

N42909

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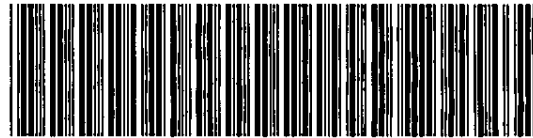
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Amend + Name Change

DEC 30 2013

T. CARTER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 13, 2013

LOUIS C DESIENA
THE GATE FELLOWSHIP
3264 TOWNSEND BLVD
JACKSONVILLE, FL 32277 US

SUBJECT: THE GATE FELLOWSHIP, INC.
Ref. Number: N42909

We have received your document for THE GATE FELLOWSHIP, 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):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

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.

Tina D Carter
Regulatory Specialist

Letter Number: 413A00028426

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DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Gate Fellowship Inc.

DOCUMENT NUMBER: N42909

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

Please return all correspondence concerning this matter to the following:

Louis DeSiena

(Name of Contact Person)

The Gate Fellowship

(Firm/ Company)

3264 Townsend Blvd

(Address)

Jacksonville, FL 32277

(City/ State and Zip Code)

ldesiena@torchbearersusa.org

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

For further information concerning this matter, please call:

Louis DeSiena at (904) 7101025
(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:

- | | | | |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input 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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE GATE FELLOWSHIP, INC.**

13 DEC 20 PM 3:02

The Articles of Incorporation dated April 9, 1991, are hereby amended and restated as provided herein. Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following:

ARTICLE 1
INTRODUCTION

Section 1.1. *Name Change.* As of JANUARY 1, 2014, the name of the corporation is amended to **TORCH BEARERS CHURCH Inc.**

Section 1.2. *Adoption of Bylaws.* These bylaws are adopted by the board of directors on December 5, 2013 and become effective on January 1, 2014.

Section 1.3. *Purposes.* This corporation will have the purposes stated in its articles of incorporation, as they now exist or are later amended.

ARTICLE 2
OFFICES

Section 2.1. *Principal Office.* The principal office of this corporation will be located at 3264 Townsend Blvd, Jacksonville, FL 32277.

Section 2.2. *Location of Registered Office.* The location of the present registered office of this corporation is 3264 Townsend Blvd, Jacksonville, FL 32277. The registered office will be continuously maintained in the State of Florida for the duration of this corporation, except that the corporation may from time to time change the address of the registered office by duly adopted resolution and filing the appropriate statement with the State of Florida.

ARTICLE 3
NOT FOR PROFIT

Section 3.1. *No Members.* The corporation shall not have members and shall not issue membership certificates.

Section 3.2. *No Stock.* The corporation shall not issue shares of stock.

Section 3.3. *Nonprofit Operations.* The corporation is a Florida not for profit corporation. No dividend will be paid, and no part of the income or assets of this corporation will be distributed, to its directors or officers. However, the corporation may contract in due course of business with its officers or directors for services rendered to the extent permissible under the articles of incorporation, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as the "Code").

Section 3.4. *No Loans to Directors or Officers.* This corporation will not loan any sum of money to any of its directors or officers.

Section 3.5. *No Vested Rights.* No director or officer of this corporation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the corporation.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1. *Definition of Board of Directors.* The board of directors is that group of individuals vested with the management of the affairs of this corporation subject to the law, the articles of incorporation, and these bylaws. The Board of Directors shall establish policy, serve as Trustee of the property of the corporation (real and chattel) and generally supervise the operations of the corporation and at all times monitor compliance with the provisions of the articles of incorporation and these bylaws.

Section 4.2. *Qualifications of Directors.* The qualifications for becoming and remaining a director of this corporation are the enumerated following:

- a. Over the age of 18 and interested in the furtherance of the purposes of the corporation; and
- b. Mature born-again Christians who are well grounded in the Word of God and seek to obey the will of God as given in the Holy Bible; and
- c. Convey the ability to give instruction as well as receive instruction; and
- d. Motivated to render help to those in need of help, instruction, guidance, or deliverance from bondage.

Section 4.3. *Number of Directors.* The board of directors shall be comprised of a minimum of three (3) initial directors:

1. Chairman: Louis DeSiena, 2178 Brighton Bay Trail West, Jacksonville, Florida 32246
2. Vice Chair: Kathy DeSiena, 2178 Brighton Bay Trail West, Jacksonville, Florida 32246
3. Secretary: Margaret Burk, 511 Roserush Lane, Jacksonville, Florida 32225

4. Treasurer: Philippe Dupont 5649 Weller Ave Jacksonville, FL 32211

Section 4.4. *Election.* The board of directors shall elect directors annually. The directors elected may include some or all of the existing directors.

Section 4.5. *Term.* The term of each director shall be five (5) years. A director may be reelected for one or more terms. At the Annual Meeting of Board of Directors, the persons receiving a plurality of the votes cast shall be Directors and shall constitute the Board of Directors until the next Annual Meeting of the Directors and election and qualification of their successors.

Section 4.6. *Removal.* A director may be removed at any time by the affirmative vote of at least two-thirds of all directors, including that director, whenever in their judgment the best interests of the corporation will be served. Any decision by the Board in this regard is final and not subject to appeal. The chairman of the board of directors may only be removed by the Advisory Council as outlined in Article 9 of these bylaws.

Section 4.7. *Advisors and Honorary Directors.* The board of directors may elect one or more advisors and one or more honorary directors, who may attend board of directors meetings, but who shall not have the right to notice or vote. Each advisor or honorary director shall serve for such a term as specified on his or her election, but if none is specified then the term shall be one year. The other provisions of these bylaws relative to vacancies and removal of directors shall be applicable. Unless otherwise specified in these bylaws, all references to "directors" relate to voting directors and not to advisors nor to honorary directors.

Section 4.8. *Resignation; Vacancies.* Resignation of a director will become effective immediately or on the date specified in the resignation and a vacancy will be deemed to exist as of the effective date. Any vacancy occurring in the board of directors, whether by resignation, removal, incapacity, death or otherwise, shall be filled by majority vote of the remaining directors. The new director elected to fill the vacancy will serve for the unexpired term of the predecessor in office unless otherwise provided by the board of directors.

