

*Bylaws and  
Articles of Incorporation  
Of the  
**Churchland Baptist Church**  
May 7, 1995*

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*Respectfully submitted,*

*The committee:*

*Hugh E. Greene  
Kirby W. Greene, Jr.  
Louise Beck Griggs  
Stephen D. Martin, Pastor  
Hugh H. Shepherd  
Karen McBride Williams*

*May 7, 1995*

## BYLAWS

Churchland Baptist Church  
7516 South NC Highway 150  
Lexington, North Carolina

### PREFACE

"Let all things be done decently and in order."  
I Cor. 14:40

"Let all things be done with charity."  
I Cor. 16:14

"Let all things be done to edifying."  
I Cor. 14:26

"Do all in the name of the Lord Jesus."  
Col. 3:17

For the purpose of preserving and making secure the principles of our faith, maintaining the worship of God; acknowledging no head but Christ, and no religious authority but the Word of God; and to the end that this purpose of preserving the liberties inherent in each relationship of this body to other bodies of the same faith, we, therefore, solemnly declare that this is our only object in adopting the following bylaws.

### ARTICLE I - NAME

This body shall be known as **CHURCHLAND BAPTIST CHURCH**, 7516 South NC Highway 150, Lexington, North Carolina 27292.

### ARTICLE II - PURPOSE

The purpose of this body shall be to provide regular opportunities for the public worship, to sustain the ordinances, doctrines and ethics set forth in the New Testament for the Church of our Lord Jesus Christ; to nurture its members through a program of Christian Education; to channel its offerings to the support of the objects of the Redeemer's Kingdom, and to preach and propagate among all people the gospel of the Revelation of God through Jesus Christ as Savior and Lord.

We are a missions minded, autonomous, free and faithful Baptist Church. As such, we shall seek to cooperate with the programs of the Liberty Baptist Association, the Baptist State Convention of North Carolina, the Southern Baptist Convention, the Women's Missionary Union, and the Cooperative Baptist Fellowship.

### ARTICLE III - GOVERNANCE

The government of this church shall be **congregational** in nature, and the final authority for the operation and management of the affairs of this corporation, spiritual and temporal, shall be vested in the membership of the corporation, which authority shall be exercised in the manner set forth in the bylaws. **Members alone**, acting as set forth in these bylaws, shall have the authority to adopt and amend the charter and bylaws, elect teachers and officers, **(except those elected by the officers of the corporation)**, approve budgets, receive members and generally govern and conduct the affairs of this corporation.

This church is an **autonomous church** with full and final authority to determine solely within itself all matters related to the life of this church including but not limited to its financial affairs, affiliations, ownership and uses of property, and pastoral leadership.

### ARTICLE IV - MEMBERSHIP

#### **A. Members**

The membership of this church shall be composed of persons who have given evidence of regeneration, who have been baptized according to **Article V, Section A** of these bylaws, who have subscribed to the bylaws of this church and who have been received by a vote of the church. New members may be received into full fellowship at any regular worship service.

#### **B. Receiving Members**

The method of receiving new members into the fellowship shall be by a three-fourths vote of the members present and voting and in any of the following ways:

1. By profession of faith in Christ and acknowledgement of His Lordship by baptism by immersion.
2. By transfer of letter from a church of like faith.
3. By statement of experience.

#### **C. Termination**

Membership may be terminated in any of the following ways:

1. Transfer of a church letter to another church.

2. When a member joins another church, membership in this church shall terminate.
3. Death
4. Personal request in writing.
5. Dismissal by action of three-fourths vote of the church members present and voting.

**D. Duties of Members**

In considering the duties involved, members are expected, to be faithful in all duties essential to Christian life, to attend regularly the services of the church, to give regularly and systematically to its support and kingdom causes, and to share in its organized work.

**E. Privileges**

In considering the rights involved, members may act and vote in the transactions of the church, they may serve or hold elective office, and have the right to be buried in the church cemetery so long as space is available.

