

**AMENDED AND RESTATED
BYLAWS
OF
PRESBYTERY OF TAMPA BAY, INC.**

A Not-For-Profit Corporation

PRESBYTERY OF TAMPA BAY, INC. (hereinafter sometimes referred to as the “Presbytery Corporation”, or as the “Corporation”), is the Corporation of and formed by the PRESBYTERY OF TAMPA BAY (hereinafter sometimes referred to as the “Presbytery”), which is a unit of PRESBYTERIAN CHURCH (U.S.A.) [hereinafter sometimes referred to as the “P.C. (U.S.A.)”] to receive, hold, encumber, manage, and transfer property and to facilitate the management of the civil affairs of the Presbytery as provided in the form of government and constitution of the P.C. (U.S.A.), and the Articles of Incorporation of the corporation, as a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I. OFFICES AND FISCAL YEAR

Section 1.01 Offices. The Corporation may have offices at such places within or without its geographical area as the Board of Trustees may from time to time appoint or the business of the Corporation requires.

Section 1.02 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each year.

ARTICLE II. MEMBERS

Section 2.01 Qualification. The Corporation shall have Members, the private property of whom shall not be liable for the debts of the Corporation. The membership of the corporation shall consist of all those persons who would be eligible to vote at a duly constituted meeting of the Presbytery of Tampa Bay, pursuant to the terms and qualifications of the P.C. (U.S.A.) Book of Order. The Stated Clerk will maintain the Roll of Members pursuant to the Standing Rules of said Presbytery. Qualification, admission, termination and all other terms and conditions of membership shall be the same as those of Presbytery, as they now or hereafter exist from time to time. It is the intent of these Bylaws that this Corporation be under the direction of and accountable and responsible to the Presbytery, (or its successor or successors) as a unit of the P.C. (U.S.A.).

Section 2.02 Meetings, Quorum, Manner of Acting and Adjournment. The Presbytery Corporation members shall automatically meet whenever the Presbytery shall meet, and proper notice of the Presbytery meetings shall constitute proper notice of the Presbytery Corporation meetings. The Moderator, or other person chairing the meeting of the Presbytery, shall chair the Presbytery Corporation membership meetings. The Board of Trustees of the Presbytery Corporation shall present a full report to the Presbytery at each Annual Meeting. Special meetings of the Members of the Corporation shall

be conducted in the same way as similar meetings of the members of the Presbytery are conducted pursuant to the Standing Rules of the Presbytery.

ARTICLE III. TRUSTEES

Section 3.01 Election of Trustees. The Board of Trustees shall be elected each year by the members of the Corporation at the Annual Meeting. The Executive Presbyter (non corporate) of the Presbytery shall be a member of the Board of Trustees ex-officio and without vote. The Treasurer (non corporate) of the Presbytery shall be a member of the Board of Trustees ex-officio and without vote.

Section 3.02 Number and Tenure. There shall be nine (9) voting members of the Board of Trustees with a quorum of five (5). Voting members of the Board of Trustees shall be members of the P.C. (U.S.A.) within the bounds of the Presbytery. The Trustees shall be divided into three classes with terms of three years each. No Trustee shall be elected for a term of more than three years, nor shall a Trustee serve for consecutive terms, either full or partial, aggregating more than six years. A Trustee having served a total of six years shall be ineligible for reelection for a period of one year. All terms shall begin January 1 to coincide with the fiscal year. The term of the Chairman of the Board of Trustees shall coincide with his or her term of office.

Section 3.03 Powers and Duties. The Board of Trustees shall have full power to conduct, manage, and direct the business and affairs of the Corporation; and all powers of the Corporation are hereby granted to and vested in the Board of Trustees, subject to the direction of Presbytery, so far as such direction shall be lawful and in accordance with the Constitution of the Presbyterian Church (U.S.A.), the Standing Rules of Presbytery, the laws of the State of Florida, and the laws of the United States of America. Without in any way limiting the foregoing, the Board of Trustees shall have the following powers and duties:

- a. Financial and legal review and report to Presbytery Council on the annual budget prior to its adoption.
- b. Approve, review, and supervise bookkeeping, auditing, and financial procedures.
- c. Provide bonding for the Treasurer and other persons handling finances for the Presbytery and the Presbytery Corporation.
- d. Request, review, and report on audits.
- e. Review requests for funds over and above those set out in the annual budget.
- f. To review, assist, and supervise all matters relating to the management of the affairs of other civil entities relating to the Presbytery.
- g. To review, assist, and supervise all matters relating to the civil structural affairs of the local churches who are a part of the Presbytery.
- h. To manage all investments.

