

**BYLAWS
OF
LIVING CHURCH OF GOD (INTERNATIONAL), INC.
A NONPROFIT RELIGIOUS CORPORATION
2301 Crown Centre Drive
Charlotte, Mecklenburg County, North Carolina**

PREAMBLE

The Corporation, including, without limitation, its corporate Board of Directors, is the servant of the spiritual body of the Church (defined here as the religious denomination known as "Living Church of God" (an international religious group)" (alternately known as "the international Living Church of God affiliated group" in some jurisdictions). At no time is the Corporation to assume ecclesiastical authority over the Presiding Evangelist or the Council of Elders of the Church.

AUTHORITY

The Corporation and its Board of Directors are affiliated with, and subordinate to, the Church. Statements and ecclesiastical determinations of the Presiding Evangelist and the Council of Elders of the Church are the effective, authoritative, exclusive and autonomous voice of ecclesiastical Church government. The Holy Bible itself, in its original manuscripts, is the inspired and infallible Word of God that speaks with final authority concerning truth, morality, and the proper conduct of mankind, and is the sole and final source of all that we believe. For purposes of the faith, doctrine, practice, policy, and discipline of the Church (including, without limitation, the Corporation), the Presiding Evangelist and Council of Elders of the Church constitute, within their respective ecclesiastical authorities, the final interpretive authority on the Holy Bible's meaning and application (ref. *Canons of Evangelistic Discipline of the Living Church of God*, and the *Official Statement of Fundamental Beliefs of the Living Church of God*). The Presiding Evangelist and the Council of Elders, and their delegees in the Church's religious hierarchy, are responsible for promulgating, interpreting and enforcing religious policies and will determine life application as well as final matters relating to church theology, philosophy, religious practice, faith, divine truth, morality, and theological and doctrinal resolutions.

ARTICLE I. IDENTITY AND OFFICES

Section 1.01. Identity. These are the Bylaws of Living Church of God (International) Inc., a nonprofit religious corporation, organized pursuant to the independent and exclusive ecclesiastical authority of the patriarchal hierarchy of the Church (exercised by its Presiding Evangelist and Council of Elders), and the laws of

the State of North Carolina, with its principal place of business at the above stated city and county in North Carolina (the "Corporation").

Section 1.02. Offices.

(a) **Principal Office.** The principal office of the Corporation in the State of North Carolina shall be located in the City of Charlotte, County of Mecklenburg or such other location as the Board of Directors of the Corporation may designate from time to time. The Corporation may have such other offices, either within or without the State of North Carolina, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

(b) **Registered Office.** The Corporation shall have and continuously maintain in the State of North Carolina a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the Corporation, and the Board of Directors may change the address of the registered office from time to time. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. PURPOSES AND POWERS

Section 2.01. The Corporation is organized as the independent national model of the religious denomination known as *Living Church of God* (an international religious group) (the "Church") exclusively for religious purposes to promote the aims, goals, purposes, doctrines, traditions, ordinances, policies, practices, and other functions and operations of the Church, all in accordance with the *Canons of Evangelistic Discipline of the Living Church of God (the "Canons")*, the *Official Statement of Fundamental Beliefs of the Living Church of God* and any *Statements of Faith of the Living Church of God*. The purpose or purposes for which the corporation is formed are as more fully set forth in the *Canons* as the same now exists or as may hereafter be amended, changed, or modified by the Council of Elders of the Church. The *Canons* shall govern and control in all matters of internal governance and discipline.

Section 2.02. All the powers authorized and permitted by the *Canons* for a legal entity of the Church, shall apply to the powers of this Corporation, together with such powers granted to the Corporation by the laws of the State of North Carolina, as amended from time to time.

Section 2.03. Permitted Uses of Facilities. Neither property nor facilities owned or controlled by the Church or the Corporation (or used with permission obtained by the Church or the Corporation) shall be used or permitted to be used for any activity or speech that is contrary to any stated or implied doctrine or religious belief or practice of the Church.

Section 2.04. Permitted Access to Facilities and Activities. Participation in any program or activity that is limited to individuals of one biological sex is exclusively

limited to individuals who are persons of that biological sex. Access to facilities that are designated for use by only one biological sex is exclusively limited to individuals who are persons of that biological sex. Individuals should not intentionally present their physical features or dress to be that of the opposite biological sex.

ARTICLE III. GOVERNANCE

Section 3.01. The Corporation shall look to the *Holy Bible*, the *Canons of Evangelistic Discipline of the Living Church of God*, the *Official Statement of Fundamental Beliefs of the Living Church of God*, doctrinal and religious absolute statements (found in written "*Statements of Faith of the Living Church of God*") these Bylaws, the Articles of Incorporation, and the laws of the State of North Carolina with reference to non-profit religious corporations, and Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time) for guidance in the operation of its affairs.

