

**BYLAWS OF
HIGHWAY TABERNACLE OF PRAYER, INC
A NONPROFIT RELIGIOUS CORPORATION**

ARTICLE I PRINCIPAL OFFICE

The principal office for the transaction of the business of HIGHWAY TABERNACLE OF PRAYER, INC is fixed and located in Philadelphia, Pennsylvania. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in the State of Pennsylvania. The Corporation may also have offices at such other places, within or without the State of Pennsylvania, where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate

ARTICLE II MEMBERSHIP

SECTION 1. NO MEMBERS.

The Corporation hereby elects to have no members. Any action which would otherwise require a vote of members shall require only a vote of the members of the Board of Directors, and no meeting or vote of members shall be required for this Corporation, any provision of the Articles of Incorporation of this Corporation or the Bylaws to the contrary notwithstanding. All rights which otherwise would vest in the members shall vest in the Directors.

SECTION 2. CORPORATION IS A CHURCH.

The Corporation is sometimes referred to in these Bylaws as "the Church" in recognition of the principal nonprofit religious purpose for which it was organized.

ARTICLE III DIRECTORS

SECTION 1. POWER.

Subject to any limitations in the Articles of Incorporation of the Corporation, or in these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors, which sometimes herein after shall be referred to as the "Board." The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

SECTION 2. AUTHORIZED NUMBER.

The authorized number of Directors comprising the Board of Directors of the Corporation shall be no less than four. The Directors of the Corporation on the date of adoption of these Bylaws are:

Name Printed:

SECTION 3. PRESIDENT.

The Pastor of the Church shall serve as the President of the Corporation and the Board and shall sometimes hereinafter be referred to as the "Pastor-President."

SECTION 4. ELECTION AND TENURE OF OFFICE.

At each regular meeting of the Board, the Pastor-President shall nominate Directors to hold office until the next regular meeting. The Directors shall have the right to approve the nominations of the President-Pastor.

Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected. Any Director may resign by giving written notice to the Pastor-President; *provided however*, no resignation shall become effective until such time a successor has been nominated by the Pastor-President and approved by the Directors.

SECTION 5. PLACE OF MEETINGS.

Meetings of the Board may be held at any place, within or without the State, which has been designated in the notice of meeting, or, if not stated in the notice or if there is no notice, designated in these Bylaws, or by resolution of the Board.

SECTION 6. REGULAR MEETINGS.

The regular meeting of the Directors shall be held annually. If this day shall be a legal Holiday, then the meeting shall be held on the next succeeding business day, at the same hour. At the regular meeting, the Directors shall elect a Board of Directors for the next year, elect Officers to manage the business of the Corporation for the next year, consider reports of the affairs of the Corporation, and transact such other business as may be properly brought before the meeting.

SECTION 7. SPECIAL MEETING.

Special meetings of the Board of Directors may be called by the Pastor-President, the Vice President, the Secretary, or any two (2) Directors.

SECTION 8. REGULAR MEETINGS - NOTICE.

Regular meetings of the Board of Directors may be held without notice because the time and place of such meeting is fixed in Article III, Section 6 of these Bylaws.

SECTION 9. SPECIAL MEETINGS - NOTICE.

Special meetings of the Board of Directors shall be held upon four (4) days' notice by first class mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph. Neither the Articles of Incorporation nor these Bylaws may dispense with notice of a special meeting. A notice of a special meeting of the Board need not specify the purpose of any special meeting of the Board.

SECTION 10. WAIVER OF NOTICE.

Notice of a meeting need not be given to any Director who signs a waiver of notice or a notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the Corporate records or made a part of the minutes of the meeting.

SECTION 11. DIRECTORS ACTING WITHOUT A MEETING BY UNANIMOUS WRITTEN CONSENT

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors.

SECTION 12. NOTICE OF ADJOURNMENT.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 13. DEADLOCK.

In the case where the Board shall, by reason of deadlock, (whether because an even number of Directors is seated on the Board, or because certain Directors are absent even though a quorum is present, or because of abstention, or for any other reason), be unable to reach a conclusive vote on any issue before the Board, then, in

such instance, the Pastor-President shall cast a ballot, which shall be known as a "majority ballot", so that an official act or decision may be taken by the Board. If the Pastor-President also serves as a Director of the Corporation, the majority ballot shall be cast in addition to the regular Director's vote cast by the Pastor-President.

SECTION 14. VETO.

