

Messages of Faith Ministry

Christian Ministry Outreach

By-Laws

Adopted July 15th 2001

Article I

Section 1. The name of this body shall be Messages of Faith Ministry as incorporated under the laws of the state of Nevada on July 15, 2001.

Section 2. The mission of this ministry shall be, to be of help and service to those in need of spiritual and religious guidance and service as a Christian outreach, and affiliation to churches charitable and non-profit organizations, and to persons through the word of God. To create and develop a forum for, faith networking support, and education and training. To form an alliance of trust and relationship between our youth, and professionals, public officials, neighborhoods, communities, law enforcement, and state of Nevada.

(A) Focusing on:

- 1) Christian outreach services
- 2) Ministry strengthening
- 3) Ministry and leadership training and development
- 4) Religious training
- 5) Missions.

(B) Serving, churches, outreach services, non profits, education, and the people as a channel for Christian training, scripture, information and resources from Messages of Faith.

(C) This body has adopted as its articles of faith, the Christian faith and messages through the scriptures and gospels of the Holy Bible, according to our Lord Jesus Christ. Copies of this statement shall be on file and made available upon request.

Article II

A. The principle office of the corporation is, 3009 E. Post Rd.# B, Las Vegas, Nevada 89120, located in Clark County, with a Mailing address of P.O. Box 60215, LV NV 89160-1215. This is declared to be the place of Messages of Faith Ministry office, and used by the founder and president for conducting, scheduling, development, drafting literature, and operation of MOFM.

B. The designation of the county of the corporation's principle office may be changed by amendment of these Bylaws. The Board of Directors may change the principle office from one location to another with the named county by noting the changed address and effective dates below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws.

_____ Dated _____, 20_____

_____ Dated _____, 20_____

- C. The corporation may also have offices at such other places, with or without its state of incorporation, where it is qualified to do MOFM work, as its activities may require, and as the board of directors may, from time to time, designate.

Article III

Objectives, Purposes & Powers

- A. Conducting Christian ministry outreach, praying for the sick, worship, guidance, leadership, subject but not limited to.
- B. Conducting weddings, baptisms, prayer, worship, and bible studies.
- C. Performing child dedications, funerals, visiting the sick and needy.
- D. Distribution of literature, tracts, magazines, scripture cards.
- E. Acquiring, or leasing property and material/equipment, donations, membership, etc, required and needed for ministry outreach activities
- F. Conducting special events, charitable fundraisers, promotions and advertisements, to help the outreach services, and the needy.
- G. To develop standards of conduct, roles and tasks for services and training, and awareness for the needy.
- H. And any other lawful purpose for the growth of this ministry, and to help those in need.

Foundation & Doctrine

- A. The Trinity (glorify the Father, Son, Holy Spirit)
- B. Forgive their sins: John 20:23
- C. Build the ministry, church (the body of Christ) Matt 6:18, Mk 6:15
- D. Go and preach to all nations, the gospel of repentance: Matt 28:18, Mk 6:15
- E. Observe the Holy Communion in remembrance of me till I come: 1 Cor 1:23-26
- F. Feed my sheep: John 21: 17
- G. Wait to receive the Holy Spirit to perform all these: Acts 1:1-8

Foundation Scripture:

- A. I will never leave you or forsake you: Hebrews 13:9
- B. I can do all things through Christ who strengthens me: Philippians 4:13
- C. He heals the brokenhearted and binds up their wounds: Psalm 147:3
- D. Come unto me all ye who are heavy laden, I will give you rest: Matt: 11:28
- E. He who believeth in me hath everlasting life: John 6:47
- F. Keep me safe O God for in you I take refuge: Psalm 16:1
- G. For God has not given us a spirit of fear, but power, love, and a sound mind: Tim.1:7
- H. The Lord is with me always and everywhere I go: Joshua 1:9

Article IV

1. Directors Number and Terms;

(A) The corporation shall have a minimum of four (4) directors and collectively they shall be known as the Board of Directors.

