

IN THE CIRCUIT COURT, FOURTH JUDICIAL
CIRCUIT, IN AND FOR DUVAL COUNTY,
FLORIDA

Case No. 2022-CA-1047

Division: CV-F

CHARLES STOVALL WEEMS, IV and)
KERRI WEEMS, individuals,)
)
Plaintiffs,)
)
v.)
)
CELEBRATION CHURCH OF)
JACKSONVILLE, INC., a Florida)
nonprofit corporation,)
)
Defendant.)
_____)

**CELEBRATION CHURCH’S MOTION TO DISMISS SECOND AMENDED
COMPLAINT, OR IN THE ALTERNATIVE, TO COMPEL ARBITRATION**

Celebration Church of Jacksonville, Inc. (“Celebration”), pursuant to Rules 1.140(b)(1) and 1.140(b)(6), Florida Rules of Civil Procedure, moves to dismiss the Second Amended Complaint filed by plaintiffs Charles S. Weems, IV (“Stovall Weems”) and Kerri Weems (“Kerri Weems”). The Second Amended Complaint is fatally defective and should be dismissed because: (1) this Court lacks subject matter jurisdiction over claims involving matters of ecclesiastical government and church discipline under the First and Fourteenth Amendments to the United States Constitution and Article 1, Section 3 of the Florida Constitution; (2) the dispute is governed by a valid, binding, and enforceable arbitration agreement contained in Celebration’s bylaws; and (3) the Second Amended

Complaint fails to state a cause of action for conspiracy, aiding and abetting, and intentional infliction of emotional distress.

Although now couched in terms of allegedly defamatory statements, the fundamental nature of the dispute remains unchanged: this is a dispute over control of Celebration Church. The exercise of jurisdiction by this Court would excessively entangle it in matters of church governance and pastoral discipline, which is prohibited by the Ecclesiastical Abstention doctrine. Even if the Court were to determine that it has subject matter jurisdiction, the parties are subject to a binding arbitration agreement in the church's bylaws that requires "all disputes" between "any member of the Church and the Church itself, or between any member of the Church and any Pastor, Trustee, Overseer, Elder, Director, officer, employee, volunteer, agent, or other member of this Church" to be resolved by mediation or arbitration pursuant to the Christian Conciliation process managed by the Institute for Christian Conciliation. Stovall and Kerri Weems have recognized the validity of this arbitration requirement by voluntarily initiating the mediation and arbitration process required by the bylaws, which remains ongoing. For these reasons, the Court lacks jurisdiction to consider these claims.

The Second Amended Complaint fails to state a cause of action for conspiracy, aiding and abetting, and intentional infliction of emotional distress. First, the intra-company conspiracy doctrine bars claims of conspiracy and aiding and abetting against a corporation and its agents based on a legal presumption that a corporation only acts through its agents and cannot therefore conspire with or aid and abet itself. As to the claim for intentional infliction of emotional distress, the complained-of statements are not so outrageous in character and extreme in degree as to go beyond all bounds of decency and be utterly intolerable in a civilized community, as required by Florida law.

For these reasons, the Second Amended Complaint fails to state a cause of action and should be dismissed.

INTRODUCTION

On February 23, 2022, Stovall and Kerri Weems filed a Complaint for Temporary Injunction seeking to unwind decisions made by the church's board of trustees. Specifically, the Weemses sought an order that would have terminated an investigation into their alleged misconduct by restoring them to positions of authority at the church, provided them with back pay, forced the church's board to take action regarding proposed overseers, invalidated a prior bylaws amendment, and compelled the board to recall prior statements. After Celebration filed its motion to dismiss the initial complaint on the basis that those claims were properly subject to the arbitration provision contained in Section 19.05 of the church's bylaws, the Weemses initiated that alternative dispute resolution process.

On May 28, 2022, the Weemses launched their second attack at the church's investigation by filing an Amended Complaint (and now a Second Amended Complaint) claiming that statements contained in the investigation report are defamatory, reveal private information, and intentionally inflicted emotional distress on Kerri Weems. The Second Amended Complaint also alleges the church, four of its five trustees (excluding Fitz Powell), and its attorney conspired and aided and abetted in the commission of these alleged torts.

Despite asserting different causes of action, all of the claims alleged in each of the Weemses' complaints seek to discredit Celebration's investigation and delegitimize the decisions made by its board. The tactics may have changed, but the end goal remains the same: regaining control of Celebration.

For its part, Celebration’s goal also remains the same. At all times, the church—through its board—has been committed to the biblical process set forth in Matthew 18:

If your brother sins against you, go and tell him his fault, between you and him alone. If he listens to you, you have gained your brother. But if he does not listen, take one or two others along with you, that every charge may be established by the evidence of two or three witnesses. If he refuses to listen to them, tell it to the church. And if he refuses to listen even to the church, let him be to you as a Gentile and a tax collector.

Matthew 18:15-17 (NIV). This process is grounded in Jesus’ teaching that “[t]here is nothing concealed that will not be disclosed, or hidden that will not be made known. What you have said in the dark will be heard in the daylight, and what you have whispered in the ear in the inner rooms will be proclaimed from the roofs.” *Luke 12:2-3* (NIV).

The claims alleged in the Second Amended Complaint are directly related to, and inextricably intertwined with, the board of trustees’ adherence to these biblical principles. The statements that form the basis of the Weemses’ claims directly relate to matters of church policy, practice, and belief. As such, the Court’s resolution of these claims would require it to become excessively entangled with religious beliefs in violation of the United States and Florida constitutions. Instead, the Court should dismiss the action and allow the parties to participate in the already-commenced Christian arbitration proceeding.

BACKGROUND FACTS

I. Celebration’s Governance, Management and Oversight Structure

Celebration is a hierarchical church comprised of a “mother church,” referred to as Celebration Arena, where the church’s corporate headquarters are located, and domestic local churches in Jacksonville, Amelia Island, Orlando, South Florida, Washington D.C., as well as several international affiliated churches. Each domestic local church is supported by a campus pastor and overseen by the senior pastor. All of the local churches

are required to abide by Celebration's religious beliefs, which are set forth as the church's Statement of Faith in Article 2 of its Bylaws (Exhibit A). Celebration's church government "seeks to be led by the Holy Spirit *in all things*." Bylaws art. 5 (emphasis added).

Celebration is "autonomous and maintains the right to govern its own affairs, independent of any denominational control." Bylaws § 3.01. Its purposes are to minister the Word of God, conduct religious worship services, maintain facilities to facilitate its ministries, ordain qualified individuals, collect and disburse funds for the maintenance of the church, and make distributions to tax-exempt entities. Bylaws § 3.02. The church was organized as a nonprofit corporation under the Florida Nonprofit Corporation Act, FLA. STAT. § 617.01011, *et seq.*, and is governed by and subject to the act, the church's articles of incorporation, and its bylaws, under the management and control of the board. Bylaws, art. 4. The board also has approved policies and procedures that are required to be followed, including those in Celebration's Employee Handbook and those relating to the approval of financial transactions.

Management and oversight of the church is provided by a board of trustees, who "have plenary power to manage and govern the affairs" of the church. Amended and Restated Articles of Incorporation, art. 9 (Exhibit B). The trustees "have the duties and the responsibilities generally associated with and exercised by a corporate board and as such, are the only governing body within the Church." Bylaws § 8.01. Accordingly, "[a]ll corporate powers shall be exercised by or under the authority of the Trustees," who are "the final authority solely over affairs pertaining to corporate matters of the Church." *Id.* The role of the trustees is "to serve the Church by assuring compliance with the Church's management policies and procedures, by approving the annual budget and other major financial commitments of the Church." Bylaws § 5(b). Specifically, the trustees are vested

with responsibility “for the management and oversight of all of the Church's financial resources, including the acquisition and disposition of Church property (both real and personal).” Bylaws § 8.01. Even more specifically, this includes sole authority to approve the purchase, sale, mortgaging, pledging or encumbrance of property owned by the church; to approve or disapprove the transfer of church assets to other tax-exempt organizations; and to approve or disapprove of any transaction unrelated to the purposes of the church. *Id.*

With respect to the stewardship of Celebration’s assets, the trustees (as the title implies) are biblically obligated to be trustworthy in managing the sacred tithe offerings of its members so that God will entrust the church with true riches: the kingdom of heaven. This is because “[n]o one can serve two masters. Either you will hate the one and love the other, or you will be devoted to the one and despise the other. You cannot serve both God and money.” *Luke 16:10-13* (NIV). Thus, while the church may hold title to its assets under the law, it does not own them in a spiritual sense. Instead, the church is bound to serve as a faithful manager of its assets on behalf of their true owner, which is God. The trustees are responsible, biblically and legally, to manage the church’s assets.

The bylaws also authorize the trustees to investigate and discipline, if warranted, “all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing.” Bylaws § 17.02(d). In responding to a complaint, the trustees are required to “determine whether an investigation is appropriate and the form that it should take.” Bylaws § 17.02(d). The trustees are required to promptly investigate, and then to take appropriate corrective action if warranted by the investigation. Bylaws § 17.02(e).

The church’s executive functions and day-to-day operations are nominally managed by the senior pastor. Bylaws, art. 7. The senior pastor serves as the president

and chief executive officer of the church and is responsible to lead the church in accordance with biblical principles. Bylaws §§ 7.01-7.02. Specifically, the senior pastor's duties include: serving as the leader of the church body, staff, organizations, ministries, and trustees; defining and communicating the church's purpose; administering and coordinating the day-to-day operations of the church; nominating and removing overseers; appointing, directing, and overseeing the senior leadership team; hiring, directing, and overseeing church staff; and endeavoring to ensure that the directives and resolutions of the trustees are carried out. *Id.* The senior pastor is therefore subject to the control and authority of the trustees. While the senior pastor serves as the chairman of the board, that role is purely administrative—he calls the meetings to order and presents an agenda but is not entitled to vote on board matters. Bylaws § 7.05.

The bylaws provide that a group of overseers also have authority to respond to a request for investigation and impose discipline on the senior pastor. Bylaws § 7.07(b). The bylaws require that the church always have at least three overseers in place to perform these oversight functions. Bylaws § 10.03. It is the sole responsibility of the senior pastor to nominate overseers for the board's review and approval. *Id.* If disciplinary action against the senior pastor is being considered, the composition of the overseers cannot be changed. Bylaws § 10.04.

Under the bylaws, if the senior pastor failed to nominate overseers and an investigation into unauthorized financial transactions conducted by the senior pastor had been requested, it could be argued that the bylaws contained an ambiguity between the interplay of the overseers' authority under Article 7 and the trustees' authority under Article 17. This was the predicament faced by the church in January 2022.

II. Resolving the Bylaws Ambiguity

In 2021, the church had only two overseers: Dino Rizzo and John Siebeling.¹ When both resigned in September 2021, Stovall Weems did not nominate any replacements. Then, on January 4, 2022, trustees Fitz Powell, Kevin Cormier, and Marcus Rowe requested that an investigation be conducted into potentially improper financial practices engaged in by Stovall Weems. In response, on January 4 Stovall Weems purportedly removed Mr. Cormier as a trustee and stated that Mr. Powell and Mr. Rowe could conduct an investigation. On January 5, Weems attempted to nominate three overseers: Sean Yost, Scott Volk, and Bryan Schwartz. Of these, Mr. Volk and Mr. Schwartz were not “ordained pastors at respected congregations” and therefore were not qualified to serve as overseers. Bylaws § 10.01. Even if they were qualified, though, the board could not approve them because the composition of the overseers could not be changed due to the pending investigation request. Bylaws § 10.04. Ultimately, the board did not approve the nominated overseers.² As a result, the church had no overseers and no ability to appoint overseers. Stovall Weems took the position that only the overseers could conduct an investigation into his conduct.

The board of trustees is vested with the power to amend the bylaws at any time. FLA. STAT. § 617.0206. On January 13, 2022, the board approved an amendment to the bylaws to resolve this ambiguity. The amendment added Section 7.07(c), which provides

¹ There is some question about whether Scott Volk was acting as an overseer in 2021. Whether he was or was not is immaterial, however, because he was not qualified to serve in that role under the bylaws.

² After his attempt to install overseers failed, on January 7, Weems reneged on his approval of Mr. Powell and Mr. Rowe to investigate these issues and instead attempted to remove them as trustees. Weems’ purported trustee removals are invalid because they violate the church’s anti-retaliation whistleblower safeguards. Bylaws § 17.03(b).

that if there are fewer than three overseers, the board shall temporarily assume the roles and responsibilities of the overseers. That has occurred, and the board is therefore currently acting as the highest ecclesiastical authority in the church to determine matters involving governance, including the investigation and potential discipline of the senior pastor. This is consistent with the trustees' existing investigatory and disciplinary authority under Article 17 and the inherent authority of the board in its capacity as the sole governing body of the church under Article 8.

III. This is a religious dispute relating to matters of belief, church governance and discipline.

The origin of this dispute goes back to March 30, 2018. That evening during a Seder service, Stovall Weems claims to have had a first-hand encounter with Jesus Christ. According to Stovall Weems, during this encounter the Lord “deposited” in him a divine business model on how to restructure the church and many of its ministries. This divinely-inspired business plan is at the heart of this dispute because Stovall Weems repeatedly invoked “God’s master plan” to “protect the holy deposit” of the church.

The tie between God’s will and the board’s decisions with respect to these issues was repeatedly underscored at church board meetings. At a meeting on December 10, 2020, Kerri Weems told the trustees that this “revelation” required the church to separate certain ministries into new, for-profit, companies that would be managed by the Weemses to keep the church—as the bride of Christ—pure. At another board meeting in June 2021, Stovall Weems announced that developing this business plan was “one of the most sacred things that has been done here.” At a July 2021 meeting, Stovall Weems’s comments directly tied the board’s decisions regarding his business plans to the act of prayer: “[T]his board will be the board that has the opportunity to prayerfully make decisions, some of

the most important in the church, like getting out of debt. But that can't be done without this missional blueprint and getting the enterprise out of the church." Copies of the minutes of these meetings are attached as Exhibit C.

As the trustees analyzed the church's weakening financial position in December 2021, they discovered that the Weemses had made several large financial transactions earlier in 2021 without notice to or authorization from the board. These included: (1) multiple large transfers to entities that the Weemses intended to manage going forward; (2) the church's purchase of a parsonage (in which Stovall and Kerri Weems were to live rent-free) for \$1,286,863.30 that a company solely owned by Stovall Weems had bought four months earlier for \$855,000; (3) the advancement of nine months' salary to Kerri Weems and seven months' salary to Stovall Weems in violation of FLA. STAT. § 617.0833 and the church's own internal policies, despite neither Stovall nor Kerri Weems performing the duties of the offices that purportedly justified those salaries; and (4) the improper use of over \$1,000,000 in PPP loan proceeds to fund the Weems-managed entity Honey Lake Farms, Inc. and to purchase TurnCoin, an illiquid, speculative digital currency. None of these financial transactions were disclosed to or authorized by the board, as required by the church's bylaws.

On January 3, 2022, Stovall Weems sent an email to Kevin Cormier informing him that his one-year term had concluded and that a new trustee would be appointed to replace him. But that wasn't true, because Mr. Cormier was elected as a trustee on June 3, 2021, so his term had not expired as Stovall Weems claimed. On January 4, Mr. Cormier sent an email notifying the board that he, Fitz Powell and Marcus Rowe were requesting an investigation be conducted into Stovall Weems. In response, Stovall Weems immediately attempted to remove Mr. Cormier as a trustee, describing the request for an

investigation as “completely seditious behavior.” Stovall Weems then said that he prayed “mercy for the sake of [Mr. Cormier’s] soul and family.” Trustee Jacob William then requested that the board convene “to discuss prayerfully the appropriate next steps.” Mr. William described this email exchange as an attack on God’s kingdom by the devil and asked that God would grant everyone wisdom to navigate this dispute so that God’s kingdom would be glorified. Stovall Weems rejected that request, claiming unilateral authority to remove Mr. Cormier as a trustee and claiming that the board had “slandered” him and Kerri Weems behind their backs. Stovall Weems then cited Proverbs 6 and Matthew 18. Again responding, Mr. William denied the allegations of slander, reinforced the independence of the board, and said the board would act “with God as our witness and the Word of God as our guideline.” A copy of this email string is attached as Exhibit D.

The basis of the Weemeses’ new complaint relates to the report that was the final product of the church’s investigation into the Weemeses’ misconduct. The evidence establishes that this dispute is fundamentally a religious one.

IV. Stovall Weems initiates the Christian Conciliation alternative dispute resolution processes and resigns from his leadership positions at Celebration.

After filing the initial complaint seeking to regain control of Celebration, and then an arbitration proceeding seeking the same relief, on April 15 Stovall Weems resigned from his leadership and legal positions at the church. A copy of his April 15 resignation letter is attached as Exhibit E. The resignation letter specifically states that he was resigning from the following positions: “Senior Pastor, President and Chief Executive Officer, Chair and member of the Board of Trustees, and Registered Agent of CCJ.” The resignation clearly expresses a disagreement regarding “biblical principles and scriptural

qualifications for spiritual covering, spiritual authority, and ecclesiastical governance and oversight.”

By its own terms, the resignation letter also clearly expressed an intent that Stovall Weems’ claims not be affected by it in any way. “My resignation from CCJ does not and will not affect with any claims that have or may be filed by me or Kerri Weems against CCJ trustees and officers or against any individuals or organizations associated with what I believe to be the illegal seizure of the institution and its resources.” It is absolutely clear from these statements that the Weemses—then and now—continue to contest the board’s actions and the authority to govern the church.

MEMORANDUM OF LAW

The Second Amended Complaint should be dismissed for two reasons. First, this Court lacks subject matter jurisdiction over these claims pursuant to the Ecclesiastical Abstention doctrine and a written arbitration agreement between the parties. Second, the complaint fails to state a cause of action for conspiracy and aiding and abetting because a corporation and its directors and agents cannot conspire or aid and abet among themselves under the intra-company conspiracy doctrine. The complaint also fails to state a cause of action for intentional infliction of emotional distress because the alleged statements do not rise to the level of outrageousness required by Florida law.

I. Standards of Review

A motion to dismiss for failure to state a cause of action tests the legal sufficiency of the complaint to state a cause of action. *See Tribute Co. Holdings, Inc. v. Dep’t of Revenue*, 24 So. 3d 762, 765 (Fla. 1st DCA 2010). When considering such a motion, the question before the court is whether the complaint alleges ultimate facts sufficient to support the claimed cause of action. *Estate of Rocks v. McLaughlin Eng’g Co.*, 49 So. 3d

823, 826 (Fla. 4th DCA 2010). “Courts must liberally construe, and accept as true, factual allegations in a complaint and reasonably deductible inferences therefrom,” but they “need not accept internally inconsistent factual claims, conclusory allegations, unwarranted deductions, or mere legal conclusions made by a party.” *W.R. Townsend Contracting v. Jensen Civil Constr., Inc.*, 728 So. 2d 297, 300 (Fla. 4th DCA 1999). A court must apply the “four corners rule” in its analysis of the sufficiency of a complaint to state a cause of action, which limits the court’s review to the complaint and its attachments. *See Santiago v. Mauna Loa Investments, LLC*, 189 So. 3d 752, 755-56 (Fla. 2016). As such, in the Court’s consideration of the motion to dismiss for failure to state a cause of action, the four corners rule applies. *See id.*

The four corners rule does not apply to factual challenges to the court’s subject matter jurisdiction. *See Steiner Transocean Ltd. v. Efremova*, 109 So. 3d 871 (Fla. 3d DCA 2013). Court’s may consider affidavits and other evidence to determine whether it has subject matter jurisdiction over a claim. *See Seminole Tribe of Florida v. McCor*, 903 So. 2d 353 (Fla. 2d DCA 2005). It is therefore appropriate for the court to consider affidavits and other evidence in determining whether it has subject matter jurisdiction over the claims alleged in the Second Amended Complaint. *See id.*

II. This Court lacks subject matter jurisdiction under the First and Fourteenth Amendments to the United States Constitution and Article 1, Section 3 of the Florida Constitution.

Congress shall make no law respecting an establishment of religion, or prohibiting the free exercise thereof.

U.S. Const. amend. 1.

The law knows no heresy, and is committed to the support of no dogma, the establishment of no sect. The right to organize voluntary religious associations to assist in the expression and dissemination of any religious doctrine, and to create tribunals for the decision of controverted questions

of faith within the association, and for the ecclesiastical government of all the individual members, congregations, and officers within the general association, is unquestioned. All who unite themselves to such a body do so with an implied consent to this government, and are bound to submit to it. *But it would be a vain consent and would lead to the total subversion of such religious bodies, if any one aggrieved by one of their decisions could appeal to the secular courts and have them reversed.* It is of the essence of these religious unions, and of their right to establish tribunals for the decision of questions arising among themselves, that those decisions should be binding in all cases of ecclesiastical cognizance, subject only to such appeals as the organism itself provides for.

Watson v. Jones, 13 Wall. 679, 728-729, 20 L.Ed. 666 (1872) (emphasis added).

Since its pronouncement of the Ecclesiastical Abstention doctrine (or Church Autonomy Doctrine) 150 years ago, the United States Supreme Court has consistently held that civil courts have an extremely limited role in resolving religious controversies that have an incidental effect on a person's civil rights. "(T)he rule of action which should govern the civil courts ... is, that, whenever the questions of discipline, or of faith, or ecclesiastical rule, custom, or law have been decided by the highest of these church judicatories to which the matter has been carried, the legal tribunals must accept such decisions as final, and as binding on them, in their application to the case before them." *Id.* at 727, 20 L.Ed. 666.

