

ARTICLES OF INCORPORATION FOR
ABUNDANT MINISTRIES FELLOWSHIP OF CHURCHES AND MINISTERS
A Ohio Non Profit Corporation

I

The name of this corporation shall be Abundant Ministries Fellowship of Churches and Ministers

II

This corporation is a religious corporation and is not organized for private gain of any person. It is organized under The Nonprofit Religious Corporation Law exclusively for religious purposes. The purposes for which this corporation is formed are:

A. The specific purposes of this corporation are:

1. To proclaim the good news of salvation by faith in our Lord Jesus Christ and His full Gospel by any suitable method or media which includes but is not limited to the following:
 - a. Establishing and operating an evangelistic outreach for the salvation of lost souls, using personal evangelism, television, radio, crusades, conventions, preaching, outdoor activities, missions and other Christian methods.
 - b. Assisting and furthering the task of providing Biblical teaching and principles to all who will hear through printed material, speakers, electronic media and any other method that is now or may become available
 - c. Provide ministerial credentials to those who are called to preach The Gospel of Jesus Christ and desire to this fellowship of churches and ministers.
 - d. Provide a charter of affiliation to church and ministries who desire to join this fellowship of churches and ministers.
 - e. Provide spiritual oversight for ministers, churches, and ministries who join this fellowship.
2. To be obedient to God in all that He directs be done in the furtherance of the Gospel to bring glory to His son, Jesus Christ.

B. The general purposes and powers of the corporation are:

- 1 To have and to exercise all rights and powers conferred upon nonprofit corporations under the laws of the state of Ohio, including the power to contract, rent, buy or sell personal or real property provided however that this corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers not in the furtherance of the primary purposes of this corporation.
2. To do all things necessary, expedient or appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed.

Notwithstanding any of the above, no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign, including the publishing or distribution of statements, on behalf of any candidate for public office

III

The name and address in the State of Ohio of this corporation's initial agent for service of process is:

NAME: Michael J. Pangio

STREET ADDRESS: 6993 RonJoy Place

CITY: Boardman, STATE: Ohio ZIP: 44512

IV

The principal office for the transaction of business of this corporation is located in the County of Mahoning. State of Ohio.

V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

DATED: 11/23/04

Michael J. Pangio - Incorporator

ABUNDANT MINISTRIES FELLOWSHIP OF CHURCHES AND MINISTERS
A Ohio Non-Profit Corporation

CONSTITUTION AND BY-LAWS

Article I. NAME

This Corporation shall be known as Abundant Ministries Fellowship of Churches and Ministers

Article II. OFFICES

The principal office of the corporation shall be located in the Boardman, located in the County of Mahoning, Ohio. The corporation may have such other offices, either within or without the State of Ohio, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

Article III. PURPOSE

Section 1. Provide ministerial credential for those who are called to preach the Gospel of Jesus Christ and desire to join this fellowship.

Provide a charter of affiliation for churches and ministries who desire to join this fellowship.

Provide spiritual oversight for ministers, churches and ministries who join this fellowship.

(The Credential Packet will contain all details and requirements for ministerial credentials, and charter of affiliation for churches and ministries).

Section 2. To propagate the Christian faith and spread the Gospel of Jesus Christ as revealed through the Holy Scriptures. To undertake such other and further means as may be necessary to fulfill the commission of the New Testament, as we are called to co-labor with the Lord in the earth, His harvest field.

Section 3. To teach and encourage believers to worship and exalt Jesus Christ as Lord and King through acts of private and corporate worship and through their manner of living.

Section 4. To provide for preaching, teaching and fostering the growth of the Christian faith in all places; to promote missionary work in all places throughout the world, to bring Christian believers to spiritual maturity.

Section 5. To engage in a ministry of teaching and outreach through seminars, radio, television, publications and other media of mass communication.

Section 6. To have the right to own, hold in trust, use, sell, convey, mortgage, lease or otherwise gain, dispose of or use such property, real or chattel, as may be required or beneficial for the good of the Ministry.

Section 7. To collect, solicit and accept funds or other subscriptions; to acquire and hold real estate and such other property as the realization of the aforesaid objectives may require.

Section 8. To be a religious corporation without capital stock and which does not contemplate pecuniary gain or profits for its members.

Section 9. To pursue the purposes set forth in the Articles of Incorporation of this Corporation.

Article IV. DOCTRINAL STATEMENT

Section 1. We believe that the Bible is the inspired Word of God equally in all parts and without error in its original manuscript, absolutely infallible, and our source of supreme revelation from God, superior to conscience and reason, though not contrary to reason; and it is therefore our infallible rule of faith and practice. (II Timothy 3:16-17; I Peter 1:23-25; Hebrews 4:12)

Section 2. We believe in one God who has revealed Himself in three persons, the Father, the Son and the Holy Spirit. The Father, the Son and the Holy Spirit are all co-eternal, all stand equally superior to time, free from the temporal distinctions of past and future.

