

FROM THE EXECUTIVE COMMITTEE of COSBE

At the 2008 COSBE annual business meeting, the membership approved a motion to allow the Executive Committee to “*make all necessary decisions related to completing the process to become a 501(c)3 organization*”. After reviewing the current IRS classification of COSBE and in light of the historical aspect of our organization, the Executive Committee has formulated a plan to accomplish the stated objective of becoming a 501 (c)(3) Corporation. With the assistance and funding of the North American Mission Board, we enlisted the services of Attorney David Doverspike of Roswell, Georgia to accomplish this task.

Mr. Doverspike felt it would be in our best interest to let COSBE remain as the historical fraternal organization without modification. He expressed considerable reservation to an attempt to modify our existing 501 (c)(6) classification. In his opinion, a new organization will have a better opportunity to receive the desired tax-exempt status. Respecting his counsel, we have established a Dual Membership approach to address the fulfillment of step one of the aforementioned motion. Step one is to establish a new corporation with a new EIN (Employee Identification Number) and a new name. The new corporation name that has been filed with the Georgia Secretary of State is **Southern Baptist Evangelists, Inc. (SBEI)** (A Georgia Corporation). Pursuant to the approved motion which stated: “*the initial Board of Directors shall consist of five members selected from previously elected officers from 2005 through 2009, provided they are a member of COSBE in good standing*” we have designated on the documentation the current COSBE President and the previous four elected Presidents of COSBE as the initial Board of Directors. In case you don’t remember, they are: *Keith Fordham, Bill Britt, Gary Bowlin, Brian Fossett and Ron Herrod*. All are Vocational Evangelist in good standing with COSBE.

The COSBE Constitution and Bylaws will remain unchanged. In the future, COSBE may choose to make modifications to streamline the organizational function to include the SBEI corporate structure, but we are proposing **NO** changes at this time. If COSBE changes are made in the future, they must be consistent with the procedure established in the existing COSBE Constitution and Bylaws.

Membership qualifications and rights in both organizations will be virtually identical. The combined annual membership dues will remain at \$150.00 with a yet to be determined amount deposited into the COSBE and SBEI accounts. Over the next few years, the Executive Committee in conjunction with the SBEI Board of Directors will monitor the structure and function of both entities and recommend modifications as needed. We know that we will ultimately see obvious ways in which we can improve the structure and function of both organizations, but we believe the Dual Membership approach is the prudent way to navigate the initial uncertain waters of change.

Incorporation documentation has been predominantly developed by David Doverspike (COSBE Attorney Designate). COSBE President Ron Herrod asked Bob Smith (COSBE Music Director) to serve as the Executive Committee representative to the attorney. The majority of the document was written by Mr. Doverspike who has been involved in preparing legal documentation for NAMB and other SBC entities and groups for the last fifteen years. The document reflects his concept of how to best format the new corporation. Every member of the Executive Committee

and the Board of Directors were given a copy of the document to review and revise as needed. The document reflects their revisions.

The nature of most organizations is to question change, and change this significant can evoke plenty of questions. We have attempted to identify and address many of the anticipated questions and we want each member to have the opportunity to ask their questions. In doing so, we will all gain a better understanding of the evaluations and actions of the Executive Committee and the rationale behind those actions.

The Executive Committee has planned a "Town Hall" style meeting on Friday, June 19, 2009 at the Galt House in Louisville, beginning at 1:30 PM, in advance of the Evangelists Retreat. This document has been made available for your review. If you choose to print, please be aware that the document is 47 pages in length. Because of the size of the document we decided not to spend the money to print and mail the document to our membership, but if you need a copy mailed to you, please call the COSBE office @ 770-709-4657 and leave a message. We will make accommodations to mail you a copy. We encourage every member to take time to review and come prepared to gain a better understanding of the document, the process, and the benefit to the Office of the Evangelist.

REGISTERED AGENT

David Doverspike
John David Doverspike, Sr., P.C.
1875 Old Alabama Road, Suite 1340
Roswell, Georgia 30076
Telephone: (770) 518-8080

The Executive Committee Conference of Southern Baptist Evangelist

2008-2009 Officers

Dr. Ron Herrod	President
Rev. Phil Glisson	Vice President
Rev. Bob Smith	Music Director
Rev. Reggie Lafaye	Assistant Music Director
Mrs. Margaret Allen	Secretary/Treasurer
Rev. Braxton Hunter	Recording Secretary
Rev. Eric Ramsey	Parliamentarian
Dr. Ron Stewart	Pastor Advisor
Rev. Marc Byrd	Pastor Advisor
Rev. Neal Hughes	NAMB Liaison

From The Desk of the President

Ron Herrod

This SBEI documentation will not be a discussion issue during our annual business meeting this year for the following reasons:

1. There will be a time for review and discussion on Friday, June 19, 2009.
2. The vote taken at the 2008 business meeting gave authority to the Executive Committee to take care of this matter during the year.
3. The document does not affect our current COSBE Constitution and Bylaws
4. The document was prepared by a legal professional who has prepared similar documents for other SBC entities. The product of his work must comply with the guidelines of the IRS for us to receive the 501(c)(3) status that we desire.
5. The North American Mission Board agreed to pay for the expense of Incorporating and attaining tax exempt status. Any changes at this point in the process would be a greater expense and the burden of that expense would be upon COSBE.
6. Your input is valuable, but the proper procedure to make changes is through the Board of Directors of Southern Baptist Evangelists, Incorporated.
7. Any future changes that affect the COSBE Constitution and Bylaws must have approval of the COSBE membership in a business session, and must be in compliance with current COSBE documentation.
8. Your current COSBE Executive Committee is not qualified to answer the complex legal questions that could be raised in an open Business Meeting discussion. Only confusion could result from an attempt to do so. Your questions can be directed to the attorney who has produced this document through the Board of Directors of Southern Baptist Evangelists, Incorporated.

It is our prayer that this New Corporation Document and the Tax exempt status that will follow, will enable us to fund future programs and ministries that will benefit the Kingdom of God and help us reach a greater harvest of souls for the Glory of God.



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SOUTHERN BAPTIST EVANGELISTS, INC

Articles of Incorporation



**ARTICLES OF INCORPORATION
OF SOUTHERN BAPTIST EVANGELISTS, INC.**

ARTICLE I.

The name of the corporation is Southern Baptist Evangelists, Inc. Southern Baptist Evangelists, Inc. is organized pursuant to the Georgia Nonprofit Corporation Code. The period of the duration of Southern Baptist Evangelists, Inc. is perpetual.

ARTICLE II.

The purposes for which Southern Baptist Evangelists, Inc. is organized and is to be operated are to carry out religious, charitable and educational purposes of proclaiming the gospel of Jesus Christ and ministering to people in the name of Christ, seeking to win lost people to salvation in Jesus Christ, promoting Christian love and fellowship, helping people in times of need, providing evangelists with opportunities to minister in evangelistic services of worship and to be an inspiration to pastors and laymen of the Southern Baptist Convention, act as a teaching instrument sharing their God-given gifts and talents, according to Ephesians 4:11-13, "And he gave some to be apostles, some to be prophets, some to be evangelists, and some to be pastors and teachers, to prepare God's people for works of service, so that the body of Christ may be built up until we all reach unity in the faith and in the knowledge of the Son of God and become mature, attaining to the whole measure of the fullness of Christ."; and the transaction of any lawful activity in pursuit of such ministries, and to operate exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE III.

Southern Baptist Evangelists, Inc. is organized pursuant to the Georgia Nonprofit Corporation Code on a non-stock basis, with members, without certificates and without shares. Southern Baptist Evangelists, Inc. shall have all of the corporate powers as provided in the Georgia Nonprofit Corporation Code.

ARTICLE IV.

A. No substantial part of the activities of Southern Baptist Evangelists, Inc. shall be carrying on propaganda, or otherwise attempting to influence legislation, and Southern Baptist Evangelists, Inc. 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.

B. (1) Southern Baptist Evangelists, Inc. and the Board of Directors of Southern Baptist Evangelists, Inc. ("Board of Directors") and the Officers of Southern Baptist Evangelists, Inc. ("Officers"), and the members of Southern Baptist Evangelists, Inc. ("Members") shall not have or exercise any power, or engage in, participate in, or intervene in any activity or

transaction, directly or indirectly, that would cause Southern Baptist Evangelists, Inc. to lose its status as a religious corporation that is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or as a corporation contributions to which are deductible under Section 170(a)(1) of the Code by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code.

(2) Southern Baptist Evangelists, Inc. shall not carry on, other than as an insubstantial part of its activities, activities that are not in furtherance of its exempt purposes.

ARTICLE V.

No part of the net earnings, income, or principal of Southern Baptist Evangelists, Inc. shall inure to the benefit of or be distributed to any Officer, Director, Member, or employee of Southern Baptist Evangelists, Inc., or to any other private individual, except that Southern Baptist Evangelists, Inc. shall be authorized and empowered to pay reasonable compensation for services actually rendered to Southern Baptist Evangelists, Inc., to pay fair value for real, personal, and/or mixed property acquired or used by Southern Baptist Evangelists, Inc., and to make payments and distributions in furtherance of the exempt purposes of Southern Baptist Evangelists, Inc.

ARTICLE VI.

A. The mailing address of the initial Principal Office of Southern Baptist Evangelists, Inc. is 860 Johnson Ferry Road, Suite 140-280, Atlanta, GA 30342.

B. (1) The name and address of the incorporator of Southern Baptist Evangelists, Inc. is Robert A. Smith, P.O. Box 14101, Huntsville, Alabama 35815.

(2) The incorporator of Southern Baptist Evangelists, Inc. shall not have any liability or responsibility for any acts, omissions, contracts, debts, liabilities or other obligations of Southern Baptist Evangelists, Inc., or the Board of Directors, or any Officer, Director, Member, agent, employee, contractor, and/or representative of Southern Baptist Evangelists, Inc.

C. (1) The initial Registered Office of Southern Baptist Evangelists, Inc. is 1875 Old Alabama Road, Suite 1340, Roswell, Fulton County, Georgia 30076, and the initial Registered Agent of Southern Baptist Evangelists, Inc. at that initial Registered Office is John David Doverspike, Sr., Esquire.

(2) The Registered Agent of Southern Baptist Evangelists, Inc. shall not have any liability or responsibility for any acts, omissions, contracts, debts, liabilities or other obligations of Southern Baptist Evangelists, Inc., or the Board of Directors, or any Officer, Director, Member, agent, employee, contractor, and/or representative of Southern Baptist Evangelists, Inc.

ARTICLE VII.

A. Southern Baptist Evangelists, Inc. shall be a member nonprofit corporation and the Members of Southern Baptist Evangelists, Inc. shall have such rights and duties as are set forth in the Georgia Nonprofit Corporation Code, and in the Governing Documents of Southern Baptist Evangelists, Inc., each as amended from time to time, as defined herein below.

