

AMENDED AND RESTATED BYLAWS
of
GRACE COMMUNITY CHURCH OF RALEIGH, INC.
(a North Carolina non-profit corporation)

ARTICLE I

Offices

- Section 1. Principal Office. The principal office of GRACE COMMUNITY CHURCH OF RALEIGH, INC. (hereinafter called the "Church") in the State of North Carolina shall be located at 6561 Meridien Drive, Raleigh, Wake County, North Carolina 27616, or at such other location as the Board of Elders may from time to time determine.
- Section 2. Registered Office. The registered office of the Church is located at 6561 Meridien Drive, Raleigh, Wake County, North Carolina 27616.
- Section 3. Other Offices. The Church may have other offices at such other place or places, either within or without the State of North Carolina, as the Board of Elders may from time to time determine, or as shall be necessary or appropriate for the conduct of the affairs of the Church.

ARTICLE II

Members

- Section 1. Types of membership. The Church has founding members who became members of the Church on or before September 3, 2000, and those persons who become members of the Church after September 3, 2000. All members of the Church, regardless of when such person became a member, or becomes a member, shall be treated equally and will have the same privileges and rights including the right to vote. Members shall be referred to, collectively, as the "Members" or the "Congregation" and, individually, as a "Member."
- Section 2. Request for Membership. Persons may request membership in one of the following ways: (i) Profession of faith; (ii) Reaffirmation of faith in Jesus Christ; or (iii) Transfer of certificate from another church.
- Section 3. Process for Membership. Prospective Members shall, after attending a minimum of ten worship services at the Church:

1. Complete a new Member's or confirmation class approved by the Board of Elders;
2. Be received by the Board of Elders;
3. Publicly profess their faith in Jesus Christ as Lord and Savior, their commitment to continued spiritual growth and maturity, and their willingness to actively support the Church through prayer, presence, gifts, and service; and
4. Be baptized, if not previously baptized.

Section 4. Responsibilities of Members. Members are expected to conduct themselves in accordance with Biblical principles, to commit themselves to continued spiritual growth and maturity, and to actively support the Church through prayer, presence, gifts, and service.

Section 5. Privileges of Members. Members may participate in Members' meetings. Members may hold office in the Church and serve on committees.

Section 6. Disassociation of Members.

(a) By the Member.

(i) Upon request of a Member, that person's membership shall be terminated and his or her name removed from the Church roll.

(ii) A Member may request a letter of transfer to another church. If approved by the Elders, the request shall be granted and the Member's name removed from the Church roll.

(b) By the Church.

(i) The name of any Member may be removed from the Church roll if that person has not attended the Church for a period of one year.

(ii) The name of a Member will be removed from the Church roll upon that person's death.

(iii) The name of a Member will be removed from the Church roll whenever the Church receives confirmation of that person's membership in another church.

(iv) The Board of Elders may terminate the membership of a person for reasons it considers sufficient to warrant action. Prior to taking any action, the Board of Elders shall: (A) attempt to make redemptive efforts so that such action will be unnecessary; and (B) failing in such efforts, give the Member a written statement of the alleged offense(s), and at least seven days' notice of the date and time when the Elders will hold a meeting to consider whether to terminate the person's membership. At such meeting, the Board shall provide the Member with the opportunity to respond to the allegation(s) prior to a vote being taken regarding the Member's disassociation.

Section 7. Voting Rights. Each Member shall have the right to vote at a meeting of the Members that is duly called in accordance with these Bylaws.

ARTICLE III

Members' Meetings

Section 1. Place of Meetings. All meetings of Members shall be held at the principal office of the Church, or at such other place as shall be designated in the notice of the meeting as agreed upon by the Board of Elders.

Section 2. Annual Meeting. The annual meeting of Members shall be held at such time and place as determined by the Board of Elders for the purpose of electing Elders of the Church and for the transaction of such other business as may be properly brought before the meeting.