The Eternal FATHER- (Genesis 12:33; Deut. 33:27; Psalms 90:2; Psalms 102:27; I Timothy 1:17)

The Eternal SON - (Jn. 1:1-2; Jn. 8:58; Heb. 1:8; I John 1:2; Micah 5:2; Rev. 1:8)

The Eternal SPIRIT - (Heb. 9:14)

The Eternal GODHEAD - (Romans 1:20)

Section 3. We believe in the pre-existence, incarnation and virgin birth of Jesus Christ who came into the world to reveal the Father, and was the brightness of His glory and the express image of His person; that Jesus Christ was the Creator of all things, for by Him the worlds were made. We further believe that in Christ dwelt all the fullness of the Godhead bodily and that He was very God and very Man. (Jn. 1:1-2 & 14; I Tim. 3:16; Acts 7:37-38)

Section 4. We believe in Jesus Christ's sinless life, miracles, substitutionary death, bodily resurrection and His ascension into Heaven, and acknowledge His Lordship --- that Jesus Christ is Lord over all things in heaven and in earth, and under the earth. (Phil. 2:9-10)

Section 5. We believe that man was created by a direct and immediate act of God.
(Genesis 1:26-27; 2:4)

Section 6. We believe that man by transgression fell from a state of righteousness and holiness in which he was first created, into total spiritual depravity, a state of death in trespasses and sins in which he is held as a slave of sin and an enemy of God, being unable to attain divine righteousness by his own efforts, but must be redeemed and delivered by the power of the gospel. (Romans 5:12-21; I Corinthians 15:1-4)

Section 7. We believe that each believer must lay a foundation of Biblical truth and experience upon which he builds his life. These "foundation stones" are: repentance from dead works, faith

toward God, doctrine of baptisms, laying on of hands, resurrection of the dead, eternal judgment and perfection. (Hebrews 6:1-3)

Section 8. We believe that repentance and faith toward our Lord Jesus Christ produces the work of justification in the believer. Through faith in the shed blood of Christ, he is justified and made a partaker in the death of Christ. This is the initial step of salvation. (Romans 5:1,9; Luke 22:20)

Section 9. We believe that water baptism is an essential and necessary part of the "doctrine of baptisms", (Hebrews 6:2), performed only upon repentant believers in the name of the Lord Jesus Christ (which we believe to be the fulfillment of the Name of the Father, Son and Holy Spirit) and for the remission of sin. (Acts 2:38) This act is to be done by immersion,; and we further believe that it is the means whereby we receive the new covenant sign of "circumcision of heart". (Romans 2:28-29; Colossians 2:9-13)

Section 10. We believe in the baptism of the Holy Spirit according to Acts 2:4; 10:46; 19:6; that it is the seal of the New Covenant relationship, (Ephesians 1:13; 4:30; II Corinthians 1:22) and that speaking in other tongues is the accompanying sign of receiving the baptism of the Holy Spirit. (Mark 16:17) We also hold that the real evidence of the baptism of the Holy Spirit is one's response to the Word of God (John 16:13), a Christ-like life, showing forth Christ's character, nature and experiencing and manifesting the fruit of the Holy Spirit. (John 15:26; 16:14; Galatians 5:22-23)

Section 11. We believe in the doctrine of the laying on of hands for:

- (a) The confirming of believers in the faith. (Acts 14:22)
- (b) The confirmation of one's call by the laying on of hands with prophecy. (Acts 13:1,3)
- (c) The impartation of the spiritual gifts when accompanied by prophecy and the laying on of hands. (I Timothy 4:14; II Timothy 1:6)
- (d) The ordination and official recognition and setting apart of ministry. (Acts 14:23)
- (e) The impartation of the gift of the Holy Spirit. (Acts 8:17-18)
- (f) The ministry of healing the sick. (Mark 16:16)
- (g) The blessing and dedication (setting apart) of children. (Mark 10:16)

Section 12. We believe in the five-fold ministries given to the Church at the ascension of Jesus Christ and that they continue to be needed and should be expected today, that is, ministries of apostles, prophets, evangelists, pastors and teachers. Working with these ministries will be appointed leadership consisting of elders, deacons, deaconesses, missionaries, intercessors, psalmists, and the gifted men and women of the Church. (Psalms 68:18; Ephesians 4:11-12; Philippians 1:1)

