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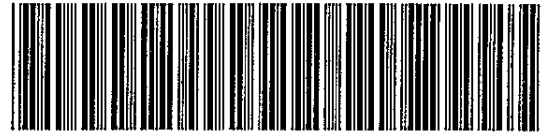
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Springfield Baptist Church

3615 E 3rd Street • Panama City, FL 32401

Phone (850) 785-6591 • Fax (850) 785-0195

Building Anew: Focusing on the Future

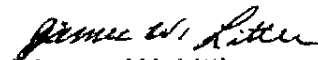
CERTIFICATE TO AMENDED AND RESTATED ARTICLES OF INCORPORATION
June 17, 2004

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

To Whom It May Concern:

Enclosed is a copy of the Amended and Restated Articles of Incorporation of Trustees, Springfield Baptist Church, Inc., Document #N99000004928, adopted by the members and the number of votes cast for the Amended and Restated Articles was sufficient for approval on June 6, 2004. This is a request that these Amended and Restated Articles of Incorporation be filed and the filing fee has been enclosed. Thank you for your assistance in this matter.

Sincerely,


James W. Little
President/Trustee

**AMENDED and RESTATED ARTICLES OF INCORPORATION
OF
TRUSTEES, SPRINGFIELD BAPTIST CHURCH, INC.
DOCUMENT #N99000004928
ADOPTED JUNE 6, 2004**

**ARTICLE I
NAME and PURPOSE**

SECTION I - Name:

This organization shall be known as Springfield Baptist Church, Panama City, Florida, incorporated as the name: Trustees, Springfield Baptist Church, Inc., under the laws of the State of Florida.

SECTION II - Purpose:

This church, believing in the Bible as the inspired word of God and as the sole authority for faith and practice, and acknowledging its adherence to the teaching of Jesus Christ, declares its purposes: (1) To maintain regular services; (2) To proclaim earnestly the gospel message and urge its acceptance; (3) To cooperate wholeheartedly by prayer, gift and service in the effort to tell others throughout the world about the Kingdom of Christ; (4) To promote systematic Bible study and training for Christian service, and to encourage in every possible way commitment to some form of Christian activity; (5) To urge members to live daily according to the principles that are set forth in the Scriptures.

SECTION III - Articles of Faith:

Springfield Baptist Church shall subscribe to the June 14, 2000 *Baptist Faith and Message*, as adopted at the June, 2000 National Southern Baptist Convention in Orlando, Florida. See the *Church Policies and Procedures Manual* for the personal *Articles of Faith* of Springfield Baptist Church.

**ARTICLE II
MEMBERSHIP**

CHURCH MEMBERSHIP

The membership of this church shall be composed of individuals who have accepted the Lord Jesus Christ as personal Savior and have followed Him in baptism, and who further

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live their lives under the Lordship of Jesus. The following lists the manners in which an applicant may be received into the church:

SECTION I - Admission by Baptism:

Any person giving evidence of a changed heart by a public profession of faith in Jesus Christ as Savior and Lord shall be received as a candidate for baptism and after baptism shall be accepted into full fellowship and membership of the church.

If a candidate has been immersed as a believer in another evangelical Christian denomination and applies for church membership into Springfield Baptist Church, the applicant shall complete an **Application for Membership** form, at which time the church body may vote to receive the application. The **Application for Membership** form shall then be referred to the Pastor or a designated representative for visitation with the new applicant. It shall be determined at this point if **baptism** into Springfield Baptist is warranted or the applicant's prior **baptism** is acceptable.

Note: Springfield Baptist Church shall make every available effort to accommodate the physically impaired in their desire to be baptized.

SECTION II - Admission by Letter:

Any member from another Baptist Church of like faith may be received into fellowship upon the promise of a letter. The applicant shall complete the **Application for Membership** form, at which time the church body may vote to accept the application. The **Application for Membership** form will then be referred to the Pastor or a designated representative for a visitation with the applicant. Upon receipt of the applicant's church membership letter, the letter will be brought to the next regular business meeting for a vote.

SECTION III - Admission by Statement:

Any person who has been baptized into the membership of a Southern Baptist Church or other Baptist Church, that has since disbanded, or that its records have been destroyed, may be received into the membership of Springfield Baptist Church on his/her statement of faith, and being ready to provide evidence of such disbanding or destruction of records if requested.

Any person who was once a member of another Southern Baptist Church, but is now a member of another evangelical denomination, may join Springfield Baptist Church by his/her statement of faith, giving evidence of having been a member of another Southern Baptist Church.

