

**AMENDED AND RESTATED BYLAWS OF THE
HEARTLANDS CHURCH - A SOUTH LINCOLN CHURCH OF CHRIST**

ARTICLE I

Name and Purpose

1.1 **Name.** This corporation's name is "Heartlands Church - A South Lincoln Church of Christ" (hereinafter, "Church"). The act of designating Heartlands Church as the Church for purposes of these By-laws is for convenience only, and shall not be construed as an attempt to make Heartlands Church the exclusive body of believers or to make membership at Heartlands Church essential for salvation.

1.2 **Purpose.** The purpose of these Amended and Restated By-laws ("By-laws") is to establish a working procedure for the transaction of business and the making of decisions by the corporate body of the Church. No provision of these By-laws shall be given a construction, interpretation or application inconsistent with the New Testament plan for the organization and functioning of the body of Christ as a corporate body. These By-laws are not intended to supersede or contravene the New Testament teaching on any matter.

1.3 **Implementation.** These By-laws shall become effective upon approval by the directors and members in accordance with law.

1.4 **Autonomy of the Congregation.** The Church is to have no connection with any local, state, or national organization that would compromise the Church's autonomy or subject the Church to the control of another entity or person. The Church is not an auxiliary of, nor subordinate to, any district, state, or national board, or any other form of ecclesiastical system. The Church is free and independent in all actions.

1.5 **Church's Financial Support.** The Church will be financially supported through the free-will tithes and offerings of God's people.

1.6 **Loans and Guarantees.** The Church may not lend money to or guaranty the obligation of a director, officer, member of the Church, or any other person or entity. The fact that a loan or guaranty is made in violation of this section does not affect the borrower's liability on the underlying obligation.

ARTICLE II

Members

2.1 **Purpose of Membership.**

2.1.1. **Intent.** Membership in the corporate body known as Heartlands Church - A South Lincoln Church of Christ, shall in no manner be equated with, nor is it intended to judge, the salvation of an individual believer. Membership in this Church does not constitute inclusion in the Lamb's Book of Life referred to in the New Testament. Membership in the Church is intended to provide a visible means by which Christians

desiring to worship and serve with the Church body may identify themselves with the Church body and accept the privileges and responsibilities of serving Christ in submission to Him and in submission to the shepherds of the Church. By accepting membership in the Church, members indicate their intention to submit to the New Testament and to the spiritual care and guidance of the shepherds of the Church.

2.1.2 Conditions of Membership. Natural persons who publicly have identified themselves as believers in Jesus Christ as the Son of God, confessed their faith in Christ, repented of all sin, submitted to immersion for the remission of sins, and expressed their desire to have fellowship and membership in the Church, and who continue steadfastly in the faith and the Church's work, are members, subject to the provisions of these By-laws.

2.1.3 Discipline. The members, by expressing a desire to work with the Church, have committed to a full understanding of church government and discipline. The members understand the importance of the instruction in I Corinthians 6:1-8, and recognize and covenant not to institute any actions, lawsuits, or other legal or equitable proceedings of any kind or nature, or to pursue any legal proceedings against the directors or other Church leaders, or against Church officers or employees in connection with any conduct or action undertaken in their official capacity.

2.2 Responsibilities and Privileges of Membership.

2.2.1 Consent and Participation. Members covenant to minister to one another's spiritual needs. This relationship is entered into by mutual consent of the individual members and may end only by mutual consent or upon a withdrawal of fellowship as described in these By-laws. All members are expected to participate in the body life of the Church consistent with the teachings and practices of the New Testament, including the use of the spiritual gifts, talents, resources, and time in the service of Christ Jesus and His body, the church.

2.2.2 Eligibility to Vote. Only persons meeting all of the following requirements are entitled to vote at a meeting of the membership:

2.2.2.1. The person must have been a member for at least six (6) months prior to the time the Secretary determines the list of persons entitled to vote at a particular meeting of the members;

2.2.2.2. The person must be at least nineteen (19) years of age at the time the Secretary determines the list of persons entitled to vote at a particular meeting of the members; and

2.2.2.3. The person must have been resident within sixty (60) miles of the regular meeting place of the Church for at least six (6) months prior to the time the Secretary determines the list of persons entitled to vote at a particular meeting of the members.