Section 4.9. *Place of Meetings of Directors.* Meetings of the board of directors will be held at the principal office or any other reasonable location as determined by the president.

Section 4.10. *Regular Meetings of Directors.* Regular meetings of the board of directors shall be held at the times and places that are specified by the board of directors or the president from time to time. Regular meetings may be held without notice of the date, time, place or purpose of the meeting.

Section 4.11. *Annual Meetings of Directors.* One meeting each year shall be held within the first calendar quarter and shall be designated the annual meeting of the board of directors at which officers will be elected. Written notice stating the date, time and place of each annual

meeting will be delivered to each director not less than ten days before the date of the meeting, either personally or by first class mail, by Federal Express, by Express Mail, by facsimile or by electronic mail, by or at the direction of the president or the secretary. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of this corporation, with postage prepaid. The notice need not state the business to be transacted at, nor the purpose of, the meeting.

Section 4.12. *Call of Special Meetings of Directors.* A special meeting of the board of directors may be called by the president or a majority of the directors.

Section 4.13. *Notice of Special Meetings of Directors.* Written notice stating the date, time and place of any special meeting of the board of directors will be delivered to each director not less than two (2) days before the date of the meeting, either personally or by first class mail, by Federal Express, by Express Mail, by facsimile or by electronic mail, by or at the direction of the president, or the secretary, or the persons calling the meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of this corporation, with postage prepaid. The notice need not state the business to be transacted at, nor the purpose of, the meeting unless otherwise required by the articles of incorporation or these bylaws.

Section 4.14. *Waiver of Notice of Meeting of Directors.* Notice of the date, time, place, and purposes of any meeting of directors may be waived in writing, either before or after the holding of the meeting, by any director. The written waiver must be filed with or entered on the records of the meeting. The attendance of any director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him or her of notice of the meeting.

Section 4.15. *Quorum of Directors.* A two-third (2/3) majority, but not less than three (3) of the directors then serving, shall constitute a quorum and shall be the minimum presence required in order to conduct any business. Any act approved by the majority of directors present at a meeting at which a quorum is present will be the act of the board of directors unless a greater number is required by law, by the provisions of the articles of incorporation or by these bylaws. In the event of a quorum not being present, a majority of those present may adjourn the meeting to some future time, not more than seven (7) days later.

Section 4.16. *Directors' Meetings by Communications Equipment.* Meetings of the directors may be held through any means of communications by which all directors participating simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. Members of the Board of Directors shall be deemed present at a meeting of such Board if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

Section 4.17. *Voting.* At all meetings of the board of directors, each director is to have one (1) vote.

Section 4.18. *Action by Directors Without a Meeting.* Action required or permitted to be taken at a board of directors meeting may be taken without a meeting if the action is taken by all of the directors. The action must be evidenced by one or more written consents describing the action taken and affirmed by each director. Any such written consent shall be filed with or entered on the records of the corporation. Affirmation under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last director affirms unless the consent specifies a different effective date.

Section 4.19. *Ratification.* Any director not present at a meeting may ratify the validity and actions that took place in that meeting by signing a written document indicating ratification. The ratification shall be deemed to be an affirmative vote for every action taken in the meeting, unless otherwise specified in the writing. The ratification shall also be deemed to constitute personal presence at the meeting.

Section 4.20. *Compensation.* No compensation shall be paid by the corporation to the directors for their services as directors of the corporation. No director shall be prevented from receiving compensation for other services to the corporation simply because he or she is a director of the corporation.

ARTICLE 5 OFFICERS

Section 5.1. *Roster of Officers.* The officers of this corporation will consist of the following: president; vice-president; secretary; treasurer. In addition, the board of directors may elect the additional vice-presidents and assistant officers as they from time to time elect by resolution.

Section 5.2. *Qualifications of Officers.* The qualifications for becoming and remaining an officer of this corporation are the enumerated following:

- a. Over the age of 18 and interested in the furtherance of the purposes of the corporation; and
- b. Mature born-again Christians who are well grounded in the Word of God and seek to obey the will of God as given in the Holy Bible; and
- c. Convey the ability to give instruction as well as receive instruction; and
- d. Motivated to render help to those in need of help, instruction, guidance, or deliverance from bondage.

Section 5.3. *Initial Officers.* The initial officers of the corporation shall be:

1. President: Louis DeSiena, 2178 Brighton Bay Trail West, Jacksonville, Florida 32246
2. Vice President: Kathy DeSiena, 2178 Brighton Bay Trail West, Jacksonville, Florida 32246
3. Secretary: Margaret Burk, 511 Roserush Lane, Jacksonville, Florida 32225
4. Treasurer: Philippe Dupont 5649 Weller Ave Jacksonville, FL 32211

Section 5.4. *Election of Officers.* Each of the officers of this corporation will be elected annually by the board of directors. Each officer will remain in office until a successor, if any, to the office has been elected and qualified. The election will take place at the annual meeting of the board of directors. Officers need not be members of the board of directors.

Section 5.5. *Multiple Officeholders.* In any election of officers, the board of directors may elect and appoint a single person to any two or more offices simultaneously.

Section 5.6. *President.* The president shall preside at all meetings of the board of directors. The president will perform all duties incident to his or her office and any other duties as may be provided in these bylaws, including but not limited to:

- a. At each annual meeting of the board of directors, the president shall prepare and present a report of the financial and operational condition of the corporation for the previous fiscal year; and
- b. Call or cause to be called regular and special meetings of the directors in accordance with these By-Laws; and
- c. Appoint and remove, employ and discharge and fix the compensation of all servants, agents and employees of the corporation other than the duly appointed officers, subject to the approval of the board of directors; and
- d. Sign and make all contracts and agreements in the name of the corporation; and
- e. Oversee that the books, reports and statements required by the statutes are properly kept, made and filed according to law; and
- f. Sign all notes, drafts or bills of exchange, warrants or other orders for the payment of money; and
- g. Enforce these bylaws and perform all the duties incident to the position and office and which are required by law.

The president, or in his or her absence, the vice-president, or in his or her absence the secretary, or in his or her absence the treasurer, shall preside at all meetings of the directors of the corporation.

