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17227

State of Rhode Island and Providence Plantations  
OFFICE OF THE SECRETARY OF STATE  
100 North Main Street  
Providence, Rhode Island  
02903-1335

NON-PROFIT CORPORATION

PLEASE TAKE NOTICE  
that the corporation must be in good standing prior to filing

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF

Mision Cristiana Elim Providence

Pursuant to the provisions of Section 7-6-40 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Mision Cristiana Elim Providence

SECOND: The following amendment to the Articles of Incorporation was adopted by the corporation:

(Insert Amendment)

See ATTACHED

FILED

MAR 10 1998

By [Signature] 01/99695

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.  
MAR 10 11 15 AM '98

## ARTICLE IV - OTHER LAWFUL PROVISIONS

### A. Tax-Exempt Provisions

1. This 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, or the corresponding section of any future federal tax code. 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, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. No part of the assets of the corporation and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two.
3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.
4. Except as may be otherwise required or permitted by law, the corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the STATE OF RHODE ISLAND and the General Laws by the affirmative vote of a majority of the directors of the corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary, involuntary, or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, religious or literary institutions or organizations, created and organized for non-profit purposes similar to those of the corporation, contributions to which non-profit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income tax under Section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the directors of the corporation may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the corporation's property may be applied to charitable, religious, literary or educational purposes

in accordance with the doctrine of *cy pres* in all respects as a court having jurisdiction in the premises may direct.

5. In any taxable year in which the corporation is a private foundation as described in IRC section 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC section 4942, and the organization shall not: (a) engage in any act of self-dealing as defined in IRC section 4941(d); (b) retain any excess business holdings as defined in IRC section 4943(c); (c) make any investments in such a manner as to subject the organization to tax under IRC section 4944; or (d) make any taxable expenditures as defined in IRC section 4945(d) or corresponding provisions of any subsequent federal tax laws.

## B. Other Lawful Provisions

1. The corporation shall have the following powers in furtherance of its corporate purposes:

- (a) The corporation shall have perpetual succession in its corporate name.
- (b) The corporation may sue and be sued.
- (c) The corporation may have a corporate seal which it may alter at its pleasure.
- (d) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations.
- (e) The corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any other interest therein, wherever situated, in an unlimited amount.
- (f) The corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
- (g) The corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in all, or any of its property, or any interest therein, wherever situated.
- (h) The corporation may purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or different business, governmental, or other activities.

(i) The corporation may make contracts, give guarantees in furtherance of its corporate purposes and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein, wherever situated.

(j) The corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) The corporation may do business, carry on its operations, and have offices and exercise the powers granted by Rhode Is - General Laws, and . . . in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

(l) The corporation may pay pensions, establish and carry out pensions, savings, thrift and other retirement and benefit plans, trusts and provisions for any or all of its directors, officers and employees.

(m) The corporation may make donations in such amounts as the members or directors shall determine, irrespective of corporate benefit, for the public welfare or for community fund, hospital, charitable, religious, educational, scientific, civic, or similar purposes, and in time of war or other national emergency in aid thereof; provided that, as long as the corporation is entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code, it shall make no contribution for other than religious, charitable, scientific, testing for public safety, literary or educational purposes or for the prevention of cruelty to children or animals.

(n) The corporation may be an incorporator of other corporations of any type or kind.

(o) The corporation may be a partner in any enterprise which it would have power to conduct by itself.

(p) The directors may make, amend or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members.

(q) Meetings of the members may be held anywhere in the United States.

(r) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors, officers, employees and other agents (including persons who serve at its request as directors, officers, employees or other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments,

in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a director, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such director, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification: (1) by a disinterested majority of the directors then in office; (2) by a majority of the disinterested directors then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such director, officer, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; or (3) by a majority of the disinterested members entitled to vote, voting as a single class. Expenses, including counsel fees, reasonably incurred by any such director, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "directors", "officers", "employees", and "agents" include their respective heirs, executors and administrators, and an "interested director" is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

(s) No person shall be disqualified from holding office by reason of any interest. In the absence of fraud, any director, officer, or member of this corporation individually, or any individual having any interest in any concern in which any such directors, officers, members, or individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction, or other act of this corporation, and

(i) such contract, transaction, or act shall not be in any way invalidated or otherwise affected by that fact;

(ii) no such director, officer, member, or individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction, or act; and

(iii) any such director of this corporation may be counted in determining the existence of a quorum at any meeting of the directors or of any committee thereof which shall authorize any such contract, transaction, or act, and may vote to authorize the same;

the term "interest" including personal interest and interest as a director, officer, stockholder, shareholder, trustee, member, or beneficiary of any concern; the term "concern" meaning any corporation, association, trust, partnership, firm, person, or other entity other than this corporation.

