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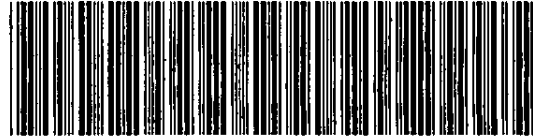
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. GOLDEN

MAY -2 2018

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Iglesia Vida International, Inc.

DOCUMENT NUMBER: N95000005465

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

Please return all correspondence concerning this matter to the following:

Kimberly M. Gonzalez Del Valle  
(Name of Contact Person)

(Firm/ Company)

11635 Sherborne Circle North

(Address)

Jacksonville, FL 32225

(City/ State and Zip Code)

kimdelvalle12@gmail.com

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

For further information concerning this matter, please call:

Kimberly Del Valle

(Name of Contact Person)

at 786-359-9413

(Area Code) (Daytime Telephone Number)

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

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is  
Enclosed)

receipt  
attached.



**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

RECEIVED

2018 APR 30 PM 12:03

DIVISION OF CORPORATIONS  
BUREAU OF COMMERCIAL  
INFORMATION SERVICES

April 18, 2018

KIMBERLY M. GONZALEZ DEL VALLE  
11635 SHERBORNE CIRCLE NORTH  
JACKSONVILLE, FL 32225

SUBJECT: IGLESIA VIDA INTERNATIONAL, INC.  
Ref. Number: N95000005465

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Bylaws are not filed with this office. Please retain them for your records.

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.

Claretha Golden  
Regulatory Specialist II

Letter Number: 618A00007858

Articles of Amendment  
to  
Articles of Incorporation  
of

Iglesia Vida International, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N95000005465

(Document Number of Corporation (if known))

FILED  
2018 APR 30 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**A. If amending name, enter the new name of the corporation:**

Vibrant Life Church, Inc.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

**B. Enter new principal office address, if applicable:**

(Principal office address MUST BE A STREET ADDRESS)

Vibrant Life Church, Inc.

11635 Sherborne Circle North  
Jacksonville, FL 32225

**C. Enter new mailing address, if applicable:**

(Mailing address MAY BE A POST OFFICE BOX)

N/A

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

N/A

Signature of New Registered Agent, if changing

E. If amending or adding additional Articles, enter change(s) here:  
(attach additional sheets, if necessary). (Be specific)

See attached - (Adopted) New Articles of  
Incorporation

**Vibrant Life Church, Inc  
11635 Sherborne Circle North  
Jacksonville, Florida 32225**

**Articles of Incorporation as Amended  
April 12, 2018**

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**GENERAL PROVISIONS**

**Article 1  
Limitation of Powers**

1. No member, trustee, officer, employee, committee member, or person connected with the church, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the church, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the church in effecting any of its purposes as shall be fixed by the church leadership, and no such person or persons shall be entitled to share in the distribution of any of the church assets upon dissolution of the church. All members of the church shall be deemed to have expressly consented and agreed that upon such dissolution of the affairs of the church, whether voluntary or involuntary, the assets of the church, after all debts have been satisfied, then remaining in the hands of the leadership shall be distributed, conveyed, delivered and paid over, in such amounts as the leadership may determine or as may be determined by the court of competent jurisdiction for public safety, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.
2. Vibrant Life Church, Inc. is not organized, nor shall it operate, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for non-profit purposes. The property, assets, profits and net income of this church are irrevocably dedicated to charitable, educational, and religious purposes and no part of the profits or net income of this church shall ever inure to the benefit of any individual. On the dissolution of this church, its assets remaining after payment, or provision or payment of all debts and liabilities of this church shall be distributed to a non profit fund, foundation, or corporation that is organized and operated for charitable, educational, ecclesiastical, or religious purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

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

## **Article 2 Governance**

Vibrant Life Church, Inc. seeks to be led by the Holy Spirit in all its decisions. The senior pastor, the congregation, the overseers, the elders, and the trustees all have a role in leadership. The senior pastor's office is responsible for developing and communicating the vision and overseeing the day to day ministry of the church. The congregation influences the spiritual tone, strength and direction of the church. The overseers are to protect the church through counsel, prayer, and if required, the discipline of the senior pastor, as described in Article 9. The elders are to serve the church as described in Article 10. The trustees are to serve the church by assuring compliance with church corporation management policies and by approving the major financial commitments for the church as described in Article 11.

## **Article 3 Senior Pastor of the Church, President and Chief Executive Officer (CEO) of the Corporation**

### **SECTION 1.** The Office of the Senior Pastor.

#### **Paragraph 1. The Dual Role.**

Because Vibrant Life Church, Inc. has two (2) complimentary branches; the spiritual body of believers and the legal corporation, it is the senior pastor that administratively bridges the gap between the two (2) branches. The senior pastor is primarily responsible for the spiritual life of the church, therefore, he must be in a position corporately to insure that financial strength is directed toward the ministries of his choice.

#### **Paragraph 2. Responsibilities of the Senior Pastor.**

It is the senior pastor's responsibility to:

1. Provide Biblical vision and direction for the congregation.
2. Define and communicate the Church's purpose.
3. Oversee and coordinate the day to day ministry of the congregation and administration of the church.