Section 3. Special Meetings. Special meetings of the Members may be called at any time by the Board of Elders, the moderator of the Board of Elders, or by any Member pursuant to the written request of not less than one-tenth (1/10th) of all Members entitled to vote at the meeting. Such written request shall be dated, signed by the applicable Members calling such meeting, and presented to the Secretary of the Church.

Section 4. Matters Requiring Member Approval. In addition to those matters, including but not limited to voluntary dissolution and the sale of assets other than in the ordinary course of business, that require approval of the Members pursuant to the North Carolina Nonprofit Corporation Act (the "Act"), the following matters will be submitted to the Members for approval: (i) the purchase, mortgage, or sale of real estate; (ii) the election of the Nominating Committee; *and* (iii) the election or removal of Elders.

Section 5. Notice of Meetings.

(a) Written or printed notice stating the time and place of the meeting shall be delivered not less than ten (10) nor more than sixty (60) days before the date of any Members' meeting, either personally, by United States mail, or by any electronic means by or at the direction of the Board of Elders, moderator or other person calling the meeting, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Member at his or her address as it appears on the records of the Church, with postage thereon prepaid.

(b) In the case of a special meeting, the notice of meeting shall specifically state the purpose or purposes for which the meeting is called.

(c) When a meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment. If, however, a new record date for the adjourned meeting is fixed, notice of the adjourned meeting will be given to all persons who are Members as of the new record date in accordance with this Section 5 of Article III.

Section 6. Waiver of Notice. Any Member may waive notice of any meeting. The waiver must be in writing, signed by the Member and delivered to the Church for inclusion in the minutes or filing with the Church records. A Member's attendance at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (b) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Member objects to considering the matter before it is voted upon.

Section 7. Member Lists. Before each meeting of Members, the Secretary of the Church shall prepare an alphabetical list of the Members entitled to notice of such meeting. The list shall show the address of each Member. The list shall be kept on file at the principal office of the Church, or at a place identified in the meeting notice in the city where the meeting will be held, for the period beginning two business days after notice of the meeting is given and continuing through the meeting, and shall be subject to inspection by any Member at any time during regular business hours. This list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection by any Member during the meeting or any adjournment thereof.

Section 8. Quorum. Ten percent (10%) of the Members of the Church, represented in person, shall be required for, and shall constitute a quorum at all meetings of Members. The Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. In the absence of a quorum at the opening of any meeting of Members, such meeting may be adjourned from time to time by a vote of a majority of the Members voting on the motion to adjourn; and at any adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the original meeting.

Section 9. Organization. Each meeting of Members shall be presided over by the moderator of the Board of Elders, and in his or her absence or at his or her request by the President, and in their absence or at their request by any person selected to preside by vote of the majority of the Members present at the meeting.

Section 10. Voting of Members. Each Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members. The vote of a majority of the

Members on any matter at a meeting of Members at which a quorum is present shall be the act of the Members on that matter, unless the vote of a greater number is required by law or by the Act, the Articles of Incorporation or the Bylaws. Voting on all matters shall be by voice vote or by a show of hands unless one-third of the Members at the meeting shall, prior to the voting on any matter, demand a written ballot vote on that particular matter. Abstentions shall not be treated as negative votes.

Section 11. Minutes. Unless otherwise determined by the Board of Elders, the Assistant Secretary of the Church, or his or her designee, shall keep the minutes of each Members' meeting and shall record the number of Members present, whether those Members constitute an appropriate quorum, and what actions were taken by the Members. Copies of the minutes shall be kept at the principal office of the Church and available for review by Members during normal business hours, with reasonable advance notice.

ARTICLE IV

Board of Elders

Section 1. General Powers and Qualification. All Church powers shall be exercised by or under the authority of, and the business and affairs of the Church managed under the direction of, its Board of Elders or by such executive(s) or other committees as the Board may establish pursuant to these Bylaws. Elders shall be Members of the Church. Specific powers and responsibilities of the Board include but are not limited to the following.

