

BYLAWS OF SOUTHPOINT CHURCH, INC.

These Bylaws (the "Bylaws") govern the affairs of SOUTHPOINT CHURCH, INC., a Maryland non-profit corporation (the "Church"). The Church is organized under the Maryland Religious Corporations Act, Md. Crop. & Assoc. Code Ann. § 5-301 *et seq.*, as amended (the "Act").

The principal office of the Church in the State of Maryland shall be located in Saint Mary's County, Maryland. The Ministry Leadership Team of the Church (hereafter defined) shall have **full** power and authority to change any office from one location to another, either in Maryland or elsewhere. The Church shall comply with the requirements of the Act and maintain a registered office and registered agent in Maryland. The registered office may, but need not, be identical with the Church's principal office in Maryland. The Ministry Leadership Team may change the registered office and the registered agent as provided in the Act.

ARTICLE 1 Statement of Faith

The objective of our Church is summarized in a single sentence based on two scriptures:

Intentionally connect the disconnected to Christ, Community, and a Cause.

The Great Commandment: *"Jesus replied, 'Love the Lord your God with all your heart, and all your soul, and all your mind.' This is the first and greatest commandment and the second is like it: 'Love your neighbor as yourself.' All the Law and the Prophets hang on these two commandments."* Matt. 22:36-40.

The Great Commission: *"Jesus came to them and said, "Therefore go and make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit, and teaching them to obey everything I have commanded you'."* Matt: 28: 19-20.

- 1.01 **Connect to Christ:** Introduce people to the person of Jesus Christ and help them grow in their faith.
- 1.02 **Connect to Community:** Experience Christ-centered life change in the context or environment of healthy and authentic relationships.
- 1.03 **Connect to Cause:** Actively bringing the "Kingdom of God" (making Jesus famous and practically caring for the poor, oppressed, and disenfranchised) wherever we go.

ARTICLE 2 Affiliation

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate with any churches (Christian Churches and ministries) or associations of churches of like precious faith.

ARTICLE 3 Purpose and Limitations

3.01 Purposes. The Church is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. More particularly, the purposes of this Church are as set forth in the Articles, including by way of illustration the following:

- (a) To spread the Gospel of Jesus Christ and the worship of God among its attendants and practice the Christian virtues inculcated in the Holy Scriptures by any and all means possible.

- (b) To license, ordain, employ and discharge licensed and ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the Church, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Church and the accomplishment of its purpose within the State of Maryland and elsewhere.
- (c) To handle affairs pertaining to property and other temporal matters as required by the civil authorities.
- (d) To educate the body of Christ through any and all educational means deemed appropriate.

ARTICLE 4
Management of the Church
Ministry Leadership Team

4.01 Number and Term of Members: The members of the Ministry Leadership Team (the "Ministry Leadership Team Members") shall consist of the Senior Pastor and, until changed by amendment of the Articles of Incorporation or by Bylaws duly adopted by the Church, such number of additional members as may, from time to time, be nominated and elected in accordance with Section 4.03 of this Article, provided that such number shall not be less than four (4), nor more than eight (8)

The Senior Pastor shall serve as the Chairman of the Ministry Leadership Team and shall be present and preside at all Ministry Leadership Team meetings. Each Ministry Leadership Team Member, other than the Senior Pastor, shall serve in office for a period of two years or until his successor is elected, appointed, or designated herein, and may serve successive terms. The Senior Pastor shall be a full voting member of the Ministry Leadership Team.

4.02 Powers: The Ministry Leadership Team shall be considered the Board of Trustees of the Church. The Ministry Leadership Team Members shall also have all the powers and shall be deemed the members of the Church as a religious corporation pursuant to the Act. The Ministry Leadership Team shall have all of the rights, powers, and responsibilities of a board of trustees pursuant to the Act, subject to any limitations under the Act, the Articles of Incorporation of the Church and these Bylaws. All corporate powers shall be exercised by or under the authority of the Ministry Leadership Team. The Ministry Leadership Team shall have final authority for affairs pertaining to property and other temporal matters as required by civil law for nonprofit corporations. In particular, the Ministry Leadership Team shall be responsible for the acquisition and disposition of Church property, which includes the management of its financial resources. The Ministry Leadership Team shall have the power to buy, sell, mortgage, pledge or encumber any church property and incur related indebtedness and all other rights and powers set forth in § 5-306 of the Act.