Section 5.7. *Vice-President.* The vice-president will perform all duties and exercise all powers of the president when the president is unable to act. The vice-president will perform any other duties as may be prescribed from time to time by the board of directors.

Section 5.8. *Secretary.* The secretary will perform all duties incident to his or her office and any other duties as may be provided in these bylaws, including but not limited to:

- a. Keep minutes of all meetings of the board of directors; and
- b. Act as custodian of the corporate records; and
- c. Give all notices as are required by law or pursuant to these bylaws; and
- d. Generally perform all duties incident to the office of secretary and any other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned from time to time by the board of directors.

Section 5.9. *Treasurer.* The treasurer will perform all duties incident to his or her office and any other duties as may be provided in these bylaws, including but not limited to:

- a. Have charge and custody of all funds of this corporation, will deposit all such funds in the name of the corporation in such bank or banks, trust company or trust companies or safe deposit vaults as the board of directors may designate; and
- b. Keep and maintain and at all reasonable times make available at the principal office adequate and correct accounts of the corporation's properties and business transactions; and
- c. Prepare and present reports and accountings to the directors; and
- d. Sign, make and endorse in the name of the corporation all checks, drafts, warrants and orders for the payment of money, and pay out and dispose of same and receipt therefor, under the direction of the president and the board of directors; and
- e. Generally perform all duties incident to the office of treasurer and any other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned from time to time by the board of directors.

Section 5.10. *Member at Large.* The member at large will fill those duties which do not fall under the scope of board officers. They are the spokesperson for the people that the organization represents. Their focus is on the policies and procedures that the board of directors wish to enact and how they will affect the people that the organization represents. The member at large will be the front line person in drawing up committees and deciding who should sit on them. When the member at large is outside the board meeting they need to be able to represent the organization to the best possible extent.

Section 5.11. *Vacancies.* Resignation of an officer will become effective immediately or on the date specified in the resignation and a vacancy will be deemed to exist as of the effective date. Any vacancy, whether by resignation, removal, incapacity, death or otherwise, shall be

filled by majority vote of the board of directors. The new officer elected to fill the vacancy will serve for the unexpired term of the predecessor in office.

Section 5.12. *Removal of Officers.* Any officer, except the President, elected or appointed to office may be removed by an affirmative vote of at least two-thirds of all directors, whenever in their judgment the best interests of the corporation will be served. Any decision by the Board in this regard is final and not subject to appeal. The President may only be removed by the Advisory Council as outlined in Article 9 of these bylaws.

Section 5.13. *Compensation.* No compensation shall be paid by the corporation to the officers for their services as officers of the corporation. No officer shall be prevented from receiving compensation for other services to the corporation simply because he or she is an officer of the corporation.

ARTICLE 6

MINISTERS OF THE GOSPEL

Section 6.1. *Classes of Ministers.* This headquarters shall have three classes of ministers. Each class of minister will have distinct rights and privileges; they are listed below:

- a. Ordained Minister: Those called and anointed of God to minister to the Body of Christ as recognized and confirmed by the public laying on of hands by the board of directors.
- b. Licensed Minister: Those called and anointed of God to minister to the Body of Christ who are in training under the authority of those who have been ordained.
- c. Commissioned Minister: Those who have recognized the call and anointing of God on their lives but who have just entered into the ministry and will, if such anointing and call is confirmed, work their way to licensing and ordination.

Section 6.2. *President's Authority.*

- a. The president of this organization shall have the authority to decide who, how or if a person will be licensed by this headquarters to hold any of the three classes mentioned above.
- b. The president of this organization shall, by virtue of his/her office, automatically be recognized as an ordained minister.

ARTICLE 7

POWERS

Section 7.1. The corporation shall have full power to transact and perform such acts and duties as shall be necessary or appropriate for the attainment of the purposes described in ARTICLE 1, Section 1.2 above and in the Articles of Incorporation; without limiting the generality of the foregoing language. The corporation shall have the following powers:

- a. To acquire, receive and accept, by way of grant, gift, devise, bequest, purchase, lease or otherwise, real property, and personal property of any kind, including security interests in real property created or insured by any person, firm, association, corporation or government or subdivision thereof.
- b. To exercise all rights, powers and privileges with respect to the above described property, including the power to hold, lease, administer, sell, convey and dispose of, invest and reinvest such property and the income and proceeds thereof.
- c. To use, apply or disburse any of its property or the income or the proceeds thereof, exclusively for or toward any one or more of the purposes enumerated herein.
- d. To apply for and maintain the status of a non-profit corporation exempt from certain federal and state taxation.
- e. To take any other actions necessary to achieve the purposes described herein.
- f. To establish policies of adding and removing members, affiliate ministries, and organizations sponsored by TORCH BEARERS CHURCH INC. Any decisions made and ratified by the Board of Directors pursuant to the procedures contained within the corporate documents shall be final and non-appealable.
- g. Notwithstanding any other provision of these articles, this organization shall not promote, acquiesce to, or carry on any activities which are not permitted under Section 501(C)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future law.

ARTICLE 8

ECCLESIASTICAL AUTHORITY

Section 8.1. The Senior Pastor as religious leader and visionary is given authority to be the chief decision maker with regards to all decisions that affect the spiritual well-being of the church or ministry.

Section 8.2. The Senior Pastor shall be responsible for the spiritual atmosphere of the church and ministry.

Section 8.3. The Senior Pastor shall be responsible for the day to day decisions and shall run the affairs of the church and ministry.

Section 8.4. The Senior Pastor has the right to veto a board decision that he feels is in conflict with the will of the Lord.

- a. In such case the board shall table the matter in question and discuss it at the next board meeting.
- b. This will allow the Senior Pastor time to prepare in writing his concerns as to why the decision may have violated scripture and not be a decision in the best interest of the church or ministry.
- c. These written concerns shall be made a part of the next board meetings minutes along with comments regarding any pertinent discussions on the matter.

Section 8.5. Any disputes that arise over the interpretation of these bylaws, doctrine, faith, polity and/or decisions that affect the spiritual environment of the church and ministry shall be deferred to the highest authority of this church and ministry. This would be the Senior Pastor with the advice of the Board of Directors.