2.3 Termination of Membership. Membership in the Church may be terminated, and members removed from the membership list maintained by the Secretary, in accordance with the following:

2.3.1 Death of a member shall terminate membership.

2.3.2 Transfer of membership to another church shall terminate membership. The determination of transfer shall be made by the directors in their sole discretion.

2.3.3 Request by the member to be removed from membership, which request is communicated either orally or in writing to the Secretary, any shepherd, any director, or any staff member of the Church, shall terminate membership.

2.3.4 A member moving their residence out of the geographic area within which the directors reasonably believe the privileges and responsibilities of membership may be met shall terminate membership.

2.3.5 Members who discontinue fellowship with this Church and with whom the shepherds are unable to reestablish fellowship shall be removed from this Church's membership list by action of the directors.

2.3.6 By action of the directors for good and sufficient cause in accordance with the procedures of Matthew 18:15-17 and other New Testament scriptures (Matt. 18:17; Rom. 16:17, 18; I Cor. 5:13; II Thess. 3:14 and Titus 3:10), membership may be terminated at any time by a majority vote of the directors.

2.3.7 Upon notification of the Secretary by the directors, persons whose membership is terminated shall be noted on the membership list maintained by the Secretary as "terminated" and the names of such terminated persons shall be deleted from subsequent membership and voting lists maintained by the Secretary.

2.4 Reinstatement of Terminated Members. Persons whose membership in the Church has been terminated may be reinstated after they have communicated and demonstrated to the directors and the Shepherds the desire to conduct their lives according to New Testament teachings and, in the judgment of the directors and Shepherds, have met the qualifications for membership. The directors shall notify the Secretary in writing of the date and fact of reinstatement of any person to membership in the Church. Reinstatement shall be effective upon notification of the Secretary.

ARTICLE III

Governance of the Church

3.1 Christ is the Head. As provided in the New Testament, Jesus, the Christ, the Son of the Living God, shall be the head of the Church in all respects. (Eph. 1:22; 5:23.)

3.2 Management of Affairs. Subject to the provisions of the Amended and Restated Articles of Incorporation ("Articles") and By-laws, and subject to the provisions of the New Testament, all corporate powers shall be exercised by or under the authority of, and the affairs of the Church managed under the direction of, the directors.

3.3 Number and Terms of Directors. The number of directors shall be not less than four. The number of directors shall be the number of shepherds or other directors duly elected by the voting members in accordance with Article 3.6, except as provided by Article 3.4 of these By-laws, in which event the number shall be the number of directors specified in Article 3.4. The directors shall serve terms of three (3) years and may serve successive terms.

3.4 Directors; Vacancies. In the event that the number of directors falls below four, the vacancy shall be filled by an affirmative vote of the remaining directors and the newly elected director shall serve for the remainder of the term that would have been served by his predecessor, except that the newly elected director shall not bear the title of, or function as a Shepherd, as a result of his election to fill a vacancy as a director. The designation of "Shepherd" shall be reserved for those directors who have been selected in accordance with Article 3.6.2, below.

3.5 Election of Directors.

3.5.1 Shepherds. Except as otherwise provided in Article 3.5.2, the directors shall consist of the Shepherds duly elected by the members with due consideration for the admonitions of I Tim. 3:1-7 and Titus 1:6-9.

3.5.2 Non-Shepherd Directors. Without limiting the number of Shepherds that may be elected, in the event that there are less than four shepherds duly qualified and elected, then the directors shall consist of all shepherds and the remaining non-shepherd directors for a total of four in number. The non-shepherd directors shall be elected from among the members who have demonstrated spiritual maturity and who potentially may qualify for service as a shepherd. The non-shepherd directors shall be elected in accordance with the procedure set out in Article 3.6.

