

Faith Mountain Pentecostal Church

FORMATION AND OPERATION

OF THE

WILLOW ROAD CONSERVATION BANK

WHEREAS, the Faith Mountain Pentecostal Church ("Church") is the sole owner of ^{26.23} A acre property located at Willow Rd (APN 391-060-07) ("Parcel B"). (See Attachment 1 – Map); and,

WHEREAS, Rev. and Mrs. Paul and Connie Bertram ("the Bertrams") are the sole owners of a ^{44.74} acre property located at Willow Rd (APN 391-060-05) (Parcel "A"). (See Attachment 1 – Map); and,

WHEREAS, the Church and the Bertrams have been approached by the U.S. Fish and Wildlife Service and the California Department of Fish and Wildlife ("the Agencies") to form a habitat conservation bank, consisting of Parcels A and B, and to be called the Willow Road Conservation Bank ("Bank"); and,

WHEREAS, the Agencies require the execution of an agreement governing the terms and conditions of the Bank called the Willow Road Conservation Bank Enabling Instrument ("BEI") (Attachment 2, including Exhibits A through I); and,

WHEREAS, the BEI includes at Exhibit D-4 a Conservation Easement Deed ("CE") that will have to be executed with an entity approved by the Agencies, namely the San Diego River Conservancy; and,

WHEREAS, the Church recognizes that there are substantial duties and complex responsibilities involved with the ownership and operation of the Bank; and,

WHEREAS, the Church recognizes that Reverend Paul Bertram is trusted by the Church and is recognized as experienced and qualified to handle administrative, financial and property management matters required for the operation of the BEI and the CE; and,

IT IS HEREBY DECLARED AND RESOLVED, AS FOLLOWS:

1. The Church designates and authorizes Reverend Paul Bertram to handle administrative, financial and property management matters required by the BEI and the CE.
2. The Church reserves all and delegates none of its authority and rights pertaining to legal ownership of Parcel B.
3. [OTHER PROVISIONS THE CHURCH MAY DELIBERATE AND DECIDE TO INCLUDE – LET ME REVIEW ANY SUCH PROVISIONS TO ENSURE INTERNAL CONSISTENCY AT MINIMUM]

Reddy Nick 09-23-14.
Date

John Hill 9/23/14
Date

Tim D.J. 9.23.14
Date

TRUSTEE MEETING

September 23, 2014

Meeting Location:

Faith Mountain Pentecostal Church
12443 Woodside Ave

Present:

Jeff Hoffer
Tim Dickey
Tedd Nicholson
Pastor Paul Bertram
Lorraine Bertram

Time:

Meeting began @ 9:15pm

Business:

The trustee board is authorizing Pastor Paul Bertram to transact business concerning their credits derived from the 26.23 acres Parcel #391-060-07 in the Willow Road Conservation Bank, on behalf of Faith Mountain Pentecostal Church.

It is understood, there is a small percentage of acreage being subtracted from the Willow Road Conservation Bank due to easements and unusable land....Which will be split evenly with church portion, and Paul and Lorraine Bertrams 44.74 acres parcel #391-060-05 portion.




Jeff Hoffer

9/23/14




Tedd Nicholson

09.23.14




Tim Dickey

9-23-14



Lorraine Bertram

9.23.14



Paul Bertram

09-23-14

Meeting concluded @ 9:45 pm

Minutes taken by: Lorraine Bertram

Marianne O. Greene
Attorney at Law
4444 37th Street
San Diego, CA 92116
(619) 674-8882

September 21, 2014

WAIVER OF CONFLICT OF INTEREST
FOR
WILLOW ROAD CONSERVATION BANK
BANK OWNERS AND OPERATORS

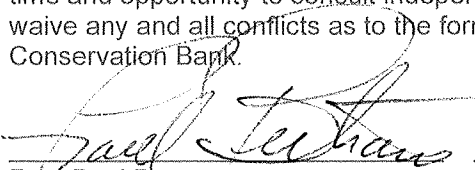
In all jurisdictions, an attorney should not represent any client with whom he has a conflict of interest. A conflict of interest may arise when an attorney represents two clients whose interest could potentially conflict. The two clients here are Mr. and Mrs. Paul Bertram, owners of Parcel A and the Mountain Faith Pentecostal Church, owners of Parcel B. These parcels are adjacent and the said property owners are about to become the owners/operators of the Willow Road Conservation Bank.

Conflicts of interest between the Bertrams and the Church could arise in a number of contexts. Here just two examples:


- There could arise legal or regulatory conflicts over alleged mishandling of the Bank. The conflict would occur where one bank owner/operator tries to blame the other bank owner/operator for the alleged misdeeds.
- There could arise conflicts over decisions on how to implement the Bank management plan, decisions that could have different financial consequences for each owner/operator.