- a. In Watson v. Jones, the court ruled that “Whenever the questions of discipline, or of faith, of ecclesiastical rule, custom, or law have been decided by the highest church judicatory to which the matter has been carried, the legal tribunals must accept such decisions as final, and as binding on them . . .”
- b. Additionally, it was ruled by the Supreme Court in Jones v. Wolf, 443 U.S. 595 (1979) that to suspend or exclude from the Lord's Supper those found delinquent, are matters concerning membership and are solely under the control of the church, and that a member may have membership revoked if the pastor and/or church board of directors deem it necessary so long as the church follows its own rules in doing so. This right and power cannot go under review by the IRS or courts.

Section 8.6. *Scriptural References Regarding This Authority*

Job 34:12-15

Matthew 7:29 / 9:6 / 10:1 / 28:18-20

Romans 13:1-4

1 Thessalonians 5:12-13

Revelations 2:26

ARTICLE 9

ADVISORY COUNCIL

Section 9.1. There shall be an advisory council made up of no less than three (3) persons and no more than 5. The council shall be made up of individuals nominated by the senior pastor/president of the corporation and confirmed by a simple majority of the board of directors. (II Timothy 3:16, 17; Acts 15).

Section 9.2. *Purpose.* The purpose of the advisory council is to:

- a. Provide a spiritual covering by prayerfully giving necessary aid, comfort, instruction, guidance, protection and correction as well as counsel, wisdom and fellowship to the senior pastor/president/chairman of the board of directors.
(II Timothy 3:16, 17; Acts 15)
- b. Make themselves available to listen to complaints/accusations against the senior pastor/president/chairman of the board of directors of the corporation brought to them unanimously by the official board of directors excluding the senior pastor/president and to make a determination.
- c. The board of directors may call the advisory council into session for the following reasons/accusations against the senior pastor/president/chairman of the board of directors:
 - 1) Adultery
 - 2) Embezzlement
 - 3) Compulsive lying
 - 4) Sexual impurity
 - 5) Not acting in the best interest of the church
- d. The senior pastor/president/chairman of the board of directors may be dismissed by the advisory council for the following reasons.
 - 1) Adultery
 - 2) Embezzlement
 - 3) Compulsive lying
 - 4) Sexual impurity
 - 5) Not acting in the best interest of the church.
- e. The council will determine if the senior pastor/president/ chairman of the board of directors are guilty or innocent and whether to dismiss him/her from office. The

advisory council is the only entity that has the authority to dismiss the senior pastor/president/chairman of the board of directors from his/her position if, after being called into session in accordance with the provisions of the article and after considering all accusations against him/her; they determine that it is the best course of action for him/her and the church. The decision of the advisory council is final.

- f. In the event of death or resignation of the senior pastor/president/chairman of the board of directors the board of directors shall call the advisory council into session to serve in an apostolic function to seek the face of God and install a new senior pastor/president/chairman of the board of directors.

Section 9.3. *Structure.*

- a. The secretary of the corporation shall be present at all officially called meetings of the advisory council and shall record the proceedings. The secretary shall also create minutes of the meeting and present them to the advisory council within one week (seven days) after the meeting has come to a close.
- b. Any member of the advisory council may be replaced or removed at any time deemed necessary by request of the senior pastor/president/chairman of the board of directors and confirmation of the board of directors of the corporation, provided that the advisory council has not already been called officially into session.
- c. The advisory council shall be chaired by the representative nominated by the president and confirmed by the board of directors.
- d. Future vacancies shall be nominated by the president and confirmed by the board of directors with the counsel of the remaining members of the advisory council of this corporation.
- e. The representatives of the advisory council shall be made up of current or former senior pastors or other people in ministry who have or have had at least five (5) years experience and have displayed an uncompromising commitment to the Word of God.
- f. A record of the current and past members of the advisory council shall be kept in a log under the custody of the official board of directors. The log shall clearly list the name of the current chairman.
- g. Any successor, senior pastor/president/chairman of the board of directors to the founding or current senior pastor/president/ chairman of the board of directors,

shall keep the advisory council that was in existence at the time he/she became senior pastor/president/chairman of the board of directors. He/she may, after a two year period, make nominations for replacements of no more than one representative per year. He/she must follow the procedure set forth in section 2 of this article.

Section 9.4. *Quorum.* One hundred percent (100%) of the advisory council must be present to constitute a quorum. The council may only meet if it has been called to do so unanimously by the official board excluding the senior pastor/president/ chairman of the board of directors.

Section 9.5. *Determinations.* Any action taken by the advisory council is valid by a two-thirds majority.

Section 9.6. *Power.* The advisory council shall have no innate power or authority as a legal organizational entity, except that which is invested in them by these bylaws. Their decisions, when called together in accordance with section 1 of this article, shall be final.

ARTICLE 10 OTHER CONSIDERATIONS

Section 10.1. Anything that has not been discussed in this bylaws shall be discussed and decided upon at an official board meeting. Nothing can be decided upon without the authorization and approval of the president.

ARTICLE 11 EMPLOYEES, INDEPENDENT CONTRACTORS AND VOLUNTEERS

Section 11.1. *Employees and Volunteers.* The board of directors will have the power to hire and fire employees of the corporation, including but not limited to managers, directors, assistants, and all other employees and independent contractors and the power to arrange for volunteers for the corporation. The power may be delegated by a majority vote of the board of directors to any committee or to one or more employees. The employees shall have any responsibilities with regard to the activities and the operations of the corporation as may be provided from time to time by the board of directors. Any decision by the Board to terminate an employee, independent contractor or volunteer shall be final and not subject to appeal.

Section 11.2. *Qualifications of Employees and Volunteers.* The qualifications for becoming and remaining an employee, independent contractor or volunteer of this corporation are the enumerated following:

- a. Exhibit a genuine desire to help others and/or to be helped; and
- b. Exhibit a willingness to receive instruction; and

- c. Exhibit a willingness to apply these instructions to his/her own life; and
- d. Agree to abide by the rules, regulations, guidelines, and policies of the ministry

ARTICLE 12 COMMITTEES

Section 12.1. *Appointment of Committees.* The board of directors may designate and appoint one or more committees and delegate to the committees specific and prescribed authority. Committee chairmen shall be appointed by the president. Members of each committee shall be selected by the president or committee chairman. Each committee shall have two or more members who serve at the request of the board of directors. However, no committee will have the authority to do any of the following:

- a. Fill vacancies in the board of directors or other committees.
- b. Adoption, amendment or repeal of the bylaws.
- c. Adoption, amendment or repeal of any resolution of the board of directors.
- d. Action on matters committed by the bylaws or resolution of the board of directors to another committee.

