

**BY-LAWS
OF
CHRISTIAN HERITAGE CHURCH OF
TALLAHASSEE, FLORIDA, INC.**

(As adopted and approved the 27th day of August 2007, by vote of the membership)

**ARTICLE I
MEMBERSHIP**

Section 1. Individuals. Any individual who shall qualify for membership as provided in the Articles of Incorporation and the Pentecostal Holiness Church Manual, as said Manual amended, and who shall be at the time of application 14 years of age; who shall present himself to the Pastor of the corporation by a two-thirds majority of the members of the Board of Trustees at a regular or special meeting of said Board in accordance with these Manual presently exist or may hereafter from time to time be amended, shall be deemed a member of this corporation upon recognition by the Board of Trustees of the corporation at said meeting.

Section 2. Members of Predecessor. Any individual who shall be a member in good standing at Christian Heritage Church of Tallahassee, Florida, an unincorporated association of individuals which is the predecessor of this corporation without further action.

Section 3. Territory. The territory served by this corporation for all purposes shall include but not be limited to the county of Leon, Florida.

Section 4. Term of Membership. All individual members of this corporation as set forth in Sections 1 and 2 hereof shall be deemed members of a period commencing from and including the day of election to membership by the Board of Trustees or from the date of the adoption of these By-Laws, respectively for the remainder of their lives unless sooner terminated in accordance with these By-Laws as hereinafter set forth.

Section 5. Tithes. All members of this corporation are expected to tithe and financially support the functions of this corporation to the best of their ability. Any member who does not tithe and support the services with attendance will not be eligible to vote in business meetings or hold an elected position.

Section 6. Good Standing. All members shall be members in good standing for the term for which they are recognized as members so long as they faithfully maintain all of the qualifications, requirements and obligations of membership set forth in Sections 1 and 5 hereof. In the event a member shall not so faithfully maintain the qualifications of members during his term, he shall immediately, at such time, without further action of the Board of Trustees or the corporation, no longer be deemed a member in good standing. He shall nevertheless be deemed a member of the corporation until further action of the Board of Trustees.

Section 7. Failure to Maintain Good Standing. Should any member not faithfully maintain the qualifications, requirements and obligations of membership set forth in Sections 1 and 5 hereof during his or her term of membership, or otherwise not be in good standing, he or she may be forthwith dropped from the rolls of membership by action of the Board of Trustees upon notice and hearing to the delinquent member at any regular or special meeting of the Board of Trustees, or any adjournment thereof. Such notice shall be given and delivered to such member as set forth in Article II of these By-Laws. Such member shall have an opportunity to be heard at the meeting of the Board of Trustees, or any adjournment thereof to state why he or she should not be dropped from membership in the corporation. Upon such notice and hearing, and a majority vote of the Board of Trustees present, a member may be dropped from the membership rolls.

The procedure utilized at said hearing and the appellate rights of a member shall be governed by the Christian Heritage Church Manual, as said Manual presently exists or may be hereafter amended from time to time in the future, and these By-Laws to the extent they shall not differ from the provisions of the Manual.

Section 8. Voting Rights. All members who are in good standing and of the age of fourteen (14) years or older, shall have the right to vote for any of the purposes of the corporation including election of the members of the Board of Directors.

ARTICLE II **MEETINGS**

Section 1. Members' Meetings - Conferences.

A. Place. All meetings of the meetings of the members of the corporation shall be held at the principal business office of the corporation in Florida, except such

meetings as the Board of Trustees, to the extent permissible by law, expressly determines shall be held elsewhere, in which case such meeting may be held, upon notice thereof as hereinafter provided, at such other place or places within or without the State of Florida, as said Board of Trustees shall have determined, and as shall be stated in such notice.

B. Annual Meetings. An annual meeting of the members shall be held each year, on such day and month as determined by the Board of Trustees at least ninety days prior to said meeting when they shall transact business as may properly be brought before the meeting.

C. Special Meetings. Special meetings of the members may be held for any purpose or purposes. These may be called by the president or by a majority of the Board of Trustees. The “Call” and the “notice” of any such meeting shall be deemed to be synonymous.

D. Notice. Notice of each meeting of the members whether annual or special, stating the place, day and hour of the meeting, shall be delivered or given to each member entitled to vote thereat, not less ten days nor more, than ninety days prior to the meeting, unless, for a particular matter, other or further notice is required by law, or the Articles of Incorporation, in which case such other or further notice shall be given.

