

**BY-LAWS OF  
LIGHTSHINE MINISTRIES, INC.  
A NONPROFIT CORPORATION**



**ARTICLE I - OFFICES**

Section 1. The registered office of LightShine Ministries, Inc. in the State of New Mexico shall be at 2039 Virginia N.E., Albuquerque, New Mexico, 87110.

Section 2. The registered agent in charge thereof shall be Kim S. Crissman, 2039 Virginia N.E., Albuquerque, New Mexico, 87110.

Section 3. The corporation may also have offices at such other places as the Board of Directors may appoint or as the activities of the corporation may require.

**ARTICLE II - PURPOSE**

Section 1. The purpose for this corporation is to serve as an independent ministerial vehicle assisting Christian organizations throughout New Mexico in establishing and growing their evangelical outreach efforts. The corporation will assist Christian churches and para-churches by providing guidance and training in Christian growth and evangelism efforts such as establishing Lighthouses of Prayer and performing "JESUS Video" distributions in their local areas. The corporation will be funded through donations which will be used solely and entirely to support these efforts.

Section 2. The corporation will be operated exclusively for purposes for which a corporation may be formed under the Nonprofit Corporation Act and is organized exclusively for charitable, religious, and educational purposes including for such purposes the making of distributions to organizations that qualify as exempt organizations, under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE III - SEAL**

Section 1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, New Mexico".

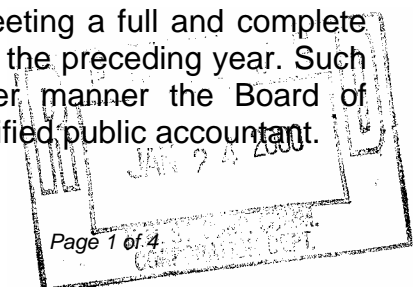
**ARTICLE IV - MEMBERS**

Section 1. There shall be no members, as such, of the corporation.

**ARTICLE V - MEETINGS**

Section 1. Regular Annual Meetings of the Board of Directors shall be held with three days notice on the third Monday of January at 7:00 o'clock P.M. Mountain Time, at the registered office of the corporation, or at such other time and place as shall be determined by the Board.

Section 2. The President shall present at each Annual Meeting a full and complete statement of the business and affairs of the corporation for the preceding year. Such statement shall be prepared and presented in whatever manner the Board of Directors shall determine and need not be verified by a certified public accountant.



Section 3. The President may call Special Meetings of the Board with three days notice thereof to each Director by mail, stating the time, location, and purpose of the meeting. The notice shall be deemed to be delivered when deposited in the United States mail, addressed to the Director at their address as it appears on the records of the corporation, with postage thereon prepaid.

Section 4. A majority of the total number of Directors then in office shall constitute a quorum for the transaction of business.

Section 5. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 6. One or more Directors may participate in a meeting of the Board, or a committee of the Board, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in this manner shall constitute presence in person at such meeting.

## **ARTICLE VI - DIRECTORS**

Section 1. The business of this organization shall be managed by a Board of Directors consisting of a minimum of three and a maximum of eleven members, together with the officers of this organization. At least one of the Directors elected shall be a resident of the State of New Mexico and a citizen of the United States.

Section 2. Directors shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of two years. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board.

Section 3. The Board of Directors shall only act in the name of the organization when it shall be regularly convened, or after due notice to all the Directors when a special meeting is called. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Section 4. Each Director shall have one vote and voting may not be done by proxy.

Section 5. The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

Section 6. At a meeting of the Board of Directors called expressly for that purpose, any Director(s) may be removed, with or without cause, by a vote of the majority of the remaining Directors.

Section 7. Directors as such, shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board PROVIDED, that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

Section 8. LightShine Ministries, Inc. will indemnify each Director and Officer of the Corporation, and their heirs, legal representatives and assigns, against expenses,

costs and attorney's fees actually and reasonably incurred in connection with the defense of any action, suit or proceeding, civil or criminal, in which the Director or Officer is made a party by reason of being or having been an Officer or Director. The indemnification may include any amounts paid to satisfy a judgment or to compromise or settle a claim. The Director or Officer will not be indemnified if he is adjudged to have been guilty of willful misconduct or recklessness in the performance of his or her duty to LightShine Ministries, Inc.

## **ARTICLE VII - OFFICERS**

Section 1. The executive officers of the corporation shall be elected by a majority vote of the Directors and must be chosen from the Board of Directors. The officers shall initially consist of a President, Secretary and Treasurer. Such other Officers and assistant Officers and Agents as may be deemed necessary may be elected or appointed by the Board of Directors. Two offices may be held by the same person.

Section 2. Any officer or agent elected or appointed by the Board may be removed by a majority vote of the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby.

Section 3. Salaries of all officers and agents of the corporation shall be fixed by the Board of Directors.

Section 4. The President shall be the chief executive officer of the corporation; he shall preside at all meetings of the Directors; he shall have general and active management of the business of the corporation, shall see that all orders and resolutions of the Board are carried into effect, except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation. He shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the corporation. He shall be EXOFFICIO a member of all committees, and shall have the general power and duties of supervision and management usually vested in the office of President of a corporation.

Section 5. The Secretary shall attend all sessions of the Board and act as clerk thereof, and record all the votes of the corporation and the minutes of all its transactions in a book to be kept for that purpose, and shall perform such other duties as may be prescribed by the Board of Directors or President, and under whose supervisions he shall be. He shall keep in safe custody the corporate seal of the corporation, and when authorized by the Board, affix the same to any instrument requiring it.

Section 6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall keep the moneys of the corporation in separate account to the credit of the corporation. He shall disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the corporation.

## ARTICLE VIII - COMMITTEES

Section 1. All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

## ARTICLE IX - MISCELLANEOUS PROVISIONS

Section 1. Checks: All checks or demands for money and notes of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Section 2. Fiscal Year: The fiscal year shall begin on the first day of January.

Section 3. Waiver of Notice: Whenever any written notice is required by statute, or by the Certificate or the By-Laws of this corporation a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 4. Resignation: Any Director or other officer may resign at any time, such resignation to be in writing, and to take effect from the time of its receipt by the corporation, unless some time be fixed in the resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

Section 5. Asset Distribution: On dissolution of the corporation, all assets of the corporation shall be distributed in accordance with the Articles of Incorporation.

## ARTICLE X - AMENDMENTS

Section 1. These by-laws may be altered, amended, repealed or added to by a majority vote of the Board of Directors at any regular or special meeting, duly convened after notice for that purpose.

The foregoing By-Laws were adopted by a majority of the Directors of LightShine Ministries, Inc. on 5 January, 2000.



Kim S. Crissman  
President



Gwen A. Crissman  
Secretary