Section 3.04 Organization. At every meeting of the Board of Trustees, the Chairperson for the meeting shall be the President of the Corporation. If the President is not present at the meeting, the Vice-President shall serve as Chairperson for the meeting. If the Vice-President is not present at the meeting, the Secretary shall serve as Chairperson for the meeting. If the President, Vice-President

and Secretary are all absent at a duly called meeting, the Trustees in attendance shall select a Chairperson for the meeting from the Trustees attending the meeting.

Section 3.05 Regular Meetings. Regular meetings of the Board of Trustees ordinarily shall be held at the principal place of business of the corporation on the first Tuesday of January, February, March, April, May, June, September, October, November and December at such time as shall be designated from time to time by resolution of the Board of Trustees; and one such meeting each year shall be designated as an annual meeting for organization. At every regular meeting, the Trustees shall transact such business as may properly be brought before the meeting. All regular meetings shall be placed on the Presbytery calendar. Notice of regular meetings need not be given unless otherwise required by law or these Bylaws. Regular meetings may be canceled at the discretion of the President.

Section 3.06 Special Meetings. Special meetings of the Board of Trustees shall be held whenever called by the President or by two or more of the Trustees. Notice of each such meeting shall be given to each Trustee and each appropriate Presbytery staff person orally or in writing at least fourteen (14) days before the time at which the meeting is to be held, unless the Trustee waives notice. Every such notice shall state the time and place of the meeting.

Section 3.07 Quorum, Manner of Acting, and Adjournment for Regular and Special Meetings. In order to constitute a quorum for the transaction of business, five Trustees shall be present at each meeting. Every Trustee shall be entitled to one vote. Except as otherwise specified in Articles of Incorporation (as amended or restated) or these Bylaws, or provided by statute, the acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees. The Trustees shall act only as a Board and the individual Trustees shall have no power as such. In the absence of a quorum,

- a. a majority of the Trustees present may adjourn the meeting from time to time until a quorum is present; or in the alternative,
- b. the Trustees present may transact business in the usual manner, however, the meeting and the business transacted shall have effect only upon the written approval of the minutes of the meeting by a quorum of the Trustees. An absent Trustee shall signify his or her approval of the minutes by placing his or her ' signature at the end of the minutes or by signing a consent or ratification of the minutes. If an absent Trustee disapproves of or abstains from any business transacted at such meeting, he or she shall indicate such disapproval or abstention by specifying the disapproved portion of the minutes next to his or her signature. The acts of the meeting shall be effective upon the last signature of the Trustee constituting the approving quorum and such approved acts shall then be the acts of the Board of Trustees. A vote by proxy is not permitted.

Section 3.08 Telephone Meetings. Meetings may be conducted by the use of telephone systems whenever the necessity so arises. Such meetings shall be conducted in the same manner as the regular Trustees meetings and shall have the same effect as a regular Trustees meeting. A quorum of five Trustees must be participating either by telephone or in person, at any such meeting. The acts of the

meeting shall be reported to the Board of Trustees at the next regular meeting of the Board of Trustees.

Section 3.09 Actions Taken Without a Meeting. At the request of the President, or 2 or more other Trustees, any item which requires the action of the Board of Trustees may be submitted to the Board of Trustees for vote without meeting or discussion, and said vote may be submitted and taken by the telephonic polling of the Trustees, by written poll using United States Mail or facsimile services, or by other electronic means including E-mail.

However, upon the request of any Trustee for further discussion of the matter, the matter submitted for a vote shall be deferred until the next regular or special meeting of the Board of Trustees for discussion. Such request for further discussion shall be made in any manner authorized by this section, and shall be submitted to the representative of the Presbytery office designated by the Executive Presbyter.

Any action so taken that receives five or more votes in the affirmative, and for which no Trustee requests further discussion shall be deemed to be an action of the Board. Any action so taken shall be reported to the Board of Trustees by the Secretary at its next regularly scheduled meeting and recorded in the minutes of said meeting.

Section 3.10 Waiver and Notice. Whenever notice of a meeting is required, any Trustee may waive notice of the meeting by signing a written waiver either before or after the meeting, which waiver shall be equivalent to the giving of such notice. Such waiver shall be placed with the minutes of the meeting. Attendance of a Trustee at a meeting shall constitute a waiver of notice of such meeting, except when the Trustee attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not properly called or convened.