E. Business which may be transacted at Annual Meetings. At each annual meeting of the members, the members may transact such business as may be desired, whether the same was specified in the notice of the meeting, unless consideration of such business without purposes thereof, is prohibited by law or by the Christian Heritage Church Manual, as that manual presently exists or may be from time to time amended, revised or otherwise changed.

F. Business which may be transacted at Special Meetings. Business transacted at all special meetings shall be confined to the purposes stated in the notice of such meetings, unless the transaction of other business is consented to by a majority of members in good standing present in person or by proxy and entitled to vote.

G. Quorum. Except as otherwise may be provided by law or by the Articles of Incorporation, twenty-five (25) members in good standing and entitled to vote, present in person or by proxy, shall be requisite for and shall constitute a quorum, at all meetings or conferences of the members for the transaction of business; provided,

however, that if the total membership of the corporation shall be less than fifty (50) persons, a quorum shall be constituted upon the presence, in person or by proxy, of fifty (50%) percent of the membership in good standing. Every decision of a majority of such quorum shall be valid as a corporate act, except in those specific instances in which a larger vote is required by law, the Articles of Incorporation or these By-Laws as may elsewhere specifically provide. If, however, such quorum should not be present at any meeting, the members present and entitled to vote shall have the power successively to adjourn the meeting, without notice other than announcement of such adjournment. At such adjourned meeting at which a quorum is present,. Any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2. Meetings of Board of Trustees.

A. Place. All meeting of the Trustees shall be held at the principal business office of the corporation in Florida, unless for any particular meeting a majority of the Board of Trustees determines to the holding of the meeting elsewhere, in which event the meeting may be held at such place either within or without the State of Florida.

B. Annual Meetings. At annual meeting of the Board of Trustees shall be held on such day and month of each year as is determined by the President for such meeting when the member shall transact such business as may be properly brought before the Board.

C. Notice. The members of each newly elected Board shall meet at the principal business office of the corporation in Florida, or other location, and at such time as shall be suggested or provided for by resolution of the Board at the annual meeting, for the purpose notice of such meeting shall be necessary to the newly elected trustees in order legally to constitute the meeting; provided, however, that a majority of the whole Board shall be present in person only. Each trustee, upon his election, shall qualify by accepting the office of trustee, and his attendance at, or his written approval of the minutes of the first meeting of the newly elected trustees, shall constitute his acceptance of such office; or he may execute such acceptance by a separate writing, which shall be placed in the minute book of the corporation.

D. Regular Meetings – Notice. Regular meetings of the Board may be held without notice at such time or times and place either within or without the State of Florida as shall from time to time be fixed by resolution of the whole Board. Any business may be transacted at a regular meeting.

E. Special Meetings – Notice. Special meetings of the Board may be called by the president, or the Secretary upon direction of a majority of the Board of Trustees, by delivery of five days, notice of such meeting to each trustee, either personally or by mail, or by telegram, stating the time, place, and purpose of any such meeting. Special meetings shall be called by any one of such officers in like manner and on like notice when requested in writing to do so by any one or more trustees. Special meetings may be held within or without the State of Florida. “Notice” and “Call” with respect to such meetings shall be deemed to be synonymous.

F. Quorum. At all meetings the Board, a majority of the full Board of Trustees present in person only shall unless a greater number for any particular matter is required by law, the Articles of Incorporation or these By-Laws, constitute a quorum for the transaction of business, and the act of a majority of the trustees present in person only at any meeting at which there is a quorum, except as may be otherwise specifically provided by law, by the Articles of Incorporation or by these By-Laws, shall be the act of the Board of Trustees. Less than a quorum may adjourn a meeting successively until a quorum is present, and no notice of adjournment shall be required.

Section 3. Meetings of Committees and Advisory Boards.

A. Place. All Meetings of the members of any other standing or special committee or advisory board shall be held at the principal business office of the corporation in Florida, unless for any particular meeting, the Chairman of the committee determines to the holding of the meeting elsewhere, in which event the meeting may be held at such place agreed upon, either within or without the State of Florida.

B. Meetings of the Newly Elected Committee – Notice. The newly elected members of each committee and advisory board meet at the principal business office of the corporation in Florida, or other place, at such time as shall be suggested or provided for by resolution of the Board of Trustees, for the purpose of organization or otherwise and no notice of such meeting shall be necessary to the newly elected member in order legally to constitute the meeting.

