons and appointed Church agents and committees, conducting worship services, administering the ordinances of the Gospel, equipping the membership of the Church for the work of the ministry, teaching the whole counsel of God both formally and informally, correcting error, overseeing, coordinating and promoting the ministries of the Church, and mobilizing the Church for world mission.

c. Composition

The Elder Council shall be comprised of Staff and Non-Staff Elders. Staff Elders are men who receive financial compensation from the Church as they fulfill God's call to the specific ministries of the Word, prayer and shepherding the flock. In addition to the duties of their office as described in Section 'b' above, Staff Elders shall perform the duties determined by the Council of Elders and approved by the congregation. The duties shall be in writing at the time of employment and substantial changes shall be approved by the Church.

Non-Staff Elders are men recommended by the Council of Elders and called by the Church who serve voluntarily without financial support from the Church as they fulfill God's call to the specific ministries of the Word, prayer and shepherding the flock.



d. Call by the Church

The members shall call Staff Elders and Non-Staff Elders (1) by ballot upon recommendation of the Council of Elders and (2) by at least a two-thirds majority of those members voting at the meeting with at least ten percent (10%) of the membership of the Church present. Oral notice of any such meeting, stating its object, shall be given from the pulpit on the two successive weekends preceding the meeting. Notice shall also be given by mail (electronic or otherwise) to the resident membership at least one week before the meeting. Elders shall stand for reaffirmation not later than the third annual meeting following their call or previous reaffirmation. Reaffirmation of Elders shall be by two-thirds vote of those members present and voting at the meeting.

e. Organization

The Council of Elders shall organize itself however it determines to be best to achieve the mission of the Church. The Elders shall be equal in authority but may be specialized in function. Meetings of the Council of Elders may be held at any location and may be conducted by means of electronic communication through which the Elders may simultaneously hear each other. Unless the Council provides otherwise, meetings of the Council may be held immediately upon notice. The Council shall annually select its Chairman and Vice-Chairman from among its Non-Staff Elders. The Council of Elders will meet at least quarterly and will consist of a quorum which is at least one-half of the Non-Staff elders plus at least one-half of the Staff Elders, except for matters on which only Non-Staff Elders are entitled to vote, in which case a majority of the Non-Staff elders shall constitute a quorum.

Section 3

DEACONS

a. Qualifications

Deacons and nominees for Deacon shall be men and women who are members in good standing and demonstrate godly character and possess gifts of service. Deacons will exemplify the godly characteristics set forth in I Timothy 3:8-12.

b. Responsibilities

The Deacons shall advise and be ready to assist the Elders in any service that shall support and promote the ministry of the Word, new and existing ministries of the Church, and the care for the members of the congregation. Their responsibilities may include: administering a fund to assist the poor and needy and otherwise providing aid in times of

NSN
PS
114

crisis or distress; the greeting and welcoming ministries of the Church; assisting in administering the ordinances of the Gospel; assisting at fellowship gatherings of the Church; caring for and maintaining the Church properties; administering the business affairs of the Church that pertain to its material assets.

c. Composition

The Deacons may be both men and women. Deacons may or may not be employed by the Church. The number of Deacons shall be determined by the needs of the ministry and by the call and qualification of men and women in the Church.

d. Call by the Church

The members shall call Deacons (1) by ballot upon recommendation of the Council of Elders and (2) by at least a two-thirds majority of those members voting at the meeting with at least ten percent (10%) of the membership of the Church present. Oral notice of any such meeting, stating its object, shall be given from the pulpit on the next two successive weekends preceding the meeting. Notice shall also be given by mail (electronic or otherwise) to the resident membership at least one week before the meeting. Deacons shall stand for reaffirmation not later than the third annual meeting following their call or previous reaffirmation. Reaffirmation of Deacons shall be by two-thirds vote of those members present and voting at the meeting.

e. Organization

Under the direction of the Elders, the Deacons shall organize themselves however they determine to be best to achieve the mission of the Church. The Elders or the Deacons may designate any specific Deacon or group of Deacons to specialize in some diaconal function. Meetings of the Deacons, or subcommittees thereof, shall be held as needed to best fulfill the responsibilities of the Deacons.