Members holding elective office may be removed for due cause shown by a three-fourths majority vote at a duly called business meeting.

**ARTICLE V - ORDINANCES OF THE CHURCH**

**A. Baptism**

The church recognizes that **Baptism by immersion** is a beautiful and meaningful symbol which describes, in a way that no other symbol can, the death, burial and resurrection of Christ. However, the church also recognizes that baptism by immersion is a symbol representing the real baptism by the Holy Spirit, that it is not essential to salvation and that we should not judge the symbols used by other Christian denominations as being inadequate or unsatisfactory. Accordingly, when baptism is required by these bylaws or by any other policy provisions of this church the following shall apply and control:

When the ordinance of baptism is administered by the church it shall be done for believers only **exclusively** by the mode of immersion.

The requirement for immersion shall be waived, only when, in the judgment of the senior minister and diaconate, there is sufficient physical or psychological reason for doing so.

**B. The Lord's Supper**

The church believes that the Lord's Supper was instituted by Jesus on the night before he was crucified with instructions for His disciples to **"do in remembrance of me until I come again."**

Accordingly, when the church partakes of the bread and the fruit of the vine as symbols of His broken body and shed blood, it is in order to remember His sacrifice, to look forward to His coming again, and to give opportunity for rededication to His service.

The church further believes that the invitation to partake of these elements comes from Jesus and not from the church, or any individual. Therefore, all persons are welcome, who wish to partake of this ordinance, and who, by their participation, claim Him as Lord.

## ARTICLE VI - MEETINGS

### **A. Worship**

This church shall hold regular meetings for worship, teaching, training and fellowship.

The ordinance of Baptism shall be observed when a candidate is ready and a date is set by the Pastor.

The ordinance of the Lord's Supper shall be observed at least 4 times annually.

### **C. Annual Meetings**

#### 1. Membership

On the **third Sunday of August**, there shall occur a **regular annual business meeting** of the membership for the purpose of receiving the **nominating committee report** and the **annual budget** for the coming church year. Such annual business meetings may be held at the same time as and in connection with any other regular or special meetings upon proper notice as herein provided.

The church letter or profile will also be submitted for approval, annually, at the **first quarterly conference** of the **new church year**, the **first Sunday in September**. Within a week of its approval, this letter shall be sent to the association and any other institutions required by its content.

#### 2. Directors of the Corporation

The **annual** meeting of the **directors of the corporation** shall be held at the **September** meeting of the **diaconate/directors**



to transact such business as required by law of the corporation including the election of officers.

### 3. Business Meetings

Quarterly business sessions shall be held. One week prior to these meetings, reports and minutes shall be submitted in writing for publication in the weekly bulletin.

Special meetings for the transaction of business by the membership may be called by the **moderator** or the **chairperson of the diaconate**. At least **one public notice** during the **morning service** on the Sunday preceding the meeting must be given for all special meetings. Special monthly business concerns, if needed or requested, shall be held the **first Sunday** of the **month** unless other circumstances warrant its postponement.

The church shall have a moderator to preside at all membership business proceedings.

A majority of the members present and voting shall constitute a **quorum** for the transaction of business at any quarterly membership meeting or at any special membership meeting duly called. Voting in all membership meetings shall be only by members present. **No proxy** or **absentee voting** shall be permitted. Except as otherwise provided herein, business shall be controlled by the votes of a majority of the members present and voting.

In all business proceedings, good parliamentary procedure shall be followed, using the current edition of **Robert's Rules of Order** as a general guide.

All voting shall be by show of hands, standing, or voice vote except where there are contested elections in which case the vote shall be by secret ballot. On any matter, a majority of the members present may, by motion adopted, require a secret ballot.

Any non-budgeted item of business that exceeds more than **.5%** of the yearly church budget, rounded to the nearest **\$50.00**, shall be brought before the church body for approval following the above designated procedure.

### ARTICLE VII - CHURCH STAFF AND LEADERS

The church staff shall be composed of the pastor, and all other persons elected by the membership to fill staff

positions as may be created from time to time by vote of the membership.