- (a) Work to strengthen and nurture the faith and life of the Congregation.
- (b) Encourage the Congregation in the worship and service of God.
- (c) Equip and renew the membership of the Church for their task within the Church and for their mission in the world.
- (d) Visit, comfort and care for the Congregation.
- (e) Establish policy and monitor the operations and ministries of the Church.
- (f) Define long-run and short-run goals and performance objectives of the Church, and the assignment of priorities to those objectives.
- (g) Review and approve the Church's budget to ensure that it is consistent with a sound financial plan to achieve the purposes and objectives of the Church.
- (h) Review and approve major personnel policies and other administrative policies to ensure that they are consistent with the purposes and objectives of the Church.
- (i) Select all officers of the Church.
- (j) Oversee the Church's fund raising activities and establish the Church's general fund raising policies and guidelines.

Section 2. Number of Elders, Election and Term of Office. The Board of Elders shall consist of a range of Congregational Members – no fewer than five (5) and no more than eight (8) – selected by the Nominating Committee, approved by a majority of the Board of Elders, and submitted to the Members for election at a designated annual meeting of the Members called by the Board of Elders. Both the Senior Pastor and Executive Pastor shall also serve as permanent members of the Board of Elders, with full voting rights. (Murry Haber, one of the founding pastors, will continue to serve on the Board of Elders with full voting rights until he resigns, is terminated, or is employed on a part-time basis.) Paid staff of the Church (excluding the Senior Pastor, Executive Pastor, and Murry Haber) and their spouses and the spouses of the Pastors may not be elected as Elders.

Each of the Elders elected by the Members shall hold office for a three- to six-year term (January-December) with an annual renewal after years three (3), four (4), and five (5), or until such Elder's resignation, removal, incapacity or death. Each annual renewal shall be based upon the mutual agreement of both the individual Elder and a majority of the currently serving Board of Elders. An Elder is not eligible for re-election to the Board until two years after his or her current term expires.

In order to institute the aforestated model, the Elder Board in office at the end of 2012 shall be dissolved and newly elected Elders will begin their terms as of January 2013.

Section 3. Resignation. Any Elder of the Church may resign at any time by giving written notice to the Board. The resignation of any Elder shall take effect upon receipt of notice thereof or at such later date as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any Elder elected by the Members may be removed at any time with or without cause at a meeting of the Members duly called for the purpose of removing such Elder. If any Elder misses two out of any four consecutive meetings, without an excuse satisfactory to the Board of Elders, such Elder may be removed at the discretion of the Board of Elders.

Section 5. Election of Elders During the Year. In the event of any vacancy on the Board of Elders that drops the number of serving lay-Elders below five (5), the Nominating Committee will nominate one or more persons to fill such vacancy. The candidate(s) for Elder will then be approved by a majority of the Board of Elders and submitted to the Congregation for election. When an Elder is elected to start his or her term any time of the year other than January, the portion of the first calendar year during which the Elder serves shall be considered year one of that Elder's term. Subsequently, the Elder will hold office for the designated three- to six-year term, with annual renewals as designated in Article IV, Section 2.

- Section 6. Moderator of the Board. The Board of Elders shall elect an Elder to serve as the moderator of the Board of Elders. The elected Elder shall serve as moderator, unless and until otherwise determined by a majority of the Board. The moderator shall preside at all meetings of the Board of Elders. In the event that the moderator is unable to attend a meeting, the Board may designate one of the Church's other Elders to preside over that meeting.
- Section 7. Compensation. Elders will not be compensated for their services as such but may be reimbursed by the Church for reasonable expenses actually incurred in attending regular and special meetings of the Board. Nothing herein shall be construed as prohibiting the Board of Elders of the Church or the Church itself from hiring officers or other individuals who are members of the Board or the staff of the Church to perform professional services or other extraordinary services for which they may be professionally or personally suited. The retention of an officer or any Elder or of the staff in such person's professional capacity for the performance of services outside the normal responsibilities of such persons with regard to the Church shall occur only upon the approval of a majority of the disinterested members of the Board at a regularly scheduled meeting or at a special meeting called for that purpose.
- Section 8. Committees. The Board of Elders, by resolution adopted by a majority of the Elders, may designate and create a Nominating Committee, Personnel Committee, Finance Committee and other committees. Members who are not Elders may be appointed by the Board to serve on these committees.