There are many other situations where conflicts of interest could arise. However, there are situations where clients may choose to waive such conflicts because they believe that their interests are similar enough and the risk of conflict sufficiently minimal, and where they are seeking legal efficiency in pursuing their mutual goals.

It has been indicated me that the Bertrams and the Church wish to waive any conflict of interest and be provided advice by offices to assist in the creation of the Willow Road Conservation Bank. By signing this waiver of conflict, the Bertrams and the Church agree they each have had ample time and opportunity to consult independent legal advice to consider this waiver and hereby waive any and all conflicts as to the formation, operation and ownership of the Willow Road Conservation Bank.


Rev. Paul Bertram

09-23-14
Date


Mrs. Connie Bertram

9-23-14
Date


Teddy Smith
Date

09.23.14
Date


Jess Hill
Date

9-23-14
Date

FAITH MOUNTAIN PENTECOSTAL CHURCH
CONSTITUTION AND BYLAWS

To Whom it May Concern;

These documents constitute the portion of
Faith Mountain Pentecostal Church's ,
'Constitution and By Laws' ,
which pertain to the necessary business at hand.

1. Hi-lighted on page 24. Is the by-law provision for appointing the President /Pastor to transact business of this nature on behalf of the Church.
2. In our submittal package is also a copy of the Trustee board minutes authorizing the Pastor/President to transact the business concerning 'WILLOW RD. MITIGATION BANK'

**THE CONSTITUTION AND BY-LAWS OF
FAITH MOUNTAIN PENTECOSTAL CHURCH
OF
Lakeside, California**

PREAMBLE

In order to establish our work on a more efficient and permanent basis, we, the members of Faith Mountain Pentecostal Church of Lakeside, California, affirm our belief that God's people should be scrupulously set in order, and that it is needful for them to be efficiently organized to successfully carry on the gospel work and properly handle their business affairs.

A house divided against itself cannot stand. The main purpose of these By-Laws is to provide rules to govern the assembly, according to the Scriptures, so that we may advance in the will of God. (Titus 1:5; 1 Corinthians 12:28) All scripture references made herein are King James Version.

CONSTITUTION

Article 1

THE ASSEMBLY

Section 1 – The Name

The name of this corporation shall be Faith Mountain Pentecostal Church of Lakeside, California, and shall be informally known and herein referred to as Faith Mountain Pentecostal Church.

Section 2 – Affiliation

Affiliation of this assembly with any other group or organization may be chosen, withdrawn, or changed by the church in a business meeting conducted according to Article VII of By-Laws.

Section 3 – The Purpose

- (A) To establish and maintain a place of worship.
- (B) To unite a people of like faith in the bonds of brotherly love and fellowship (Hebrews 13:1)
- (C) To meet together to truly worship God in spirit and in truth, and to receive spiritual teaching. (John 4:24; Ephesians 4:11-15)

- (D) To Provide codes of Christian conduct, based upon the Word of God.
(Titus 2)
- (E) To point the lost to the way of life by publishing at home and abroad the true plan of salvation, exhorting believers to be filled with the Holy Ghost, (John 1:29; Luke 11:13; Acts 1:8; Acts 28; Romans 8:9,11) More specifically, the purposes shall be:
 - a) To conduct a local church or ministry by the direction of the Lord Jesus Christ in accordance with all the commandments and provisions set forth in the Holy Bible, which is the irrevocable word of God.
 - b) To spread the word of the gospel through seminars, crusades, radio, mission statements, extensions, branch works, and all other vehicles as may be deemed appropriate and advisable for the propagation of the gospel and Christian worship, whether in the United States or any other country.
 - c) To establish church literature and other forms of mass medium for the purpose of education the individual in the Word of God.
 - d) To establish Sunday Schools and ancillary schools for the purpose of religious/educational instruction, and a Bible training school for the preparation of ministers. Said schools not to be considered accredited educational institutions.
 - e) To minister the Word of God to the faithful and all others.
 - f) To acquire, hold, own, lease, mortgage, and dispose of such property, either real or personal, for church purposes as may be necessary.
 - g) To receive and accept; money, property, stocks, bonds, negotiable securities, or any other donations, and to hold, acquire, own, sell, transfer, assign, or dispose of the same for any purpose of the corporation in its work.
 - h) To raise funds and assist in raising funds.
 - i) To conduct and carry on religious services and instructions on radio and/ or other electronic medium; and to acquire, own, lease, etc., broadcasting equipment and facilities for said purpose. Pursuant to ARTICLES OF FAITH SECTION 13.

