

CONSTITUTION

ARTICLE I

NAME

The name of the corporation shall be called, "**Edwin L. Hodges Ministries, Inc.**"

ARTICLE II

PURPOSES

Section 1. Distribution of Bibles

The purposes of this corporation shall be to print, publish and distribute throughout the world, Bibles, New Testaments, Old Testaments and portions thereof in obedience to the final teaching of Jesus Christ in Matthew 24:14 : "And the Good News about the kingdom will be preached throughout the whole world, so that all nations will hear it, and then, finally, the end will come."

Section 2. Distribute Christian Literature and Tapes

To print and collect new and used books, magazines, tracts, cassettes and videos and ship to ministers, lay leaders, and schools in various English speaking countries, as well as to native Americans, for personal use and lending libraries.

Section 3. To Write Books, Tracts, etc.

To write, publish and distribute books, tracts, etc. for ministry to pastors and lay leaders around the world.

Section 4. Promote and Edify the Church

Generally to promote and edify the Church of Jesus Christ, wherever it may be found, and to communicate and propagate the Gospel of Jesus Christ, by any and every means, by encouraging prayer for the total evangelization of the world, by encouraging a spirit of unity among all God's children and by ministering to those who are suffering for the cause of Christ.

Section 5. Aid and Initiate Religious Works

To initiate, participate in, maintain and aid all such religious and charitable works as the Board may consider advisable such as mission agencies, schools, churches, etc.

Section 6. To Promote Spiritual Growth

To promote spiritual growth among its corporate officers and donors by 1) allowing Jesus to be head of Edwin L. Hodges Ministries, 2) claiming our spiritual inheritance, 3) maintaining a spirit of rejoicing *in* and *for* all things, and 4) by maintaining a life of Bible study and prayer.

ARTICLE III

STATEMENT OF FAITH

We believe the Bible, as contained in the Old and New Testaments, is the inspired and infallible Word of God, being given by the Holy Spirit of God to Holy Men of old. It is, therefore, the only and final authority in all matters of faith and practice. We believe in one God, eternally existing in three persons: Father, Son and Holy Spirit.

We believe in the deity of Jesus Christ, in His humanity, in His virgin birth, in His sinless life, in His works of miracles, in His vicarious and redeeming death, in His cleansing blood shed on Calvary, in His bodily resurrection, in His ascension to the right hand of God the Father, in His Lordship, and His personal and visible return in power and glory.

We believe in the Holy Spirit, the Lord and Giver of Life, who proceeds from the Father and the Son: who by means of the Word of God, is the Author of the new birth, the comforter, and the sanctifier; and He indwells the believer.

We believe that man was created in the image of God, that he fell into sin, and thereby incurred, not physical death only, but spiritual death which is separation from God; that all human beings, in consequence of the Fall, are born with a sinful nature.

We believe in the necessity of the new birth by the Holy Spirit in order that man may have peace with God, and this new birth cannot be received by being born in a Christian home or by association with believers but by personally accepting Christ as Savior. The evidence of this new birth should be manifested by a daily walk in the Spirit.

We believe in the resurrection of the body, both of the just and the unjust, the eternal blessedness of the redeemed in Christ, and the eternal torment of those who have rejected the offer of Salvation.

We believe the commission of Christ to be witnesses of His life, death, resurrection, and eternal life through His name is the task of every born-again Christian.

ARTICLE IV

HEADQUARTERS AND OFFICERS

Section 1. International Headquarters

The International and the U.S.A. Headquarters of Edwin L. Hodges Ministries, Inc. shall be located in the United States of America at such place as may be determined by the Board of Directors. For the present time it will be in Decatur, Alabama.

Section 2. Branch Offices

Other National or branch offices may be opened in countries or states where such an added expansion is deemed desirable by the Board of Directors in order to accomplish its purposes and objectives.