Section 13. We believe in the New Testament order of church government, structure and worship. Five fold ministries: Apostles, Prophets, Evangelists, Pastors and Teachers. (Ephesians 4:11) Elders (Titus 1:5-9; I Timothy 3:1-7) Deacons (Acts 6:1-7; Philippians 1:1; I Timothy 3:8-13) Helpers, Administrators. (I Corinthians 12:28 - Amplified) And those able and

appointed to lead in Music and Worship (I Chronicles 23:1-5). Pastoral accountability and authority (Hebrews 13:17). We reject the efficacy of ritual and the concept of a separate priestly class. We recognize the priesthood of believers and the serving ministry of the Apostle, Prophet, Evangelist, Pastor and Teacher with government by these Elders, assisted by other Elders raised up and trained to serve in this local church. As such we recognize that those called to those offices will function in a manner to lead by example in prayer, worship, teaching, laying on of hands, and prophesying and that such actions on the part of those ordained and commissioned by this church would be compared to the sacramental function of the priesthood in traditional sacramental churches.

Section 14. We believe that "by grace are ye saved through faith and that not of yourselves; it is the gift of God, not by works lest any man should boast." (Ephesians 2:8-9) We further believe that the emphasis for a continuous walk in grace should be the emphasis of heart righteousness and purity, believing in the keeping power of God, walking after the Spirit and not after the flesh in a lifestyle that demonstrates the character, standards and convictions of Jesus Christ, not being conformed to the world (Jude 24; Romans 8:25; Galatians 5:16-25; Romans 4:1-5; 12:1-2).

Section 15. We believe in the practice of worship with one's total being as set forth in the Word of God. (Acts 24:14; Ephesians 5:18-19; Psalms 150)

Section 16. We believe that the ministry of the Holy Spirit is being manifested in the Church through the fruits, (Galatians 5:22-23 graces, ministries and gifts) and we hold that the nine gifts of the Spirit, (I Corinthians 12:8-11) should be and must be operative in the Church today in order for the Church to enjoy the fullness of God. Also, we hold that these gifts are imparted by the sovereignty of the Holy Spirit and only work or operate by this one and self-same Spirit. (I Corinthians 12:11)

Section 17. We believe in divine healing for the whole man. Healing was obtained through the atonement in Christ's sacrificial death (I Peter 2:24-25; Isaiah 53:4-5). We believe in healing as practiced by the early church (Acts 4:30; 19:11; Romans 8:11; I Corinthians 12:9; James 5:14).

Section 18. We believe that we are one body, being members of one another and that the basis of our fellowship is in Christ in the power of the Spirit. (Ephesians 2:13-22; 4:3-6; I John 1:6-7)

Section 19. We believe that the Church is the Body of Christ expressed as the church individual, the church local, and the church universal and invisible (all saints of all places and all times united together under one Lord). As such, we believe the church to be more than just a building or a gathering of people. It is a body living in relationship and harmony under the direction of the head, Jesus Christ (I Corinthians 6:15; II Corinthians 1:1; Romans 16:5; I Peter 2:4-5; Ephesians 2:19-22; I Corinthians 12:12-31; Romans 12:4-5; Ephesians 4:11-16). The local church is an expression of the community and fellowship of God. As the Body of Christ in the earth it is an intimate community of people that is devoted to apostolic teaching, to fellowship, breaking of bread and prayer. The local body will meet together regularly as a whole and in smaller groups in the homes of the members of the congregation. We consider the fellowship of the saints together in the private homes of the members to be an essential expression of the life of

faith of the church. Indeed to this end, the Word of God frequently refers to the church as a "household." (Matthew 16:13-20, 18:15-20; Acts 2:41-47; I Peter 4:17; I Timothy 3:15; Ephesians 2:19; I Peter 2:5; Acts 18:8; Romans 16:5, 10, 11; I Corinthians 1:11, 16; 16:15, 19; Philippians 4:22; Colossians 4:15; II Timothy 1:16; 4:19.)

Section 20. We believe as members of the same body of Christ, baptized by one Spirit into one body that we must endeavor to keep the unity of the Spirit in the bond of peace and as such that we are discouraged from bringing a lawsuit in a civil court against another person who professes to be a Christian or against a Christian ministry. We believe that all such disputes should be resolved within the Body of Christ without taking them before unbelievers for judgment. (I Corinthians 6:1-8; Ephesians 4:3-6)

Section 21. We believe that faith without works is dead. We do not believe, as a matter of the fundamental beliefs and doctrines, that any matter can be believed without there being an accompanying and corresponding action. Our faith is an active faith that requires the doing of acts in the world. Our faith is not a passive or complacent system of intellectual belief or assent to doctrine but is an active force in our lives that requires and results in actions being taken. A living, active faith will be manifested not only in belief and mental assent but in actions expressing and based upon that belief. If a belief is truly held it will be acted upon. The act is as much a fundamental aspect of our faith as the belief upon which the act is based. (James 2:14-26; Ephesians 2:8-10; Matthew 7:21; Matthew 7:24-27; Matthew 5:16; II Corinthians 5:10; Matthew 16:27; Revelations 2:23; Revelations 22:12)