Section 3.02. Where these Bylaws conflict with the *Canons*, the *Canons* shall control.

ARTICLE IV. CORPORATE MEMBERS, ADHERENTS, EMPLOYEES

Section 4.01. Members Prohibited. Pursuant to NCGS § 55A-6-01, the Corporation shall not have any members (i.e. "corporate members").

Section 4.02. Adherents. An adherent is an individual who by his or her words and actions expresses the desire to fellowship with the Church and accepts the Church's governance in his or her life. Adherence is made up of coreligionists, as commitment to the Church's mission, goals and vision is required to enable the Church's religious mission, integrity, and purpose. Persons who are actively and unrepentantly engaged in any sinful practice or practice that contradicts or undermines the doctrine of the Church are *de facto* {NB: of fact} and *de jure ecclesiasticas* {NB: of ecclesiastical law} not adherents of the Church. Similarly, active and unrepentant engagement in any sinful practice or practice that contradicts or undermines the doctrine of the Church is grounds for church discipline, up to and including suspension, disfellowship, recognition of non-adherent status, or marking notice to the individual and/or the congregation(s) of the Church for the protection of its adherents. A practice is "sinful" when it is contrary to the teachings of the Holy Bible, as understood, interpreted and taught by the religious hierarchy of the Church. The adherence requirements and disqualifications assist in the expression and dissemination of the Church's religious doctrine and instill religious values in existing adherents, enabling the Church's religious mission, integrity, and purpose.

Section 4.03. Employment with the Corporation. Except as a vendor or independent contractor, in order to be eligible for employment, the applicant or employee must be an adherent of the Church. A purpose of the Church and this Corporation is to teach and instill biblical values in attendees and members of the

Church. Because every employee of the Corporation is a representative of the Church, and is hired for that purpose, in order to be eligible for employment, the applicant shall not be actively engaged in unrepentant sin and shall not be perceived to undermine or contradict, through his or her actions, behaviors, or speech, the tenets of the Bible (as understood, interpreted and taught by the religious hierarchy of the Church) or any stated or implied doctrine or religious belief or practice of the Church.

Section 4.04. Ministers, Adherents, Staff, and Ordained Persons. Church ministers, Church adherents, Church staff, and individuals ordained by the Church shall not use their title, position, or ordination in a way that contradicts or undermines any stated or implied doctrine or religious belief or practice of the Church or of the Holy Bible (as understood, interpreted and taught by the religious hierarchy of the Church) by (including but not limited to), officiating over or solemnizing weddings, ceremonies or events joining any other than one biological human male to one biological human female.

ARTICLE V. BOARD OF DIRECTORS

Section 5.01. Number. The Corporation shall have not less than three and not more than seven Directors. Collectively, the Directors shall be known as the "Board of Directors" or the "Board".

Section 5.02. Secular Matters. Subject to the overall guidance and direction of the Work of the Church by the Presiding Evangelist and the Council of Elders, secular matters of the Corporation shall be managed by the Board of Directors.

Section 5.03. Qualifications. The Directors of the Corporation need not be residents of the State of North Carolina, but must be residents or citizens of the United States of America, and must in all cases be, and remain, ordained ministers in good-standing of the Church—as determined within the independent, sole and exclusive ecclesiastical discretion of the Church's religious hierarchy (ref. the *Canons*). Any Director ceasing to be an ordained credentialed minister in good-standing of the Church shall thereupon automatically, and instantaneously, cease being a Director without other notice than this Bylaw.

Section 5.04. Nomination. Any candidate qualified to be a Director under Section 5.03 of these Bylaws may be nominated, subject to the designation of approved candidates imposed in the *Canons*.

Section 5.05. Election. The Directors shall be elected at the regular meeting of the Board of Directors that occurs in closest date proximity to the end of their term of office and shall be called as prescribed by Article VI of these Bylaws. The approved candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 5.03 of these Bylaws.

Section 5.06. Term of Office. Each Director shall hold office for three years or until the earlier of the death, resignation, or removal of such Director. A Director may be re-elected for subsequent terms as a Director.

Section 5.07. Compensation. The compensation of the Directors shall be such sum as may be fixed from time to time by resolution of the Board.