Section 12.2. *Action by Committee Without a Meeting.* Action required or permitted to be taken at a committee meeting may be taken without a meeting if the action is taken by all of the committee members. The action must be evidenced by one or more written consents describing the action taken and signed by each committee member. Any such written consent shall be filed with or entered on the records of the corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last committee member signs the consent, unless the consent specifies a different effective date.

ARTICLE 13 OPERATIONS

Section 13.1. *Fiscal Year.* The board of directors will choose the fiscal year of this corporation.

Section 13.2. *Books and Records.* This corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its board of directors and other committees.

Section 13.3. *Inspection of Books and Records.* All books and records of this corporation may be inspected by any director or officer, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE 14

LIABILITY OF BOARD MEMBERS, DIRECTORS AND OFFICERS

Section 14.1. *Liability.* Board Members, Directors and Officers shall not be personally liable to the corporation or to any other person or organization, for monetary damages, debts, statements, votes, actions or inactions, regarding corporate management or policy except as set forth in Florida Statutes Section 607.0830, 607.0831 and 607.0834. The corporation shall indemnify all Board Members, Directors and Officers in accordance with, and to the extent provided in, Florida Statute 607.0850, and shall furthermore pay the reasonable legal fees necessary to and connected with such indemnification.

ARTICLE 15

FINANCE

Section 15.1. The corporation shall be financed by the freewill offerings of members and friends of the corporation, by the established places of worship and by fundraising activities that are recognized by the senior pastor/president/ chairman of the board of directors and the board of directors (1 Chronicles 29:6-9; 2 Chronicles 24:10; 31:10).

Section 15.2. *Budget* - The funds for the maintenance of the corporation shall be provided for by the freewill offerings of friends of the corporation, established places of worship, by all other subordinate groups affiliated with TORCH BEARERS CHURCH Inc. and by recognized fund-raisers. All offerings are subject to approval by the senior pastor/president/ chairman of the board of directors as provided in the Holy Scriptures. If approved, an offering shall be passed on to the treasurer for deposit in the corporation's treasury.

Section 15.3. *Audit* - An internal audit shall be completed by the treasurer and one other director as appointed by the senior pastor/president/ chairman of the board of directors. This audit of all financial records shall be made after the close of the calendar year, prior to the end of February.

Section 15.4. *Withdrawals*- Only the treasurer under the supervision of the president shall make all withdrawals from the regular corporation treasury. In the event that the treasurer is unable for a period of time to make deposits or withdrawals, he/she may (in written form) authorize the president or any director of the corporation, to make deposits or withdrawals from the corporation's treasury.

Section 15.5. *Salaries*

- a. Compensation of Board of Directors is governed by Article 4 Section 4.20 of these bylaws.
- b. Compensation of Officers is governed by Article 5 Section 5.13 of these bylaws.
- c. The salaries of all Pastors and employees shall be determined by the Board of Directors or by a committee created for that purpose by the Board of Directors.
- d. Any salaried Pastor or their spouse may not sit on the committee and must abstain from votes regarding salaries by the Board of Directors.

ARTICLE 16

LOANS

Section 16.1. The church shall have the authority to enter into transactions with banks, lenders and other providers of financial services to further its exempt purposes.

Section 16.2. *Loans & Mortgages*- The church must follow the guidelines set forth below in order to enter into such transactions.

- a. In addition to a board approved resolution, the transaction must be approved by the senior pastor/president/ chairman of the board of directors.
- b. The church board of directors and senior pastor/president/ chairman of the board of directors must perform their own inquiry to ensure that the loan they seek is the best one available to the church and that after meeting at arm's length, they have determined that the church can afford such transaction, including all monthly payments and any additional expenses which may be incurred.
- c. The closing documents must be signed by the senior pastor/president/ chairman of the board of directors and the secretary.

Section 16.3. *Loans to Directors or Officers* – Are governed by Article 3 Section 3.4 of these bylaws.

ARTICLE 17

PROPERTY RIGHTS

Section 17.1. All property, real or chattel, shall be taken, held, sold, transferred or conveyed in the corporation's name.

Section 17.2. No real or chattel property of the corporation shall be sold, leased, mortgaged, or otherwise alienated without authorization of the president.

Section 17.3. The president of the corporation shall certify in such conveyances, leases, or mortgages.

Section 17.4. In the event that the corporation ceases to exist, all assets of TORCH BEARERS CHURCH INC. shall be promptly contributed to a similarly organized and operated not for profit corporation that shares our beliefs as described in our Tenets of Faith, one which comports with section 501(c)(3) and/or 170(c)(2) of the Internal Revenue Code and Florida law, and as approved by the majority of the Board of Directors.

ARTICLE 18

AFFILIATED MINISTRIES

Section 18.1. *Purpose* - To provide a means to give covering in the form of affiliation to a church or ministry including but not limited to apostolic spiritual covering, financial support, facility support, program support, covering with our 501-c3 group status or pastoral support in terms of a church plant.

Section 18.2. *Governing Committee* – The board of directors will create an Affiliated Ministries Committee whose purpose is to oversee the selection process for Affiliated Ministries and church plants. This committee will consist of a minimum of 3 members all of which will be directors of the corporation. Additional committee members may be chosen as needed by the chairman of the committee. The chairman of this committee will report directly to the senior pastor/president/chairman of the board of directors.