**A. Pastor**

The pastor shall be a minister of the Baptist faith, who accepts the criteria of **Article II** of these bylaws.

Whenever a vacancy occurs, the diaconate will recommend to the church, at least five members or more in good standing as a **pastoral search committee**. A pastor shall be called by the church to serve until the relationship is dissolved at the request of either the pastor or the church body. In either case, at least sixty days notice shall be given of termination of the relationship, unless otherwise mutually agreed, with both pastor and the church seeking to follow the will of God and the leadership of the Holy Spirit.

A call of the pastor shall take place at a meeting of the church especially set for that purpose, of which, at least one week's notice has been given to the membership. The election shall be upon the recommendation of the **pastoral search committee** appointed to seek out and nominate a pastor. Should the one recommended by the **pastoral search committee** fail to receive a **three-fourths** vote, the committee will be instructed to seek out another candidate, and the meeting shall be adjourned without debate.

The pastor shall have charge of the pulpit ministry and all worship services, including receiving new members by acting as moderator, publishing the order of worship for the weekly bulletin, general oversight of the administrative affairs of the church office and staff, publishing and editing the monthly newsletter in accordance with other church leaders and functions, and shall strive to provide the necessary resources for the overall spiritual development of the church and its people.

In order to be effectively involved with the work and ministry of the church, the pastor shall also be an **ex-officio member** of all organizations, departments and committees and may call a special meeting of such committees as might be required. By being an ex-officio member of all committees, the pastor will have a **voice** in such matters as business would dictate but will **only** vote when the committee is deadlocked and requested by the majority of the members present to offer such a vote.

The pastor shall always remember to be a minister to the people, in every way respecting the authority and autonomy

of the people in all things, and through love and faith, serve them effectively and obediently according to the guidance and direction of the Holy Spirit.

#### **B. Other Staff Leaders**

The church may also elect additional staff leaders in order to fulfill the ministerial and administrative functions of the church. This person shall be of the Baptist faith, who accepts the criteria of **Article II** of these bylaws.

Whenever there is a need to fill such a position, the diaconate will recommend to the church, at least five members or more in good standing as a **search committee**. The staff leader shall be called by the church to serve until the relationship is dissolved at the request of either the staff leader or the church body. In either case, at least thirty days notice shall be given of termination of the relationship, unless otherwise mutually agreed, with both staff leader and the church seeking to follow the will of God and the leadership of the Holy Spirit.

#### **C. Other Church Leaders**

In addition to those named, other leaders of the church shall be a **Financial Secretary, Sunday School Director, Discipleship training Director, Director of the Women's Missionary Union, Director of Music, Pianist - Organist, Brotherhood Director**, and such leaders as may be desired. All leaders of the church and its organizations, unless otherwise specified, shall be elected for a term of one year, shall be members in good standing, and elected upon the recommendation of the Nominating Committee.

##### **1. Financial Secretary**

The financial secretary shall receive the offering envelopes after the money has been removed and counted by the proper person or persons; and from these shall give each contributor individual credit as provided in the record system approved by the church. The financial secretary shall keep records of the receipts from envelopes or special offerings and be responsible for preparing and mailing annual statements to all contributing members as the church directs.

##### **2. Sunday School Director**

The director of the Sunday school shall have general oversight of the entire school and shall administer its affairs. The director shall be acquainted with the best methods of religious education and endeavor to adopt them in this school. The director shall also counsel with the

teachers and officers in the work of the school, giving advice and receiving suggestions from the co-workers.

### **3. Discipleship Training Director**

The director shall have charge of the activities of the discipleship training program. The director be acquainted with the program and methods and shall endeavor to adopt such a program in this church.

### **4. Women's Missionary Union Director - WMU**

The director of the WMU shall seek to enlist all the women and young people of the church in a program of missions, training, and giving and shall see that reports are given as needed and required.

### **5. Brotherhood Director**

The director of the brotherhood shall seek to enlist all the men and young men of the church in a program of missions, training, and giving.