Section 5.08. Removal of Directors for Cause. On behalf of the Board of Directors, the Chairman of the Board may declare vacant the office of a Director on the occurrence of any of the following events:

(1) The Director has been declared of unsound mind by a final order of a court of competent jurisdiction; or,

(2) The Director has been convicted of a criminal felony; or,

(3) The Director has failed to attend two meetings of the Board within a twelve-month period (unless there is just cause for an absence (as determined by the Board in its discretion) that is communicated to the Board or the President and Chairman of the Board in advance of the meeting); or,

(4) The Director has become disqualified to serve as a Director within the meaning of Section 5.03.

A Director whose removal from the Board is at issue shall not be entitled to participate in the vote or proceedings to determine his removal.

Section 5.09. Removal of Directors Without Cause. Except as otherwise provided in the Articles, any Director may be removed without cause if such removal is approved by the Board of Directors in accordance with § 55A-8-08 or § 55A-8-09, as applicable, of the North Carolina Nonprofit Corporation Act (NCGS §55A). A Director whose removal from the Board is at issue shall not be entitled to participate in the vote or proceedings to determine his removal.

Section 5.10. Resignation of Directors. Any Director may resign effective on giving written notice to the Chairman of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign where the Corporation would then be left without a duly-elected Director or Directors in charge of its affairs.

Section 5.11. Causes of Board Vacancies. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members of the Board of Directors in any election to elect the full member of Directors authorized.

Section 5.12. Filling Board Vacancies. Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Sections 5.08 and 5.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of

Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in Article VI of these Bylaws; or, (3) a sole remaining Director.

ARTICLE VI. MEETINGS

Section 6.01. Call of Meetings. Meetings of the Board may be called by the Chairman of the Board, or by any Vice Chairman, or the Secretary, or any two (2) Directors.

Section 6.02. Place of Meetings. All meetings of the Board shall be held at the principal office of the Corporation or such other place within or without the State of North Carolina as specified in the notice calling the meeting.

Section 6.03. Date and Time of Meetings. The one required annual meeting of the Board of Directors shall be held prior to December 31 each year at the time fixed in the notice calling the meeting. Any committees of the Board shall meet as necessary to their functions and delegations, if any.

Section 6.04. Special Meetings. Special meetings of the Board may be called by the Chairman of the Board, or any Vice Chairman, or the Secretary, or any two (2) Directors. Special meetings shall be held on not less than four (4) days' advance notice by first class mail, postage prepaid, or on forty eight (48) hours' notice delivered personally or by telephone or telegraph or electronic mail. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 6.05. Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

Section 6.06. Transactions of the Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law, the Articles, or these Bylaws.

Section 6.07. Conduct of Meetings. The Chairman of the Board or, in his absence, the Vice-Chairman, or in the Vice-Chairman's absence, the President, shall preside at meetings of the Board of Directors; if none of the foregoing officers are

present, the meeting shall be adjourned pursuant to Section 6.08. The Secretary of the Corporation or, in the Secretary's absence, the Assistant Secretary of the Corporation or, in the Assistant Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the meeting. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Section 6.08. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty four (24) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 6.09. Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 6.10. Committees of Directors. The Board of Directors may designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except with respect to matters of delegation not authorized by law.

ARTICLE VII. OFFICERS

Section 7.01. Number and Titles. The principal officers of the Corporation shall be (1) a President and Chairman of the Board, (2) a 1st Vice President, (3) a 2nd Vice President, (4) a Secretary, and (5) a Treasurer. In addition, the Corporation may have such other officers, including without limitation an Assistant Treasurer and an Assistant Secretary, with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President and Chairman of the Board is the chief executive officer of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer shall serve concurrently as the President and Chairman of the Board.

Section 7.02. Appointment. The officers of the Corporation shall be chosen in the manner authorized by and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an officer under any contract of employment.

Section 7.03. Duties of Officers.

(a) President and Chairman of the Board. The President and Chairman of the Board shall always be the person who holds the office of Presiding Evangelist of the Church with which this religious Corporation is affiliated. The President and Chairman of the Board shall be the Chief Executive Officer of the Corporation and shall have supervision, direction, and control of the business and affairs of the Corporation. Such officer shall be entitled to preside at all meetings of the Board of Directors, shall be an ex-officio member of, and shall be entitled to preside at all meetings of, any and all committees of the Board. Such officer may sign and execute, in the name of the Corporation, deeds, mortgages, leases, bonds, contracts and other instruments duly authorized by the Board. Such officer shall perform all duties incident to the office of President and Chairman of the Board and have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, by the *Canons*, or as may be prescribed by the Board of Directors, including the management of all corporate employees. The President and Chairman of the Board is hereby authorized to exercise any right to vote or execute a proxy to vote shares of stock of, any bonds, debentures, or other evidences of indebtedness of, any other corporation or corporations owned or possessed by the Corporation.