- A. Board of Directors shall consist of officers of the corporation.
- B. Founder and president of the ministry
- C. Family, professionals, educators, pastors, ministries
- D. Persons of the right qualifications, approvals, according to these bylaws
- E. The officers of the corporation shall/may hold the title(s), Founder, President, Vice President, Secretary, Treasurer, Director, other such officer titles may be determined from time to time by the Board of Directors, i.e. CEO, etc.
- F. Any qualified person may serve as an officer of this corporation.
- G. Officers shall be elected by the Founder and/or the Board of Directors, at any time, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.
- H. Each director shall hold office for a period of two years before and until his/her successor qualifies and is elected. Any director may be re-elected to more than one term of office.
- I. The BOD is a volunteer board.

(B) Shall act in behalf of the corporation in the interim of the appointed meetings. It shall fill vacancies among the officers and make a full report of its work at each meeting.

- A. Vacancies of the board shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. Any director may resign upon effectively upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. Directors, and any appointed persons may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.
- B. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation. The directors and officers of this corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state. The corporation is filed as a not for profit.

2. Qualifications;

Directors shall be of the age of majority in this state.

3. Powers;

The activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the President and/or the Board of Directors. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws. Powers bestowed on the President please see Article IV of these bylaws.

4. Duties;

It shall be the duty of the directors to:

- A. Perform any and all fiduciary and other duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- B. Appoint and remove, employ and discharge, and, except as otherwise provided by these bylaws, prescribe the duties and fix compensation, if any, of all, title holders, officers, agents, independent contractors, employees, volunteers of the corporation.
- C. Supervise all, officers, titleholders, advisory members, volunteers, agents, independent contractors, umbrellas, and employees, if any, of the corporation to assure that their duties are performed properly through MOFM.
- D. Meet at such times and places as required by these bylaws.

- E. Register their addresses with the secretary of this Ministry, and notices of meetings mailed, or telegraphed to them at such addresses shall be valid notice thereof.

5. Compensation & Powers;

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. The salary of an officer, if any, shall be fixed from time to time by resolution of the Board of Directors. Directors may adopt a resolution authorizing the purchase and maintenance of insurance if needed on behalf of any agent of the corporation.

1. President- shall be the chief executive officer of the corporation and shall, but subject to the control of the Board of Directors votes. Duties will be to supervise and control the affairs of the corporation, operations, and the activities of officers. Be in charge of overseeing all MOFM works, dba's, trademarks-names/copyrights, organization, promotion and events, banking, training, etc. Shall carry the proxies of such directors as needed and as the authorized capacity of substitute and the function or power authorized to act for another director, or shall name a director to act as such in a necessary manner and matter. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by Articles of incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the board.

2. Vice President –If elected, shall in the absence of the President, or in the event of his or her inability or refusal to act, the Vice-president shall perform all duties of the president. The Vice President shall have other powers and perform such other duties as prescribed by law, by the Articles of Incorporation, or by these Bylaws, or may be prescribed by the Board of Directors.

3. Secretary – Certify and keep at the principle office of the corporation the original, or copy, of these Bylaws as amended or otherwise altered to date. Keep a book of the minutes of all meetings of the directors time an place of holding, whether regular or special, how called, how notice thereof was given, the name of those present. In general perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors. The Secretary may act through the powers/ authorization of the President, if there is no elected Vice President.

4. Treasurer- May have charge and custody of, and be responsible for, funds and securities of the corporation, and deposit all such funds in the name of the corporation, in banks or other depositories as shall be elected by the Board of Directors. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Article V

Meetings;

1. Regular meetings of the Directors shall be held the third Thursday of each month at 6:00 p.m., unless such a day falls on a legal holiday, in which case the regular meeting shall be held at the same hour and place on the next business day. At the regular meeting of directors held during the month of March of every odd number year, directors shall be elected by the Board of Directors. Meeting changes may be established by a majority vote for regular meeting changes, i.e., bi-monthly, quarterly with scheduled calendar dates. Voting for the election of directors shall be by written or straw ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected by the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

- A. Special meetings of the board may be called by the, the president, and secretary, by any two directors.
- B. Such meetings shall be held at the principle office of the corporation.
- C. No notice is needed for regular meetings.
- D. One week notice for special meetings.
- E. A quorum shall consist of a majority of the members of the board.
- F. Such changes of meeting dates, days, times, location, when necessary, shall not be deemed, nor require, an amendment of these Bylaws.