4. Appoint overseers pursuant to Article 9.

5. Recognize and enlist apostolic, prophetic, evangelistic, pastoral and teaching ministries, along with that of elders and additional staff members as he deems Biblical and necessary for the healthy and balanced spiritual ministry to the body of believers.

6. Select trustees pursuant to Article 11 who will help oversee the business of the corporation.

7. Staff the church as he deems necessary to help administrate the affairs of the corporation.

**Paragraph 3. The Senior Pastor's Spiritual Leadership.**

In his role as senior pastor, he may work with overseers, elders, and pastoral staff or anyone serving in any five-fold ministry offices as outlined in Ephesians 4:11-13 in any way that he determines is Biblical. In addition, he may budget monies, hire staff, develop projects or ministry, and create small groups or other specialized ministries according to his convictions and Biblical understanding. He shall have the authority to appoint and approve any assistants that are necessary to properly carry on the work of the church.

**Paragraph 4. The Senior Pastor's Responsibility for Services.**

Times, order of services, and the leadership of services are to be determined by him or by the spiritual church structure that he establishes. No person shall be invited to speak, teach or minister at a service held in Church-owned facilities, or in the name of the church, without the approval of the senior pastor or the appropriate member of the established church pastoral ministry team.

**SECTION 2. The Office of The President and Chief Executive Officer (CEO).**

**Paragraph 1. The Senior Pastor Shall Serve as the President and CEO of the Corporation.**

The president and CEO are herein after, in most instances, referred to as the president. The corporation finds its headship under the Lord Jesus Christ and in its president. If possible, he shall preside at all meetings of the trustees and shall see that all orders and resolutions of the trustees are put into effect. He shall execute in the name of the corporation all deeds, bonds, mortgages, contracts, and other documents authorized by the trustees. He shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation.

**Paragraph 2. The President's Role with Trustees.**

With the exception of those circumstances discussed in Article 16, hereinbelow, the president is the non-voting chairman of the trustees. He calls meetings and determines the agenda in consultation with the trustees. The president shall make selections to the trustees from the church membership at a rate not to exceed one (1) new appointment every four (4) months in accordance with Article 9. The president may also dismiss trustee members, but at a rate that does not exceed one (1) dismissal every four (4) months in accordance with Article 9, Section 4, P



### **Paragraph 3. The President's and CEO's Role in Administration.**

The president is the senior administrator of the church. He is ultimately responsible for all day-to-day administrative decisions of the church.

### **Paragraph 4. The President's Role with Staff.**

The president hires, directs and dismisses staff. As the senior pastor, his call is confirmed to the church through the congregation, and those hired through him are to assist him in fulfilling this calling. The President / Senior Pastor shall select seven (7) members of the pastoral staff to serve on the Confirmation Committee which shall have a role with regard to the confirmation of a new Senior Pastor. In the event that there are not seven (7) members of the pastoral staff, the Confirmation Committee shall consist of as many pastoral members less than seven (7) as are appointed by the President.

### **Paragraph 5. The President's Role in Establishing Salaries.**

The president determines all salaries and writes pay scales for full-time salaried employees. Pay scales shall be explained to new full-time salaried employees and, should they ever be changed, they will be given in writing to the affected employees. If there is a severance pay agreement, that too must be given to the employee in writing. In addition, all part-time salaries and hourly wages are variable and are to be determined between the president and the employee.

### **Paragraph 6. The President's Salary Exceptions.**

6.1 President's Compensation Team. The President's Compensation Team is established by the Board of Trustees. The Compensation team consists of the Church Treasurer, one (1) member of the non-employee, independent members of the Board of Trustees, and two (2) member of the non-employee, independent members of the Board of Overseers. The number of non-employee, independent members of the Compensation Team must not be decreased to less than four (4).

6.2 President's Compensation Approval. Compensation paid to the President shall be approved on an annual basis by a majority vote of the non-employee, independent President's Compensation Team. In so doing, the non-employee, independent President's Compensation Team shall consider duties, performance evaluations, compensation, comparability data, and other relevant information. Such information will be provided by the Church Treasurer. In no event shall the President's salary be less than it would be according to the pay scale established for the other members of the pastoral team.

6.3 President's Housing. In addition to a salary, the President may live in a parsonage, chosen by the trustees, and owned and maintained by the corporation or he may choose to receive an additional housing allowance as determined by the trustees.

6.4 President's Transportation. The president shall be provided with one (1) automobile, which will be maintained by the corporation. The cost of the automobile shall be determined by the trustees. The corporation shall purchase or lease the vehicle of the senior pastor's choice within the budget allowed. Such automobile is to be kept for six (6) years. Should the president choose to replace a vehicle before six (6) years expires, the value remaining in the previous vehicle is

the maximum that may be spent. The president, though, may contribute personal funds toward the purchase of the replacement vehicle. No additional funds may be added by the corporation for the purchase of a vehicle out of sequence.

#### **Paragraph 7. Optional Benefits.**

After the president has served for a minimum of five (5) consecutive years, the trustees may provide additional benefits which are unique to the president position. They may, for example, choose to provide an additional retirement benefit. They may also choose to reduce the amount of time the president is required to keep a vehicle before it is replaced. These benefits or any others like them must be initiated by the trustees and not the president because these benefits are optional and not required to be provided. They are purely an attempt to reward many years of faithful service.