It is a fundamental principle of American society that churches have a constitutional right "to decide for themselves, free from state interference, matters of church government as well as those of faith and doctrine." *Kedroff v. St. Nicholas Cathedral*, 344 U.S. 94, 116 (1952). For this reason, civil courts must defer to the decisions of a church's highest ecclesiastical authority regarding matters of governance and doctrine. *See Serbian E. Orthodox Diocese v. Milivojevich*, 426 U.S. 696, 709 (1976) ("[W]here resolution of the disputes cannot be made without extensive inquiry by civil

courts into religious law and polity, the First and Fourteenth Amendments mandate that civil courts shall not disturb the decisions of the highest ecclesiastical tribunal within a church of hierarchical polity, but must accept such decisions as binding on them...”).

Florida first adopted *Watson*'s deference to church authority approach in 1978. *See Mills v. Baldwin*, 362 So. 2d 2 (Fla. 1978). That decision was appealed to the United States Supreme Court, which vacated the decision and remanded for reconsideration in light of the Supreme Court's recent opinion in *Jones v. Wolf*, 443 U.S. 595 (1979). In *Jones*, the Supreme Court held that states could use either a neutral principles approach or a deference approach. On remand, the Florida Supreme Court reiterated its adoption of the deference approach. *See Mills v. Baldwin*, 377 So. 2d 971 (Fla. 1980).

Florida courts applying the deference approach “are precluded from rejecting the decisions of ecclesiastical tribunals of hierarchical churches, substituting their own inquiry into church policy, and then resolving the dispute based on their own interpretations of church law.” *Townsend v. Teagle*, 467 So. 2d 772, 775 (Fla. 1st DCA 1985) (holding that trial court was required to defer to decisions of church's governing body regarding transfers of property). “When analyzing jurisdiction under the church autonomy doctrine, courts must consider the nature and substance of the claim to determine if the claim involves a prohibited inquiry.” *Malichi v. Archdiocese of Miami*, 945 So. 2d 526, 529 (Fla. 1st DCA 2006).

The claims brought by plaintiffs directly implicate matters of church governance and pastoral discipline. Stovall Weems was the Senior Pastor of Celebration who was suspended pending an internal investigation into potential wrongdoing he engaged in while acting in that role. The Second Amended Complaint asks the Court to substitute its judgment for that of Celebration's board of trustees with respect to statements made

regarding that investigation. Entertaining these claims would require the Court to become excessively entangled in this inherently religious dispute, which this Court is prohibited from doing. *See Rosenberger v. Jamison*, 72 So. 3d 199, 203 (Fla. 1st DCA 2011) (court lacked jurisdiction to resolve dispute about church governance); *see also Malichi v. Archdiocese*, 945 So. 2d at 532 (Church Autonomy Doctrine applied to bar a priest’s workers’ compensation claim because “[t]he relationship between an organized church and its ministers is its lifeblood Matters touching this relationship must necessarily be recognized as of prime ecclesiastical concern.”) (*quoting McClure v. Salvation Army*, 460 F.2d 553, 558-59 (5th Cir. 1972)).

The question of how a church should govern itself is “an essentially religious matter.” *Rosenberger*, 72 So. 3d at 204. There, a disagreement on how the First Baptist Church of Micanopy³ should be governed led to a power struggle between competing factions of parishioners. When one group was ousted, it sued the church and its pastor for failing to follow the church’s articles of incorporation and bylaws by removing the members, amending the bylaws to convert the church from a congregation-led to an elder-led church, and electing directors. *Id.* at 201. The deposed parishioners sought to undo each of these decisions. *Id.* at 202. The trial court dismissed the complaint on jurisdictional grounds. On appeal, the parishioners argued that the dispute implicated neutral legal principles relating to corporate governance. Framing the issue as “whether the First Amendment prohibits judicial review of actions taken by a corporation allegedly

³ In *Rosenberger*, the First District confirmed that the Church Autonomy doctrine applies to congregationalist churches in the same way it does to hierarchical churches, a question it previously had raised in *Malichi*. Thus, a trial court is obligated to defer to and to recognize, as a matter of law, a church’s self-characterization as a hierarchical church. *See New Jerusalem Church of God, Inc. v. Sneads Community Church, Inc.*, 147 So. 3d 25, 29 (Fla. 1st DCA 2013).

in violation of its articles of incorporation and bylaws when the corporation is a church,” *id.* at 203, the district court rejected the parishioner’s argument, holding that “any inquiry into whether the Church adhered to its bylaws in excluding members necessarily entangles the court in religious matters protected by the First Amendment.” *Id.* at 204. The dismissal was affirmed.

A. The Ecclesiastical Abstention doctrine applies to defamation claims.

Defamation claims such as those alleged in the Second Amended Complaint have consistently been dismissed by Florida courts applying the Ecclesiastical Abstention doctrine. *See, e.g., Goodman v. Temple Shir Ami, Inc.*, 712 So. 2d 775 (Fla. 3d DCA 1998). In *Goodman*, a rabbi brought claims of defamation and tortious interference against his former temple and a member of its board of directors. The allegedly defamatory statements were made in connection with an investigation into a battery the rabbi was claimed to have committed. The trial court’s dismissal of those claims was affirmed on appeal because “[i]nquiring into the adequacy of the religious reasoning behind the dismissal of a spiritual leader is not a proper task for a civil court.” *Id.* at 777. Similarly, claims brought by a group of church members against the church for a declaratory judgment that the church had acted in violation of its bylaws and for slander based on statements made about the plaintiffs regarding the governance issues. *See Kond v. Mudryk*, 769 So. 2d 1073 (Fla. 4th DCA 2000). The church moved to dismiss the complaint, but plaintiffs argued that the complaint should not be dismissed because the trial court could apply “neutral principles of law” to determine the dispute. The trial court disagreed and dismissed the claims with prejudice, which was affirmed on appeal based on the District Court’s determination that resolution of the claims “would result in

excessive government entanglement with church policies, procedures, practices, and bylaws,' contrary to the First Amendment.” *Id.* at 1078.

In another instance, claims of slander based on a pastor’s statement that a church member was a “slut” from the altar before the congregation were constitutionally barred by the First Amendment. *See House of God Which is the Church of the Living God, the Pillar and Ground of the Truth Without Controversy, Inc. v. White*, 792 So. 2d 491 (Fla. 4th DCA 2001). The Fourth District relied on its prior reasoning in *Doe v. Evans*, 718 So. 2d 286 (Fla. 4th DCA 1998) that a determination of whether the church acted reasonably would entangle the court in the church’s religious law, practices, and policies. *See id.* at 494.

The most analogous case is also the most recent. *See Diocese of Palm Beach, Inc. v. Gallagher*, 249 So. 3d 657 (Fla. 4th DCA 2018). There, a catholic priest brought defamation claims against his former employer—the diocese. The diocese moved to dismiss the complaint based on the Ecclesiastical Abstention doctrine, which the trial court denied based on its determination that it could apply neutral principles of law. The Fourth District granted the diocese’s petition for a writ of prohibition and quashed the order. In its opinion, the District Court explained that any analysis of Gallagher’s claims for damages would “require the court to question the diocese’s employment decision to hire, retain, or discipline Father Gallagher—a member of the diocese, and the reasoning behind its decision.” *Id.* at 662.

This is precisely the analysis the Weemses seek to require of this Court. *See* Second Am. Compl. ¶ 5 (“Pastor Weems and K. Weems have brought this action to: clear their names; establish the falsity of the scandalous narrative and statements Defendants published about them; recover damages for the substantial injuries Defendants’ lies and

tortious conduct have caused; prevent Defendants' continued publication of defamatory falsehoods and private information about Plaintiffs; and expose how the seditionists now in control Celebration Church maliciously and unjustifiably ruined Plaintiffs' ability to work in their chosen profession.""). This dispute is unquestionably permeated with religious issues, including biblically-based principles about the authority to govern the church and how the church is to handle redressing complaints.

Like in *Gallagher, White, and Kond*, this Court is unable to apply neutral principles of law, but instead would become excessively entangled in matters involving religious beliefs. Because doing so is constitutionally prohibited, the Second Amended Complaint should be dismissed.

III. The arbitration agreement in Celebration's bylaws requires that this dispute be arbitrated.

The bylaws of an organization, which have been assented to by the members, is a contract between each member and the organization. *See Elbadramany v. Stanley*, 490 So. 2d 964 (Fla. 5th DCA 1986). As such, a provision in an organization's bylaws requiring that member disputes be arbitrated is sufficient to compel arbitration. *Id.* Section 19.05 of the church's Amended and Restated Bylaws contains a valid, binding, and enforceable agreement that disputes between the parties be mediated and arbitrated pursuant to the Christian Conciliation process:

In keeping with 1 Corinthians 6:1-8, all disputes which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, Trustee, Overseer, Elder, Director, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation ... Either party may file a motion seeking temporary injunctive relief from a court of competent

jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

Bylaws § 19.05. (emphasis added). This provision is based on a strong rebuke by Paul to the church in Corinth *against* bringing disputes before the courts:

If any of you has a dispute with another, do you dare to take it before the ungodly for judgment instead of before the Lord's people? Or do you not know that the Lord's people will judge the world? And if you are to judge the world, are you not competent to judge trivial cases? Do you not know that we will judge angels? How much more the things of this life! Therefore, if you have disputes about such matters, do you ask for a ruling from those whose way of life is scorned in the church? I say this to shame you. Is it possible that there is nobody among you wise enough to judge a dispute between believers? But instead, one brother takes another to court—and this in front of unbelievers!

The very fact that you have lawsuits among you means you have been completely defeated already. Why not rather be wronged? Why not rather be cheated? Instead, you yourselves cheat and do wrong, and you do this to your brothers and sisters.

1 Corinthians 6:1-8 (NIV). The plain language of the agreement—rooted in scripture—further demonstrates how it would be impossible for this Court to apply neutral principles of law in this dispute.

Florida courts have consistently held that arbitration agreements are favored and will be enforced whenever possible. *See Murphy v. Courtesy Ford, L.L.C.*, 944 So. 2d 1131, 1133 (Fla. 3d DCA 2006) (recognizing that “Florida public policy favors resolving disputes through arbitration”); *K.P. Meiring Constr., Inc. v. Northbay I & E, Inc.*, 761 So. 2d 1221, 1225 (Fla. 2d DCA 2000) (referencing the strong public policy favoring contract clauses requiring arbitration); *Orkin Exterminating Co. v. Petsch*, 872 So. 2d 259, 263 (Fla. 2d DCA 2004) (“In determining whether a dispute is subject to arbitration, courts consider: (1) whether a valid written agreement to arbitrate exists; (2) whether an arbitrable issue

exists; and (3) whether the right to arbitration was waived.”) (citing *Stacy David, Inc. v. Consuegra*, 845 So. 2d 303, 306 (Fla. 2d DCA 2003)).

Because arbitration is a favored method of dispute resolution, courts “should indulge every reasonable presumption to uphold proceedings resulting in an award.” *Turnberry Assoc. v. Service Station Aid, Inc.*, 651 So. 2d 1173, 1175 (Fla. 1995) (citing *Roe v. Amica Mut. Ins. Co.*, 533 So. 2d 279, 281 (Fla. 1988)). Consequently, any doubt regarding the scope of an arbitration clause should be resolved in favor of arbitration. *See Bill Heard Chevrolet Corp., Orlando v. Wilson*, 877 So. 2d 15, 18 (Fla. 5th DCA 2004) (“[A]ll questions concerning the scope or waiver of the right to arbitrate should be resolved in favor of arbitration rather than against it.”). “This presumption extends to private religious arbitration...” *Spivey v. Teen Challenge of Florida, Inc.*, 122 So. 3d 986, 992 (Fla. 1st DCA 2013). This is particularly true here, where the arbitration provision at issue is expressly inspired by the biblical principles set forth in 1 Corinthians, a matter of “faith and doctrine” into which the Court is prohibited from inquiring.

A. Celebration’s bylaws are a valid agreement to arbitrate.

Celebration’s bylaws govern the parties’ rights and responsibilities regarding plaintiffs’ claims against the defendants. Section 19.05 of the bylaws requires that “all disputes” be mediated, then arbitrated. The only exception to that provision relates to entry of a temporary injunction preserving the *status quo* so that the parties can engage in the alternative dispute resolution process.

Plaintiffs’ make the conclusory allegation that the causes of action alleged in the Second Amended Complaint “accrued after Pastor Weems and K. Weems were no longer employed by or members of Celebration Church.” However, plaintiffs were—and currently remain—members of Celebration.

B. Stovall and Kerri Weems are subject to the arbitration agreement.

After filing the initial complaint seeking to regain control of Celebration, Stovall Weems resigned from his leadership and legal positions at the church. The resignation letter specifically states that he was resigning from the following positions: “Senior Pastor, President and Chief Executive Officer, Chair and member of the Board of Trustees, and Registered Agent of CCJ.” Despite resigning from his leadership positions, Stovall and Kerri Weems remain members of Celebration and are therefore subject to the arbitration agreement.

Celebration’s bylaws define the church’s members as “all people who faithfully contribute, through tithes and offerings, to the finances of the Church.” Bylaws, art. 6. Membership is granted after the completion of a membership class, submission of a financial support commitment form, and regular financial giving. The authority to terminate a membership is vested in the board of trustees if a member has not made any financial contributions in a given year. *Id.*

As set forth in the affidavit of Celebration’s Executive Pastor Wayland Wiseman, both Stovall and Kerri Weems made financial contributions to the Church in 2021 so a year has not passed in which they have made no financial contributions. The Weemses have not requested that their status as members of the Church be terminated, and the board has not terminated them as members. In fact, the Church’s membership records identify both Stovall and Kerri Weems as active members. A copy of the Wiseman Affidavit is attached as Exhibit F. Accordingly, Stovall and Kerri Weems remain members of Celebration Church as defined in the Church’s bylaws and their claims are subject to arbitration, not litigation.

This is consistent with the plain language of Stovall Weems' resignation letter, in which he states that the resignation "does not and will not affect with [sic] any claims that have or may be filed by me or Kerri Weems against CCJ trustees and officers or against any individuals or organizations associated with what I believe to be the illegal seizure of the institution and its resources." The clear intent expressed in the resignation letter is that it has no impact on any of Stovall Weems' claims. But that is exactly how Weems appears to be attempting to use it now, by claiming that the arbitration provision in the bylaws no longer applies to him because he is no longer a member of the church. *See* Plaintiff's Opposition to Motion to Dismiss Amended Complaint, pp. 3-4. That was never the intent of the resignation letter, and the Court should not imbue the letter with new meaning absent on its face. Regardless, this argument does not apply to Kerri Weems as she did not submit a resignation letter and the resignation letter received from Stovall Weems does not purport to relate to any positions she held at the church.

C. Plaintiffs' claims are arbitrable issues.

The allegations in the Second Amended Complaint, which include claims of defamation, invasion of privacy, and intentional infliction of emotional distress, are all arbitrable. *See Richardson Greenshields Securities, Inc. v. McFadden*, 509 So. 2d 1212 (Fla. 2d DCA 1987) ("Actions sounding in tort are proper subjects for arbitration."); *Layne v. Tribune Co.*, 146 So. 234 (Fla. 1933) (explaining that defamation is a tort); *Allstate Ins. Co. v. Ginsberg*, 863 So. 2d 156 (Fla. 2003) (referring to invasion of privacy as a tort); *Medina v. Genex Services*, 301 So. 3d 405 (Fla. 3d DCA 2020) (describing the tort of intentional infliction of emotional distress). The scope of the arbitration agreement is broad because it includes "all disputes" between the parties.

D. Defendants have not waived the right to arbitration

A party to an arbitration agreement can waive the right to arbitrate by actively participating in a lawsuit initiated by another party prior to asserting the right to arbitration. *See Piercy v. School Bd. Of Washington County, Fla.*, 576 So. 2d 806 (Fla. 1st DCA 1991). Since plaintiffs filed their initial complaint, the only action taken by defendants has been to seek the dismissal of the action, including by demanding that the alternative dispute resolution process required by the bylaws be followed. This does not constitute active participation in a lawsuit that could be sufficient to waive the right to arbitration. *See Houchins v. King Motor Co. of Fort Lauderdale, Inc.*, 906 So. 2d 325 (Fla. 4th DCA 2005) (holding that the filing of a motion to dismiss for failure to state a cause of action does not constitute active participation in a lawsuit that would result in the waiver of the right to arbitration.).

Because a valid, binding, and enforceable arbitration agreement exists under Section 19.05 of the church's bylaws, the Court should compel plaintiffs to mediate, then arbitrate, any claims they have against Celebration, its officers, directors, and agents.

IV. The Second Amended Complaint fails to state causes of action for Conspiracy, Aiding and Abetting, and Intentional Infliction of Emotional Distress.

A. The intra-corporate conspiracy doctrine bars claims of conspiracy and aiding and abetting against both principals and agents.

The Second Amended Complaint alleges two causes of action of conspiracy and two counts of aiding and abetting. Count VII alleges a "Conspiracy to Defame" by Stovall Weems against all defendants; and Count VIII is a similar claim brought by Kerri Weems against all defendants. These causes of action generally claim that the defendants agreed and conspired with one another to defame Stovall and Kerri Weems. Count IX alleges a

claim of “Aiding and Abetting Invasion of Privacy” by Kerri Weems against all defendants and Count X alleges “Aiding and Abetting Public Disclosure of Private Facts” by Kerri Weems against all defendants. The intra-corporate conspiracy doctrine bars these claims.

Under the intra-corporate conspiracy doctrine, plaintiffs’ claims for conspiracy and aiding and abetting must be dismissed because the church’s agents, which include its trustees and attorney, are legally incapable of conspiring or aiding and abetting among themselves or with the church to commit a tort.

This doctrine, originally a product of antitrust law, provides that neither an agent nor an employee can conspire with his or her corporate principal or employer. This doctrine stems from basic agency principles that attribute the acts of agents of a corporation to the corporation, so that all of their acts are considered to be those of a single legal actor. Because a civil conspiracy requires an agreement between two or more parties, it is not possible for a single legal entity consisting of the corporation and its agents to conspire with itself.

Mancinelli v. Davis, 217 So. 3d 1034, 1036-37 (Fla. 4th DCA 2017) (cleaned up). Although there is an exception to this doctrine where the alleged co-conspirators have a personal stake in the activities that are separate and distinct from the corporation’s interest, that exception does not apply here. See *Cedar Hills Props. Corp. v. E. Fed. Corp.*, 575 So. 2d 673, 676 (Fla. 1st DCA 1991) (“Since a corporation is a legal entity which can only act through its agents, officers and employees, a corporation cannot conspire with its own agents unless the agent has a personal stake in the activities that are separate and distinct from the corporation's interest.”). The Second Amended Complaint does not allege—because there is no factual basis to do so—that the individual defendants have any personal stake in making the statements that form the basis of the claims, much less a personal stake that is separate and distinct from Celebration.

The Second Amended Complaint's vague and conclusory allegations regarding the advancement of personal and economic agendas do not bring its claims within the exception. For example, the complaint's opening paragraph describes this case as an "example of what happens when a group of people decide to weaponize false information to inflict harm on others and advance their personal and economic agendas, demonize someone they target as an adversary, and deceive the public into believing salacious lies are true." Second Am. Compl. ¶ 1. But it wholly fails to explain what possible benefit any of the individual defendants may have obtained, especially given that the allegations do not suggest the defendants ever acted outside their scope of agency with the church. It is particularly hard to imagine what personal stake these defendants may have had, given that they are unpaid volunteers for a non-profit corporation.

The same reasoning bars the claims for aiding and abetting because if a corporation cannot conspire with itself, then it cannot aid and abet itself either. While a claim for conspiracy requires an agreement and an overt act in furtherance of that conspiracy, a claim for aiding and abetting only requires assistance. The common basis of these two claims is concerted action. The intra-corporate conspiracy doctrine's recognition that a principal and agent cannot conspire with one another because their acts are deemed to be "those of a single legal actor" applies in the same way to preclude claims of aiding and abetting.

B. The Second Amended Complaint fails to state a cause of action for intentional infliction of emotional distress.

To state a cause of action for intentional infliction of emotional distress, a plaintiff must establish: (1) the defendant acted recklessly or intentionally; (2) the defendant's conduct was extreme and outrageous; (3) the defendant's conduct caused the plaintiff's

emotional distress; and (4) plaintiff's emotional distress was severe. *See Johnson v. Thigpen*, 788 So. 2d 410, 413 (Fla. 1st DCA 2001). In recognizing intentional infliction of emotion distress as a cause of action, the Florida Supreme Court relied on the definition of extreme and outrageous conduct set forth in Section 46, Restatement (Second) of Torts:

Liability has been found only where the conduct has been so outrageous in character, and so extreme in degree, as to go beyond all possible bounds of decency, and to be regarded as atrocious and utterly intolerable in a civilized community. Generally, the case is one in which the recitation of facts to an average member of the community would arouse his resentment against the actor, and lead him to exclaim, "Outrageous!"

Metropolitan Life Ins. Co. v. McCarson, 467 So. 2d 277, 278-79 (Fla.1985). Whether a plaintiff has met the requirements of a claim for intentional infliction of emotional distress is a question for the trial court to decide as a matter of law. *See Thigpen*, 788 So. 2d at 412.

Florida courts have dismissed claims of intentional infliction of emotional distress brought in the context of allegedly defamatory statements made in religious disputes. "Although we recognize being branded a thief in front of one's parishioners might certainly be unsettling, embarrassing, and/or humiliating for a member of the clergy, we do not believe that this alleged conduct is the type of extreme and outrageous conduct needed to support a claim for the intentional infliction of emotional distress." *LeGrande v. Emmanuel*, 889 So. 2d 991 (Fla. 3d DCA 2004). Similarly, statements made by a church leader that the plaintiff was a Pentecostal was insufficiently outrageous to state a cause of action for intentional infliction of emotional distress. *See Kond v. Mudryk*, 769 So. 27 at 1078. Likewise, a pastor's accusations that a parishioner was a homosexual and his marriage was a sham designed to conceal his homosexuality were not sufficiently

outrageous to be actionable, even though they led the plaintiff to call off the marriage and move out of the state. *See Bilbrey v. Myers*, 91 So. 3d 887 (Fla. 5th DCA 2012). By comparison, statements made by students in a newsletter that the author intended to kill the plaintiff and rape her children were actionable as sufficiently outrageous. *See Nims v. Harrison*, 768 So. 2d 1198 (Fla. 1st DCA 2000).