(i) Appointment of Employees, etc. The President and Chairman of the Board may appoint such employees, attorneys and agents as from time to time may be deemed necessary and may prescribe their duties and may fix their salaries or other compensation. Any employee, attorney or agent may be removed at any time by the President and Chairman of the Board. The powers herein conferred relating to the appointment, compensation and removal of employees, attorneys and agents shall be subject to the appropriate and applicable provisions of any statute and of the rules and regulations of any agencies or departments of the State or Federal Government of the United States having jurisdiction to the extent required thereby. Not less than once annually the President and Chairman of the Board and shall provide a census of the Corporation's employees, including, without limitation, their titles, salaries and other compensation, for the Board's review, amendment, and approval.

(ii) Corporation Sole. The President and Chairman of the Board is authorized by the Corporation, if he also so desires and if he also serves as Presiding Evangelist, to personify his official and fiduciary capacity by and through a Corporation sole.

(b) Vice-Chairman of the Board. The Vice Chairman of the Board shall always be the person approved for such office by the Presiding Evangelist of the Church with which this religious Corporation is affiliated. Such officer shall be entitled to preside at all meetings of the Board of Directors at which the Chairman of the Board is not present. In the absence of the Chairman of the Board or in the event of his inability or refusal to act, the Vice-Chairman of the Board shall perform all the duties of the Chairman of the Board, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chairman of the Board.

(c) 1st Vice President. At the request of the President, in his absence, or in the event of his inability or refusal to act, the 1st Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President but shall not have any power to cause or enable any change to the Articles of Incorporation, these Bylaws or other governing documents adopted by the Board without the prior written approval of the Chairman of the Board. The 1st Vice President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors or the President and Chairman of the Board.

(d) 2nd Vice President. In the absence of the 1st Vice President or in the event of his inability or refusal to act, the 2nd Vice President shall perform all the duties of the 1st Vice President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the 1st Vice President. The 2nd Vice President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors, the President and Chairman of the Board.

(e) Secretary. The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board, give notices, have custody of the corporate seal, attest when necessary the signature of the chairman, affix the seal to all instruments required to be executed under seal and attend to any and all filings required by state law, and maintain the Corporation's records. The Secretary shall perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors or the President and Chairman of the Board.

(f) Treasurer. The Treasurer shall be responsible for the general stewardship of the financial resources and assets of the Corporation. If such person is not a member of the Board, then he shall not have a vote but rather shall serve as an *ex officio* member of the Board, without vote. The Treasurer shall invest the funds of the Corporation in accordance with its investment policies and monitor the investments of the Corporation, including all funds and reserves. The Treasurer shall have authority to accept all gifts to the Corporation in the form of money and securities or in any other form, whether for the benefit of the entire institution or any of its subdivisions (acting in accordance with such policies and procedures). The Treasurer shall, personally or through subordinates, oversee the procurement and investment of corporate funds, distribution of quarterly financial reports, preparation of the annual budget, review of financial policy, and the recommendations of the same to the Board. The Treasurer will have oversight and review of all Accounting and Finance functions and financial planning. Acting in accordance with the policies and procedures established by the Corporation, and as revised from time to time, the Treasurer shall have full authority: (1) subject to the prior authorization of the Board, to sell and transfer, invest, and

reinvest in such manner and upon such terms as shall seem best to the Treasurer, the whole or any part of the personal property of the Corporation; and (2) subject to the prior authorization of the Board, to enter into arrangements on behalf of the Corporation for the appointment of an Investment Manager or Investment Managers with full authority to sell and transfer, invest, and reinvest in such manner and upon such terms as to any such Investment Manager (acting in accordance with such policies and procedures) seem best, the whole or any part of the personal property of the Corporation. Regular and complete reports on the investments of the Corporation shall be supplied by the Treasurer to the members of the Executive Committee as determined by the Board of Directors. The Treasurer shall render to the President and the Chairman of the Board, and the Directors, on request, an account of all such officer's actions as Treasurer. The books and records of account shall at all times be open to inspection by any Director of the Corporation as permitted by law. The Treasurer shall perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or as may be prescribed by the Board of Directors, the President and Chairman of the Board.