B. (1) The criteria for membership and the procedures for admission of Members of Southern Baptist Evangelists, Inc. (“Criteria for Membership and the Procedures for Admission of Members”) shall be as approved by simple majority vote of the Directors of Directors actually present and voting at a duly and lawfully called Board of Directors’ meeting at which the required quorum of Directors is present and thereafter approved by simple majority vote of the Members actually present and voting at a duly and lawfully called Members’ meeting at which the required quorum of Members is present, and such Criteria for Membership and the Procedures for Admission of Members shall be set forth in writing as the Criteria for Membership and the Procedures for Admission of Members Policy of Southern Baptist Evangelists, Inc., and shall be distributed to and followed by Southern Baptist Evangelists, Inc. and by all Directors, Officers, and Members.

(2) The Criteria for Membership and the Procedures for Admission of Members Policy may, from time to time, be amended in the same manner as adopted and approved as provided in Article VII.B.(1) above.

C. (1) The criteria for expulsion and/or suspension of a Member of Southern Baptist Evangelists, Inc. (“Criteria for Expulsion and/or Suspension of a Member”) shall be as approved by simple majority vote of the Directors of Directors actually present and voting at a duly and lawfully called Board of Directors’ meeting at which the required quorum of Directors is present and thereafter approved by simple majority vote of the Members actually present and voting at a duly and lawfully called Members’ meeting at which the required quorum of Members is present, and such Criteria for Expulsion and/or Suspension of a Member shall be set forth in writing as the Criteria for Expulsion and/or Suspension of a Member Policy of Southern Baptist Evangelists, Inc., and shall be distributed to and followed by Southern Baptist Evangelists, Inc. and by all Directors, Officers, and Members.

(2) The Criteria for Expulsion and/or Suspension of a Member may, from time to time, be amended in the same manner as adopted and approved as provided in Article VII.C.(1) above.

D. If the Criteria for Expulsion and/or Suspension of a Member Policy has not been approved by the Board of Directors, approved by the Members as set forth in Article VII.C. above, and distributed as set forth above, then the expulsion and/or suspension of a Member(s) of Southern Baptist Evangelists, Inc. shall be as set forth in the Section 14-3-621 of the Georgia Nonprofit Corporation Code, as amended from time to time.

E. All Members of Southern Baptist Evangelists, Inc. shall have the authority and right, by simple majority vote of the Members actually present and voting at a duly and lawfully called Members' meeting at which the required quorum of Members is present, to:

(1) designate the qualifications and terms of service and elect, from time to time, and remove and replace at any time and from time to time, with or without cause, any and all persons serving as the Directors on the Board of Directors;

(2) designate the qualifications and terms of service and elect, from time to time, and remove and replace at any time and from time to time, with or without cause, any and all persons serving as the Officers;

(3) (a) propose and approve all amendments to the Articles of Incorporation of Southern Baptist Evangelists, Inc. ("Articles of Incorporation"), to the Bylaws of Southern Baptist Evangelists, Inc., ("Bylaws"), to the Policies of Southern Baptist Evangelists, Inc. (individually a "Policy" and collectively the "Policies"), to the Conflicts of Interest Policy of Southern Baptist Evangelists, Inc. ("Conflicts of Interest Policy"), and to the Affirmations of Accountability of Southern Baptist Evangelists, Inc. ("Affirmations of Accountability"), each as amended from time to time (collectively, the Articles of Incorporation, the Bylaws, the Policies, the Conflicts of Interest Policy, and the Affirmations of Accountability, each as amended from time to time, are the "Governing Documents" of Southern Baptist Evangelists, Inc.), and all such Governing Documents and all amendments to the Governing Documents shall at all times be in accordance with applicable laws;

(b) when proposed and approved as provided in Article VII.E.(3)(a) above, all amendments to any Governing Document shall be set forth in writing and distributed to all Directors, Officers, and Members, and shall be followed by Southern Baptist Evangelists, Inc. and by all Directors, Officers, and Members, and neither Southern Baptist Evangelists, Inc., nor the Board of Directors, nor any Director, Officer, or Member shall engage in, or participate in, or intervene in any activity or transaction that is prohibited by or is contrary to any of the Governing Documents of Southern Baptist Evangelists, Inc., as from time to time amended;

(c) following the proposal, approval, and distribution to all Directors, Officers, and Members of the Governing Documents of Southern Baptist Evangelists, Inc., the Board of Directors shall, by simple majority vote of the Board of Directors actually present and voting at a duly and lawfully called Board of Directors' meeting at which the required quorum of Board of Directors is present, have the right in every case that comes before the Board of Directors, in the Board of Directors' sole and absolute discretion, to apply, construe, decline to apply, determine the application of, interpret, and determine, in the Board of Directors' sole and absolute discretion, the consequences and penalties, if any, in each case that comes before the Board of Directors, for any disregard of or for any violation of any Governing Document of Southern Baptist Evangelists, Inc. by any Director, Officer, and/or Member of Southern Baptist Evangelists, Inc.;

(2) approve the Criteria for Membership and the Procedures for Admission of Members Policy as provided in Article VII.B.(1) above, and approve all amendments to the Criteria for Membership and the Procedures for Admission of Members Policy as provided in Article VII.B.(2) above, and such Criteria for Membership and the Procedures for Admission of Members Policy shall at all times be in accordance with applicable laws;

(3) approve the Criteria for Expulsion and/or Suspension of a Member Policy as provided in Article VII.C.(1) above, and approve all amendments to the Criteria for Expulsion and/or Suspension of a Member Policy as provided in Article VII.C.(2) above, and such Criteria for Expulsion and/or Suspension of a Member Policy shall at all times be in accordance with applicable laws;

F. Other rights and duties of the Members shall be as set forth in Governing Documents of Southern Baptist Evangelists, Inc., *provided further*, that in the event of any conflict between or among the terms and provisions of the Articles of incorporation and the terms and provisions of any other Governing Document(s), the terms and provisions of the Articles of incorporation shall, at all times and in all events, control.

G. (1) To the fullest extent permitted by applicable laws, the Members are not, as members, personally liable for the acts, debts, liabilities, obligations, or omissions of Southern Baptist Evangelists, Inc., or of the Board of Directors, or any of the Officers, Directors, Members, agents, employees, contractors, and/or representatives of Southern Baptist Evangelists, Inc.

(2) Each Member shall be liable to Southern Baptist Evangelists, Inc. for such respective Member's dues and other assessments, and fines owed to Southern Baptist Evangelists, Inc.

ARTICLE VIII.

A. Except to the extent that the management and control of the corporate affairs and business of Southern Baptist Evangelists, Inc. is vested in the Members as provided in these Articles of Incorporation and in the other Governing Documents of Southern Baptist Evangelists, Inc., each as amended from time to time, the management and control of the corporate affairs and business of Southern Baptist Evangelists, Inc. is vested in the Board of Directors of Southern Baptist Evangelists, Inc., which shall exercise the powers granted to the Board of Directors under the Georgia Nonprofit Corporation Code and do all lawful acts required to carry out the corporate affairs and business of Southern Baptist Evangelists, Inc., so long as the exercise of such powers and the doing of such acts are consistent with the Governing Documents.

B. The authority of the Board of Directors to manage and control the affairs and business of Southern Baptist Evangelists, Inc. may be delegated by the Board of Directors of

Southern Baptist Evangelists, Inc. to the Executive Committee of the Board of Directors of Southern Baptist Evangelists, Inc., and to the Officers of Southern Baptist Evangelists, Inc., but not to any other person(s) or entity(ies).

C. The incumbent Directors and Officers, as well as Members, have the right to nominate persons to serve as a Director of Southern Baptist Evangelists, Inc.

D. The number of persons serving on the Board of Directors shall be not less than three (3) nor more than seven (7) persons, as determined, from time to time, by the Members. A Director is not required to be a resident of the State of Georgia.

E. (1) Except for the initial Directors identified below, each Director shall hold office for a term commencing on January 1st following his or her date of election and for four (4) calendar years ending on December 31st, or for such other period as may be designated by the Members at the time of the election of such individual, or until such earlier date of the Director's death, resignation, retirement, disqualification, or removal from office by the Members.

(2) There is no limit on consecutive terms of service of any Director; *provided further*, that the person serving as the President of Southern Baptist Evangelists, Inc. shall also serve as a Director by virtue of his/her election as the President of Southern Baptist Evangelists, Inc. with a term of office expiring upon completion of his/her term of office as the President of Southern Baptist Evangelists, Inc.

F. The name and address of each initial Director of Southern Baptist Evangelists, Inc., and his or her initial term of office is:

(1) Director with a term of office expiring after Southern Baptist Evangelists, Inc.'s annual meeting in June 2010 (or until his/her successor is elected):

<u>Name</u>	<u>Address</u>
Keith Fordham	P.O. Box 249, Fayetteville, Georgia 30214

(2) Director with a term of office expiring after Southern Baptist Evangelists, Inc.'s annual meeting in June 2011 (or until his/her successor is elected):

<u>Name</u>	<u>Address</u>
Bill Britt	2100 Nashville Pike, Gallatin, Tennessee 37066

(3) Director with a term of office expiring after Southern Baptist Evangelists, Inc.'s annual meeting in June 2012 (or until his/her successor is elected):

<u>Name</u>	<u>Address</u>
Gary Bowlin	P.O. Box 869, Summit, Mississippi 39666

(4) Director with a term of office expiring after Southern Baptist Evangelists, Inc.'s annual meeting in June 2013 (or until his/her successor is elected):

<u>Name</u>	<u>Address</u>
Brian Fossett	317 Lakeview Drive, Dalton, Georgia 30721.

(5) Director serving by virtue of his/her election as the President of Southern Baptist Evangelists, Inc. with a term of office expiring upon completion of his/her term of office as the President of Southern Baptist Evangelists, Inc.:

<u>Name</u>	<u>Address</u>
Ron Herrod	P.O. Box 6447, Sevierville, Tennessee 37864.

ARTICLE IX.

A. The corporate dissolution of Southern Baptist Evangelists, Inc. shall occur only when initiated by the Board of Directors pursuant to a written plan of dissolution ("Plan of Dissolution") proposed and recommended in writing by the Board of Directors to the Members (unless the Board of Directors elects, because of a conflict of interest or other special circumstance, to make no recommendation and communicates the basis for its determination to all Members), and such Plan of Dissolution is approved by simple majority vote of the Board of Directors actually present and voting at a duly and lawfully called Board of Directors' meeting at which the required quorum of the Board of Directors is present, and such Plan of Dissolution is thereafter approved by simple majority vote of the Members actually present and voting at a duly and lawfully called Members' meeting at which the required quorum of Members is present, in every case in the manner and subject to all notice requirements and other requirements of all applicable laws, including the Georgia Nonprofit Corporation Code.

B. Upon the corporate dissolution of Southern Baptist Evangelists, Inc., the Board of Directors shall, after paying or making provision for the payment of all of the lawful and owing debts, liabilities, and obligations of Southern Baptist Evangelists, Inc., and after returning, transferring, or conveying all property held by Southern Baptist Evangelists, Inc. upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, dispose of all of the assets of Southern Baptist Evangelists, Inc. exclusively to The North American Mission Board of the Southern Baptist Convention, Inc., provided that it is an organization that is, at that time, exempt from Federal income taxes under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue law), and is operating exclusively for religious, charitable, or educational purposes within the meaning of Section 501(c)(3) of the Code (or any corresponding provisions of any future United States Internal Revenue law); and if not, then to an organization or organizations that is/are at that time, exempt from Federal income taxes under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue law), and is operating exclusively for religious, charitable, scientific, medical, literary, or educational purposes within the meaning of Section 501(c)(3) of the Code (or any corresponding provisions of any future United States Internal Revenue law).