C. Regular Meetings – Notice. Regular meetings of a committee or advisory board may be held without notice at such time or times or place, either within or without the State of Florida, as shall from time to time be set by the chairman of the committee or advisory board. Any business may be transacted at a regular meeting.

D. Special Meetings – Notice. Special meetings of the committee may be called by the chairman of a committee or advisory board, the President, or Vice President in his absence, or the Secretary at the direction of a majority of the members of the committee or advisory board, by delivering five days notice of such meeting to each member either personally or by mail or electronically, stating the time, place and purposes of any such meeting. Special meetings may be held only within the State of Florida. “Notice” and “Call” with respect to such meetings shall be deemed to be synonymous.

E. Quorum. At all meetings of a committee or advisory board, a majority of the full committee or advisory board in person only shall, unless a greater number of any particular matter is required by the Articles of Incorporation or these By-Laws, constitute a quorum for the transaction of business, and the act of a majority of the members present in person or at any meeting at which there is a quorum, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these By-Laws, shall be the act of the committee or advisory board. Less than a quorum may adjourn a meeting successively until a quorum is present, and no notice of adjournment shall be required.

Section 5. Notice.

A. By Publication. Any notice of any meeting, whether annual, organizational, regular or special of the members of the corporation, the Board of Trustees, committees and advisory boards required to be given or delivered to a member thereof or any notice of a meeting or hearing required by the laws of the State of Florida or any other state or laws of the United States of America, the Articles of Incorporation or the By-Laws of the corporation to be given or delivered to a member of the corporation may be so given by insertion of such notice containing such facts as are necessary to constitute good and sufficient notice in the newsletter of the corporation which is, at the time of the adoption of these By-Laws, entitled “Church Bulletin.” Notice given in the manner shall be deemed given and delivered upon publication of the periodical and for purposes of computing time as required by these By-Laws; seven days shall be added to the date of publication.

B. By Mail. Any notice of any meeting to a member of the corporation or the members of the corporation, the Board of Trustees, committee or advisory board may be sent a regular U.S. Mail and shall be deemed to be given and delivered when deposited in the United States mail with postage thereon prepaid addressed to the

member at his address as it appears on the record of the corporation.

C. Good and Sufficient Notice. Good and sufficient notice shall be deemed to be a statement of the place, day and hour of the meeting, identification of the group so meeting and in the case of a special meeting, the purposes there of.

D. Waiver of Notice. Whenever any notice is required to be given under the provisions of these By-Laws, or the Articles of Incorporation of the corporation or of any law, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed the equivalent to the giving of such notice. Attendance of a member of a group which is meeting at any such meeting shall constitute a waiver of notice of such meeting, except where he attends for the express purpose and so stated at the opening of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Proxies. At any meeting of conference of the members of the corporation, every member thereof having the right to vote shall be entitled to vote in person, or by proxy, executed in writing by such member or by his duly authorized attorney-in-fact, and notarized by a Notary Public, or similar official. No proxy shall be valid after one month from the date of its execution. The Secretary of the meeting shall not accept any proxy given by a member to any person who is not also a member in good standing of the corporation, and which is not delivered to the Secretary at least ten business days prior to the conference or meeting at which the proxy will be utilized.

Section 7. Membership List. A complete list of the members entitled to vote at each meeting of the members arranged in alphabetical order with the address of each, shall be prepared by the officer of the corporation having charge of the membership rolls of the corporation, and shall for a period of ten days prior to the meeting be kept on file in the office of the corporation in Florida and shall at any time during the usual hours for business be subject to inspection by any member. A similar or duplicate list shall also be produced and kept open for the inspection by any member during the whole time of the meeting. Failure to comply with the foregoing shall not affect the validity of any action taken at any such meeting.

ARTICLE III
BOARD OF TRUSTEES, ELDERS AND DEACONS

Section 1. Powers of the Board and Number. The affairs, property and business of the corporation shall be managed, conducted and controlled by the Finance Committee, under the authority of the Board of Trustees. The Board shall have and is vested with all and unlimited powers and authorities, except as may be expressly limited by law, the Articles of Incorporation or these By-Laws, to do or cause to be done any and all lawful things for and in behalf of the corporation, to exercise or cause to be exercised any or all of its powers, privileges and franchises, and to seek the effectuation of its objects and purposes. The number of members of the Board of Trustees shall be (8), including the Pastor. The eight Trustees shall consist of four elders and three deacons.

