

ARTICLES
OF
AMENDMENT AND RESTATEMENT OF CHARTER
OF
LIFE CHURCH CALVERT
(A Religious Corporation)

Upon Resolution of the Trustees advising adoption hereof and upon a majority vote of the adult members present at the meeting duly called and for which notice was given in accordance with §5-308(c), Corporations and Associations Article of the Maryland Code, the Articles of Incorporation of **LIFE CHURCH CALVERT**, a religious corporation, are hereby Amended and Restated, by the execution and filing of these articles.

ARTICLE ONE
Name

The name of the corporation shall continue to be **LIFE CHURCH CALVERT**.

ARTICLE TWO
Mission Statement

We Exist

To Love God, Love People, and Make Disciples of Jesus Christ

ARTICLE THREE
Non-Stock Corporation

LIFE CHURCH CALVERT is a Non-Stock Corporation and as such it shall have no authority to capital stock.

ARTICLE FOUR
Purposes

Consistent with the **Mission** of **LIFE CHURCH CALVERT**: to Love the Lord our God with all of our heart, with all of our soul, with all our strength, and with all of our mind; to love our neighbors as ourselves; and to make disciples of all nations, baptizing them in the name of the Father and of the Son and of the Holy Spirit and teaching them to obey everything Jesus

Christ has commanded, the purposes for which **LIFE CHURCH CALVERT** is formed are:

- 1. Worship and Glorification of God:** The primary purpose of the Church is to worship and glorify God in spirit and in truth, recognizing His sovereignty and majesty.
- 2. Evangelism and Discipleship:** The Church is dedicated to spreading the Gospel of Jesus Christ and making disciples of all nations, teaching them to obey His commandments.
- 3. Christian Fellowship:** The Church seeks to foster a community of believers who support and encourage one another in faith, love, and good works.
- 4. Spiritual Growth:** The Church is committed to facilitating spiritual growth and maturity among its members through biblical teaching, prayer, and the work of the Holy Spirit.
- 5. Compassion and Loving Our Neighbors:** In obedience to Christ's command to love our neighbors, the Church shall engage in acts of compassion and mercy to alleviate human suffering and promote righteousness. The Church recognizes its responsibility to be a positive influence in the community, addressing physical, emotional, and spiritual needs through various outreach programs.
- 6. Ordinances:** The Church shall observe the ordinances instituted by Christ, water baptism and the Lord's Supper (communion).
- 7. Unity of Believers:** The Church shall strive for the unity of the Body of Christ, seeking to maintain the bond of peace and working towards reconciliation among believers.
- 8. Generally:** To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objectives, or the furtherance of any of the powers herein set forth, either alone or in association with others, and incidental to or pertaining to, or growing out of, or connected with, its business or powers, provided the same are not inconsistent with the laws of the State of Maryland.

Nothing herein contained shall be deemed or construed as authorizing, or permitting, or purporting to authorize or permit the corporation to carry on business, exercise any power, or do any act which the religious corporation may not, under the general laws of the State of Maryland, lawfully carry on, exercise, or do.

The provisions in **ARTICLE FOUR Purposes** and **ARTICLE FIVE Powers** are to be construed both as purposes and powers and shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of said Articles or any other Article, but each of the purposes and powers, and the specifications herein contained of the purposes and powers are not intended to be, and shall not be held to be, in limitation of the general powers of religious corporations, or in limitation of the powers granted to religious corporations under the laws of the State of Maryland, but are intended to be, and shall be held to be, in furtherance thereof.

ARTICLE FIVE

Powers

The Trustees have the power to:

- (1) Have perpetual existence under the name **LIFE CHURCH CALVERT**;
- (2) Purchase, take, or acquire by gift, bequest, or in any other manner and hold any interest in any assets in the State;
- (3) Use, lease, mortgage, sell, or convey the assets in the manner that the trustees consider most conducive to the interest of **LIFE CHURCH CALVERT**;
- (4) Generally manage any assets of **LIFE CHURCH CALVERT**; and
- (5) Adopt rules and ordinances for conducting their affairs as necessary and convenient to accomplish the purpose of **LIFE CHURCH CALVERT**, including:
 - (i) Appointing the time and place of a meeting of its members; and
 - (ii) Determining the number of members necessary to constitute a quorum.

Instruments prohibiting sale, mortgage, or other disposition. -- The provisions of this section do not authorize any sale, mortgage, or other disposition of any asset of the religious corporation which is held under an instrument prohibiting that sale, mortgage, or other disposition.

By resolution, the trustees may authorize one or more of their members to:

- (1) Execute any instrument required to be executed by the trustees, including any deed, mortgage, or other conveyance of assets which are to be sold, transferred, or encumbered; and
- (2) Attest and affix to the instrument the corporate seal, if any.

