

JESUSIS4 FOUNDATION, INC.

BYLAWS

Adopted September 6, 2001

Article 1

GENERAL

Section 1.1 Name. The name of the Corporation is **The JesusIs4 Foundation, Inc.**, hereinafter referred to as "the Corporation."

Section 1.2 Nonprofit Purposes. The Corporation is organized and shall be operated exclusively as a nonprofit, religious, charitable and educational organization dedicated to the purposes stated in the Articles of Incorporation.

Article 2

OFFICES

Section 2.1 Registered Office and Agent. The Corporation shall continuously maintain a registered office and registered agent with the State of Florida.

Section 2.2 Principal Office. The principal office of the Corporation shall be located at such place as shall be determined by the Board of Directors.

Section 2.3 Additional Offices. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine and the business of the Corporation may require.

Article 3

SEAL

The Corporation may have a seal in the form determined by the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced, or by writing the word "SEAL" beside the signature of an authorized officer of the Corporation.

Article 4

DIRECTORS

Section 4.1 Number and Term. The Board of Directors and shall consist of not less than three (3) nor more than twelve (12) persons, as may be determined from time to time by resolution of the Board of Directors. Directors shall be appointed by the Board of Directors for a term of three years or until their successors are appointed and qualify in their stead, without limitation to the number terms served.

Section 4.2 Qualification and Appointment. The initial Board of Directors shall be as set forth in the Articles of Incorporation. Subsequent appointments of Directors of the Corporation may be made by

majority vote of those Directors present at any regular meeting of the Board of Directors, or at a special meeting convened for that purpose.

Section 4.3 Vacancy. If the office of any Director or Directors becomes vacant, the remaining Directors, though less than a quorum, shall be authorized to select a successor or successors who shall be appointed by the Board of Directors of the Corporation to serve the unexpired terms of the vacated directorships.

Section 4.4 Powers. The property, affairs, and business of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws prohibited.

Section 4.5 Resignation and Removal. Any Director may at any time deliver a written notice of intent to resign to the Board Chair, which shall be effective upon acceptance by the Board. Any Director other than the Board Chair may be removed from the Board with or without cause when, in the sole judgment and discretion of the Board of Directors, it is determined by at least a majority vote of all members of the Board that such Director should no longer serve on the Board. Provided, however, that a notice, including the names of Directors proposed to be removed, and the date, time and place of any meeting called to consider such removal shall be given in writing to each of the Directors at least two (2) days prior to the date of such meeting.

Section 4.6 Transactions with Interested Parties. If both of the conditions in Sections 4.6.1 and 4.6.2 below are met, no contract or other transaction between the Corporation and one or more of its Directors -- or between any other corporation, firm, association, or entity of which one or more of its directors, officers, or trustees are also Directors of the Corporation, or in which entity a Director has a financial interest ("Common Directors")-- shall be either void or voidable for any of the following reasons: (1) because of a direct or indirect interest; (2) because such Directors are present at the meeting of the Board of Directors (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction; or (3) because his or their votes are counted for such purpose.

4.6.1 The material facts of the transaction and the Director's relationship or interest are disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; and

4.6.2 The contract or transaction is fair and reasonable to the Corporation at the time it is authorized or approved.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors (or a committee thereof) which authorizes, approves, or ratifies such contract or transaction.

Notwithstanding the above, no loan shall be made by the Corporation to any of its Directors or officers, as provided further in Section 9.7 of these Bylaws.

Section 4.7 Conflicts of Interest Policy. The Board of Directors shall adopt a Conflicts of Interest Policy that will provide for full disclosure of material conflicting interests by Board members, officers, senior management, and employees, and permit the Board to determine whether the contemplated transaction may be authorized as just, fair, and reasonable to the Corporation.

Section 4.8 No Compensation of Directors. Directors and members of any committee of the Board of Directors shall not receive compensation for their services as Directors and members of any such committee, but shall be entitled to reimbursement for any reasonable expenses incurred in attending such meetings. Directors shall not be barred from serving the Corporation in any other capacity and receiving reasonable compensation for such other services.

Article 5

MEETINGS OF THE BOARD OF DIRECTORS

Section 5.1 Meetings and Notice. Regular meetings of the Board may be held with or without notice to the Directors at such time and place either within or outside the State of Florida as shall from time to time be determined by the Board. One regular meeting each calendar year shall be designated as the annual meeting. Special meetings of the Board may be held within or outside the State of Florida upon at least two days prior notice to the Directors of the date, time, and place of the meeting.