The statements made in the report are similar to those in *LeGrande*, and are in no way like those in *Nims*. The Second Amended Complaint fails to allege facts to support the outrageousness element of a claim for intentional infliction of emotional distress and should therefore be dismissed.

CONCLUSION

The claims alleged in the Second Amended Complaint would require this Court to excessively entangle itself into a purely religious dispute over matters of church governance and discipline. Such an intrusion would violate the First and Fourteenth Amendments and lead to “the total subversion” of the church by the state, as prohibited by *Watson* and its progeny. Plaintiffs’ claims are subject to the arbitration provision in Section 19.05 of Celebration’s bylaws. Therefore, the complaint should be dismissed, or plaintiffs should be compelled to follow the alternative dispute resolution processes outlined in the bylaws.

The Second Amended Complaint also fails to state causes of action for conspiracy, aiding and abetting, and intentional infliction of emotional distress. The intra-company conspiracy doctrine bars the first two claims because the church and its agents cannot conspire or aid and abet torts amongst themselves. As to the claim for intentional infliction of emotional distress, the statements do not rise to the level of outrageousness required by Florida law.

Dated: July 1, 2022.

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CERTIFICATE OF SERVICE

The undersigned certifies that on July 1, 2022, a copy of the foregoing was served by email on the below addresses by filing through the Florida Courts' E-Filing Portal:

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EXHIBIT A

**AMENDED AND RESTATED BYLAWS
OF
CELEBRATION CHURCH OF JACKSONVILLE, INC.**

These Amended and Restated Bylaws (hereinafter referred to as "these Bylaws") govern the affairs of Celebration Church of Jacksonville, Inc., a Florida religious nonprofit corporation (the "Church" or "Corporation"). The Church is organized under the Florida Not For Profit Corporation Act (the "Act"). These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church, as amended.

**ARTICLE 1
NAME AND REGISTERED OFFICE**

The name of this religious nonprofit corporation is Celebration Church of Jacksonville, Inc. The principal office of the Church in the State of Florida shall be located at 9555 R G Skinner Parkway, Jacksonville, FL 32256. The Board of Directors of the Church, hereinafter referred to as the "Trustees," shall have full power and authority to change any office from one location to another, either in Jacksonville, Florida or elsewhere. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Florida. The registered office may be, but need not be, identical to the Church's principal office in Florida. The Trustees may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2
STATEMENT OF FAITH**

2.01 The Bible.

We believe that the Bible is God's Word. It is accurate, authoritative and applicable to our everyday lives. 2 Timothy 3:15-16.

2.02 God.

We believe in one eternal God who is the Creator of all things. He exists in three Persons: God the Father, God the Son and God the Holy Spirit. He is totally loving and completely holy. Matthew 3:16-17; 28:19; 1 John 5:7-8; Isaiah 9:6.

2.03 Salvation.

We believe that sin has separated each of us from God and His purpose for our lives. We believe that in order to receive forgiveness and the 'new birth' we must repent of our sins, believe in the Lord Jesus Christ, and submit to His will for our lives. John 14:6; Colossians 1:13-18; Romans 5:1; Ephesians 2:8-9; 2 Peter 3:9; 1 Timothy 2:3-4.

2.04 Jesus Christ.

We believe that the Lord Jesus Christ as both God and man is the only One who can reconcile us to God. He lived a sinless and exemplary life, died on the cross in our place, and rose again to prove His victory and empower us for life. We believe that the Lord Jesus Christ is coming back again as He promised. John 1:1-4; 1 Timothy 3:16; Matthew 1:18; 2 Corinthians 5:21; Mark 16:5-6; Acts 1:9-11; John 14:3.

2.05 The Holy Spirit.

We believe that the Holy Spirit empowers us to live the holy and fruitful lives that God intends for us to live and that through the Holy Spirit we have access to spiritual gifts for the purpose of building and edifying the local church. 2 Peter 1:2-3; 2 Corinthians 3:18; Acts 8:14-17; Acts 10:44-48; Romans 11:29.

2.06 The Local Church.

We believe in the power and significance of the Church and the necessity of believers to meet regularly together for fellowship, prayer and the 'breaking of bread'. We believe that God has individually equipped us so that we can successfully achieve His purpose for our lives which is to worship God, fulfill our role in the Church and serve the community in which we live. We believe that God wants to heal and transform us so that we can live healthy and blessed lives in order to help others more effectively. Ephesians 1:22, 2:19-22.

2.07 Heaven and Hell.

We believe that Heaven and Hell are real eternal places and that our eternal destination is determined by our response to the Lord Jesus Christ. Revelation 20:11-15; John 14:1-4; Romans 6:23; John 3:15-16.

2.08 Marriage and Sexuality.

Based upon the orthodox teaching of the church throughout history and the faithful witness of the scriptures, we believe in and affirm the meaning of the term "marriage" exclusively as follows: Marriage sanctioned by God joins one man and one woman in a faithful, exclusive, committed and lifelong union. We believe God intends sexual intimacy to be only for a man and woman who are married to each other and He has defined all intimate sexual activity outside of a heterosexual marriage as sexual immorality, sinful, and contrary to God's will as defined in Scripture. The standard and expectation for all Christ Followers regarding sexuality is celibacy in singleness and faithfulness in heterosexual marriage.

We believe that any form of sexual immorality as defined in scripture (Matt 15:18-20, 1 Cor. 6:9-10) is sinful and offensive to God. We believe in order to preserve the function and

integrity of the church as the local Body of Christ, and to provide a biblical role model to the church members and the community, it is imperative all persons employed by the church in any capacity, or who serve as volunteers, should abide by and agree to this Statement on Marriage and Sexuality and conduct themselves accordingly. (*Matt 5:16; Phil 2:14-16; 1 Thess. 5:22.*)

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. We believe that every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with scripture nor the doctrines of the Church. (*Acts 3:19-21; Rom 10:9-10; 1 Cor 6:9-11; Mark 12:28-31; Luke 6:31.*)

2.09 Statement on the Sanctity of Human Life.

We believe that all human life is sacred and created by God in His image. Human Life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death. We are therefore called to defend, protect and value all human life. (Ps 130)

2.10 The Sacraments.

The sacraments of baptism and communion are permanent visible signs of our profession of Christian faith and God's gracious ministry toward us. By them we affirm our faith and give public witness to the sacred nature of what we believe. In fulfilling these spiritual duties, we are reminded an important work has taken place in our hearts as believers. They point to the gracious work of Christ - His sacrificial death and victorious resurrection for us. By them, He works within us to quicken, strengthen and deepen our faith. God's real presence and His grace are made available through them.

Baptism is a symbol of the new covenant of grace and signifies acceptance of the benefits of the atonement through the death, burial, and resurrection of Christ. All believers who repent and believe on Jesus as personal Savior and Lord are commanded by the Word of God to be baptized in water in the Name of the Father, the Son, and the Holy Spirit. Baptism is an act of obedience to God.

Baptism is an opportunity for every believer to publicly affirm and express their faith. The act symbolically declares to the world they now believe and trust in Jesus as Savior. Baptism affirms that Christ has radically changed your life; the old sinful lifestyle has died with Christ at salvation, and a new person has been raised to live a new life in Christ. It declares you are submitting to the process of lifelong spiritual growth and committed to serve Him as Lord by the power of the Holy Spirit.

In the New Testament, baptism is practiced publicly. We incorporate baptisms into worship gatherings on a regular basis and emphasize the public nature of the sacrament.

(Matt 3:1-7, 13-17; 10:32; 28:16-20; Mark 1:9-13; John 3:5, 22, 26; 4:1-2; Acts 2:38-39, 41; 8:12-17, 35-39; 9:18; 10:47-48; 16:29-34; 18:8; 19:1-6; 22:16; Rom 2:28-29; 4:11; 6:3-4; 1 Cor 12:13; Gal 3:27-29; Col 2:11-12; Titus 3:5; 1 John 1:9; 1 Pet 3:18-22)

Communion (the Lord's Supper) is symbolic of our redemption by Christ's death. Each time we partake of communion we remember Jesus lived a sinless life, died on the Cross in our place, and rose again to prove His victory over death and sin. Eating and drinking the symbols of Christ's sacrifice express our awareness and affirmation that through the death of Jesus we have received salvation by faith and have eternal life through the Lord Jesus. The sacrament is also a sign of love believers have for each other and represents our hope looking forward to Christ's return and second coming, reminding us to proclaim the Lord's death until He comes!

To those who receive it humbly, with a proper spirit and by faith, communion is a means through which God communicates grace to the heart, nourishing the soul and spirit.

(Ex 12:1-14; Matt 26:26-29; Mark 14:22-24; Luke 22:14-20; John 6:28-58; 1 Cor.5:7-8; 10:3-4, 16-17; 11:23-32; 2 Peter 1:4)

2.11 Statement of Final Authority.

The statement of faith doesn't exhaust the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning Truth, Morality, and the proper conduct of mankind, is the sole and final of all that we believe. For purposes of Celebration Church's faith, doctrine, practice, policy and discipline, our Senior Pastor and Senior Leadership Team are the organization's final interpretive authority on the Bibles meaning and application.

ARTICLE 3 GENERAL PROVISIONS

3.01 Autonomy.

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate with any churches of like precious faith.

3.02 Purposes.

The Church is formed for any lawful purpose or purposes not expressly prohibited under the Act. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent

the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are to:

- (a) Minister the Word of God;
- (b) Conduct regular religious worship services through various forms of ministries;
- (c) Promote and encourage, through ministries of the Church, cooperation with other organizations ministering within the community;
- (d) Spread the Word of the Gospel by ministering to all through seminars, radio, television, and other forms of mass media;
- (e) Conduct a local and international Church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Bible;
- (f) Maintain local Church and missionary facilities to propagate the gospel of Jesus Christ both at home and in foreign lands and to support and send missionaries throughout the world;
- (g) Conduct a school for ministers and leaders;
- (h) License and ordain qualified individuals including graduates of ministerial schools;
- (i) Collect and disburse any and all necessary funds for the maintenance of the Church and the accomplishment its purpose within the State of Florida and elsewhere around the world; and
- (j) Make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

The Church is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

3.03 Powers and Restrictions.

Except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper

to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

- (a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, trustees, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Articles of Incorporation and these Bylaws. No

substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by (i) a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Church is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Church's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 4 GOVERNING BODY

The Church is operated as a religious nonprofit Corporation in accordance with Title 36, Chapter 617 of the Florida Not for Profit Corporation Act, and subject to the Act, its Articles of Incorporation and these Bylaws. The Church is governed by its Board of Directors (hereinafter referred to as the "Trustees").

ARTICLE 5 CHURCH GOVERNMENT

The Church seeks to be led by the Holy Spirit in all things. The Senior Pastor, the Trustees, the Officers, the Overseers, the Senior Leadership Team and the Membership all have a certain role in the Church's government.

(a) Role of the Senior Pastor. The Senior Pastor has executive and supervisory control over and is ultimately responsible for both the spiritual and the corporate health of the Church, including communicating the ministry vision for and overseeing the day-to-day operations of the Church (as described in Article 7).

(b) Role of the Trustees. The Trustees shall have the duties and responsibilities generally associated with and exercised by a corporate board and are to serve the Church by assuring compliance with the Church's management policies and procedures, by approving the annual budget and other major financial commitments of the Church (as described in Articles 4 and 8).

(c) Role of the Officers. The Officers are to serve the Church in accordance with those certain roles and responsibilities as may be determined from time to time by the Senior Pastor, the Trustees, or by such persons designated by the Trustees or Senior Pastor (as described in Article 9).

(d) Role of the Overseers. The Overseers shall provide apostolic oversight to the Senior Pastor and are charged with protecting the Church through counsel, prayer, and if required, the discipline of the Senior Pastor (as described in Article **10**).

(e) Role of the Senior Leadership Team. The Senior Leadership Team serves in both a spiritual leadership capacity and in a staff leadership capacity, as the protectors and encouragers of a positive spiritual climate within the Church and as seasoned and experienced members of the pastoral team who work alongside the Senior Pastor in carrying out his directives (as described in Article 11).

(f) Role of the Members. The Members of the Church support the Senior Pastor in fulfilling his calling; influence the spiritual tone, strength and the direction of the body of believers (as described in Article 6)

ARTICLE 6 CHURCH MEMBERSHIP

The Church's membership is open to all who profess their faith openly in our Lord Jesus Christ. There shall be one class of membership (hereinafter the "Members") and the Members shall all be people who faithfully contribute, through tithes and offerings, to the finances of the Church. Membership is granted and recognized once a person has attended the membership class, completed and returned the financial support commitment form and demonstrated regular financial

giving through tithes and offerings to the Church. Should one (1) year pass without a record of financial contributions, membership shall be terminated by the Trustees. The Trustees may, from time to time, adopt and amend the application procedures and qualifications for membership in the Church.

As set forth in Article 4, the corporate governance of the Church is solely vested in the Trustees. As set forth in Article 7, plenary power to oversee the spiritual affairs and the day-to-day operations of the Church is vested with the Senior Pastor. As such, Members are not entitled to cast a vote in person, by proxy or otherwise that is binding upon the Church.

The Senior Pastor shall have the sole and exclusive authority to seek the membership's approval or disapproval of an action that Members would not otherwise not be entitled to vote (hereinafter a "vote of affirmation") upon. Should the Senior Pastor seek a vote of affirmation, the outcome of such vote carries no legal weight, is not binding on the Corporation and is only intended to gauge the opinion of or seek moral support from the membership.

ARTICLE 7
THE SENIOR PASTOR:
PRESIDENT AND CHIEF EXECUTIVE OFFICER

7.01 The Office of the Senior Pastor: Dual and Concurrent Responsibilities.

The Church finds its headship under the Lord Jesus Christ and in its Senior Pastor. The Senior Pastor shall have plenary authority over and shall be responsible for directing all of the ministries and spiritual activities of the Church. Concurrently, the Senior Pastor shall serve as the President and Chief Executive Officer of the Corporation and shall have plenary authority over and shall be responsible for directing all of the day-to-day business activities and operations of the Church.

Because the Church has two simultaneous and complimentary expressions: (1) the spiritual life of a body of believers (the Church); and (2) the corporate entity that houses the Church's functions and activities (the Corporation), it is the Senior Pastor that bridges the gap between these dual and concurrent expressions. The Senior Pastor, is primarily responsible for the spiritual life of the Church, and at the same time, he must be in the position to insure the Church's corporate health and that its resources are directed toward the ministries he deems fit and in furtherance of the Church's best interests.

7.02 Duties and Responsibilities.

The Senior Pastor is responsible to lead the Church in accordance with Biblical principles to accomplish the New Testament purposes of the Church and his duties require that he:

- (a) Provide Biblical vision and direction for the congregation;
- (b) Serve as the leader of the Church body of believers, the Church staff, all church organizations, all Church ministries, the Trustees, and all Church Advisory Committees, with the exception of the Independent Compensation Committee and

the Confirmation Committee, to accomplish the New Testament purposes of the Church;

- (c) Define and communicate the Church's purpose;
- (d) Administer and coordinate the day-to-day ministry to the congregation and administration and operations of the Church;
- (e) Nominate and remove Overseers;
- (f) Appoint, direct, oversee and remove Senior Leadership Team Members;
- (g) Recognize and enlist apostolic, prophetic, evangelistic, pastoral and teaching ministries, along with that of Senior Leadership Team Members and additional staff members as he deems Biblical and necessary for the healthy and balanced spiritual ministry of the body of believers;
- (h) Select individuals who will help to assist in the business operations of the Corporation;
- (i) Hire, direct, oversee, and terminate Church staff as he deems necessary to help administrate the affairs of the Church;
- (j) Endeavor to ensure that all official and duly authorized directives and corporate resolutions of the Trustees are properly carried out; and
- (k) Do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President and Chief Executive Officer of a corporation.

7.03 Senior Pastor's Spiritual Leadership.

In his role as Senior Pastor, he may work with the Trustees, Officers, the Senior Leadership Team Members, Overseers or anyone else serving in any five-fold ministry offices (as outlined in Ephesians 4:11-13) in any way that he determines is Biblical and consistent with these Bylaws, the Articles of Incorporation and the Act. In addition, the Senior Pastor shall 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 anyone that can assist in what he deems necessary to properly carry on the work of the Church.

7.04 Senior Pastor's Responsibility for Worship Services.

The scheduling of worship times, the ordering of worship services, and the leadership of worship services, as well as all other uses of Church owned facilities are to be determined by the Senior Pastor, or his designee. 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 specific approval of the Senior Pastor, or his designee.

7.05 Senior Pastor's Role with Trustees.

The Senior Pastor shall serve as the Chairman of the Trustees. He shall call the meetings and determine the agenda for all Trustee meetings in consultation with the Trustees. The Senior

Pastor shall not (except under the circumstances described in Article 8) be entitled to cast a vote on matters before the Trustees.

The Senior Pastor shall have the exclusive right to make nominations of candidates from the Membership to serve as a Trustee and present his nominee to the Trustees (as described in Article 8.03).

7.06 Senior Pastor's Role in Administration.

The Senior Pastor, as the President and Chief Executive Officer of the Corporation, or his designee, shall have plenary authority over and shall be responsible for directing all of the day-to-day business activities and operations of the Church.

The Senior Pastor shall be responsible for hiring, directing, disciplining, and dismissing staff members. The Senior Pastor shall, in accordance with applicable federal tax law and Internal Revenue Service guidelines for nonprofit organizations, determine and establish salaries and pay scales for all salaried employees (excluding his salary and those of his family members). The Senior Pastor's final determination of salaries and pay scales shall be reviewed and approved annually by the Independent Compensation Committee (as described in Article 12).

7.07 Church Discipline regarding the Senior Pastor.

(a) Criteria for Discipline of Senior Pastor. Should, in the opinion of two (2) or more Trustees or two (2) or more members of the Senior Leadership Team, the Senior Pastor engage in immoral conduct, improper financial practices, or espouse theological views or beliefs (hereinafter referred to as "pastoral misconduct") that may require discipline, then such Trustees or Senior Leadership Team Members shall contact the Senior Pastor and the Overseers and request that the Overseer's undertake an investigation of all alleged incidents of pastoral misconduct and the evaluation of appropriate discipline, if warranted.

(b) Process for Investigation and Disciplinary Action. Should the Overseers be called upon to investigate pastoral misconduct, an affirmative vote of a majority of the total number of Overseers is required to initiate an investigation. Following the conclusion of the Overseer's investigation and the making of findings, an affirmative vote of a majority of the total number of Overseers is required to take disciplinary action against the Senior Pastor. Following such majority vote, the Overseers shall assume complete authority over the Senior Pastor's on-going and future ministerial activities; the Overseers may undertake to discipline Senior Pastor in any way deemed necessary; the Overseers may vote to remove the Senior Pastor from his position of leadership or to terminate the Senior Pastor's employment with the Church. Otherwise, the Overseers shall have no authority in the normal life of the Church and then only as set forth in these Bylaws.

(c) If there are fewer than three (3) Overseers, the Trustees shall assume the roles and responsibilities of the Overseers described in Sections 7.07(a) and (b) above until such time as there are at least three (3) Overseers that have been approved by the Trustees.

7.08 Installation of New Senior Pastor-President.

(a) The Confirmation Committee. The Confirmation Committee shall have an advisory role with regard to the confirmation of a new Senior Pastor-President (as described in Article 8).

(b) Vacancy while the Senior Pastor-President is in Good Standing. The Senior Pastor is in "*Good Standing*" if: (1) he is not under investigation by the Overseers or (2) he is not under discipline by the Overseers.

If a vacancy in the position of Senior Pastor occurs due to death, disability, resignation or other absence while the Senior Pastor is in Good Standing (as defined herein), then the outgoing Senior Pastor shall nominate a candidate to serve as the new Senior Pastor by way of a signed writing (or in a previously signed writing in the event of death) submitted to the Confirmation Committee for its review and consideration. The Confirmation Committee shall then submit the outgoing Senior Pastor's nominee for a vote by the Confirmation Committee. An affirmative vote of two-thirds of the representatives then serving on the Confirmation Committee shall be required to confirm the selection of a new Senior Pastor of the Church. In the event that the Confirmation Committee does not confirm such nominee, the process shall be repeated until a nominee is confirmed as the new Senior Pastor. If the outgoing Senior Pastor is unable or unwilling to nominate a candidate for the position of new Senior Pastor, then the Overseers shall nominate a candidate under the same process described herein.

(c) Vacancy while the Senior Pastor is Not in Good Standing. The Senior Pastor is "*Not in Good Standing*" if: (1) he is under investigation by the Overseers; or (2) he is undergoing discipline by the Overseers.

If a vacancy in the position of Senior Pastor occurs due to death, disability, resignation or other absence while the Senior Pastor is in Not in Good Standing (as defined herein), then the Overseers shall nominate a candidate for the position of new Senior Pastor by an affirmative vote of one less than the total number of Overseers. The Overseer's shall submit to the Confirmation Committee its nominee for new Senior Pastor by way of a writing signed by the required number of Overseers. An affirmative vote of two-thirds of the representatives serving on the Confirmation Committee shall act to confirm the new Senior Pastor of the Church. In the event

that the Confirmation Committee does not confirm such nominee the process described herein shall be repeated until a nominee is confirmed as the new Senior Pastor.