The Pastor-President, charged in his capacity as President with the supervision, direction, and control of the business of the Corporation, shall in his sole discretion be empowered to veto any resolution of the Board which the Pastor-President shall determine is not in the best financial or operational interests of the Corporation or not in furtherance of the nonprofit religious purposes of the Corporation, and such vetoed resolution shall thenceforth be null, void, and of none effect.

No resolution of the Board of Directors removing a Director or Directors pursuant to Article III, Section 19 shall become effective unless signed by the Pastor-President. No resolution of the Board of Directors removing an Officer or Officers pursuant to Article IV, Section 4 shall become effective unless signed by the Pastor-President.

SECTION 15. QUORUM.

One-half of the number of, but not less than four, Directors authorized in these Bylaws constitutes a quorum of the Board for the transaction of business. Every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. Neither the Articles of Incorporation of the Corporation nor these Bylaws may provide that a lesser vote than the majority of the Directors present at a meeting is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting or by such greater number as is required by the Articles of Incorporation of the Corporation.

The provisions of this Section 15 apply also to committees of the Board and Incorporators and action by such committees and Incorporator, *mutatis mutandis*.

SECTION 16. USE OF CONFERENCE TELEPHONE.

Members of the Board may participate in a meeting through the use of a conference telephone or similar communications equipment, so long as all member participating in such meeting can hear one another. Participation in a meeting pursuant to this Section 16 constitutes presence in person at such meeting.

SECTION 17. EVALUATION AND COMPENSATION:

The Board of Directors/Directors will annually or at periodic times perform and review compensation packages for permanent and volunteer staff.

SECTION 18. COMPENSATION OF DIRECTORS.

Directors, as such, shall not receive any salary, or other compensation for their services. The Church may reimburse Directors for substantiated expenses reasonably incurred by Directors on behalf of the Church. Nothing contained herein shall be construed to preclude any Directors from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 19. EXECUTIVE AND OTHER COMMITTEES.

The Board may, by resolution adopted by a majority of the number of Directors then in office, provided that a quorum is present, create one (1) or more committees, each consisting of two (2) or more Directors, to serve at

the pleasure of the Board. Appointments to such committees shall be by a majority vote of the Directors then in office. The Board may appoint (1) or more Directors as alternate members of the committee, or may replace any absent member at any meeting of the Board. The Board may not delegate any of the following responsibilities to any committee:

- The filling of vacancies on the Board or any committee.
- The amendment or repeal of Bylaws or adoption of new Bylaws.
- The amendment or repeal of any resolution of the Board which by its express terms may not be so amended or repealed.
- The appointment of committees of the Board or members thereof.

SECTION 20. REMOVAL OF A DIRECTOR FOR OR WITHOUT CAUSE

For cause: The Board may declare vacant the office of a Director who has been convicted of a felony; or found, based on the Director's personal admission, the testimony of 2 eyewitnesses of good character, or unambiguous authentic photographic or written evidence, to have committed any of the following offenses: (1) use of illegal drugs, (2) chronic alcoholism, (3) adultery or fornication, or (4) theft of church funds.

Without Cause: Any or all Directors may be removed without cause if such removal is approved or ratified by the affirmative vote of a majority of the votes represented and voting at a duly held meeting of Directors at which a quorum is present, subject, however, to the provision of Article III Section 14 of these Bylaws.

SECTION 21. FILLING VACANCIES ON THE BOARD.

Vacancies on the Board may be filled by the nomination of the Pastor-President and the approval of the majority of Directors then in office, whether or not less than a quorum.

SECTION 22. INDEMNIFICATION.

The Corporation shall, to the maximum extent permitted by Pennsylvania Corporation law, indemnify each of its agents against expenses, judgments, fines, settlement, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the Corporation. For purposes of this Article, an "agent" of the Corporation includes any person who is or was a Director, Officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee or agent of a corporation which was predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation.

SECTION 23. NONASSESSABILITY.

The private property of the Directors and Officers of the Corporation shall be non assessable and shall not be subject to the payment any corporate debts, nor shall the Directors or Officers of the Corporation become individually liable or responsible for any debts or liabilities of the Corporation.

ARTICLE IV OFFICERS

SECTION 1. OFFICERS.

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other Officers as may be appointed in accordance with the provisions of these Bylaws. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Pastor-President of the Corporation.

SECTION 2. ELECTIONS.

The officers of the Corporation, except such officers as may be otherwise appointed in accordance with the provisions of these Bylaws, shall be chosen annually by the Board of Directors, and each shall hold office until such officer shall resign or shall be revoked or otherwise disqualified to serve, or a successor shall be elected.