#### **Paragraph 8. Budget.**

After the church is one (1) year old, an annual budget must be prepared. The budget is to be based on 90% of the previous year's undesignated income. The president is to write the budget for 65% of the 90% in order to finance the basic ministry needs of the church (salaries, taxes, bills, missions, benevolence, department financial allocations, etc.). He is free to reflect his values and wisdom in his budget portion. Then, the president is to work with the trustees to add their 35% to the budget.

#### **Paragraph 9. Expenditures.**

Budgeted amounts are not to be considered actual monies available. Nothing can be spent by the president except actual funds that are available, and those monies are to be spent according to the budget. The president may not borrow money, sign leases, buy or sell real estate, or make any agreements that could force indebtedness upon the church. Should the church borrow, the trustees may give the president authority to spend those monies on the project for which the funds were borrowed. All undesignated monies that are available to the corporation above budgeted amounts are deemed discretionary and are available to be spent by the president, but he may only obligate funds currently on hand.

#### **Paragraph 10. Installation of New Senior Pastor When Departing Senior Pastor / President in Good Standing**

**10.1.** If the Senior Pastor is in good standing or dies while in good standing, a new Senior Pastor shall be selected through the following process. The Senior Pastor shall nominate a new Senior Pastor (in a previously signed writing in the event of death) and the Confirmation Committee shall then confirm such nominee by an affirmative vote of two-thirds of the members of the Confirmation Committee. In the event that the Confirmation Committee does not confirm such nominee the process shall repeat until a nominee is confirmed. If the Senior Pastor is unable to nominate a new person, then the overseers shall nominate a person, under the same terms as are described in paragraph 11 below.

**10.2.** The Senior Pastor is in "Good Standing" if: (1) he is not under discipline by the overseers, (2) he is not under investigation by the overseers, and/or (3) he has not engaged in any conduct

that could subject the Senior Pastor to discipline by the overseers.

**10.3.** The Confirmation Committee shall consist of all three, (3) trustees, three (3) elders designated for the Confirmation Committee pursuant to Article 8, Paragraph 5, and three (3) members of the pastoral staff designated for the Confirmation Committee pursuant to Article 5, Section 2, Paragraph 4. If the number of the Confirmation Committee should be less than twenty-one (21), then the Confirmation Committee shall be composed of as many of the above trustees, elders, and/or pastors as are available to serve. Should there be less than three (3) total members of the Confirmation Committee, then the members of the Board of Directors under the Articles of Incorporation, shall serve as the Confirmation Committee.

**10.4.** In the event of a vacancy in the office of the Senior Pastor due to disability, death, or other absence while the Senior Pastor is in good standing, the acting Senior Pastor shall be a person named by the Senior Pastor in a signed writing to the overseers in advance of such disability or absence. Such acting Senior Pastor shall serve until such time as a new Senior Pastor is nominated and confirmed pursuant to Paragraph 10.1. The acting Senior Pastor shall be eligible for nomination and confirmation as Senior Pastor.

**Paragraph 11. Installation of New Senior Pastor When Departing Senior Pastor Not in Good Standing.**

**11.1.** If the Senior Pastor is not in good standing, a new Senior Pastor shall be selected through the following process. The overseers shall nominate a new Senior Pastor by an affirmative vote of one less than the total number of overseers, and the Confirmation Committee shall then confirm such nominee by an affirmative vote of two-thirds of the members of the Confirmation Committee. In the event that the Confirmation Committee does not confirm such nominee the process shall repeat until a nominee is confirmed.

**11.2.** The Senior Pastor is not in "Good Standing" if: (1) he is under discipline by the overseers, (2) he is under investigation by the overseers, and/or (3) he has engaged in any conduct that could subject the Senior Pastor to discipline by the overseers.

**11.3.** The Confirmation Committee shall consist of all three (3) trustees, seven (7) elders designated for the Confirmation Committee pursuant to Article 8, Paragraph 5, and seven (7) members of the pastoral staff designated for the Confirmation Committee pursuant to Article 5, Section 2, Paragraph 4. If the number of the Confirmation Committee should be less than twenty-one (21), then the Confirmation Committee shall be composed of as many of the above trustees, elders, and/or pastors as are available to serve. Should there be less than three (3) total members of the Confirmation Committee, then the members of the Board of Directors under the Articles of Incorporation, shall serve as the Confirmation Committee.

**11.4.** In the event of a vacancy in the office of the Senior Pastor due to disability, death, discipline, or absence while the Senior Pastor is not in good standing, the overseers may by a vote of one less than the total number of overseers appoint an acting Senior Pastor until such time as a new Senior Pastor is nominated and confirmed. The acting Senior Pastor shall be eligible for nomination and confirmation as Senior Pastor.

## **Article 4**

### **Congregation/ Membership**

Church members shall be all people who contribute financially to the corporation (church). Membership is granted and recognized once a person has attended, completed, and signed the "Church 101" commitment form and has made sufficient contributions. Should one year pass without a record of contribution, membership is automatically terminated.

The congregation shall consist of all Members of the church as defined above. Members of the Church may be appointed to serve as Elders and/or Trustees.