Section 22. We believe that in all matters concerning the Body of Christ, in its direction, discipline, ministry and functioning that specific guidance and instruction, revelation and discernment of truth from falsehood, is available by the leading of the Holy Spirit who enables us to know spiritual things by the spirit and we are confident in basing decisions and actions upon such faith and direction. (Acts 13:1-3; I Timothy 1:18; Romans 8:14; I Timothy 5:22; John 16:13-15; I Corinthians 5:3)

Section 23. We believe in Christ's bodily ascension into heaven, in His exaltation and His personal return in power and great glory, and in His everlasting Kingdom and dominion. (Acts 1:11; 3:19-21; Daniel 7:14; Revelation 20:4)

Section 24. We believe that the fearful, the unbelieving, the abominable, whoremongers, sorcerers, idolaters and liars shall have their part in the lake which burneth with fire and brimstone, which is the second death. (Revelation 21:8)

Section 25. We believe that there shall be a new heaven and a new earth wherein dwelleth righteousness. (II Peter 3:13; Revelation 21:1)

Section 26. We believe in the reality and personality of Satan, (Job 1:7; Matthew 4:1-11) and that he was defeated by Christ through His death, burial and resurrection at Calvary (Ephesians 1:19-23; Colossians 2:15) and that Christ has delegated His authority over all the works of Satan to His body the Church. (Matthew 28:18-20)

Section 27. We believe a divinely called and scripturally ordained ministry is provided by our Lord Jesus Christ, the Head of the Church, for the two-fold purpose of the evangelization of the world and of the edification and oversight of the body of Christ. (Mark 16:15-20; Ephesians 4:8-13; Acts 20:28)

Section 28. We believe there is the occasional need for deliverance. Deliverance is manifested by an inability to be free from a bondage: e.g., mental (emotional), physical or spiritual normally associated with demon activity, it is God's desire to bring deliverance to His people. Job 5:19, Psalms 91:3, II Timothy 4:13; Hebrews 2:15; II Peter 2:9). We have been granted the authority in the name of Jesus to bring deliverance to others. (Mark 16:17; John 14:12; I Corinthians 12:8-11). We must understand that our warfare is with the forces of evil (Ephesians 6:12), our weapon is the Word of God, our authority and power is from Jesus himself (Mark 16:17, Acts 1:8) and that the battlefield is first of all in the spiritual realms. (Ephesians 6:10-18; II Corinthians 10:3-5; Romans 8:9; Galatians 5:22-23).

Section 29. We believe in the creation and God as the Creator. We believe that God created man and that He created them male and female. As such He created them different so as to complement and complete each other. God instituted monogamous marriage between male and female as the foundation of the family, the basic structure of human society. For this reason homosexuality is unnatural, sinful, and unacceptable to God. 1 Cor. 6:9-11; 1 Tim. 1:9-11

Section 30. We believe that repentance is a gift from God. It is simply not true that a person can repent at any time. Repentance is dependent upon the convicting action of the Holy Spirit in the lives of sinners and believers. The conviction of the Holy Spirit, which often accompanies the preaching of the Gospel of Jesus Christ, will result in the revelation of the sinfulness of self which should lead to Godly sorrow. Remorse, or worldly sorrow, is a feeling of deep regret, hopelessness or even despair. It does not lead to constructive change. On the other hand Godly sorrow, which may at times be mistaken for worldly sorrow, produces repentance which causes us to turn away from sin and selfishness and to receive faith for change. Worldly sorrow is destructive, but repentance is life giving. Repentance changes the way we feel and act about sin, self and God. Repentance is a total change of heart, mind, attitude, emotions, will, action and lifestyle flowing from the turmoil and sorrow of Holy Spirit conviction of sin. (II Corinthians 7:10; Psalms 51; Acts 11:18; II Timothy 2:25; Genesis 6:3; Romans 1:18-32; Matthew 9:12-13.)

Section 31. We believe that the Scriptures are clear concerning helping those in need. We are commanded to do good to all people as we have opportunity, with a special emphasis upon caring for those who profess to be fellow Christians, especially those within the fellowship of believers. We are commanded to be generous and willing to share, laying up treasure for ourselves in the coming age by our kindness and generosity in this life. This is true as an organization as well as for the individual. Therefore, in accordance with the biblical commands, as a fundamental aspect of the practice of our faith, we will share of our material goods with those in need and will minister to them to the best of our abilities, whatever the need. (Proverbs 25:21; Isaiah 58:10; Galatians 6:10; I Timothy 6:18-19; Hebrews 13:16).