ARTICLE X.

A. The Board of Directors shall have the authority and right, in its sole and absolute discretion, *but not the obligation or duty*, by simple majority vote of the Board of Directors actually present and voting at a duly and lawfully called Board of Directors' meeting at which the required quorum of Board of Directors is present, to provide, by insurance or otherwise, for the indemnification of all Members, all Directors, all Officers, and all persons who are serving or who has been a Director, Officer, or Member of Southern Baptist Evangelists, Inc., as provided in the Bylaws, which shall in all events be in accordance with the applicable provisions of the Georgia Nonprofit Corporation Code.

B. Each Director, Officer, and Member of Southern Baptist Evangelists, Inc. shall at all times conduct himself/herself and his/her ministry in such a manner as to comply with all applicable laws, including, without limitation, the Georgia Nonprofit Corporation Code, and with all of the Governing Documents of Southern Baptist Evangelists, Inc., each as amended from time to time, as well as with the decisions of the Board of Directors and with the decisions of the Council of Accountability of Southern Baptist Evangelists, Inc.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation of Southern Baptist Evangelists, Inc. effective as of the date set forth herein, this 4th day of May, 2009.

Incorporator of Southern Baptist Evangelists, Inc.

Robert A. Smith, Incorporator

<p>Bob Smith (Robert A. Smith) is a member of the COSBE Executive Committee and served as the representative to the attorney for the Executive Committee. The attorney requested to deal with only one person and COSBE President Ron Herrod, designated Bob for that function.</p>
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**REGISTERED AGENT'S AFFIDAVIT AND ACKNOWLEDGMENT
OF ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, John David Doverspike, Sr., of John David Doverspike, Sr., P.C., 1875 Old Alabama Road, Suite 1340, Roswell, Georgia 30076, hereby acknowledge and accept the appointment as the initial Registered Agent of Southern Baptist Evangelists, Inc., and the initial Registered Office of Southern Baptist Evangelists, Inc. is at 1875 Old Alabama Road, Suite 1340, Roswell, Georgia 30076.

John David Doverspike, Sr.
John David Doverspike, Sr., P.C.
1875 Old Alabama Road, Suite 1340
Roswell, Georgia 30076

Sworn to and subscribed before me
this 4th day of May, 2009.

NOTARY PUBLIC

My commission expires:

[Notary Seal]

SOUTHERN BAPTIST EVANGELISTS, INC

Bylaws



**BYLAWS
OF
SOUTHERN BAPTIST EVANGELISTS, INC.**

**Section 1.
PURPOSES**

1.1 Purposes. A. The purposes for which Southern Baptist Evangelists, Inc. is organized and is to be operated are to carry out religious, charitable and educational purposes of proclaiming the gospel of Jesus Christ and ministering to people in the name of Christ, seeking to win lost people to salvation in Jesus Christ, promoting Christian love and fellowship, helping people in times of need, providing evangelists with opportunities to minister in evangelistic services of worship and to be an inspiration to pastors and laymen of the Southern Baptist Convention, act as a teaching instrument sharing their God-given gifts and talents, according to Ephesians 4:11-13, “And he gave some to be apostles, some to be prophets, some to be evangelists, and some to be pastors and teachers, to prepare God’s people for works of service, so that the body of Christ may be built up until we all reach unity in the faith and in the knowledge of the Son of God and become mature, attaining to the whole measure of the fullness of Christ.”; and the transaction of any lawful activity in pursuit of such ministries, and to operate exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

B. No substantial part of the activities of Southern Baptist Evangelists, Inc. shall be carrying on propaganda, or otherwise attempting to influence legislation, and Southern Baptist Evangelists, Inc. 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.

C. (1) Southern Baptist Evangelists, Inc. and the Board of Directors of Southern Baptist Evangelists, Inc. (“Board of Directors”) and the Officers of Southern Baptist Evangelists, Inc. (“Officers”), and the members of Southern Baptist Evangelists, Inc. (“Members”) shall not have or exercise any power, or engage in, participate in, or intervene in any activity or transaction, directly or indirectly, that would cause Southern Baptist Evangelists, Inc. to lose its status as a religious corporation that is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or as a corporation contributions to which are deductible under Section 170(a)(1) of the Code by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code.

(2) Southern Baptist Evangelists, Inc. shall not carry on, other than as an insubstantial part of its activities, activities that are not in furtherance of its exempt purposes.

D. No part of the net earnings, income, or principal of Southern Baptist Evangelists, Inc. shall inure to the benefit of or be distributed to any Officer, Director, Member, or employee of Southern Baptist Evangelists, Inc., or to any other private individual, except that Southern Baptist Evangelists, Inc. shall be authorized and empowered to pay reasonable compensation for

services actually rendered to Southern Baptist Evangelists, Inc., to pay fair value for real, personal, and/or mixed property acquired or used by Southern Baptist Evangelists, Inc., and to make payments and distributions in furtherance of the exempt purposes of Southern Baptist Evangelists, Inc.

1.2 Conduct of Corporate Affairs. A. Southern Baptist Evangelists, Inc. is organized pursuant to the Georgia Nonprofit Corporation Code on a non-stock basis, with members, without certificates and without shares. Southern Baptist Evangelists, Inc. shall have all of the corporate powers as provided in the Georgia Nonprofit Corporation Code. The corporate affairs of Southern Baptist Evangelists, Inc. shall, at all times, be conducted in a manner consistent with the requirements of the Code, as such requirements apply to religious charitable and educational tax-exempt organizations.

B. Southern Baptist Evangelists, Inc. shall be governed by and operated in accordance with the Articles of Incorporation of Southern Baptist Evangelists, Inc. (“Articles of Incorporation”), the Bylaws of Southern Baptist Evangelists, Inc., (“Bylaws”), the operational policies and financial policies of Southern Baptist Evangelists, Inc. (each individually a “Policy” and collectively the “Policies”), the Conflicts of Interest Policy of Southern Baptist Evangelists, Inc. (“Conflicts of Interest Policy”), and the Affirmations of Accountability of Southern Baptist Evangelists, Inc. (“Affirmations of Accountability”), each as amended from time to time (collectively, the Articles of Incorporation, the Bylaws, the Policies, the Conflicts of Interest Policy, and the Affirmations of Accountability, each as amended from time to time, are the “Governing Documents” of Southern Baptist Evangelists, Inc.), and all such Governing Documents and all amendments to the Governing Documents shall at all times be in accordance with applicable laws.

1.3 Powers. Southern Baptist Evangelists, Inc. shall have all of the powers as provided in the Georgia Nonprofit Corporation Code.

1.4 Accounting Review. The Board of Directors of may periodically engage an accounting firm to provide a periodic accounting and financial review of Southern Baptist Evangelists, Inc. Southern Baptist Evangelists, Inc. shall utilize bookkeeping methods and practices that will facilitate such periodic accounting and financial reviews. The report of such accountants shall be distributed to each Member and to the Board of Directors.

Section 2. PRINCIPAL OFFICE AND REGISTERED OFFICE

2.1 Principal Office. A. The mailing address of the initial Principal Office of Southern Baptist Evangelists, Inc. is 860 Johnson Ferry Road, Suite 140-280, Atlanta, Georgia 30342.

B. Southern Baptist Evangelists, Inc. may, at any time, change its Principal Office in accordance with the Georgia Nonprofit Corporation Code.

2.2 Registered Office and Registered Agent. A. The initial Registered Office of Southern Baptist Evangelists, Inc. is 1875 Old Alabama Road, Suite 1340, Roswell, Fulton County, Georgia 30076, and the initial Registered Agent of Southern Baptist Evangelists, Inc. at that initial Registered Office is John David Doverspike, Sr., Esquire.

B. The Registered Agent of Southern Baptist Evangelists, Inc. shall not have any liability or responsibility for any acts, omissions, contracts, debts, liabilities or other obligations of Southern Baptist Evangelists, Inc., or the Board of Directors, or any Officer, Director, Member, agent, employee, contractor, and/or representative of Southern Baptist Evangelists, Inc.

C. Southern Baptist Evangelists, Inc. shall continuously maintain a Registered Office and a Registered Agent in the State of Georgia as required by the Georgia Nonprofit Corporation Code. Southern Baptist Evangelists, Inc. may, at any time, change its Registered Office and/or its Registered Agent in accordance with the Georgia Nonprofit Corporation Code.

Section 3. MEMBERS

A. Southern Baptist Evangelists, Inc. shall be a member nonprofit corporation and the Members of Southern Baptist Evangelists, Inc. shall have such rights and duties as are set forth in the Georgia Nonprofit Corporation Code, and in the Governing Documents of Southern Baptist Evangelists, Inc., each as amended from time to time.

B. (1) The criteria for membership and the procedures for admission of Members of Southern Baptist Evangelists, Inc. (“Criteria for Membership and the Procedures for Admission of Members”) shall be as approved by simple majority vote of the Directors of Directors actually present and voting at a duly and lawfully called Board of Directors’ meeting at which the required quorum of Directors is present and thereafter approved by simple majority vote of the Members actually present and voting at a duly and lawfully called Members’ meeting at which the required quorum of Members is present, and such Criteria for Membership and the Procedures for Admission of Members shall be set forth in writing as the Criteria for Membership and the Procedures for Admission of Members Policy of Southern Baptist Evangelists, Inc., and shall be distributed to and followed by Southern Baptist Evangelists, Inc. and by all Directors, Officers, and Members, and made a part of these Bylaws.

(2) At this time, the Criteria for Membership and the Procedures for Admission of Members of Southern Baptist Evangelists, Inc. is as follows:

(3) The Criteria for Membership and the Procedures for Admission of Members Policy may, from time to time, be amended in the same manner as adopted and approved as provided in Section 3.B.(1) above.

C. (1) The criteria for expulsion and/or suspension of a Member of Southern Baptist Evangelists, Inc. (“Criteria for Expulsion and/or Suspension of a Member”) shall be as approved by simple majority vote of the Directors of Directors actually present and voting at a duly and lawfully called Board of Directors’ meeting at which the required quorum of Directors is present and thereafter approved by simple majority vote of the Members actually present and voting at a duly and lawfully called Members’ meeting at which the required quorum of Members is present, and such Criteria for Expulsion and/or Suspension of a Member shall be set forth in writing as the Criteria for Expulsion and/or Suspension of a Member Policy of Southern Baptist Evangelists, Inc., and shall be distributed to and followed by Southern Baptist Evangelists, Inc. and by all Directors, Officers, and Members, and made a part of these Bylaws.

(2) At this time, the Criteria for Expulsion and/or Suspension of a Member of Southern Baptist Evangelists, Inc. is as follows:

(3) The Criteria for Expulsion and/or Suspension of a Member may, from time to time, be amended in the same manner as adopted and approved as provided in Section 3.C.(1) above.

