

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE FIRST BAPTIST CHURCH OF BOSSIER**

STATE OF LOUISIANA

PARISH OF BOSSIER

BEFORE ME, came and appeared the Senior Pastor and President of the First Baptist Church of Bossier (hereinafter referred to as the "Church" or "Corporation"), and certified and declared on behalf of the Church and for purposes hereof that:

1.

FIRST: The current name of the Corporation is the First Baptist Church of Bossier.

2.

SECOND: These Amended and Restated Articles of Incorporation accurately copy the Articles and all amendments thereto in effect at the date of this restatement, without substantive change, except as made by the amendments to the Articles contained in these Amended and Restated Articles of Incorporation, as follows:

- A. Article I is amended and restated to reflect the name change of the Church which occurred in 1944, the status of the Corporation as a nonprofit corporation, and that the Corporation is organized on a non-stock basis and its term is perpetual.
- B. Article II is amended and restated to update the purposes of the Church consistent with the Louisiana Nonprofit Corporation Law as provided in La. R.S. 12:203.
- C. Article III is amended and restated to update the powers and authorities of the Church.
- D. Article IV is amended and restated to update the membership qualifications and voting rights thereof.
- E. Article V is amended and restated to update the management of the affairs of the Church.
- F. Article VI is amended and restated to update the process to amend the Articles of Incorporation of the Church.
- G. Article VII is amended and restated to update the process of dissolution of the Church.
- H. Article VIII is amended and restated to update and reaffirm that no members of the Church shall be personally liable for any obligation of this Corporation.

3.

THIRD: That each such amendment has been effected in conformity with law.

4.

FOURTH: That the date of incorporation and filing of the Church's original Articles of Incorporation with the Secretary of State was May 6, 1937, and the First Amendment to the Articles of Incorporation renaming the Corporation from Ardis Memorial Baptist Church to the First Baptist Church of Bossier was subsequently filed with the Secretary of State on March 15, 1944, as shown by a certificate of the Secretary (Exhibit "A") showing that the above-referenced Articles and amendment is on record in the Secretary of State's office as of April 2, 2014. The date of these Amended and Restated Articles of Incorporation is the _____ day of _____, 2014. The Corporation is in good standing with the Secretary of State's office and has remained so to this date.

5.

FIFTH: That the text of the Articles of Incorporation and the First Amendment to the Articles of Incorporation of the Church are hereby amended and restated to read in full as follows:

6.

At a special membership meeting of the First Baptist Church of Bossier on the _____ day of _____, 2014, pursuant to Article VI of the original Articles of Incorporation of this Church, the membership approved by a two-thirds (2/3) vote of the members present (_____ Yeas, _____ Nays), the following Amended and Restated Articles of Incorporation.

Article I is amended and restated to read as follows:

ARTICLE I

The name of this Corporation is the "First Baptist Church of Bossier." It shall be a nonprofit corporation and referred to herein as the "Church" or "Corporation." The Church is organized on a non-stock basis and its duration shall be perpetual.

Article II is amended and restated to read as follows:

ARTICLE II

The primary purpose and objective of the Church is to be a Biblically based community of believers dedicated to impact our world with the good news of Jesus Christ. The Church is committed to seeing the five purposes of worship, fellowship, discipleship, service, and evangelism accomplished through its body both individually and collectively. The purpose of the Church also includes the objective to engage in any lawful activity for which corporations are formed consistent with the primary purpose and objective as set forth above. This Corporation is further organized and shall be operated exclusively for charitable, religious, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and any successor to that provision of the Internal Revenue Code (the "Code").

Article III is amended and restated to read as follows:

ARTICLE III

This Corporation shall be allowed to acquire, own, hold, maintain, operate, construct, erect, purchase, sell, lease as lessee or lessor any and all movables or immovables, corporeal or incorporeal, including but not limited to any and all land, buildings, works, equipment, appurtenances and supplies necessary and convenient or useful for carrying out and accomplishing any or all of the purposes of the Church including, without any limitation whatsoever, the ability to contract,

make loans, grant mortgages, accept and receive gifts or donations, and make gifts and donations of any appropriate kind or character, and take any and all action necessary for the successful operation of the Church as is allowed by law and pursuant to La. R.S. 12:207.