Section 32. We recognize and believe that the Church in these last days has been and is in a revival of restoration because much truth was lost from the Church during the medieval times

(also known as the Dark Ages). We maintain that God, in this hour is moving to restore the Church to the complete and full New Testament pattern, power and practice, but shall not be limited to just this. We therefore shall examine all new doctrinal concepts in the light of the full revealed Word of God, and if they shall be found to be in harmony with the scriptures they shall be accepted, taught and practiced. We believe that a complete revelation and truth of God is already written and contained in the scripture and that its progressive unfolding will only add to and not take from what God has already restored to the Church. (Acts 3:21; 15:15; II Peter 1:20; Ephesians 3:1-6; Revelation 10:6-7)

Article V. MEMBERS

The members of the corporation shall be identical with the Counsel of Elders. Members shall be appointed by the President to the directorship. The members shall exercise all of their rights as members solely in their capacity as Elders; their acts in one capacity are their acts in the other. Hereinafter all powers and limitations ascribed to the Elders are equally applicable to the members. The removal, resignation, or other departure from office of any Elder shall at the same time terminate his membership in the corporation. The regular annual meeting of the members shall be held concurrently with the regular annual meeting of the Counsel of Elders; no special designation shall be required to distinguish the acts of one from the acts of the other.

Article VI. COUNSEL OF ELDERS

SECTION 1. General Powers. The affairs of the corporation shall be managed by its Counsel Of Elders.

SECTION 2. Number of Elders. The number of Elders shall be not less than three (3) nor more than seven (7).

SECTION 3. Tenure of Directors. The term of each Counsel of Elders, except the President, shall be one year or until his/her successor is appointed at the annual meeting of the Counsel of Elders. The President shall be a permanent member of the Counsel of Elders. Any Elder may succeed himself/herself in office. Vacancies on the Counsel of Elders shall be filled by the appointment of President. A successor Elder so appointed shall serve the unexpired term of his/her predecessor.

SECTION 4. Qualifications for Elders. To be considered eligible for appointment to the Counsel of Elders, the candidate must be a Born Again Christian, a faithful, tithing member, and a member of this fellowship of Abundant Ministries Fellowship of Churches and Ministers.

SECTION 5. Annual Meetings. A regular annual meeting of the Counsel of Elders shall be held. Any meetings of the Counsel of Elders shall be held at any place, within or without the state, that has been designated from time to time by resolution of the board for the holding of additional regular meetings of the Elders without other notice than such resolution.. In the absence of this designation, the regular annual meeting shall be held at the Corporate office on the first Monday of each December at 12 o'clock noon, or at any other time as determined by the Counsel of Elders. At same regular annual meeting the appointment of Elders, and the election of

Vice-President, Secretary and Treasurer, and other business shall be conducted.

SECTION 6. Special or called Meetings. Special meetings of the Counsel of Elders may be called by or at the request of the President. The President may fix any place, either within or without the State of Ohio, as the place for holding any special meeting of the Counsel of Elders.

SECTION 7. Notices. Any meeting may be held without notice if all members of the Counsel Of Elders are present in person, by telephone, or if a signed Meeting Acknowledgment Form, waiving notification and approving the minutes, is attached to the Minutes after the meeting, by those not present or represented at said meeting.

SECTION 8. Informal Action by Elders. Any action required by law to be taken at a meeting of Elders, or any action which may be taken at a meeting of Elders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Elders.

SECTION 9. Quorum. Three quarters of the Counsel of Elders shall constitute a quorum for the transaction of business at any meeting of the Counsel of Elders.

SECTION 10. Manner of Acting. The act of a majority of the Elders present at a meeting at which a quorum is present shall be the act of the Counsel Of Elders, unless the act of a greater number is required by law or by these By-Laws.

SECTION 11. Vacancies. Any vacancy occurring in the Counsel of Elders and any directorship to be filled by reason of an increase in the number of directors may be filled by the appointment of the President, though less than a quorum of the Counsel of Elders. A Elder appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. The initial term of any Elder appointed to fill a Eldership by reason of an increase in the number of Elders shall be set by resolution of the Counsel of Elders at the time of his / her appointment, but is not to exceed one year. Any Elder may resign his office at any time. Such resignation to be made in writing and to take effect from the time of its receipt by the corporation, unless some later time be fixed in the resignation, and then from that time. The acceptance of a resignation shall not be required to make it effective.

SECTION 12. Compensation. Elders as such shall not receive any stated salaries for their services, but by resolution of the Counsel of Elders expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Counsel; but nothing herein contained shall be construed to preclude any Elder from serving the corporation in any other capacity and receiving compensation therefor.