ARTICLE V

Meeting of Elders

- Section 1. Regular Meetings. The Board of Elders shall hold regular meetings not less frequently than quarterly. In addition, the Board of Elders may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of additional meetings.
- Section 2. Special Meetings. Special meetings of the Board of Elders may be called by or at the request of the moderator of the Board, or any two Elders then serving. Notice of any special meeting shall be given to each and every member of the Board of Elders, and any action taken at a special meeting without such notice shall be voidable. Such notice need not specify the purpose for which the meeting is called.
- Section 3. Notice of Meetings. Notice of the time, date and place of any meeting of the Board of Elders shall be given at least ten (10) working days prior to the time of the meeting, by any usual means of communication, including telephonic facsimile transmissions.

- Section 4. Waiver of Notice. Any Elder may waive notice of any meeting. The attendance by an Elder at a meeting shall constitute a waiver of notice of such meeting, except where an Elder attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully called or convened.
- Section 5. Quorum. One-half of the Elders then holding office shall constitute a quorum for the transaction of business at any meeting of the Board of Elders.
- Section 6. Manner of Acting. Except as otherwise provided in these Bylaws, the act of (i) the majority of the Elders and (ii) at least one-half of the non Pastor Elders, present at a meeting at which a quorum is present shall be the act of the Board of Elders.
- Section 7. Presumption of Assent. An Elder who is present at a meeting of the Board of Elders at which action on any Church matter is taken shall be presumed to have assented to the action taken unless such Elder's contrary vote is recorded or such Elder's dissent is otherwise entered in the minutes of the meeting or unless such Elder shall file written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Church immediately after the adjournment of the meeting. Such right to dissent shall not apply to Elders who voted in favor of such action.
- Section 8. Informal Action by Elders. Action taken by a majority of Elders without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Elders and filed with the minutes of the proceedings of the Board whether done before or after the action so taken.
- Section 9. Telephone Participation in Meetings. Any one or more Elders or members of a Board committee may participate in a meeting of the Board of Elders or Board committee, respectively, by means of a conference telephone or similar communications device which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at such meeting.
- Section 10. Minutes. The Board shall keep a full and accurate record of its proceedings. The approved minutes shall indicate attendance, motions, and a general summary of each meeting's discussion. Minutes shall be the property of the Church. The minutes will be available for review by Members during normal business hours, with reasonable advance notice.

ARTICLE VI

Officers

- Section 1. Officers of the Church. The officers of the Church shall consist of a President, a Treasurer, a Secretary, an Assistant Secretary and such other officers as the Board of Elders may from time to time elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.
- Section 2. Appointment and Term. The officers of the Church shall be appointed by the Board of Elders. If necessary, to fill offices that have become vacant, the Board may appoint officers at any regular or special meeting of the Board. Except as otherwise determined by the Board of Elders, the President, Treasurer, Secretary and Assistant Secretary will each serve a two-year term. Each such officer may serve up to two successive terms. The President and Secretary may not be a serving Elder or other staff member of the Church.
- Section 3. Compensation of Officers. The officers of the Church will not be compensated for their services as officers except upon a majority vote of disinterested Elders, but may be reimbursed by the Church for reasonable expenses actually incurred in attending regular and special meetings of the Board, and in carrying out their other duties.
- Section 4. Resignation. Any officer of the Church may resign at any time by giving written notice to the Secretary or Assistant Secretary of the Church. The resignation of any officer shall take effect upon receipt of notice thereof or at such later date as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 5. Removal. Any officer appointed by the Board of Elders may be removed from office by the affirmative vote of two-thirds of all the Elders present at any meeting at which a quorum is present. Any officer proposed to be removed shall be entitled to at least five (5) days written notice by mail of the meeting of the Board of Elders at which such removal is to be voted on.
- Section 6. President. The President shall report to the Board of Elders. The President may sign, with the Secretary, Treasurer, or any other proper officer of the Church thereunto authorized by the Board of Elders, such documents as the Board of Elders has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Elders or by these Bylaws to some other officer or agent of the Church, or shall be required by law to be otherwise signed or executed. The President shall perform such duties as from time to time may be assigned by the Board of Elders.