Section 3. Policies for Branch Offices

National Offices may be established in countries outside of the U.S.A. on an autonomous basis subject to the approval of the Board of Directors. However, each new National office will cooperate with the International Headquarters on major policies and projects. The president of Edwin L. Hodges Ministries, Inc., our Alabama corporation, shall be International president. He shall supervise and coordinate the activities of the various branches. Each national branch shall be responsible for its own financial affairs.

ARTICLE V

OFFICERS

Section 1. Board of Directors

There shall be a board of directors of not less than six reputable persons who are elected annually to administer the affairs of the corporation. These directors shall be eligible to succeed themselves. These directors shall have and exercise all the powers of the corporation as fully and completely as the corporation could in directing the corporation to attain her purposes and goals.

Section 2. Officers of the Corporation

The officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Board of Directors may determine and as may be elected in accordance with the provisions of this Article.

Section 3. Election and Term of Office

The officers of the corporation shall be elected annually by the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors, when prior to such meeting, each member of the Board has been duly notified of the plan to fill or create and fill such offices ten days in advance of said Board of Directors meeting. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 4. Removal

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors 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 person so removed.

Section 5. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President

The President shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. The President shall preside

at all meetings of the Board of Directors. He may sign, with the secretary, assistant secretary or any other proper officers of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. He shall appoint the members of all committees, and shall designate the chairman of said committees.

Section 7. Vice-President

In the absence of the President or in the event of his inability or refusal to act, the Vice-President (or in the event there may be more than one Vice-President, the Vice-President, in order of designation, or in the absence of any designation, then in the order of their election except the Vice-President for stewardship) shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. In the event the President refuses to act, then any Vice-President or director of the Board of Directors shall act.

Section 8. Secretary

The Secretary shall keep, or supervise the keeping of the minutes of proceedings of meetings of the Board of Directors in one or more books provided for that purpose, shall see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, shall be the custodian of the corporate records and seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws, shall keep a register of the post office address of each Director, and shall in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Board of Directors. The books and records of the corporation in the possession of the Secretary shall at all times be the property and be available to the corporation, and upon the termination of his office, he shall deliver to his successor or to the presiding officer of the Board all records, documents and other property of the corporation in his possession. In performing the duties of his office, he may be assisted as prescribed by the Board of Directors.

Section 9. Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks trust companies or other depositories as shall be selected in accordance with the provision of these by-laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 10. Assistant Secretary and Treasurer

The Board of Directors may elect an Assistant Secretary and Assistant Treasurer, which in the absence of the Secretary or Treasurer shall perform duties of the officer so absent. The assistant shall perform such other duties as may be assigned to them by the Board of Directors. Each

Assistant Treasurer shall be required to give a bond as required by the Board of Directors for the faithful performance of his duties.

Section 11. Executive Committee of the Board

There shall be an Executive Committee of the Board consisting of the President, Secretary and Treasurer all of whom shall be Board members and any four other members of the Board elected annually by the Directors. The Executive Board shall have all of the powers of the Board of Directors, except that it shall not: (a) amend the Constitution or By-laws, (b) elect or appoint officers, (c) elect or appoint directors, (d) sell, encumber or contract for real estate or major improvements therein except such as may be received in its deferred giving program. The Executive Committee, however, shall have full power to supervise and direct the stewardship program of the mission.

Section 12. Compensation

Compensated individuals will not be allowed to vote on decisions concerning their own compensation or the compensation of persons related to them.

ARTICLE VI

MEETINGS

Section 1. Procedures for Board Meetings

1. The Board of Directors shall meet twice a year. Normally, these meetings shall be held in January and July. The January meeting shall be the annual meeting.
2. The Directors' meetings may be formally called by the President or by the Secretary on direction of the President or by the Secretary on direction of two Directors.
3. Notice of the Board meetings shall meet quarterly to review the progress and to execute normal business of the corporation.
4. The Executive Committee shall meet quarterly to review the progress and to execute normal business of the corporation.
5. In case of emergency, a special meeting may be called by the President or by any two directors for any and all of the different Boards within the corporation.
6. A quorum for the transaction of business at any meeting of the Board of Directors shall consist of two-thirds of the members of the Board.
7. Every member of the Board of Directors in good standing shall be entitled to one vote and resolutions of any business must be carried out on the basis of a two-third majority of those present at the meeting.
8. No error in giving notice of any meeting shall invalidate such meeting or make void any proceeding taken there at.

