

BYLAWS
OF
THE UNITED OVERCOMER CHURCH OF GOD IN CHRIST, INC.
A FLORIDA NON—PROFIT CORPORATION

ARTICLE I

The name of the corporation shall be THE UNITED OVERCOMER CHURCH OF GOD IN CHRIST, INC..

ARTICLE II

Principle Office

The Principle office of this Corporation shall be located at 4301 North Shore Drive, West Palm Beach, County of Palm Beach, State of Florida.

ARTICLE III

Purposes

The purposes for which this Corporation is formed are as follows:

- (a) for the advancement of religious, charitable, educational, and other related corresponding charitable purposes by the distribution of its funds for such purposes.
- (b) to operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify is as exempt organization under Section 501 (c)(3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt.
- (c) For any purposes stated in the Article of Incorporation.

ARTICLE IV

Prohibited Activities

Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, this Corporation shall not conduct or carry on any organization that shall be exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 170 (e)(2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

ARTICLE V

Membership Meetings

Section 1: Annual Meeting.

The membership shall hold annual meetings on the 1st Sunday in the month of December each year at the principal office of the Corporation, or at such other place as may be determined by the Board of Directors. If such date is a legal holiday, then the meeting shall be held on the next succeeding Sunday not a legal holiday. The date, time and place shall be set by the Board of Directors. Notice of such meeting shall be given to all members, officers, and directors by POSTING at the church at least thirty (30) days prior to the date of the meeting. An agenda for such meeting shall be included in such notice.

Section 2: Special Meetings.

Special meetings of the members maybe called at anytime by the President or Vice President, or by any two (2) members of the Board of Directors. Such meeting must be called by the President or Vice President upon the receipt of the written request of one- third of the members. Written notice of such meeting stating the time, place and purposes thereof shall be served by mail upon each member of the organization not less than ten (10) nor more than fifteen (15) days before such meeting, at his or her last known address.

Section 3: Quorum

At any meeting of members, the presence of a majority of the members entitled to vote in person or by proxy shall be necessary to constitute a quorum for all purposes, and the act of a majority of those members present at which there is a quorum shall be the act of the entire membership, except as may be otherwise provided for by statute or by the charter of the organization. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned by the vote of a majority of the members present in person or by proxy without the notice other than by announcement at the meeting and without further notice to the absent members. At any adjourned meeting at which quorum shall be present, and business may be transacted which might have been transacted at the meeting as originally notified.

Section 4: Voting Rights

- (a) At every meeting of members, each member entitled to vote, shall be entitled to vote in person or by proxy duly appointed in writing which bears a date no more than eleven (11) months prior to such meeting unless such proxy provides for a longer period. The vote for directors and, upon the demand of any member, on any question before the meeting, shall be by ballot. All elections and all questions to be decided at such meeting shall be by majority vote of the members present and entitled to vote. The election of directors shall be by ballot in addition to any other issue, when deemed necessary by the President or Vice President.

Section 5: Order of Business

The order of business at membership meetings shall be as follows:

- A. Calling the role of members
- B. Proof of notice of meeting or waiver of notice submitted
- C. Reading of Minutes of previous meeting
- D. Reports of officers
- E. Reports of committees
- F. Election of Board of Directors and new members
- G. Unfinished business

H. New business

Any questions concerning the priority of business to be conducted before the meeting shall be decided by the chairman of the meeting.

The order of business may be amended and changed at any meeting by a majority vote of the members present at such meeting.

Section 6: Inspectors of Election

The members may at each annual meeting elect or appoint two persons, who need not be members, to act as inspectors of election for the purpose of tabulating and counting the ballots in the election of directors or the vote rendered on any other issue before the meeting.

ARTICLE VI

Board of Directors

Section 1: The general management of the affairs of the organization shall be vested in the Board of Directors.

Section 2: Number of Directors

The number of directors shall be FIVE (5) initially, but not less than three (3), which may be changed from time to time by an amendment of these bylaws in the manner herein provided.

Section 3: Election of Directors

The Board of Directors shall be elected by the members of the organizations at the annual meeting of members by a majority vote of the members present at such meeting, as provided in section 1 of Article VI herein above.

Section 4: Duties and Power of Directors

The Board of Directors shall have the authority to:

- a. hold meetings at times and places as may be deemed proper and necessary,
- b. admit, suspend or expel members
- c. appoint committees on particular subjects from members of the board or from the membership of the organization
- d. audit bills and disburse the funds of the organization
- e. print and circulate documents and publish articles
- f. carry on correspondence and communicate with other associations with the same interests
- g. employ agents
- h. devise and carry into execution such other measures as it deems proper and expedient to promote the objects of the organization and protect the interests and welfare of the members
- i. remove any or all of the officers of the organization with due cause prior to the termination date to such office
- j. elect substitute directors in the event any director resigns or is removed from office prior to the termination date of such office

- k. terminate the contract of any firm, individual or other entity employed by the organization to perform any and all nature of services to the organization, and
- l. employ, retain, or terminate any employee of the Corporation.

ARTICLE VII

Meetings of the Board of Directors

Section 1: Annual Meetings

The annual meeting of the Board of Directors shall be held in the month of each year immediately following the membership meeting of the principal office of the Corporation or at such other place or places as may be determined by the Board of Directors.

Section 2: Special Meetings

Special meetings of the Board of Directors may be called by the President, by any two members of the Board of Directors or by a majority of the members of any Executive Committee that may be in existence at such time, for any specific purpose. Written notice shall be given stating the purpose of such meeting and shall be either delivered to each member of the Board of Directors or mailed to the last known address of such director at least five (5) day prior to the meeting date.

Section 3: Regular Meetings

The Board of Directors shall hold regular meetings on a quarterly basis during the months of March, June, September, and December of each year. The date, time and place shall be set by the President. Reasonable notice of such meetings shall be communicated to each member of the board at his or her last known address. An agenda of the activities to be conducted at such meetings shall be included with and attached to such notice.

Section 4: Quorum, Voting

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the directors present shall be considered the act of the Board of Directors at any annual, special or regular meeting.

Section 5: Absence

Should any member of the Board of Directors absent himself for unreasonably form three (3) consecutive meetings of the board without notifying the President or Secretary of his or her reason for doing so, and if his or her excuse should not be accepted by the members of the board, his or her seat on the board may be declared vacant and the board may vote to select a substitute director from the membership of the organization to serve until the reminder of his or her own term.

Section 6: Resignation

Any director may resign at any time by given written notice of such resignation to the Board of Directors.

Section 7: Removal, Termination of Office

Any one or more of the directors may be removed with cause at any time by the Board of Directors in the same manner set forth for voting any issue hereinabove.