Section 7. Treasurer. The Treasurer shall: (a) prepare, or cause to be prepared, a true statement of the Church's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the Church's registered office or principal place of business in the State of North Carolina within six months after the end of such fiscal year and thereafter kept available for a period of at least ten (10) years; and (b) in general perform all of the duties as from time to time may be assigned by the Board of Elders or by these Bylaws.

The Church Treasurer shall work with the business manager and Finance Committee to assure that the financial affairs of the Church are conducted in an accurate, efficient, secure and timely manner. The Treasurer shall serve as an ex-officio member of the Finance Committee.

The Church Treasurer responsibilities shall include:

- (i) Assisting the business manager and Finance Committee in establishing and maintaining adequate, accurate and secure systems and records for the receipt and timely disbursement of funds of the Church;
- (ii) Periodically reviewing the financial records, reports and debt program in consultation with the business manager and the Finance Committee;
- (iii) Assisting, as an ex-officio member of the Finance Committee, in the preparation of the proposed annual budget of the Church; and
- (iv) Serving as one of the persons authorized to sign official checks and enter the safe deposit box of the Church.

Section 8. Secretary. The Secretary shall: (a) keep the minutes of the meetings of the Board of Elders and of all committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Church records, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Elders. The Secretary may sign, with the President, Treasurer, or any other proper officer of the Church thereunto authorized by the Board of Elders, such documents as the Board of Elders has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Elders or by these Bylaws to some other officer or agent of the Church, or shall be required by law to be otherwise signed or executed.

- Section 9. Assistant Secretary. In the absence of the Secretary or in the event of his or her death, inability or refusal to act, the Assistant Secretary, unless otherwise determined by the Board of Elders, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. The Assistant Secretary shall perform such other duties as may be assigned to him or her by the Secretary, by the President, or by the Board of Elders.
- Section 10. Delegation of Duties of Officers. In case of the absence of any officer of the Church or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Elder for the time being provided a majority of the entire Board of Elders concurs therein.
- Section 11. Bonds. The Board of Elders may by resolution, require any or all officers, agents or employees of the Church to give bond to the Church, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Elders.

ARTICLE VII

Pastors

- Section 1. Procedures for Calling Pastors. The following procedures shall be followed when calling a Pastor for service at the Church.
- The Board of Elders shall establish a Selection Committee based on criteria established by the Board for each individual pastoral position. The Selection Committee will recommend a candidate to the Board of Elders for approval by the affirmative vote of two-thirds of the Board of Elders at any meeting.
- Section 2. Designation of Housing Allowance. The Church may designate a portion of a Pastor's salary as housing allowance for a Pastor called by the Church.
- Section 3. Procedures for Removing Pastors. Any Pastor may be removed at any time with or without cause by the affirmative vote of two-thirds of the Board of Elders at any meeting.
- Section 4. Organization. If there is more than one Pastor, then the Board of Elders, in its sole discretion, may, from time to time, create an organizational structure for Pastors. Such structure may include, without limitation, the designation of one or more of the Pastors as a "Senior Pastor" or the designation of two or more pastors as "Co-Pastors."

ARTICLE VIII

Contracts, Loans, Checks, and Deposits

- Section 1. Contracts. The Board of Elders may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Church, and such authority may be general or confined to specific instances.
- Section 2. Loans. No loans shall be contracted on behalf of the Church and no evidences of indebtedness shall be issued in its name unless specifically authorized by a resolution of the Board of Elders.
- Section 3. Checks and Drafts. All checks, drafts, or other orders for the payment of money, issued in the name of the Church, shall be signed by such officer or officers, agent or agents of the Church and in such manner as shall from time to time be determined by resolution of the Board of Elders.
- Section 4. Deposits. All funds of the Church not otherwise employed shall be deposited from time to time to the credit of the Church in such depositories as the Board of Elders may select.