Section 5.2 Waiver of Notice. Whenever any notice is required to be given by law or under the provisions of the Articles of Incorporation, or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance at a meeting by a person entitled to notice shall constitute a waiver of proper notice of such meeting, except where attendance is for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

Section 5.3 Quorum. A majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors, including the Board Chair, present and voting at a duly constituted meeting of the Board shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws.

Section 5.4 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or by a committee thereof may be taken without a meeting, by means of telephone, mail, facsimile, computer network, or in any other way the Directors shall decide. However, a written consent setting forth the action so taken, signed by all the members of the Board or of a committee, as the case may be, must be filed with the minutes of proceedings of the Board or the committee.

Section 5.5 Participation by Conference Telephone, Etc.. Members of the Board or of any committee designated thereby may participate in a meeting of the Board or such committee by means of a conference telephone, or similar communications equipment whereby all persons participating in the meeting can collegially communicate with each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of conference telephone, or similar communications equipment, the minutes recording any action taken at such meeting shall also note who participated in person, and who participated by alternative communications.

Article 6

OFFICERS

Section 6.1 Number and Positions. The officers of the Corporation, appointed by the Board of Directors, shall be the Board Chair, and the President, Secretary, and Treasurer of the Corporation. The Board may also elect a vice chair and/or one or more vice presidents, assistant secretaries and assistant

treasurers. Except as otherwise provided, the officers may, but need not be, Directors of the Corporation. The Board may appoint such other officers and agents as it shall deem necessary, who shall exercise such powers and perform duties as shall be determined from time to time by the Board.

Section 6.2 Term of Office. The Board of Directors shall appoint officers of the Corporation, who shall serve three-year terms or until their successors are appointed and qualify in their stead, without limitation to the number of terms served. Any officer other than the Board Chair may be removed at any time without cause when, in the sole judgment and discretion of the Board of Directors, it is determined by at least a majority vote of all members of the Board that such officer should no longer serve on the Board. The Board Chair may only be removed by three-fourths majority vote of all Directors then in office. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors. In case of the absence or disability of an officer of the Corporation, or in any other case that the Board of Directors may deem sufficient reason therefore, the Board of Directors, by a majority vote, may delegate for the time being any or all of the powers or duties of any officer to any other officer, Director, or any other person.

Section 6.3 The Board Chair. The Board Chair shall be a member of the Board of Directors, shall preside at all Board meetings, and shall have such other rights, duties, and powers as are authorized by the Board from time to time.

Section 6.4 Vice Chair. If the Board of Directors elects to fill the position, the Vice Chair of the Board shall be a member of the Board of Directors, shall preside at the meetings of the Board in the absence of the Board Chair, and perform the duties of the Board Chair in his absence. The Vice Chair shall have such other rights, duties, and powers as are authorized by the Board from time to time.

Section 6.5 The President. The President shall be the chief executive officer of the Corporation. He shall make reports to the Board, and shall have such other rights, duties, and powers as are authorized by the Board.

Section 6.6 The Vice President. If the Board of Directors elects to fill the position, the Vice President or any other vice presidents, in the order of their seniority, shall, in the absence or disability of the President, or upon delegation by the President, perform the duties and exercise the powers of the President, or such of them as may be so delegated, and shall perform such other duties or exercise such powers as the Board of Directors shall prescribe.

Section 6.7 The Secretary. The Secretary or an assistant secretary shall attend all meetings of the Board of Directors and record all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the outstanding committees when required. The secretary shall give, or cause to be given, such notice as is required of all meetings of the Board and shall perform such other duties as may be prescribed by the Board or President. The Secretary shall keep in safe custody the seal of the corporation and, when authorized by the Board, affix the same to any instrument requiring it, and when so affixed, it shall be attested by his signature or by the signature of the treasurer or an assistant secretary.

Section 6.8 Assistant Secretaries. If the Board elects to fill the position, the assistant secretaries, in order of their seniority, shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary, and shall perform such other duties as the Board of Directors shall prescribe.

Section 6.9 The Treasurer. Except as the Board of Directors may otherwise determine, the Treasurer shall deliver all funds and securities of the Corporation which may come into his hands to such

bank or trust company as the Directors shall designate as a depository, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board or whenever they may require it, an account of all transactions as treasurer and of the financial condition of the Corporation. If required by the Board, the treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of his office, and for the restoration to the Corporation, in case of death, resignation, retirement or removal from office, of all books, papers, vouchers, money, and other property of whatever kind in possession or under the control of the treasurer, belonging to the Corporation.

Section 6.10 Assistant Treasurers. If the Board elects to fill the position, the assistant treasurers in the order of their seniority shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors shall prescribe.