D. If the Criteria for Expulsion and/or Suspension of a Member Policy has not been approved by the Board of Directors, approved by the Members as set forth in Section 3.C. above, and distributed and made a part of these Bylaws as set forth above, then the expulsion and/or suspension of a Member(s) of Southern Baptist Evangelists, Inc. shall be as set forth in the Section 14-3-621 of the Georgia Nonprofit Corporation Code, as amended from time to time.

E. All Members of Southern Baptist Evangelists, Inc. shall have the authority and right, by simple majority vote of the Members actually present and voting at a duly and lawfully called Members’ meeting at which the required quorum of Members is present, to:

(1) designate the qualifications and terms of service and elect, from time to time, and remove and replace at any time and from time to time, with or without cause, any and all persons serving as the Directors on the Board of Directors;

(2) designate the qualifications and terms of service and elect, from time to time, and remove and replace at any time and from time to time, with or without cause, any and all persons serving as the Officers;

(3) (a) propose and approve all amendments to the Articles of Incorporation, to the Bylaws, to the Policies, to the Conflicts of Interest Policy, and to the Affirmations of Accountability, each as amended from time to time, and all such Governing Documents and all amendments to the Governing Documents shall at all times be in accordance with applicable laws;

(b) when proposed and approved as provided in Section ____ of these Bylaws (and also in the Articles of Incorporation, Article VII.E.(3)(a)), all amendments to any Governing

Document shall be set forth in writing and distributed to all Directors, Officers, and Members, and shall be followed by Southern Baptist Evangelists, Inc. and by all Directors, Officers, and Members, and neither Southern Baptist Evangelists, Inc., nor the Board of Directors, nor any Director, Officer, or Member shall engage in, or participate in, or intervene in any activity or transaction that is prohibited by or is contrary to any of the Governing Documents of Southern Baptist Evangelists, Inc., as from time to time amended;

(c) following the proposal, approval, and distribution to all Directors, Officers, and Members of the Governing Documents of Southern Baptist Evangelists, Inc., the Board of Directors shall, by simple majority vote of the Board of Directors actually present and voting at a duly and lawfully called Board of Directors' meeting at which the required quorum of Board of Directors is present, have the right in every case that comes before the Board of Directors, in the Board of Directors' sole and absolute discretion, to apply, construe, decline to apply, determine the application of, interpret, and determine, in the Board of Directors' sole and absolute discretion, the consequences and penalties, if any, in each case that comes before the Board of Directors, for any disregard of or for any violation of any Governing Document of Southern Baptist Evangelists, Inc. by any Director, Officer, and/or Member of Southern Baptist Evangelists, Inc.;

(2) approve the Criteria for Membership and the Procedures for Admission of Members Policy as provided in Section 3.B.(1) and (2) of these Bylaws (and also in the Articles of Incorporation, Article VII.B.(1)), and approve all amendments to the Criteria for Membership and the Procedures for Admission of Members Policy as provided in Section 3.B.(3) of these Bylaws (and also in the Articles of Incorporation, Article VII.B.(2)), and such Criteria for Membership and the Procedures for Admission of Members Policy shall at all times be in accordance with applicable laws;

(3) approve the Criteria for Expulsion and/or Suspension of a Member Policy as provided in Section 3.C.(1) and (2) of these Bylaws (and also in the Articles of Incorporation, Article VII.C.(1)), and approve all amendments to the Criteria for Expulsion and/or Suspension of a Member Policy as provided in Section 3.C.(3) of these Bylaws (and also in the Articles of Incorporation, Article VII.C.(2)), and such Criteria for Expulsion and/or Suspension of a Member Policy shall at all times be in accordance with applicable laws;

F. Other rights and duties of the Members shall be as set forth in Governing Documents of Southern Baptist Evangelists, Inc., *provided further*, that in the event of any conflict between or among the terms and provisions of the Articles of incorporation and the terms and provisions of any other Governing Document(s), the terms and provisions of the Articles of Incorporation shall, at all times and in all events, control.

G. (1) To the fullest extent permitted by applicable laws, the Members are not, as members, personally liable for the acts, debts, liabilities, obligations, or omissions of Southern Baptist Evangelists, Inc., or of the Board of Directors, or any of the Officers, Directors, Members, agents, employees, contractors, and/or representatives of Southern Baptist Evangelists, Inc.

(2) Each Member shall be liable to Southern Baptist Evangelists, Inc. for such respective Member's dues, assessments, and fines owed to Southern Baptist Evangelists, Inc.

Section 4. BOARD OF DIRECTORS

4.1 Management by the Board of Directors. A. Except to the extent that the management and control of the corporate affairs and business of Southern Baptist Evangelists, Inc. is vested in the Members as provided in the Articles of Incorporation, in these Bylaws, and in the other Governing Documents of Southern Baptist Evangelists, Inc., each as amended from time to time, the management and control of the corporate affairs and business of Southern Baptist Evangelists, Inc. is vested in the Board of Directors of Southern Baptist Evangelists, Inc., which shall exercise the powers granted to the Board of Directors under the Georgia Nonprofit Corporation Code and do all lawful acts required to carry out the corporate affairs and business of Southern Baptist Evangelists, Inc., so long as the exercise of such powers and the doing of such acts are consistent with the Governing Documents.

B. The authority of the Board of Directors to manage and control the affairs and business of Southern Baptist Evangelists, Inc. may be delegated by the Board of Directors of Southern Baptist Evangelists, Inc. to the Executive Committee of the Board of Directors of Southern Baptist Evangelists, Inc., and to the Officers of Southern Baptist Evangelists, Inc., but not to any other person(s) or entity(ies).

C Following the proposal, approval, and distribution to all Directors, Officers, and Members of the Governing Documents of Southern Baptist Evangelists, Inc. in the manner provided in the Articles of Incorporation, the Board of Directors shall, by simple majority vote of the Board of Directors actually present and voting at a duly and lawfully called Board of Directors' meeting at which the required quorum of Board of Directors is present, have the right in every case that comes before the Board of Directors, in the Board of Directors' sole and absolute discretion, to apply, construe, decline to apply, determine the application of, interpret, and determine, in the Board of Directors' sole and absolute discretion, the consequences and penalties, if any, in each case that comes before the Board of Directors, for any disregard of or for any violation of any Governing Document of Southern Baptist Evangelists, Inc. by any Director, Officer, and/or Member of Southern Baptist Evangelists, Inc.

4.2 Number and Qualifications. The number of persons serving on the Board of Directors shall be not less than three (3) nor more than seven (7) persons, as determined, from time to time, by the Members. A Director is not required to be a resident of the State of Georgia.

4.3 Terms of Service of Directors. A. The term of office of each Director shall be four (4) years from the date of election as a Director, unless a shorter term of office for a Director is set forth in these Articles of Incorporation or is specified by the Members at the time of the election of such person to the office of Director.

B. (1) Except for the initial Directors identified in the Articles of Incorporation and set forth below, each Director shall hold office for a term commencing on January 1st following his or her date of election and for four (4) calendar years ending on December 31st, or for such other period as may be designated by the Members at the time of the election of such individual, or until such earlier date of the Director's death, resignation, retirement, disqualification, or removal from office by the Members.

(2) There is no limit on consecutive terms of service of any Director; *provided further*, that the person serving as the President of Southern Baptist Evangelists, Inc. shall also serve as a Director by virtue of his/her election as the President of Southern Baptist Evangelists, Inc. with a term of office expiring upon completion of his/her term of office as the President of Southern Baptist Evangelists, Inc.

C. Any Director or Directors may be removed from the Board of Directors, at any time, with or without cause, by simple majority vote of the Members actually present and voting at a duly and lawfully called Members' meeting at which the required quorum of Members is present. Any such removal shall be without prejudice to the contract rights, if any, of the Director or Directors so removed; *provided, however*, that the appointment or election to the position of Director shall create absolutely no contractual rights in favor of such Director.

4.4 Chairman and Vice Chairman. A. The Board of Directors shall, by simple majority vote of the Directors actually present and voting at a duly and lawfully called Board of Directors' meeting at which the required quorum of Directors is present, biennially appoint the Chairperson of the Board of Directors and the Vice Chairperson of the Board of Directors, whose terms of service shall be two (2) calendar years commencing on January 1st and ending on December 31st, or until his or her replacement has been appointed by the Board of Directors, or until such earlier date of such Director's death, resignation, retirement, disqualification, or removal from the office of Chairperson or the office of Vice Chairperson by the Members.

B. Any Chairperson of the Board of Directors and any Vice Chairperson of the Board of Directors may be appointed by the Board of Directors to any number of successive terms of service as Chairperson or as the Vice Chairperson.

4.5 Initial Directors. A. The name and address of each initial Director of Southern Baptist Evangelists, Inc., and his or her initial term of office is:

(1) Director with a term of office expiring after Southern Baptist Evangelists, Inc.'s annual meeting in June 2010 (or until his/her successor is elected):

<u>Name</u>	<u>Address</u>
Keith Fordham	P.O. Box 249, Fayetteville, Georgia 30214

(2) Director with a term of office expiring after Southern Baptist Evangelists, Inc.'s annual meeting in June 2011 (or until his/her successor is elected):

<u>Name</u>	<u>Address</u>
Bill Britt	2100 Nashville Pike, Gallatin, Tennessee 37066

(3) Director with a term of office expiring after Southern Baptist Evangelists, Inc.'s annual meeting in June 2012 (or until his/her successor is elected):

<u>Name</u>	<u>Address</u>
Gary Bowlin	P.O. Box 869, Summit, Mississippi 39666

(4) Director with a term of office expiring after Southern Baptist Evangelists, Inc.'s annual meeting in June 2013 (or until his/her successor is elected):

<u>Name</u>	<u>Address</u>
Brian Fossett	317 Lakeview Drive, Dalton, Georgia 30721.

(5) Director serving by virtue of his/her election as the President of Southern Baptist Evangelists, Inc. with a term of office expiring upon completion of his/her term of office as the President of Southern Baptist Evangelists, Inc.:

<u>Name</u>	<u>Address</u>
Ron Herrod	P.O. Box 6447, Sevierville, Tennessee 37864.

B. The election of the initial Directors of Southern Baptist Evangelists, Inc. was ratified at the Organizational Meeting of Southern Baptist Evangelists, Inc.

4.6 Vacancies. A. Any vacancy occurring in the Board of Directors shall be filled (or not filled), at any time and from time to time, by the Members by simple majority vote of the Members actually present and voting at a duly and lawfully called Members' meeting at which the required quorum of Members is present, for the unexpired term of such vacant position.

B. Any vacancy occurring in any committee, advisory council, advisory board, or advisory committee shall be filled (or not filled), at any time and from time to time, by the Members by simple majority vote of the Members actually present and voting at a duly and lawfully called Members' meeting at which the required quorum of Members is present, for the unexpired term of such vacant position

C. Any Director or Directors may be removed from the Board of Directors, at any time, with or without cause, by simple majority vote of the Members actually present and voting at a duly and lawfully called Members' meeting at which the required quorum of Members is

present. Any such removal shall be without prejudice to the contract rights, if any, of the Director or Directors so removed; *provided, however*, that the appointment or election to the position of Director shall create absolutely no contractual rights in favor of such Director.