The applicant shall complete the **Application for Membership** form, at which time the church body may vote to accept the application. The **Application for Membership** form shall be referred to the Pastor or a designated representative for visitation with the applicant.

SECTION IV - New Members:

Part I - Each new member shall be placed under the spiritual guidance of a mentor whose responsibility shall be to acquaint that person with the program of the church.

Part II - Any person uniting with the church shall be expected to attend the next series of new members orientation classes. If they are not able to attend the next class, then they should attend as soon as possible.

Part III - New members shall be voted on at the next appropriate business meeting after their application for membership into this body. They shall be visited with and interviewed prior to their being voted into this church family concerning their life of faith.

SECTION V - Voting on Members:

All action in regard to the receiving and dismissing of members shall be by a majority vote of the church members present at a regular or special-called business meeting.

SECTION VI - Dismissal of Members:

Part I - Administrative Dismissal:

1. Any member in good standing may be granted a letter to unite with another Baptist Church of like faith and order. The clerk shall NOT be authorized to grant a letter unless the request comes from the church to which the member is applying for membership. When a letter is granted, a record of that transaction will be kept in the membership records.

2. In the event any member joins a church of another faith and order, his/her name shall be removed from the roll. His/her record of membership shall be filed in the "transferred" file, with a note of explanation written on it.

3. A member may be removed from the church roll for other reasons by majority vote of the church members present at a regular or special called business

meeting. Once removed, that member's record of membership shall be removed and filed in the "inactive" or "transferred" file.

4. Any and all members who have been removed from the church rolls of Springfield Baptist Church for any reason shall have their records annotated and filed accordingly.

Part II - Disciplinary Action of Members: Springfield Baptist Church reserves the right on Biblical grounds to confront members whose demeanor and unethical behavior is disgraceful to the church, bringing shame, discord, division, and/or confusion into the body of believers. These members will be dealt with as Scripture prescribes.

Discipline and/or Dismissal of Members: The Individual who has erred against the church body or a member of the church, or whose personal conduct is contrary to that of Scriptural teaching, shall be corrected or disciplined in the manner of Matthew 18: 15-17.

Paragraph 1a. A representative of the church, generally (but not limited to) the Pastor, will confront the erring individual alone. Every effort will be made by the representative to bring reconciliation between the erring member and the church body for spiritual healing and further fellowship.

Paragraph 1b. Should the representative be unsuccessful in this bid, he shall seek one or two other representatives to assist in the reconciliation efforts. Should the errant one not heed the counseling of the representatives and insist in his/her behavior, then...

Paragraph 1c. The representative shall present the matter of the errant one and the charges against him/her to the church body to be resolved. Should the errant one continue to refuse counsel and remain in his/her state of rebellion, then the church has the Biblical right to "turn out" the errant or unruly person or persons (I Cor. 5).

Paragraph 1d. Every effort shall be made by the representative(s) to maintain a spirit of love and compassion toward the errant one lest undue bitterness or resentment rise up against or within the church body.

ARTICLE III CHURCH PROPERTY

It is agreed that the securing of land and maintaining of real properties, buildings and equipment by this church shall be for the express purpose of providing facilities for public worship and for the engagement upon the missionary, educational, and benevolent interests of the church, of the character and in the spirit of the bylaws and constitution of this church. Church property may NOT be liquidated except by two-thirds (2/3) majority vote of the church members in attendance and after appropriate notification by church bulletin or a telephone committee calling the members to a regular or special called business meeting. Under the Laws of Incorporation, only the church trustees have the legal authority to secure or liquidate church property, with the approval of the church body. (See the *Church Policies and Procedures Manual* for the responsibilities of the TRUSTEES).

ARTICLE IV ORGANIZATION

SECTION I - Paid Employees and Officers:

Refer to the *Church Policies and Procedures Manual* for related duties/responsibilities.

Part I - Paid Employees - The paid employees of the church shall be the pastor, secretary, music personnel, custodian, nursery personnel, and whatever other employees the church deems necessary.

Part II - Officers - The officers of the church shall be the pastor, associate pastor, deacons, trustees, clerk, treasurer, Sunday School director, Discipleship Training director, WMU director, Brotherhood director, and as many other officers as the church deems necessary in the functioning of its overall ministry. The officers of the church shall be guided in the performance of their duties by materials published through the denominational agencies. All officers other than the pastor, associate pastor and other ministerial staff, and deacons shall be elected annually by vote of the church. Replacements may be elected as necessary.