ARTICLE SIX

Board of Trustees & Leadership Council

There shall be both a Board of Trustees and a Leadership Council. The affairs of **LIFE CHURCH CALVERT** shall be vested in a Board of Trustees and a Leadership Council, with the Board of Trustees to function in the capacity akin to that of a corporate board of directors, otherwise consistent with Subtitle 3. Religious Corporations, Corporations and Associations Article, Maryland Code, and with the Leadership Council to be responsible for the day-to-day operations and the principles of faith, generally.

ARTICLE SEVEN

Trustees

Number of Trustees:

There shall be Seven (7) Trustees, Six (6) of whom shall be elected and One (1) of whom shall be the Senior Pastor. The By-Laws of **LIFE CHURCH CALVERT** may provide for the number of Trustees to be increased or decreased, provided however, that the number of Trustees shall not be less than Five (5), Four (4) of whom shall be elected and One (1) of whom shall be

the Senior Pastor.

Terms of Trustees:

The Six (6) elected Trustees shall serve for staggered terms of Three (3) years. Upon the first Annual Meeting of the membership of **LIFE CHURCH CALVERT**, following the execution and filing of these Articles of Amendment and Restatement of Charter of **LIFE CHURCH CALVERT**, Two (2) Trustees shall be elected for a term of Three (3) years, Two (2) Trustees shall be elected for a term of Two (2) years and Two (2) Trustees shall be elected for a term of One (1) year. Thereafter at each successive Annual Meeting of the membership of **LIFE CHURCH CALVERT**, Two (2) Trustees shall be elected for a term of Three (3) years. The terms of Trustees shall coincide with the Annual Meeting of the membership. The By-Laws of **LIFE CHURCH CALVERT** may provide for different terms for the Trustees, provided however, the terms of the Trustees shall not be less than one year.

Trustee Qualifications:

Trustees shall be at least Twenty-One (21) years of age and shall have been a member of **LIFE CHURCH CALVERT** for a period of at least two (2) years and shall be a Qualified Voting Member. No person shall serve as a Trustee for more than two (2) consecutive terms. No person shall serve as a Trustee for more than a total of four (4) terms.

Election of Trustees:

Trustees shall be elected by a majority vote of the Qualified Voting Members at the Annual Meeting of the membership of **LIFE CHURCH CALVERT**.

ARTICLE EIGHT
Leadership Council

The Leadership Council shall, generally, be charged: with the day-to-day operations of **LIFE CHURCH CALVERT** and with all matters of faith and with the exercise of all pastoral functions, including but not limited to:

1. Spiritual Oversight:

- a. Pray for the spiritual well-being of the congregation.
- b. Support and encourage the spiritual growth of the church members.
- c. Provide guidance on matters of faith and doctrine.

2. Church Operations:

- a. Collaborate with the Elders/Pastors in decision-making and planning.
- b. Oversee the day-to-day operations of the church, including but not limited to worship services, ministries, and events.
- c. Review and present the church budget to the Board of Trustees for approval.

3. Leadership Development:

- a. Identify, recruit, and support potential leaders within the church.
- b. Facilitate leadership training programs and initiatives.

4. Conflict Resolution:

- a. Address conflicts within the church in a biblical and loving manner.
- b. Seek resolution through prayer, mediation, and reconciliation.

Composition of Leadership Council: The Leadership Council shall be composed of the offices of President, Vice President, Treasurer, and Secretary, together with Leadership Team Members.

1. President - the Senior Pastor of **LIFE CHURCH CALVERT** shall be the President of the Leadership Council. The President shall preside at all meetings of the Leadership Council.

2. Vice President – shall be an Elder of **LIFE CHURCH CALVERT**, appointed by the Leadership Council and confirmed by the Board of Trustees. The Vice-President shall serve in the absence or inability of the President.

3. Treasurer – shall be a Qualified Voting Member, appointed by the Leadership Council and confirmed by the Board of Trustees. The Treasurer shall: (a) have charge of and custody of all financial holdings, funds and securities of **LIFE CHURCH CALVERT**; (b) be responsible for the safe-keeping all financial holdings, funds and securities of **LIFE CHURCH CALVERT**; (c) shall receive all monies paid to, and/or received by **LIFE CHURCH CALVERT**; (d) shall deposit all such monies and financial assets in the name of **LIFE CHURCH CALVERT** in a bank or other federally insured financial institution as approved by the Board of Trustees. The Treasurer shall not have the authority to sign checks, make withdrawals, transfer funds, or the like, on behalf of **LIFE CHURCH CALVERT**.