### **6. Music Director**

The music director shall be responsible for providing worshipful music at all services. The director is to direct the choir, or choirs, in practice and public singing and is to cooperate with the pastor and other leaders in the selection of suitable music, and the devising of appropriate musical programs for all occasions where such services are needed.

### **7. Pianist - Organist**

The pianist-organist shall play for all public services and shall assist the music director in a suitable program of music for the church.

## **ARTICLE VIII - THE DIACONATE**

Members of the diaconate shall at all times, consider themselves to be servants of the church. With the pastor and as the Holy Spirit may direct, they are to consider and make recommendations to the church in all matters pertaining to its work and progress; including oversight of the discipline of the church; establish and maintain spiritual fraternal relations with all members of the church; to assist the pastor in all observances of the ordinances; and have general oversight over the repair and use of the church property. The pastor or the chairperson of the deacons may call the deacons into special session whenever need for such arises.

There shall be twelve deacons elected for a term of four years with one-fourth of the number being elected each year by the recommendation of the nominating committee. After the completion of a full four-year term, no deacon shall be eligible to reelection until after the lapse of one year.

## ARTICLE IX - CORPORATION DIRECTORS AND OFFICERS

### **A. Directors of the Corporation**

The diaconate shall also serve whenever appropriate or necessary as the board of directors of the corporation, subject to the limitations on their powers as set fourth in the articles of incorporation of this church and these bylaws.

### **B. Officers of the Corporation**

The officers of the corporation shall include a chairperson, a vice-chairperson, a clerk, a treasurer, and a moderator. These officers are elected annually by the board of directors at the September meeting at which all members may attend.

#### 1. Chairperson

The chairperson shall be the chief executive officer of the corporation.

#### 2. Vice-Chairperson

The vice-chairperson shall serve as chairperson in the absence of the chairperson.

#### 3. Clerk

It shall be the clerk's duty to attend or be represented at all business meetings, to keep an accurate record of all business transactions, and to prepare the annual church report. The clerk shall issue letters of dismissal as authorized by the church, preserve all papers and valuable letters and records that belong to the church, and preserve the history of the church. It shall also be the duty of the clerk to see that an accurate roll of the church membership is kept with dates and methods of admission and dismissal, change in name, correct mailing addresses and other pertinent information.

The **assistant clerk** shall perform the usual duties of the clerk in the clerk's absence or inability to act.

#### 4. Treasurer

The treasurer shall have custody of all funds of the church and shall issue checks in payment of all salaries authorized

by the membership, and all bills authorized by proper authority. The treasurer shall supervise the financial records of the membership kept by the financial secretary and chairperson of the finance committee in the preparation of financial statements to be rendered to the diaconate and to the membership. The financial records of the membership shall be audited at least once a year, and all books, records and accounts kept in connection with the financial operations of the church shall be property of the church. The treasurer shall, upon invitation, meet with the diaconate. The treasurer of The church and the treasurers of all special funds raised by or in the name of the church shall file with the financial secretary of the church a report and record of all funds received and disbursed. All such treasurers shall cooperate with the financial secretary and chairperson of the finance committee to the end that all moneys contributed to or raised and dispersed in the name of the church may be properly accounted for.

The **assistant treasurer** shall perform the usual duties of the treasurer in the treasurer's absence or inability to act.

#### 5. Moderator

The moderator will preside at all membership business proceedings and shall have the authority to call the church into business session. In the absence of the moderator, the **chairperson of the diaconate** shall act. In the absence of the **chairperson**, the **vice-chairperson** shall act. Should the **vice-chairperson of the diaconate** be absent, the members at the meeting shall choose a **member** to preside.

#### ARTICLE X - COMMITTEES AND THEIR DUTIES

The church shall elect committees as may be deemed necessary to carry on the various phases of the program of the program of the church. In any event, the church shall at all times have the following committees—**nominating committee, finance committee** and **property maintenance committee**.