SECTION II - Pastor:

Whenever Springfield Baptist Church is without a pastor, a new pastor will be chosen and called by the church, and will serve for an indefinite period. A **Pastor Search Committee** will be nominated by the church, to be composed of not more than five (5) members, to seek out a suitable pastor, in which their recommendation will constitute a nomination. Any pastor being recommended must agree to adhere to the principles of this constitution and will agree to cooperate with the program of Southern Baptists, the

Florida Baptist Convention, and Northwest Coast Baptist Association. The chairperson and/or members of the Search Committee will be prepared, if requested by any member of the church, to reveal to the church the basis of their recommendation for the candidate under consideration.

Part 1. QUALIFICATIONS: The Pastor (or candidate for Pastor) shall be a man who is sure of his salvation; positive of his calling; leads an exemplary life before others; is a responsible leader; knowledgeable in Scripture: wise in its interpretation; understanding in its application; and educated in its communication. It is advantageous to the church for the Pastor/Candidate to have a minimum of a bachelor's degree in theology, ministry, or religious education.

Part 2. ELECTION: (1). Election will be made by written ballot (or any other form to be determined at the respective business session); an affirmative vote of two-thirds (2/3) present being necessary to call the pastor on field. (2). Any action relative to the call of a pastor must be announced in every service for at least a one-week period prior to the presentation of such action for consideration. (3). The call of a pastor will be acted upon by the church as soon as practical after the trial sermon.

Part 3. TERMINATION: (1) Termination of the relationship by the church body will be with due cause, and made by written, secret ballot (or any other form to be determined at the respective business session); an affirmative vote of two-thirds (2/3) present at the business meeting will be necessary to terminate. (2). Any action relative to the termination of a pastor must be announced in every service for at least a one-week period prior to the presentation of such action for consideration. (3). Termination action cannot be initiated during a church-authorized absence of the pastor from the immediate area. (4). For the termination of the relationship, the church shall give a one-month notice, unless arrangements are made for either a shorter or longer period. (5). Either the pastor or the body of deacons may request an outside mediator to arbitrate any proceedings of this order.

SECTION III - Deacons:

Part I - There will be an average of one (1) active deacon for each twelve (12) resident church families, when feasible. A deacon shall be a man who meets the New Testament qualifications; he shall be elected by the church. His duties shall be those set forth in the New Testament and others set forth by the church. He shall be in complete accord with the total church program, and shall attempt to carry out that program to the best of his ability; he shall encourage others to do the same.

Part II - The church will secure the number of deacons needed as follows: (1) From a list of resident male members of the church twenty-one (21) years of age or older, the body may make its selection of those it deems meets the requirements of deacon (see Sect. III, Part V). An asterisk (*) will be placed by the name of any ordained deacon who unites with this church by letter, as well as those on the inactive list (See Section III of Part III). Any name may be omitted from the prospect list upon request of the individual. (2) The active deacons will screen the nominees according to Biblical standards and make recommendations to the church. (3) Licensed and/or ordained ministers, ministers of youth, music, education, and any other who has answered God's call to full or part-time church related vocations will not appear on the list stated above. Refer to the *Church Policies and Procedures Manual* for related duties/ responsibilities.

Part III - A man may be ordained to the deacon ministry upon request of the deacon body of this church. Having been satisfactorily examined and approved by an ordaining council made up of the deacon body regarding his piety, zeal, and doctrine, and having been presented to the church afterwards, the candidate(s) shall be elected by majority vote of the church members in attendance at the meeting.

Part IV - There will be two (2) categories of deacons: (1) ACTIVE: those deacons accepting responsibilities of performing duties within Biblical standards, and who regularly attend the services of the church. (2) INACTIVE: those deacons who request to become inactive voluntarily. Those whose attendance is not in accordance with good spiritual practice which is expected of one with that weight of responsibility shall be reviewed by the deacon body to determine if they should be moved to the inactive category.

Part V - The candidate for Deacon shall meet the qualifications of Acts 6:3 ("*...of honest report, full of the Holy Ghost and wisdom...*"); and II Tim. 3: 8-13.

SECTION IV - Trustees:

No fewer than three (3) and no more than five (5) trustees will serve on a three-year (3) rotation basis (when possible) and will be nominated annually by the nominating committee and elected by the church in keeping with the Articles of Incorporation. They will act as the fiscal agents for the church. Refer to the *Church Policies and Procedures Manual* for related duties/responsibilities.

SECTION V - Clerk:

The clerk shall be nominated annually by the nominating committee, and shall have charge of the membership and roll records of Springfield Baptist Church. Refer to the *Church Policies and Procedures Manual* for related duties/responsibilities.