Section 4

REMOVAL

a. By resignation. Elders or Deacons may resign their office at any time if they find they are no longer able to discharge the duties of the office.

b. Grievance. Where a grievance exists against an Elder or Deacon due to teaching contrary to the beliefs of the Church as set forth in Article II of its Constitution or to alleged conduct on their part unfitting an Elder or Deacon, such grievance may be brought before the Council of Elders by any two members in good standing. If the Council, after thorough investigation and consideration, believes the grievance to be true and substantial, then the call of the Elder or Deacon may be terminated at any business meeting upon the recommendation of the Council of Elders when supported by closed ballot of a majority

of those members of the Church present and voting with at least ten percent (10%) of the membership of the Church present at such meeting. Oral notice of any such meeting, stating its object, shall be given from the pulpit on the two successive weekends preceding the meeting. Notice shall also be given by mail (electronic or otherwise) to the resident membership at least one week before the meeting.

c. Lack of Reaffirmation. If an Elder or Deacon fails to be reaffirmed to the office of Elder or Deacon a special business meeting shall be called to consider the question of terminating the call of that Elder or Deacon. The call shall be terminated only if supported by closed ballot of a majority of those members of the Church present and voting with at least ten percent (10%) of the membership of the Church present. Public notice of any such meeting, stating its object, shall be given on the two successive weekends preceding the meeting. Notice shall also be given by mail (electronic or otherwise) to the membership at least one week before the meeting.

Section 5

LICENSING AND ORDINATION

In the matter of licensing and ordaining any person to the Gospel Ministry, the Church shall follow the procedure approved by the Council of Elders.

ARTICLE III

CHURCH EMPLOYEES

In addition to Staff Elders, the Church may employ additional personnel. The moneys for such personnel must be approved by the congregation at a properly called business meeting. The Council of Elders or their designees will be responsible for determining the duties of and hiring such personnel.

ARTICLE IV

CHURCH FINANCES

Section 1

IN GENERAL

No method of raising funds shall be entertained which is in conflict with the Scriptural ideals of the Church.

All funds donated for missions by the societies and organizations of the Church shall pass through the Church Finance Secretary and the Treasurer in order that due record may be made, and credit given to the Church. The Deacons shall provide assistants for the Financial Secretary in accounting for funds donated.

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Section 2

CONTRIBUTIONS

It is understood that membership in this church involves financial obligations to support the Church and its causes with regular and proportionate giving. Each member shall be encouraged in Scriptural giving, with tithing as the ideal minimum. Special offerings may be sought by the Church, or by any of its organizations, with the approval of the Council of Elders. This shall not preclude individuals from making special offerings or designated gifts at any time as the Spirit of God may move them.

Section 3

FINANCIAL PLANNING

The financial planning of the Church shall be carried out through the medium of annual budgets for carrying out of the various programs of its work. Annual budgets shall be adopted by the Church upon recommendation of the Council of Elders, or, if authorized by the Council, the Deacons or other committee. Matters involving staff compensation shall be the responsibility of the lay members of the Council of Elders. The Council of Elders may delegate this responsibility provided such delegation is to lay Deacons or other lay members of the Church.

Section 4



ACCOUNTS

Financial receipts from all sources shall be accounted for by the Finance Secretary according to the purposes for which contributions are designated. The Treasurer of the Church shall disburse these funds promptly according to the financial program of the Church as detailed in the Budgets or other authorized designations. All moneys for missions shall be remitted in accordance with the Mission Budget of the Church or otherwise designated, preferably each month and not less than each quarter.

Section 5

INDEBTEDNESS

No note or contract exceeding 1% of the total annual budget whereby the credit of the Church is pledged shall be made except by recommendation of the Council of Elders and approved by the Church.

Section 6

AUTHORITY TO BIND THE CHURCH

The Chairman and Vice Chairman of the Council of Elders are the only officers who have authority, in accordance with these By-Laws, the Church Constitution, and any applicable laws, to execute legal documents relating to real estate, church property, and church finances.