Section 18.3. *Initial Committee Members and Chairman* – *The committee shall consist of the Chairman/Vice Chair and one other director.* The initial committee will be made up of the following people:

1. Chairman: Louis DeSiena, 2178 Brighton Bay Trail West, Jacksonville, Florida 32246
2. Vice Chair: Kathy DeSiena, 2178 Brighton Bay Trail West, Jacksonville, Florida 32246
3. Secretary: Margaret Burk, 511 Roserush Lane, Jacksonville, Florida 32225
4. Treasurer: Philippe Dupont 5649 Weller Ave Jacksonville, FL 32211

Section 18.3. *Authority* – This committee is given authority by the board of directors to create a process of affiliation. Including but not limited to the following:

- a. Determine the different levels of affiliation.
- b. Define the difference between a church plant and an affiliated ministry.
- c. Create an application process to become an affiliated ministry.
- d. Create membership guidelines for affiliated ministries to follow.
- e. Maintain the membership of all affiliated ministries with quarterly monitoring of their compliance with guidelines. This would include, if necessary, recommendations to the senior pastor/president/chairman of the board of directors for termination of any affiliated ministries that are not in compliance with guidelines.
- f. Responsible for establishing first fruits offering requirements and implementing a program of first fruits offerings from all affiliated ministries to TORCH BEARERS CHURCH INC.

Section 18.4. *Annual Conference* – There will be an annual conference of all affiliated ministries and church plants. Present at this meeting will be at least one pastoral and one non pastoral member of each affiliated ministry or church plant. Additional members may attend if requested to and approved by the senior pastor/president/chairman of the board of directors.

Section 18.5. *Establishing Places of Worship / Church Plants* -This ministry will actively participate in establishing new places of worship otherwise known as church plants. Each of the places of worship that it establishes will be through financial assistance once they have secured all the legal paperwork to be recognized as a nonprofit organization as described by state law and section 501(c)(3) of the Internal Revenue Code .

- a. Purpose: The purpose of an established place of worship shall be to maintain a place of worship for God's people, such as a building or home where the congregation can come together for religious purposes.
- b. Duties: All established places of worship shall subscribe to the Tenets of Faith of TORCH BEARERS CHURCH INC. as fundamental to Christian ministry. The pastor shall also be responsible and preside over all meetings of the established place of worship (church).

- c. Rights and Privileges: All established places of worship must operate under their own bylaws provided that they neither contradict nor violate the framework of the bylaws of TORCH BEARERS CHURCH INC.
- d. The Appointed Pastor: The senior pastor of TORCH BEARERS CHURCH INC. may appoint a pastor to pioneer a work with the purpose of establishing a place of worship. All pastors are to give account to the senior pastor of TORCH BEARERS CHURCH INC. for every aspect of the established place of worship.

Section 18.6. *Finances for Established Places of Worship / Church Plants*

- a. The corporation shall finance the established place of worship until it can financially exist on its own. At that point, the newly established place of worship will no longer receive financial assistance from this headquarters.
- b. The pastor of said place of worship may be given fair and just compensation by this headquarters to compensate him/her for the work of the ministry until the established place of worship can financially exist on its own. When the established place of worship can financially support itself, the appointed pastor shall receive a reasonable salary from the established place of worship. The salary will be determined by the board of directors of the newly established place of worship.
- c. TORCH BEARERS CHURCH INC. may receive 10 percent of the finances generated from all established places of worship that are capable of financially existing on their own. All churches that this headquarters plants will be encouraged to send 10 percent of their tithes and offerings to this headquarters, but never required to do so. Funds received by those churches will be used to further our exempt purpose of starting new places of worship.

Section 18.7. *Other Subordinate Groups*- All other subordinate groups shall be dealt with as an Affiliated Ministry as described in Article 18 of these bylaws. All requirements shall be set forth for each subordinate group in a covenant agreement between TORCH BEARERS CHURCH INC. and the subordinate group.

ARTICLE 19

CHURCH MEETINGS

Section 19.1. In any established place of worship the appointed pastor will be responsible for regular church services.

ARTICLE 20

MEMBERSHIP IN THE LOCAL CHURCH

Section 20.1. *Membership Process* - A person is eligible for membership in this church who gives evidence of his/her faith in the Lord Jesus Christ, who voluntarily subscribes to the Tenets of Faith and who reads and agrees to be governed by the bylaws of this church that pertain to church membership, as herein set forth.

TORCH BEARERS CHURCH INC is a fellowship of believers participating in the labors of the Holy Spirit in this community. An individual seeking to become a member of this church must submit in writing, using a form prescribed by this church, that they wish to become a member. The form must meet the following guidelines:

- a. The name of the applicant must be listed. If a married couple is applying for membership both names must be listed and both applicants must sign.
- b. There must be a statement indicating that the member will abide by the Holy Scriptures and submit to the bylaws of the church.

Section 20.2. TORCH BEARERS CHURCH INC subscribes to a nonvoting membership. In any growing congregation, there will be people at all stages of spiritual growth and maturity. For that reason, it is not proper to submit the affairs of the church to a democratic vote as the same is not God's way, for the purpose of the church is not to do the will of the majority, but the will of God.

Section 20.3. *Governing Committee* – The board of directors will create a Church Membership Committee whose purpose is to oversee the selection process for membership in the church. This committee will consist of a minimum of 3 members. The chairman of this committee will report directly to the senior pastor/president/chairman of the board of directors.

Section 20.4. *The Standards of Membership*- The standard of membership of this church shall be:

- a. Evidence of a genuine experience of regeneration (new birth) (John 1:12-14; John 3:3-8; I Peter 1:23-25)

- b. Evidence of a consistent Christian life (Romans 6:4; 8:1-4; 13:13-14; Ephesians 4:1-2,15,17-32; 5:1,2,15; I John 1:6,7)
- c. Baptism in water by immersion (Matthew 28:19-20; Acts 10:47-48; Romans 6:3-12; Colossians 2:11-12)
- d. Full subscription to the tenets of faith as set forth in the bylaws adopted by the church
- e. Willingness to contribute regularly to the support of the church according to his or her ability through tithes and offerings (Malachi 3:10; Matthew 23:23; Hebrews 7:4-5)
- f. Support of the church with regular attendance at services (Hebrews 10:25).

Section 20.5. *Reception of Members* - Persons desiring to become members in fellowship with the church shall make the fact known to the senior pastor by a signed application approved by the board of directors. The application must be submitted to the church secretary.