## **Article 5**

### **Overseers**

#### **Paragraph 1. Requirements To Be an Overseer.**

The members of the overseers must be ordained pastors of respected congregations who know and love Vibrant Life Church, Inc. and its senior pastor. They must agree to make themselves available at their own expense to serve Vibrant Life Church, Inc. if requested and must be willing to provide spiritual protection to the church through prayer and by living an honorable Christian lifestyle.

#### **Paragraph 2. Biblical Qualifications for Overseers.**

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

#### **Paragraph 3. Selection and Function of Overseers.**

Overseers will be selected by the senior pastor. The senior pastor will be accountable to the overseers in the event of alleged misconduct in compliance with Article 15.

#### **Paragraph 4. Installing New Overseers.**

Each year the senior pastor may replace one (1) of the overseers and enter that change into the minutes of a trustees' meeting. If disciplinary action is being considered, changes in the overseers may not be made until its work is completed.

## **Article 6**

### **Elders**

#### **Paragraph 1. Spiritual Role.**

The elders are to covenant together with the congregation and the senior pastor for the development of the spiritual life of the church. These men and their spouses are to be the primary protectors and encouragers of a positive spiritual climate within the church body. They serve in neither a governing nor a corporate capacity, but a spiritual capacity to create and maintain stability in potentially negative situations.

#### **Paragraph 2. Definition.**

The elders are men who function within the local church but are not members of the pastoral staff of the church. They are men who meet the Biblical qualifications for elders and function in that calling, but derive their income from sources other than the church. The number of elders shall be determined by the senior pastor but shall not be less than three (3).

#### **Paragraph 3. Functions.**

The functions of the elders are:

1. Maintain and teach by living a godly, Christian lifestyle.
2. Provide a prayer shield for the pastoral team and the local church.
3. Defend, protect and support the integrity of the pastoral team and the local church.
4. Pray for the sick.
5. Organize, implement and execute licensing and ordination requirements and procedures.
6. Mediate disputes among the brethren.
7. Counsel.
8. Contact the overseers to initiate investigation and potential discipline of the senior pastor.

#### **Paragraph 4. Biblical Qualifications for Elders.**

“An Elder must be blameless, the husband of but one wife, a man whose children believe and are not open to the charge of being wild and disobedient. Since an elder is entrusted with God’s work, he must be blameless—not overbearing, not quick tempered, not given to drunkenness, not violent, not pursuing dishonest gain. Rather he must be hospitable, one who loves what is good, who is self- controlled, upright, holy and disciplined. He must hold firmly to the trustworthy message as it has been taught, so that he can encourage others by sound doctrine and refute those

who oppose it.” (Titus 1:6-9 NIV)

**Paragraph 5. Nomination and Appointment of Elders.**

The appointment of elders will be made by the senior pastor. Subsequent appointments of elders will be preceded by the senior pastor teaching on the Biblical requirements for elders at a service. After elders are selected, the Senior Pastor shall appoint three (3) elders to serve on the Confirmation Committee which shall have authority with regard to the confirmation of a new Senior Pastor.

**Paragraph 6. Four (4) Year Service Terms.**

Once selected to serve as an elder, the elder and his spouse are to serve for a maximum of one calendar year. After that time of service, the selection process is to be repeated and anyone re-nominated and appointed may serve as many times as the senior pastor chooses.

**Paragraph 7. Replacement of Elders.**

During the year of service, those elders who are no longer able to serve for any reason need not be replaced as long as at least three (3) elders remain.

## **Article 7**

### **Trustees of the Corporation**

**SECTION 1. General Powers.**

The major financial affairs of the corporation shall be managed by the trustees whose members shall have a fiduciary obligation to the corporation according to Sections 2 and 3 of this Article.

**SECTION 2. Functions.**

**Paragraph 1. Provide Facilities.**

The trustees vote in accordance with these Bylaws in order to conduct the major business decisions of the corporation. The trustees oversee the provision of the physical facilities needed by the church body. They also coordinate any construction projects which require a loan.

**Paragraph 2. Exclusive Authority.**

The trustees are the only body within the corporation or church body with the authority to:

1. Buy and sell real estate.
2. Borrow money.
3. Secure real estate leases.

### **Paragraph 3. Counsel.**

The trustees are to provide counsel, at the senior pastor's request, regarding the major financial commitments of the church.

## **SECTION 3. Financial Guidelines.**

### **Paragraph 1. Monies Available to Trustees.**

In order to provide for the physical needs of the church, the trustees have available to them 100% of all unrestricted monies accumulated in any type of savings accounts including stocks, bonds, certificates of deposit, mutual funds, etc. and all assets in land and property. In addition, the trustees may direct any expenditures up to 35% of the unrestricted income of the church from tithes, offerings, interest, and investments. Current undesignated income is to be determined by the undesignated income of the previous year. From the 35% of church income at the trustees' disposal, payment must be made on all debt and real estate leases of the corporation.