3.6 Procedure for Election of Directors and Shepherds.

3.6.1 Number of Shepherds. There shall be no fixed or set number of shepherds. Rather, the Church shall have as many or as few shepherds as the members recognize and affirm in accordance with Article 3.6.2. Only members who are eligible to vote may serve as directors or shepherds.

3.6.2 Method of Selection of Shepherds. Shepherds shall be selected through a process in which the Church members recognize and affirm men who have already demonstrated the heart of Jesus and follow His example of leadership as illustrated in Luke 22:24-27, 1 Peter 5:1-5, Ezekiel 34:2-6, 1 Timothy 3:1-7, and Titus 1:5-9. The following steps shall be taken in order to accomplish the selection of shepherds:

- (a) The directors will specify a time (preferably at least two weeks) for members to prayerfully consider the scriptures listed above in light of the need or desire for additional shepherds.
- (b) Following this time of prayerful consideration, members will have an opportunity to submit anonymously in writing the names of men they recognize as exhibiting the leadership qualities identified in the above referenced scriptures.
- (c) Men who are identified as being recognized as shepherds by at least twenty (20) voting members in the process described in the preceding subparagraph will be asked to prayerfully consider whether they are willing to serve as shepherds. Only those men who indicate such willingness will be presented to the members for affirmation.
- (d) The names of those men willing to serve as shepherds, and who are approved by affirmative vote of the directors, will be placed before the members for another period of prayerful consideration specified by the directors. Only objections that are based upon valid scriptural principles shall be expressed and considered with respect to any such man serving as a shepherd.
- (e) The voting members will elect by affirmation the men to serve as shepherds. Affirmation shall be by 80% of the members present and eligible to vote under these By-laws at the meeting at which the affirmation question is presented.
- (f) The above-described steps will be accomplished during Special Meetings to be conducted within the regular worship services of the Church. A single notice, provided in accordance with Article 4.3 herein, may contain all of the dates upon which each of the above steps will be accomplished.

3.6.3 Selection of Non-Shepherd Directors. In the event that there are less than four shepherds duly qualified and serving, the members shall seek from among their number those who are recognized by the members as servant-leaders and who potentially may qualify to serve as shepherds. The procedure set out below shall be followed in the selection of non-shepherd directors:

3.6.3.1. Procedures. The procedures set forth in Article 3.6.2, above, shall be followed in the election of non-shepherd directors.

3.7 Meetings of Directors. If the time and place of a directors' meeting is fixed by the By-laws or by the directors, the meeting is a regular meeting. All other meetings are special meetings. Meetings of the directors may be held at such times and places as considered necessary

by the directors. Meetings may be called by the chairperson of the directors or by any two or more directors.

3.7.1 Notice of Meetings of Directors:

- (a) Regular meetings of the directors may be held without notice.
- (b) Special meetings of the directors must be preceded by at least three days' notice to each director, at their usual place of business or residence addresses, of the date, time, and place, but not the purpose, of the meeting. A director may waive such notice and a director's presence at any meeting shall be deemed a waiver of notice of such meeting. At any meeting at which every director is present, even though without any notice or waiver thereof, any business may be transacted.

3.7.2 Quorum: A majority of the directors in office immediately before a meeting begins shall constitute a quorum; provided, however, in no event may a quorum consist of fewer than the greater of one-third of the number of directors in office or two directors. Unless otherwise provided in the Nebraska Nonprofit Corporation Act, the Articles of Incorporation, or these By-laws, if a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice, except announcement at the meeting, to any absent director.

3.7.3 Chair. The President shall preside at all directors' meetings unless another director is otherwise designated by the directors.

3.8 Compensation. Directors shall not receive any stated salary or other compensation for their services as directors.

3.9 Removal of Directors. The application of Neb. Rev. Stat. § 21-1975 is hereby limited as provided in this Section 3.9. Directors may be removed from service in any of the following manners:

3.9.1 Resignation by a director, orally or in writing, shall constitute removal from office without further action of the directors or members.

