

**RESTATED BYLAWS
OF
VICTORY ASSEMBLY OF GOD OF PIMA COUNTY, ARIZONA, INC.,
DBA VICTORY WORSHIP CENTER
(an Arizona nonprofit corporation)**

These Restated Bylaws (the "Bylaws") are legally binding to replace and supersede all prior bylaws and amendments as of the Effective Date defined below.

ARTICLE 1. NAME, CHURCH, BOARD OF DIRECTORS & OVERSEERS

1.1 Corporate Name. The name of this nonprofit corporation is: **Victory Assembly of God of Pima County, Arizona, Inc. d/b/a Victory Worship Center**, an Arizona nonprofit corporation (the "Corporation" or the "Church", as required by the context).

1.2 Church. The word "Church" refers to the congregation as a body of believers who worship together. This Church has chosen to function in the form of a nonprofit corporation to obtain the protections afforded to corporations by Arizona law. Following the history and traditions of the Assemblies of God, however, elders, deacons, etc. may be appointed as part of the Scriptural life of the Church. These positions, however, are neither "officers" nor Board Members of the Corporation for the purposes of Arizona corporate law.

1.3 Board of Directors. The general management of the business, property, and affairs of the Corporation is vested in the "Board" and by committees appointed by it as further described below. For the purposes of Arizona corporate law, the words "Board" and "Board Member" shall be interpreted as referring to the members of the board of directors of the Corporation. The Board has final authority over affairs pertaining to corporate matters of the Church, including but not limited to oversight of all the Church's financial resources, including the acquisition and disposition of Church property (both real and personal). Furthermore, the Board has the power to do all things necessary and proper to carry out these general corporate powers and to fulfill all the duties incident to the role of Board of the Corporation, including but not limited to the power to amend or restate the Articles of Incorporation and/or the Bylaws and to cause or permit the Corporation to dissolve or otherwise liquidate its assets.

1.4 Overseers. The provisions of Exhibit D regarding the appointment and functions of the "Overseers" are expressly adopted as material provision of these Bylaws.

ARTICLE 2. PRINCIPAL OFFICE & STATUTORY AGENT

The principal office and statutory agent for service of process of the Corporation are listed in the Articles of Incorporation as amended or restated from time to time (the "Articles") or as otherwise designated by the Council in the official records of the Arizona Corporation Commission.

ARTICLE 3. PURPOSES

3.1 Purpose.

3.1.1 The purpose of this Corporation is exclusively charitable as described in the Articles. The character of the affairs which the Corporation initially intends to conduct is to assist the Church as a body of believers to glorify God by making disciples of all people; disciples who manifest their maturity by exalting God in worship, by edifying and equipping believers for service, and by evangelizing nonbelievers in accordance with the Statement of Fundamental Truths attached as Exhibit A to these Bylaws. This assembly accepts the Holy Scriptures as the revealed will of God, the all-sufficient rule of faith and practice, and for the purpose of maintaining general unity, hereby confirms its adoption of the Fundamental Truths as its "Tenets of Faith."

3.1.2 For the purpose of establishing and maintaining a place for the worship of Almighty God, our heavenly Father; to provide for Christian fellowship for those of like precious faith, where the Holy Ghost may be honored according to our distinctive testimony; to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands; we do hereby recognize ourselves as a local assembly in fellowship with and a part of the General Council of the Assemblies of God and the Arizona District Council and the Arizona Ministry Network.

3.1.3 While maintaining its inherent rights to sovereignty in the conduct of its own affairs, this assembly shall voluntarily enter into full co-operative fellowship with assemblies of like precious faith associated in the Arizona District Council, and the General Council of the Assemblies of God, with headquarters at Springfield, Missouri; and shall share in the privileges and assume the responsibilities enjoined by that affiliation.

3.1.4 This assembly accepts the Holy Scriptures as the revealed will of God, the all-sufficient rule of faith and practice; and for the purpose of maintaining general unity, adopts the Statement of Fundamental Truths of the General Council of the Assemblies of God, attached as Exhibit A.