Section 2. Order of Business for the Annual Meeting of the Board of Directors

1. Verification of quorum present.
2. The reading of the minutes of the Annual General meeting last held, together with the minutes of any intervening or coincident general meeting.
3. Business arising from the minutes.
4. Presentation of financial statement by the Treasurer showing revenues and expenditures of the corporation.
5. The annual report of the President outlining the significant developments of the year completed.
6. Election of Directors and officers of the corporation for the coming year.

7. New business.
8. Adjournment.

ARTICLE VII

QUALIFICATIONS OF THE BOARD MEMBERS

Each Board Member should be a born again Christian who lives a life in which the fruit and power of the Holy Spirit are evident, who is a member of a local church or assembly, actively involved in Christian fellowship and witness. He should affirm the Edwin L. Hodges Ministries statement of faith and commit himself to the purposes and goals of the corporation. He should be willing to work with other Board members in carrying out the duties and responsibilities of the corporation.

ARTICLE VIII

BRANCH OFFICES

Section 1. United States Branch Offices

This corporation may set up a branch office or branch offices within the United States of America or outside as the Board deems it necessary in achieving its worldwide goals and objectives. A branch office within the U.S.A. shall function under the International Headquarters administration and direction. Representatives shall raise their own personal support and ministry expense.

Section 2. Branch Offices Outside the United States

In case of a branch office outside of the United States, the office shall be set up in keeping with the laws of the land with the following general practices.

1. It shall have a responsible Board of Directors to manage the affairs of the corporation.
2. It shall be registered with the Government and fulfill all the requirements of the law of the land.
3. An Executive Director shall be appointed by the Board of Directors to administer and manage the business of the corporation.

ARTICLE IX

ECFA

The corporation shall be a member of the Evangelical Council for Financial Accountability.

ARTICLE X

AUDITS

The accounts of the corporation shall be audited annually by a Certified Public Accountant selected by the Board of Directors.

ARTICLE XI

THE SEAL

Section 1. The Control and Use of the Seal

1. The Board of Directors may adopt a seal which shall be the common seal of the corporation.
2. The common seal of the corporation shall be under the control of the Directors, and shall be placed under the custody of the Secretary.
3. All documents requiring certification by the corporation shall be certified by affixing the Seal thereto in the presence of the President, Vice President, Secretary or Treasurer.

ARTICLE XII

BORROWING POWER

For the purpose of carrying out the objectives of the corporation, the Directors may borrow or raise or secure the payment of money in such manner as they think fit, and in particular by direct loans from financial institutions. No loans shall be secured without the sanction of an extraordinary resolution of the corporation.

ARTICLE XIII

DISSOLUTION

In the event of the dissolution of this corporation, its assets not required for the payment of its liabilities and obligations and not held upon condition requiring return, specific transfer, or conveyance upon dissolution, shall be paid over and transferred to one or more corporations, societies, or organizations engaged in activities substantially similar to those of this corporation, pursuant to a plan of distribution adopted as provided in the non-profit corporation laws of the State of Alabama, provided, however, that no distribution of assets of this corporation shall be made to any organization if at the time of distribution the proposed distributee is not an organization described in Section 170(b) (1) (i) (vi) of the Internal Revenue Code of 1986, as amended, and which has not been determined by the Commissioner of Internal Revenue to be exempt from income taxes under Sections 501 (a) and 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XIV

Articles of this Constitution may be repealed, altered, or added to by a two-thirds vote of the members of the Board of Directors at any regular or special meeting of the Board of Directors, provided that any modification of the By-laws shall be submitted in writing to all members of the Board of Directors at which a vote is to be taken on the proposed modification of the By-laws. But no repeal, alteration or amendment shall be enforced or acted upon until the amended article is registered with the Secretary of State, if required by law.