(d) Appointment of Interim Senior Pastor. If a vacancy in the position of Senior Pastor occurs due to death, disability, resignation or other absence while the Senior Pastor is in Not in Good Standing (as defined herein), then the Overseers may appoint, by a vote of one less than the total number of Overseers then serving, an acting Interim Senior Pastor who shall serve until such time as a new Senior Pastor is nominated and confirmed by way of the process set forth herein. The acting Interim Senior Pastor shall be eligible for nomination and confirmation as Senior Pastor as set forth herein. The Interim Senior Pastor shall not, during his service as Interim Senior Pastor,

concurrently serve as an Officer, Trustee, or Overseer of the Church and shall not have any corporate rights, duties, or responsibilities to the Corporation.

(e) If there are fewer than three (3) Overseers, the Trustees shall assume the roles and responsibilities of the Overseers described in Sections 7.08(a) through (d) above until such time as there are at least three (3) Overseers that have been approved by the Trustees.

ARTICLE 8 TRUSTEES

8.01 General Powers and Authority of the Trustees.

The term "Trustees" as used herein shall mean the Board of Directors as described in accordance with Title 36, Chapter 617.0801 of the Florida Not For Profit Corporation Act. The Trustees shall have the duties and the responsibilities generally associated with and exercised by a corporate board and as such, are the only governing body within the Church. All corporate powers shall be exercised by or under the authority of the Trustees and in accordance with the Act and these Bylaws. Accordingly, the Trustees shall have the final authority solely over affairs pertaining to corporate matters of the Church.

The Trustees shall be responsible for the management and oversight of all of the Church's financial resources, including the acquisition and disposition of Church property (both real and personal). Further, the Trustees shall have the power:

- (a) To buy, sell, mortgage, pledge or encumber such real or personal property owned by the Church;
- (b) To approve or disapprove of the Church merging or transferring some or all of its assets to another qualified tax-exempt organization;
- (c) To approve or disapprove of the Church dissolving or otherwise liquidating its assets;
- (d) To approve or disapprove of the engaging in any transaction, contract, agreement, or arrangement that is unrelated to the purposes of the Church;
- (e) To approve or disapprove of the Church entering into any financial commitment that violates the financial guidelines in 8.02; and
- (f) To do all things necessary and proper to carry out the above-described general corporate powers and to fulfill all the duties incident to the role of Trustees of the Corporation.

8.02 Financial Guidelines.

(a) Debt Restrictions. Before the Trustees can authorize the church to borrow money or incur lease obligations, the following conditions must be met:

(1) Maximum 35% Payment Ceiling. The combined totals of all monthly debt 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 limited to tithes, offerings, investment income and unrestricted gifts to 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) Church Plant Exception. If a church plant has less than twelve (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 or Treasurer.

8.03 Number, Qualifications, Appointment, Term, and Resignation or Removal of Trustees.

(a) Number. There shall be not less than five (5) and no more than nine (9) Trustees.

(b) Qualifications. Except for the Senior Pastor, Trustees shall not be employees of the Church. Nor shall they be related by blood or marriage to any other Trustee, the Senior Pastor, an Officer any or member of the Senior Leadership Team of the Church.

(c) Election. The Senior Pastor shall have the exclusive right to nominate individuals whom he deems qualified to serve as a Trustee. A candidate for Trustee shall be elected by the affirmative vote of all remaining Trustees.

In the event of a Trustee vacancy, whether due to resignation or removal, the Senior Pastor shall be given a reasonable amount of time to nominate an individual he deems qualified to serve as a Trustee in accordance with these Bylaws.

(d) Term. The term of office for all Trustees other than Senior Pastor shall be one (1) year; however, such Trustees may serve consecutive terms without limitation. The Senior Pastor shall serve as a Trustee until he resigns, dies or is otherwise removed pursuant to Article 7.07.

(e) Resignation or Removal. Any Trustee may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice and, acceptance of such resignation shall not be necessary to make it effective.

The Senior Pastor may, upon written notice, remove Trustees with or without cause, but at a rate that does not exceed two (2) removals every nine (9) months. If a vacancy in the position of Senior Pastor occurs, for any reason, then the individual(s) duly elected as the Corporation's Vice President(s), and/or Secretary and Treasurer acting together, may nominate or remove Trustees, subject to the same limitations that would otherwise apply to nominations and removal of Trustees by the Senior Pastor. If a vacancy in the Senior Pastor, Vice President(s), the Secretary or Treasurer positions occur, then the Trustees shall nominate and elect new Trustees until one or more of the vacant positions are filled.

8.04 Chairman of the Trustees.

The Senior Pastor shall serve and preside as the non-voting (except in circumstances described in Article 8.12) Chairman of the Trustees. Pursuant to Article 8.04, the Senior Pastor shall call regular and special meetings of the Trustees and shall determine the agenda for all meetings. If the Senior Pastor's attendance is impossible, then the one of the Vice Presidents shall serve as non-voting Chairman. If none of the Vice President's attendance is possible, then the Church's Secretary and Treasurer acting together, shall serve as non-voting Chairman. If neither the Senior Pastor, the Vice President(s) nor the Secretary or Treasurer is able to attend the meeting, then the Trustees shall elect a Chairman and proceed in order, keeping minutes of their actions for the corporate record. Any resolutions passed during a Trustee meeting without the official Church Officers shall not take effect until the next properly called Trustee's meeting when the appropriate representation of official church officers is present and the minutes of the prior meeting are put forward for approval by the Trustees and included in the corporate record book.

8.05 Meetings.

(a) Regular or Special meetings. A regular meeting of Trustees shall occur at least annually. The Senior Pastor or any two (2) Trustees may call a special meeting of the Trustees.

Regular or Special meetings of the Trustees may be held either within or outside the State of Florida, but shall be held at the Church's registered office in Florida if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Trustees, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.

(b) Telephonic Meetings. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Trustees participating in the meeting can simultaneously hear one another and participate. All Trustees shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

(c) Notice Requirements for Regular or Special Meetings. Regular meetings of the Trustees may be held without notice if the time and place of such meetings are fixed by a resolution of the Trustees.

The Notice of Special Meetings shall include:

(1) Manner of Giving Notice. Notice of the date, time and place of special meetings shall be given to each Trustee by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Trustee or to a person at the Trustee's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Trustee; (d) by faxed telecopy to the Trustee's office or home; or (e) by electronic mail ("e-mail").

(2) Time Requirements. Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telecopier or e-mail shall be delivered, telephoned, faxed or e-mailed to the Trustee or given at least twenty-four (24) hours before the time set for the meeting.

(3) Notice Contents. The notice shall state the date, time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

(4) Waiver. Attendance of a Trustee at a meeting shall constitute waiver of notice of such meeting, except where the Trustee attends a meeting for the express purpose of objecting that the meeting is not properly called.

8.06 Action of Trustees Without a Meeting.

Any action required or permitted to be taken by the Trustees may be taken without a meeting, if all of the Trustees, individually, or collectively, consent in writing to the action.

Such action by written consent or consents shall be filed with the minutes of the proceedings of the Church.

8.07 Quorum.

Unless otherwise provided for in these Bylaws, a majority of the number of Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Trustees. The Trustees present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Trustees leave the meeting so that less than a quorum remains.

However, no action may be approved without the vote of at least a majority of the number of Trustees in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Trustees present may adjourn and reconvene the meeting one time without further notice.

8.08 Proxies. Voting by proxy is prohibited.

8.09 Duties of Trustees of the Corporation.

The Trustees of the Corporation shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. The Trustees of the Corporation may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including Officers, employees of the Church, professional advisors or experts such as accountants or legal counsel. A Trustee of the Corporation is not relying in good faith if the individual has knowledge concerning a matter in question that renders such reliance unwarranted.

The Trustees, despite the use of the word, shall not have the powers and/or duties of a "Trustee of a trust" (as that term is generally understood in the law of Trusts), with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

8.10 Delegation of Duties.

The Trustees, in consultation with the Senior Pastor, are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Trustees shall have no personal liability for actions taken or omitted by the advisor if the Trustees act in good faith and with ordinary care in selecting the advisor. The Trustees may, in consultation with the Senior Pastor, remove or replace the advisor at any time, with or without cause.

8.11 Interested Parties.

Pursuant to the Act and the provisions of Article 18 below, a contract or transaction between the Church and a Trustee of the Church is not automatically void or voidable simply because the Trustee, an employee or other control party, has a financial interest in the contract or transaction.

8.12 Actions of Trustees.

The Trustees shall try to act by consensus. However, if action by consent is impossible or unless the act of a greater number is required by the Act or these Bylaws, then the vote of a majority

of the Trustees present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Trustees. A Trustee who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Trustees. The burden is on each individual Trustee to ensure their votes are properly recorded in the minutes as either a "yes," "no," or "abstain."

In the event of a vote of the Trustees resulting in a deadlock, the Senior Pastor shall be entitled to cast a "majority ballot" breaking the deadlock so that an official act or decision may be undertaken by the Trustees.

8.13 No Compensation.

The Trustees shall not receive any compensation in exchange for services rendered as a Trustee. The Trustees may however, adopt a resolution providing for reimbursement to Trustees for reasonable expenses incurred as a result of attendance at a meeting of the Trustees.

ARTICLE 9 OFFICERS

9.01 Number, Appointment, Term, and Resignation or Removal of Officers.

(a) Number. The Officers of the Corporation shall be a President (as described in Article 7), Vice President(s), a Secretary and a Treasurer and any other Officers chosen at the discretion of the Senior Pastor.

(b) Appointment to and Creation of New Offices. The President shall be appointed in accordance with requirements set forth under Article 7.

The Secretary and Treasurer are to be appointed by the President. In the event that the President is unwilling or unable to nominate a Secretary or Treasurer, then the Trustees shall nominate a Secretary or Treasurer and approve such nominee by a majority vote of the Trustees.

The President shall appoint all other Officers of the Church. In the event that the President is unwilling or unable to nominate an Officer, then the Trustees shall nominate an Officer and approve such nominee by a majority vote of the Trustees.

(c) Term. The Senior Pastor shall be the President until he resigns or is removed in accordance with Article 7 and a new Senior Pastor is installed in accordance with Article 7. The term of office for all officers other than Senior Pastor shall be one (1) year; however, such Officers may serve consecutive terms without limitation. In the event of a vacancy in the office of Senior Pastor, the Trustees shall, by majority vote, elect a Trustee to serve as the acting President.

An Officer may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

All other Church Officers may be removed with or without notice, and with or without cause, by the unilateral action of the Senior Pastor or by a majority vote of the Trustees.

9.02 Powers of Officers.

(a) President. The duties and responsibilities of the President are listed in Article 7 herein.

(b) Vice President. When the President is absent, is unable to act, or refuses to act, the Vice President may perform the duties of the President. When the Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the Vice Presidents shall act in place of the President in the order that is established by the President when the Vice Presidents were appointed. A Vice President shall perform other duties as assigned by the President.

(c) Treasurer. The Senior Pastor shall appoint the Treasurer of the Church. The Treasurer of the Church shall: (a) have charge and custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for monies due and payable to the Church from any source; (c) deposit all monies in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Trustees; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the Senior Pastor or by the Trustees; (h) if required by the Trustees, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Trustees; and (i) perform all of the duties incident to the office of treasurer. An individual serving as Treasurer shall not be authorized to serve in a dual capacity as both President and Treasurer.

(d) Secretary. The Senior Pastor shall appoint the Secretary of the Church. The Secretary of the Church shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Trustees and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) keep a register of the mailing address of each Trustee, Officer, Overseer, Senior Leadership Team Member, church member and employee of the Church; (f) perform duties as assigned by the Senior Pastor or by the Trustees; and (g) perform all duties incident to the office of Secretary. An individual serving as Secretary shall not be authorized to serve in a dual capacity as both President and Secretary.

9.03 Duties of Officers of the Corporation.

The Officers of the Corporation shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. The Officers of the Corporation may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including Trustees, Officers, employees of the Church, professional advisors or experts such as accountants or legal counsel. An Officer of the Corporation is not relying in good faith if the individual has knowledge concerning a matter in question that renders such reliance unwarranted.

ARTICLE 10 OVERSEERS

10.01 Requirements and Biblical Qualifications to Be an Overseer.

The members of the Overseers shall be ordained pastors at respected congregations who know and love the Church and its Senior Pastor. They must agree to make themselves available, at their own expense, to serve the Church when requested.

Biblical qualifications for Overseers shall be: "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).

10.02 Responsibilities of Overseers.

The Overseers shall provide apostolic oversight to the Senior Pastor and are charged with protecting the Church through counsel, prayer, and when required, the investigation of alleged pastoral misconduct, as defined herein in Article 7.07(a), and if any, the resulting discipline of the Senior Pastor, up to and including his removal as set forth in Article 7.

10.03 Number, Appointment, and Term of Overseers.

There shall be no less than three (3) Overseers. So long as the Senior Pastor is in Good Standing (as defined in Article 7 herein), Overseers shall be nominated by the Senior Pastor, in consultation with the Senior Leadership Team Members, and confirmed by a majority vote of the Trustees. The term of office for all Overseers shall be one (1) year; however, such Overseers may serve consecutive terms without limitation.

10.04 Resignation, Removal and/or Nomination of New Overseers.

An Overseer may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice; and, the acceptance of resignation shall not be necessary to be effective.

The Senior Pastor may remove Overseers, with or without notice and with or without cause.

In the event of a vacancy by an Overseer that causes the total number of Overseers to be less than five (5), the Senior Pastor shall be given a reasonable amount of time to nominate a new Overseer, in consultation with the Senior Leadership Team Members and such nominee shall be confirmed by a majority vote of the Trustees. In the event that the office of Senior Pastor is vacant, the individual who was duly elected as the Corporation's Secretary and Treasurer acting together, may nominate or remove Overseers, subject to the same limitations that would otherwise apply to nominations and removals by the Senior Pastor.

If disciplinary action is being considered or an investigation of the Senior Pastor is underway, no changes in the composition of the Overseers shall be made until the Overseer's work is completed and such findings are reported to the Trustees and Senior Leadership Team.

ARTICLE 11 SENIOR LEADERSHIP TEAM

11.01 Requirements and Biblical Qualifications to Be a Member of the Senior Leadership Team.

The Senior Leadership Team is comprised of men and women who function within the local Church and are viewed by the congregation as spiritual leaders of the Church. The Senior Leadership Team Members are seasoned members of the pastoral team of the Church who serve the Church in a spiritual capacity. Senior Leadership Team Members shall not be Trustees. They meet the Biblical qualifications for Senior Leadership Team Members and, in addition their role as staff members, function in that calling. In addition to fulfilling the job duties, the Senior Leadership Team Members are to covenant together with the Senior Pastor for the development

of the spiritual life of the Church and are to serve as the primary protectors and encouragers of a positive spiritual climate within the Church body.

Biblical qualifications for Senior Leadership Team Members shall be: "An Elder must be blameless, the husband of but one wife, a man whose children believes and is not open to the charge of being wild and disobedient. Since an Elder is entrusted with God's work, they 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, and who is self- controlled, upright, holy and disciplined. They must hold firmly to the trustworthy message as it has been taught, so that they can encourage others by sound doctrine and refute those who oppose it." (Titus 1:6-9 NIV).

11.02 Responsibilities of Senior Leadership Team.

The functions of the Senior Leadership Team are to:

- (a) Maintain and teach by living a godly, Christian lifestyle;
- (b) Serve the Church by helping the Senior Pastor to establish the vision and direction of the Church;
- (c) Provide leadership as a member of the Senior Pastoral Leadership Team;
- (d) Demonstrate leadership to the Members of the local Church;
- (e) Provide a prayer shield for the Church staff and the local Church;
- (f) Defend, protect and support the integrity of the Church staff and the local Church;
- (g) Pray for the sick;
- (h) Organize, implement and execute licensing and ordination requirements and procedures;
- (i) Mediate disputes among the brethren;
- (j) Counsel with church members and staff; and
- (k) Contact the Overseers to initiate investigation and potential discipline of the Senior Pastor if a situation involving pastoral misconduct occurs.

11.03 Number, Appointment, and Term of Senior Leadership Team.

There shall be no less than three (3) Senior Leadership Team Members. So long as the Senior Pastor is in Good Standing (as defined in Article 7 herein), the Senior Pastor shall appoint persons to serve on the Senior Leadership Team. The term of service for each Member of the Senior Leadership Team shall continue until he resigns, is deceased, or is removed in accordance with these Bylaws.

11.04 Resignation and Removal of Senior Leadership Team Members.

A Member of the Senior Leadership Team may resign at any time by giving written notice to the Senior Pastor. Such resignation shall take effect on the date of the receipt of such notice; and, the acceptance of resignation shall not be necessary to be effective.

Generally, the Senior Pastor may remove Senior Leadership Team Members, with or without notice and with or without cause.

In the event of a vacancy by a Member of the Senior Leadership Team which causes the total number of Members of the Senior Leadership Team to be less than three (3), the Senior Pastor shall be given a reasonable amount of time to appoint a new person(s) to serve on the Senior Leadership Team. In the event that the office of Senior Pastor is vacant, the individual who was duly elected as the Corporation's Secretary and Treasurer acting together, may nominate or remove

Senior Leadership Team Members, subject to the same limitations that would otherwise apply to nominations and removals by the Senior Pastor.

ARTICLE 12 COMMITTEES AND ADVISORY TEAMS

12.01 Establishment of Committees and Advisory Teams.

The Board of Trustees may, at its discretion, adopt a resolution establishing one or more Committees or Advisory Committees. Any and all Advisory Committees shall conform to rules established by the Trustees.

12.02 Audit Review Committee.

The Trustees shall appoint the Secretary and Treasurer acting together, and two (2) Trustees to serve on the Audit Review Committee of the Church. The Audit Review Committee shall select and engage the Church's Independent Auditors to perform the annual audit of the Church as required herein. After reviewing the annual audit, the Audit Review Committee shall report its findings to the Trustees at a regular or special meeting of the Trustees.

12.03 Independent Compensation Committee.

An Independent Compensation Committee, shall be established annually by the Board of Trustees, and shall consist of a minimum of two (2) independent Trustees and a minimum of three (3) independent Overseers. Under no circumstances shall the number of independent members of the Compensation Committee be decreased to less than five (5). An individual is considered to be "Independent" if the individual does not have a conflict of interest that would otherwise disqualify them from serving on this Committee. A conflict of interest arises when a person in a position of authority over the Church (such as an Officer, Director, Trustee, Senior Leadership Team Member, Overseer or employee) and can benefit financially from a decision

made in such a capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

The Independent Compensation Committee shall determine and approve, by a majority vote, the Senior Pastor's, any family members, and executive staff member's total compensation amounts. The Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information to assist it in ensuring the amount of total compensation paid to each individual is reasonable and in compliance with current IRS guidelines for nonprofit organizations. The Senior Pastor shall not participate in the Independent Compensation Committee's discussion and formulation of or vote regarding his salary and benefits, or any family member's salary or benefits.

12.04 Confirmation Committee.

The Confirmation Committee shall be made up of a minimum of five (5) Trustees and a minimum of five (5) members of the Senior Leadership Team. In the event that there are more than five (5) Trustees or more than five (5) Senior Leadership Team Members in each respective group, then each group shall vote to select, by a majority vote of such group, five (5) of representatives to serve on the Confirmation Committee. If there is less than five (5) members on either Trustees or Senior Leadership Team at time of forming Confirmation Committee, there is to be equal representation from each respective group. An Overseer, elected by the Senior Pastor, has authority to issue the deadlock vote should there be a deadlock.

12.05 Delegation of Authority.

Each Committee shall consist of two or more persons and must have a minimum of two (2) Trustees serving on each committee. If, in addition to the Independent Compensation Committee, the Trustees establish or delegate any of its authority to a Committee, it shall not relieve the Trustees, or Trustee, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Trustees shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

No Committee shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another Church; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or a Trustee or officer of the Church; (i) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Article 18 below; or (j) take any action outside the scope of authority delegated to it by the Trustees or in contravention of the Act.

The Trustees may designate various Advisory Teams not having or exercising the authority of the Trustees. Such Advisory Teams shall only function in an advisory capacity to the Trustees.

The Senior Pastor shall have the power to appoint and remove members of all Advisory Teams. With the exception of the Independent Compensation Committee and Confirmation Committee, the Senior Pastor shall serve as an ex officio member of all Advisory Teams. The Trustees shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.

12.06 Term of Office.

Each member of a Committee or Advisory Team shall serve until the next annual meeting of the Trustees, or until a successor is appointed. However, the term of any Committee or Advisory Team member may terminate earlier if the Committee or Advisory Team is terminated by the Trustees, or if the member dies, ceases to qualify, resigns, or is removed as a member of the Church. A vacancy on a Committee or Advisory Team may be filled by an appointment made in the same

manner as an original appointment. A person appointed to fill a vacancy on a Committee or Advisory Team shall serve for the unexpired portion of the terminated Committee member's term.

12.07 Chair and Vice-Chair.

Unless otherwise expressly stated herein, one member of each Committee or Advisory Team shall be designated as the chair, and another member shall be designated as the vice-chair. The chair and vice-chair of each Committee and Advisory Team shall be appointed by the Senior Pastor with consultation from the outgoing chairman. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

12.08 Quorum.

One half the number of members of a Committee or Advisory Team shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

12.09 Actions.

Committees and Advisory Teams shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee or Advisory Team unless the act of a greater number is required by law or the Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee or Advisory Team.

ARTICLE 13 BUSINESS PRACTICES

13.01 Fiscal Year.

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

13.02 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.

13.03 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, either the Secretary and Treasurer acting together, or the President of the Corporation in accordance with their duties outlined in these Bylaws may sign such instruments.

13.04 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.

13.05 Gifts.

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

13.06 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. Any Church member may request to inspect books and records of the Corporation for any proper purpose at any reasonable time but only as approved by a majority of the Trustees on a case-by-case basis.

13.07 Annual Budgeting Process.

The President shall prepare and put forward a proposed annual budget of the Church for the Trustees consideration and approval.