Article VII. OFFICERS

SECTION 1. Officers. The officers of the corporation shall be a President, a Vice President a Secretary, and a Treasurer. The President may appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable. Any two or more offices may be held by the same person.

SECTION 2. Selection and Term of Office. The officers of the corporation, except the President, shall be appointed annually by the President at the regular annual meeting of the Counsel of Elders. New offices may be created and filled at any meeting. Each officer shall hold office for one year or until his successor shall have been duly qualified and elected.

SECTION 3. Removal. Any officer, except the President, or appointed by the Counsel of Elders may be removed by the President whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Counsel of Elders for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation, subject, however, to such delegation of authority to any other person as may be directed by the President, or as may be specified in the By-Laws or by resolution of the Counsel. He shall preside at all meetings of the Counsel of Elders. He may sign, with the attest of the Secretary or any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which the Counsel Of Elders has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Counsel of Elders, or by these By-Laws, or by statute to some other officer or agent of the corporation, and in general he shall perform all duties incident to the office of President. He shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of a CEO or the president of a corporation. The President shall have oversight of the Ministry staff who, with him and under his direction, shall carry out the day to day operations of the Ministry. He shall have the authority to appoint and approve any assistants that would be necessary to properly carry on the work of the Ministry. The President may hire or fire any staff member or employee after receiving counsel from the Counsel of Elders.

SECTION 6. The Term Of The President. The President will serve until his resignation, death, or removal for cause. [Matt. 18:15-18; Rom. 16:17-18; 1 Cor. 5:11; Gal. 1:8-9; Tit. 3:1-5; 1Tim.; 2 Tim.; and Titus.]

SECTION 7. Relational Ministry. The President shall present to the Counsel of Elders the names of the Apostolic Counsel, to be approved as those who would be called upon for prayer, counsel, accountability, and in the event of a dispute over the actions or conduct of either the President or the Counsel of Elders. The Apostolic Counsel be in accord with the vision and purpose of the Ministry. Their names are to be listed in the Minutes of the Counsel of Elders.

SECTION 8. Accusation Against The President. Any serious misconduct accusation against the President, must be resolved by the accuser first meeting alone with the President to attempt to reconcile any differences. If reconciliation is not achieved, then the accuser will ask The Apostolic Counsel with him and the President. The accuser shall present a signed complaint at

this meeting. The Apostolic Counsel will receive the written accusation and hear the details from both the accuser and the President. The accuser will then be excused, and the Apostolic Counsel will examine the charges. The Apostolic Counsel may also request the President to submit to a medical examination to determine if there are any medical problems or imbalances producing erratic actions.

PROTOCOLS - For the Apostolic Counsel:

If the Apostolic Counsel unanimously rules against the President, he shall be given 30 days to pray, seek the Lord and correct his behavior and attitude showing the fruit of repentance. During that time he shall not function in administrative duties. The President shall continue to receive full compensation during this time.

Should the President, at the sole determination of the Apostolic Counsel, fail to show the fruit of repentance, a second session may be called by the Counsel of Elders. If the Apostolic Counsel unanimously rules against the President, he shall be disciplined by having his relationship with the Ministry suspended or terminated on spiritual terms and conditions as recommended by the Apostolic Counsel, but in any event, in a gentle and prayerful manner, seeing that proper provision is made for his family during a reasonable transition period. Travel expenses and an honorarium for the called ministers shall be paid from the ministry's treasury.

In the event, at any stage, the Apostolic Counsel rule in favor of the President, the Counsel of Elders shall disregard all charges and cooperate with the President, and it shall be announced to such individuals or groups as are aware of the proceeding that the review panel has exonerated the President of all charges made against him.

Article VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. Contracts. The President may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By Laws, to enter into any contract or execute and deliver any instrument in the name of and/or on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. 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 Counsel of Elders may select.

SECTION 4. Gifts. The Counsel of Elders may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

Article IX.

LIMITATION OF LIABILITY; INDEMNITY

SECTION 1. Limitation Of Liability: No person shall be liable to the corporation on account of any action taken or omitted to be taken by him in good faith as a member of the Counsel of Elders, officer, member of a committee, agent or employee of the corporation, if, in respect thereto, he used or exercised the same degree of care and skill as a prudent man would have used or exercised under the circumstances in the conduct of his own affairs. Without limitation on the foregoing, any such person shall be deemed to have used and exercised such degree of care and skill if he took or omitted to take such action in reliance in good faith upon advice of counsel for the corporation, or reports or information made or furnished to the corporation by any of its officers, accountants, engineers, appraisers or other experts employed by the corporation, and selected, with reasonable care by the Counsel of Elders, and authorized officer, or committee of the corporation.