3.2 Definition of Marriage. As a Scriptural matter, all those who voluntarily associate with this Corporation, as a Congregational Member or otherwise, are deemed to acknowledge that the Church's interpretation of Scripture includes the definition of marriage as the union between only one man and one woman and excludes homosexual relationships and excludes civil unions, as set forth as Exhibit B.

3.3 Tax Exemption. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including making distributions to other organizations which qualify as tax exempt charitable organizations under Section 501(c)(3) of the Code. These Bylaws shall be interpreted as necessary to comply with the Arizona Revised Statutes for nonprofit corporations and federal law governing charitable organizations; provided, however, that the Church reserves the right in all cases to object to the application of civil law to the extent it violates its Constitutional rights.

3.4 Honoring the Freedom to Worship. The Corporation seeks the greatest possible protection under the First Amendment to the Constitution of the United States of America and under similar provisions of the Arizona Constitution regarding the free exercise of religion as protected by the deference doctrine announced by the United States Supreme Court. These Bylaws are not intended to govern the operation of the Church as an ecclesiastical body of believers.

3.5 Right of Intervention. If the Pastor or the Church as an ecclesiastical body does not comply with these Bylaws or the Tenets of Faith set forth by the General Council of the Assemblies of God as defined herein, then the Board would work with the Overseers to intervene and direct the Secretary of the Church to protect the rights of those Scriptural Members desiring to adhere to these agreements.

ARTICLE 4. MEMBERSHIP

4.1 No Members. As permitted by A.R.S. §10-3603, the Corporation does not have "members", as defined in A.R.S. §§ 10-3140(37).

4.2 Congregational Members. Anyone who accepts the Statement of Fundamental Truths in good faith in accordance with the policies, procedures, requirements, direction, interpretation, and application of the Governing Authority, as defined below, may, in the Church's sole and absolute discretion, be admitted as a voluntary "Congregational Member" of the Church.

4.3 No Right to Vote. As provided by A.R.S. § 10-3721, Congregational Members have no right to vote on matters of corporate governance or otherwise.

4.4 Meetings of the Congregation. Meetings of the Congregation are held in the free exercise of the practice of religion by the Congregation and are not a matter of corporate governance.

4.4.1 As such, Congregation Meetings may be called from time to time by the Governing Authority or by the Council for items such as reports regarding the finances of the Church, seeking the

nonbinding input of the Congregation regarding new Council members, informing the Congregation of amendments to the Corporation's Articles, Bylaws, policies, etc.

4.4.2 Congregational Members. All those in attendance over the age of 18 may attend and cast an advisory vote at Congregation Meetings upon request of the Board or the Governing Authority. These votes are advisory only, and shall have no binding effect on the actions of the Board or the Corporation.

4.4.3 As such, there is no requirement for formal notice, for establishing a quorum or for excluding non-members. However, the Governing Authority may adopt policies and procedures, including but not limited to, excluding non-members from confidential discipline proceedings as Scriptural matter.

4.5 Scriptural Disputes. The Board, with the approval of the Senior Pastor ("Governing Authority") is the final authority on all matters of interpretation and application of Scripture and in all matters regarding Scriptural discipline, including but not limited to, approval of applications for Congregational Membership, involuntary exclusion or sanction of a Congregational Member from the benefits of fellowship with the Church (a "Scriptural Dispute"), which are not required to be mediated or arbitrated. Reserving and exercising this right is an essential element of the Church's free exercise of Religion under the Federal and State Constitutions and the Bill of Rights.

4.5.1 All those who voluntarily associate with the Church as a Congregational Member or otherwise are deemed to submit to this Scriptural authority and to acknowledge that there is no appeal from these rulings on Scriptural Disputes, which shall be resolved according to the Holy Scriptures and the Statement of Fundamental Truths as interpreted and administered by the Governing Authority.

4.5.2 The Governing Authority may, however, in its sole and absolute discretion, subject a Scriptural Dispute to mediation and/or arbitration in accordance with Mediation & Arbitration Provisions attached as Exhibit C.

4.6 Internal Disputes. The Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private and within the Church (see Matthew 18:15-20; I Corinthians 6:1-8).