(t) The corporation shall have and may exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with the General Laws of the State of Rhode Island or any other chapter of the General Laws of the State of Rhode Island and provided, further, that the corporation shall not engage in any activity or exercise any power which would deprive it of any exemption from federal income tax which the corporation may receive under Section 501(c)(3) of the Internal Revenue Code.

(u) All references herein: (1) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; (2) to the General Laws of the State of Rhode Island, or any chapter thereof, shall be deemed to refer to said General Laws or chapter as now in force or hereafter amended; and (3) to particular sections of the Internal Revenue Code or the General Laws of the Commonwealth of Massachusetts shall be deemed to refer to similar or successor provisions hereafter adopted.

THE BYLAWS OF  
Mision Cristiana Elim

Preamble

WHEREAS, it is the express purpose of God, our heavenly Father, to call out of the world a saved people, who shall constitute the Body or Church of Jesus Christ, built and established upon the foundations of the apostles and prophets, Jesus Christ Himself being the chief cornerstone; and

WHEREAS, the members of the Body, the Church of Jesus Christ, are enjoined to assemble themselves together for worship, fellowship, counsel and instruction in the Word of God and for the exercise of those spiritual gifts and offices set forth in the New Testament;

BE IT RESOLVED, that we recognize ourselves as a body of Christian believers according to the Scriptural plan for the local assembly, in order that we may worship God as a united body, exercising all our inalienable rights and privileges given by God to a religious body and recognized by the Constitutions of the United States of America and State of Illinois, and do hereby adopt these By-Laws and agree to be governed by them.

**Article I - Name**

The name of the congregation is "Mision Cristiana Elim" (Elim Christian Mission), an Rhode Is. Religious Corporation, as constituted under the Laws of the State of *Rhode Is.*, and its duration shall be perpetual.

**Article II - Purpose**

1. To propogate the Christian Faith and to spread the Gospel of Jesus Christ as revealed through the Holy Scriptures by all means of communication, whether visual, verbal or written.
2. To provide for preaching, teaching and fostering the growth of the Christian Religion in all places; and to license and ordain ministers; to carry on the work of evangelism; to promote missionary work in all places; to carry on the organization of churches and foster their development and local sovereignty and independence according to these By-Laws.

3. To erect, purchase and maintain Church buildings, social halls, business offices, school buildings, recreational facilities, parsonages, and such other structures as are deemed necessary, and to organize and promote such activities as deemed necessary for the upkeep and continuance of said buildings and facilities.
4. To collect, solicit and accept funds, gifts and other subscriptions; to hold in trust, use, mortgage, lease, sell or otherwise acquire or dispose of property, real or chattel, in keeping with the recited purposes of this Church, and it shall have and exercise all powers that are necessary or convenient to effect any and all of the purposes for which this Congregation is organized.

### Article III - Principal of Autonomy

We hold as Scriptural and fundamental the principle of local Church government by qualified men called elders, and in conjunction with the elders are qualified men called deacons, who serve both the eldership and the congregation (Philippians 1:1). These men must qualify according to the qualifications laid down in the Scriptures (I Timothy 3; Titus 1:5-9).

That is, the local Church is sovereign under Christ's headship, and all ecclesiastical power is exercised by each local church assembled as a congregation and decisions thus made shall not be subject to change or reversal by any other ecclesiastical body, unless this church explicitly submits itself to other churches or an associatin of churches by written covenant.

### Article IV - Faith

The fundamental teachings of this congregation are reflected in the following statement of faith:

1. We believe in the plenary-verbal inspiration of the accepted canon of Scriptures as originally given. The Scriptures are infallible, inerrant, and the sole and final authority for all matters of faith and conduct (II Timothy 3:16; I Corinthians 2:13).
2. We believe in the Eternal Godhead who has revealed Himself as One God existing in Three Persons, Father, Son and Holy Spirit, distinguishable but indivisible (Matthew 28:19; II Corinthians 13:14).
3. We believe in the creation, test and fall of man recorded in Genesis; his total spiritual depravity and inability to attain to Divine righteousness (Romans 5:12, 18).

