

BYLAWS OF THE WORLDWIDE CHURCH OF GOD, 1987
A California Nonprofit Religious Corporation

ARTICLE I--SUBORDINATION

1.1 This corporation is chartered by and subordinate to the Church of God, a/k/a Worldwide Church of God, an unincorporated association, of which Joseph W. Tkach is the Pastor General, which Church is hereinafter referred to as the "Association."

ARTICLE II--DEFINITIONS

2.1 "Corporation" shall mean this California corporation.

2.2 "Corporate Governance" shall mean the Pastor General. In the event that either of the conditions occur set forth in Section 5.4 or 5.5 of Article V (or any corresponding renumbered section or article) of the Articles of the Association, then the term, Corporate Governance, shall mean and include the Board of Directors of the Corporation as it shall from time to time be constituted, until the designation of the successor to the office of Pastor General or upon his inability to govern being terminated, as provided in Sections 5.6 or 5.7 of Article V (or any corresponding renumbered section or article) of the Bylaws of the Association [not available at press time], at which time the term "Corporate Governance" shall again only mean the Pastor General.

2.3 "Ecclesiastical Decision" shall mean a decision that requires religious considerations. Such decision shall be within the sole and subjective discretion of the Corporate Governance, shall be conclusive and final, subject to review by the Association's Church Authority, as that term is defined in the Articles of Association and Bylaws of the Association, and shall not require oral or written evidence as to its basis.

ARTICLE III--OFFICES

3.1 The principal office and other offices of the Corporation, for the transaction of its ecclesiastical and temporal activities, shall be designated by the Corporate Governance as it deems advisable according to the circumstances.

ARTICLE IV--MEMBERS

4.1 There shall only be one class of corporate members. They will be referred to as the "Members of the Corporation." "Members of the Corporation" shall mean the Advisory Council of Elders of the Association as it shall from time to time be constituted.

4.2 Only the Pastor General shall be empowered to call meetings of the Members of the Corporation. Notice of any such meetings may be given in any manner permitted by law,

including, but not limited to, the following: Certified or registered first class mail to the member's last known address, postmarked forty-eight (48) hours before the meeting, or upon four (4) hours advance notice, either in writing personally delivered, or by oral communication, to the member or an adult person residing in his household. All meetings of the Members of the Corporation may be held within or without the State in such locations as the Pastor General shall designate.

4.3 In the event that either of the conditions occur set forth in Sections 5.4 and 5.5 of Article V (or any corresponding renumbered section or article) of the Articles of the Association, then the call and notice of meetings of Members of the Corporation will be as follows:

4.3.1 Call of Meetings: Any three Members of the Corporation will be empowered to call a meeting of the Members of the Corporation.

4.3.2 Notice of Meetings: Notice of any such meetings may be given in any manner permitted by law, including, but not limited to, the following: Certified or registered first class mail to the member's last known address, postmarked seventy-two (72) hours before the meeting, or upon forty-eight (48) hours advance notice, either in writing personally delivered, or by oral communication, to the member or an adult person residing in his household.

4.3.3 A copy of such notice shall likewise be delivered to the then advisor to the Association's Advisory Council of Elders at his then current office address.

4.3.4 All meetings of the Members of the Corporation under Section 4.3 of these Bylaws may be held within or without the State as a majority of said members shall designate.

4.4 Nothing herein shall be construed to prohibit waiver of call and notice, meeting by telephone conference call or action without a meeting, which are otherwise provided by law.

ARTICLE V--CORPORATION RECORDS

5.1 The Corporation's books, documents and records shall be deemed absolutely confidential and secret and no person shall have any right of access to or utilization of said information unless authorized or subsequently approved by an Ecclesiastical Decision. The Members of the Corporation and the members of the Board of Directors of the Corporation are exempted from this restriction and shall have power and authority to review such books, documents and records at any reasonable time as limited by law.

ARTICLE VI--GOVERNANCE

6.1 The governance of the Corporation is, after the biblical example, hierarchical in form. Joseph W. Tkach shall hold the office of Pastor General of the Corporation and the office of Director and Chairman of the Board of Directors. The title and office of Pastor General shall be equivalent to that of President.

Appointment and Removal

6.2 The Pastor General shall have the sole power and authority to appoint and remove officers of the Corporation. He may exercise said power and authority at any time, with or without cause or notice.

6.3 The Pastor General shall have the sole power and authority to appoint and remove any singular member of the Board of Directors, or the entire Board of Directors of the Corporation. He may exercise said power and authority at any time, with or without cause or notice.

6.4 The Pastor General shall have the sole power and authority to form and dissolve committees and to appoint and remove any singular member of the committee or the entire committee. He may exercise said power and authority at any time with or without notice. No member of any committee need be an officer or a director of the Corporation.

6.5 In the event that either of the conditions occur set forth in Sections 5.4 and 5.5 of Article V (or any corresponding renumbered section or article) of the Articles of the Association, then the Members of the Corporation shall be vested with the power and authority set forth in 6.2 and 6.3 of these Bylaws.

6.5.1 The Members of the Corporation shall be vested with said power and authority until the designation of the successor to the office of Pastor General or upon his inability to govern being terminated, as provided in Sections 5.6 or 5.7 of Article V (or any corresponding renumbered section or article) of the Bylaws of the Association, at which time the power and authority so vested in the Members of the Corporation shall terminate and the same shall be reinvested in the Pastor General.