4.6.1 It is recommended that all "Internal Disputes" (defined below) between the Congregational Members, pastors, staff, and volunteers should be resolved through mediation and/or arbitration as conducted by the Christian Conciliation Service defined on Exhibit C and not through the civil court system.

4.6.2 "Internal Disputes" include resolution of claims, demands, controversies, and differences arising out of participation in religious activities, travel, ministries, interpretation or enforcement of these Bylaws, the Articles, and policies of the Corporation, employment, contracts, and personal injury matters to the extent permitted by law or by other documents created pursuant to the implementation of this policy; provided, however, that Scriptural Disputes are excluded from the definition of "Internal Dispute," and provided further that this policy shall not be interpreted to prevent or delay reporting suspected criminal activity to appropriate law enforcement.

4.7 External Disputes. Congregational Members are encouraged to resolve disputes other than Internal Disputes and Scriptural Dispute ("External Disputes") through mediation and/or arbitration as conducted by the Christian Conciliation Service defined on Exhibit C. To the greatest extent possible, the Church seeks to avoid participation in the civil court system and seeks instead to resolve all disputes through a Christian Conciliation Service in accordance with the Scriptures.

ARTICLE 5. OFFICERS

5.1 Officers. The Officers of the Corporation should usually consist of:

5.1.1 President;

5.1.2 Secretary;

5.1.3 Treasurer; and

5.1.4 Vice Presidents, as determined by the Board.

5.2 President. All Officers report to the President. The President reports to the Board. The President ensures adequate communications among the various working committees, and directs the activities of all officers of the Corporation. The President usually chairs the meetings of the Board, although the Board may at its discretion, elect someone other than the President to chair the meetings of the Board. In the absence of the President, one of the Vice Presidents should chair the meeting.

5.3 Secretary/Treasurer. The office of Secretary/Treasurer may be filled by one individual or divided into the two separate offices of Secretary and Treasurer with an officer elected for each position. The duties of Secretary/Treasurer, listed below, may be allocated between those two offices. The Secretary/Treasurer is elected by the Board to oversee the administration of the Corporation, to direct the operating activities of the Corporation, and to perform other duties defined by the Council, including to:

5.3.1 Give notice of, and attend, all meetings of the Corporation and to arrange for taking and preserving accurate minutes of the meeting in written or recorded form;

5.3.2 Keep a list of the Congregational Members of the Corporation;

5.3.3 Prepare an annual report of the finances, transactions and condition of the Corporation;

5.3.4 Keep all books and records of the Corporation, and ensure that all accounting records are properly maintained;

5.3.5 Keep an account of all monies received and expended for use of the Corporation, and make disbursements authorized by the Executive Committee (as defined below) or other persons as the Board prescribes. All sums received shall be deposited in the bank or banks approved by the Board. This officer shall report at the annual meeting or when called upon by the President. Procedures and requirements for spending church funds may be specified by a resolution of the Board from time to time. Funds in excess of \$50,000 may be drawn only on signature of the Secretary/Treasurer and the President (or, in his absence, an Executive Committee Member designated by the President) after authorization and approval of the Board. The funds, books and vouchers are at all times subject to verification and inspection of the Board Members of this Corporation; and

5.3.6 Deliver to his successor all books, money and other property of the Corporation at the end of his Term.

5.4 Vice President and Other Officers. The Board may, from time to time, without amendment to these Restated Bylaws, elect one or more Vice Presidents who usually report to the President and perform specific duties identified by the Board.

5.5 Election of Officers. Corporate Officers are usually elected at the annual meeting of the Board Members but may be elected at any properly noticed meeting. Candidates who receive a Majority of votes usually are elected for a three year Term. If no election is held, then the officers in place are deemed re-elected for an additional one year Term.

5.6 Removal. An officer may be removed with or without cause, from office by a Majority vote of the Board when, in the Board's sole and absolute judgment, the best interest of the Corporation will be served by removal.

5.7 Vacancies. A vacancy because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the Term by a Majority vote of the Board.