ARTICLE V

MEETINGS

Section 1

FOR WORSHIP

Public services shall be held on the Lord's Day. The Lord's Supper shall be celebrated on the first Sunday of each month or at such other times as the Council of Elders may determine. Other religious services may be appointed as the advancement of the work of the Church may require.

Section 2

FOR BUSINESS

a. The Annual Meeting. The annual meeting shall be held some time during the last month of the fiscal year of the Church for the purpose of calling and reaffirming the officers, reviewing proposed budgets and other business. Officers called at the annual meeting shall assume their duties at the beginning of the new fiscal year.

b. Special Meetings. The Council of Elders may call for a special meeting. Notice of the meeting shall be given from the pulpit or by other notification, the particular object of such meeting being clearly stated in the notice. In the calling of special meetings for purposes where an interval after advance notice is required by provision in these By-Laws or according to law, such provisions shall be observed. Notice shall be given at least one week in advance for meetings on especially important matters not otherwise provided for.

d. Quorum. Any number of members shall constitute a quorum at any ordinary meeting of the Church. At meetings dealing with matters stipulated in these By-Laws, the quorums prescribed shall apply.

e. Rules Governing Business Meetings. Church's Rules of Order shall be recognized as the general pattern for the conduct of the business meetings of the Church. Seeking the Lord's wisdom and blessing through thankful prayer shall be a part of every meeting.

f. Notice Provisions. Unless specifically defined in other sections of these By-Laws or the Constitution, "resident membership" means those members who reside within 75 miles driving distance from the church building, "notice . . . in writing" means a written announcement sent by

NSN

PS 18

regular U.S. mail or other electronic means, and "notice . . . from the pulpit" means an oral announcement at each of the weekend worship services.

ARTICLE VI

ORGANIZATION OF MEMBERS FOR MINISTRY

Members of this church shall have the liberty to participate in and organize themselves for ministry, provided that such participation and organization does not conflict with Article II of the Constitution. Any such organization may seek church sanction from the Council of Elders as an official ministry of DNA Brazilian Church. Such sanction shall be granted provided that 1) the object, purpose, belief and conduct of the organization and its members is consistent with Article II of the Constitution, and 2) the primary officers of the organization are: members of the church, or other regular attenders of the church who have been approved under guidelines established by the Council of Elders. Sanction by the Council of Elders does not necessarily imply support of the organization by the church with personnel, finances, or facilities. Such support may be requested as provided by the leadership of the church.

ARTICLE VII

DISCIPLINE

Church discipline shall be carried out by the Council of Elders in accord with the Constitution and By-Laws and as explained in our Relational Commitments developed by the Council of Elders and approved and consented to by the members.

ARTICLE VIII

RELATIONAL COMMITMENTS

Relationships in the church will be guided and governed by the biblical principles set forth in a document entitled "Relational Commitments," which is incorporated into these Bylaws by reference. This document establishes our commitments related to peacemaking and reconciliation, accountability and church discipline, preserving marriages, biblical counseling and confidentiality, and the protection of our children. These Commitments shall apply to members of our church and may be amended from time to time in the same way that these Bylaws may be amended.

ARTICLE IX

AMENDMENTS

General

Amendments to these By-Laws may be introduced through written motion at annual meeting, with the exception of Article II(4)(b) regarding amending the Elder Affirmation of Faith which as previously stated may only be amended by a recommendation of the Council of Elders to the church. Amendments shall not be acted on until the following annual meeting, at which time an affirmative vote of the majority of the membership of the Church, or a two-thirds majority of

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those members present at the meeting and voting shall be required for acceptance; provided, however, that at least ten percent (10%) of the membership of the Church be present at such meeting, and that notice of the proposed change or amendment be given from the pulpit on at least two weekends and in writing to the resident membership in the interim period between the meetings.

DNA BRAZILIAN CHURCH

NIVALDO NASSIFFI
President

PAULO HENRIQUE CHIURATO SISTE
Vice-President

MARCELO MOURA
Secretary

JACKSON B. HELD
Secretary

JOELSON COELHO FAGUNDES
Treasurer