SECTION 3. SUBORDINATE OFFICERS.

The Board of Directors may appoint, or may confer on any Officer of the Corporation the right to appoint, such other officers as the business of the Corporation may require, each of whom shall hold offices for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

SECTION 4. REMOVAL AND RESIGNATION.

Any Officer may be removed with or without cause by a majority of the Directors at the time in office at any regular or special meeting of the Board of Directors, or, except in the case of an Officer chosen by the Board of Directors, by any Officer upon whom such power of removal may be conferred by the Board of Directors, subject to Article III Section 14 of these Bylaws.

Any Officers may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to such office.

SECTION 5. PASTOR-PRESIDENT.

The Pastor of the Church shall serve as the President. The Pastor-President shall be the Chief Executive Officer of the Corporation, and shall have general supervision, direction and control of the business and Officers of the Corporation. The Pastor-President shall determine the general policies and best financial and operating interests of the Corporation, and shall be vested with the authority to determine and further the nonprofit religious purpose of the Corporation. The Pastor-President shall preside at all meetings of the Board of Directors, shall be an ex officio member of all the standing committees, including the Executive Committee, and shall have the general powers and duties of management usually vested in the office of Pastor-President of a Corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws.

The Pastor may designate a successor Pastor. In the absence of other written designation of a successor Pastor, the wife of the Pastor (or in the case of an unmarried Pastor, the Vice President) shall become the successor Pastor, and this paragraph shall be deemed written designation of same.

The Pastor shall have general oversight of all spiritual matters concerning the Church, according to the Holy Scriptures. The Pastor shall function as shepherd, teacher, and leader for the Church.

In the event the Pastor-President should voluntarily choose to resign, he shall provide the Church with written notice at least three (3) months in advance of the effective date of the resignation. The Church will pay the Pastor-President for ninety (90) days following the date of his resignation.

In event of the death or resignation of the Pastor without the written designation (actual or deemed) of a successor Pastor, a special committee of the Board of Directors shall recruit a qualified candidate to become Pastor.

The Pastor-President of the Corporation on the date of the adoption of these Bylaws is Bishop Eugene Malone Porterfield, Sr..

SECTION 6. VICE PRESIDENTS.

In the absence, (other than on vacation or on the business of the Corporation) or disability (if the same continues longer than six (6) months) of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, (except those powers enumerated in Article III, Sections 13 and 14), and

be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or these Bylaws.

SECTION 7. SECRETARY.

The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of Directors with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at meetings of the Board of Directors and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by these Bylaws or by law to be given, and shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of the Bylaws.

SECTION 8. ASSISTANT SECRETARY.

In the absence or disability of the Secretary, the Assistant Secretary appointed by the Board shall perform all the duties of the Secretary, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the Secretary. The Assistant Secretary shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or by these Bylaws.

SECTION 9. TREASURER.

The Treasurer shall keep and maintain, or cause to be kept and maintained, full and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all reasonable times be open to inspection by the Directors.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, shall render to the Pastor-President and Directors, whenever they request it, an account of all of his transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE V

CORPORATE RECORDS AND REPORTS

SECTION 1. RECORDS.

The Corporation shall keep:

Adequate and correct books, records, and accounts; and
Minutes of the proceedings of its Board, and committees of the Board.

Minutes shall be kept in written form. Other books and records shall be kept in written form, or in any other form capable of being converted into written form.

SECTION 2. CHECKS, DRAFTS, INDEBTEDNESS.

All checks, drafts, or other order for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to corporation, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument may be signed by either the Pastor-President or the Treasurer of the Corporation.

SECTION 3. CONTRACTS, OTHER INSTRUMENTS -- HOW EXECUTED.

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any Officer or Officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances. Unless so authorized by the Board

of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

SECTION 4. AMENDMENTS TO BYLAWS

The Board of Directors may adopt, amend, or repeal the Bylaws by a two-thirds (2/3) majority vote of the Directors in which the Pastor-President of the Corporation casts an affirmative vote.