##### **A. Nominating Committee**

This committee shall consist of at least five persons recommended by the diaconate. Upon their election by the church, by the **first Sunday in March** at the **quarterly church conference**, this committee shall recommend to the church the **Sunday School Director, Discipleship Training Director, WMU Director and Brotherhood Director**, by the **last Sunday in March**. Upon approval by the church, these shall automatically become members of the nominating committee.

Throughout the year, this committee shall have the responsibility of nominating persons to serve in the various capacities and positions of the church and its organizations, and on standing and special committees, vacated from time to time by removal, death, expiration of term of office, or failure to function. Reports of the committee shall be presented to the church, and any member of the church shall have the privilege of nomination from the floor.

**B. Finance Committee**

This committee shall be comprised of nine members with the treasurer being the chairperson. This committee shall consist of the **Chairperson of the Diaconate, Sunday School Director, Discipleship Training Director, WMU Director, Brotherhood Director, Property Maintenance Chairperson**, and two selected from the membership at large. This committee shall meet at **regular** intervals, to consider the financial condition of the church. This committee shall make reports to the church in business meetings. This committee shall prepare annually a proposed budget including local expenses, education, missions and benevolence and shall submit the same to the church for study at least one month prior to the regular annual business meetings.

**C. Property Maintenance Committee**

This committee shall have a minimum of seven members. It shall be the duty of this committee to give attention to and study the condition and state of repair and appearance of the buildings and grounds including the parsonage property, making such repairs and improvements authorized by the church.

**D. The Church Council**

The church council shall seek to correlate and coordinate the activities and organizations of the church, but shall not encroach upon the responsibilities of committees and the diaconate.

The council shall consist of the **Pastor, the Music Director, the Treasurer, the Chairperson of the Diaconate, the Sunday School Director, the Discipleship Training Director, the WMU Director** and the **Brotherhood Director**.

The **council** shall meet annually or as desired, or called by the pastor or chairperson of the diaconate, and at any time deemed necessary.

**ARTICLE XI - GENERAL AND MISCELANEOUS PROVISIONS**

**A. License to Preach**

Any member of the church who, in the judgment of the members, gives evidence of being called of God to work in the ministry, may be given license to preach the Gospel upon recommendation of the diaconate; provided, that a majority of the members present at any regular business meeting duly called agree thereto.

**B. Ministerial Ordination**

When the members desire to ordain a member to the full Gospel Ministry, upon a recommendation of the diaconate, the majority of the members present at any regular business meeting duly called may do so. The church shall set apart the candidate to be ordained with prayer and the laying on of hands, which may be participated in by all who are present.

**C. Deacon Ordination**

When a member who has not been regularly ordained by this church or another church of like faith and order is elected a deacon, the senior minister and ordained deacons of the church shall provide for the ordination of such member at a worship service with prayer and laying on of hands, which service and laying on of hands may be participated in by all present.

**D. Policy Manual**

The church clerk, the secretary of the diaconate, and the church office, shall maintain a policy manual, which records policy decisions of the membership. Other issues such as use of facilities, job descriptions, and other matters upon which committees establish general guidelines, will also be made available to all members upon request.

**E. Records**

The membership rolls and minutes of business meetings shall be made available at the church office, or from the church clerk, to any member, for church related purposes, within a reasonable time.

**F. Seal**

The corporate seal of the church shall be the letters **CBC** under which the date **1837** shall appear.

**ARTICLE XII - ADOPTION AND AMENDMENTS**

These bylaws shall be considered adopted and in immediate effect if and when a three-fourths majority of members



present at the business meeting at which vote is taken shall vote in favor of the same.

Any of the rules in these bylaws may be amended, altered, or repealed by a three-fourths majority vote of the members present at any quarterly or monthly business meeting of the church. The notice and proposal of such an amendment, alteration, or repeal must be given in writing to the church clerk and must be published in the weekly church bulletin one week prior to a regular business meeting of the church.

The adoption of these bylaws shall effect a repeal of all previously adopted rules.