4. We believe in the Lord Jesus Christ, the Savior of men, conceived of the Holy Spirit, born of the Virgin Mary, very God and very man (Luke 1:26-35; John 1:14-18; Isaiah 7:14; 9:6).
5. We believe Christ died for our sins, was buried and physically rose again on the third day, and personally appeared unto his disciples (1 Corinthians 15:1-4; Romans 4:25).
6. We believe in the bodily ascension of Jesus to heaven, His exaltation, and personal, literal and bodily coming again the second time for His Church (John 14:2, 3; and 1 Thessalonians 4:13-18).
7. We believe in the salvation of sinners by grace, through repentance and faith in the perfect and sufficient work of the cross of Calvary by which we obtain remission of sins (Ephesians 2:8, 9; Hebrews 9:12, 22; Romans 5:11).
8. We believe all believers must receive water baptism by immersion whenever possible in the Name of the Eternal Godhead in order to fulfill the command of the Lord Jesus Christ (Matthew 28:19; Acts 2:34-36; 19:1-6).
9. We believe in the baptism of the Holy Spirit as a real experience at or subsequent to salvation, with the Scriptural evidence, namely, speaking in other tongues as the Spirit gives utterance (Acts 2:1-4; 8:14-17; 10:44-46; Galatians 3:14-15).
10. We believe in the operation of the Gifts of the Spirit as enumerated in 1 Corinthians 12-14, as manifested in the Early Church.
11. We believe in the Spirit-filled life, a life of separation from the world and perfecting of holiness in the fear of God as expressing the true Christian faith (Ephesians 5:18, 11 Corinthians 6:14; 7:1).
12. We believe in the healing of the body by Divine power, or Divine healing in its varied aspects as practiced in the Early Church (Acts 4:30; Romans 8:11; 1 Corinthians 12:9; James 5:14).
13. We believe in the table of the Lord, commonly called the Communion or the Lord's Supper, for believers (1. Corinthians 11:28-32; Matthew 26:26-28).
14. We believe in the reality and personality of the Devil and eternal judgment in the Lake of Fire for the Devil and his angels (Matthew 25:41; Revelation 20:14, 15).

15. We believe in eternal life for believers (John 5:24; 3:16), and eternal punishment for the unbelievers (Mark 9:43-48; 11 Thessalonians 1:9; Revelation 20:10-15).
16. We believe that Government is ordained of God, and the powers that be are ordained as ministers of God to us for good. To resist the powers and the ordinances is to resist the ordinances of God. We are subject not only for wrath sake but for conscience sake, rendering to all their dues, custom to whom custom, fear to whom fear, honor to whom honor. We declare our loyalty to our Government and its leaders, and will assist in every way possible consistent with our faith in the Scriptures as Christian citizens (Romans 13).

## Article V - Elders

### 1. Board of Elders

This Church, as to its business affairs, shall be fully controlled, governed and operated by its Elders, which shall consist of a minimum of three (3) Elders, but the number may be increased as the need arises, these being selected from scripturally qualified men. The Senior Pastor is always to be considered an Elder unless removed by the other Elders.

### 2. Secretary

The Board of Elders shall have a Secretary. It shall be the duty of the Secretary to keep an accurate record of the proceedings of the meetings of the Board and of the Yearly or Special Congregational meetings of business, and all such other duties as pertain to this office as may be prescribed by the Board. The Secretary may be an Elder or may be a member of the Church, man or woman. If the Secretary is not an Elder, he or she shall have no vote.

### 3. Treasurer

The Treasurer shall have the care and custody of all funds and securities of the church and shall deposit the same in the name of the Church in such Bank or Banks as the Board of Elders may select.

The Board shall, by resolution, determine all matters of signatures at the time of his taking office, which shall continue during the tenure of office, or until changed by the Board.

The Board may, by resolution, require the signatures of other church officers on church accounts.

The Treasurer shall at all reasonable time exhibit his books or accounts to any member of the Board or Committee appointed by the Board for that purpose where such inspection has been requested by the majority vote of the Board on that subject. The

Treasurer may be an Elder or may be a member of the church, man or woman. If the Treasurer is not an Elder, he or she shall have no vote.

#### 4. New Elders

New Elders shall be appointed by the existing Board as they recognize a man has been called by the Lord to that office. All Board members must be chosen and accepted on the basis of Scriptural qualifications laid down in 1 Timothy 3 and Titus 1 and must be official members of the Church.

#### 5. Terms of Office

All Board members will maintain their position for a year but are subject to removal at any time when they cease to qualify under the original qualification by which they were appointed or if they resign.

#### 6. Replacement

The Elders will determine on the basis of the majority vote of a quorum of its constituency, when any Elder is no longer fulfilling the necessary qualifications for office. Elders may also withdraw voluntarily at their own request.

#### 7. Senior Minister

The Senior Minister also can only be removed by the majority vote of the Elders.