ARTICLE 6. BOARD

6.1 Number & Qualifications. There will usually be five or more Board members, all of whom will usually be Congregational Members of the Church. Board members shall not be employees of the Church, nor shall they be related by blood or marriage to any other Board member, the Lead Pastor, or any member of the Lead Pastor Leadership Team of the Church, but they may be officers or ex-officio directors of the Corporation. A Board member who is an ex-officio director may appear and speak at a meeting of the Board, but may not vote at any meeting of the Board.

6.2 Changes. The Council may, by a Majority vote, change the number of Board Members serving on the Board (but to no less than three). Per A.R.S. § 10-3805, a decrease in the number of Board Members or Term of office does not shorten the Term of an incumbent Board Member.

6.3 Election of Board Members. The Lead Pastor will ordinarily nominate new candidates to serve as a Board member. A candidate shall be elected by the affirmative vote of all remaining Board Members. The Lead Pastor's nomination of a new Board member shall not exceed the rate of one new candidate every nine months, except as in the case of a vacancy or vacancies causing the total number of Board members to be less than five. This election usually occurs at the Annual Meeting of the Board, but may be elected at any properly noticed meeting.

6.4 Term of Board Members. Board Members should serve for the "Term" designated by the Board. If no specific Term is designated, then the term of office for all Board members other than Lead Pastor is one year; however, Board Members may serve consecutive terms without limitation. Despite the expiration of a Board Member's Term, a Board Member continues to hold office until the Board Member's successor is elected, or until the Board Member's resignation or removal. Service prior to the Effective Date may be counted toward the foregoing Term limits in the discretion of the Board.

6.5 Resignation. A Board Member may resign at any time by giving written notice to the Board. Resignation shall take effect on the date of receipt of notice; formal acceptance of resignation is not necessary to make it effective.

6.6 Removal. The Lead Pastor may propose removal of a Board Member "for cause" listed in the request with the removal to be effective upon ten business days' notice. Provided, however, the Board may override the proposal only by 75% of the Board Members. A Board Member may be removed with or without cause from the Board by a majority vote of the Board when, in the Board's sole and absolute judgment, the best interest of the Corporation will be served by removal. Service as a Board Member is an ecclesiastical and spiritual matter and is not subject to judicial review.

6.7 Vacancies. A vacancy on the Board because of death, resignation, removal, disqualification, or otherwise may be filled by the Board for the unexpired portion of the Term by a majority vote of the Board.

6.8 Council Meetings and Notice. The Board will ordinarily meet monthly but may meet as reasonably required to fulfill its legal duties as required by law.

6.8.1 Regular Meetings. Per A.R.S. § 10-3820, if the time and place of a Board meeting is fixed by the Bylaws or the Board, then the meeting is a regular meeting and may be held without notice of the date, time, place, or purpose.

6.8.2 Special Meetings. All other meetings are "Special Meetings". Special Meetings may be called by the President or by 75% of the Board Members then in office. Per A.R.S. 10-3822, notice of a Special Meetings of the Board must be given at least two days in advance by written notice delivered personally, by telephone, by email, or sent by mail or fax to each Board Member at his/her address as shown on the records of the Corporation; provided, however, that in an urgent circumstance a Special Meeting may be held without prior notice, provided a quorum is present. The purpose of a Special Meeting need not be specified in the notice.

6.8.3 Annual Meeting. There should ordinarily be an annual meeting of the Board, at which time the Board, among taking any other appropriate action, should select a President to serve for the coming year and may elect other corporate officers and Board Members and should also discuss new and continuing committee appointments for the coming year. The Board may specify which of its meetings is to be considered the annual meeting.

6.9 Waiver. Board Members may waive notice of a meeting. The attendance of a Board Member constitutes a waiver of notice of the meeting, unless a Board Member attends for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Unless otherwise provided by law, when notice is required to be given to a Board Member, a written waiver, signed by the person entitled to notice, is equivalent to prior notice.