4.7 Resignation. Any Director or Directors may, at any time, resign as a Director by written notice of resignation delivered to the President/Chief Executive Officer of Southern Baptist Evangelists, Inc. or to the Secretary of Southern Baptist Evangelists, Inc. Unless otherwise specified in the notice of resignation, the resignation shall take effect on the earlier of: (i) when accepted by the Board of Directors; or, (ii) when the Members have elected or appointed a successor to the resigning Director for the unexpired term of such vacant Director position.

4.8 Place and Manner of Board Meetings. The regular meetings, annual meetings, and special meeting of the Board of Directors shall be held on such date and time and at such place as is determined by the Chairperson of the Board of Directors or as designated by majority vote of the Board of Directors. In either event, the Chairperson of the Board of Directors shall give notice to each Director of the date, time, and place of each annual meeting, each regular meeting, and each special meeting of the Board of Directors. Such notice may be oral or written. If no designation of date, time, and place for an annual meeting is made and given as set forth above, then the date, time and place of the annual meeting of the Board of Directors shall be at 12:00 noon on the first Thursday in December of each year, at the Principal Office of Southern Baptist Evangelists, Inc.

4.9 Meetings by Conference Calls, Facsimile or Other Forms of Communication. The Board of Directors, Officers, any committee of the Board of Directors, any advisory council, advisory board, and/or advisory committee, may hold a meeting by means of conference telephone, facsimile, or similar communications equipment provided that all persons participating in the meeting can communicate with each other.

4.10 Regular Meetings. A. Regular meetings of the Board of Directors shall be held at such date, time, and place as determined by the Chairperson of the Board of Directors, but never on a Sunday. If any date fixed for a regular meeting is one of the following public holidays – any election day, December 31st or January 1st, Martin Luther King, Jr. Day, Ash Wednesday, Valentine’s Day, Good Friday, Mother’s Day, Memorial Day, Father’s Day, Labor Day, Thanksgiving, Christmas eve or Christmas day, then the meeting which would otherwise be held on that date shall be held at the same hour on the next succeeding business day that is not a holiday.

B. The Chairperson of the Board of Directors shall give notice to each Director not less than ten (10) calendar days nor more than thirty (30) calendar days prior to such regular meeting of the date, time, and place for holding such regular meeting of the Board of Directors. Such notice may be oral or written.

4.11 Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson of the Board of Directors or upon the written request of a majority of the Directors for any date other than on a holiday as set forth in Section 4.10 of these Bylaws. Special meetings of the Board of Directors may be called for any lawful purpose at any time.

The Chairperson of the Board of Directors shall give notice to each Trustee of date, time, and place for holding any special meeting of the Board of Directors. Such notice may be oral or written.

4.12 Waiver of Notice of Meetings. A. Any Director may waive notice of any annual meeting, any regular meeting, or any special meeting by a writing signed by such Director, whether signed before or after the holding of such meeting, and such written waiver, when signed, shall be recorded with the minutes of such meeting and shall be deemed the equivalent of the giving of such notice.

B. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends such meeting solely for the express purpose of objecting to the transaction of any business at such meeting and such Director objects at the commencement of such meeting or upon such Director's arrival at such meeting, that such Director believes such meeting has not been lawfully called or convened.

4.13 Business to Be Transacted at Meeting. The business to be transacted at any annual meetings, any regular meeting, or any special meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

4.14 Quorum. A. A majority of the total number of Directors then serving on the Board of Directors shall constitute a quorum for the transaction of business at any annual meeting, any regular meeting, and any special meeting of the Board of Directors.

B. If less than a majority of the Directors are present or participating at a meeting, the acting Chairperson of the Board of Directors may recess the meeting, from time to time, without further notice, except as announced at such meeting; and the acting Chairperson may reconvene the meeting in accordance with such recess announcement.

4.15 Manner of Acting. The act and affirmative vote of a majority of the Directors acting at any annual meeting, any regular meeting, and any special meeting where a quorum is present shall be the act of the Board of Directors, unless the act of a greater number of Directors is required by law, by the Articles of Incorporation, or by these Bylaws.

4.16 Compensation. Directors shall not receive any compensation for their services as Directors. By resolution of a majority of the Board of Directors, Directors may be reimbursed for their actual reasonable expenses incurred in attending any annual meeting, any regular meeting, any special meeting, or any committee meeting, or other required business of Southern Baptist Evangelists, Inc. or of the Board of Directors. Nothing herein contained shall be construed to preclude any Directors from serving Southern Baptist Evangelists, Inc. in any other capacity and receiving reasonable compensation therefore.

4.17 Procedure; Minutes. A. At meetings of the Board of Directors, business shall be transacted in such order and pursuant to such procedures as the Board of Directors may, from time to time, determine. In the absence of instructions from the Board of Directors, the Chairperson of the Board of Directors shall determine the order of business and the procedures for the transaction of business.

B. The Secretary, or in his or her absence, an Assistant Secretary or such other person as the Chairperson of Board of Directors shall appoint, shall prepare minutes of each meeting of the Board of Directors, which shall be placed in the minute book of Southern Baptist Evangelists, Inc. and a true and correct copy thereof, certified by the Secretary of Southern Baptist Evangelists, Inc., shall be provided to each Director then serving on the Board of Directors.

4.18 Informal Action by Board of Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting of the Board of Directors if a consent in writing setting forth the action so taken is approved and signed by a majority of the Directors. When so approved and signed by a majority of the Directors, such consent shall be placed in the minute book of Southern Baptist Evangelists, Inc. and shall have the same force and effect as a majority vote of the Directors at an actual meeting, and a true and correct copy thereof, certified by the Secretary of Southern Baptist Evangelists, Inc., shall be provided to each Director then serving on the Board of Directors.

4.19 Proxies. Any Director absent from any meeting of the Board of Directors may be represented by any other Director who has been authorized in writing to cast a vote or votes of the absent Director in accordance with a written proxy and the written instructions, general or special, of the absent Director; provided that such written proxy and written instructions are turned into the Secretary of the Board of Directors and recorded in the minutes of such meeting.

Section 5. OFFICERS

5.1 Officers. A. The Board of Directors shall have the authority and right to designate the offices of Southern Baptist Evangelists, Inc., and to designate the terms of service, and to appoint or elect, from time to time, and to remove and replace at any time and from time to time, with or without cause, any and all persons serving as the Officers of Southern Baptist Evangelists, Inc.

B. Southern Baptist Evangelists, Inc. shall have a President, who may also be called the Chief Executive Officer, a Treasurer, who may also be called the Chief Financial Officer, and a Secretary. Southern Baptist Evangelists, Inc. may have such other Officers as the Board of Directors may, from time to time, determine proper. Officers shall have the authority to perform the duties prescribed, from time to time, by the Board of Directors. Any two (2) or more offices may be held by the same person; provided that no person holding more than one office may sign, in more than one capacity, any certificate or instrument required by law to be signed by two Officers.

5.2 Election or Appointment and Term of Office. The Board of Directors shall, from time to time, designate and elect or appoint the Officers of Southern Baptist Evangelists, Inc. Such election or appointment of Officers may be at or in conjunction with any meeting of the Board of Directors. The Board of Directors may create and eliminate, from time to time, the

offices of Southern Baptist Evangelists, Inc., and elect or appoint the persons to hold any such new office(s). Each Officer of Southern Baptist Evangelists, Inc. shall serve for their term of office as designated by the Board of Directors, or until their earlier death, resignation, retirement, disqualification, or removal from office by the Board of Directors.

5.3 Removal. Any Officer or Officers may be removed from such office, at any time, with or without cause, by simple majority vote of the Members actually present and voting at a duly and lawfully called Members' meeting at which the required quorum of Members is present. Any such removal shall be without prejudice to the contract rights, if any, of the Officer or Officers so removed; *provided, however*, that the appointment or election to the position of an Officer shall create absolutely no contractual rights in favor of such Officer.

5.4 Vacancies. Any vacancy occurring in any office may be filled (or not filled), at any time and from time to time, by the Members.

5.5 Resignation. Each person serving as an Officer of Southern Baptist Evangelists, Inc. shall have the right to resign from such office at any time upon written notice of resignation to the Chairman of the Board of Directors and to the Secretary of Southern Baptist Evangelists, Inc., or at any time by written notice of resignation to the President/Chief Executive Officer of Southern Baptist Evangelists, Inc. and to the Secretary of Southern Baptist Evangelists, Inc. Unless otherwise specified in the notice of resignation, the resignation shall take effect on the earlier of: (i) when accepted by the Board of Directors; or, (ii) when the Board of Directors has elected or appointed a successor to the resigning Officer for the unexpired term of such vacant Officer position.

5.6 President/Chief Executive Officer. A. The President/Chief Executive Officer shall be the principal executive officer of Southern Baptist Evangelists, Inc., and shall, subject to and at all times in compliance with the Governing Documents of Southern Baptist Evangelists, Inc., have the authority to supervise and control all of the business and affairs of Southern Baptist Evangelists, Inc. The President/Chief Executive Officer may choose to use the title "President" or the title "Chief Executive Officer", or both.

B. Except with respect to matters that are addressed in the Governing Documents of Southern Baptist Evangelists, Inc., and except with respect to matters involving the execution of instruments relating to the disposition of real property by Southern Baptist Evangelists, Inc., and except with respect to matters involving the incurring of or guaranteeing of any debt by Southern Baptist Evangelists, Inc., and/or and except with respect to matters involving the execution of any agreement or contract having a term in excess of twenty-four (24) calendar months or creating an obligation of Southern Baptist Evangelists, Inc. in excess of One Thousand Dollars (\$1,000.00), each and all of the foregoing which must be approved in writing by the Board of Directors, the President/Chief Executive Office may execute, with the Secretary, and/or the Chief Financial Officer/Treasurer, agreements, contracts and other instruments that the Board of Directors has specifically authorized to be executed.

C. In general, the President/Chief Executive Officer shall perform all duties incident to the office of President/Chief Executive Officer and such other duties as may be prescribed by the Board of Directors from time to time.

D. The President/Chief Executive Officer shall at all times be subject to the restrictions and limitations set forth in the Governing Documents of Southern Baptist Evangelists, Inc. Except as specifically authorized by resolution of a majority of the Board of Directors, the President/Chief Executive Officer shall not be empowered or authorized to: (i) execute agreements, contracts, or other instruments for the acquisition or the disposition of real property, or any interest therein, by Southern Baptist Evangelists, Inc.; (ii) incur or guarantee any debt by Southern Baptist Evangelists, Inc. in excess of One Thousand Dollars (\$1,000.00); (iii) execute any agreement, contract, or other instrument having a term in excess of twenty-four (24) calendar months or creating an obligation of Southern Baptist Evangelists, Inc. in excess of One Thousand Dollars (\$1,000.00); and each and all of the foregoing which must be approved in writing in a specific resolution of the Board of Directors, and when so approved in writing in a specific resolution of the Board of Directors, the President/Chief Executive Office may execute, with the Secretary, and/or with the Chief Financial Officer/Treasurer, agreements, contracts, and other instruments that the Board of Directors has specifically authorized to be executed in connection with any such matter.