4.03 Nomination and Election: The Senior Pastor shall nominate persons who he deems qualified to serve on the Ministry Leadership Team. In addition, the Senior Pastor may appoint a Nomination Advisory Team to report to the Senior Pastor regarding suitable nominees. The persons nominated by the Senior Pastor shall be presented to the Ministry Leadership Team for election, and such persons shall be elected by majority vote of the Ministry Leadership Team. Members shall be natural persons, but need not be residents of Maryland.

4.04 Vacancies: The Senior Pastor shall nominate persons who he deems qualified to serve on the Ministry Leadership Team to fill any vacancy occurring on the Ministry Leadership Team, and any position to be filled due to an increase in the number of Members serving. A vacancy is filled by the affirmative vote of the majority of the remaining Ministry Leadership Team Members, even if it is less than a quorum of the Ministry Leadership Team Members. A person so elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

4.05 Meetings: Regular or Special meetings of the Ministry Leadership Team may be held either within or outside the State of Maryland. A regular or special meeting may be held at any place consented to verbally, electronically (email), or by attendance of all the Ministry Leadership Team Members, either before or

after the meeting. If such consents are given, they shall be recorded with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all Ministry Leadership Team Members participating in the meeting can hear one another. All Ministry Leadership Team Members shall be deemed to be present in person at a meeting conducted in accordance with the foregoing sentence.

A. Regular Meetings: Regular meetings of the Ministry Leadership Team may be held without notice at such time and place as shall from time to time be determined by resolution of the Ministry Leadership Team, provided that notice of every resolution of the Ministry Leadership Team fixing or changing the time or place for the holding of regular meetings of the Ministry Leadership Team shall be given to each member of the Ministry Leadership Team in the same manner as notice is given for Special Meetings as set forth below.

B. Special Meetings: A special meeting of the Ministry Leadership Team may be called by the Senior Pastor or a quorum of the Ministry Leadership Team Members. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meeting. At any meeting at which every member of the Ministry Leadership Team may be present, even though without notice, any business may be transacted and any member of the Ministry leadership team may, in writing, waive notice of the time, place and objectives of any special meeting.

C. Notice of Special Meetings:

1) Manner of Giving. Notice of the time and place of special meetings shall be given to each Ministry Leadership Team Member by one of the following methods: (a) by personal delivery of written notice; (b) by first class mail, postage paid; (c) by telephone communication, either directly to the Ministry Leadership Team Member or to a person at the Ministry Leadership Team Member's office or home who the person giving the notice has reason to believe will promptly communicate the notice to the Ministry Leadership Team Member, (d) electronic mail (e-mail); or (e) as otherwise allowed under Maryland law.

2) Time Requirements. Notice sent by first class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or e-mail shall be delivered, telephoned, to the Ministry Leadership Team Member or given at least twenty-four (24) hours before the time set for the meeting.

3) Notice Contents. The notice shall state the time and place for the meeting. However, the notice does not need to specify the place of the meeting if the special meeting is to be held at the Church's principal office. Unless otherwise expressly stated herein, the notice does not need to specify the purpose or the business to be transacted at the special meeting.

4) Waiver. Attendance of a Ministry Leadership Team Member at a meeting shall constitute waiver of notice of such meeting, except where the Ministry Leadership Team Member attends a meeting for the express purpose of objecting that the meeting is not properly called.

4.06 Action Without Meeting: Any action required or permitted to be taken by the Ministry Leadership Team may be taken without a meeting, if all of the Ministry Leadership Team Members, individually, or collectively, consent in writing to the action. Such action by written consent or consents shall be filed with the minutes of the proceeding of the Ministry Leadership Team Members.