Section 3.11 Other Civil Corporations. The Board of Trustees of the Presbytery Corporation, at the direction of the Presbytery, shall constitute the membership of the Presbytery's civil corporations other than the Presbytery Corporation. These other civil corporations of the Presbytery, while handling civil affairs, shall be accountable to the Board of Trustees of the Presbytery Corporation which, in turn, shall be accountable to the Presbytery.

ARTICLE IV. COMMITTEES

Section 4.01 Duties. The Corporation shall have such committees as it finds to be necessary and proper to carry out its purposes.

Section 4.02 Quorum and Manner of Acting. A majority of the Trustees in office appointed to any committee of the Board shall be a quorum.

Article III of these Bylaws, to the extent not inconsistent with this Article, shall be applicable to committees of the Board of Trustees.

ARTICLE V. OFFICERS

Section 5.01 Number, Qualifications and Designation. The Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer (corporate and non corporate), an Executive Presbyter (non corporate), and such other Officers as may be elected in accordance with the provisions of Section 5.02 of this Article. Any number of offices may be held by the same person, except that the same person may not be President and Secretary simultaneously. Officers may but need not be Trustees. The Officers shall be natural persons of full age.

Section 5.02 Election and Term of Office. The Officers of the Corporation, except

- a. the Treasurer, who shall be the person for time being in office as the Treasurer of the Presbytery; and,
- b. those elected by delegated authority pursuant to Section 5.03 of this Article, shall be elected annually by the Board of Trustees, and each such Officer shall hold office until the next annual meeting of the Board of Trustees and until a successor shall have been elected and qualified, or until earlier death, resignation or removal.

Section 5.03 Subordinate or Other Officers, Committees and Agents. The Board of Trustees may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the Corporation may require, including one or more Assistant Secretaries, one or more Assistant Vice Presidents, and one or more Assistant Treasurers, each of whom shall hold office for such period, having such authority, and perform such duties as are provided in these Bylaws, or as the Members of the Board of Trustees may from time to time determine. The Members of the Corporation may delegate to the Presbytery, to the Board of Trustees or to any officer or committee of the Corporation the power to elect subordinate or other officers and to retain or appoint employees or other agents, or committees thereof, and to prescribe the authority and duties of such subordinate or other officers, committees, employees or other agents.

Section 5.04 Resignations. Any officer or agent may resign at any time by giving written notice to the Board of Trustees, or to the President or the Secretary of the Corporation. Any such resignation shall take effect at 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 5.05 Removal. Any officer, committee member, employee or other agent of the Corporation may be removed, either for or without cause, by the members or other authority which elected or appointed such officer, committee, employee or other agent whenever in the judgment of such authority the best interest of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

Section 5.06 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board of Trustees or by the authority to which the power to fill such office has been delegated pursuant to Section 5.03 of this Article, as the

case may be, and if the office is one for which these Bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 5.07 General Powers. All Officers of the Corporation, as between themselves and the Corporation, shall respectively have such authority and perform such duties in the management of the property and affairs of the Corporation as may be determined by resolutions of the Members, or, in the absence of controlling provisions in resolutions of the Members, as may be provided by resolution or order of the Board of Trustees or as may be provided in the Bylaws.

Section 5.08 the President. The President shall be the chief executive officer of the Corporation and shall have general supervision over the activities and operations of the Corporation, subject, however, to the control of the Board of Trustees. The President shall sign, execute, and acknowledge, in the name of the Corporation, deeds, mortgages, bonds, contracts or other instruments, authorized by the Board of Trustees, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees, or by these Bylaws, to some other Officer or agent of the Corporation; and, in general, shall perform all duties incident to the office of President, and such other duties as from time to time may be assigned to the President by the Board of Trustees.

Section 5.09 the Vice President. The Vice President shall perform the duties of the President in the absence of the President and such other duties as may from time to time be assigned to him or her by the Board of Trustees or by the President.

Section 5.10 the Secretary. The Secretary or an Assistant Secretary shall attend all meetings of the Board of Trustees and shall record all the votes of the Trustees and the minutes of the meetings of the Board of Trustees and of committees of the Board in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by the Corporation as required by law; shall be the custodian of the seal of the Corporation and see that it is affixed to all documents to be executed on behalf of the Corporation under its seal; and, in general, shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned to the Secretary by the Board of Trustees or the President.