E. The President/Chief Executive Officer shall not be empowered or authorized to authorize the institution of any civil or criminal proceeding or to compromise or settle any civil or criminal proceeding, or consent to any judgment or decree, without the written approval of the Board of Directors as specifically authorized by resolution of a majority of the Board of Directors; and when so approved in writing in a specific resolution of the Board of Directors, the President/Chief Executive Office shall be empowered and authorized to authorize the institution of any civil or criminal proceeding and to compromise or settle any civil or criminal proceeding, and consent to any judgment or decree, and the President/Chief Executive Office may execute, with the Secretary, and/or with the Chief Financial Officer/Treasurer, such pleadings, agreements, contracts, and other instruments that the Board of Directors has specifically authorized to be executed in connection with any such matter.

5.7 Treasurer/Chief Financial Officer. A. The Treasurer/Chief Financial Officer, who may choose to use the title “Treasurer” or the title “Chief Financial Officer”, or both, shall subject to and at all times in compliance with the restrictions and limitations set forth in the Governing Documents of Southern Baptist Evangelists, Inc.: (i) have charge and custody of and be responsible for all property, funds and securities of Southern Baptist Evangelists, Inc.; (ii) receive and acknowledge charitable contributions and give receipts for monies due and payable to Southern Baptist Evangelists, Inc.; (iii) deposit all such monies in the name of Southern Baptist Evangelists, Inc. in such bank, trust companies, and/or other depository(ies) as has been designated by the Board of Directors; and, (iv) in general, perform all the duties incident to the office of Treasurer/Chief Financial Officer and such other duties as from time to time may be assigned to him or her by the President/Chief Executive Officer or by the Board of Directors.

B. In addition to fulfilling the foregoing duties, the Treasurer/Chief Financial Officer shall render to the President/Chief Executive Officer, and to the Board of Directors, at the

regular meetings of the Board of Directors, and when the Chairman of the Board of Directors so requests, an account and written financial report of all of his or her transactions as Treasurer/Chief Financial Officer and an account and written financial report of the financial condition of Southern Baptist Evangelists, Inc.

C. If required by the Board of Directors, the Treasurer/Chief Financial Officer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

5.8 Secretary. A. The Secretary shall, subject to and at all times in compliance with the restrictions and limitations set forth in the Governing Documents of Southern Baptist Evangelists, Inc.: (i) keep and maintain the minutes of all meetings of the Board of Directors and minutes of committees of the Board of Directors exercising any of the authority of the Board of Directors in corporate minute books maintained for that purpose and the Secretary shall provide copies thereof to each Director then serving on the Board of Directors; (ii) confirm that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; (iii) serve as custodian of the corporate records and of the corporate seal of Southern Baptist Evangelists, Inc.; (iv) affix the corporate seal of Southern Baptist Evangelists, Inc. to documents and certify that the corporate seal of Southern Baptist Evangelists, Inc. is properly affixed to all documents that are executed on behalf of Southern Baptist Evangelists, Inc. under its seal as duly authorized by the provisions of these Bylaws; and, (v) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President/Chief Executive Officer or by the Board of Directors. Notwithstanding the foregoing, the corporate seal shall not be required to create a valid and binding obligation of or against Southern Baptist Evangelists, Inc. unless otherwise prescribed by law.

5.9 Assistant Treasurers and Assistant Secretaries. Assistant Treasurers and Assistant Secretaries may, from time to time, be appointed by the Board of Directors, with such duties and for such term of service as the Board of Directors shall by resolution designate. If required by the Board of Directors, the Assistant Treasurer(s) shall give bonds for the faithful discharge of his or her duties in such sums and with such sureties as the Board of Directors shall determine.

5.10 Compensation of Officers. Officers shall not receive any compensation for their services as Officers of Southern Baptist Evangelists, Inc., except as specifically approved by resolution of a majority of the Board of Directors. By resolution of a majority of the Board of Directors, Officers of Southern Baptist Evangelists, Inc. may be reimbursed for their actual reasonable expenses incurred in attending any annual meeting, any regular meeting, any special meeting, or any committee meeting, or other required business of Southern Baptist Evangelists, Inc. or of the Board of Directors, and any actual reasonable business expenses of Southern Baptist Evangelists, Inc. incurred by such person personally in fulfilling his or her duties of office. Nothing herein contained shall be construed to preclude any Officer from serving Southern Baptist Evangelists, Inc. in any other capacity and receiving reasonable compensation therefor.

Section 6.
AGENTS, REPRESENTATIVES, AND MANAGERS

The Board of Directors may engage, compensate, and remove and replace agents, representatives, and managers of Southern Baptist Evangelists, Inc. to perform acts or duties on behalf of Southern Baptist Evangelists, Inc. as the Board of Directors determines proper, and by resolution approved by a majority of the Board of Directors, the Board of Directors may grant to such agents, representatives, and managers such powers and authority as the Board of Directors determines proper, at all times subject to and at all times in compliance with the restrictions and limitations set forth in the Governing Documents of Southern Baptist Evangelists, Inc.

Section 7.
EXECUTIVE COMMITTEE; COMMITTEES; AND ADVISORY COUNCIL

7.1 Executive Committee. A. Southern Baptist Evangelists, Inc. shall have an Executive Committee comprised of the following individuals who shall serve on the Executive Committee, each with one (1) vote: (i) the President/Chief Executive Officer; (ii) the Treasurer/Chief Financial Officer; (iii) the Secretary; (iv) and (v) two (2) other Directors then serving on the Board of Directors of Southern Baptist Evangelists, Inc. as selected by the Chairperson of the Board of Directors (but only during the period of time such person is actually serving on the Board of Directors).

B. At all times subject to and at all times in compliance with the restrictions and limitations set forth in the Governing Documents of Southern Baptist Evangelists, Inc., the Executive Committee shall have and may exercise the powers and authority of the Board of Directors: (i) as specifically delegated by the Board of Directors in a resolution adopted by a majority of the Board of Directors; and, (ii) as specifically delegated by the Members of Southern Baptist Evangelists, Inc. in a resolution adopted by a majority of the Members of Southern Baptist Evangelists, Inc.; and, (iii) as the Executive Committee determines is necessary during intervals between Board of Directors' meetings to deal with emergency matters concerning Southern Baptist Evangelists, Inc. that arise and require immediate attention during intervals between Board of Directors' meetings.

7.2 Other Committees. A. The Board of Directors, by resolution adopted by a majority of the Board of Directors, may designate one or more committees, which committees shall, to the extent provided in said resolution, have and exercise such authority as is delegated by the resolution of the Board of Directors to such committee. The President/Chief Executive Officer, with the approval of the Board of Directors, shall have the right and authority to appoint, and to remove and replace, the members of every such committee.

B. Each such committee shall consist of two (2) or more persons, all of whom shall serve on such committee only during the period of time he or she is actually serving on the Board of Directors.

C. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors of any responsibility imposed on the Board of Directors by law.

D. Any Director(s) and any other person(s) may be removed from any committee by the Board of Directors at any time, with or without cause. Any such removal shall be without prejudice to the contract rights, if any, of the Director(s) or person(s) so removed; provided, however, that the appointment to any committee shall create absolutely no contractual rights in favor of such Director or person.

7.3 Advisory Council. A. An advisory council not having and not exercising any of the powers, authority, responsibility, or duties of the Board of Directors shall be designated by a resolution adopted by a majority of the Board of Directors.

B. The advisory council shall have the responsibility to become and remain familiar with the Affirmations of Accountability of Southern Baptist Evangelists, Inc., and upon request of the Board of Directors, the advisory council shall advise the Board of Directors with respect to such Affirmations of Accountability, including in matters when any Member of Southern Baptist Evangelists, Inc., or any Office or Directors of Southern Baptist Evangelists, Inc. is alleged to have failed to conduct himself or her self in accordance with the Affirmations of Accountability.

C. Except as otherwise provided in these Bylaws or in such resolution, members of each such advisory council need not be Directors of Southern Baptist Evangelists, Inc. The President/Chief Executive Officer with the approval of the Board of Directors, shall have the right and authority to appoint, and to remove and replace, the members of every such advisory council.

D. Any person(s) may be removed from any such advisory council by the Board of Directors at any time, with or without cause. Any such removal shall be without prejudice to the contract rights, if any, of the person(s) so removed; provided, however, that the appointment to any such advisory council shall create absolutely no contractual rights in favor of such person.

7.4 Term of Office. Each member of a committee of the Board of Directors and each member of the advisory council shall serve for the period of time designated by the Board of Directors or, if no period has been designated, until the next annual meeting of the Board of Directors or until his or her successor is appointed, unless the committee or advisory council is terminated, or until such person's death, resignation, retirement, disqualification, or removal by the Board of Directors.

7.5 Chairs. The Board of Directors shall have the right and authority to appoint, and to remove and replace, the Chairperson and the Vice Chairperson of the Board of Directors, and the chairperson and vice chairperson for each committee of the Board of Directors, and for each advisory council.

7.6 Vacancies. Vacancies in the membership of any committee of the Board of Directors or in the membership of any advisory council may be filled by appointments made by

the Board of Directors in the same manner as provided in the case of the original appointments or may be left unfilled, as the Board of Directors determines.

7.7 Quorum; Manner of Acting. Unless otherwise provided in these Bylaws, a majority of the persons then serving on the committee or advisory council shall constitute a quorum, and the act of the majority of the members present at a meeting at which a quorum is present shall be the act of such committee or advisory council.

7.8 Rules. Subject to and at all times in compliance with the restrictions and limitations set forth in the Governing Documents of Southern Baptist Evangelists, Inc., each committee of the Board of Trustees and the advisory council may adopt rules for its own governance consistent with these Bylaws.

Section 8. CONTRACTS, DEPOSITS AND FUNDS

8.1 Contracts. The Board of Directors may by written approval of the Board of Directors as specifically authorized by resolution of a majority of the Board of Directors, authorize any Officer or Officers of Southern Baptist Evangelists, Inc., in addition to the Officers so authorized by these Bylaws, to enter into and execute and deliver any agreement, contract, or other instrument in the name of and on behalf of Southern Baptist Evangelists, Inc., and such authority shall be confined to specific instances, and provided such authority is at all times subject to and at all times in compliance with the restrictions and limitations set forth in the Governing Documents of Southern Baptist Evangelists, Inc.

8.2 Checks, Drafts, and Orders for Payment. All checks, drafts, and orders for the payment of money, notes, or other evidences of indebtedness issued in the name of Southern Baptist Evangelists, Inc. shall be signed by such Officer or Officers of Southern Baptist Evangelists, Inc. and in such manner as shall be determined by resolution of a majority of the Board of Directors, from time to time.