SECTION VI - Treasurer:

The treasurer shall disburse all funds as designated in the budget and shall be authorized to expend funds as approved by the stewardship committee in accordance with the budget. A monthly report of the financial condition of the church will be presented at each business meeting by the treasurer. The treasurer will be the chairperson of the stewardship committee. He/she will ensure that a minimum of three (3) people on the stewardship committee are designated/authorized to sign checks. All checks will require two (2) of the designated signatures to validate a check. Refer to the *Church Policies and Procedures Manual* for related duties/responsibilities.

SECTION VII - Church Council:

The Church Council will be comprised of the Pastor, Associate Pastor, Chairman of Deacons, Church Clerk, WMU Director, Brotherhood Director, Minister of Music, Treasurer, Sunday School Director, Discipleship Training Director, Youth Director, and others as deemed necessary by the Pastor and Church Council. The council is to exercise the oversight of church planning in all stages and functions of the church. Its function will be that of recommendation to the body concerning matters of a business nature. Refer to *Church Policies and Procedures Manual* for related duties and responsibilities.

SECTION VIII - Committees:

Part I - Nominating Committee:

Paragraph 1 - The Pastor shall name a nominating committee of five (5) members no later than the regular business meeting in May each year. They shall take office immediately.

Paragraph 2 - Refer to the *Church Policies and Procedures Manual* for related duties/responsibilities.

Part II - Bylaws Committee:

Paragraph 1 - The bylaws committee shall be composed of five (5) members, with two (2) members elected to one two (2) year term each and three (3) members elected to one three (3) year term each.

Paragraph 2 - The chairperson shall be elected by the Committee to serve a one (1) year term.

Paragraph 3 - Refer to the *Policies and Procedures Manual* for further duties regarding the bylaws committee.

Part III - All Other Committees:

The church shall nominate, through the **Nominating Committee**, and elect any and all other committees that are beneficial to the ministry of Springfield Baptist Church. The position descriptions of the various committees that shall be in operation at Springfield Baptist Church are listed in the *Church Policies and Procedures Manual*. The list of committees is not exhaustive, but is only representative of those put into operation within this church. It shall be the privilege of this church body to operate with fewer or more committees, as determined by the will of the church body. The church body shall have the privilege of forming any committee it sees needful for the performance of church tasks.

SECTION IX - Moderator:

The pastor shall be the moderator. In the absence of the pastor, the associate pastor shall preside; or in the absence of both of these, the chairman of deacons shall serve as moderator. In the absence of these three, the clerk shall call the church to order and a moderator pro-tem shall be elected. The pastor shall have the authority to delegate the moderatorship in the event it becomes necessary, with the understanding and acknowledgment that he shall regain it upon his request. The moderator shall use *Robert's Rules of Order* for his parliamentary guide in all business meetings.

ARTICLE V MEETINGS

SECTION I - The Lord's Day:

The church shall have Sunday School, Discipleship Training, and at least two (2) worship services each Lord's Day. A worship service may be canceled by majority vote of the members for special joint services with other churches in the association and/or other churches in the community. In the event of severe weather conditions a service may be canceled by a joint decision of the chairman of the deacons, the chairman of the disaster preparedness committee (if and when formed), and the pastor/associate pastor/interim pastor (whichever may be in charge at the time). A service other than the Sunday morning may be cancelled by the will of the body.

SECTION II - Prayer Service:

The church shall have a weekly service on Wednesday. A prayer service may be canceled in the same manner as a worship service. (See Article V, Section I)

SECTION III - Monthly Business Meeting:

The church shall have a regular monthly business meeting. It shall be held on the first Wednesday following the first Sunday of each month, except when conflicts involve a change. When such changes are necessary, the change will appear in the bulletin prior to the meeting. In the absence of the pastor as moderator, see Art. IV, Sect. IX, for instructions regarding a moderator. The "*Robert's Rules of Order*" shall be the parliamentary guide.

SECTION IV - Annual Meeting:

At the last business meeting of the fiscal year, the church shall receive a report from all of the departments of the church. The clerk shall prepare the letter for the Association.

SECTION V - Special Business Meetings:

Special business meetings may be called by giving notice at three (3) regular worship services (the third included at the time of the meeting) or mailing a card to each member's residence on Monday before a Wednesday meeting or on Thursday before a Sunday meeting, stating the time of the meeting, nature of the business, and the purpose of the meeting. Special business meetings may be called by the pastor, the chairman of the deacons, the vice-chairman of the deacons, the clerk, or ten (10) members (listing their names), provided they state the nature of the business and the purpose of the meeting to the congregation at three (3) regular services (to include Sunday and Wednesday) prior to the meeting.