Article IV is amended and restated to read as follows:

ARTICLE IV

Except as otherwise provided in the Articles of Incorporation or the Bylaws of this Church, membership and voting rights in this Church are set forth generally as follows:

Section A: Membership in this Church shall consist of all persons who have met the qualifications for membership and are listed on the membership roll.

Section B: The qualifications of members of this Church are generally as follows: (i) a personal commitment of faith in Jesus Christ for salvation; (ii) baptism by immersion as a testimony of salvation; and (iii) transfer of membership from another Southern Baptist Church or church of like faith and order.

Subsection (1): In an effort to properly reflect the membership of the Church, two rolls will be maintained. These rolls shall be updated periodically.

(a) Active Members: All members who are currently active in the Church.

(b) Inactive Members: (i) members who have become inactive as a result of moving out of the Church's ministry area and have not joined another church; and/or (ii) have not attended in six (6) months or not communicated in any form with the Pastor and/or a ministerial pastor.

(c) Determination: Prior to moving a member to the inactive list every effort will be made by the Pastor and/or ministerial pastors to determine member status.

Section C: Voting Right of Membership. Only active members shall have the right to vote on the following matters: any amendment of the Articles of Incorporation or the Bylaws, the annual budget of the Church, the election of the Leadership Team, the disposition of all or substantially all of the assets of the Church, the merger or dissolution of the Church and the calling or removing of the Senior Pastor. There shall be no proxy voting.

Article V is amended and restated to read as follows:

ARTICLE V

Except as otherwise provided in the Articles of Incorporation or the Bylaws of this Church, the Church shall have its powers to act vested in a Board of Directors, also known as the Leadership Team. The activities, business and affairs of the Church, including but not limited to the affairs listed in Article III above and those powers listed in La. R.S. 12:207, shall be conducted and all corporate authority shall be exercised by or under the direction of the Leadership Team, under the leadership and guidance of the Senior Pastor, who shall serve as the Chairman. The qualifications and rights, including voting rights of the

Leadership Team shall be governed by the Bylaws. The Leadership Team shall take corporate action at regularly scheduled meetings or special meetings called for a particular purpose on behalf of the Church as set forth in the Bylaws. This Team will consist of members completely loyal to the church, Senior Pastor and ministerial pastors and committed to the principles and priorities of the Word of God. The number of persons to serve on the Leadership Team is hereby set at eight (8), which includes the Senior Pastor as Chairman. The term of each member of the Leadership Team (except the Senior Pastor) shall be two (2) years from the date the member is appointed. Each member of the Leadership Team may serve successive terms and shall hold office until a successor has been designated and qualified or until earlier resignation or removal. The initial Leadership Team shall be appointed by the current Senior Pastor, Dr. Brad Jurkovich. Thereafter, all subsequent new members of the Leadership Team shall be recommended by the Senior Pastor and serving members of the Leadership Team for approval by the members of the Church, as set forth in and subject to the Bylaws. Notwithstanding the foregoing authority of the Leadership Team, this Team is not formed for the spiritual oversight of the Church.

Article VI is amended and restated to read as follows:

ARTICLE VI

These articles may be amended by the affirmative vote two-thirds (2/3) of the members present and voting at a meeting regularly called and held for that purpose after thirty (30) days notice to the members in accordance with Article X, Section D below (Notice Requirements). Although one (1) week's notice is required in Article X, Section D below, thirty (30) days notice is required to effect the foregoing matters in this Article.