8.3 Deposits. All funds of Southern Baptist Evangelists, Inc. shall be deposited from time to time to the credit of Southern Baptist Evangelists, Inc. in such banks, trust companies, or other depositories as the Board of Directors may designate. The Treasurer/Chief Financial Officer of Southern Baptist Evangelists, Inc. shall have full and unrestricted access to and responsibility for such accounts.

8.4 Gifts. A. Subject to and at all times in compliance with the restrictions and limitations set forth in the Governing Documents of Southern Baptist Evangelists, Inc., the Board of Directors may accept any unrestricted contribution, gift, bequest, or devise for the lawful purposes of Southern Baptist Evangelists, Inc.

B. Any restricted contribution, gift, bequest or devise to Southern Baptist Evangelists, Inc. must be approved in writing by the Board of Directors before acceptance.

8.5 Contracts, Transactions and Business Arrangements Involving Officers and Directors. A. No Member(s), Officer(s) and no Director(s) of Southern Baptist Evangelists, Inc. shall, without the prior approval of the Board of Directors as provided below, be permitted to enter into or maintain any direct or indirect interest in any agreement, contract, transaction, or business arrangement relating to or incidental to the operations of Southern Baptist Evangelists, Inc.; *provided further*, that prior to entering into any agreement, contract, transaction, or business arrangement or taking any action for or on behalf of Southern Baptist Evangelists, Inc. involving any matter in which any Member(s), Officer(s), and/or Director(s) has any direct or indirect interest, whether personally, as an agent, employee, shareholder, officer, trustee, beneficiary, or otherwise, that agreement, contract, transaction, or business arrangement and all material facts concerning same must be brought to the attention of the Board of Directors and all material facts concerning each Member's, Officer's, and each Director's interest in or relating to the agreement, contract, transaction, or business arrangement must be brought to the attention of the Board of Directors and must be approved in writing by the Board of Directors pursuant to the Conflicts of Interest Policy of Southern Baptist Evangelists, Inc.

B. The Board of Directors may approve or disapprove (or defer consideration of) any such proposed agreement, contract, transaction, or business arrangement. Notwithstanding any provision contained herein, no agreement, contract, transaction, or business arrangement shall be taken for or on behalf of Southern Baptist Evangelists, Inc. if such agreement, contract, transaction, or business arrangement would result in the possible loss, denial or revocation of Southern Baptist Evangelists, Inc.'s tax-exemption from Federal income taxation or subject Southern Baptist Evangelists, Inc., or any Member, Officer, or Director of Southern Baptist Evangelists, Inc., or the Board of Directors, to intermediate sanctions under Section 4958 of the Code or the regulations promulgated pursuant thereto, as they now exist or as they may hereafter be amended.

C. Any person or entity with knowledge of these provisions, restrictions, and limitations who deals with any Member, Officer, or Director of Southern Baptist Evangelists, Inc., or with the Board of Directors, shall be charged with the duty to inquire into the authority of the Member, Director, or Director Southern Baptist Evangelists, Inc., or the Board of Directors to enter into and consummate any agreement, contract, transaction, or business arrangement or other action taken or proposed to be taken.

8.6 Investment Policies. Subject to and at all times in compliance with the restrictions and limitations set forth in the Governing Documents of Southern Baptist Evangelists, Inc., Southern Baptist Evangelists, Inc. shall have the right to retain all or any part of any property, real, personal, tangible or intangible, acquired by it in whatever manner, and pursuant to the Governing Documents of Southern Baptist Evangelists, Inc., to invest and reinvest any funds, and hold, sell, hypothecate, or lease any property held by it without being restricted to the class of investments available to trustees by law or any similar restriction; provided, however, that no action shall be taken by or on behalf of Southern Baptist Evangelists, Inc. if such action would result in the in the possible loss, denial or revocation of Southern Baptist Evangelists, Inc.'s tax-exemption from Federal income taxation or subject Southern Baptist Evangelists, Inc., or any Member, Officer, or Director of Southern Baptist Evangelists, Inc., or the Board of Directors, to intermediate sanctions under Section 4958 of the Code or the

regulations promulgated pursuant thereto, as they now exist or as they may hereafter be amended. Subject to and at all times in compliance with the restrictions and limitations set forth in the Governing Documents of Southern Baptist Evangelists, Inc., Southern Baptist Evangelists, Inc. may retain all or any part of any property acquired or held by it regardless of risks, productivity or lack of diversification.

8.7 Exempt Activities. Notwithstanding any other provision of the Governing Documents of Southern Baptist Evangelists, Inc. to the contrary, no Member, no Officer, no Director, no employee, no contractor, and no other agent, representative, or manager of Southern Baptist Evangelists, Inc. shall take any action or carry on any activity by or on behalf of Southern Baptist Evangelists, Inc. that is not permitted to be taken or carried on by an organization exempt from Federal income taxation under Section 501(a) and Section 501(c)(3) of the Code, and the regulations promulgated pursuant thereto, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(a)(1) of the Code or the regulations promulgated pursuant thereto, as they now exist or as they may hereafter be amended, by virtue of being charitable contributions as defined in Section 170(c)(2) of the Code or the regulations promulgated pursuant thereto, as they now exist or as they may hereafter be amended.

Section 9. MISCELLANEOUS

9.1 Books and Records. Southern Baptist Evangelists, Inc. shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and all committees having authority of the Board of Directors.

9.2 Fiscal Year. The fiscal year of Southern Baptist Evangelists, Inc. shall be a calendar year and shall end on December 31.

9.3 Corporate Seal. The Board of Directors may provide for a corporate seal for Southern Baptist Evangelists, Inc. in such form as may be determined by the Board of Directors.

9.4 Voting Shares of Other Corporations. Unless otherwise directed by the Board of Directors, the President/Chief Executive Officer shall have full power and authority on behalf of Southern Baptist Evangelists, Inc. to vote either in person or by proxy at any meeting of shareholders of any corporation in which Southern Baptist Evangelists, Inc. may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, Southern Baptist Evangelists, Inc. might have possessed and exercised if present.

9.5 Amendments to Bylaws; Invalid Provisions. The Bylaws of Southern Baptist Evangelists, Inc., and any amended or restated Bylaws of Southern Baptist Evangelists, Inc., can be amended, restated, or repealed and replaced, only by a resolution approved by a majority of the Members of Southern Baptist Evangelists, Inc. If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as it is possible and reasonable, shall remain valid and operative.

9.6 Amendments to Articles of Incorporation. The Articles of Incorporation of Southern Baptist Evangelists, Inc., and any amended or restated Articles of Incorporation of Southern Baptist Evangelists, Inc., can be amended or restated only by resolution of a majority of the Members of Southern Baptist Evangelists, Inc. In the resolution approving any amendment to or restatement of the Articles of Incorporation of Southern Baptist Evangelists, Inc., the Members shall determine and state the effective date of such amendment to or restatement of the Articles of Incorporation of Southern Baptist Evangelists, Inc.

9.7 Headings. The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

Section 10.
INDEMNIFICATION

10.1 Indemnification. A. Southern Baptist Evangelists, Inc. may, up to the fullest extent permitted by the Georgia Nonprofit Corporation Code, indemnify all past, present, and future Members, Officers, Directors, and the Board of Directors of Southern Baptist Evangelists, Inc., as determined by the Board of Directors of Southern Baptist Evangelists, Inc. in accordance with the Governing Documents of Southern Baptist Evangelists, Inc. and in accordance with the Georgia Nonprofit Corporation Code, as same exists or may hereafter be amended, and in accordance with applicable Federal law.

B. The Board of Directors of Southern Baptist Evangelists, Inc. shall have the right, but not the obligation, to provide that Southern Baptist Evangelists, Inc. may indemnify or partially indemnify any person or entity who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Member of Southern Baptist Evangelists, Inc. or is serving or has served as an Officer or Director of Southern Baptist Evangelists, Inc., to the fullest extent that a Georgia nonprofit corporation may grant indemnification under the Georgia Nonprofit Corporation Code, as same exists or may hereafter be amended, and in accordance with applicable Federal law.

C. In every case, the Board of Directors of Southern Baptist Evangelists, Inc. shall determine whether or not to provide any such indemnification, the amount of such indemnification or partial indemnification, and timing of the disbursement of any such indemnification, and every such determination by the Board of Directors shall be final and binding on all persons seeking such indemnification or partial indemnification for all purposes.

10.2 Advancement of Costs and Expenses. A. If the Board of Directors of Southern Baptist Evangelists, Inc. determines to provide indemnification or partial indemnification to any person or entity, the Board of Directors may, but shall not be obligated to, authorize the advancement of costs and expenses by Southern Baptist Evangelists, Inc. to such person or entity in accordance with the Georgia Nonprofit Corporation Code, as same exists or may hereafter be amended, and in accordance with applicable Federal law.

B. If the Board of Directors determines to provide indemnification or partial indemnification to any person or entity, the Board of Directors may require that the person or

entity seeking indemnification submit to the Board of Directors a written request for indemnification together with such other information and documents as the Board of Directors may require to review such request for indemnification or partial indemnification.

C. No person or entity seeking indemnification shall be entitled to institute any action to seek to require Southern Baptist Evangelists, Inc. to provide indemnification, partial indemnification or the advancement of costs and expenses, or to seek to recover amounts not indemnified or advanced by Southern Baptist Evangelists, Inc. It shall be a complete defense by Southern Baptist Evangelists, Inc. and the Board of Directors to any such action that such indemnification, partial indemnification, or advancement of costs and expenses has not been approved by the Board of Directors of Southern Baptist Evangelists, Inc.

D. The determination by the Board of Directors of Southern Baptist Evangelists, Inc. not to provide indemnification or partial indemnification, or advancement of costs and expenses, or not to provide for the amount of indemnification or partial indemnification or advancement requested in any circumstance shall be final and binding on the person or entity seeking such indemnification, partial indemnification, or advancement of costs and expenses.

10.3 Indemnification for Heirs and Personal Representatives. If the Board of Directors of Southern Baptist Evangelists, Inc. determines to provide any indemnification, or partial indemnification, or any advancement of costs and expenses to any person or entity under the foregoing provisions, then in the event of the death of any natural person for whom such indemnification or partial indemnification or advancement has been approved under the foregoing provisions, the Board of Directors may, but shall not be obligated to, provide such indemnification, partial indemnification or advancement for the benefit of such deceased person's heirs, executors, administrators, or personal representatives.

10.4 Exclusivity. The indemnification rights conferred above shall be exclusive and shall supersede any other rights which any person or entity may have or hereafter acquire under any statute or under the Georgia Nonprofit Corporation Code. The Board of Directors may determine that the grant of permissive indemnification to any person pursuant to these Bylaws may extend to proceedings involving the negligence of any natural person(s).

10.5 Section 4958. Notwithstanding any of the foregoing, no person shall be indemnified pursuant to these provisions of these Bylaws in relation to any tax, excise tax, or penalty assessed or asserted against such person under Section 4958 of the Code or the regulations promulgated pursuant thereto.

10.6 Meaning of the term "Proceeding". As used herein, the term "proceeding" means any threatened or pending, criminal, civil, administrative, arbitative, or investigative action, any appeal in such action, suit, or proceeding, or any official inquiry or investigation that could lead to such an action, suit, or proceeding.