6.10 Quorum. The presence of a majority of the Board Members constitutes a quorum.

6.11 Majority. The vote of at least 75% of those Board Members present and voting at a Board meeting at which a quorum is present constitutes a "Majority" vote. Unless otherwise specified, all business of the Board is usually decided by a Majority vote.

6.12 Attendance. A determination by the Board that a Board Member has an unsatisfactory record of attendance at Board meetings or that a Board Member's behavior is contrary to the best interests of the Corporation constitutes grounds for removal of the Board Member "for cause".

6.13 Reimbursement. Board Members shall not receive salary or remuneration for their services, but by resolution of the Board, may be reimbursed for reasonable expenses actually incurred in connection with attendance at Board meetings.

6.14 Electronic Meetings. Board Members may participate in Board meetings through use of conference telephone or similar electronic communications equipment, so long as all participating Board Members can hear one another. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

6.15 Action without a Meeting. Per A.R.S. Section 10-3821 legally binding action by the Board may be taken without a meeting if the action is taken by that number of Board Members necessary to approve the action had a meeting taken place.

6.15.1 The action must be evidenced by one or more written consents describing the action taken, signed by each Board Member consenting to the action, and included in the minutes filed with the corporate records of the Corporation reflecting the action taken.

6.15.2 For the purposes of this section, "signature" includes an electronic signature as defined in section 44-7002. Thus, consent may be given by mail, facsimile transmission, or by electronic mail and may be signed using an electronic signature. Such consents shall be treated for all purposes as a vote at a meeting. The consent signed under this section has the effect of a meeting vote and may be described as such in any document.

6.15.3 The action must be evidenced by one or more written consents describing the action taken and signed by each Board Member.

6.15.4 Action taken under this section is effective when the last Board Member signs the consent, unless the consent specifies a different effective date.

6.16 Standard of Care of Board Members. Board Members shall discharge their duties, including duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Corporation.

6.16.1 Duty of Care. "Ordinary Care" is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of a duty imposed or power conferred on Board Members, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data prepared or presented by officers and employees of the Corporation, professional advisors, or experts, such as accountants or attorneys.

6.16.2 Good Faith. A Board Member is not relying in good faith if the Board Member has knowledge concerning a matter in question that renders reliance unwarranted.

6.16.3 Trustee. Board Members are not deemed to have the duties of a trustee (i.e., of a trust) with respect to the Corporation or with respect to property held or administered by the Corporation, including property subject to restrictions imposed by the donor or transferor of the property.

6.17 Chair. The Board may choose a Board Member to act as a Chair of the Board.

6.18 Special Topics Requiring Approval of the Board Members. These "Special Topics" require approval of a Special Majority, i.e., 75% of the Board Members (the "Vote") (unless otherwise directed in these Restated Bylaws or State Law):

6.18.1 The call or dismissal of the Senior Pastor;

6.18.2 "Transfer" (i.e., purchase, sale or long term lease (in excess of 10 years) of all or substantially all of the real property owned by the Corporation to an unrelated third party;

6.18.3 In determining whether the proposed Transfer is to an "unrelated third party", the Board shall be guided by the laws, rules and regulations of the Internal Revenue Service. A Transfer to a

legal entity which qualifies under Section 501C(1) - (17) of the Internal Revenue Code, as amended from time to time, as a "Support Organization" is not deemed a "Transfer" to an unrelated third party (i.e., is not a "Special Topic");

6.18.4 An action to merge or dissolve the Church as a corporation;

6.18.5 Amending or restating the Articles of Incorporation;

6.18.6 Approval of the Annual Budget; and

6.18.7 Amendment of the Statement of Fundamental Truths of the Church; [and approval of the Governing Authority].

ARTICLE 7. COMMITTEES

7.1 Committees. The Board may establish one or more committees from time to time, which should be terminated when the purpose for which they are established is complete, unless otherwise specified. When creating committees, the Board is encouraged to specify a termination date.

7.2 Executive Committee. The Board may elect some of its Board Members to act as an "Executive Committee" to be responsible for day-to-day governance of the Corporation's affairs. The Executive Committee may execute orders, votes, and resolutions of the Board which are not otherwise self-executing and perform other duties assigned to it by the Board; provided, however, that the Executive Committee may not take any actions prohibited by A.R.S. § 10-3825. The Executive Committee should include the President and/or the Chair of the Board, if any.