Section 2. Compensation of Trustees and Committee and Advisory Board Members. Trustees and members of all committees and advisory boards shall not receive any stated salary for their services as such. No member of the Board of Trustees or Finance Committee shall be an employee, except for the Pastor.

Section 3. Removal of Trustees (except President and Pastor). The members of the corporation shall have the power by a two-thirds vote of the members in good standing and entitled to vote present in person and not proxy, at any annual meeting or special meeting expressly called for that purpose, to remove any Trustee (except the person who shall also serve as President and Pastor) from office, with or without cause, except as limited by the Articles of Incorporation. A quorum for such a meeting shall be twenty-five (25) members in person only.

Section 4. Elders. Under the direction of the Pastor, local church elders are persons whose ministry is to equip the saints for the work of the ministry in order to build the church (Ephesians 4: 11-16); elders should provide spiritual oversight over the church to shepherd and protect it with maturity and wisdom (Acts 20: 28-30; 1 Peter 5: 1-4). Elders should meet the criteria specified in I Timothy 3: 1-7 and Titus 1: 5-9.

An elder may be a licensed or ordained minister in the quadrennial conference. Any conference licensed or ordained minister who is asked by the Pastor to serve as an elder and accepts the position shall submit to and support the vision and ministry of

the Pastor. No elder shall be an employee.

The Pastor shall appoint twelve (12) persons showing the characteristics of an elder. Such persons should have a call from God and be recognized by the congregation as having this call. The spouse, if any, of the appointed person shall also be considered an elder. The Pastor may dismiss any elder from leadership.

Section 5. Deacons. All deacons should meet the scriptural criteria of Acts 6: 3 and 1 Timothy 3: 8-13. The ministry of the deacon is that of service. Deacons shall assist the Pastor in providing for the welfare of the local church. They shall be given specific assignments by the Pastor for the work of the church. The Pastor shall appoint 24 (twenty-four) persons showing the characteristics of a deacon. Such persons should have a call from God and be recognized by the congregation as having this call. The spouse, if any, of the appointed person shall also be considered a deacon. The Pastor may dismiss any deacon from leadership. No deacon shall be an employee.

Section 6. Term of Office. In order to achieve staggered vacancies, the term of office for the Elders and Deacons shall initially be two years for half of the appointments and four years for the other half. Thereafter, the term of office shall be four years upon appointment to these offices. The term of office for members of the Board of Trustees shall be the same as their term of office as Elders or Deacons. The Board of Trustees as set forth in the Articles of Incorporation shall serve until the annual members' meeting, after the expiration of their term, at which time their successors shall be qualified and elected to serve. There are no term limits for Elders or Deacons. The members of the Board of Trustees are limited to two consecutive terms.

ARTICLE IV **OFFICERS**

Section 1. Types.

A. Elected Officers. The following officers of the corporation shall be chosen by and from the members of the Board of Trustees: Vice President, Secretary and a Treasurer. No member shall hold more than one office.

B. Appointed Officer. The person who shall serve as President and Pastor shall be appointed by the Board of Directors of the Pentecostal Holiness Church Conference of Florida, Inc., a Florida non-profit corporation, or such other organization or corporation which shall serve as the quadrennial conference to which this corporation shall send a delegate, in accordance with the Articles of Incorporation of this corporation and the Pentecostal Holiness Church Manual, as said Manual presently exists or may hereafter be amended from time to time in the future.

C. Oversight. In case of a pastoral vacancy, the Superintendent of the International Pentecostal Holiness Church Conference of Florida, Inc., a Florida Corporation or such other chief executive officer of such other quadrennial conference as this corporation may send a delegate(s) who shall provide for pastoral spiritual oversight until the vacancy is filled.

Section 2. Term of Office. Each elected officer of the corporation shall hold this office for the term for which he was elected as an officer and member of the Board of Trustees, or until he resigns or is removed by the Board or membership, whichever first occurs.

Section 3. Appointment of Agents Term of Office. The Board from time to time may also appoint such agents for the corporation as it shall deem necessary or advisable. All appointment agents shall hold their respective positions at the pleasure of the Board or for such terms as the Board may specify, and they shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

Section 4. Removal. Any agent appointed by the Board of Trustees and any employee, may be removed or discharged by the Board whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contractual right, if any, of the person so removed.