### **Paragraph 2. Debt Restrictions.**

Before the trustees can authorize the church to borrow money or incur a lease obligation, the following conditions must first be met:

1. Maximum 35% payment ceiling. The combined totals of all monthly debt service and real estate lease payments, following the incurring of the indebtedness or lease obligation under consideration, will not exceed 35% of the average monthly total income. The percentage shall be based on, but not be limited to, tithes, offerings, investment income and unrestricted gifts of the church.
2. Lease to purchase allowance. If indebtedness is being secured to build a structure that will relieve the church of its need for a leased facility that will be vacated when the new building is completed, then the current lease commitment need not be calculated into the 35% expenditure limitation for eighteen (18) months. Thus, the church is allowed eighteen (18) months for both construction and lease payments that combined, exceed the 35% limit, only if there is compelling assurance that by the end of the eighteen (18) month period it is reasonable to expect relief from the burden of the lease payment.
3. Income Projections. The church may not set budgets, meet conditions for borrowing, or make any financial commitments based on upward projections of income.
4. Audit Requirements. If the church wishes to borrow over \$250,000, the trustees must base its financial limitations on information provided by an audit of the previous year.
5. Church Plant Exception. If the church has less than 12 months financial history and wishes to borrow less than \$250,000, that decision may be based on the most current three (3) months of financial history provided by the church Secretary/Treasurer.

### **Paragraph 3. Annual Audit.**

If the income of the church exceeds \$250,000 per year, the trustees shall obtain an annual audit performed by an independent public accounting firm in accordance with Generally Accepted Auditing Standards (GAAS), with financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP).

### **Paragraph 4. Audit Review Committee.**

The trustees shall appoint the Secretary/Treasurer and two (2) other members of the trustees to serve as an audit review committee. After reviewing the annual audit, they are to report their findings at a trustees' meeting.

### **Paragraph 5. Conflict of Interest.**

In order to avoid any conflict of interest, all of the following criteria must be met for any business transaction to be made between a trustee and the corporation:

1. The trustee with whom the transaction is being considered is excluded from any discussions for approving the transaction.
2. The trustees consider competitive bids or comparable valuations.
3. The trustees act upon and demonstrate that the transaction is in the best interest of the corporation.
4. The transaction must be fully disclosed in the end-of-year audited financial statements of the corporation.

## **SECTION 4. Appointment, Number, Term, and Qualifications.**

### **Paragraph 1. Number and Selection.**

The trustees shall be composed of three (3) who are appointed by the senior pastor. Trustees may not be employees or staff members of the corporation, nor can they be related by blood or marriage to employees or staff members. The term of office for each trustee shall continue until such trustee resigns from office or from membership in the church, is deceased, or is removed. All trustees must be selected from the membership of the church.

### **Paragraph 2. Removal.**

The senior pastor may dismiss trustees without cause, but at a rate that does not exceed one (1) dismissal every four (4) months. In the event that the office of senior pastor is vacant, the secretary/treasurer may appoint or dismiss trustees subject to the same limitations that apply to appointments and dismissals by the senior pastor in accordance with this paragraph.



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**Paragraph 3. Exclusive Role.**

Because the trustees are responsible for the major financial decisions of the church, they must resign their position as a trustee if they ever become a staff member or take any other paid position within the church. Volunteer work within the church is encouraged, but paid positions may constitute a conflict of interest.

**SECTION 5. Meetings.**

**Paragraph 1. Frequency of Meetings.**

A meeting of the trustees shall be held at least twice a year. The senior pastor, or any trustee may call a meeting at any time, under the condition that a majority (two (2) or more) of the trustees attend the meeting.

**Paragraph 2. Leadership of Meetings.**

If at all possible, the senior pastor is to attend and lead each trustees' meeting. If not possible, the Secretary/Treasurer shall lead the meeting. If neither the senior pastor nor the Secretary/Treasurer is able to lead the meeting, the trustees must choose a leader for that meeting and proceed in order, with the appointed leader keeping minutes for the record. Any motions passed and recorded in a meeting without the senior pastor or the Secretary/Treasurer may not take effect until the following meeting with either the senior pastor or the Secretary/Treasurer present when the minutes of the previous meeting are approved.

**Paragraph 3. Location of Meetings.**

Any meeting of the trustees may be held at such place or places as shall from time to time be determined by the trustees or fixed by the senior pastor and designated in the notice of the meeting.

**Paragraph 4. Written Notice of Meetings.**

Whenever, under the provisions of a statute or the Articles of Incorporation or these Bylaws, a written notice is required to be given to any trustee:

1. Such notice will require a minimum of four (4) days notice.
2. Such notice may be given in writing, by fax, or by mail at such fax number or address as appears on the books of the corporation and such notice shall be deemed to be given at the time the notice is faxed or mailed.
3. The person entitled to such notice may waive the notice by signing a written waiver either before, at, or after the time of the meeting.
4. The appearance of such person or persons at the meeting shall be equivalent to ☐ signing a written waiver of notice.

**Paragraph 5. Regular Meetings.**

The trustees may establish regular meetings. No notice shall be required for any regular meeting.

**Paragraph 6. Trustee Action Without Meeting.**

Any action which may be taken at a meeting of the trustees, the same action may be taken without a meeting if a consent in writing setting forth the action taken is signed by all the trustees and such action shall be effective as of the date specified in the written consent.