A copy of these bylaws shall at all times be kept by the clerk among the church records, by the secretary of the diaconate, and another copy shall be kept in the church office. All amendments to or revisions thereof shall, after passage by the church, be prepared by the clerk and posted in the copies of the bylaws and be made available to the church members upon request.

These bylaws were approved and adopted by more than **three-fourths** of the members present at a duly called business meeting of the church, **May 7, 1995.**

## ARTICLES OF INCORPORATION

OF

CHURCHLAND BAPTIST CHURCH,  
LEXINGTON, NORTH CAROLINA

Pursuant to **55A-2-02** of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

ARTICLE INAME

A. The name of the corporation is **Churchland Baptist Church, Lexington, North Carolina.**

B. Whenever the work "**church**" or "**corporation**" is used in these articles, in the bylaws or their amendments or other official action of the church corporation, it shall signify the legal organization of **Churchland Baptist Church, Lexington, North Carolina**, as it has existed heretofore, for all legal and administrative purposes, fully is incorporated into the **Churchland Baptist Church, Lexington, North Carolina**, a non-profit corporation. References to votes of the membership shall have reference to a vote of the members of this church corporation.

ARTICLE IIDESIGNATION

The corporation is a charitable or religious corporation within the meaning of **N.C.G.S.55A-1-40(4)**.

ARTICLE IIIREGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is **7516 South NC Highway 150, Lexington, Davidson County, North Carolina, 27292**, and the initial registered agent at said address is:

**Reverend Stephen D. Martin  
7516 South NC Highway 150,  
Lexington, NC 27292**

ARTICLE IV  
INCORPORATORS

The names and addresses of the incorporators, acting as representatives of the members of **Churchland Baptist Church, Lexington, North Carolina** are as follows:

Paul R. Kesler  
10257 South NC Highway 150,  
Linwood, NC 27299

Hugh H. Shepherd  
4238 Swicegood Road,  
Linwood, NC 27299

Benny D. Shoaf  
706 Ed Rickard Road,  
Lexington, NC 27292

ARTICLE V  
MEMBERS

The corporation shall have one class of members as provided in the bylaws. Members shall be received, rejected or withdrawn as set forth in the bylaws. All present members of the **Churchland Baptist Church, Lexington, North Carolina**, immediately prior to the incorporation thereof automatically shall become members of the corporation.

ARTICLE VI  
DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation, or to such organization or organized and operated exclusively for religious purposes as shall qualify as an exempt organization or organizations under **Section 501(c)(3)** of the **Internal Revenue Code of 1986** (or the corresponding provisions of any future United States Internal Revenue law) as the board of directors shall determine. Any such assets not disposed of shall be disposed in the District Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII  
PURPOSE

A. It shall be the purpose of the church to reflect the character of God in the individual lives of its members by following Christ as Savior and Lord and to operate and function as a church in all its religious, charitable and educational dimensions including but not limited to the following activities: to advance and promote the worship of God; to engage in and promote the study of the Holy Bible; to advance the gospel of Christ by preaching; to create and nurture the development of Christian fellowship as a nurturing function of the church; to promote the Christian principles of justice and righteousness in personal, social, and community life; to carry on the work of the church in all its spiritual, benevolent, educational, philanthropic, civil and social aspects and activities; to promote the spiritual welfare of all persons; to disseminate the work of God to the people of all nations through evangelistic, educational and charitable missions; to organize and maintain ministries including but not limited to relief programs, services and other programs which will promote and advance the religious purposes set forth herein.

B. In the furtherance of its purposes, and to the extent necessary to carry out such purposes, the corporation shall have all the powers given to and possessed by a North Carolina, Corporation organized under the **North Carolina Nonprofit Corporation Act**, and may engage in any lawful activity within the purposes for which the corporation may be organized which are incidental to and in furtherance of the exempt purposes of the corporation.