ARTICLE VI **CHURCH POLITY, DISCIPLINE, NON-PROFIT PURPOSES**

SECTION 1. ECCLESIASTICAL TRIBUNAL

The highest ecclesiastical tribunal within this Church shall be the Pastor and the Elders of the Church (the "Ecclesiastical Tribunal"). The Ecclesiastical Tribunal shall be the express and final arbiter of ecclesiastical polity, doctrine, church discipline, and questions of church property, and shall make the final decision with respect to any other matter which shall arise concerning the Church, its internal workings, and its governance in every respect. The Ecclesiastical Tribunal in its acts under this section, and in deciding any dispute or issue hereunder, shall use the standards

of: (1) the best financial and operating interests of the Corporation in light of the Holy Bible and the tenets of faith of this Church; and (2) the furtherance of the religious purposes of the Corporation as they shall be apparent to the Directors according to the teachings of the Holy Bible. This Section 1 of Article VI of the Bylaws may not be altered or amended except by a two-thirds (2/3) majority vote of the Directors in which the Pastor-President of the Corporation casts an affirmative vote. The Holy Bible referred to in these Bylaws is the King James Version of the Old and New Testament of the Christian faith, or any later translation which may be adopted or used by the Ecclesiastical Tribunal from time to time.

SECTION 2. CHURCH DISPUTES AND DISCIPLINE.

In any case where a dispute or question regarding ecclesiastical polity, religious doctrine, governance of the church, or church property arises concerning any congregant, visitor, or other person who is ministered to during religious services held by the Corporation, or at other times, the Ecclesiastical Tribunal shall decide any such dispute or question by majority vote, whether such dispute shall be between two or more persons attending any religious service held by the Corporation, between any number of such persons and any Officer or Director of the Corporation, or between any number of such persons and the Corporation.

Any person deemed by the Ecclesiastical Tribunal to: (1) pose a physical or psychological threat to any person or to the Corporation; (2) be in substantial disagreement with the doctrine and interpretation of the Holy Bible espoused by the Church; shall be considered a trespasser on Church property and may be ejected summarily. In the event that the Ecclesiastical Tribunal considers any person to pose an eminent threat to themselves or others, they shall notify the appropriate authorities in accordance with the law.

The Ecclesiastical Tribunal may take any action it shall deem necessary according to the teachings of the Holy Bible with respect to any congregant, visitor, or other person who may attend religious services of the Church or who may seek to avail himself or herself of the ministry or outreaches of the Church.

Such action may include, but is not limited to, suspension of the right, temporarily or permanently, to attend the religious services of the Church. Reasons for such action may include, but are not limited to, strife, rebellion, gossip, backbiting, and in general, other displays of pride and intractability with regard to Church teaching and authority; or any other conduct not in accord with the teachings of the Holy Bible. The Church provides instruction in the teachings of the Holy Bible to those who wish to follow the particular doctrines espoused by this Church. Persons who wish to follow other doctrines espoused by other churches may do so at any time, and the Board feels that the appropriate place for such activity is at such other churches, in order to preserve the unity of this church according to the precepts of the Holy Bible.

SECTION 3. NONPROFIT RELIGIOUS PURPOSES.

The Corporation is a church, and in addition may choose to operate a school, a publishing division, a division that distributes charitable merchandise, and any other divisions that further the religious purposes of the Corporation.

The property of the corporation is irrevocably dedicated to nonprofit religious purposes.

No part of the net earnings of the corporation shall inure to the benefit of its directors, officers, private shareholders, or to any other individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the nonprofit religious purposes of the corporation.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Upon the winding up and dissolution of the corporation, the Board of Directors shall, after paying or adequately providing for all the debts, obligations, and liabilities of the Corporation, distribute the remaining assets of the corporation exclusively for the nonprofit religious purposes of the corporation in such manner as the Board of Directors shall in its sole discretion determine, or shall distribute the remaining assets of the corporation to such organization or organizations which are organized and operated exclusively for the nonprofit religious purposes of the corporation and which are tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"), as the Board of Directors in its sole discretion shall determine.

In furtherance of its religious nonprofit tax exempt purposes, the corporation shall have the power and authority to (i) do all acts, perform all functions, and carry on all activities permitted by the nonprofit corporation laws of the State of Pennsylvania, or of any other State in which the Corporation, (ii) exercise all powers and rights enjoyed by corporations generally in the State of Pennsylvania and in any other State in which the corporation is qualified to act, so long as the exercise of such powers is not specifically prohibited for nonprofit religious corporations and (iii) exercise such incidental powers as may reasonably be necessary to carry out the purposes for which the Corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a religious organization as set forth in Section 501 (c)(3) of the Code.

Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in full adherence of the nonprofit religious purposes of the corporation, and the corporation shall not carry on any activity not permitted to be called on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or under the corresponding section of any future United States revenue law; or (b) by a corporation, contributions to which are deductible under 170(b)(1)(A)(i) of the Code, or the corresponding section of any future United States revenue law.