**Paragraph 7. Teleconferencing.**

At any meeting of the trustees, any member may participate in the meeting by telephone provided all members of the trustees present at the meeting or by telephone can hear and speak to each other. Participation by telephone shall be equivalent to attending the meeting in person.

**Paragraph 8. Quorum.**

A majority (three (3) or more) of the trustees shall constitute a quorum for the transaction of business at any meeting. The act of a majority of the trustees shall be the act of the trustees. In the absence of a quorum at any meeting, a meeting of the trustees present may adjourn the meeting without further notice until a quorum shall be established.

**SECTION 6. Compensation.** Trustees, as such, shall not receive any salaries for their services.

**Article 8**

**Officers**

**SECTION 1. Officers.**

The officers of the corporation shall be a president and a secretary/treasurer and any other officers that the trustees may authorize from time to time.

**SECTION 2. Appointment, Election and Term of Office.**

**Paragraph 1. Appointment of the President.**

The appointment and responsibilities of the president are listed in Articles 7 and 9 above.

**Paragraph 2. Appointment of Secretary/Treasurer.**

The secretary/treasurer is to be nominated by the president and approved by the trustees. The term of this office is indefinite. Should the trustees fail to approve of the nomination by the president, other nominations must be made until a suitable candidate is chosen.

### **Paragraph 3. New Offices.**

New offices may be created and filled at any meeting of the trustees. Each officer shall hold office until his successor has been duly elected and qualified.

## **SECTION 3. Removal of Officers.**

### **Paragraph 1. Overseers Responsibility for the Senior Pastor.**

The overseers of the church may discipline or remove the senior pastor according to Article 13.

### **Paragraph 2. Senior Pastor/President Responsibility of Secretary/Treasurer.**

The senior pastor/president can remove the Secretary/Treasurer at any time.

### **Paragraph 3. Trustees' Responsibility for All Other Officers.**

Any officer elected or appointed by the trustees may be removed by the trustees when the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

## **SECTION 4. Powers of Officers.**

### **Paragraph 1. The President.**

The powers of the President are listed in Article 7 above.

### **Paragraph 2. The Secretary/Treasurer.**

The Secretary/Treasurer should be a trustee as well as an officer of the corporation. As Secretary, the secretary/treasurer shall act as clerk and record (or have recorded) all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall oversee the keeping of the membership rolls of the corporation, and in general perform the duties usually incident to the office of secretary, and such further duties as shall be prescribed from time to time by the trustees or by the president.

### **Paragraph 3. The Secretary/Treasurer's Role Over Accounting.**

As Treasurer, the Secretary/Treasurer shall oversee the keeping of full and accurate accounts of the receipts and disbursements in the accounting records of the corporation, and shall oversee the deposit of all monies and other valuable effects in the name and to the credit of the corporation in such banks and depositories as may be designated by the president. He does not determine expenditures, but he shall oversee the disbursement of the funds of the corporation as may be ordered by the trustees or the president. He shall perform the duties usually incident to the office of Treasurer and such other duties as may be prescribed from time to time by the trustees or by the president.

#### **Paragraph 4. Audited Financial Statements.**

The Secretary/Treasurer shall serve on the Audit Review Committee and report to the trustees after its review of the annual audit. If the church does not have an annual audit, the Secretary/Treasurer is to provide to the trustees a report on the previous year's income and expenses.

#### **Paragraph 5. Cash Flow Statements.**

The Secretary/Treasurer is to work with the president to provide an annual Cash Flow Statement that must accompany all contribution statements to members. A description of the salary scales used in determining the salaries for staff members will be provided upon written request.

#### **Paragraph 6. Public Availability of Annual Financial Statements.**

The Secretary/Treasurer shall insure that current audited financial statements are available to anyone upon written request and the previous years cash flow statements are available to all contributors to the church.

#### **Section 5. Trustee's Selection of Additional Officers:**

In case of the absence of any officer of the corporation except the president, or for any other reason that may seem necessary, the trustees, by a majority vote, may delegate the duties and powers of that officer for the time being to any other officer, or to any trustee.

### **Article 9**

#### **Business Practices**

##### **SECTION 1. Fiscal Year.**

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

##### **SECTION 2. Contracts.**

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

##### **SECTION 3. Checks, Drafts, or Orders.**

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

#### **SECTION 4. Deposits.**

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

#### **SECTION 5. Gifts.**

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

#### **SECTION 6. Books and Records.**

The corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of its members, trustees, committees having and exercising any of the authority of the trustees, and any other committee, and shall keep at the principle office a record giving the names and addresses of all trustees members entitled to vote. Books and records of the corporation may be inspected by any church member for any proper purpose at any reasonable time as approved by a majority of the trustees on a case-by- case basis.

### **Article 10**

#### **Church ministry**

#### **SECTION 1. Minister Ordination and Licensing.**

##### **Paragraph 1. Role of the Senior Pastor.**

The senior pastor and elders may ordain and/or license a person as a minister of the Gospel after first examining the applicant's background, moral and religious character, and previous Bible courses and/or independent studies completed. Final determination shall be within the absolute discretion of this group.

##### **Paragraph 2. Application.**

Application for ordination and/or licensing as a minister of the Gospel shall be on the form provided by the group. An application shall be either approved or denied within ninety (90) days of completing the process set forth by the group as define in Paragraph 1. Those applicants who are approved shall receive a certificate evidencing the approval.