SECTION VI - The Lord's Supper:

The church shall observe the ordinance of the Lord's Supper a minimum of once each quarter. There are no restrictions as to how many times over this minimum it may be celebrated. (See the *Church Policies and Procedures Manual*, The Lord's Supper Committee, for the responsibilities involved in the presentation of the Lord's Supper.)

SECTION VII - Baptisms:

The church shall observe the ordinance of baptism as often as necessary. The pastor, associate pastor, or deacons shall perform this function. Baptism is to be by full immersion **only**, except where special circumstances warrant otherwise (physical handicaps, etc.).

ARTICLE VI GENERAL

SECTION I - Quorums:

In all regular business meetings and in all properly special-called business meetings, the members present shall constitute a quorum.

SECTION II – Budget:

The church shall make a unified budget annually to help the church handle God's finances wisely. The Stewardship Committee shall be responsible for developing and presenting the Budget to the church body at a regular business session. The Stewardship Committee shall enlist the budget requirements for each department, ministry, or office within the church body. These shall be compiled to form the Church Budget.

SECTION III – Year of the Church:

The church year shall begin the first day of September each year. The church fiscal year will begin January 1 of each year.

SECTION IV – The Will of the Church:

The will of the church on any given matter duly expressed by its vote shall be carried out by ALL committees, officers, and organizations of the church.

SECTION V – Church Affiliation With Associations and Conventions:

Springfield Baptist Church pledges itself to membership in the Northwest Coast Baptist Association, Florida Baptist Convention, and the Southern Baptist Convention. It further pledges to support the local programs and cooperate with the above-named organizations through our local program, and by gifts to world missions through the Cooperative Program. We pledge to give not less than ten percent (10%) of the un-designated gifts to the Cooperative Program.

SECTION VI – Licensing and Ordaining:

Part I – Licensing: A member who presents himself to the church with a conviction of the call of God to the Gospel Ministry shall be examined by the body of Deacons and Pastor of this church to determine his piety, zeal, and understanding of doctrine. The candidate shall be presented to the body, upon approval of the examining board, at an appropriate business meeting where $\frac{3}{4}$ of the voting members present shall call for his licensing. The candidate shall be licensed as soon as possible with other licensed and ordained Deacons and Ministers in the Association invited to attend and participate in the service.

Part II – Ordaining: The following gives a minimum guideline as to the manner in which a man is ordained as a minister or as a deacon. The candidate shall be ordained as soon as possible with other ordained Deacons and Ministers in the Association invited to attend and participate in the service.

Paragraph I – Ministers: A man may be ordained to the Gospel Ministry upon the request of this church or a sister church and the satisfactory report of an ordaining council regarding his piety, zeal, and doctrine.

Paragraph II – Deacons: A man may be ordained to the Deacon ministry upon request of the Deacon body of this church, and having been satisfactorily examined and approved by an ordaining council made up of the Deacon body regarding his piety, zeal, and doctrinal knowledge. (Refer, also, to Art. IV, Sect. III, Part III, for requirements for the ordination of Deacons.)

ARTICLE VII DISSOLUTION

SECTION I – Dissolution:

Upon the dissolution of the Corporation, the Trustees shall, after the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall qualify as an exempt corporation or organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law) as the Trustees shall determine.

SECTION II – Private Inurement:

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its members, officers, directors, or any person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Corporation. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Corporation, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from federal income tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future Revenue Code of the United States of America) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States revenue law).

ARTICLE VIII AMENDMENTS

These articles may be amended at any regular business meeting by a vote of two-thirds (2/3) majority, provided that an announcement of the proposed amendment is made on one Sunday prior to the business meeting and advertised in the bulletin.

These amendments shall be presented to the church body by the Bylaws Committee.

THE END

*All revisions completed and reviewed by the By-Laws Committee January 22, 2004.
Adopted at special-called Business Meeting, June 6, 2004*

Springfield Baptist Church

3615 E 3rd Street • Panama City, FL 32401

Phone (850) 785-6591 • Fax (850) 785-0195

Building Anew: Focusing on the Future

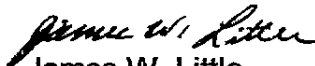
CERTIFICATE TO AMENDED AND RESTATED ARTICLES OF INCORPORATION
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Sincerely,



James W. Little
President/Trustee