ARTICLE VII ELDERS AND DEACONS

SECTION 1. ELDERS AND DEACONS.

Elders and/or deacons may be chosen by the Pastor from those attending the religious services held by the church who meet the Scriptural qualifications therefore. Elders and deacons shall serve at the pleasure of the Pastor, and shall carry out duties in the Church as they are directed by the Pastor. Such duties may include, but are not limited to, assistance in discipling new converts, prayer for the sick, encouragement and development of spiritual gifts and ministries in the Church, and assistance in the ministration of the sacraments of the Church. The number and term of office of Elders and Deacons shall be set by the Pastor. Neither Elder nor Deacons shall have any vote on the Board of Directors.

ARTICLE VIII MINISTERS

SECTION 1. ORDINATION AND LICENSING.

The Pastor may ordain and/or license ministers of the Gospel after first examining the applicant's background, moral and religious character, and the course of study pursued by the applicant. Final determination shall be in the sole discretion of the Pastor. Ordination and licensing of ministers shall be according to the regulations set by the Pastor from time to time.

SECTION 2. SUSPENSION AND DEFROCKING.

The Pastor shall have the sole authority to suspend any minister for conduct not in accord with the teachings of the Holy Bible, such determination being in the Pastor's sole discretion. The Pastor shall give written notice of any suspension to such minister along with the details of such suspension, including the time period of the suspension and reason therefor.

The Pastor shall have the authority to recommend for defrockment any minister that (i) has been convicted of a felony; (ii) have been found, based on the minister's personal admission, the testimony of 2 eyewitnesses of good character, or unambiguous authentic photographic or written evidence, to have committed any of the following offenses: (A) use of illegal drugs, (B) chronic alcoholism, (C) adultery or fornication, or (D) theft of church funds; or (iii) has acted in substantial contradiction to the teachings of the Holy Bible, such determination being in the Pastor's sole discretion.

ARTICLE IX

SCHOOLS AND ASSOCIATE CHURCHES

SECTION 1. AUTHORITY TO CREATE SCHOOL.

The Corporation may establish a Bible school, Christian elementary, middle, or high school, or a Christian daycare center. Any school established by the Corporation shall be operated in all respects in compliance with the rule and regulations of the Code applicable to the Church's federal tax exemption. If the Corporation establishes a school, the Board of Directors shall establish rules and regulations pertaining to its operation.

Any school operated by this corporation shall admit students of any race, color, national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. The school shall not discriminate on the basis of race, color, national or ethnic origin in administration of its education policies, admissions policies, scholarship and loan programs, athletic programs, or other school administered programs.

SECTION 2. AUTHORITY TO CREATE ASSOCIATE CHURCHES.

The Corporation may accept separately incorporated and exempt churches as Associate Churches under this Article IX. Each such Associate Church must adopt a form of Bylaws as specified by the Board of Directors of the Corporation. The Bylaws of an Associate Church may not be repealed, changed or altered without the written consent of the Corporation. The Pastor shall have oversight of all Associate Churches operating according to this Article IX.

Every Associate Church organized and operated according to this Article IX shall provide regular quarterly financial reports to the Treasurer of the Corporation. Such reports shall be in standard accounting form, and if unaudited, shall be certified as true by the Pastor-President and Treasurer of such Associate Church.

If the Church accepts any Associate Churches under this Article IX, the Board of Directors, with the approval of the Pastor-President, shall establish rules, regulation and policies pertaining to the Church's rights and responsibilities in connection to the Associate Churches.

SECTION 3. TERMINATION OF STATUS OF ASSOCIATE CHURCHES.

The Corporation shall have the right to terminate the Associate status of any Associate Church at any time and for any reason, including but not limited to, doctrinal differences, financial irregularities, repolling deficiencies, or changes in financial condition.

ARTICLE X CONFLICT OF INTEREST

SECTION 1. CONFLICT OF INTEREST.

Any director, officer, or key employee who has an interest in a contract, salary negotiation, or other transaction presented to the Board of Directors or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board of Directors or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy five (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor exert his personal influence regarding, nor participate in (other than to present factual information or to respond to questions) the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation (where applicable), and whether a quorum was present.

ARTICLE XI AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT OF BYLAWS.

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting of the Board of Directors. At least seven (7) day written advance notice of said meeting shall be given to each member of the Board of Directors.

Dated this...

CERTIFICATE

IN WITNESS WHEREOF, we the members of the Board of Directors Highway Tabernacle of Prayer thereby adopt the above bylaws and affix our signatures.