Article 7

COMMITTEES AND ADVISORY BOARDS

Section 7.1 Board Committees. The Board of Directors, by majority vote of all Directors in office, may appoint two or more persons from among its own number to serve as special and standing Board committees, such as the Board may determine are necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. Except as otherwise provided by Florida law, the Articles of Incorporation, these Bylaws, or resolution of the Board, each Board committee may exercise the authority of the Board. However, in no event shall a Board committee:

- (1) fill vacancies on the Board or any Board committee;
- (2) amend the Articles of Incorporation; or
- (3) adopt, amend, or repeal the Bylaws.

All members of Board committees shall serve at the pleasure of the Board. Rules governing procedures for meetings of any committee of the Board shall be established by the Board of Directors, or in the absence thereof, by the committee itself. Actions taken by Board committees shall be promptly reported to the Board, but need not be ratified by the Board unless otherwise required by statute, these Bylaws, or committee procedures imposed by the Board.

Section 7.2 Other Committees. The Board of Directors may establish such other committees as are determined are necessary or useful for the business and operations of the Corporation. These committees may not exercise the authority of the Board, but shall have only such duties and authorities as shall from time to time be prescribed by the Board or President. The President shall have authority to make appointments to each committee, to designate the chair thereof, to fill vacancies in, to change the size or membership of, and to discharge any such committee as he deems appropriate. The delegation of duties or authority to any committee shall not operate to relieve the Board of Directors or any member of the Board from any responsibility imposed by law. Rules governing procedures for meetings of any committee shall be established by the Board of Directors or President, or in the absence thereof, by the committee itself.

Section 7.3 Advisory Boards. The Board of Directors may create one or more advisory boards, for such terms as deemed fit by the Board of Directors. Such advisory boards shall have no vote or governance role, but shall serve the Board of Directors in specified advisory capacities.

Article 8

RELIGIOUS CORPORATION

Section 8.1 Religious Purpose. The Corporation is a religious corporation which in all its operations and activities is organized to support and propagate the Gospel of Jesus Christ throughout the world, and assist others in furthering the Gospel.

Section 8.2 Statement of Faith. The Corporation is committed to the following essentials outlined in the Statement of Faith below which the Corporation shall continually and steadfastly uphold.

- We believe the Bible to be the inspired, the only infallible, authoritative Word of God.
- We believe that there is one God, eternally existent in three persons: Father, Son and Holy Spirit.
- We believe in the deity and humanity of Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His present rule as Head of the Church and in His personal return in power and glory.
- We believe that for the salvation of lost and sinful men, regeneration by the Holy Spirit is absolutely essential.
- We believe in the present ministry of the Holy Spirit, by whose indwelling the Christian is enabled to live a godly life.
- We believe in the resurrection of both the saved and the lost, they that are saved unto the resurrection of life and they that are lost unto the resurrection of damnation.
- We believe in the spiritual unity of believers in our Lord Jesus Christ, with equality across racial, gender and class differences.

Section 8.3 Amendment of this Article. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, this Article may not be amended other than by unanimous vote or written consent of all members of the Board of Directors. Amendment to this Article by the Board of Directors may only be approved at a meeting for which each Director has received notice at least 30 days prior to the date of the meeting, which notice contains the proposed amendment to this Article to be considered at the meeting.

Article 9

FISCAL MATTERS

Section 9.1 Deposits. The Board of Directors shall select banks, trust companies, or other depositories in which all funds of the Corporation not otherwise employed shall, from time to time, be deposited to the credit of the Corporation.

Section 9.2 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other persons as the Board of Directors may from time to time designate.

Section 9.3 Fiscal Years. The Board of Directors shall have the power to fix, and from time to time to change, the fiscal year of the Corporation. Unless otherwise fixed by the Board, the fiscal year shall be the calendar year.

Section 9.4 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 9.5 Endowments. The Board of Directors may establish on behalf of the Corporation any endowments for the general purposes or for any special purpose of the Corporation.

Section 9.6 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax exempt purposes.

Section 9.7 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to its Directors or officers. Any Director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

Article 10

INDEMNIFICATION

Any person made or threatened to be made a party to any action or proceeding, whether civil or criminal, by reason of the fact that he is or was a Director or officer, employee, or agent of the Corporation, may be indemnified by the Corporation, and the Corporation may advance his related expenses, to the full extent permitted by law.

The Corporation may purchase and maintain insurance to indemnify: (a) itself for any obligation which it incurs as a result of the indemnification specified above; and (b) its Directors, officers, employees, and agents.

Article 11

AMENDMENTS

The Articles of Incorporation and Bylaws may be amended, altered, or repealed at a meeting of the Board by a three-fourths majority vote of the members of the Board of Directors in office, at any regular or special meeting of the Board.

[K:\1241\01BYLAWS.wpd]