Section 5.11 the Treasurer. The Treasurer or an Assistant Treasurer shall have or provide for the custody of the funds or other property of the Corporation and shall keep a separate book account of the same to the credit of such officer as Treasurer; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by the Corporation; shall deposit all funds in the custody of such officer as Treasurer in such banks or other places of deposit as the Board of Trustees may from time to time designate; shall, whenever so required by the Board of Trustees, render an account showing all transactions as Treasurer, and the financial condition of the Corporation; and, in general, shall discharge such other duties as may from time to time be assigned to the Treasurer by the Board of Trustees of the President.

Section 5.12 Executive Presbyter (Non Corporate). The Executive Presbyter shall be the chief administrative officer of the Corporation and, subject to the authority of the Board of Trustees and the President, shall have:

- a. General supervision over the activities and the operations of the Corporation.
- b. Authority to perform all acts which the President is authorized to perform on behalf of the Corporation by Section 5.08 of this Article.

The Executive Presbyter (non corporate) may use the title “Executive Presbyter” or “Executive Director of Presbytery of Tampa Bay, Inc.” whenever necessary or appropriate in the performance of the duties of such officer, but shall not thereby be deemed to be a Trustee of the Corporation or otherwise a corporate director of the Corporation.

Section 5.13 Officers' Bonds. Any Officer shall give a bond for the faithful discharge of the duties of the office held by such Officer in such sum, if any, and with such surety or sureties as the Board of Trustees or the Standing Rules of the Presbytery shall require.

Section 5.14 Salaries. The salaries of the Officers elected by the Board of Trustees shall be fixed from time to time by the Members of the Corporation, or by the Board of Trustees or such Officer as may be designated by resolution of the Members of the Corporation. The salaries or other compensation of any other officers, employees and other agents shall be fixed from time to time by the authority to which the power to elect such Officers or to retain or appoint such employees or other agents has been delegated pursuant to Section 5.03 of this Article. No Officer shall be prevented from receiving such salary or other compensation by reason of the fact that he is also a member of the Board of Trustees.

ARTICLE VI. INDEMNIFICATION OF TRUSTEES, OFFICERS, ETC.

Section 6.01 Indemnification. The Corporation shall indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding:

- a. **Third Party Actions.** Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Trustee, director, officer, employee, or agent of the Corporation, or of any enterprise which he served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement, actually and necessarily incurred as a result of such action, suit, or proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action ' on, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such person did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.
- b. **Derivative Actions.** By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Trustee, director, officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the Corporation, against the reasonable expenses,

including attorney's fees through appeal, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty to negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the Court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

- c. **Mandatory Indemnification.** To the extent that a Trustee, director, officer, employee, or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Paragraph (a) or (b), or in any defense of any claim, issue, or matter therein, he shall be indemnified against the reasonable expenses, including attorneys' fees through appeal, actually and necessarily incurred by him in connection therewith.
- d. **Procedure for Indemnification.** If a determination is made that indemnification of the Trustee, director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in paragraph (a) or (b), unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held. Such determination shall be made either by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceeding, or by the Members of the Corporation who were not parties to such action, suit, or proceeding.

Section 6.02 Expenses. The Corporation shall pay expenses incurred in defending any action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in paragraph (d) of Section 6.01 above upon receipt of an undertaking by or on behalf of the Trustee, director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

Section 6.03 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust, or other enterprise against liability asserted against him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 6.01 above.

Section 6.04 Scope of Article. The Corporation shall indemnify any person, if the requirements of Sections 6.01 and 6.02 are met, without affecting any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of members or disinterested Trustees, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, director, officer, employee, or agent of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person. Each person who shall act as a representative of the Corporation shall be deemed to be doing so in reliance upon such rights of indemnification as are provided in this section.

ARTICLE VII. INVESTMENTS

Section 7.01 Policy Against Service by Corporation as Personal Representative or Trustee.

It is the policy of the Presbytery of Tampa Bay, Inc. that it, either in its corporate or ecclesiastical capacity, will not serve as the Personal Representative, Trustee, or Successor Trustee for any individual, estate or trust.

Section 7.02 Administration. Unless otherwise specifically directed in the instrument by which any property, real or personal, is given, granted, conveyed, transferred, bequeathed, devised, assigned to or otherwise vested in the Corporation, the appropriate committee is authorized to invest and reinvest the property thus received or the proceeds of any property thus received and to retain property thus received and investments heretofore or hereafter made if done in the exercise of that degree of judgment and care, under the circumstances then prevailing, which men of prudence, discretion and intelligence exercise in the management of their own affairs, not in regard to speculation, but in regard to the permanent disposition of their funds, considering the probable income to be derived therefrom as well as the probable safety of their capital. The appropriate committee may employ such investment advisors and consultants as it desires to assist in its making investments, reinvestments and retention of investments. No loans may be made to any Trustee of the Corporation.