Meetings shall be governed by Rules of Order and Procedure as are adopted by the board, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with the provisions of law.

2. Meetings shall include MOFM works, operations, funding, and discussion, and other events, which in the judgment of the President with the advice of the board shall best promote the purposes of MOFM. Board meetings shall be held as designated by the President. The following shall be the order of business at the board meetings;

- A. Reading of the minutes of previous meetings.
- B. Report of officers, and ministers
- C. Unfinished business
- D. Current status and events of ministry
- E. New business, events, educational training
- F. Advisory board consultation
- G. Adjournment

3. Corporate records, reports and seal;

The corporation shall keep at its principle office:

- A. Minutes of meetings
- B. Adequate and correct books
- C. Records, and records of officers
- D. A copy of the corporations Articles of Incorporation and Bylaws, as amended to date
- E. The Board may adopt, use, and at will alter, a corporate seal
- F. The rights by all board of directors to inspect records.
- G. Inspection rights by agent or attorney and the right to copy and make extracts
- H. Periodic reports to be prepared and delivered within the time limits set by law.

Articles VI

IRC 501 (c) (3) Tax Exemption Provisions;

1. Limitations on Activities, no substantial part of the activities of this corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501 (h) of the Internal Revenue Code) and this corporation shall not participate in, or intervene in (including the publishing of distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Bylaws, this corporation shall not carry on any activities not to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the internal Revenue code.
2. Prohibition against private inurnment, no part of net earnings of this corporation shall inure to the benefit of, or be distributable to its, directors, officers, trustees, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the process of this corporation.
3. Distributions of Assets, Upon the dissolution of this corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of laws of this state.

4. Private foundation requirements and restrictions, in any taxable year in which this corporation is a private foundation as described in Section 509 (a) of the internal revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as to not subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self dealing as defined in section 4941 d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in section 4943 (c) of the Internal revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945 d) of the Internal Revenue Code.

Article VII

Amendment;

Subject to the power of the corporation board to adopt, amend or repeal the Bylaws of this Corporation and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by the approval of the Board of Directors.

Article VIII

Execution of instruments;

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter any contract or execute and deliver any instrument in the name of and in behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or person shall have the power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Deposits;

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts;

The Board of Directors may accept on behalf of the corporation any contribution, donation, sponsorship, gift, bequest, or devise, award, for the non-profit and charitable purposes of this corporation

Article VIII

Construction and terms;

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern. Should any of the provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws of the Articles of Incorporation shall be to the Articles of Incorporation, Articles of MOFM, Certificate of Incorporation, Organization Charter, corporate Charter, or other founding

documents of this corporation filed with an office of this state and used to establish the legal existence of this corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, to corresponding provision of any future federal tax code.

Adoption of Bylaws;

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and do hereby adopt the foregoing Bylaws, any amendments consisting of (7) pages, as the Bylaws of this corporation.

Dated_____

By:_____

By:_____

By:_____

By:_____

By:_____

Certificate of Amendment to Articles of Incorporation of Messages of Faith Ministry

Comes Now, Victoria Campe, Founder/President of Messages of Faith Ministry and certifies that the Messages of Faith Ministry met at a special meeting of the Board of Directors and unanimously voted to amend the, Articles of Incorporation to read as follows:

This organization is organized exclusively for charitable purposes within the meaning of section 501 of the Internal Revenue code.

This organization is organized exclusively for religious purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried out on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal revenue Code of 1986 (or the corresponding provision of future United states internal Revenue law) or (b) by a corporation, contributions to which are deductible under section 170(c)2 of the internal revenue code of 1986 (or corresponding provision of any future United States Internal Revenue law)."

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal revenue Code (or corresponding section of any future federal tax code), or shall be distributed to the federal government for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

Amendments made by corporations must be endorsed and/or filed by the appropriate state official.

The By laws of the corporation requires that the Board of Directors meet and vote on any and all changes to the Articles of Incorporation.

The Board of directors consists of the following members:

Victoria Campe, Phyllis Enriquez, Leah Wilson, Crystal Montes, Patricia Mendez

All Board members unanimously voted to approve this amendment.

By: _____
Victoria Campe, President

By: _____
Secretary or Asst. Secretary