Any person professing faith in the Lord Jesus Christ as his/her personal Savior and giving evidence of having been born again and evidence of water baptism, by making a written request to the senior pastor and board of directors and upon their recommendation, may acquire membership in this church in the following manner:

- a. The senior pastor shall present the names of those who apply for membership to the board of directors who shall act upon said recommendation. All persons who shall meet the membership requirements and have been passed on favorably shall be received into the church publicly at any of the regular services and their names inscribed on the roster.

Section 20.6. *Prohibited Conduct Of Members*- Any member, or those who are in covenant fellowship with the church, found guilty of any of the following offenses shall be subject to removal from the church membership:

- a. In any way sowing discord among the brethren, including but not limited to rumor mongering, tale bearing and bearing false witnesses (Proverbs 6:16-19, I Corinthians 1: 10, 12:25, Galatians 5:20-21, Ephesians 4:2-3).
- b. Propagating of doctrines and practices contrary to the Tenets of Faith which causes discord, dissension and division in the church (Romans 1:21-32; Galatians 1:8-9; Titus 3:9-11; 2 Thessalonians 3:6).
- c. Living any kind of sexually immoral lifestyle (Romans 1:21-32, I Corinthians 5:1-5,9-13, Galatians 5:16-21, Ephesians 5:1-12, I Thessalonians 4:1-7).

- d. Persisting in believing or propagating some pernicious, false, contrary doctrine (Romans 16:17-18, I Timothy 4:1, II Timothy 4:3-4, Titus 3:10-11, II Peter 2:1-3).
- e. Involvement in any form of occult practices (Deuteronomy 18:9-14, Acts 19: 18-19, Galatians 5:20, Revelation 21:8).
- f. Being involved with the sinful worldly habits, vices, amusements, such as abusing: alcoholic beverages and tobacco (Proverbs 23:29-32, I Corinthians 6:19); non-prescription narcotics and illegal drugs or substances including marijuana (Romans 6:12-16, Galatians 5: 1); participating in oath bound secret societies (Hosea 10:4, Matthew 5:34-37); reading of literature, listening to or viewing video of theatrical productions that promote attitudes, values or conduct contrary to God's Word (Luke 11:34-36, I Thessalonians 4:7).
- g. Publicly wearing apparel which is indecent or sensual (I Timothy 2:9-10, 4:11-12).
- h. Repeated offenses of civil laws that are not consistent with the Word of God (Ecclesiastes 8:2-4, Romans 13:1-7, I Peter 2:13-17).

Section 20.7. *Discipline*- This church is committed to Biblical discipline in order to prepare a spotless bride for the Lord Jesus Christ's return, to maintain holiness as a way of life, to restore the sinning person to a right relationship with the Lord, and to expose sin so that it will not become a polluting influence in the rest of the church (Ephesians 5:11, I Peter 1:15-16, I Corinthians 5:6-7, Joshua 7:1-26).

- a. Divisive persons shall be confronted according to the pattern outlined in Titus 3:9-11. At least two elders, or those whom they designate, shall meet with the divisive person and warn him/her to repent. If the person does not repent, at least two elders, or those whom they designate, shall meet with him/her again and warn him/her a second time. If the person still refuses to repent of his/her sin of divisiveness, the pastors and elders at either a regular or special meeting may revoke their membership in the church in accordance with the Word of God (Romans 16:17-19).
- b. If a believer observes a sin in another believer's life, he/she is to confront the person according to the pattern outlined in Matthew 18:15-17, by first going to him/her in private. If the sinning person does not listen and repent, the believer is to take one or two other believers and confront him/her again. If he/she stays unrepentant, he/she shall be brought before the pastors and elders.
- c. The pastors and elders shall do everything necessary to restore the sinning brother/sister. If everything has been done Biblically to restore the sinning brother/sister and

the person refuses to repent, then the pastors and elders shall revoke their membership in the church in accordance with the Word of God (Romans 16:17-19).

- d. All believers are encouraged to consult with one of the elders when confronting another believer about sin in his/her life (Matthew 18:15-17). In both the above cases, the elder shall determine the appropriate time between steps and everyone involved shall, to the best of their ability, carry out this discipline in the spirit of love, humility, and meekness putting the interests of others ahead of their own (Galatians 6:1-2).
- e. In the event of a serious difference arising between members of the assembly, if the parties involved cannot effect reconciliation, they shall have the right to appeal to the senior pastor. The senior pastor will consider no charges of misconduct unless they are made in writing. When formal charges have been laid against a member, and the senior pastor decides that disciplinary action must be taken, the member so charged shall be advised in writing and a date shall be set for a hearing before the pastors and elders in the presence of the one laying the charge, at which time the evidence shall be considered and a verdict shall be determined by secret ballot. If guilt is established and contrition, sorrow and repentance are not evident on the part of the offender, suspension of membership shall be considered as disciplinary action. However, unless his/her attendance at church would be cause for scandal, he/she should be permitted to attend church services in the hope that he/she would be reconciled to the Lord. Every effort shall be made to restore such a one to membership upon evidence of repentance (Matthew 18:15-17, 35).

Section 20.8. *Termination of Membership*- The senior pastor and board of directors shall be authorized to revise the membership roll of the corporation, and the senior pastor and presbytery shall be authorized to revise the membership roll of the church at least once a year, and to remove from the list of active members those in fellowship under the following categories:

- a. Issuance of Letter of Transfer.
- b. Voluntary withdrawal from membership.
- c. Deceased during the year.
- d. Propagation of doctrines and practices contrary to the Tenets of Faith, which cause discord, dissension and division in the church (Romans 16:17,18; Galatians 1:8,9; Titus 3:9-11; II Thessalonians 3:6).
- e. Those who are living in sin and whose lives are inconsistent with Biblical standards of holiness (I Corinthians 5:11; Galatians 5:19-21; Hebrews 12:14).

- f. Those who have not contributed regularly to the financial support of the church within their ability.
- g. The church may also terminate the membership of any individual who is absent from the church services for a period of three (3) months without reasonable excuse or without notifying the membership committee.
- h. Any member absent from the services without reasonable excuse for a period of three (3) months shall be placed upon the inactive roll.
- i. It is understood that the purpose of terminating the membership of those who are in violation is to discipline them and to win them back, not to condemn them and forget them (I Corinthians 5:1-2; II Corinthians 2:6-11).
- j. The board of directors reserves the right to remove, without warning, any member which is deemed to be harming the flock or to be in purposeful and willful contention with the church.