Section 4 – Limitations

- (A) That this corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof and is organized solely for nonprofit purposes. The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable and religious purposes and not part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this corporation, its assets remaining after payment of, 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 and religious purposes and which has established its tax exempt status under Section 23701d of the Revenue and Taxation Code and/or Section 501 (c)(3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of superior court of the county in which this corporation's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.
 - (a) If at the time of the dissolution of this corporation the Faith Mountain Pentecostal Church cannot name the beneficiary, we do hereby declare that it is to be relinquished to the Worldwide Pentecostal Fellowship for distribution.
- (B) No substantial part of the activity of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation; and the Corporation shall not participate in or intervene in, including the publishing and distribution of statements, any political campaigns on behalf of candidates for public office.
- (C) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue code of 1954 or corresponding provision of any future United States Internal revenue code or by the corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue code of 1954 or the corresponding provision of any United States Internal Revenue code.

Article II

ARTICLES OF FAITH

Section 1 – The Basic and Fundamental Doctrines

- (B) They shall then be dealt with in accordance with Galations 6:1, 1 John 5:16, 17; James 5:19, 20; and Matthew 18: 15-17
- (a) He or she shall be admonished by the pastor.
 - (b) If there is no change in attitude or conduct the party concerned shall be admonished by the pastor or the church board with the pastor, at the discretion of the pastor. If there is still no significant change of attitude and/or conduct, and the party in question will not repent of their wrong, the pastor shall take such action as he deems necessary, such as dropping from the church roll and up to and including complete disfellowship by the church board (at the discretion of the pastor), if necessary.
 - (c) Any person who has been dropped from voting membership may, after a probationary periods assigned by the pastor, request restoration of membership. If the pastor feels that a true spirit of repentance is shown, and all due restitution has been made, he or she shall be reinstated.

Article IV

CHURCH BOARD

Section 1 – Powers

Subject to the provisions of the California Nonprofit Corporation Law and these By-Laws, the business and affairs of the corporation shall be managed, and all the corporate powers shall be exercised, by or under the direction of the board of directors. The directors shall be referred to as Board/Trustee Members.

Section 2 – Number and Qualification

The corporation shall have five board members to be determined each year by the pastor, subject to ratification by the voting members . These board members shall also serve as trustee board. All Board Members shall be voting members in good standing of Faith Mountain Pentecostal Church. The pastor and secretary are to be considered two of the five members, and the pastor is president.

Section 3 – Term

Each Board Member shall hold office for the term of one (1) year until a successor has been elect4ed and qualified, unless renominated and re-elected.

Section 9 – Regular Meetings

Regular annual meetings of the board shall be held during the month of January at the corporation's principal office. The purpose of the meeting is to conduct such business as many come before the board. Other regular meetings of the board of directors may be held without call at such time as shall from time to time be fixed by the board of directors. Such regular meetings may be held without notice but with all board members notified of the meeting.

Section 10 – Special Meetings

Notice of any special meeting of the board shall be given to each director by first class mail, postage prepaid, or delivered in person or by telephone or telegraph, or email at least 48 hours in advance of the meeting.

- (a) Special Meeting such as:
1. Major purchases i.e., Real Estate, etc.
 2. Crucial disciplinary action
 3. Any major changes in governing procedures
 4. Any situation the Pastor feels merits this action

Section 11 – Quorum

A majority of the authorized number of Board Members constitutes a quorum for Transaction of business, except in meetings related to the election of a pastor or transfers of real estate. In such cases four shall constitute a quorum.

Section 12 – Waiver of Notice

The transactions of any meeting of the board of directors, however called and Noticed or wherever held, shall be a valid as though taken at a meeting duly held after Regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting, before or at its commencement, about the lack of an adequate notice.

Section 13 – Action Without a Meeting

Any action required or permitted to be taken by the board may be taken without a meeting if all members of the board shall individually or collectively consent in writing

(c)

Section 7 – Trustees

- (A) The trustee board shall be the church board.
- (B) Their duties shall be.
 - (a) To hold any properties belonging to the assembly but not yet legally recorded to the corporation, in trust for the assembly.
 - (b) To make all legal acquirements and transactions or appoint the pastor to represent and transact such business in the interest of the assembly.
 - (c) To call for an audit when the majority agrees.

Section 8 – Board of Education

- (A) Shall be appointed by the pastor, who shall serve as chairman of the Board of Education.
- (B) Shall consist of the pastor as chairman and four to six other members of the assembly.