ARTICLE 14 INDEMNIFICATION

14.01 Indemnification.

To the full extent permitted by the Act, as amended from time to time, the Church shall indemnify any Trustee, Pastor, Officer, Overseer, Senior Leadership Team Member, committee

member, employee, or agent of the Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. The Church in defending such actions may advance reasonable expenses.

14.02 Determination of Right.

Legal counsel selected by the majority vote of the Trustees shall make a determination of the right to indemnification under the Act.

ARTICLE 15 MINISTERIAL ORDINATION

15.01 Ordination, Licensing, and Commissioning of Ministers of the Gospel.

(a) Role of the Senior Pastor. By majority vote of the Senior Pastor and Senior Leadership Team, the Senior Pastor may ordain, license or commission 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 the Senior Pastor and the Senior Leadership Team.

(b) Application. Application for ordination, licensing, or commissioning a person as a minister of the Gospel shall be on the form provided by the Church. An application shall be either approved or denied by the Senior Pastor and the Senior Leadership Team within ninety (90) days of completing the process set forth by the Church as defined herein. Those applicants who are approved shall receive a certificate evidencing the approval.

(c) Ability to Limit Ministry. The Senior Pastor may, at his own discretion, limit ordained, licensed, and commissioned ministers to a specific area of special ministry emphasis.

15.02 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 16 DISSOLUTION

16.01 Dissolution and Distribution of Property.

(a) The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

(b) "Dissolution" means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law or the corresponding provision of any foreign jurisdiction in the case of a foreign corporation), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Trustees; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Statement of Faith and basic form of government.

ARTICLE 17 WHISTLEBLOWER POLICY

17.01 Purpose.

The Church requires all of its Trustees, Officers, Senior Leadership Team Members, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if a Trustee, Officer, Senior Leadership Team

Member, employee, or volunteer of the Church reasonably believes that the Church, by and through its Trustees, Officers, Senior Leadership Team Members, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with either his or her supervisor or the Trustees of the Church. This Policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

17.02 Procedure.

(a) Reporting Responsibility. It is the responsibility of all of the Church's Trustees, Officers, Senior Leadership Team Member, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church and to report violations or suspected violations in accordance with the Policy.

If a Trustee, Officer, Senior Leadership Team Member, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of

any applicable law, regulation, policy, or procedure of the Church, then the Trustee, Officer, Senior Leadership Team Member, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

(b) Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

(c) Reporting Violations. In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with a member of the Trustees. Trustees are required to report suspected violations directly to the entire Trustees.

(d) Accounting and Auditing Matters. The Trustees shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Trustees shall work until the matter is resolved.

(e) Evidence. Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

(d) Investigation of Complaint. After receipt of the complaint, the Trustee to whom the complaint was made shall provide the complaint to the entire Trustees. The Trustees shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Trustees shall receive a report on each complaint and a follow-up report on action taken.

(e) Handling of Reported Violations. The Trustee to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that s/he has been retaliated against in violation of this Policy shall follow the same procedures as s/he did when s/he filed the original complaint.

17.03 Safeguards.

(a) Confidentiality. Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:

- (1) The seriousness of the issue raised;
- (2) The credibility of the concern; and
- (3) The likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporting individual's identity; though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

(b) No Retaliation. No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation.

(c) Harassment or Victimization. Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church's Employment Policy.

(d) Malicious Allegations. The Trustees recognize that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and moral of the Church or the reputation of the accused individual. The safeguards stated in this Policy do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or dismissal of membership.

ARTICLE 18 CONFLICT OF INTEREST POLICY

18.01 Purpose.

The purpose of the conflict of interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Trustee or officer of the Church, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations and is not intended as an exclusive statement of responsibilities.

18.02 Definitions.

(a) **Interested Person.** Any Trustee, principal officer, or member of a committee with powers delegated by the Trustees, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the Church has a transaction or arrangement;

(2) A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement.

(c) Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

18.03 Procedures.

(a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Trustees.

(b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Trustees' meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Trustees shall decide if a conflict of interest exists.

(c) **Procedures for Addressing the Conflict of Interest.**

(1) An interested person may make a presentation at the Trustees' meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The chairman of the Trustees may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Trustees shall determine whether the Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Trustees shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

(1) If the Trustees have reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Trustees determine the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

18.04 Records of Proceedings.

The minutes of the Trustees shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Trustee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

18.05 Compensation.

(a) A Trustee who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

(c) No Trustee or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 19 MISCELLANEOUS PROVISIONS

19.01 Construction of Bylaws.

These Bylaws shall be construed in accordance with the laws of the State of Florida. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

19.02 Seal.

The Trustees may provide for a corporate seal.

19.03 Power of Attorney.

A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church records.

19.04 Parties Bound.

The Bylaws shall be binding upon and inure to the benefit of the Church Members, Pastors, Trustees, Officers, Overseers, Senior Leadership Team, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

19.05 Christian Alternative Dispute Resolution.

In keeping with 1 Corinthians 6:1-8, all disputes which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, Trustee, Overseer, Elder, Director, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation. In the event that this group ceases to exist during the course of this Agreement, arbitration under this section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church, and shall in no way affect the authority of the Church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

**ARTICLE 20
AMENDMENT OF BYLAWS**

Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any regular meeting of the Trustees by the affirmative vote of two-thirds (2/3) of the Trustees. At least five (5) days written advance notice of said meeting shall be given to each Trustee. 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.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Celebration Church and that the foregoing Amended and Restated Bylaws constitute the Bylaws of the Church. These Amended and Restated Bylaws were duly adopted by the affirmative vote of a majority of the Board of Trustees of the Church.

This 13th day of January, 2022.

By:



Ashley Hawk
Secretary

EXHIBIT B

N980000007287

(Requestor's Name)

Celebration Church
P.O. Box 551341
Jacksonville FL 32255

PICK-UP WAIT MAIL

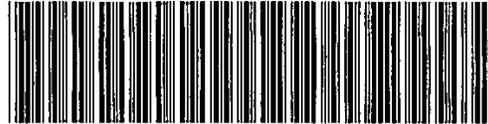
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*DR
11/7/14*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CELEBRATION CHURCH OF JACKSONVILLE, INC.**

FILED
2013 DEC 26 PM 4:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Not For Profit Corporation Act, Celebration Church of Jacksonville, Florida, Inc. (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation.

ARTICLE 1

The name of the Corporation is Celebration Church of Jacksonville, Inc. The Corporation was incorporated on December 23, 1998, pursuant to the Florida Not For Profit Corporation Act, and the supplements thereto. The Corporation hereby adopts the Amended and Restated Articles of Incorporation and all previous amendments thereto are hereby deleted in their entirety and amended and restated as set forth in Exhibit A.

ARTICLE 2

The Amended and Restated Articles of Incorporation amends the prior Articles of Incorporation of the Corporation by modifying the purposes and limitations of the Corporation; by modifying the powers of the Corporation; by adding IRS compliance language; by modifying the provision regarding dissolution of the Corporation; by updating the information regarding the members of the Board of Directors of the Corporation; by adding a provision allowing for limited liability of board members; by adding a provision regarding indemnification; and by adding a provision allowing the Board of Directors of the Corporation to act by written consent.

ARTICLE 3

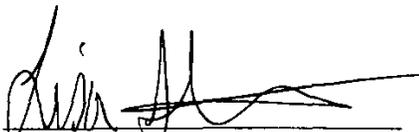
Each such amendment made by the Amended and Restated Articles of Incorporation has been effected in conformity with the provisions of the Florida Not For Profit Corporation Act and such Amended and Restated Articles of Incorporation and each such amendment made by the Amended and Restated Articles of Incorporation was adopted on November 27, 2013, in the following manner:

The Amended and Restated Articles of Incorporation and the amendments made by such Amended and Restated Articles of Incorporation were adopted at a meeting of the Board of Directors of the Corporation held on November 27, 2013, at which a quorum was present, and the Amended and Restated Articles of Incorporation and the amendments made by such Amended and Restated Articles of Incorporation received the vote of a majority of board members. There are no members with voting rights.

ARTICLE 4

The Articles of Incorporation and all amendments thereto are hereby superseded by the attached Amended and Restated Articles of Incorporation (Exhibit A) which accurately copy the entire text thereof including any previous amendments and as amended as set forth above.

IN WITNESS HEREOF, the undersigned Corporation has caused this Amended and Restated Articles of Incorporation to be signed by a duly authorized officer thereof this 15 day of December, 2013.

A handwritten signature in black ink, appearing to read 'Lisa Stewart', written over a horizontal line.

Name: Lisa Stewart

Title: Secretary

EXHIBIT A

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CELEBRATION CHURCH OF JACKSONVILLE, INC.**

Celebration Church of Jacksonville, Inc. (the "Corporation") hereby adopts the following Amended and Restated Articles of Incorporation for such Corporation pursuant to the provisions of the Florida Not For Profit Corporation Act (the "Act"). The Corporation hereby adopts Amended and Restated Articles of Incorporation which accurately reflect changes to the Articles of Incorporation and all amendments thereto that are in effect to date as further amended by such Amended and Restated Articles of Incorporation as hereinafter set forth.

The Corporation's original Articles of Incorporation and all subsequent amendments thereto, are hereby deleted in their entirety and amended and restated as follows:

**ARTICLE 1
NAME AND PRINCIPAL OFFICE**

The name of the Corporation is Celebration Church of Jacksonville, Inc. The current principal office of the Corporation in the State of Florida shall be located at 10302 Deerwood Park Boulevard, Ste. #104, Jacksonville, FL 32256.

**ARTICLE 2
NONPROFIT CORPORATION**

The Corporation is a nonprofit corporation organized under the Florida Not For Profit Corporation Act and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

**ARTICLE 3
DURATION**

The period of the Corporation's duration is perpetual, notwithstanding subsequent action by the Board of Directors of the Corporation.

ARTICLE 4 PURPOSES

The Corporation is formed for any lawful purpose or purposes not expressly prohibited under the Florida Not For Profit Corporation Act. The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

- (a) Minister the Word of God;
- (b) Conduct regular religious worship services through various forms of ministries;
 - (c) Promote and encourage, through ministries of the Church, cooperation with other organizations ministering within the community;
 - (d) Spread the Word of the Gospel by ministering to all through seminars, radio, television, and other forms of mass media;
- (e) Conduct a local and international Church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Bible;
 - (f) Maintain local Church and missionary facilities to propagate the gospel of Jesus Christ both at home and in foreign lands and to support and send missionaries throughout the world;
- (g) Conduct a school for ministers and leaders;
- (h) License and ordain qualified individuals including graduates of ministerial schools;
 - (i) Collect and disburse any and all necessary funds for the maintenance of the Church and the accomplishment its purpose within the State of Florida and elsewhere around the world; and
 - (j) Make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

The Church is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 5 POWERS AND RESTRICTIONS

Except as otherwise provided in these Articles of Incorporation and in order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) The Corporation shall not pay dividends and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

**ARTICLE 6
DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Board of Directors of the Corporation which is of like faith and order and is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

**ARTICLE 7
MEMBERSHIP**

The Corporation shall have one or more classes of members. The number, qualifications, and relative rights of each class shall be as set forth in the Corporation's Bylaws. The Corporation is a church and the management of its affairs shall be vested in its Board of Directors in the absence of an express provision to the contrary in the Bylaws.

**ARTICLE 8
REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 10302 Deerwood Park Boulevard, Ste. #104, Jacksonville, FL 32256. The name of the registered agent at this office is Charles Stovall Weems IV.

**ARTICLE 9
BOARD OF DIRECTORS**

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors shall consist of at least three (3) persons. The number of Directors may be increased or decreased pursuant to the Bylaws; however, the number of Directors may not be decreased to less than three (3). Directors need not be residents of Florida. The current Board of Directors shall consist of the following six (6) persons:

<u>Name of Board Member</u>	<u>Street Address</u>
Charles Stovall Weems IV	13819 Tortuga Point Jacksonville, FL 32225
David Branker	12082 Brandon Lake Drive Jacksonville, FL 32258

Fitzhugh Powell, Jr.	1204 Morvenwood Road Jacksonville, FL 32207
Chris Brooks	7771 Crosstree Ln Jacksonville, FL 32256
Steve Riddle	4633 Pecos Court St. Johns, FL 32259
Todd Gicalone	1209 Hideaway Dr. N St. Johns, FL 32259
Jonathan MacArthur	4401 Ashfield Dr. Jacksonville, FL 32224
Erik Sharpe	7918 Abington Hills Ln Jacksonville, FL 32256
Jeff Jenkins	2523 Beautyberry Cir. E Jacksonville, FL 32246
Lisa Stewart	3830 Cricket Cove Rd. E Jacksonville, FL 32224

ARTICLE 10 LIMITATION ON LIABILITY OF DIRECTORS

A Director is not liable to the Corporation or members for monetary damages for an act or omission in the Director's capacity as Director except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE 11 INDEMNIFICATION

To the extent provided in the Bylaws, the Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a Director or other person related to the Corporation as provided by the provisions in the Act governing indemnification.

ARTICLE 12 CONSTRUCTION

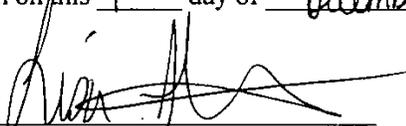
All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**ARTICLE 13
AMENDMENT**

These Articles of Incorporation may be amended by a vote of two-thirds (2/3) of the members of the Board of Directors.

The Amended and Restated Articles of Incorporation, as set forth above, has been approved unanimously by the Board of Directors of the Corporation. There are no members with voting rights.

IN WITNESS HEREOF, the below named authorized corporate officer executes this Amended and Restated Articles of Incorporation on this 1st day of December, 2013.



Name: Lisa Stewart
Title: Secretary

**Celebration Church of Jacksonville, Inc.
Amended and Restated Articles of Incorporation**

On 15th day of Dec, 2013 the included Amended and Restated Articles of Incorporation of Celebration Church of Jacksonville, Inc. were adopted by the Board of Directors. Celebration Church of Jacksonville, Inc. has no members with voting rights.

IN WITNESS HEREOF, the below named authorized corporate officer verifies the above stated on 15th day of December, 2013.

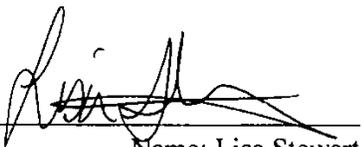

Name: Lisa Stewart
Title: Secretary

EXHIBIT C

CELEBRATION CHURCH OF JACKSONVILLE, INC.
Board of Trustees Meeting Agenda
July 29, 2021



Voting Members in Attendance: Fitz Powell, Marcus Rowe, Angela Cannon, Jacob William (via Zoom)

Officers in Attendance: Ps Stovall Weems, Ps Wayland Wiseman, Ps Tim Timberlake, Ashley Hawk

Guests in Attendance: Dawn Wilson, Ps Karla Adcox

Minutes Recorded by: Ashley Hawk, Secretary

- Ps Wayland Wiseman (PWW) calls the meeting to order and identifies that the required quorum is present.

I. CONSENT AGENDA

- PWW re-explains the purpose of the consent agenda and calls for a motion to approve the consent agenda. Marcus Rowe makes a motion to approve, Angela Cannon seconds and the motion passes.

II. MEETING AGENDA

a. ANNOUNCEMENTS

i. Celebration Global- Ps. Stovall Weems, Chairman

- PSW states that this board will be the board that has the opportunity to prayerfully make decisions, some of the most important for the church, like getting out of debt. But that can't be done without this missional blueprint and getting the enterprise out of the church.

ii. Missional Blueprint- Ps. Karla Adcox, AWKNG CEO

b. REPORTS OF OFFICERS

i. Financial Overview- Ps. Wayland Wiseman, Treasurer

c. REPORTS OF COMMITTEES

- i. N/A
- d. **UNFINISHED BUSINESS**
 - i. N/A
- e. **NEW BUSINESS**
 - i. **Confirm future Board meeting- September**

- ii. **Annual budget meeting- December**

- The 2022 budget will be presented at the December board meeting and PWW states that it will be so simple and clean and easy to approve and get it out to all our locations.
- PSW mentions that might be a good idea to come out to HLF for that final annual board meeting.

III. ADJOURNMENT

EXHIBIT D

From: Jacob William <jacob.william@flatworldsolutions.com>

Sent: Tuesday, January 4, 2022 9:48 PM

To: LSUFan <LSUFan@celebration.org>

Cc: Kevin Cormier <KCormier@kcpetroleum.com>; Wayland Wiseman <WWiseman@celebration.org>; angela.cannon@khss.com; Ashley Hawk <AHawk@celebration.org>; Fitz Powell <fpowell@cwpowellins.com>; Marcus Rowe <cmrmarcus@gmail.com>; Scott@togetherforisrael.org

Subject: RE: Celebration Board of Trustee Exit Interview Meeting

Dear Pastor,

I am not familiar with the “church world”, but I am familiar with the business world. When we refer to “by laws”, “contracts”, “agreements” in the business world, it is a BIG red flag. I beg and plead that we give this a few days for reflection, introspection, and prayer. I do not want to sound “spiritual” here, but this is how I conduct my business. When as partners we have difference of opinion, we take a break.

So when y'all get together and talk about Kerri and I behind our backs,

Pastor you and Kerri should be ASSURED, CONFIRMED AND CONVINCED, that this is NOT happening, as a Board we will NEVER let this happen and IF anything like this has happened, it has no material influence on the Board of Celebration. The Board of Celebration is independent, will not let any individual influence it and will take decisions with God as our witness and the Word of God as our guideline. Pastor, PLEASE TRUST the Board.

All to say, no more emails on this thread PLEASE. As we say in Latin America, POR FAVOR 😊

Blessings,

Jacob

Jacob William

@jacobwilled

www.flatworldsolutions.com

www.quadratyx.com

www.nabler.com

From: LSUFan <LSUFan@celebration.org>

Sent: Tuesday, January 4, 2022 9:04 PM

To: Jacob William <jacob.william@flatworldsolutions.com>

Cc: Kevin Cormier <KCormier@kcpetroleum.com>; Wayland Wiseman <WWiseman@celebration.org>; angela.cannon@khss.com; Ashley Hawk <AHawk@celebration.org>; Fitz Powell <fpowell@cwpowellins.com>; Marcus Rowe <cmrmarcus@gmail.com>; Scott@togetherforisrael.org

Subject: Re: Celebration Board of Trustee Exit Interview Meeting

No Jacob. Kevin is removed period. It's my decision and no one else's and I will not tolerate this behavior. And it's not anyone's decision but mine. It is unilateral and can only be unilateral by my authority per our bylaws.

So when y'all get together and talk about Kerri and I behind our backs, like it seems everyone has been doing please remember Jesus and what scripture says. Remember Proverbs 6 and confrontation should be done according to Matthew 18. And we should bring things into the light, not gossip in darkness.

This is so out of order, worldly and anti-Kingdom.

Bring it in the light. Enough of the gossip and whisperings slander in the shadows.

There is truth and there is right and wrong. And we have been slandered to no end. I didn't start this email. But I will respond.

Wait until Kerri reads this thread wow.

Debt from my iPhone

On Jan 4, 2022, at 7:40 PM, Jacob William <jacob.william@flatworldsolutions.com> wrote:

Dear Brothers and Sisters,

We have a choice-we either go by the ways of the world or we go by the ways of the Word. I request that we go by the ways of the Word. This means that none of

us unilaterally start making accusations/counter accusations or make statements of taking action without the consent of the Board.

Kevin wants Pastor Stovall to be investigated and Pastor Stovall wants Kevin to be investigated!! The Board outside of these two people will get together to discuss prayerfully the appropriate next steps. Let us all remember that there is an enemy/deceiver who is laughing at us right now. The devil's intent is for us all to become a laughingstock in front of the world. PLEASE let us not walk into his trap. What is happening right now is way beyond Pastor Stovall or Kevin or Celebration, God's Kingdom is under attack. The enemy wants us to fail. As long as I am a member of the Board of Celebration, I WILL NOT LET THAT HAPPEN!

I request that we let this rest for a few days. I request no more emails on this topic please.

May God give us all wisdom to navigate through this so that at the end of this all, God's Kingdom will be glorified. Let each one of us commit to this end objective.

Blessings,

Jacob

Jacob William

@jacobwilled

www.flatworldsolutions.com

www.quadratyx.com

www.nabler.com

From: LSUFan <LSUFan@celebration.org>

Sent: Tuesday, January 4, 2022 6:18 PM

To: Kevin Cormier <KCormier@kcpetroleum.com>

Cc: Wayland Wiseman <WWiseman@celebration.org>; angela.cannon@khss.com; Ashley Hawk <AHawk@celebration.org>; Fitz Powell <fpowell@cwpowellins.com>; Jacob William <jacob.william@flatworldsolutions.com>; Marcus Rowe <cmrmarcus@gmail.com>; Scott@togetherforisrael.org

Subject: Re: Celebration Board of Trustee Exit Interview Meeting

Kevin,

I'm really sorry but this behavior is unacceptable. Please read 7.07 in bylaws. This is completely out of order.

1. You can't initiate an investigation, only the Overseers can.
2. You need 2 or more trustees to contact me and the Overseers to inform us of alleged incidents. (You can't send a single email from KC Patroleum) and say an investigation will be coming. Only the Overseers can say that. Only you have contacted me. No one else. And no one has contacted our presbyters.
3. You can't say I can't remove you because I'm under investigation, because I'm not. Only the Overseers can do that after 2 trustees contacts me and them.

Now because you have shown completely seditious behavior, and completely out of order. Let this email serve as me dismissing you immediately from the Celebration Board of Trustees.

Marcus and Fitz can conduct an inquiry into any allegations and do it the right way and in decency and in order with the presbyters.

However, I will ask the board for your actions over the past year to definitely be investigated. Including discord, slander, sedition, and on a more serious legal note, behavior related to fraudulent billing, criminal usury, and possible embezzlement.

This is serious 2nd degree and 3rd degrees criminal felony behavior and we have a full file of emails, invoices and documentation that you must answer for.