3.9.2 Pursuant to a resolution duly adopted by the directors recommending removal, the membership may remove a director from office by the affirmative vote of two-thirds of the votes cast at a duly called meeting at which a quorum is present, and such two-thirds of such votes must also constitute a majority of the required quorum for a meeting of the voting members. The directors may not remove a director without such approval of the members. In the absence of such a resolution, the members may remove a

director at a duly called meeting of the members publicized for that purpose and carried by an affirmative vote of two-thirds of the votes cast and such two-thirds of such votes must also constitute a majority of the required quorum for a meeting of the voting members, heeding I Tim. 5:19-20. Removal from office as a director also removes such director from role as shepherd.

3.9.3 If a director ceases to be a member for any of the reasons specified in Article 2, Sections 2.3.1 through 2.3.5, such event shall constitute removal from office without further action of the directors or members.

3.10 Role and Responsibilities of Shepherds. Shepherds shall serve as the spiritual overseers and leaders of the Church and shall have all rights, responsibilities and authority granted to spiritual overseers and leaders by Christ through the New Testament. Their overarching purpose shall be to shepherd the members through prayer, teaching, counsel, and fellowship.

ARTICLE IV **Meetings Of Members**

4.1 Annual Meeting. An annual membership meeting shall be held on the third (3rd) Sunday of each year at the location at which the Church conducts its regular worship services, or at another location determined by the directors and identified in the notice of Annual Meeting. The date of this meeting may be changed to another date by a majority vote of the voting members. All matters pertinent to the corporation may be raised at the annual meeting and any necessary action may be undertaken.

4.2 Special Meetings. Special meetings of the members may be called, upon due notice, in any of the following manners:

- (a) By a duly adopted resolution of the directors; or
- (b) By written petition of the holders of at least ten percent of the voting power of the voting members as determined in accordance with Neb. Rev. Stat. §21-1952(a)(2) presented to the President or Secretary. Such petition shall be signed by all petitioning members, dated, and delivered to the President or Secretary, and it shall set forth the purposes for which such meeting is to be held; or
- (c) By the President of the Church.
- (d) Only those matters that are within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

4.3 Notice of Meetings of Members.

4.3.1 Notice stating the day, hour, and place of the meeting (annual, regular, and special meetings) and, in case of a special meeting, the purpose or purposes for which the

meeting is called, shall be delivered not less than ten (or if notice is mailed by other than first class or registered mail, thirty) nor more than sixty days before the date of the meeting, either orally or in writing, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to notice of such meeting.

4.3.2 Each voting member shall be provided with separate notice addressed to the member even though residing in the same home with other members, except that married couples residing together may be provided with notice addressed jointly to both members. Such notice must also include a description of matters that must be approved by the members as described in Neb. Rev. Stat. § 21-1955(c)(2).

4.3.3 In the case of a special meeting, the notice shall also contain a description of the purposes for which the meeting is called.

4.3.4 If mailed, notice may be included with any regular publication mailed to members and shall constitute delivery when deposited in the United States mail, addressed to the member at the address appearing on the Church's records, postage prepaid.

4.4 Voting Procedures.

4.4.1 Record Date for Determining Members Entitled to Notice: Members at the close of business on the sixtieth day preceding the meeting or action requiring a determination of the members shall be entitled to notice of the annual, regular and special meetings.

4.4.2 Record Date for Determining Members Entitled to Vote at a Members Meeting: Members on the sixtieth day preceding the meeting who are otherwise eligible to vote are entitled to vote at the meeting.

4.4.3 List of Members to Receive Notice. After fixing a record date for a notice of a meeting, the Secretary shall prepare an alphabetical list of the names of all its members who are entitled to notice of the meeting. The list must show the address and number of votes each member is entitled to vote at the meeting. The Secretary shall prepare on a current basis through the time of the membership meeting a list of members, if any, who are entitled to vote at the meeting, but who are not entitled to notice of the meeting. This list shall be prepared on the same basis as and be part of the list of members.