7.2.1 Executive Committee Membership. The Executive Committee should usually consist of three to five Board Members. Executive Committee Members serve the Terms specified by the Board. If an Executive Committee Member is no longer serving, whether by non-eligibility or choice, the Board may elect a replacement to complete his Term.

7.2.2 Executive Committee Chair. The President usually chairs meetings of the Executive Committee. In his absence the Committee may select another person to chair the meeting.

7.2.3 Executive Committee Meetings. The Executive Committee meets at a time and place determined by the President and/or the Chair of the Board, if any.

7.2.4 Election of Executive Committee. Election of Executive Committee Members may take place at any meeting of the Board.

ARTICLE 8. AMENDMENTS

8.1 Majority Vote. The Articles of Incorporation and these Bylaws may be amended, replaced, or altered, in whole or in part, by a 75% vote of the Board Members, (as a Special Topic as defined above). The Governing Authority must also consent to amendments to the Bylaws.

ARTICLE 9. INDEMNIFICATION

9.1 Indemnification. The Corporation shall indemnify all current and former Board Members, officers, and Board committee members of the Corporation (each, an "Indemnified Person") to the fullest extent from time to time permitted by the Arizona Nonprofit Corporation Act, as amended and superseded, for any and all expenses and liabilities of any kind or nature whatsoever arising out of or in connection with any of the following (a "Proceeding"): any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, in which the Indemnified Person is involved, whether as a party, witness, or otherwise, because the Indemnified Person is or was a Board Member or officer or Board committee member of the Corporation or otherwise relating to any action taken, or any failure to take any action, as a Board Member or officer Board committee member of the Corporation.

9.2 Advance Payment of Expenses. Unless the Board, by affirmative vote of at least 75% of the Board Members then in office, acting in good faith and upon the advice of counsel, concludes that an Indemnified Person has, beyond a reasonable doubt, engaged in conduct for which the Indemnified Person would not ultimately be entitled to indemnification under these Bylaws, the Corporation shall pay for or reimburse the reasonable expenses incurred by any Indemnified Person involved in a Proceeding in advance of the final disposition of the Proceeding if both of the following conditions exist: (a) the Indemnified Person furnishes to the Corporation a written affirmation of the Indemnified Person's good faith belief that he or she has met any applicable statutory standard of conduct relevant to determining such Indemnified Person's eligibility for indemnification under these Bylaws; and (b) the Indemnified Person furnishes to the Corporation a written undertaking to repay the advance if it is ultimately determined that he or she is not entitled to indemnification under Section 9.1 of these Bylaws.

9.3 Insurance. The Corporation is encouraged, but not required, to purchase and maintain such policies of insurance as are customary for corporations similarly situated to the Corporation for the protection of the Indemnified Persons in their service to the Corporation, whether or not the Corporation would have the power to indemnify such Indemnified Persons for their service.

9.4 Board Action. The Board shall take all action as may be reasonably necessary and appropriate to authorize the Corporation to provide indemnification and advance expenses as required by this Article and applicable law, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity or expenses acted and of the reasonable amount of indemnity or expenses due him or her.

9.5 Cumulative Rights. The rights set forth in this Article are non-exclusive, cumulative with, and in addition to other rights to which an Indemnified Person may be entitled as a matter of law, by contract or otherwise.

9.6 Reliance. Unless the Board finds to the contrary by a 75% vote, the Indemnified Persons shall be deemed to be serving in their respective positions or to have previously done so in reliance upon, and as consideration for, the rights provided under this Article. Repeal or modification of this Article does not affect rights or obligations existing or accruing prior to repeal or modification. The rights provided for in this Article inure to the benefit of the legal representatives and heirs of an Indemnified person.

ARTICLE 10. GENERAL

10.1 Contracts. The Board may authorize the Executive Committee, any officer, or agent, in addition to the officers authorized by these Bylaws, to sign contracts or to execute and deliver instruments in the name of and on behalf of the Corporation. Authority may be general or may be limited to specific situations.