Numbers and Qualifications

6.6 The authorized number of directors shall be not less than one (1) nor more than fifteen (15). Each member of the Board of Directors, each committee member or each officer of the Corporation must be a Church Member of the Association at the time of his appointment and must remain such during his term in office. If for any reason he does not remain a Church Member of the Association during his term in office, then he shall be disqualified from serving as a director, committee member or officer, which disqualification shall constitute his removal from his respective office without the necessity of further action. A quorum of the Board of Directors or of any committee for the purpose of conducting corporate business shall mean a majority of the directors or committee members holding the office of director or committee member at the time of the meeting.

Terms of Office

6.7 The person holding the office of Pastor General of the Association shall also hold the office of Pastor General of the Corporation. Joseph W. Tkach shall hold the office of Pastor General of the Corporation and Director and Chairman of the Board of Directors for life. Other members of the Board of Directors and other committee members shall serve until they resign or are removed.

Place of Meetings

6.8 All meetings of the Board of Directors may be held within or without the State and in such locations as the Corporate Governance shall designate.

Call and Notice of Meetings

6.9 Only the Pastor General shall be empowered to call meetings of the Board of Directors and of any committee. Notice of any such meetings may be given in any manner permitted by law, including, but not limited to, the following: Certified or registered first class mail to the director's or committee member's last known address, postmarked forty-eight (48) hours before the meeting, or upon four (4) hours advance notice, either in writing personally delivered, or by oral communication, to the director or committee member or an adult person residing in his household.

6.10 In the event that either of the conditions occur set forth in Sections 5.4 and 5.5 of Article V (or any corresponding renumbered section or article) of the Articles of the Association, then the call and notice of meetings of the Board of Directors will be as follows, until the designation of the successor to the office of Pastor General or upon his inability to govern being terminated, as provided in Sections 5.6 or 5.7 of Article V (or any corresponding renumbered section or article) of the Bylaws of the Association, at which time the power and authority to call and notice meetings shall be reinvested in the Pastor General:

6.10.1 Call of Meetings: Any three members of the Board of Directors will be empowered to call a meeting of the Board of Directors.

6.10.2 Notice of Meetings: Notice of any such meetings may be given in any manner permitted by law, including, but not limited to, the following: Certified or registered first class mail to the director's last known address, postmarked seventy-two (72) hours before the meeting, or upon forty-eight (48) hours advance notice, either in writing personally delivered, or by oral communication, to the director or an adult person residing in his household.

6.10.3 A copy of such notice shall likewise be delivered to the then advisor to the Association's Advisory Council of Elders at his then current office address.

6.11 Nothing herein shall be construed to prohibit waiver of call and notice, meeting by telephone conference call or action without a meeting, which are otherwise provided by law.

ARTICLE VIII--INDEMNIFICATION

7.1 The Corporation shall have the power to indemnify or make advance payments to the full extent permitted by law.

7.2 The Corporation shall have power to purchase and maintain insurance on behalf of any director, officer, employee or agent of the Corporation, its affiliated or subordinate organizations, or their predecessors or successors against any liability asserted against or incurred by them in

such capacity or arising out of their status as such whether or not the Corporation would have the power to indemnify them against such liability.

**ARTICLE VIII
AMENDMENT TO BYLAWS**

8.1 The Pastor General shall have the sole power and authority to adopt, amend or repeal these Bylaws. In the event that either of the conditions occur set forth in Section 5.4 and 5.5 of Article V (or any corresponding renumbered section or article) of the Articles of the Association, then the Members of the Corporation shall be authorized and empowered to adopt, amend or repeal these Bylaws only upon two-thirds of the Members of the Corporation affirmatively concurring to do so at a duly called and noticed meeting, or by unanimous written consent of said members without a meeting, provided the notice therefore or the consent sets forth the Bylaw to be amended or repealed and the Bylaw to be adopted.

CERTIFICATION OF AUTHENTICITY

State of California)
) SS.
County of Los Angeles)

I, GENE M. MICHEL, Assistant Secretary of the Worldwide Church of God, a corporation created and existing under the laws of the State of California, with its office located at 300 West Green Street, Pasadena, California 91123, do hereby certify that the foregoing document entitled "Bylaws of the Worldwide Church of God, a California nonprofit religious corporation," consisting of six (6) pages in typed form, is a full, true, and correct copy of the Bylaws of said corporation to date, and that the Bylaws as set forth are now in full force and effect. I FURTHER CERTIFY, that I am acquainted with the corporate seal of the WORLDWIDE CHURCH OF GOD, and that the seal hereto affixed, purporting to be that of said corporation, is a true and exact impression of its seal.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the Worldwide Church of God this 13th day of August, 1987.

(Corporate Seal)

[signed] GENE M. MICHEL, as Assistant Secretary

State of California)
) SS.
County of Los Angeles)

On this 13th day of August, 1987, GENE M. MICHEL, personally known to me to be the person who subscribed the foregoing Certification of Authenticity, appeared before me, and being first

duly affirmed, executed the Certification and did depose and say that he is the Assistant Secretary of the Worldwide Church of God, that he knows the seal of the corporation, and the seal affixed to the Certification is the Corporate Seal, that he has read the foregoing certification by him subscribed, is familiar with the contents thereof and states that they are true both in substance and in fact.

IN WITNESS WHEREOF, I have hereunto set my hand and Notary Seal this 13th day of August, 1987.

(Notary Seal)

[signed] Jeanne E. Kloster, Notary Public