4.07 Quorum: A majority of the number of Ministry Leadership Team Members then in office, shall constitute a quorum for the transaction of business at any meeting of the Ministry Leadership Team. The Ministry Leadership Team Members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Ministry Leadership Team Members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Ministry Leadership Team Members required to constitute a quorum. If a quorum is present at no time during a meeting, a majority of the Ministry Leadership Team Members present may adjourn and reconvene the meeting one time without further notice.

4.08 Duties of Ministry Leadership Team Members: Ministry Leadership Team Members may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Church or another person that were prepared or presented by a variety of persons, including officers and employees of the Church, professional advisors, or experts such as accountants or legal counsel. A Ministry Leadership Team Member is not relying in good faith if the Ministry Leadership Team Member has knowledge concerning a matter in question that renders reliance unwarranted.

4.09 Delegation of Duties: The Ministry Leadership Team is entitled to select advisors and delegate duties and responsibilities to them, such as the full power and authority to purchase or otherwise acquire stocks, bonds, securities, and other investments on behalf of the Church; and to sell, transfer, or otherwise dispose of the Church's assets and properties at a time and for a consideration that the advisor deems appropriate. The Ministry Leadership Team may remove or replace the advisor, with or without cause.

4.10 Interested Members: Contracts or transactions between Ministry Leadership Team Members, officers, or members of the Church who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the Member, officer, or Church member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, the material facts must be disclosed to or known by the Ministry Leadership Team or other group authorizing the transaction, and approval from disinterested parties must be obtained.

4.11 Actions of Ministry Leadership Team: The Ministry Leadership Team shall try to act by consensus. However, the vote of a majority of the Members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the Ministry Leadership Team unless the act of a greater number is required by law or the Bylaws. A Member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the decision of the Ministry Leadership Team.

4.12 No Compensation: Ministry Leadership Team Members, including the Senior Pastor, shall not receive salaries or compensation for their services to the Ministry Leadership Team. The Ministry Leadership Team may adopt a resolution providing for payment to Members for expenses of attendance, if any, at a meeting of the Ministry Leadership Team. A Ministry Leadership Team Member may serve the Church in any other capacity and receive reasonable compensation for those services.

4.13 Removal and Resignation of Ministry Leadership Team Members: The Ministry Leadership Team may vote to remove a Ministry Leadership Team Member, other than the Senior Pastor, at any time, with or without cause. A meeting to consider the removal of a Ministry Leadership Team Member may be called and noticed following the procedures provided in these Bylaws. A Ministry Leadership Team Member may be removed by the affirmative vote of fifty percent (50%) of the Ministry Leadership Team Members.

4.14 Deadlock: In the case where the Ministry Leadership Team shall, by reason of deadlock (whether because an even number of Members is seated on the Team, or because certain Members are absent even though a quorum is present, or because of abstention, or for any other reason) be unable to reach a conclusive vote on any issue before the Team, then, in such instance, the Senior Pastor shall cast a ballot which shall be known as a "majority ballot", so that an official act or decision may be taken by the Ministry Leadership Team. The majority ballot shall be cast in addition to the regular Member's vote cast by the Senior Pastor.

ARTICLE 5 Officers

5.01 Officer Positions: The officers of the Church shall be the Senior Pastor, Vice President, Treasurer, Secretary and any other officers chosen at the discretion of the Senior Pastor in accordance with Acts 14:23 and Titus 1:5.

5.02 Election and Term of Office: The Senior Pastor of the Church is Matthew Hall, and he shall hold office until he resigns, is removed, or dies. All other officers of the Church shall be appointed by the Senior Pastor.

5.03 Removal of Senior Pastor: Subject to the rights, if any, under any contract of employment with the Church, the Senior Pastor shall only be removed, by the affirmative vote of two-thirds (2/3) of the Ministry Leadership Team Members present in person at any general or special meeting duly noticed pursuant to section 4.05 of these Bylaws. The Senior Pastor shall only be removed, subject to the terms of any employment agreement, from office, for any of the following reasons: (1) falling into sinful and worldly practices without repentance; (2) neglect of duties; (3) resignation; or (4) death or disability. All other Church officers may be removed, with or without cause, by the Senior Pastor.