10.7 Exculpation of Officers and Directors For Good Faith Actions. The Board of Directors of Southern Baptist Evangelists, Inc. may, to the fullest extent permitted by applicable law, determine by majority vote of the Board of Directors that no Member, no Officer, and no Director of Southern Baptist Evangelists, Inc. shall be liable to Southern Baptist Evangelists, Inc.

for monetary damages for any act undertaken in good faith and in the best interests of Southern Baptist Evangelists, Inc. in such person's capacity as a Member, or as an Officer or Director of Southern Baptist Evangelists, Inc.; *provided however*, that this provision shall not eliminate or limit the liability of any Member, Officer, or Director of Southern Baptist Evangelists, Inc. for:

A. any breach of such Member's, Officer's, or Director's duty of loyalty to Southern Baptist Evangelists, Inc.;

B. breach of such Member's, Officer's, or Director's fiduciary duty to Southern Baptist Evangelists, Inc.;

C. any misappropriation of funds or property, or any misappropriation of any business opportunity of Southern Baptist Evangelists, Inc.;

D. any act or omission which involves any criminal conduct, intentional misconduct, sexual harassment, or a knowing and intentional violation of the law;

E. any act or omission that was not undertaken in good faith or any act or omission that was not undertaken in the best interests of Southern Baptist Evangelists, Inc.; and,

F. any agreement, contract, transaction or business arrangement from which such Officer or Director, directly or indirectly, received or may receive any improper private benefit.

**Certificate of Adoption of Bylaws of
of Southern Baptist Evangelists, Inc.**

I hereby certify that the foregoing Bylaws of Southern Baptist Evangelists, Inc. were approved by the Board of Directors of Southern Baptist Evangelists, Inc. on the _____ day of _____, 2009.

Secretary, Southern Baptist Evangelists, Inc.

SOUTHERN BAPTIST EVANGELISTS, INC

Conflicts of Interest Policy



Southern Baptist Evangelists, Inc.

Conflicts of Interest Policy

Approved and adopted by the Board of Directors and Members of Southern Baptist Evangelists, Inc. at the Organizational Meeting of Southern Baptist Evangelists, Inc.

Note: This Conflicts of Interest Policy is substantially based on the Internal Revenue Service's recommended Conflicts of Interest Policy found as Appendix A to the Instructions for the Form 1023 Application for Exemption Under Section 501(c)(3) of the Internal Revenue Code.

Article I

Purpose

A. The purpose of this Conflict of Interest Policy ("Conflicts of Interest Policy") is to protect Southern Baptist Evangelists, Inc.'s interest when Southern Baptist Evangelists, Inc. is contemplating entering into a transaction or arrangement that might benefit the private interest of an Director, Officer, or Member of Southern Baptist Evangelists, Inc. or might result in a possible excess benefit transaction.

B. This Conflicts of Interest Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable tax-exempt organizations.

Article II

Definitions

1. Interested Person. Any Director, Officer, or Member, or committee member of Southern Baptist Evangelists, Inc. having or exercising any governing board delegated authority or powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, through investment, or through any family relationship by blood or marriage:

A. an ownership or investment interest in any entity with which Southern Baptist Evangelists, Inc. has a transaction or business arrangement;

B. a compensation arrangement with Southern Baptist Evangelists, Inc. or with any entity or individual with which Southern Baptist Evangelists, Inc. has a transaction or business arrangement; or,

C. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Southern Baptist Evangelists, Inc. is at that time negotiating a transaction or business arrangement.

D. For purposes of the Conflicts of Interest Policy, “compensation” means and includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

E. For purposes of the Conflicts of Interest Policy, “insubstantial” means and includes any direct and indirect remuneration, gift(s), and/or favor(s), the economic value of which is less than Two Hundred Dollars (\$200.00) in any calendar year.

F. For purposes of the Conflicts of Interest Policy, a financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors of Southern Baptist Evangelists, Inc. determines that a conflict of interest actually exists.

Article III

Procedures

1. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the

opportunity to disclose the financial interest and all material facts to the Board of Directors of Southern Baptist Evangelists, Inc. concerning the proposed transaction or business arrangement.

2. Determining Whether a Conflict of Interest Exists.

A. After disclosure of the financial interest and all material facts to the Board of Directors, and after questions and answers by the Board of Directors with the interested person, and after discussion by the Board of Directors with the interested person of the facts concerning the financial interest and all material facts, the interested person shall leave the Board of Directors' meeting while the determination of a conflict of interest is discussed and voted upon by the Board of Directors.

B. If the interested person is a Director, he or she shall completely recuse himself or herself from all deliberations of the Board of Directors on such interested person's the conflict of interest issues, and the remaining members of the Board of Directors shall determine whether or not an actual conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest.

A. An interested person may make a presentation at the Board of Directors' meeting, but after the presentation, such interested person shall leave the Board of Directors' meeting during the discussion of, and during the Board of Directors' vote on, the transaction or business arrangement involving the possible conflict of interest.

B. The Chairperson of the Board of Directors (or his or her designee) shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or proposed business arrangement.

C. After exercising due diligence on the conflict of interest issues, the Board of Directors shall determine whether Southern Baptist Evangelists, Inc. can, with reasonable efforts, obtain a more advantageous transaction or business arrangement from a person or entity that would not give rise to a potential conflict of interest.

D. If a more advantageous transaction or business arrangement is not reasonably possible under circumstances not producing a potential conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested Directors whether or not the transaction or business arrangement is in Southern Baptist Evangelists, Inc.'s best interest, for Southern Baptist Evangelists, Inc.'s own benefit, and whether or not it is fair and reasonable. In conformity with the above determinations the Board of Directors shall make its decision as to whether or not Southern Baptist Evangelists, Inc. will or will not enter into the transaction or business arrangement.

4. Violations of the Conflicts of Interest Policy.

A. If the Board of Directors determines that reasonable cause exists to believe that a Director, Officer, or Member has failed to disclose a potential or an actual conflict of interest to the Board of Directors in accordance with this Conflicts of Interest Policy, the Chairperson of the Board of Directors shall provide such Director, Officer, or Member with written notice of the basis for such belief by the Board of Directors and such written notice shall set forth the procedure by which such individual will be given an opportunity to explain to the Board of Directors the alleged failure to disclose such potential or actual conflict of interest to the Board of Directors, pursuant to this Conflicts of Interest Policy.

B. If, after hearing the individual's response and after making such further investigations as the Board of Directors' deem warranted by the circumstances, the Board of Directors determines that the individual failed to disclose an actual conflict of interest, the Board of Directors shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

A. The Minutes of the Board of Directors meeting shall contain:

(1) The names of all persons who have disclosed to the Board of Directors or who were otherwise found to have a Financial Interest, the nature of the Financial Interest, all action taken by the Board of Directors to determine whether an actual conflict of interest exists or existed, and the Board of Directors' decision as to whether an actual conflict of interest, in fact, exists or existed;

(2) The names of all persons who have disclosed an actual conflict of interest to the Board of Directors or who were otherwise found to have an actual conflict of interest, the nature of the actual conflict of interest, and the action taken by the Board of Directors with respect to such actual conflict of interest.

(3) The name of the interested person and the names of all persons who were present for discussions and all votes relating to the Financial Interest, transaction or business arrangement, and the content of such discussions;

(4) the alternatives to the proposed transaction or business arrangement; and,

(5) a synopsis of the presentation by the interested person to the Board of Directors and a synopsis of all discussions by the Board of Directors concerning the conflict of interest issues, including the Financial Interest, transaction or business arrangement;

(6) the alternatives to the proposed transaction or business arrangement discussed by the Board of Directors; and,

(7) a record of all votes taken in connection with the conflict of interest proceeding.

Article V
Compensation

1. Director's Disqualification From Vote.

A Director serving on the Board of Directors who receives compensation, directly or indirectly, from Southern Baptist Evangelists, Inc for services is precluded from voting on matters pertaining to that individual's compensation.

2. Committee Member's Disqualification From Vote.

A member of any committee of Southern Baptist Evangelists, Inc whose committee jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Southern Baptist Evangelists, Inc for services is precluded from voting on matters pertaining to that individual's compensation.

3. Provision of Information.

No member of the Board of Directors and no member of any committee whose committee jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Southern Baptist Evangelists, Inc., either individually or collectively, is prohibited from providing information or documents to the Board of Directors or to any committee regarding compensation and compensation related matters.

Article VI
Conflicts of Interest Statements

1. Periodic Conflicts of Interest Statements.

Each Director, Officer, and Member of Southern Baptist Evangelists, Inc, shall, at the commencement of his or her term of office or admission to membership, and at such other times

as requested by Southern Baptist Evangelists, Inc., sign and deliver to the Secretary of Southern Baptist Evangelists, Inc. a statement that affirms that such person:

A. has received, read, understands, and agrees to comply with Southern Baptist Evangelists, Inc.'s Conflicts of Interest Policy; and,

B. understands that Southern Baptist Evangelists, Inc. is a charitable religious and educational tax-exempt organization, and in order to maintain Southern Baptist Evangelists, Inc.'s Federal income tax exemption, Southern Baptist Evangelists, Inc. must engage primarily in activities that accomplish one or more of Southern Baptist Evangelists, Inc.'s tax-exempt purposes.

2. Maintaining Conflicts of Interest Statements in Corporate Records

The Secretary of Southern Baptist Evangelists, Inc. shall maintain each signed Conflicts of Interest Statement as a part of Southern Baptist Evangelists, Inc.'s corporate records.

Article VII Periodic Reviews

1. Periodic Reviews.

To ensure that Southern Baptist Evangelists, Inc. operates in a manner consistent with its charitable religious and educational purposes and does not engage in activities that could jeopardize Southern Baptist Evangelists, Inc.'s tax-exempt status, periodic reviews of Southern Baptist Evangelists, Inc. shall be conducted by the Board of Directors, or by an advisor engaged by the Board of Directors to perform such periodic review. The periodic reviews shall, at a minimum, include the following subjects:

A. whether compensation arrangements and benefits provided by Southern Baptist Evangelists, Inc. are reasonable, based on competent and relevant survey information or other information of comparable exempt organizations and the result of arm's length bargaining.

B. whether partnerships, joint ventures, and other arrangements with management organizations conform to Southern Baptist Evangelists, Inc.'s written financial policies, are properly recorded, reflect reasonable investment or payments for goods and services, further Southern Baptist Evangelists, Inc.'s charitable religious and educational purposes and do not result in unlawful inurement, impermissible private benefit, or in an excess benefit transaction.

2. Use of Outside Advisors.

When conducting such periodic reviews, Southern Baptist Evangelists, Inc. may, but need not, use outside advisors. If an outside advisor(s) is used, such advisor's use shall not relieve the Board of Directors of its responsibility to ensure periodic reviews are conducted.

3. Report to Southern Baptist Evangelists, Inc

The Board of Directors shall report the results of each periodic review in writing to the Members and shall respond to all inquiries and requests made by the Members, and promptly undertake and diligently pursue all corrective actions recommended or mandated by the Members.