Section 5. Salaries and Compensation. The salary and compensation of the Pastor of the corporation shall be fixed, increased or decreased by the Board of Trustees and reviewed semi-annually. No other officer shall receive a salary. Salaries and compensation of agents and employees of the corporation may be fixed, increased or decreased by the Board of Trustees, but until action is taken with respect thereto by the Board of Trustees, the same may be fixed, increased or decreased by the President, or by such other officer or officers as may be empowered by the Board of Trustees to

do so.

Section 6. Delegation of Authority to Hire, Discharge, Etc. The Board from time to time may delegate to the President or other officer or executive employee of the corporation, authority to hire, discharge, fix and modify the duties, salary and other compensation of the employees of the corporation under their jurisdiction, and the Board may delegate to such officer or executive employee similar authority with respect to obtaining and retaining for the corporation the services of attorneys, accountants and other experts.

Section 7. President – Duties. The president shall be the Chief Executive Officer of the corporation. He shall have general and active management of the business of the corporation and shall carry into effect all directions and resolutions of the Board.

He may execute all bonds, notes, debentures, mortgages and other contracts requiring a seal, under the seal of the corporation and may cause the seal to be affixed thereto, and all other instruments for and in the name of the corporation.

He, when authorized to do so by the Board, may execute powers of attorney from, for and in the name of the corporation to such proper person or persons as he may deem fit, in order that thereby the business of the corporation may be furthered or action taken as may be deemed by him necessary or advisable in furtherance of the interest of the corporation.

He, except as may be otherwise directed by the Board, shall attend meetings of members of other corporations to represent this corporation thereat and to vote to take action with respect to the shares of any such corporation owned by this corporation in such manner as he shall deem to be for the interest of the corporation or as may be directed by the Board.

He shall have such other or further duties and authority as may be prescribed elsewhere in these By-Laws or from time to time by the Board of Directors.

Section 8. Vice President - Duties. The Vice President shall, in the absence, disability or inability to act of the President, perform the administrative duties and exercise the administrative powers of the President.

Section 9. Secretary – Duties. The Secretary shall attend all sessions of the Board and, except as otherwise provided for in these sessions of the Board and, except as otherwise provided for in these By-Laws, all meetings of the members, and shall record or cause to be recorded all votes taken and the minutes of all proceedings in a

minute book of the corporation to be kept for that purpose. He shall perform like duties for the standing committees when requested by the Board of such committee to do.

His shall be the principal responsibility to give, or cause to be given, notice of all meetings of the members and of the Board of Trustees, but this shall not lessen the authority of others to give such notice as is authorized elsewhere in these By-Laws.

He shall see that all books, records, lists and information, or duplicates required to be maintained at the registered or some office of the corporation in Florida, or elsewhere, are so maintained.

He shall keep in safe custody the seal of the corporation and when duly authorized to do so shall affix the same to any instrument requiring it, and when so affixed, he shall attest the same by his signature.

He shall perform such other duties and have such other authority as may be prescribed elsewhere in these By-Laws, or from time to time by the Board of Trustees or the President, under whose direct supervision he shall be.

He shall have the general duties, powers and responsibilities of a Secretary of a Corporation.

Section 10. Treasurer – Duties. The Treasurer shall have the responsibility for the safekeeping of the funds and securities of the corporation, and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the corporation. He shall keep, or cause to be kept, all other books or accounts, and accounting records of the corporation in such depositories as may be designated by the Board of Directors.

He shall disburse, or permit to be disbursed, the funds of the corporation as may be ordered, or authorized generally, by the Board of and shall render to the chief Executive Officers of the corporation and the Directors whenever they may require it, and account of all his transactions as Treasurer and of those under his jurisdiction, and of the financial condition of the corporation.

He shall perform such other duties and shall have such other responsibility and authority as may be prescribed elsewhere in these By-Laws or from time to time by the Board of Trustees.

He shall have the general duties, powers and responsibilities of a Treasurer of a corporation, and shall be the Chief Financial and Accounting Officer of the Corporation.

If required by the Board, he shall give the corporation a bond in the sum and with one or more sureties satisfactory to the Board, for the faithful performance of the duties of his office, and for the restoration to the corporation, in the case of his death,

resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control which belong to the corporation.

Section 11. Pastor – Duties – Removal. The Pastor shall be the ecclesiastical and spiritual head of the corporation and representative of the quadrennial conference and general conference of the Pentecostal Holiness Church as defined in the Pentecostal Holiness Church Manual, as said Manual presently exists or may hereafter from time to time be amended.