#### 8. Powers and Duties of the Elders

The Elders shall have the powers and duties and the authority to implement such powers and duties as follows:

- a. To exercise the power and business of the Congregation;
- b. To apply to the proper authorities for permission to carry on the business of the Congregation wherever they may be situated;
- c. To appoint an attorney to do any acts and execute any documents for and on behalf of the Elders or Church.
- d. To manage and control gifts and legacies;
- e. To manage and control investments.
- f. To meet any costs, expenses and liabilities from such funds as may be needed by the Church.

- g. To insure, build, repair and maintain property.
- h. To employ and direct such staff as may be required in the functioning of the Church;
- i. To properly attend to accounts and audit and keep records of all payments; the Treasurer being appointed to prepare a proper balance sheet of the Church business as of the 31st day of December in each year.
- j. To call for the General Assembly of the Church for an Annual (or Special) Meeting, the date of same to be advised in the Church News and notice of such Meeting must be given at least two weeks prior to the date of such Meeting.
- k. In the event of dissolution of the Church, no financial requirement will be made on the property of any of the Elders, but payment of debts and liabilities will be met from the sale of assets and disbursements of funds in Bank deposits and securities.
- l. To buy, sell, lease or otherwise deal in real and personal property being trust property in the name of the Congregation.
- m. To hold trust property and manage trust funds in trust for the Congregation.
- n. To sell, mortgage, charge or pledge trust property as affirmed by a majority of the Elders of the Church present at a Regular or Special Meeting of the Elders held to approve such sale, mortgage, charge or pledge.

#### 9. Quorum and Notice.

A majority of the Board shall constitute a quorum. Meetings shall be held only upon three days' prior notice, unless all Elders agree to waive such notice.

#### Article VI - Membership

##### 1. Qualifications

The Membership of "Mision Christiana Elim" shall consist of those persons who, in the judgment of the Elders, meet the following qualifications:

- a. Personal faith in the Lord Jesus Christ as their Lord and Saviour.

- b. Agreement with the Doctrines of Faith as stated under Article IV.
- c. A lifestyle that is consistent with Christian conduct and doctrine.
- d. Regular attendance at the activities of the Church.
- e. Financial support of the Church by tithes and free will offerings.
- f. Voluntary submission to the spiritual oversight of the Church.

## 2. Membership

Upon application for membership to the Senior Minister and Elders the Board will determine if an individual is admitted as a member.

Membership shall be limited to those who fulfill the above requirements and have expressed their desire for membership and a willingness to cooperate with the purposes of the Church.

There shall be three classes of membership of this Church designated, Active Members, Associate Members (who are temporarily in other locations but desire to maintain membership), and Juniors, who are under 18 years of age. Membership may be denied if the Elders decide that a person would be detrimental to the Church.

## 3. Discipline of Members

Conduct contrary to the Scripture as determined by the eldership shall be sufficient grounds upon which any person may be removed as a member. Some Scriptures which support such disciplinary action are: Romans 16:17, 18; 1 Corinthians 5:11-12; Galatians 1:18; 11 Thessalonians 3:6-15; Titus 3:10; 11 John 9-11.

The steps of the discipline of members shall always be consistent with the instructions given in Matthew 18:16-20 and Galatians 6:1.

The purpose of discipline is restorative, and remedial. However, if a person is separated from the Fellowship, they may not be reinstated unless there has been genuine repentance of the offense and reconciliation, which will be attested to by the Senior Minister and confirmed by the Elders of the Church.

#### 4. Records

The Elders will periodically update the active membership rolls in accordance with its requirements for membership. Absence from attendance of Regular Church meetings for three (3) months without a reasonable excuse will constitute being removed from membership. This excludes those Associate Members who are temporarily in other locations and desire to maintain membership. Persons withdrawing from membership, persons moving to distant localities, and entering into affiliation with other religious bodies should notify the Senior Minister or the Eldership of the Church of such intention.

#### Article VII - Amendments

The power to alter, amend, or repeal any by-laws, or adopt new by-laws, shall be vested in the Elders. All amendments shall be circulated among all members for consideration and comment before approval. Article IV may only be amended by unanimous vote of the Elders.

#### Article VIII - Dissolution of Congregation

##### 1. Dissolution

Dissolution of the Congregation will be determined by a unanimous decision of the Elders.

##### 2. Debts

In the event of the dissolution of the said Congregation the Elders shall pay or make provisions for the payment of all liabilities of the Congregation from the assets of the same.

##### 3. Distribution of Funds

Upon such condition as above, all remaining assets of the Congregation shall be given or distributed to other like Religious or Charitable institutions in a manner consistent with this provision and the purpose of the Congregation and at the directions of the Elders.