(g) Assistant Secretary. The Assistant Secretary shall assist the Secretary with the Board's administrative functions and filings, and shall be responsible for carrying out the mandates of the Board of Directors, its Executive Committee, and the instructions of its Secretary, President and Chairman of the Board, in keeping or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors shall render to the Secretary, the President and Chairman of the Board, and the Directors, on request, an account of all such officer's actions as Assistant Secretary, and of the location and condition of the Corporation's meeting minutes. In the absence of the Secretary, or in the event of his inability or refusal to act, the Assistant Secretary shall perform all the duties of the Secretary, and when so acting shall have all the powers of, and be subject to all the restrictions on, the office of Secretary, unless or until the office of Secretary is filled by the method authorized by the Board of Directors. The Assistant Secretary shall carry out those additional duties and assignments given him by the Secretary and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors, the President and Chairman of the Board.

(h) Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in managing the Corporation's Accounting and Finance functions, and shall be responsible for carrying out the mandates of the Board of Directors, its Executive Committee, and the instructions of its Treasurer, its President and Chairman of the Board in overseeing the financial resources of the Corporation including, but not limited to, cash, securities, and all other property, personal or real, owned by the Corporation. The Assistant Treasurer of the Corporation shall, personally or through subordinates, produce the annual budget, keep and maintain in written form, or in any other form capable of being converted into written form, adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

The books and records of account shall at all times be open to inspection by any Director of the Corporation as permitted by law. The Assistant Treasurer shall deposit all moneys and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Assistant Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, and shall render to the Treasurer, the President and Chairman of the Board, and the Directors, on request, an account of all such officer's transactions as Assistant Treasurer, and of the financial condition of the Corporation. In the absence of the Treasurer, or in the event of his inability or refusal to act, the Assistant Treasurer shall perform all the duties of the Treasurer, and when so acting shall have all the powers of, and be subject to all the restrictions on, the office of Treasurer, unless or until the office of Treasurer is filled by the method authorized by the Board of Directors. The Assistant Treasurer shall carry out those additional duties and assignments given him by the Treasurer and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors, the President and Chairman of the Board.

Section 7.04. Resignation and Removal of Officers. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors in the manner authorized by the Board of Directors, as then constituted, notwithstanding the fact that the term for which such officer may have been elected has not expired; or pursuant to the removal power conferred in these Bylaws or the Canons.

Section 7.05. Vacancy. Any vacancy in any office may be filled by the Board at any regular or special meeting.

ARTICLE VIII. INDEMNIFICATION

The Corporation is authorized to indemnify its directors and officers to the full extent permitted by the laws of the State of North Carolina inclusive, without limitation, of § 55A-8-57 of the North Carolina Nonprofit Corporation Act (NCGS §55A).

ARTICLE IX. AMENDMENTS

These Bylaws may be amended by the Board of Directors by the method authorized by the Board, in accordance with the *Canons*.

ARTICLE X. DISSOLUTION

Should the Corporation cease to exist, upon its dissolution or winding up, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, subject to NCGS § 55A 14 03, the title to all its property shall be vested in the Council of Elders, as then constituted, of the religious denomination

known as *Living Church of God* (an international religious group) (the "Church"), to be held in trust for the nonprofit, charitable and religious benefit of the Church, if the Council of Elders should continue to exist, and, if not, the title to all of the Corporation's property shall be vested in a nonprofit fund, foundation, corporation, or organization, with similar and compatible beliefs, goals, aims and purposes, that is exempt under Section 501(c)(3) of the United States Internal Revenue Code of 1986 of which the Presiding Evangelist of the Church, or his successor pursuant to the *Canons of Evangelistic Discipline of the Living Church of God*, is the principal, or leading principal.

ARTICLE XI. CORPORATE RECORDS AND REPORTS

Section 11.01. Keeping Records. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its Board and committees of the Board.

Section 11.02. Annual Report. In the absence of members, the Board shall cause an annual report to be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain all the information required by § 55A-16-20 of the North Carolina Non-profit Corporation Act (NCGS §55A) and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation. The annual report shall be furnished to all Directors.

Section 11.03. Annual Statement of Certain Transactions and Indemnifications. In the absence of corporation members, the Corporation shall furnish annually to its Board members a statement of any transaction or indemnification described in NC § 55A-16-21 of the North Carolina Nonprofit Corporation Act (NCGS §55A), if such a transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 11.02 of these Bylaws.

CERTIFICATE OF SECRETARY

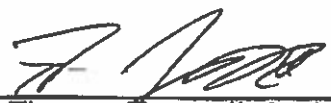
OF

LIVING CHURCH OF GOD (INTERNATIONAL) INC

a nonprofit religious corporation

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising 12 pages, constitute the Bylaws of said Corporation as duly amended by the Board on 15 December 2017.

Dated: 19 DECEMBER 2017


F. Thomas Turner II, Assistant
Secretary