SECTION 2. Indemnity: The corporation shall indemnify and hold harmless each member of the Counsel of Elders, officer, member of a committee, agent or employee of the corporation and each person who at any time acted in such capacity and his heirs, devisees, personal representatives and assigns, against all liability, loss, damage, judgments, expenses and cost (including attorneys fees imposed on or incurred by him in connection with any claim asserted against him), by legal proceeding (civil or criminal) or otherwise by reason of his being or having been such officer, member of a committee, agent or employee of the corporation, except in relation to matters as to which he shall have been adjudged guilty of negligence or misconduct in the performance of his duty; provided, that the corporation shall be given reasonable notice of the assertion or institution of such claim or proceeding, and in the event the same shall be settled, in whole or in part, otherwise than by a judgment, the corporation or its counsel shall consent to such settlement and it shall be determined by its counsel or found by a majority of the Counsel of Elders then in office and not involved in such controversy, although less than a quorum, that such settlement was to the best interest of the corporation, and the person to be indemnified was not guilty of negligence or misconduct in respect to the matter in which indemnity is sought. If the corporation has not therefore fully indemnified any such person, the court having jurisdiction of any action instituted by such person on his claim for indemnity, may assess indemnity against the corporation, or its receiver, trustee or successor, for the amount paid or to be paid by such person in satisfaction of any judgment or in settlement of any such claims (exclusive in either case of any amount paid by the corporation) and any expenses and costs (including attorney's fees) incurred by him in connection therewith to the extent that the court shall deem reasonable and equitable, provided that the person indemnified was not guilty of negligence or misconduct in respect of the matter in which indemnity is sought.

SECTION 3. Right Cumulative: The provisions of this Article shall not be deemed exclusive or in limitation of, but shall be deemed cumulative of and in addition to any other limitation of liability or right of indemnity to which such member of the Counsel of Elders, officer, member of a committee, agent or employee of the corporation may be otherwise entitled.

SECTION 4. Insurance: The Ministry may, as the Counsel of Elders may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been an officer of the Ministry, member of the Counsel of Elders, a Elder, Leader, or ministry staff, or other agent of or in a similar capacity with the Ministry, or who is or at any time has been, at the direction or request of the Ministry, a Counsel of Elders member, officer, administrator, manager, employee, advisor or other agent of or fiduciary for any other corporation, partnership, trust, venture or other entity or enterprise including any employee benefit plan against any liability asserted against or incurred by such person

Article X.

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Counsel of Elders and committees having any of the authority of the Counsel of Elders, and shall keep at its registered or principal office a record giving the names and addresses of the Elders. All books and records of the corporation may be inspected by any Elder, or his agent or attorney, for any proper purpose at any reasonable time.

Article X1. AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a three quarter majority of the Elders present at any regular meeting or at any special meeting, if at least ten days written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

RESOLUTION ADOPTING THESE BY LAWS

The undersigned, duly appointed and acting President of the Counsel and Secretary of Abundant Ministries Fellowship of Churches and Ministers, a Ohio Non-Profit Corporation, certifies that the above By-Laws were adopted by the Counsel of Elders at the first meeting on the 23 rd day of November, 2004 and that this is a true and accurate copy.

Michael J. Pangio
President of the Counsel

Dated: 11/23/04

JoAnn Pangio
Vice President / Treasurer of the Counsel

Dated: 1/23/04

Hope Dalessandro
Secretary of the Counsel

Dated: 11/23/04

Josepg Dalessandro
Trustee of the Counsel

Dated: 11/23/04

MINUTES OF FIRST MEETING OF THE INCORPORATOR AND ELDERS OF
ABUNDANT MINISTRIES FELLOWSHIP OF CHURCHES AND MINISTERS

A Ohio Non-Profit Corporation

DATE: Monday, 11/22/04, 2004
TIME:
PLACE: 6993 RONJOY PLACE, BOARDMAN, OHIO 44512

There were present at the meeting the following; Incorporator Michael J. Pangio; and JoAnn Pangio, Joseph Dalessandro, and Hope Dalessandro,
The purpose of the meeting is to appoint Elders and organize the affairs of the new Corporation.

APPOINTMENT TO THE COUNSEL OF ELDERS

Michael J. Pangio expressed the desire to have JoAnn Pangio, Joseph Dalessandro, and Hope Dalessandro, to serve with himself as members of the Counsel of Elders. All in attendance agreed with the proposal.

FILING OF ARTICLES OF INCORPORATION

Michael J. Pangio reported that the Articles of Incorporation for Abundant Ministries Fellowship of Churches and Ministers had been filed in the office of the Secretary of State of Ohio on the 23 rd day of November, 2004. A copy thereof was ordered to be inserted in the Corporate Minute Book.