Article VII is amended and restated to read as follows:

ARTICLE VII

Any dissolution of the Corporation shall be in exact compliance and consistent with the provisions of the Louisiana Nonprofit Corporation Law in regard to nonprofit corporations and the Internal Revenue Code regulations under 501(c)(3). Nothing in these Articles or Bylaws shall be construed in such a manner as to violate the Internal Revenue Code or the Louisiana statutory procedure in effect at the time of dissolution, should the same occur. Any provisions in these Articles which might be so construed shall be severable and not enforceable from the balance of the Articles or Bylaws.

Article VIII is amended and restated to read as follows:

ARTICLE VIII

No member shall be personally liable for any obligation of this Corporation.

Article IX is added as a new Article of the Corporation as follows:

ARTICLE IX

The Leadership Team may adopt Bylaws for the management and regulation of the affairs of the Church as allowed by the Louisiana Nonprofit Corporation Law provided they are approved by the affirmative vote of two-thirds (2/3) of the members present and voting at a meeting regularly called and held for that purpose after thirty (30) days notice to the members in accordance with Article X, Section D below (Notice Requirements). Although one (1) week's notice is required in Article X, Section D below, thirty (30) days notice is required to effect the foregoing matters in this Article.

Article X is added as a new Article of the Corporation as follows:

**ARTICLE X
(Membership Meetings)**

Except as otherwise provided in the Articles of Incorporation or the Bylaws of this Church, membership meetings are set forth generally as follows:

Section A: Place. Meetings of the members shall be held at the First Baptist Church of Bossier or at such other place or places within or outside Louisiana as may be designated from time to time by the Senior Pastor.

Section B: General Meetings. This general meeting shall be the annual membership meeting. The purpose of this meeting shall be to adopt an annual budget. Subject to Section D of this Article, any other proper business may be conducted at this meeting. This general meeting of the members shall be held on the first Sunday in November or such a time as determined by the Senior Pastor.

Section C: Special Meetings. Special meetings may be called at any time by the Senior Pastor or by a recommendation from the majority of the Leadership Team for any purpose by giving notice to the members in accordance with Section D of this Article (Notice Requirements).

Section D: Notice Requirements for Membership Meetings.

Subsection (1): General Requirements. Whenever members are required or permitted to take any action at a meeting affecting the general business of the Church, notice shall be given to members no less than one (1) week prior to a meeting. Notification of membership meeting shall be given in any of the following manners, which shall be deemed to be a reasonable method of calling a membership meeting:

- (a) Distribution of written material to the congregation in attendance at a Sunday Service;
- (b) Announcement of the meeting in the Church newsletter;
- (c) Oral announcement to the congregation at a Sunday Service by the Senior Pastor (or his authorized representative); or
- (d) Delivery by United States mail to each member identified on the active membership roll.

Subsection (2): Oral announcements shall not be sufficient in regard to calling or removing the Senior Pastor.

Subsection (3): No item approved at a membership meeting shall be valid unless the notice requirements of this section are fully and completely satisfied and complied with in all terms.

Section E: Quorum. Those members present and voting at a meeting duly noticed and called shall constitute a quorum of the membership for the transaction of business.

Article XI is added as a new Article of the Corporation as follows:

ARTICLE XI

The location and registered office of the Church is 2810 East Texas Street, Bossier City, Louisiana 71111.

Article XII is added as a new Article of the Corporation as follows:

ARTICLE XII

The registered agent for the Church is William H. Ledbetter, 2285 Benton Road, Ste. D-101, Bossier City, Louisiana 71111.

Article XIII is added as a new Article of the Corporation as follows:

ARTICLE XIII

The Church's federal tax identification number is: _____.

THUS DONE AND PASSED, on the ____ day of _____, 2014, and in the presence of the undersigned competent witnesses, who have signed hereto with the said Appearer and with me, Notary, after due reading of the whole.

WITNESSES:

THE FIRST BAPTIST CHURCH
OF BOSSIER

Printed Name: _____

BY: _____
Printed Name: _____
Title: _____

Printed Name: _____

NOTARY PUBLIC