10.2 Loans. Loans which are secured by a lien on the Church's real property may be contracted on behalf of the Corporation only if authorized in writing by a resolution of the Board. Authority may be general or confined to specific instances. Corporate funds should never be loaned to an officer or Board Member of the Corporation.

10.3 Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to credit of the Corporation in banks, trust companies, or other depositories selected by the Board or the Treasurer.

10.4 Finances. This Corporation is neither intended as, nor shall it operate as, a profit-making organization, nor is it founded with the expectation of making a profit. This Corporation shall use its funds only for purposes specified in the Articles and these Bylaws.

10.5 Fiscal Year. The fiscal year of the Corporation is the calendar year, unless otherwise specified by the Board.

10.6 Bonding. Persons entrusted with the handling of Corporation funds should ordinarily be qualified to receive, and may be covered by, a suitable fidelity bond at Corporate expense.

10.7 Corporate Seal. The Board may, but is not required to, provide a corporate seal.

10.8 Inspection and Copying. Board Members and officers may inspect and receive copies of the books and records of the Corporation only for a proper purpose (i.e., one not contrary to the best interest of the Corporation and its Congregational Members) by submitting a written request to the Board. Congregational Members are not authorized to review books and records. They may receive financial statements upon reasonable request.

10.8.1 The Internal Revenue Service requires that copies be made available to the legitimate, requesting public. The Corporation shall respond, as required by Internal Revenue Service guidelines, to requests from the public for copies of the Corporation's Form 1023 and Form 990, if any. The Corporation should use reasonable efforts to maintain a file containing all documents required by the Internal Revenue Service to be made available to the public.

10.8.2 A person entitled by law to inspect the Corporation's books and records may do so at a reasonable time as required by Internal Revenue Regulations, if any, after the Corporation's receipt of a proper written request.

10.8.3 The Board may establish reasonable fees for copying the Corporation's books and records. The fees may cover the cost of materials and labor, but may not exceed the Internal Revenue Service guidelines for providing copies.

ARTICLE 11. DISSOLUTION

11.1 Vote. The Corporation may be dissolved by vote of the Board Members as a Special Topic as defined above.

11.2 Distribution. If the Corporation is dissolved, then its property shall be distributed only for ministry purposes as determined by the Board in accordance with the Code.

ARTICLE 12. GOVERNING LAW , NON-LIABILITY, OTHER POLICIES & EMPLOYEES

12.1 Arizona Law. These Bylaws and the governance of the Corporation shall at all times conform to the Arizona Nonprofit Corporation Act, as amended and superseded, to federal law governing nonprofit corporations.

12.2 Non-Liability. Congregational Members are not partners for any purpose. No Congregational Member, Board Member, officer, agent, employee or volunteer ("Person") is liable for the acts or failure to act of any other Person. Nor shall any Person be liable for acts or failure to act under these Bylaws, excepting only acts or omissions arising out of willful misfeasance. An action taken by this Corporation shall not create personal legal liability on these Persons.

12.3 Other Policies. A Conflict of Interest, Record Retention and Whistle-Blowers policies as recommended by the Internal Revenue Service should be considered for adoption by the Board.

12.4 Employees. The Corporation may employ persons as the Board deems necessary, and fix the title, salary and other considerations of employment. All employees report to the President and/or the Sr. Pastor. Unless otherwise specifically provided in writing, all employment is "at will," and is administered in accordance with the laws of the State of Arizona. The only benefits to be granted employees are those defined by written policy adopted by the Board.

**CERTIFICATION OF ADOPTION
OF RESTATED BYLAWS**

The undersigned hereby certifies that:

- (i) The undersigned is the duly elected Secretary of the Corporation;
- (ii) These are the Restated Bylaws of the Corporation which were adopted by the vote of the Board of the Corporation; and
- (iii) These Bylaws became effective at the Board meeting held on July 23, 2017, (the "Effective Date").

IN WITNESS WHEREOF, I signed my name to be legally binding as of that date.


_____, Secretary