4.5 Statutory Rights Abolished. The rights and privileges of members arising out of the provisions of Neb. Rev. Stat. § 21-1959(b) through (e) are hereby abolished in accordance with Neb. Rev. Stat. § 21-1959(f).

4.6 Quorum: Voting members holding twenty-five percent of the votes entitled to be cast as of the record date fixed in accordance with Article 4.4.2 herein represented in person at a meeting shall constitute a quorum.

4.7 Proxy, Written Ballot: Voting by proxy or by absentee ballot shall not be allowed. Action by the members by the written ballot procedure set forth in Neb. Rev. Stat. § 21-1958 shall not be allowed.

4.8 Voting Requirements Generally. Unless the Nebraska Nonprofit Corporation Act, the Articles of Incorporation, or these By-laws require a greater vote, if a quorum is present, the affirmative vote of the votes represented and voting (which affirmative votes also constitute a majority of the required quorum) is the act of the members.

ARTICLE V

Officers

5.1 Designation of Officers. The Church's business and legal matters shall be conducted by its officers. The officers shall be the President, Vice President, Secretary, and Treasurer. The directors may designate other officers with powers and duties not inconsistent with these By-laws. Any two or more offices may be held by the same person, except the offices of President and Vice President, and except the offices of President and Secretary.

5.2 Election, Term of Office, and Qualification. Officers shall be *voting* members who are elected annually by the directors. The President and Vice President shall be chosen from among the directors, but the remaining Officers need not be directors.

5.3 Vacancies. In case any corporate office becomes vacant by death, resignation, retirement, disqualification, or any other cause, a majority of the directors may elect an officer to fill the vacancy and the officer elected shall hold office and serve until the election and qualification of his successor.

5.4 President. The President shall, when present, preside at all meetings of the members and of the directors. He shall have and exercise general charge and supervision of the Church's affairs and shall do and perform such other duties as the directors may assign to him. The signatures of the President and at least one other officer shall be necessary to execute any church business or legal matters, except as otherwise authorized by resolution of the directors.

5.5 Vice President. In the President's absence or in the event of his death, inability, or refusal to act, the Vice President shall perform the President's duties and, when so acting, shall have all powers of and be subject to all restrictions upon the President. The Vice President shall, in general, perform all duties incident to the Vice President's office, subject to the directors' control, and shall do and perform such other duties as the directors may assign to him.

5.6 Secretary. The Secretary shall have charge of such books, documents, and papers as the directors may determine. The Secretary may sign with the President, in the corporation's name and on its behalf, any contracts or agreements authorized by the directors. The Secretary shall, in general, perform all duties incident to the Secretary's office, subject to the directors' control, and shall do and perform such other duties as the directors may assign. The Secretary also shall perform the following duties:

5.6.1 The Secretary shall record and preserve the business transacted at meetings of the members and shall maintain the names and addresses of members of the Corporation eligible to vote, the names and addresses of members of the Corporation entitled to notice of meetings of the members, and such other information as may be useful to the Corporation.

5.6.2 The Secretary shall have the responsibility for preparing minutes of the directors' and members' meetings and for authenticating records of the Corporation.

5.6.3 The Secretary shall have the responsibility for preparation and filing of all biennial reports required by the Nebraska Nonprofit Corporation Act and maintaining the records required to be kept by the Corporation pursuant to Neb. Rev. Stat. § 21-19,165 thereof.

5.7 Treasurer.

5.7.1 The Treasurer shall have custody of all corporate funds, property, and securities, subject to such regulations as the directors may impose. The Treasurer may be required to give bond for faithful performance of the duties of the Treasurer, in such sum and with such sureties as the directors may require.

5.7.2 When necessary or proper, the Treasurer may endorse checks on the Church's behalf at such bank, banks, or depository as the directors designate. The Treasurer shall sign, with the President, all corporate receipts, vouchers, checks, bills of exchange, and promissory notes issued by the Church, except in cases where the signing and execution thereof shall be expressly designated by the directors or by these By-laws to some other corporate officer or agent.