ADOPTION OF BY-LAWS

The By Laws were presented, and upon motion duly made, seconded and carried, it was RESOLVED, that the By Laws, as presented to this meeting, be and the same hereby are adopted as the By Laws of this corporation.

NOMINATIONS FOR OFFICERS

Michael J. Pangio thereupon called for nominations for officers. Upon motion duly made, seconded and carried, it was

RESOLVED, that the following persons be and they hereby are appointed as officers of this corporation, as such office appears opposite their respective names:

President:	Michael J. Pangio
Vice President/Treasurer:	JoAnn Pangio
Secretary:	Hope Dalessandro
Trustee:	Joseph Dalessandro

CORPORATE SEAL

Upon motion duly made, seconded and carried, it was
RESOLVED, that the seal, an impression of which is affixed in the margin hereof, be and
the same hereby is adopted as the corporate seal of the corporation.

PRINCIPAL OFFICE LOCATION

After discussion and motion duly made, seconded and carried, it was
RESOLVED, that the office of Abundant Ministries Fellowship of Churches and
Ministers will be located at 6993 RonJoy Place, Boardman, Ohio in Mahoning County as
the principal office for the transaction of the business of this corporation until such time
as a permanent office situation is established.

ORDINATION AND COMPENSATION FOR MINISTER

As Michael J. Pangio President of the corporation, began serving this organization as an
ordained minister, having been ordained by Abundant Ministries Fellowship of Churches and
Ministers in the Church of Abundant Harvest World Out Reach Center it was
RESOLVED, that Michael J. Pangio will continue to serve Abundant Ministries
Fellowship of Churches and Ministers as the Chief Executive Officer and Elder, and receive
compensation with a specific amount designated as housing allowance (pursuant to IRS Code
Sec. 107), for his services to Abundant Ministries Fellowship of Churches and Ministers,
according to the signed and dated compensation worksheet on file with the bookkeeper.

NEW BANK ACCOUNT

Upon discussion of the need for a new checking account, that it be
RESOLVED, that a new bank checking account be opened in the name of
Abundant Ministries Fellowship of Churches and Ministers for the purpose
Of doing all necessary business.

The authority conferred herein shall continue in full force and effect until written notice of its
revocation shall be received by said bank.

APOSTOLIC COUNSEL

After discussion , it was:

RESOLVED, that the Board accept the following names as those presented by Michael J. Pangio; as The Apostolic Counsel to be called upon if needed, for purposes of counsel, prayer, accountability, and resolving disputes per Article VII, Section 7 of the By Laws

Rev. John Harper

Rev. Richard Myers

Rev. John Washington

ADMINISTRATIVE FINANCIAL DECISIONS

After discussion and motion duly made, seconded and carried, it was

RESOLVED, that the President and the Ministry Counsel Treasurer, or their assignee be given the authority to spend up to \$1,000.00 without prior authorization by the Counsel, giving a substantiated accounting to the Bookkeeper. To maintain accountability, the President will confer with the Treasurer, or in his absence with the Ministry Counsel Secretary in making decisions in regards to the necessity of any expenditure over \$1,000.00.

ACCOUNTABLE REIMBURSEMENT POLICY

Our organization needs to have a reimbursement policy to reflect the IRS Tax Laws regarding accountability and substantiation. After discussion it is agreed that it be

RESOLVED, that should any Staff Minister or employee of Abundant Ministries Fellowship of Churches and Ministers be required to incur expenses on behalf of the Ministry (e.g. mileage, meals, phone calls regarding visitation, visiting ministry, phone calls, car rental, etc. incurred as a result of participation in conferences, missions and other outreach ministry; any supplies or materials), the Ministry will reimburse him/her for any ordinary or necessary expenses incurred in the performance of the ministry as allowed by the IRS, to the extent they are reasonable, and are approved in advance by the President/Elder or the Treasurer. All requests for reimbursements must be:

- * Substantiated by a summary of expenses and invoices or bills paid by the applicant.

- * Applied for within 60 days of the payment of the bill.

Henceforth, should any moneys be given in advance in anticipation of authorized expenditures, it is required of the employee to:

- * Return the unused portion (excess reimbursements) within 60 days, and

- * Give an accurate account, substantiating any expenditures with a summary of expenses and invoices or bills paid.

In all cases the employee will note the date, amount and business nature of each expense on the receipt.

ADJOURNMENT

There being no further business to come before the meeting, and the meeting was adjourned.

Michael J. Pangio
President

JoAnn Pangio
Vice President / Treasurer

Hope Dalessandro
Secretary

Joseph Dalessandro
Trustee