The Pastor may not be removed from the office except by action of the Board of Directors of the Pentecostal Holiness Church of Florida, Inc., a Florida corporation, or such other organization or entity which shall act as a quadrennial conference to which the corporation shall send delegates. The Board of Trustees of this corporation may, however, in accordance with the Pentecostal Holiness Church Manual, as said Manual presently exist or may hereafter from time to time be amended, express confidence or no confidence in the Pastor and communicate same to the quadrennial conference.

Section 12. Additional Duties of Officers. The duties of the officers of the corporation as herein above set forth in this Article IV shall be deemed cumulative with the duties set forth in the Pentecostal Holiness Church Manual, as said Manual presently exists or may hereafter from time to time in the future be amended, revised or otherwise changed.

ARTICLE V

ADVISORY BOARDS AND COMMITTEES

Section 1. Advisory Boards. The Board of Trustees may from time to time establish and dissolve by resolution such advisory boards and committees as are necessary or convenient to assist the Board in the discharge of its responsibilities, by advising the Board of certain areas of concern within the purposes of the corporation and the operation of the corporation with respect thereto, investigating such areas of concern and recommending courses of action as such advisory boards may deem necessary and proper.

Section 2. Membership - Term. The membership of the advisory boards and

committees may, but need not be Trustees, officers or members of the corporation and shall be appointed by the Pastor. The members of the advisory boards and committees shall serve at the pleasure of the Pastor. The Pastor shall select a discretionary number of members, who are serving as Elders and on the Finance Committee, to also serve as the Pastor's Oversight and Covering Committee; this committee shall assist the Pastor with the Elders' and Finance Committee's oversight and guidance for church operations, its fiscal affairs, and spiritual matters.

Section 3. Procedural Rules. Each advisory board and committee shall keep minutes of its meetings which shall be submitted to the Board of Trustees and fix its own rules or procedure and shall meet where and as provided for by such rules. The presence of a majority of the members in person shall constitute a quorum of the advisory board or committee.

Section 4. Finance Committee. There shall be a Finance Committee, which shall consist of all the Trustees and additional members as may be appointed by the Pastor on recommendation of the Board of Trustees.

Section 5. Nominating Committee. The Pastor shall appoint a nominating committee, consisting of seven (7) persons to fill vacancies for Elders, Deacons, Board of Trustees and other committees. After the initial election of Elders and Deacons, the Pastor shall choose the nominating committee, consisting of two members from the Board, two Elders, two Deacons, and one other person not serving in those offices. Any individual member of the corporation may submit to the nominating committee or Pastor suggestions for nominations to fill any vacancies. The nominating committee shall nominate at least five (5), but no more than ten (10), persons more than the number of vacancies to be voted on by the church or appointed by the Pastor.

The Committee shall nominate candidates for membership on the Board of Trustees to succeed those whose terms of office will expire in accordance with the Articles of Incorporation of the corporation. Notice of such nominations and the names of the nominees shall be given and delivered to the members of the corporation not less than ten (10) or more than ninety (90) days prior to the annual members' meeting.

The nominating committee shall select its nominees with due and careful regard for (1) the manifest qualifications for election evidenced by such standards as, but not

limited to, current and active participation in the affairs of this corporation; and (2) the divergent view, opinions and needs of the members of this corporation. The good faith decision of the Committee, shall in all events, be final and conclusive.

The committee shall fix its own rules of procedure and shall meet where and as provided for by such rules. The presence in person of a majority of the members of the Committee shall constitute a quorum for all purposes.

ARTICLE VI **GOVERNMENT**

Section 1. Definition. This corporation is located within the territory served by the Pentecostal Holiness Church of Florida, Inc., a Florida corporation, and is organized not for profit, and undertakes to and shall function as a local church as defined in and organized under the direction of the Pentecostal Holiness Church Manual, as that Manual presently exists or may hereafter from time to time be amended, revised, or otherwise changed, and has been organized with not less than ten (10) bona fide individual members (at least six (6) of whom must be, at the time of organization, eighteen years of age or older), and applied to the Superintendent of the Pentecostal Holiness Church Conference of Florida, Inc. and has been recognized by the Board of Directors of said corporation upon majority vote of the members present, in person, as a local church in the territory specified in Article 1, Section 3 hereof.