5.04 Vacancies: A vacancy in any office shall be filled only in the manner prescribed in these Bylaws for regular appointment or election to that office.

5.05 Senior Pastor: The Senior Pastor shall: (i) have the powers of a president of a corporation and shall serve as the chief executive officer of the Church; (ii) be in charge of all the ministries of the Church; (iii) supervise and control all of the business and day-to-day affairs of the Church; and (iv) act as the moderator of the Church. The Senior Pastor may appoint a member of the Church to act as moderator. The Senior Pastor may create additional officer positions, define the authority and duties of each such position, and appoint persons to fill the positions. The Senior Pastor shall be responsible for hiring a staff of his choice and shall supervise directly or by delegation all staff members so hired. The Senior Pastor shall be vested with the authority, subject to the rights, if any, under any contract of employment, to terminate any staff member's employment, with or without cause.

The Senior Pastor of the Church is responsible for leading the Church in accordance with Biblical principles as set forth in the New Testament. As such, the Senior Pastor shall be the leader of the Church congregation, the Church staff, all Church organizations, all Church ministries, the Ministry Leadership Team, and all Church Advisory Teams, to accomplish the New Testament purposes of the Church.

In the event of a vacancy, for any reason, in the office of Senior Pastor, the Ministry Leadership Team, in consultation with the Senior Pastoral Staff, shall act as the Senior Pastor Selection Team. All actions of the Ministry Leadership Team regarding the selection of Senior Pastor shall comply with the requirements set forth in section 4.11. The election shall take place at a regular or special meeting of the Ministry Leadership Team called for the purpose of electing a new Senior Pastor. In the event of a vacancy in the office of Senior Pastor, and until the selection of a Senior Pastor, the Ministry Leadership Team shall appoint a member of the Church to act as moderator. The moderator shall establish the agenda, protocol and rules of order for each meeting and shall conduct the meeting accordingly.

5.06 Vice President: When the Senior Pastor is absent, is unable to act, or refuses to act in his role as chairman of the Ministry Leadership Team, the Vice President shall perform the duties of the Senior Pastor. When the Vice President acts in place of the Senior Pastor, the Vice President shall have all the powers of and be subject to all the restrictions upon the Senior Pastor. The Vice President shall perform other duties as assigned by the Senior Pastor or Ministry Leadership Team. Except as expressly authorized by the Ministry Leadership Team, the Vice President shall have no authority to sign for or otherwise bind the Church.

5.07 Treasurer: The Treasurer of the Church shall: (a) have charge and custody of and be responsible for all funds and securities of the Church; (b) receive and give receipts for moneys due and payable to the Church from any source; (c) deposit all moneys in the name of the Church in banks, trust companies, or other depositories as provided in the Bylaws or as directed by the Ministry Leadership Team; (d) write checks and disburse funds to discharge obligations of the Church; (e) maintain the financial books and records of the Church; (f) prepare financial reports at least annually; (g) perform other duties as assigned by the Senior Pastor or by the Ministry Leadership Team; (h) if required by the Ministry Leadership Team, give a bond for the faithful discharge of his or her duties in a sum and with a surety as determined by the Ministry Leadership Team; (i) perform all of the duties incident to the office of treasurer.

5.08 Secretary: The Secretary of the Church shall: (a) give all notices as provided in the Bylaws or as required by law; (b) take minutes of the meetings of the members and of the Ministry Leadership Team and keep the minutes as part of the corporate records; (c) maintain custody of the corporate records and of the seal of the Church; (d) affix the seal of the Church to all documents as authorized; (e) keep a register of the mailing address

of each Member, officer, and employee of the Church; (f) perform duties as assigned by the Senior Pastor or by the Ministry Leadership Team; (g) perform all duties incident to the office of secretary.