##### **Paragraph 3. Ability to Limit Ministry.**

The senior pastor may, as his own discretion, limit licensed or ordained ministers to a specific area of special emphasis.

#### **SECTION 2. Ministry Training.**

The senior pastor and his staff may establish a School of Ministry, setting forth a prescribed curriculum and course of study leading to ordination and licensing of ministers. The School of

Ministry shall prepare students in the knowledge of the Word of God and in ministering to people's needs through the Gospel of Jesus Christ.

## **Article 11**

### **Church Discipline**

#### **SECTION 1. Disciplining Church Members.**

Only members are subject to church discipline.

#### **SECTION 2. Disciplining the Senior Pastor.**

##### **Paragraph 1. Criteria for Discipline.**

Should the senior pastor demonstrate immoral conduct, financial practices, or theological views that in the opinion of two or more elders may require either personal correction or termination of his position, such elders shall contact the senior pastor and then, if necessary, the overseers for investigation and evaluation of any appropriate discipline.

##### **Paragraph 2. Process for Investigation.**

Should the overseers be asked to investigate alleged pastoral misconduct, a consensus of three (3) of the five (5) overseers is required to initiate an investigation, and a consensus of three (3) of the five (5) overseers is required take disciplinary action. With such a consensus, the overseers shall assume complete authority over the senior pastor; they may decide to remove him from his position or to discipline him in any way they deem necessary. The overseers have no authority in Vibrant Life Church, Inc. unless contacted by such elders, and then only insofar as permitted under these Bylaws.

##### **Paragraph 3. Motivation.**

It is the intention of the corporation to protect the hearts of all involved in matters of pastoral discipline. With the method outlined above, the "sheep" never have to pass judgment upon their "shepherd."

## **Article 12**

### **Amendment of Bylaws**

Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any regular meeting by (1) a 2/3 or greater affirmative vote of the trustees, and (2) an affirmative vote of the president. At least five (5) days written advance notice of said meeting shall be given to each member of the trustees. In the written notice, proposed changes must be explained. These Bylaws may also be altered, amended, or repealed and new Bylaws may be adopted by consent in writing signed by all of the Trustees.

## **Article 13**

### **Nondiscriminatory Policy**

The Corporation adopts a racially nondiscriminatory policy in connection with any present or future Church function. All active members of the church, regardless of race, color, national or ethnic origin, may participate in programs, and activities of the Church.

## **Article 14**

### **Statement of Faith**

**HOLY BIBLE:** The Holy Bible, and only the Bible, is the authoritative Word of God. It alone is the final authority in determining all doctrinal truths. In its original writing, it is inspired, infallible and inerrant (2Timothy 3:16; 2 Peter 1:20-21; Proverbs 30:5; Romans 16:25-26).

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

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

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

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

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

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

**REPENTANCE:** Repentance is the commitment to turn away from sin in every area of our lives and to follow Christ, which allows us to receive His redemption and to be regenerated by the Holy Spirit. Thus, through repentance we receive forgiveness of sins and appropriate salvation

(Acts 2:21, 3:19; 1 John 1:9).

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

**JESUS' BLOOD:** The Blood that Jesus Christ shed on the Cross of Calvary was sinless and is 100% sufficient to cleanse mankind of all sin. Jesus allowed Himself to be punished for both our sinfulness and our sins, enabling all those who believe to be free from the penalty of sin, which is death (1 John 1:7; Revelation 1:5, 5:9; Colossians 1:20; Romans 3:10-12, 23, 5:9; John 1:29).

**JESUS CHRIST INDWELLS ALL BELIEVERS:** Christians are people who have invited the Lord Jesus Christ to come and live inside them by His Holy Spirit. They relinquish the authority of their lives over to him thus making Jesus the Lord of their life as well as Savior. They put their trust in what Jesus accomplished for them when He died, was buried, and rose again from the dead (John 1:12; John 14:17, 23; John 15:4; Romans 8:11; Revelations 3:20).

**BAPTISM IN THE HOLY SPIRIT:** Given at Pentecost, it is the promise of the Father, sent by Jesus after His Ascension, to empower the church to preach the Gospel throughout the whole earth (Joel 2:28-29; Matthew 3:11; Mark 16:17; Acts 1:5, 2:1-4, 17, 38-39, 8:14-17, 10:38, 44-47, 11:15-17, 19:1-6).

**THE GIFTS OF THE HOLY SPIRIT:** The Holy Spirit is manifested through a variety of spiritual gifts to build and sanctify the church, demonstrate the validity of the resurrection, and confirm the power of the Gospel. The Bible lists of these gifts are not necessarily exhaustive, and the gifts may occur in various combinations. All believers are commanded to earnestly desire the manifestation of the gifts in their lives. These gifts always operate in harmony with the Scriptures and should never be used in violation of Biblical parameters (Hebrews 2:4; Romans 1:11, 12:4-8; Ephesians 4:16; 2 Timothy 1:5-16, 4:14; 1 Corinthians 12:1-31, 14:1-40; 1 Peter 4:10).