C. It further shall be within the purposes of the corporation to engage in any lawful act or activities for which corporations may be organized under **N.C. General Statutes 55A**; to engage in any lawful activity within the purposes for which the corporation may be organized which is incidental to and in furtherance of the exempt purposes of the corporation; and, to operate exclusively for charitable, religious, educational and recreational purposes; including for such purposes, the making of distributions to organizations that qualify as exempt organizations under **Section 501(c)(3) of the Internal Revenue Code of 1986** (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE VIII INITIAL DIRECTORS

The number of initial directors shall be **twelve(12)** and the initial directors and their terms shall be the same

as the **current** Deacons of the **Churchland Baptist Church**, whose names, addresses and respective terms are as follows:

TERM EXPIRING 1995:

Charles J. Everhart, Jr.  
10349 South NC Highway 150,  
Linwood, NC 27299

Ronald C. Hartley  
984 Roy Hartley Road,  
Lexington, NC 27292

John E. Marshall  
7721 South NC Highway 150,  
Lexington, NC 27292

TERM EXPIRING 1996:

Gregory H. Greene  
5530 Turnberry Lane,  
Lexington, NC 27292

Hugh E. Greene  
9143 South NC Highway 150,  
Linwood, NC 27299

Robert L. Young, Sr.  
916 Old Pasture Road,  
Lexington, NC 27292

TERM EXPIRING 1997:

Ronnie D. Griggs  
392 Simerson Road,  
Lexington, NC 27292

Thomas M. Hartley  
9378 South NC Highway 150,  
Linwood, NC 27299

Karen McBride Williams  
603 Boones Cave Road,  
Lexington, NC 27292

TERM EXPIRING 1998:

Sue Poag Hilliard  
2145 Horseshoe Neck Road,

Lexington, NC 27292

William T. McBride  
209 Boones Cave Road,  
Lexington, NC 27292

Benny D. Shoaf  
706 Ed Rickard Road,  
Lexington, NC 27292

**ARTICLE IX**  
**GOVERNMENT**

The church shall recognize the duty of the Christian fellowship, social intercourse, and cooperation with other churches, and it shall at all times be autonomous, it shall be congregational in government and the final authority for the operation and management of the affairs of this corporation, spiritual and temporal, shall be vested in the membership of the corporation, which authority shall be exercised in the manner set forth in the bylaws. Members alone shall have the authority to adopt and amend the bylaws, approve budgets, receive and discharge members and govern and conduct the affairs of this corporation.

**ARTICLE X**  
**ELECTION AS 501©(3)Corporation**

**A.** The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under **Section 501(c)(3) of the Internal Revenue Code of 1986** (or the corresponding provision of any future United States Internal Revenue law).

**B.** No part of the net earnings or receipts of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in the Articles of Incorporation.

**C.** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any

political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on **(a)** by a corporation exempt from federal income tax under section **501(c)(3) of the Internal Revenue Code of 1986** (or the corresponding provision of any future U.S. Internal Revenue Law) or **(b)** by any corporation's, contributions to which are deductible under section **170(c)(2) of the Internal Revenue Code of 1986** (or the corresponding provision of any future U.S. Internal Revenue Law).

**ARTICLE XI**  
**PERSONAL LIABILITY**

Personal liability for all directors for monetary damages arising out of an action or actions, whether by or in the right of the corporation or otherwise for breach of any duty as a director is eliminated except with respect to acts, omissions, liabilities and/or transactions described and defined in North Carolina General Statutes **55A-2-02(b), (4)(i), (ii), (iii), and (iv)**.

**ARTICLE XII**  
**EFFECTIVE DATE**

These articles of incorporation were approved and adopted by more than three-fourths of the members present at a duly called business meeting of the church, **May 7, 1995**.

These articles will be effective upon filing.

**IN TESTIMONY WHEREOF**, we have hereunto set our hands, this the 7<sup>th</sup> day of **May, 1995**.

\_\_\_\_\_  
**Paul R. Kesler, Incorporator**

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**Hugh H. Shepherd, Incorporator**

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**Benny D. Shoaf, Incorporator**