I pray mercy for the sake of your soul and family. And please know forgive you and love you and want nothing but the best for you.

Sent from my iPhone

On Jan 4, 2022, at 3:45 PM, Kevin Cormier <kcormier@kcpetroleum.com> wrote:

My 1 year is not up - see board minutes June 2021. Please use this email as my notice that me, Fitz Powell and, Marcus Rowe will be bringing a full investigation with our only current Overseer Scott Volk. We will be asking our board to review the possibility of asking Stovall Weems to step down as our current Chairman and Senior Pastor role. Our investigation will include past Overseers, board members and, existing. Based on our bylaws the removal of board members during this investigation must be put on hold until we have had a chance to have a full investigation into all pending matters. I would also like for us as a board to consider a full investigative audit of our Celebration books by an independent auditor.

On Mon, Jan 3, 2022 at 4:29 PM Wayland Wiseman <WWiseman@celebration.org> wrote:

To: Kevin Cormier

Subject: Board Exit Interview

Date: December 31, 2021

Kevin,

Thank you for serving as a board member on Celebration Church's Board of Trustees in 2021. As per our bylaws, your one-year term has concluded, and a new trustee will be appointed to fill your vacated position.

In the interest of transparency and best practices, we would like to convene a special session of the board to conduct an exit interview with you. In the spirit of professionalism, integrity, and continuity we request that all board members attend this special meeting on Thursday **January 6th at 5:30pm** at Celebration Church.

The meeting will allow you, an outgoing member, to give an account of your tenure and allow the board to collect relevant information in support of ongoing operations. The meeting will be conducted in a casual forum and led by a board designated facilitator. Exit interviews will now be standard practice for all Celebration trustees that have completed their term, have been dismissed, or resign.

The board is endeavoring to provide more valuable and relevant involvement and guidance as Celebration Church enters a new era of operation. Kevin, please confirm your attendance for this Thursday **January 6th at 5:30pm** by responding to this email and once again, thank you for your service to God and Celebration Church.

Thank you,

Stovall Weems

Chairman

--

Kevin Cormier
President
K.C. Petroleum, Inc.
(904)693-3200
kcormier@kcpetroleum.com

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EXHIBIT E

To the Trustees, Directors and Officers of Celebration Church of Jacksonville, Inc. ("CCJ")

From: Pastor C. Stovall Weems, IV

Re: Separation and Resignation from CCJ

Date: April 15, 2022

This letter is to inform you that I am resigning from my positions as Senior Pastor, President and Chief Executive Officer, Chair and member of the Board of Trustees, and Registered Agent of CCJ – the church I founded and poured my life into. My resignation is effective immediately.

I have spent much time in prayer and received counsel from other pastors here in the city, the region, and around the world. The Trustees' actions leave me and my family with no choice but to legally separate from CCJ and continue our ministry elsewhere, placing ourselves under the proper accountability and oversight of a council of apostolic pastors and elders in our city, nation, and world that understand and model biblical governance. This is absolutely necessary if I am to continue to honor the Lord and be true to what I believe. I shall not and cannot be legally connected to any church in which the leadership abandons the clear biblical principles and scriptural qualifications for spiritual covering, spiritual authority, and ecclesiastical governance and oversight.

My resignation from CCJ does not and will not affect with any claims that have or may be filed by me or Kerri Weems against CCJ trustees and officers or against any individuals or organizations associated with what I believe to be the illegal seizure of the institution and its resources.

Sincerely,

C. Stovall Weems IV

EXHIBIT F

IN THE CIRCUIT COURT, FOURTH JUDICIAL
CIRCUIT, IN AND FOR DUVAL COUNTY,
FLORIDA

Case No. 2022-CA-1047

Division: CV-F

CHARLES STOVALL WEEMS, IV and)
KERRI WEEMS, individuals,)

Plaintiffs,)

v.)

CELEBRATION CHURCH OF)
JACKSONVILLE, INC., a Florida)
nonprofit corporation,)

Defendant.)
_____)

AFFIDAVIT OF WAYLAND WISEMAN

STATE OF FLORIDA

COUNTY OF DUVAL

Comes now, Affiant, Wayland Wiseman, who, having been duly sworn, deposes and testifies as follows:

1. My name is Wayland Wiseman, and I am over the age of eighteen. I am the Executive Pastor of Celebration Church of Jacksonville, Inc. The statements made in this Affidavit are based upon my personal knowledge and the business records of Celebration Church.

2. These records were made at or near the time of the event or activity from information transmitted by a person with personal knowledge and were kept in the

regular course by the church as part of the church's regular practice to make a record whenever that event or activity occurs.

3. Article 6 of Celebration's bylaws define the church's "Members" as "people who faithfully contribute, through tithes and offerings, to the finances of the Church." Membership is granted and recognized once a person has met certain requirements, and remains active until terminated by the Board of Trustees after a year in which no financial contributions are made by the Member. A copy of the church's bylaws is attached as Exhibit A.

4. Stovall and Kerri Weems have been members of Celebration since its founding. They made financial contributions to the church throughout 2021. A statement of the Weemses' 2021 financial contributions to Celebration is attached as Exhibit B.

5. Neither Stovall nor Kerri Weems has requested that their memberships be terminated by the Board of Trustees, and the Board of Trustees has not terminated their memberships.

6. Stovall Weems did resign from his positions of Senior Pastor, President, Chief Executive Officer, Chair and member of the Board of Trustees, and Registered Agent of Celebration on April 15, 2022. A copy of Stovall Weems's resignation letter is attached as Exhibit C. Celebration's Board of Trustees accepted that resignation.

7. The resignation letter states that it "does not and will not affect with [sic] any claims that have or may be filed by me or Kerri Weems against CCJ trustees and officers or against any individuals or organizations with what I believe to be the illegal seizure of the institution and its resources." It was clear from the resignation letter that Stovall Weems continued to challenge the legitimacy of the investigation and associated church discipline.

8. Stovall Weems's resignation did not request that his membership at the church be terminated. Kerri Weems has not submitted any resignation letter to Celebration.

9. The Board of Trustees has not acted to terminate Stovall or Kerri Weems as Members of Celebration. Accordingly, Stovall and Kerri Weems remain active Members of Celebration. A copy of Celebration's MinistryPlatform membership database showing Stovall and Kerri Weems remain Members of Celebration is attached as Exhibit D.

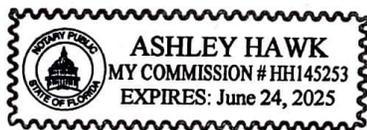
Further affiant sayeth naught.


Wayland Wiseman

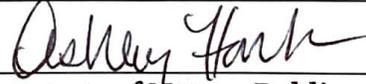
The foregoing Affidavit was sworn to and subscribed before me, by means of physical presence or online notarization, this 23rd day of June, 2022, by Wayland Wiseman.

Affiant Personally Known OR Produced Identification _____.

Type of Identification Produced _____.



(NOTARY SEAL)


Signature of Notary Public

Ashley Hawk
Printed Name of Notary Public

My Commission Expires: 6/24/25

EXHIBIT A

**AMENDED AND RESTATED BYLAWS
OF
CELEBRATION CHURCH OF JACKSONVILLE, INC.**

These Amended and Restated Bylaws (hereinafter referred to as "these Bylaws") govern the affairs of Celebration Church of Jacksonville, Inc., a Florida religious nonprofit corporation (the "Church" or "Corporation"). The Church is organized under the Florida Not For Profit Corporation Act (the "Act"). These Bylaws amend and restate, in its entirety, the previous Bylaws of the Church, as amended.

**ARTICLE 1
NAME AND REGISTERED OFFICE**

The name of this religious nonprofit corporation is Celebration Church of Jacksonville, Inc. The principal office of the Church in the State of Florida shall be located at 9555 R G Skinner Parkway, Jacksonville, FL 32256. The Board of Directors of the Church, hereinafter referred to as the "Trustees," shall have full power and authority to change any office from one location to another, either in Jacksonville, Florida or elsewhere. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Florida. The registered office may be, but need not be, identical to the Church's principal office in Florida. The Trustees may change the registered office and the registered agent as provided in the Act.

**ARTICLE 2
STATEMENT OF FAITH**

2.01 The Bible.

We believe that the Bible is God's Word. It is accurate, authoritative and applicable to our everyday lives. 2 Timothy 3:15-16.

2.02 God.

We believe in one eternal God who is the Creator of all things. He exists in three Persons: God the Father, God the Son and God the Holy Spirit. He is totally loving and completely holy. Matthew 3:16-17; 28:19; 1 John 5:7-8; Isaiah 9:6.

2.03 Salvation.

We believe that sin has separated each of us from God and His purpose for our lives. We believe that in order to receive forgiveness and the 'new birth' we must repent of our sins, believe in the Lord Jesus Christ, and submit to His will for our lives. John 14:6; Colossians 1:13-18; Romans 5:1; Ephesians 2:8-9; 2 Peter 3:9; 1 Timothy 2:3-4.

2.04 Jesus Christ.

We believe that the Lord Jesus Christ as both God and man is the only One who can reconcile us to God. He lived a sinless and exemplary life, died on the cross in our place, and rose again to prove His victory and empower us for life. We believe that the Lord Jesus Christ is coming back again as He promised. John 1:1-4; 1 Timothy 3:16; Matthew 1:18; 2 Corinthians 5:21; Mark 16:5-6; Acts 1:9-11; John 14:3.

2.05 The Holy Spirit.

We believe that the Holy Spirit empowers us to live the holy and fruitful lives that God intends for us to live and that through the Holy Spirit we have access to spiritual gifts for the purpose of building and edifying the local church. 2 Peter 1:2-3; 2 Corinthians 3:18; Acts 8:14-17; Acts 10:44-48; Romans 11:29.

2.06 The Local Church.

We believe in the power and significance of the Church and the necessity of believers to meet regularly together for fellowship, prayer and the 'breaking of bread'. We believe that God has individually equipped us so that we can successfully achieve His purpose for our lives which is to worship God, fulfill our role in the Church and serve the community in which we live. We believe that God wants to heal and transform us so that we can live healthy and blessed lives in order to help others more effectively. Ephesians 1:22, 2:19-22.

2.07 Heaven and Hell.

We believe that Heaven and Hell are real eternal places and that our eternal destination is determined by our response to the Lord Jesus Christ. Revelation 20:11-15; John 14:1-4; Romans 6:23; John 3:15-16.

2.08 Marriage and Sexuality.

Based upon the orthodox teaching of the church throughout history and the faithful witness of the scriptures, we believe in and affirm the meaning of the term "marriage" exclusively as follows: Marriage sanctioned by God joins one man and one woman in a faithful, exclusive, committed and lifelong union. We believe God intends sexual intimacy to be only for a man and woman who are married to each other and He has defined all intimate sexual activity outside of a heterosexual marriage as sexual immorality, sinful, and contrary to God's will as defined in Scripture. The standard and expectation for all Christ Followers regarding sexuality is celibacy in singleness and faithfulness in heterosexual marriage.

We believe that any form of sexual immorality as defined in scripture (Matt 15:18-20, 1 Cor. 6:9-10) is sinful and offensive to God. We believe in order to preserve the function and

integrity of the church as the local Body of Christ, and to provide a biblical role model to the church members and the community, it is imperative all persons employed by the church in any capacity, or who serve as volunteers, should abide by and agree to this Statement on Marriage and Sexuality and conduct themselves accordingly. (*Matt 5:16; Phil 2:14-16; 1 Thess. 5:22.*)

We believe that God offers redemption and restoration to all who confess and forsake their sin, seeking His mercy and forgiveness through Jesus Christ. We believe that every person must be afforded compassion, love, kindness, respect, and dignity. Hateful and harassing behavior or attitudes directed toward any individual are to be repudiated and are not in accord with scripture nor the doctrines of the Church. (*Acts 3:19-21; Rom 10:9-10; 1 Cor 6:9-11; Mark 12:28-31; Luke 6:31.*)

2.09 Statement on the Sanctity of Human Life.

We believe that all human life is sacred and created by God in His image. Human Life is of inestimable worth in all its dimensions, including pre-born babies, the aged, the physically or mentally challenged, and every other stage or condition from conception through natural death. We are therefore called to defend, protect and value all human life. (Ps 130)

2.10 The Sacraments.

The sacraments of baptism and communion are permanent visible signs of our profession of Christian faith and God's gracious ministry toward us. By them we affirm our faith and give public witness to the sacred nature of what we believe. In fulfilling these spiritual duties, we are reminded an important work has taken place in our hearts as believers. They point to the gracious work of Christ - His sacrificial death and victorious resurrection for us. By them, He works within us to quicken, strengthen and deepen our faith. God's real presence and His grace are made available through them.

Baptism is a symbol of the new covenant of grace and signifies acceptance of the benefits of the atonement through the death, burial, and resurrection of Christ. All believers who repent and believe on Jesus as personal Savior and Lord are commanded by the Word of God to be baptized in water in the Name of the Father, the Son, and the Holy Spirit. Baptism is an act of obedience to God.

Baptism is an opportunity for every believer to publicly affirm and express their faith. The act symbolically declares to the world they now believe and trust in Jesus as Savior. Baptism affirms that Christ has radically changed your life; the old sinful lifestyle has died with Christ at salvation, and a new person has been raised to live a new life in Christ. It declares you are submitting to the process of lifelong spiritual growth and committed to serve Him as Lord by the power of the Holy Spirit.

In the New Testament, baptism is practiced publicly. We incorporate baptisms into worship gatherings on a regular basis and emphasize the public nature of the sacrament.

(Matt 3:1-7, 13-17; 10:32; 28:16-20; Mark 1:9-13; John 3:5, 22, 26; 4:1-2; Acts 2:38-39, 41; 8:12-17, 35-39; 9:18; 10:47-48; 16:29-34; 18:8; 19:1-6; 22:16; Rom 2:28-29; 4:11; 6:3-4; 1 Cor 12:13; Gal 3:27-29; Col 2:11-12; Titus 3:5; 1 John 1:9; 1 Pet 3:18-22)

Communion (the Lord's Supper) is symbolic of our redemption by Christ's death. Each time we partake of communion we remember Jesus lived a sinless life, died on the Cross in our place, and rose again to prove His victory over death and sin. Eating and drinking the symbols of Christ's sacrifice express our awareness and affirmation that through the death of Jesus we have received salvation by faith and have eternal life through the Lord Jesus. The sacrament is also a sign of love believers have for each other and represents our hope looking forward to Christ's return and second coming, reminding us to proclaim the Lord's death until He comes!

To those who receive it humbly, with a proper spirit and by faith, communion is a means through which God communicates grace to the heart, nourishing the soul and spirit.

(Ex 12:1-14; Matt 26:26-29; Mark 14:22-24; Luke 22:14-20; John 6:28-58; 1 Cor.5:7-8; 10:3-4, 16-17; 11:23-32; 2 Peter 1:4)

2.11 Statement of Final Authority.

The statement of faith doesn't exhaust the extent of our beliefs. The Bible itself, as the inspired and infallible Word of God that speaks with final authority concerning Truth, Morality, and the proper conduct of mankind, is the sole and final of all that we believe. For purposes of Celebration Church's faith, doctrine, practice, policy and discipline, our Senior Pastor and Senior Leadership Team are the organization's final interpretive authority on the Bibles meaning and application.

ARTICLE 3 GENERAL PROVISIONS

3.01 Autonomy.

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate with any churches of like precious faith.

3.02 Purposes.

The Church is formed for any lawful purpose or purposes not expressly prohibited under the Act. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Church's purposes also include the limited participation of the Church in any other activities, including taxable activities, but only to the extent

the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Church are to:

- (a) Minister the Word of God;
- (b) Conduct regular religious worship services through various forms of ministries;
- (c) Promote and encourage, through ministries of the Church, cooperation with other organizations ministering within the community;
- (d) Spread the Word of the Gospel by ministering to all through seminars, radio, television, and other forms of mass media;
- (e) Conduct a local and international Church by the direction of the Lord Jesus Christ and under the leadership of the Holy Spirit in accordance with all the provisions as set forth in the Bible;
- (f) Maintain local Church and missionary facilities to propagate the gospel of Jesus Christ both at home and in foreign lands and to support and send missionaries throughout the world;
- (g) Conduct a school for ministers and leaders;
- (h) License and ordain qualified individuals including graduates of ministerial schools;
- (i) Collect and disburse any and all necessary funds for the maintenance of the Church and the accomplishment its purpose within the State of Florida and elsewhere around the world; and
- (j) Make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

The Church is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

3.03 Powers and Restrictions.

Except as otherwise provided in these Bylaws and in order to carry out the above-stated purposes, the Church shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper

to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

- (a) The Church shall not pay dividends and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its organizers, trustees, officers or other private persons, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Articles of Incorporation and these Bylaws. No

substantial part of the activities of the Church shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by (i) a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(b) In the event this Church is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(c) The Church shall not accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Church's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 4 GOVERNING BODY

The Church is operated as a religious nonprofit Corporation in accordance with Title 36, Chapter 617 of the Florida Not for Profit Corporation Act, and subject to the Act, its Articles of Incorporation and these Bylaws. The Church is governed by its Board of Directors (hereinafter referred to as the "Trustees").

ARTICLE 5 CHURCH GOVERNMENT

The Church seeks to be led by the Holy Spirit in all things. The Senior Pastor, the Trustees, the Officers, the Overseers, the Senior Leadership Team and the Membership all have a certain role in the Church's government.

(a) Role of the Senior Pastor. The Senior Pastor has executive and supervisory control over and is ultimately responsible for both the spiritual and the corporate health of the Church, including communicating the ministry vision for and overseeing the day-to-day operations of the Church (as described in Article 7).

(b) Role of the Trustees. The Trustees shall have the duties and responsibilities generally associated with and exercised by a corporate board and are to serve the Church by assuring compliance with the Church's management policies and procedures, by approving the annual budget and other major financial commitments of the Church (as described in Articles 4 and 8).

(c) Role of the Officers. The Officers are to serve the Church in accordance with those certain roles and responsibilities as may be determined from time to time by the Senior Pastor, the Trustees, or by such persons designated by the Trustees or Senior Pastor (as described in Article 9).

(d) Role of the Overseers. The Overseers shall provide apostolic oversight to the Senior Pastor and are charged with protecting the Church through counsel, prayer, and if required, the discipline of the Senior Pastor (as described in Article **10**).

(e) Role of the Senior Leadership Team. The Senior Leadership Team serves in both a spiritual leadership capacity and in a staff leadership capacity, as the protectors and encouragers of a positive spiritual climate within the Church and as seasoned and experienced members of the pastoral team who work alongside the Senior Pastor in carrying out his directives (as described in Article 11).

(f) Role of the Members. The Members of the Church support the Senior Pastor in fulfilling his calling; influence the spiritual tone, strength and the direction of the body of believers (as described in Article 6)

ARTICLE 6 CHURCH MEMBERSHIP

The Church's membership is open to all who profess their faith openly in our Lord Jesus Christ. There shall be one class of membership (hereinafter the "Members") and the Members shall all be people who faithfully contribute, through tithes and offerings, to the finances of the Church. Membership is granted and recognized once a person has attended the membership class, completed and returned the financial support commitment form and demonstrated regular financial

giving through tithes and offerings to the Church. Should one (1) year pass without a record of financial contributions, membership shall be terminated by the Trustees. The Trustees may, from time to time, adopt and amend the application procedures and qualifications for membership in the Church.

As set forth in Article 4, the corporate governance of the Church is solely vested in the Trustees. As set forth in Article 7, plenary power to oversee the spiritual affairs and the day-to-day operations of the Church is vested with the Senior Pastor. As such, Members are not entitled to cast a vote in person, by proxy or otherwise that is binding upon the Church.

The Senior Pastor shall have the sole and exclusive authority to seek the membership's approval or disapproval of an action that Members would not otherwise not be entitled to vote (hereinafter a "vote of affirmation") upon. Should the Senior Pastor seek a vote of affirmation, the outcome of such vote carries no legal weight, is not binding on the Corporation and is only intended to gauge the opinion of or seek moral support from the membership.

ARTICLE 7
THE SENIOR PASTOR:
PRESIDENT AND CHIEF EXECUTIVE OFFICER

7.01 The Office of the Senior Pastor: Dual and Concurrent Responsibilities.

The Church finds its headship under the Lord Jesus Christ and in its Senior Pastor. The Senior Pastor shall have plenary authority over and shall be responsible for directing all of the ministries and spiritual activities of the Church. Concurrently, the Senior Pastor shall serve as the President and Chief Executive Officer of the Corporation and shall have plenary authority over and shall be responsible for directing all of the day-to-day business activities and operations of the Church.

Because the Church has two simultaneous and complimentary expressions: (1) the spiritual life of a body of believers (the Church); and (2) the corporate entity that houses the Church's functions and activities (the Corporation), it is the Senior Pastor that bridges the gap between these dual and concurrent expressions. The Senior Pastor, is primarily responsible for the spiritual life of the Church, and at the same time, he must be in the position to insure the Church's corporate health and that its resources are directed toward the ministries he deems fit and in furtherance of the Church's best interests.

7.02 Duties and Responsibilities.

The Senior Pastor is responsible to lead the Church in accordance with Biblical principles to accomplish the New Testament purposes of the Church and his duties require that he:

- (a) Provide Biblical vision and direction for the congregation;
- (b) Serve as the leader of the Church body of believers, the Church staff, all church organizations, all Church ministries, the Trustees, and all Church Advisory Committees, with the exception of the Independent Compensation Committee and

the Confirmation Committee, to accomplish the New Testament purposes of the Church;

- (c) Define and communicate the Church's purpose;
- (d) Administer and coordinate the day-to-day ministry to the congregation and administration and operations of the Church;
- (e) Nominate and remove Overseers;
- (f) Appoint, direct, oversee and remove Senior Leadership Team Members;
- (g) Recognize and enlist apostolic, prophetic, evangelistic, pastoral and teaching ministries, along with that of Senior Leadership Team Members and additional staff members as he deems Biblical and necessary for the healthy and balanced spiritual ministry of the body of believers;
- (h) Select individuals who will help to assist in the business operations of the Corporation;
- (i) Hire, direct, oversee, and terminate Church staff as he deems necessary to help administrate the affairs of the Church;
- (j) Endeavor to ensure that all official and duly authorized directives and corporate resolutions of the Trustees are properly carried out; and
- (k) Do all things necessary and proper to fulfill the above-described leadership position and to fulfill all duties incident to the office of President and Chief Executive Officer of a corporation.