Section 2. Episcopal Government. With respect to the government and management of this corporation except with respect to the ownership and management of property, real and personal, tangible and intangible, vested and contingent, the government and management business of this corporation attendant thereto shall be in accordance with the provisions of the Pentecostal Holiness Church Manual, as that Manual may be amended, revised or otherwise changed from time to time in the future and under the direct supervision, control, direction and final and absolute authority of the Pentecostal Holiness Church, Inc., an Oklahoma non-profit corporation, and the Pentecostal Holiness Church Conference of Florida, Inc., a Florida Corporation. This section 2 of Article VI constitutes

only a reaffirmation of the Episcopal Principles of this corporate government as set forth in the Pentecostal Holiness Church Manual of 1973 and especially Section IV – Government, thereof, as that Manual and section thereof presently exist or may be amended, revised or otherwise changed from time to time in the future, and in and of itself grants to this corporation no rights, duties, powers, responsibilities and authority not so given or delegated to it by said Manual and the Pentecostal Holiness Church, Inc., and the Pentecostal Holiness Church Conference of Florida, Inc., a Florida non-profit corporation, and of which rights, duties, powers, responsibilities and authority so delegated by said Manual, the Pentecostal Holiness Church, Inc., an Oklahoma non-profit corporation, and the Pentecostal Holiness Church Conference of Florida, Inc., a Florida non-profit corporation, this corporation does hereby acknowledge, accept and affirm.

ARTICLE VII **PROPERTY**

Section 1. Congregational Relationship. The relationship between this corporation and any organization designated as a quadrennial or general conference of the Pentecostal Holiness Church (“conference”) with respect to the property, real or personal, tangible and intangible, vested and contingent of this corporation is contractual (Congregational) only and any organizations so designated as conferences are not and shall not be deemed to be parents of this corporation and no conference shall have any right, title, interest, claim, lien or demand in or to any real or personal property of this corporation, vested or contingent, tangible or intangible; nor any right, privilege or franchise in this corporation by virtue of these By-Laws. This corporation is not, likewise, and shall not be determined to be a subsidiary or division of the conferences and shall have no right, title, interest, claim, lien or demand in or to any real or personal property of said conferences, vested or contingent, tangible or intangible, nor any right, privilege or franchise in such conferences.

Section 2. Limitation of Authority. No conference may, without written authorization of this corporation, enter into any commitments binding upon this corporation and no conference shall be deemed an agent, employee, attorney, trustee or nominee of this corporation unless so specifically directed and

authorized.

Section 3. Extinction – Abandonment. In the event that this corporation shall become extinct, or when property owned by this corporation shall be abandoned, title to said property shall vest in the Pentecostal Holiness Church Conference of Florida, Inc., a Florida non-profit corporation, upon application by that corporation and institution of proceedings in the appropriate state court in and for the county in which said property is situated to transfer title and vest possession of said property in said corporation. This provision shall in no way supersede or be interpreted to be contrary to the laws of the State of Florida regarding the distribution of property of a non-profit corporation upon dissolution.

Section 4. Property Ownership. All property, real, and personal, vested and contingent, tangible and intangible, is and shall be held in trust by this corporation for the benefit of the ministry and membership of the corporation as an organization dedicated to the promotion and maintenance of the faith and belief in and the religious worship of God based on the teachings of Jesus Christ, our Lord and Savior, as His teachings and those of His disciples are found in the Holy Bible and interpreted and memorialized in the Creed and Covenant, Articles of Faith and Doctrinal Emphasis (Exegesis Amplification) of the Pentecostal Holiness Church Manual of 1973, or as that Manual and the interpretation and memorials therein contained may be validly amended, revised or otherwise changed in the future from time to time.

A breach of this trust shall constitute abandonment of all property within the meaning of Section 3, Article VII hereof, entitling the Pentecostal Holiness Church Conference of Florida, Inc., a Florida non-profit corporation, to invoke its rights hereunder a cause the vesting of title to property, real and personal, vested and contingent, tangible and intangible, in that corporation.

Section 5. Dissolution of Relationship. Either this corporation or the Pentecostal Holiness Church of Florida, Inc., a Florida non-profit corporation may terminate the contract set forth in this Article VII upon six months' written notice. Such termination by either party shall constitute, conclusively, a breach of the trust set forth in Section 4 of this Article VII and constitute abandonment of all property within the meaning of Section 3, Article VII hereof entitling that corporation to invoke its rights hereunder, and cause the vesting of title to property, real and personal, vested and contingent, tangible and intangible, in that corporation.

ARTICLE VIII **OFFICES**

Section 1. Registered Office and Registered Agent. The location of the registered office and the name of the registered agent of the corporation in the State of Florida shall be determined from time to time by the Board of Directors and on file in the appropriate office of the State of Florida pursuant to applicable provisions of law.