4. Secretary - shall be a Qualified Voting Member, appointed by the Leadership Council and confirmed by the Board of Trustees. The Secretary: shall keep minutes of the meetings of the Leadership Council; shall issue all notices as may be required to be made to the Members; shall keep a register of names and addresses of all Members who may provide such information; shall be the custodian, and shall keep a record of, the Voting Members of **LIFE CHURCH CALVERT**, together with all executed voter registration forms; and, shall, generally, serve as the custodian of all records of **LIFE CHURCH CALVERT**, with the exception of the records required to be recorded in the **Record Book** or otherwise kept by the Secretary of the Board of Trustees.

5. Leadership Team Member – shall be a Qualified Voting Member, appointed by the Leadership Council to serve in any capacity as may be established, without any requirement for approval or confirmation by the Board of the Trustees.

ARTICLE NINE

Members

Qualified Voting Members:

Any member of **LIFE CHURCH CALVERT** who is at least Eighteen (18) years of age and who has been attending **LIFE CHURCH CALVERT** for a period of at least Six (6) Months and who shall have attended at least seventy-five (75%) percent of the Sunday services in person, or on-line, may register to be a Qualified Voting Member of Life Church. Members shall

register by completing a “registration form”: (1) which shall be approved by the Board of Trustees; (2) which shall require the members name, address, phone number and email address or other contact information; (3) which may provide for matters of notice, attendance, and voting at Annual Meetings and Special Meetings, and; (4) which shall require an affirmation as to eligibility and an affirmation of faith.

Annual Meeting of the Membership:

The inaugural Annual Meeting of the Membership shall be held on the fourth (4th) Monday of February 2024 at 7:00 p.m. The Annual Meeting of the Membership shall be held on the fourth (4th) Monday of February at 7:00 p.m. each year thereafter, subject however to change of date and time pursuant to the **LIFE CHURCH CALVERT BY-LAWS**.

ARTICLE TEN

Principal address.

The principal address of **LIFE CHURCH CALVERT** shall be 35 Cox Road, Huntingtown, MD 20678.

ARTICLE ELEVEN

Duration

The duration of **LIFE CHURCH CALVERT** shall be perpetual.

ARTICLE TWELVE

Resident agent.

The name and address of the resident agent of **LIFE CHURCH CALVERT** shall be:

SCOTT BAKER, 3640 Ponds Wood Drive, Chesapeake Beach, MD 20732

ARTICLE THIRTEEN

501(c)(3) Corporation

LIFE CHURCH CALVERT is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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

other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE FOURTEEN

Dissolution

Upon dissolution of **LIFE CHURCH CALVERT**, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

ATTESTATION

IN WITNESS WHEREOF, these **ARTICLES OF AMENDMENT AND RESTATEMENT OF CHARTER OF LIFE CHURCH CALVERT** having been declared advisable by Resolution of the Board of Trustees dated February 14, 2023 and Notice of meeting attendant thereto having been given to the members of **LIFE CHURCH CALVERT** in accordance with §5-308(c), Corporations and Associations Article, Code of Maryland and these **ARTICLES OF AMENDMENT AND RESTATEMENT OF CHARTER OF LIFE CHURCH CALVERT** having been approved by an affirmative vote of a majority of the adult members present at the meeting, we, the Trustees of **LIFE CHURCH CALVERT**, hereby declare this day of February 2024 these **ARTICLES OF AMENDMENT AND RESTATEMENT OF CHARTER OF LIFE CHURCH CALVERT** to be adopted.

WITNESS:

TRUSTEES:

_____(SEAL)
STEPHEN L. FORRESTER, JR.

_____(SEAL)
GREG RUSSELL

_____(SEAL)
ROY HINKLE

LISA EVERHART (SEAL)

CALVIN RICE (SEAL)

MARK BRANNON (SEAL)

DENISE FULLER (SEAL)

I HEREBY SOLEMNLY DECLARE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT THE MATTERS AND FACTS CONTAINED IN THE FOREGOING DOCUMENT ARE TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.

STEPHEN L. FORRESTER, JR.
Senior Pastor and Chairman of the Meeting of the Membership

ACCEPTANCE TO ACT AS RESIDENT AGENT

I, **SCOTT BAKER**, hereby agree to accept the appointment of, and to act as, the resident agent of **LIFE CHURCH CALVERT**.

SCOTT BAKER (SEAL)

STATE OF MARYLAND, COUNTY OF CALVERT, to wit:

I HEREBY CERTIFY that on this _____ day of February 2024, before me the subscriber, a Notary Public in and for the jurisdiction aforesaid, personally appeared **SCOTT BAKER** and he signed and acknowledged his Acceptance to Act as Resident Agent.

AS WITNESS my hand and Notarial Seal.

Notary Public

My Commission Expires: _____