7.03 Senior Pastor's Spiritual Leadership.

In his role as Senior Pastor, he may work with the Trustees, Officers, the Senior Leadership Team Members, Overseers or anyone else serving in any five-fold ministry offices (as outlined in Ephesians 4:11-13) in any way that he determines is Biblical and consistent with these Bylaws, the Articles of Incorporation and the Act. In addition, the Senior Pastor shall 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 anyone that can assist in what he deems necessary to properly carry on the work of the Church.

7.04 Senior Pastor's Responsibility for Worship Services.

The scheduling of worship times, the ordering of worship services, and the leadership of worship services, as well as all other uses of Church owned facilities are to be determined by the Senior Pastor, or his designee. 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 specific approval of the Senior Pastor, or his designee.

7.05 Senior Pastor's Role with Trustees.

The Senior Pastor shall serve as the Chairman of the Trustees. He shall call the meetings and determine the agenda for all Trustee meetings in consultation with the Trustees. The Senior

Pastor shall not (except under the circumstances described in Article 8) be entitled to cast a vote on matters before the Trustees.

The Senior Pastor shall have the exclusive right to make nominations of candidates from the Membership to serve as a Trustee and present his nominee to the Trustees (as described in Article 8.03).

7.06 Senior Pastor's Role in Administration.

The Senior Pastor, as the President and Chief Executive Officer of the Corporation, or his designee, shall have plenary authority over and shall be responsible for directing all of the day-to-day business activities and operations of the Church.

The Senior Pastor shall be responsible for hiring, directing, disciplining, and dismissing staff members. The Senior Pastor shall, in accordance with applicable federal tax law and Internal Revenue Service guidelines for nonprofit organizations, determine and establish salaries and pay scales for all salaried employees (excluding his salary and those of his family members). The Senior Pastor's final determination of salaries and pay scales shall be reviewed and approved annually by the Independent Compensation Committee (as described in Article 12).

7.07 Church Discipline regarding the Senior Pastor.

(a) Criteria for Discipline of Senior Pastor. Should, in the opinion of two (2) or more Trustees or two (2) or more members of the Senior Leadership Team, the Senior Pastor engage in immoral conduct, improper financial practices, or espouse theological views or beliefs (hereinafter referred to as "pastoral misconduct") that may require discipline, then such Trustees or Senior Leadership Team Members shall contact the Senior Pastor and the Overseers and request that the Overseer's undertake an investigation of all alleged incidents of pastoral misconduct and the evaluation of appropriate discipline, if warranted.

(b) Process for Investigation and Disciplinary Action. Should the Overseers be called upon to investigate pastoral misconduct, an affirmative vote of a majority of the total number of Overseers is required to initiate an investigation. Following the conclusion of the Overseer's investigation and the making of findings, an affirmative vote of a majority of the total number of Overseers is required to take disciplinary action against the Senior Pastor. Following such majority vote, the Overseers shall assume complete authority over the Senior Pastor's on-going and future ministerial activities; the Overseers may undertake to discipline Senior Pastor in any way deemed necessary; the Overseers may vote to remove the Senior Pastor from his position of leadership or to terminate the Senior Pastor's employment with the Church. Otherwise, the Overseers shall have no authority in the normal life of the Church and then only as set forth in these Bylaws.

(c) If there are fewer than three (3) Overseers, the Trustees shall assume the roles and responsibilities of the Overseers described in Sections 7.07(a) and (b) above until such time as there are at least three (3) Overseers that have been approved by the Trustees.

7.08 Installation of New Senior Pastor-President.

(a) The Confirmation Committee. The Confirmation Committee shall have an advisory role with regard to the confirmation of a new Senior Pastor-President (as described in Article 8).

(b) Vacancy while the Senior Pastor-President is in Good Standing. The Senior Pastor is in "*Good Standing*" if: (1) he is not under investigation by the Overseers or (2) he is not under discipline by the Overseers.

If a vacancy in the position of Senior Pastor occurs due to death, disability, resignation or other absence while the Senior Pastor is in Good Standing (as defined herein), then the outgoing Senior Pastor shall nominate a candidate to serve as the new Senior Pastor by way of a signed writing (or in a previously signed writing in the event of death) submitted to the Confirmation Committee for its review and consideration. The Confirmation Committee shall then submit the outgoing Senior Pastor's nominee for a vote by the Confirmation Committee. An affirmative vote of two-thirds of the representatives then serving on the Confirmation Committee shall be required to confirm the selection of a new Senior Pastor of the Church. In the event that the Confirmation Committee does not confirm such nominee, the process shall be repeated until a nominee is confirmed as the new Senior Pastor. If the outgoing Senior Pastor is unable or unwilling to nominate a candidate for the position of new Senior Pastor, then the Overseers shall nominate a candidate under the same process described herein.

(c) Vacancy while the Senior Pastor is Not in Good Standing. The Senior Pastor is "*Not in Good Standing*" if: (1) he is under investigation by the Overseers; or (2) he is undergoing discipline by the Overseers.

If a vacancy in the position of Senior Pastor occurs due to death, disability, resignation or other absence while the Senior Pastor is in Not in Good Standing (as defined herein), then the Overseers shall nominate a candidate for the position of new Senior Pastor by an affirmative vote of one less than the total number of Overseers. The Overseer's shall submit to the Confirmation Committee its nominee for new Senior Pastor by way of a writing signed by the required number of Overseers. An affirmative vote of two-thirds of the representatives serving on the Confirmation Committee shall act to confirm the new Senior Pastor of the Church. In the event

that the Confirmation Committee does not confirm such nominee the process described herein shall be repeated until a nominee is confirmed as the new Senior Pastor.

(d) Appointment of Interim Senior Pastor. If a vacancy in the position of Senior Pastor occurs due to death, disability, resignation or other absence while the Senior Pastor is in Not in Good Standing (as defined herein), then the Overseers may appoint, by a vote of one less than the total number of Overseers then serving, an acting Interim Senior Pastor who shall serve until such time as a new Senior Pastor is nominated and confirmed by way of the process set forth herein. The acting Interim Senior Pastor shall be eligible for nomination and confirmation as Senior Pastor as set forth herein. The Interim Senior Pastor shall not, during his service as Interim Senior Pastor,

concurrently serve as an Officer, Trustee, or Overseer of the Church and shall not have any corporate rights, duties, or responsibilities to the Corporation.

(e) If there are fewer than three (3) Overseers, the Trustees shall assume the roles and responsibilities of the Overseers described in Sections 7.08(a) through (d) above until such time as there are at least three (3) Overseers that have been approved by the Trustees.

ARTICLE 8 TRUSTEES

8.01 General Powers and Authority of the Trustees.

The term "Trustees" as used herein shall mean the Board of Directors as described in accordance with Title 36, Chapter 617.0801 of the Florida Not For Profit Corporation Act. The Trustees shall have the duties and the responsibilities generally associated with and exercised by a corporate board and as such, are the only governing body within the Church. All corporate powers shall be exercised by or under the authority of the Trustees and in accordance with the Act and these Bylaws. Accordingly, the Trustees shall have the final authority solely over affairs pertaining to corporate matters of the Church.

The Trustees shall be responsible for the management and oversight of all of the Church's financial resources, including the acquisition and disposition of Church property (both real and personal). Further, the Trustees shall have the power:

- (a) To buy, sell, mortgage, pledge or encumber such real or personal property owned by the Church;
- (b) To approve or disapprove of the Church merging or transferring some or all of its assets to another qualified tax-exempt organization;
- (c) To approve or disapprove of the Church dissolving or otherwise liquidating its assets;
- (d) To approve or disapprove of the engaging in any transaction, contract, agreement, or arrangement that is unrelated to the purposes of the Church;
- (e) To approve or disapprove of the Church entering into any financial commitment that violates the financial guidelines in 8.02; and
- (f) To do all things necessary and proper to carry out the above-described general corporate powers and to fulfill all the duties incident to the role of Trustees of the Corporation.

8.02 Financial Guidelines.

(a) Debt Restrictions. Before the Trustees can authorize the church to borrow money or incur lease obligations, the following conditions must be met:

(1) Maximum 35% Payment Ceiling. The combined totals of all monthly debt 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 limited to tithes, offerings, investment income and unrestricted gifts to 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) Church Plant Exception. If a church plant has less than twelve (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 or Treasurer.

8.03 Number, Qualifications, Appointment, Term, and Resignation or Removal of Trustees.

(a) Number. There shall be not less than five (5) and no more than nine (9) Trustees.

(b) Qualifications. Except for the Senior Pastor, Trustees shall not be employees of the Church. Nor shall they be related by blood or marriage to any other Trustee, the Senior Pastor, an Officer any or member of the Senior Leadership Team of the Church.

(c) Election. The Senior Pastor shall have the exclusive right to nominate individuals whom he deems qualified to serve as a Trustee. A candidate for Trustee shall be elected by the affirmative vote of all remaining Trustees.

In the event of a Trustee vacancy, whether due to resignation or removal, the Senior Pastor shall be given a reasonable amount of time to nominate an individual he deems qualified to serve as a Trustee in accordance with these Bylaws.

(d) Term. The term of office for all Trustees other than Senior Pastor shall be one (1) year; however, such Trustees may serve consecutive terms without limitation. The Senior Pastor shall serve as a Trustee until he resigns, dies or is otherwise removed pursuant to Article 7.07.

(e) Resignation or Removal. Any Trustee may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice and, acceptance of such resignation shall not be necessary to make it effective.

The Senior Pastor may, upon written notice, remove Trustees with or without cause, but at a rate that does not exceed two (2) removals every nine (9) months. If a vacancy in the position of Senior Pastor occurs, for any reason, then the individual(s) duly elected as the Corporation's Vice President(s), and/or Secretary and Treasurer acting together, may nominate or remove Trustees, subject to the same limitations that would otherwise apply to nominations and removal of Trustees by the Senior Pastor. If a vacancy in the Senior Pastor, Vice President(s), the Secretary or Treasurer positions occur, then the Trustees shall nominate and elect new Trustees until one or more of the vacant positions are filled.

8.04 Chairman of the Trustees.

The Senior Pastor shall serve and preside as the non-voting (except in circumstances described in Article 8.12) Chairman of the Trustees. Pursuant to Article 8.04, the Senior Pastor shall call regular and special meetings of the Trustees and shall determine the agenda for all meetings. If the Senior Pastor's attendance is impossible, then the one of the Vice Presidents shall serve as non-voting Chairman. If none of the Vice President's attendance is possible, then the Church's Secretary and Treasurer acting together, shall serve as non-voting Chairman. If neither the Senior Pastor, the Vice President(s) nor the Secretary or Treasurer is able to attend the meeting, then the Trustees shall elect a Chairman and proceed in order, keeping minutes of their actions for the corporate record. Any resolutions passed during a Trustee meeting without the official Church Officers shall not take effect until the next properly called Trustee's meeting when the appropriate representation of official church officers is present and the minutes of the prior meeting are put forward for approval by the Trustees and included in the corporate record book.

8.05 Meetings.

(a) Regular or Special meetings. A regular meeting of Trustees shall occur at least annually. The Senior Pastor or any two (2) Trustees may call a special meeting of the Trustees.

Regular or Special meetings of the Trustees may be held either within or outside the State of Florida, but shall be held at the Church's registered office in Florida if the notice thereof does not specify the location of the meeting. A regular or special meeting may be held at any place consented to in writing by all of the Trustees, either before or after the meeting. If such consents are given, they shall be filed with the minutes of the meeting.

(b) Telephonic Meetings. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Trustees participating in the meeting can simultaneously hear one another and participate. All Trustees shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

(c) Notice Requirements for Regular or Special Meetings. Regular meetings of the Trustees may be held without notice if the time and place of such meetings are fixed by a resolution of the Trustees.

The Notice of Special Meetings shall include:

(1) Manner of Giving Notice. Notice of the date, time and place of special meetings shall be given to each Trustee by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Trustee or to a person at the Trustee's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Trustee; (d) by faxed telecopy to the Trustee's office or home; or (e) by electronic mail ("e-mail").

(2) Time Requirements. Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, telecopier or e-mail shall be delivered, telephoned, faxed or e-mailed to the Trustee or given at least twenty-four (24) hours before the time set for the meeting.

(3) Notice Contents. The notice shall state the date, time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

(4) Waiver. Attendance of a Trustee at a meeting shall constitute waiver of notice of such meeting, except where the Trustee attends a meeting for the express purpose of objecting that the meeting is not properly called.

8.06 Action of Trustees Without a Meeting.

Any action required or permitted to be taken by the Trustees may be taken without a meeting, if all of the Trustees, individually, or collectively, consent in writing to the action.

Such action by written consent or consents shall be filed with the minutes of the proceedings of the Church.

8.07 Quorum.

Unless otherwise provided for in these Bylaws, a majority of the number of Trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Trustees. The Trustees present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Trustees leave the meeting so that less than a quorum remains.

However, no action may be approved without the vote of at least a majority of the number of Trustees in attendance required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Trustees present may adjourn and reconvene the meeting one time without further notice.

8.08 Proxies. Voting by proxy is prohibited.

8.09 Duties of Trustees of the Corporation.

The Trustees of the Corporation shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. The Trustees of the Corporation may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including Officers, employees of the Church, professional advisors or experts such as accountants or legal counsel. A Trustee of the Corporation is not relying in good faith if the individual has knowledge concerning a matter in question that renders such reliance unwarranted.

The Trustees, despite the use of the word, shall not have the powers and/or duties of a "Trustee of a trust" (as that term is generally understood in the law of Trusts), with respect to the Church or with respect to any property held or administered by the Church, including property that may be subject to restrictions imposed by the donor or transferor of the property.

8.10 Delegation of Duties.

The Trustees, in consultation with the Senior Pastor, are entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. Trustees shall have no personal liability for actions taken or omitted by the advisor if the Trustees act in good faith and with ordinary care in selecting the advisor. The Trustees may, in consultation with the Senior Pastor, remove or replace the advisor at any time, with or without cause.

8.11 Interested Parties.

Pursuant to the Act and the provisions of Article 18 below, a contract or transaction between the Church and a Trustee of the Church is not automatically void or voidable simply because the Trustee, an employee or other control party, has a financial interest in the contract or transaction.

8.12 Actions of Trustees.

The Trustees shall try to act by consensus. However, if action by consent is impossible or unless the act of a greater number is required by the Act or these Bylaws, then the vote of a majority

of the Trustees present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Trustees. A Trustee who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Trustees. The burden is on each individual Trustee to ensure their votes are properly recorded in the minutes as either a "yes," "no," or "abstain."

In the event of a vote of the Trustees resulting in a deadlock, the Senior Pastor shall be entitled to cast a "majority ballot" breaking the deadlock so that an official act or decision may be undertaken by the Trustees.

8.13 No Compensation.

The Trustees shall not receive any compensation in exchange for services rendered as a Trustee. The Trustees may however, adopt a resolution providing for reimbursement to Trustees for reasonable expenses incurred as a result of attendance at a meeting of the Trustees.

ARTICLE 9 OFFICERS

9.01 Number, Appointment, Term, and Resignation or Removal of Officers.

(a) Number. The Officers of the Corporation shall be a President (as described in Article 7), Vice President(s), a Secretary and a Treasurer and any other Officers chosen at the discretion of the Senior Pastor.

(b) Appointment to and Creation of New Offices. The President shall be appointed in accordance with requirements set forth under Article 7.

The Secretary and Treasurer are to be appointed by the President. In the event that the President is unwilling or unable to nominate a Secretary or Treasurer, then the Trustees shall nominate a Secretary or Treasurer and approve such nominee by a majority vote of the Trustees.

The President shall appoint all other Officers of the Church. In the event that the President is unwilling or unable to nominate an Officer, then the Trustees shall nominate an Officer and approve such nominee by a majority vote of the Trustees.

(c) Term. The Senior Pastor shall be the President until he resigns or is removed in accordance with Article 7 and a new Senior Pastor is installed in accordance with Article 7. The term of office for all officers other than Senior Pastor shall be one (1) year; however, such Officers may serve consecutive terms without limitation. In the event of a vacancy in the office of Senior Pastor, the Trustees shall, by majority vote, elect a Trustee to serve as the acting President.

An Officer may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

All other Church Officers may be removed with or without notice, and with or without cause, by the unilateral action of the Senior Pastor or by a majority vote of the Trustees.

9.02 Powers of Officers.

(a) President. The duties and responsibilities of the President are listed in Article 7 herein.

(b) Vice President. When the President is absent, is unable to act, or refuses to act, the Vice President may perform the duties of the President. When the Vice President acts in place of the President, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. If there is more than one Vice President, the Vice Presidents shall act in place of the President in the order that is established by the President when the Vice Presidents were appointed. A Vice President shall perform other duties as assigned by the President.

(c) Treasurer. The Senior Pastor shall appoint the Treasurer of the Church. The Treasurer of the Church shall: (a) have charge and custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for monies due and payable to the Church from any source; (c) deposit all monies in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Trustees; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the Senior Pastor or by the Trustees; (h) if required by the Trustees, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Trustees; and (i) perform all of the duties incident to the office of treasurer. An individual serving as Treasurer shall not be authorized to serve in a dual capacity as both President and Treasurer.

(d) Secretary. The Senior Pastor shall appoint the Secretary of the Church. The Secretary of the Church shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Trustees and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) keep a register of the mailing address of each Trustee, Officer, Overseer, Senior Leadership Team Member, church member and employee of the Church; (f) perform duties as assigned by the Senior Pastor or by the Trustees; and (g) perform all duties incident to the office of Secretary. An individual serving as Secretary shall not be authorized to serve in a dual capacity as both President and Secretary.

9.03 Duties of Officers of the Corporation.

The Officers of the Corporation shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Church. The Officers of the Corporation may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including Trustees, Officers, employees of the Church, professional advisors or experts such as accountants or legal counsel. An Officer of the Corporation is not relying in good faith if the individual has knowledge concerning a matter in question that renders such reliance unwarranted.

ARTICLE 10 OVERSEERS

10.01 Requirements and Biblical Qualifications to Be an Overseer.

The members of the Overseers shall be ordained pastors at respected congregations who know and love the Church and its Senior Pastor. They must agree to make themselves available, at their own expense, to serve the Church when requested.

Biblical qualifications for Overseers shall be: "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).

10.02 Responsibilities of Overseers.

The Overseers shall provide apostolic oversight to the Senior Pastor and are charged with protecting the Church through counsel, prayer, and when required, the investigation of alleged pastoral misconduct, as defined herein in Article 7.07(a), and if any, the resulting discipline of the Senior Pastor, up to and including his removal as set forth in Article 7.

10.03 Number, Appointment, and Term of Overseers.

There shall be no less than three (3) Overseers. So long as the Senior Pastor is in Good Standing (as defined in Article 7 herein), Overseers shall be nominated by the Senior Pastor, in consultation with the Senior Leadership Team Members, and confirmed by a majority vote of the Trustees. The term of office for all Overseers shall be one (1) year; however, such Overseers may serve consecutive terms without limitation.

10.04 Resignation, Removal and/or Nomination of New Overseers.

An Overseer may resign at any time by giving written notice to the Church. Such resignation shall take effect on the date of the receipt of such notice; and, the acceptance of resignation shall not be necessary to be effective.

The Senior Pastor may remove Overseers, with or without notice and with or without cause.

In the event of a vacancy by an Overseer that causes the total number of Overseers to be less than five (5), the Senior Pastor shall be given a reasonable amount of time to nominate a new Overseer, in consultation with the Senior Leadership Team Members and such nominee shall be confirmed by a majority vote of the Trustees. In the event that the office of Senior Pastor is vacant, the individual who was duly elected as the Corporation's Secretary and Treasurer acting together, may nominate or remove Overseers, subject to the same limitations that would otherwise apply to nominations and removals by the Senior Pastor.

If disciplinary action is being considered or an investigation of the Senior Pastor is underway, no changes in the composition of the Overseers shall be made until the Overseer's work is completed and such findings are reported to the Trustees and Senior Leadership Team.

ARTICLE 11 SENIOR LEADERSHIP TEAM

11.01 Requirements and Biblical Qualifications to Be a Member of the Senior Leadership Team.

The Senior Leadership Team is comprised of men and women who function within the local Church and are viewed by the congregation as spiritual leaders of the Church. The Senior Leadership Team Members are seasoned members of the pastoral team of the Church who serve the Church in a spiritual capacity. Senior Leadership Team Members shall not be Trustees. They meet the Biblical qualifications for Senior Leadership Team Members and, in addition their role as staff members, function in that calling. In addition to fulfilling the job duties, the Senior Leadership Team Members are to covenant together with the Senior Pastor for the development

of the spiritual life of the Church and are to serve as the primary protectors and encouragers of a positive spiritual climate within the Church body.

Biblical qualifications for Senior Leadership Team Members shall be: "An Elder must be blameless, the husband of but one wife, a man whose children believes and is not open to the charge of being wild and disobedient. Since an Elder is entrusted with God's work, they 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, and who is self- controlled, upright, holy and disciplined. They must hold firmly to the trustworthy message as it has been taught, so that they can encourage others by sound doctrine and refute those who oppose it." (Titus 1:6-9 NIV).