Section 2. Corporate Offices. The corporation may have such corporate offices, any where within the County of Leon, State of Florida, as the Board-of-Trustees from time to time may appoint, or the business of the corporation may require. The “principal place of business” or “principal business” or “executive” office or offices of the corporation may be fixed and so designated from time to time by the Board of Trustees, but the location or residence of the corporation in Florida shall be deemed for all purposes to be in the county in which its registered office in Florida is maintained.

Section 3. Records. The corporation shall keep at its registered office, or principal place of business, original or duplicate books in which shall be recorded the number of members, the names of the members, the amount of its assets and liabilities, and the names and places of residence of its trustees and officers and from time to time such other or additional records, statements, lists and information as may be required by law, including the roll of the members.

Section 4. Inspection of Records. A member in good standing, if he be entitled and demands to inspect the records of the corporation pursuant to any statutory or other legal right, shall be privileged to inspect such records only during the usual and customary hours of business and in such manner as will not unduly interfere

with the regular conduct of the business of the corporation. Such a member may delegate his right of inspection to a Certified or Public Accountant on the condition, to be enforced at the corporation to furnish to the corporation promptly as completed or made a true and correct copy of each report with respect to such inspection make by such accountant. No member shall use or permit to be used or acquiesce in the use by others of any information so obtained, to the detriment of the corporation. The corporation as a condition may require the member to indemnify the corporation against any loss or damage which may be suffered by it arising out of or resulting from any unauthorized disclosure made or permitted to be made by such member of information obtained through the course of such inspection. No other person, entity or corporation shall be allowed this privilege without judicial process or authority of law unless under contract with the corporation of collection of dues or administration of records.

ARTICLE IX **GENERAL MATTERS**

Section 1. Corporate Seal. The Corporate Seal shall have inscribed thereon the name of the corporation and the words: Corporate Seal, Florida non-profit corporation. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 2. Fiscal Year. The Board of Trustees shall establish a fiscal year which may be calendar year and until do done, the fiscal year of the corporation shall end on December 31st.

Section 3. Accounts. All drafts and checks of the corporation except as otherwise provided by the Board of Trustees with respect to certain accounts, shall be signed by any one of the following: the Secretary or the Treasurer.

Section 4. Execution of Instruments. The President, or in his absence, the Vice President, and the Secretary may execute all signatures as required by law.

Section 5. Members' Annual Statements. The Board of Trustees shall present at each annual meeting and quadrennial conference, and, may, when called for by

vote of the members at any special meeting of the members, present a full and clear statement of the business and condition of the corporation.

Section 6. Rules of Order. Unless otherwise provided herein, all conferences or meetings of members, trustees, committees, or Boards shall be governed by the latest edition of Roberts' Rules of order and such Rules of Order shall supplement the provisions of these By-Laws and hereby adopted and incorporated by reference herein.

Section 7. Indemnification of Trustees and Officers. Each Trustee and elected and appointed officer, or former Trustee or appointed officer, of the corporation and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of any action, suit, proceeding or claim in which he is made a party by reason of his being, or having been such Trustee or elected or appointed officer; as additional compensation for services rendered; provided that in no case shall the corporation indemnify such trustee or officer with respect to any matters to which he shall be finally adjudged in any such action, suit or proceeding to have been liable for negligence or misconduct in the performance of his duties as such trustee or officer. The indemnification herein provided for, however, shall apply also with respect to any amount paid in compromise of any such action, suit, respect to any amount paid in compromise of any such action, suit, proceeding, or claim asserted against such trustee or officer (including expenses, counsel fees and cost reasonably incurred in connection therewith), provided the Board of Trustees of the corporation shall have first approved such proposed compromise settlement and determined that the trustee or officer involved was not guilty of negligence or misconduct; but in taking such action any trustee involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the members at a duly called special meeting or at a regular meeting.

In determining whether a trustee or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Trustees, or committee appointed by the members, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board or committee. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification herein provided shall not be exclusive of any other rights to which such trustee or officer

may be lawfully entitled.

In determining whether such liabilities, expenses, fees and costs are reasonably incurred, the Board or the committee, as the case may be, shall establish the amount with due regard to the financial ability of the corporation to make such payments as are required herein and the good faith determination of the final amounts to be paid by the Board or the committee shall be conclusive and final as between the corporation and the trustee, officer or his estate.