ARTICLE 6 Advisory Teams

6.01 Establishment: The Ministry Leadership Team may, at its discretion, adopt a resolution establishing one or more Advisory Teams. Any and all teams shall conform to rules established by the Ministry Leadership Team.

ARTICLE 7 Transactions of the Church

7.01 Contracts and Legal Instruments: The Ministry Leadership Team may authorize one or more of its Ministry Leadership Team Members to execute any instrument required to be executed by the Ministry Leadership Team Members, including by way of illustration, any deed, mortgage; or other conveyance of assets which are to be sold transferred, or encumbered; and to attest and affix to the instrument the corporate seal, if any.

7.02 Deposits: All funds of the Church shall be deposited to the credit of the Church in banks, trust companies, or other depositories that the Ministry Leadership Team selects.

7.03 Gifts: The Ministry Leadership Team may accept on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Church. The Ministry Leadership Team may make gifts and give charitable contributions that are not prohibited by these Bylaws, the Articles of Incorporation, state law, and any requirements for maintaining the Church's federal and state tax status.

7.04 Potential Conflicts of Interest: The Church shall not make any loan to a Ministry Leadership Team Member or officer of the Church. A Ministry Leadership Team Member or officer may lend money to and otherwise transact business with the Church except as otherwise provided by these Bylaws, Articles of Incorporation, and all applicable laws. Such a person transacting business with the Church has the same rights and obligations relating to those matters as other persons transacting business with the Church. The Church shall not borrow money from or otherwise transact business with a Ministry Leadership Team Member or officer unless the transaction is described fully in a legally binding instrument and is in the best interest of the Church. The Church shall not borrow money from or otherwise transact business with a Ministry Leadership Team Member or officer without full disclosure of all relevant facts and without the approval of the Ministry Leadership Team, not including the vote of any person having a personal interest in the transaction.

ARTICLE 8 Books and Records

8.01 Required Books and Records: The Church shall keep correct and complete books and records of account.

8.02 Fiscal Year: The fiscal year of the Church shall begin on the first day of January and end on the last day in December in each year.

ARTICLE 9 Indemnification

9.01 Indemnification:

A. To the full extent permitted by the Act, as amended from time to time, the Church shall indemnify any Ministry Leadership Team Member, Pastor, officer, employee, or agent of the Church who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Church.

B. A determination of the right to indemnification under the Act shall be made by the majority vote of the Ministry Leadership Team.

ARTICLE 10 Miscellaneous Provisions

10.01 Amendments to Bylaws: These Bylaws may only be altered, amended, or repealed, and new bylaws may only be adopted by the Ministry Leadership Team.

10.02 Construction of Bylaws: These Bylaws shall be construed in accordance with the laws of the State of Maryland. All references in the Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the Bylaws. The headings used in the Bylaws are used for convenience and shall not be considered in construing the terms of the Bylaws. Wherever the context requires, all words in the Bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the Singular.

10.03 Power of Attorney: A person may execute any instrument related to the Church by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary of the Church to be kept with the Church records.

10.04 Christian Alternative Dispute Resolution: In keeping with 1 Corinthians 6:1-8, all disputes which may arise (1) between any regular attender of the Church and the Church itself, or (2) between any regular attender of the Church and any Pastor, officer, Ministry Leadership Team Members, employee, volunteer, agent, or other member of this Church shall be resolved in accordance with the rules of procedure for faith based alternative dispute resolution approved by resolution of the Ministry Leadership Team, which may be updated or modified by further resolution of the Ministry Leadership Team. If efforts to conciliate or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on both parties, and both parties submit themselves to the personal jurisdiction of the courts of Maryland, both state and federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorney's fees, related to any arbitration proceeding.

If a dispute may result in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Church and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the church, and shall in no way affect the authority of the church to investigate reports of misconduct, conduct hearings, or administer discipline of members.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of SouthPoint Church, Inc. and that the foregoing Bylaws constitute the Bylaws of the Church. These Bylaws were duly adopted by the Ministry Leadership Team by the resolution dated December 3, 2010.

DATED: December 3, 2010

By: _____
Name: Jared Cox
Title: Secretary