11.02 Responsibilities of Senior Leadership Team.

The functions of the Senior Leadership Team are to:

- (a) Maintain and teach by living a godly, Christian lifestyle;
- (b) Serve the Church by helping the Senior Pastor to establish the vision and direction of the Church;
- (c) Provide leadership as a member of the Senior Pastoral Leadership Team;
- (d) Demonstrate leadership to the Members of the local Church;
- (e) Provide a prayer shield for the Church staff and the local Church;
- (f) Defend, protect and support the integrity of the Church staff and the local Church;
- (g) Pray for the sick;
- (h) Organize, implement and execute licensing and ordination requirements and procedures;
- (i) Mediate disputes among the brethren;
- (j) Counsel with church members and staff; and
- (k) Contact the Overseers to initiate investigation and potential discipline of the Senior Pastor if a situation involving pastoral misconduct occurs.

11.03 Number, Appointment, and Term of Senior Leadership Team.

There shall be no less than three (3) Senior Leadership Team Members. So long as the Senior Pastor is in Good Standing (as defined in Article 7 herein), the Senior Pastor shall appoint persons to serve on the Senior Leadership Team. The term of service for each Member of the Senior Leadership Team shall continue until he resigns, is deceased, or is removed in accordance with these Bylaws.

11.04 Resignation and Removal of Senior Leadership Team Members.

A Member of the Senior Leadership Team may resign at any time by giving written notice to the Senior Pastor. Such resignation shall take effect on the date of the receipt of such notice; and, the acceptance of resignation shall not be necessary to be effective.

Generally, the Senior Pastor may remove Senior Leadership Team Members, with or without notice and with or without cause.

In the event of a vacancy by a Member of the Senior Leadership Team which causes the total number of Members of the Senior Leadership Team to be less than three (3), the Senior Pastor shall be given a reasonable amount of time to appoint a new person(s) to serve on the Senior Leadership Team. In the event that the office of Senior Pastor is vacant, the individual who was duly elected as the Corporation's Secretary and Treasurer acting together, may nominate or remove

Senior Leadership Team Members, subject to the same limitations that would otherwise apply to nominations and removals by the Senior Pastor.

ARTICLE 12 COMMITTEES AND ADVISORY TEAMS

12.01 Establishment of Committees and Advisory Teams.

The Board of Trustees may, at its discretion, adopt a resolution establishing one or more Committees or Advisory Committees. Any and all Advisory Committees shall conform to rules established by the Trustees.

12.02 Audit Review Committee.

The Trustees shall appoint the Secretary and Treasurer acting together, and two (2) Trustees to serve on the Audit Review Committee of the Church. The Audit Review Committee shall select and engage the Church's Independent Auditors to perform the annual audit of the Church as required herein. After reviewing the annual audit, the Audit Review Committee shall report its findings to the Trustees at a regular or special meeting of the Trustees.

12.03 Independent Compensation Committee.

An Independent Compensation Committee, shall be established annually by the Board of Trustees, and shall consist of a minimum of two (2) independent Trustees and a minimum of three (3) independent Overseers. Under no circumstances shall the number of independent members of the Compensation Committee be decreased to less than five (5). An individual is considered to be "Independent" if the individual does not have a conflict of interest that would otherwise disqualify them from serving on this Committee. A conflict of interest arises when a person in a position of authority over the Church (such as an Officer, Director, Trustee, Senior Leadership Team Member, Overseer or employee) and can benefit financially from a decision

made in such a capacity, including indirect benefits such as to family members or businesses with which the person is closely associated.

The Independent Compensation Committee shall determine and approve, by a majority vote, the Senior Pastor's, any family members, and executive staff member's total compensation amounts. The Independent Compensation Committee may consider duties, performance evaluations, compensation comparability data, and other relevant information to assist it in ensuring the amount of total compensation paid to each individual is reasonable and in compliance with current IRS guidelines for nonprofit organizations. The Senior Pastor shall not participate in the Independent Compensation Committee's discussion and formulation of or vote regarding his salary and benefits, or any family member's salary or benefits.

12.04 Confirmation Committee.

The Confirmation Committee shall be made up of a minimum of five (5) Trustees and a minimum of five (5) members of the Senior Leadership Team. In the event that there are more than five (5) Trustees or more than five (5) Senior Leadership Team Members in each respective group, then each group shall vote to select, by a majority vote of such group, five (5) of representatives to serve on the Confirmation Committee. If there is less than five (5) members on either Trustees or Senior Leadership Team at time of forming Confirmation Committee, there is to be equal representation from each respective group. An Overseer, elected by the Senior Pastor, has authority to issue the deadlock vote should there be a deadlock.

12.05 Delegation of Authority.

Each Committee shall consist of two or more persons and must have a minimum of two (2) Trustees serving on each committee. If, in addition to the Independent Compensation Committee, the Trustees establish or delegate any of its authority to a Committee, it shall not relieve the Trustees, or Trustee, of any responsibility imposed by these Bylaws or otherwise imposed by law. The Trustees shall define by resolution the activities and scope of authority and the qualifications, in addition to those set forth herein, for membership on all Committees.

No Committee shall have the authority to: (a) amend the Articles of Incorporation; (b) adopt a plan of merger or a plan of consolidation with another Church; (c) authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Church; (d) authorize the voluntary dissolution of the Church; (e) revoke proceedings for the voluntary dissolution of the Church; (f) adopt a plan for the distribution of the assets of the Church; (g) amend, alter, or repeal the Bylaws; (h) elect, appoint, or remove a member of a Committee or a Trustee or officer of the Church; (i) approve any transaction to which the Church is a party and that involves a potential conflict of interest as defined in Article 18 below; or (j) take any action outside the scope of authority delegated to it by the Trustees or in contravention of the Act.

The Trustees may designate various Advisory Teams not having or exercising the authority of the Trustees. Such Advisory Teams shall only function in an advisory capacity to the Trustees.

The Senior Pastor shall have the power to appoint and remove members of all Advisory Teams. With the exception of the Independent Compensation Committee and Confirmation Committee, the Senior Pastor shall serve as an ex officio member of all Advisory Teams. The Trustees shall define, by resolution, the scope of activities and the qualifications for membership on all Advisory Teams.

12.06 Term of Office.

Each member of a Committee or Advisory Team shall serve until the next annual meeting of the Trustees, or until a successor is appointed. However, the term of any Committee or Advisory Team member may terminate earlier if the Committee or Advisory Team is terminated by the Trustees, or if the member dies, ceases to qualify, resigns, or is removed as a member of the Church. A vacancy on a Committee or Advisory Team may be filled by an appointment made in the same

manner as an original appointment. A person appointed to fill a vacancy on a Committee or Advisory Team shall serve for the unexpired portion of the terminated Committee member's term.

12.07 Chair and Vice-Chair.

Unless otherwise expressly stated herein, one member of each Committee or Advisory Team shall be designated as the chair, and another member shall be designated as the vice-chair. The chair and vice-chair of each Committee and Advisory Team shall be appointed by the Senior Pastor with consultation from the outgoing chairman. The chair shall call and preside at all meetings. When the chair is absent, is unable to act, or refuses to act, the vice-chair shall perform the duties of the chair. When a vice-chair acts in place of the chair, the vice-chair shall have all the powers of and be subject to all the restrictions upon the chair.

12.08 Quorum.

One half the number of members of a Committee or Advisory Team shall constitute a quorum for the transaction of business at any meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required to constitute a quorum. If a quorum is present at no time during a meeting, the chair may adjourn and reconvene the meeting one time without further notice.

12.09 Actions.

Committees and Advisory Teams shall try to take action by consensus. However, the vote of a majority of members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Committee or Advisory Team unless the act of a greater number is required by law or the Bylaws. A member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the Committee or Advisory Team.

ARTICLE 13 BUSINESS PRACTICES

13.01 Fiscal Year.

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

13.02 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.

13.03 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, either the Secretary and Treasurer acting together, or the President of the Corporation in accordance with their duties outlined in these Bylaws may sign such instruments.

13.04 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.

13.05 Gifts.

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

13.06 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. Any Church member may request to inspect books and records of the Corporation for any proper purpose at any reasonable time but only as approved by a majority of the Trustees on a case-by-case basis.

13.07 Annual Budgeting Process.

The President shall prepare and put forward a proposed annual budget of the Church for the Trustees consideration and approval.

ARTICLE 14 INDEMNIFICATION

14.01 Indemnification.

To the full extent permitted by the Act, as amended from time to time, the Church shall indemnify any Trustee, Pastor, Officer, Overseer, Senior Leadership Team Member, committee

member, employee, or agent of the Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church. The Church in defending such actions may advance reasonable expenses.

14.02 Determination of Right.

Legal counsel selected by the majority vote of the Trustees shall make a determination of the right to indemnification under the Act.

ARTICLE 15 MINISTERIAL ORDINATION

15.01 Ordination, Licensing, and Commissioning of Ministers of the Gospel.

(a) Role of the Senior Pastor. By majority vote of the Senior Pastor and Senior Leadership Team, the Senior Pastor may ordain, license or commission 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 the Senior Pastor and the Senior Leadership Team.

(b) Application. Application for ordination, licensing, or commissioning a person as a minister of the Gospel shall be on the form provided by the Church. An application shall be either approved or denied by the Senior Pastor and the Senior Leadership Team within ninety (90) days of completing the process set forth by the Church as defined herein. Those applicants who are approved shall receive a certificate evidencing the approval.

(c) Ability to Limit Ministry. The Senior Pastor may, at his own discretion, limit ordained, licensed, and commissioned ministers to a specific area of special ministry emphasis.

15.02 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 16 DISSOLUTION

16.01 Dissolution and Distribution of Property.

(a) The Church shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.

(b) "Dissolution" means the complete disbanding of the Church so that it no longer functions as a congregation or as a corporate entity. Upon the dissolution of the Church, its property shall be applied and distributed as follows: (1) all liabilities and obligations of the Church shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by the Church upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law or the corresponding provision of any foreign jurisdiction in the case of a foreign corporation), and are engaged in activities substantially similar to those of the Church; this distribution shall be done pursuant to a plan adopted by the Trustees; and (4) any assets not otherwise disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Church is then located, for such purposes and to such organizations as said court shall determine, provided such organizations are in agreement with the Church's Statement of Faith and basic form of government.

ARTICLE 17 WHISTLEBLOWER POLICY

17.01 Purpose.

The Church requires all of its Trustees, Officers, Senior Leadership Team Members, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Church, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if a Trustee, Officer, Senior Leadership Team

Member, employee, or volunteer of the Church reasonably believes that the Church, by and through its Trustees, Officers, Senior Leadership Team Members, employees, or volunteers, or entities with whom the Church has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of the Church, then that individual shall file a written complaint with either his or her supervisor or the Trustees of the Church. This Policy is intended to encourage and enable employees and others to raise serious concerns within the Church prior to seeking resolution outside the Church.

17.02 Procedure.

(a) Reporting Responsibility. It is the responsibility of all of the Church's Trustees, Officers, Senior Leadership Team Member, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of the Church and to report violations or suspected violations in accordance with the Policy.

If a Trustee, Officer, Senior Leadership Team Member, employee, or volunteer of the Church reasonably believes that any policy, practice, or activity of the Church is in violation of

any applicable law, regulation, policy, or procedure of the Church, then the Trustee, Officer, Senior Leadership Team Member, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

(b) Acting in Good Faith. Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of the Church must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of the Church. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

(c) Reporting Violations. In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with a member of the Trustees. Trustees are required to report suspected violations directly to the entire Trustees.

(d) Accounting and Auditing Matters. The Trustees shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Trustees shall work until the matter is resolved.

(e) Evidence. Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.

(d) Investigation of Complaint. After receipt of the complaint, the Trustee to whom the complaint was made shall provide the complaint to the entire Trustees. The Trustees shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Trustees shall receive a report on each complaint and a follow-up report on action taken.

(e) Handling of Reported Violations. The Trustee to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that s/he has been retaliated against in violation of this Policy shall follow the same procedures as s/he did when s/he filed the original complaint.

17.03 Safeguards.

(a) Confidentiality. Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:

- (1) The seriousness of the issue raised;
- (2) The credibility of the concern; and
- (3) The likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporting individual's identity; though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

(b) No Retaliation. No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of the Church who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from Church representation.

(c) Harassment or Victimization. Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with the Church will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in the Church's Employment Policy.

(d) Malicious Allegations. The Trustees recognize that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and moral of the Church or the reputation of the accused individual. The safeguards stated in this Policy do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or dismissal of membership.

ARTICLE 18 CONFLICT OF INTEREST POLICY

18.01 Purpose.

The purpose of the conflict of interest policy is to protect the Church's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Trustee or officer of the Church, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations and is not intended as an exclusive statement of responsibilities.

18.02 Definitions.

(a) **Interested Person.** Any Trustee, principal officer, or member of a committee with powers delegated by the Trustees, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the Church has a transaction or arrangement;

(2) A compensation arrangement with the Church or with any entity or individual with which the Church has a transaction or arrangement; or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Church is negotiating a transaction or arrangement.

(c) Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.

18.03 Procedures.

(a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the Trustees.

(b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Trustees' meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Trustees shall decide if a conflict of interest exists.

(c) **Procedures for Addressing the Conflict of Interest.**

(1) An interested person may make a presentation at the Trustees' meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The chairman of the Trustees may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Trustees shall determine whether the Church can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Trustees shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the Church's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

(1) If the Trustees have reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Trustees determine the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

18.04 Records of Proceedings.

The minutes of the Trustees shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Trustee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

18.05 Compensation.

(a) A Trustee who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church for services is precluded from voting on matters pertaining to that member's compensation.

(c) No Trustee or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Church, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 19 MISCELLANEOUS PROVISIONS

19.01 Construction of Bylaws.

These Bylaws shall be construed in accordance with the laws of the State of Florida. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

19.02 Seal.

The Trustees may provide for a corporate seal.

19.03 Power of Attorney.

A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the Secretary of the Church to be kept with the Church records.

19.04 Parties Bound.

The Bylaws shall be binding upon and inure to the benefit of the Church Members, Pastors, Trustees, Officers, Overseers, Senior Leadership Team, employees, and agents of the Church and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in the Bylaws.

19.05 Christian Alternative Dispute Resolution.

In keeping with 1 Corinthians 6:1-8, all disputes which may arise between any member of the Church and the Church itself, or between any member of the Church and any Pastor, Trustee, Overseer, Elder, Director, officer, employee, volunteer, agent, or other member of this Church, shall be resolved by mediation, and if not resolved by mediation, then by binding arbitration under the procedures and supervision of the Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation. In the event that this group ceases to exist during the course of this Agreement, arbitration under this section shall be conducted according to the rules of the American Arbitration Association. Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any mediation or arbitration proceeding including payment of their own attorneys' fees. Either party may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for mediation or arbitration.

If a dispute may result in an award of monetary damages that could be paid under a Church insurance policy, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Church, and shall in no way affect the authority of the Church to investigate reports of misconduct, to conduct hearings, or to administer discipline of members.

**ARTICLE 20
AMENDMENT OF BYLAWS**

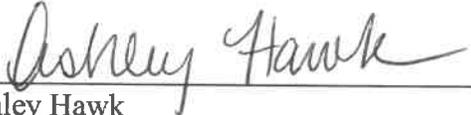
Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted at any regular meeting of the Trustees by the affirmative vote of two-thirds (2/3) of the Trustees. At least five (5) days written advance notice of said meeting shall be given to each Trustee. In the written notice, proposed 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.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Celebration Church and that the foregoing Amended and Restated Bylaws constitute the Bylaws of the Church. These Amended and Restated Bylaws were duly adopted by the affirmative vote of a majority of the Board of Trustees of the Church.

This 13th day of January, 2022.

By:



Ashley Hawk
Secretary

EXHIBIT B



Charles & Kerri Weems

[Redacted]

Jacksonville, FL [Redacted]

2021 donations through 12/31/2021 are included below.

Date	Item #	Tithe/Offering	Heart for the House	Missions	Other Description	Total
4/15/2021	Internal	\$ [Redacted]				\$ [Redacted]
4/15/2021	Internal		\$ [Redacted]			\$ [Redacted]
5/15/2021	Internal	\$ [Redacted]				\$ [Redacted]
5/15/2021	Internal		\$ [Redacted]			\$ [Redacted]
12/1/2021	ACH/EFT	\$ [Redacted]				\$ [Redacted]
12/15/2021	ACH/EFT	\$ [Redacted]				\$ [Redacted]
Totals		\$ [Redacted]	\$ [Redacted]	\$ [Redacted]	\$ [Redacted]	\$ [Redacted]

Thank you for your faithfulness and generosity! Please review your giving history. If you have any questions or concerns, contact us at giving@celebration.org or via phone at 904.737.1121. Celebration Church is a recognized 501(c)(3) organization and participates in an annual voluntary audit. Note: There were no goods or services given in exchange for the listed contributions other than intangible religious benefits; therefore, all recorded donations are tax-deductible.

EXHIBIT C

To the Trustees, Directors and Officers of Celebration Church of Jacksonville, Inc. ("CCJ")

From: Pastor C. Stovall Weems, IV

Re: Separation and Resignation from CCJ

Date: April 15, 2022

This letter is to inform you that I am resigning from my positions as Senior Pastor, President and Chief Executive Officer, Chair and member of the Board of Trustees, and Registered Agent of CCJ – the church I founded and poured my life into. My resignation is effective immediately.

I have spent much time in prayer and received counsel from other pastors here in the city, the region, and around the world. The Trustees' actions leave me and my family with no choice but to legally separate from CCJ and continue our ministry elsewhere, placing ourselves under the proper accountability and oversight of a council of apostolic pastors and elders in our city, nation, and world that understand and model biblical governance. This is absolutely necessary if I am to continue to honor the Lord and be true to what I believe. I shall not and cannot be legally connected to any church in which the leadership abandons the clear biblical principles and scriptural qualifications for spiritual covering, spiritual authority, and ecclesiastical governance and oversight.

My resignation from CCJ does not and will not affect with any claims that have or may be filed by me or Kerri Weems against CCJ trustees and officers or against any individuals or organizations associated with what I believe to be the illegal seizure of the institution and its resources.

Sincerely,

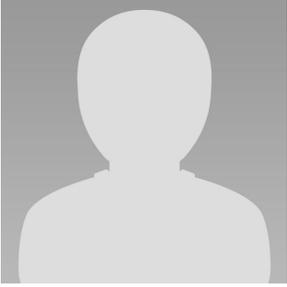
C. Stovall Weems IV

EXHIBIT D

Selected Contact Facts

Mrs. Kerri Weems (#509134)

Married | Female | Head of Household | Participant Since 04/28/05 Current Type: Member | Engage Level: Lapsing | Last Active: 1/1/2022



Fact	Additional Information
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Family Members

Mr. Stovall Weems (Married/Male/Head of Household/ID#509135)	Participant Since 04/28/05 Current Type: Member Engage Level: Lapsing
Mr. Stovie Weems (Single/Male/Adult Child/ID#545134)	Participant Since 04/28/05 Current Type: Member Engage Level: Lapsing
Miss Annabelle Weems (Single/Female/Adult Child/ID#545100)	Participant Since 04/26/02 Current Type: Member Engage Level: Lapsing
Emily Jackson (Single/Female/Guest Child/ID#549122)	Participant Since 09/05/10 Current Type: Member Engage Level: Lapsing
Lucy Jane Pettit (Single/Female/Guest Child/ID#567430)	Participant Since 04/03/10 Current Type: Member Engage Level: Lapsing

Contact Information

Home Phone: None Listed

Kerri: No Mobile On File

[Redacted]

Family Call #: [Redacted]

[Redacted]@gmail.com

Jacksonville FL [Redacted]

Individual History

First Milestone: 03/03/19

First Event: 10/13/05

First Group: 05/05/06

First Response: 04/23/06

Current Congregation: Arena

Giving Since: 09/07/03

Last Milestone: 03/03/19

Last Event: 01/07/17

Last Group: 10/31/16

Last Response: 01/22/12

Source: Legacy Database

Last Gift: 01/01/22

Milestone Detail (1)

Events Detail (6)

Past Group Detail (18)

Responses Detail (12)

Past Attribute Detail (8)

Current Attribute Detail (4)

Selected Contact Facts

Mr. Stovall Weems (#509135)

Married | Male | Head of Household | Participant Since 04/28/05 Current Type: Member | Engage Level: Lapsing
| Last Active: 5/15/2021



Fact	Additional Information
------	------------------------

Family Members

Mrs. Kerri Weems (Married/Female/Head of Household/ID#509134)	Participant Since 04/28/05 Current Type: Member Engage Level: Lapsing
Mr. Stovie Weems (Single/Male/Adult Child/ID#545134)	Participant Since 04/28/05 Current Type: Member Engage Level: Lapsing
Miss Annabelle Weems (Single/Female/Adult Child/ID#545100)	Participant Since 04/26/02 Current Type: Member Engage Level: Lapsing
Emily Jackson (Single/Female/Guest Child/ID#549122)	Participant Since 09/05/10 Current Type: Member Engage Level: Lapsing
Lucy Jane Pettit (Single/Female/Guest Child/ID#567430)	Participant Since 04/03/10 Current Type: Member Engage Level: Lapsing

Contact Information

Home Phone: None Listed
Stovall: No Mobile On File

Family Call #: [REDACTED]
[REDACTED]@gmail.com
Jacksonville FL [REDACTED]

Individual History

First Response: 02/03/06	Last Response: 10/20/19
First Milestone: 03/03/19	Last Milestone: 03/03/19
First Event: 02/24/06	Last Event: 01/07/17
First Group: 01/16/08	Last Group: 10/31/16
Current Congregation: Arena	Source: Legacy Database
Giving Since: 01/05/03	Last Gift: 05/15/21

Responses Detail (4)

Milestone Detail (1)

Events Detail (17)

Past Group Detail (19)

Past Attribute Detail (2)

Current Attribute Detail (6)