ARTICLE IX

General Provisions

- Section 1. Waiver and Notice. Whenever any notice is required to be given to any Elder or Member by law, by the Articles of Incorporation or by these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.
- Section 2. Amendments. Except as otherwise provided herein, these Bylaws may be amended or repealed and new Bylaws may be adopted only by the affirmative vote of a majority of the Elders then holding office at any regular or special meeting of the Board of Elders and the approval of the Members by a majority of the votes entitled to be cast at a duly called meeting of the Members.
- Section 3. Parliamentary Authority. Unless otherwise provided herein, the provisions of Roberts Rules of Order, Newly Revised, shall apply to all proceedings.
- Section 4. Indemnification. Any person who at any time serves or has served as an Elder, officer, employee, or agent of the Church or in such capacity at the request of the Church for any other corporation, partnership, limited liability company, joint

venture, trust or other enterprise, shall be indemnified by the Church to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the Church, seeking to hold such person liable by reason of the fact that such person is or was acting in such capacity, and (b) reasonable payments made by such person in satisfaction of any judgment, money decree, fine, penalty or settlement for which such person may have become liable in any such action, suit or proceeding. Such indemnification shall not apply, however, to expenses which any such person may incur, and payments any such person may make, in relation to matters as to which such person shall be adjudged in such action, suit or proceeding to have acted in bad faith or to have been liable or guilty by reason of willful misconduct in the performance of such person's duty. Such person shall be entitled to recover from the Church, and the Church shall pay, all reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights of indemnification granted herein.

The Board of Elders of the Church shall take all such action as may be necessary and appropriate to authorize the Church to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due such claimant.

Any person who at any time after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the Church shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

Expenses incurred by such person in defending a civil or criminal action, suit or proceeding as described in this Section shall be paid by the Church in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall be ultimately determined that such person is entitled to be indemnified by the Church against such expenses.

Section 5. Elders and Officers Liability Insurance. The Board of Elders may cause the Church to purchase and maintain liability insurance for the benefit of any person who is or was serving as an Elder, officer, employee or agent of the Church or for the benefit of any person who is or was serving at the request of the Church as a director, officer, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise. This insurance may cover any liability incurred by such person in any capacity arising out of such person's status

as such even if the Church would not otherwise have the power to indemnify such person against that liability.

Section 6. Church Records. Any records maintained by the Church in the regular course of its business, including its books of account and minute books, may be kept on or be in the form of magnetic tape, CD, photographs, microphotographs or any other information storage device; provided that the records so kept can be converted into clearly legible written form within a reasonable time. The Church shall so convert any records so kept upon the request of any person entitled to inspect the same. The Church shall maintain at its principal office the following records: (1) Articles of Incorporation or Restated Articles of Incorporation and all amendments thereto; (2) Bylaws or Amended and Restated Bylaws and all amendments thereto; (3) minutes of all meetings of the Board of Elders for the past three years (4) minutes of all Member meetings for the past three years; (5) all written communications to Members for the past three years, including financial statements; and (6) a list of the names and addresses of its current Elders and officers; (7) the most recently prepared annual financial statements; and (8) the Church's most recent annual report filed with the North Carolina Secretary of State.

Section 7. Ordination. The Church is authorized to ordain candidates who have met the educational requirements and any other conditions and requirements as set out by the Board of Elders. The Board of Elders will approve all candidates prior to ordination.

CERTIFICATE OF ADOPTION OF BYLAWS

IN WITNESS WHEREOF, the undersigned certifies that the foregoing thirteen (13) pages were adopted as the Amended and Restated Bylaws of the Church by action of the Board of Elders on December 6, 2011 and the Members on May 20, 2012.

DATED: _____

Signature

Print Name

Assistant Secretary