Section 7.03 Certain Unrestricted Funds. With respect to investment of property and funds free of any standard of investment or over which the Presbytery has power of appropriation, the appropriate committee may invest and reinvest such property and funds in such manner as the Presbytery or any body formed by the Presbytery thereto authorized may suggest or require, without reference to the standard provided by Section 7.02 of this Article.

Section 7.04 Restricted Funds. Where the terms of the gift or the instrument by which property or funds are received by the corporation specify or limit the type of investments to be made with such property or funds, the investment or reinvestment of such property or funds shall be made in the discretion of the appropriate committee in accordance with the terms provided or limited in the instrument by which such property or funds are received.

Section 7.05 Custodians and Nominee Registration. All investments and securities owned by the Corporation shall be held in the custody of a bank, or a trust company or other depositories as the Board of Trustees or the appropriate committee may approve or designate. Investments and securities owned by the Corporation may be held in the name of a nominee which may be the nominee of a bank, or a trust company or other depository, provided the bank or trust company or other depository in the name of whose nominee investments and securities of the Corporation are held first gives a bond or letter to the Corporation whereby it assumes full responsibility for the safe custody of the investments and securities and agrees to indemnify the Corporation and its Trustees and Officers and employees against any loss or claims by reason of such nominee registration or default or infidelity of such nominee, and if all such investments and securities shall be so designated upon the records of the bank, or trust company or other custodian that the ownership of the same in the Corporation shall clearly appear at all times.

ARTICLE VIII. MISCELLANEOUS

Section 8.01 Corporate Seal. The Corporation shall have a corporate seal with the words: “PRESBYTERY OF TAMPA BAY, INC., A Florida Not-For-Profit Corporation.”

Section 8.02 Checks. All checks, notes, bills or exchange or other orders in writing shall be signed by such person or persons as the Board of Trustees may from time to time designate.

Section 8.03 Contracts. Except as otherwise provided in these Bylaws, the Board of Trustees may authorize any Officer, Officers, agent or agents, to enter into any contract or to execute or deliver any instrument on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.04 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Trustees may approve or designate, and all such funds shall be withdrawn only upon check signed by, or bearing the authorized facsimile signature of such one or more Officers or employees as the Board of Trustees shall from time to time determine. The name or accounts to which such deposits are made, and the name of the Corporation on checks drawn on against such accounts may be “PRESBYTERY OF TAMPA BAY, INC.”, and may include such other words including the name of the Corporation and an appropriate designation to identify by purpose or otherwise.

Section 8.05 Annual Report of Trustees. The Board of Trustees shall direct the President and Treasurer to present at a regular meeting of the Board in every year a report, verified by such officers, showing in appropriate detail the following:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report.
- b. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
- c. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation.
- d. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation. The annual report shall be filed with the minutes of the meeting of the Board.

Section 8.06 Amendment of Bylaws. These Bylaws may be amended or repealed, or new Bylaws may be adopted by the action of at least two-thirds (2/3) of the Members of the Corporation present and voting at any duly-held regular or special meeting of the Members at which a quorum is present, if written notice of such proposed amendment is mailed to each Member of the Presbytery of Tampa Bay, Inc. and to the Stated Clerk of the Presbytery at least ten (10) days prior to the meeting.

APPROVED by the Members of the Corporation on this _____ day of December, 2004.

I, Ralph Hoffman, Secretary of the Corporation, hereby certify that the foregoing are the true and correct Amended and Restated Bylaws adopted by the Members of the Corporation on the day above stated.

PRESBYTERY OF TAMPA BAY, INC.

By: _____
Ralph Hoffman, Secretary

CERTIFICATE OF BYLAWS

I, Ralph Hoffman, the Secretary of PRESBYTERY OF TAMPA BAY, INC., hereby certify that the foregoing copy of the Amended and Restated Bylaws are the official Bylaws of PRESBYTERY OF TAMPA BAY, INC. approved and adopted by the membership of the corporation on the _____ day of December, 2004.

PRESBYTERY OF TAMPA BAY, INC.

By: _____
Ralph Hoffman, Secretary

(CORPORATE SEAL)