Section 20.9. *Terminated Members* - Any person who may have been terminated as a church member shall be notified of this action in writing by the church secretary and shall have the right to appeal to the senior pastor and the board of directors for reconsideration of said action.

The senior pastor and the board of directors may restore to membership any person previously excluded, upon request of the excluded person, and upon evidence of the excluded person's repentance and reformation. This should be done in the Spirit of forgiveness and love (II Corinthians 2:68).

Section 20.10. *Duty of Church Members in Fellowship*

- a. To contribute financially for the support of the church and its ministries in tithes and offerings in accordance with the Scriptures as God may prosper them, for the support of its various missionary work, both at home and foreign.
- b. By a godly and Christian life each member shall cooperate with the church, its senior pastor, board of directors, local and advisory presbytery and deacons in their various efforts to attain to Scriptural church life.
- c. Members shall regularly attend all church services, and special meetings as called by the senior pastor.
- d. The duties of the members to themselves are: the acquisition of Scriptural knowledge, constant progress in spirituality, and consistency of external conduct.

- e. Each member must consent to be in subjection to church discipline and order as directed in a Scriptural manner by the senior pastor and presbytery. It is the duty of the members to honor and esteem their senior pastor; to pray for him fervently and daily; to attend constantly upon his ministration; to manifest a tender regard for his reputation, and to follow his vision. He shall publicly be referred to as "pastor."
- f. It is the duty of each member to cultivate and cherish brotherly love for all people, especially members of the Body of Christ.
- g. It shall be understood that matters discussed among the membership shall remain confidential within the membership.
- h. Membership in TORCH BEARERS CHURCH INC. shall terminate by voluntary transfer of membership or membership to another church. It shall also terminate by excommunication of an unruly member, according to Matthew 18:15-17.

Section 20.11. *Limitation of Corporate Membership.* Membership in TORCH BEARERS CHURCH, Inc. is governed by Article 3 Section 3.1 of these bylaws.

ARTICLE 21

HOMOSEXUALITY

Section 21.1. *Homosexual Lifestyle.* This church is vehemently opposed to a homosexual lifestyle as being an alternative lifestyle. Additionally, this church holds that a homosexual lifestyle is contrary to God's will and purpose for humanity. The Bible instructs that it is a sin that leads to death. Moreover, this church is instructed to love those living such lifestyles, while abhorring their sin. Therefore, those practicing the homosexual lifestyle are welcome to worship with us and partake in our fellowship, but they will not knowingly be put in any leadership position. 1 Cor 6:9 says the following: "Do you not know that the wicked will not inherit the kingdom of God? Do not be deceived: Neither the sexually immoral nor idolaters nor adulterers nor male prostitutes nor homosexual offenders." Lev. 20:13 says, "The penalty for homosexual acts is death to both parties. They have committed a detestable act and are guilty of a capital offense."

Section 21.2. *Homosexual Marriage.* This church will not perform any homosexual marriages. It will not condone or recognize such marriages, even if the state passes laws that provide for recognition of such unions.

Section 21.3. *Members And Homosexuality.* Members of the church are forbidden to practice such sin. Any member found to be in such sin shall be treated according to Article 20, section 20.8 paragraph e. of these bylaws.

ARTICLE 22

PROHIBITIVE ACTIVITIES

Section 22.1. This church and ministry is prohibited from engaging in activities which violate our written doctrines and tenets. The church and ministry is also prohibited from endorsing, promoting or allowing activities that violate our written doctrines.

ARTICLE 23

PRIVACY

Section 23.1. This church shall diligently watch to keep private all records concerning polity, doctrine, counseling and information on membership. This church must not disclose any records that may compromise information about a member's attendance, membership status, giving and counseling records. Additionally, no request shall ever be released to any government authority without due process and a valid subpoena delivered by the proper government agency.

Section 23.2. Any church owned computer that has internet access must install and maintain filtering software to reduce the potential of harmful content being accessed.

ARTICLE 24

CLERGY PENITENT PRIVILEGE

Section 24.1. All ministers who are recognized by this church according to article 6 of the bylaws must follow the rules set forth below:

- a. When a member asks to meet with a minister, the minister must ask the following questions before proceeding:
 1. Are you seeking to communicate with me in my capacity as a minister, in confidence, while acting in my spiritual capacity as a spiritual adviser?
 2. Do you intend the communication to be confidential?
 3. Are you seeking to confess any sins according to the discipline of this church?

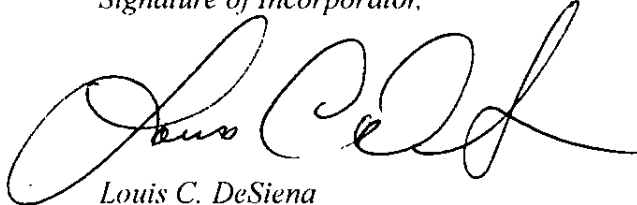
- b. Additionally, the minister must make the member aware that in order for clergy –penitent privilege to apply, all other parties must leave the room before the session may begin.

ARTICLE 25
AMENDMENTS

Section 25.1. *Amendment of Bylaws.* These bylaws may be amended, altered or repealed only by the affirmative vote of at least two-thirds of all directors (not just those attending the meeting at which the action is taken). These By-Laws may be altered, amended, repealed or added to by the vote of the Board of Directors of this Corporation at any regular meeting of said Board, or at a special meeting of the Directors called for that purposes provided a quorum of the Directors as provided by law and by the Articles of Incorporation, are present at such regular or special meeting.

Dated the 18 day of Dec, 2013 IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation has executed these articles of incorporation.

Signature of Incorporator,

A handwritten signature in black ink, appearing to read "Louis C. DeSiena", written in a cursive style.

Louis C. DeSiena

President/Chairman of the Board

The date of each amendment(s) adoption: December 5, 2013, if other than the date this document was signed.

Effective date if applicable: January 1, 2014
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated December 5, 2013

Signature _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Louis C DeSiena
(Typed or printed name of person signing)
President/Chairman of the Board
(Title of person signing)