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

**TWO SACRAMENTS:** Water Baptism: Following faith in the Lord Jesus Christ, the new convert is commanded by the Word of God to be baptized in water in the Name of the Father and of the Son and of the Holy Spirit (Matthew 28:19; Acts 2:38). □ The Lord's Supper: A unique time of communion in the presence of God when the elements of bread and grape juice (the Body and Blood of the Lord Jesus Christ) are taken in remembrance of Jesus' sacrifice on the Cross (Matthew 26:26-29; Mark 16:16; Acts 8:12, 36-38; 10:47-48; 1 Corinthians 10:16, 11:23-25).



**HEALING OF THE SICK:** Healing of the sick is illustrated in the life and ministry of Jesus, and included in the commission of Jesus to His disciples. It is given as a sign which is to follow believers. It is also a part of Jesus' work on the Cross and one of the gifts of the Spirit (Psalm 103:2-3; Isaiah 53:5; Matthew 8:16-17; Mark 16:17-18; Acts 8:6-7; James 5:14-16; 1 Corinthians 12:9, 28; Romans 11:29).

**GOD'S WILL FOR PROVISION:** It is the Father's will for believers to become whole, healthy and successful in all areas of life. But because of the fall, many may not receive the full benefits of God's will while on Earth. That fact, though, should never prevent all believers from seeking the full benefits of Christ's provision in order to better serve others.

1. Spiritual (John 3:3-11; 2 Corinthians 5:17-21; Romans 10:9-10).
2. Mental and Emotional (2 Timothy 1:7, 2:11; Philippians 4:7-8; Romans 12:2; Isaiah 26:3).
3. Physical (Isaiah 53:4-5; Matthew 8:17; 1 Peter 2:24).
4. Financial (Joshua 1:8; Malachi 3:10-11; Luke 6:38; 2 Corinthians 9:6-10; Deuteronomy 28:1-14; Psalm 34:10, 84:11; Philippians 4:19).

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

**HEAVEN:** Heaven is the eternal dwelling place for all believers in the Gospel of Jesus Christ (Matthew 5:3, 12, 20, 6:20, 19:21, 25:34; John 17:24; 2 Corinthians 5:1; Hebrews 11:16; 1 Peter 1:4).

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

**SECOND COMING:** Jesus Christ will physically and visibly return to earth for the second time to establish His Kingdom. This will occur at a date undisclosed by the Scriptures (Matthew 24:30, 26:63-64; Acts 1:9-11; 1 Thessalonians 4:15-17; 2 Thessalonians 1:7-8; Revelation 1:7).

**STATEMENT OF MARRIAGE:** We believe that because God our Creator established marriage as a sacred institution between one man and one woman, the idea that marriage is a covenant only between one man and one woman has been the traditional definition of marriage for all of human history ("Traditional Definition of Marriage"). Because of the longstanding importance of the Traditional Definition of Marriage to humans and their relationships and communities, and, most importantly, the fact that God has ordained that marriage be between one man and one woman, as clearly conveyed in God's inerrant Scriptures, including for example in *Matthew* 19:4-6 where in speaking about marriage Jesus referred to the fact that "he which made them at the beginning made them male and female," the Church

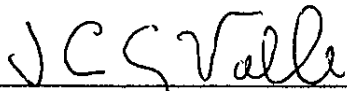
hereby creates this policy, which shall be known as the "Marriage Policy."

Under this Church's Marriage Policy, the Traditional Definition of Marriage is the only definition of marriage that will be recognized or accepted. No elder, officer, employee, servant, agent, or any person, corporation, organization, or entity under the direction or control of this Church shall commit any act or omission, or make any decision whatever, that would be inconsistent with, or that could be perceived by any person to be inconsistent with, full support of this Church's Marriage Policy and strict adherence to the Traditional Definition of Marriage rather than any alternative to the Traditional Definition of Marriage.


This Church's Marriage Policy specifically prohibits acts or omissions including but not limited to permitting any Church assets or property, whether real property, personal property, intangible property, or any property or asset of any kind that is subject to the direction or control of the Church, to be used in any manner that would be or could be perceived by any person to be inconsistent with this Church's Marriage Policy or the Traditional Definition of Marriage, including but not limited to permitting any church facilities to be used by any person, organization, corporation, or group that would or might use such facilities to convey, intentionally or by implication, what might be perceived as a favorable impression about any definition of marriage other than the Traditional Definition of Marriage.

We believe this Church's Marriage Policy is based upon God's will for human life as conveyed to us through the Holy Scriptures, upon which this Church has been founded and anchored, and this Marriage Policy shall not be subject to change through popular vote; referendum; prevailing opinion of members or the general public; influence of or interpretation by any government authority, agency, or official action; or legal developments on the local, state, or federal level.

Signed and certified, to be effective immediately.



Senior Pastor/President of Vibrant Life Church, Inc



Secretary of Vibrant Life Church Inc.



Treasurer of Vibrant Life Church Inc

The date of each amendment(s) adoption: April 12, 2018, if other than the date this document was signed.

Effective date if applicable: April 12, 2018  
(no more than 90 days after amendment file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 April 12, 2018

Signature JCG Valle  
(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)

JUAN CARLOS G Del Valle  
(Typed or printed name of person signing)

President  
(Title of person signing)