5.7.3 The Treasurer shall make such payments as necessary or proper on the Church's behalf.

5.7.4 The Treasurer shall enter regularly on the Church's books full and accurate account of all monies and obligations received and paid or incurred by the Treasurer for or on account of the Church, and shall exhibit such books at all reasonable times to any director on application at the corporate offices.

5.7.5 The Treasurer shall, in general, perform all duties incident to the Treasurer's office, subject to the director's control, including the following:

- (a) The Treasurer shall account for all funds received or disbursed on account of the Church and shall be responsible for the disbursement of all funds of the Church.

- (b) The Treasurer shall be responsible for the annual financial statements of the Church and shall provide a statement to accompany such financial statements:
 - (i) Stating the Treasurer's reasonable belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and
 - (ii) Describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

5.8 Terms of Office: The term of office of the officers shall be one year or until such time as new officers are selected and duly qualified.

5.9 Salaries. No salary shall be paid to any corporate officers in direct furtherance of the Church's purposes. Officers and directors may be reimbursed for any expense authorized by the directors that was incurred in the Church's behalf.

5.10 Removal. Any officer may be removed from office by the affirmative vote of a majority of the directors at any regular or special meeting called for that purpose.

ARTICLE VI

Agents and Representatives

6.1 The directors may appoint, consistent with these By-laws, such corporate agents and representatives with powers to perform such acts and duties on the Church's behalf as the directors may determine, to the extent authorized or permitted by law and not inconsistent with these By-laws.

ARTICLE VII

Contracts

7.1 The directors, except as these By-laws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the Church's name and on its behalf. Such authority may be general or confined to a specific instance.

ARTICLE VIII

Fiscal Year

8.1 The fiscal year of the Church shall commence on January 1 of each year and end on December 31.

ARTICLE IX

Investments

9.1 The Church shall have the right to retain all or any part of any securities or property acquired in whatever manner and to invest and reinvest any funds it holds, according to the directors' judgment, without restriction to the class of investments which the directors otherwise are required by law to follow; provided, however, that no action shall be undertaken by or on behalf of the Church if such action is a prohibited transaction or would result in the denial of tax exemption under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

ARTICLE X

Indemnification

10.1 Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suits, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the corporation, by reason of the fact that he is or was a ministry team leader, steering ministry member, director, officer, employee, or agent of the Church, or is or was serving at the Church's request as a ministry team leader, steering ministry member, director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be and hereby is indemnified, without need of affirmative act on his part or on the part of the corporation's directors, against all expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith, and in a manner he reasonably believed to be in, or not opposed to, the corporation's best interests, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful. The corporation shall have the power to make other additional indemnifications that may be authorized by the Articles of Incorporation, directors' resolutions, or duly enacted By-laws. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the corporation's best interests, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

However, no indemnification shall be made in respect of any claim, issue, or matter wherein such person shall have been adjudged to have been liable for neglect or misconduct in the performance of his corporate duty, unless and only to the extent that the court in which such action or suit was brought 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 indemnity for such expenses which the court deems proper.

To the extent that a ministry team leader, director, officer, employee or agent of the Church has been successful on the merits, or otherwise, in defense of any action, suit, or proceeding referred to in the first two paragraphs of this Article, or in defense of any claim, issue, or matter therein, he shall be indemnified against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

The indemnifications provided in these By-laws for ministry team leaders, directors, officers, employees, and agents are directly created and accorded without the need of any affirmative act on the part of the ministry team leaders, directors, officers, employees, or agents, and, subject to the conditions and limitations of the first two paragraphs of this Article, such indemnification rights may be asserted and proceeded upon by any ministry team leader, director, officer, employee or agent whenever the need arises.

The Church may pay expenses incurred in defending a civil or criminal action, suit, or proceeding in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or in behalf of the ministry team leader, 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 provided in these By-laws.

Indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested ministry team leaders, directors, or otherwise, both as to action in his 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 ministry team leader, director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE XI

Amendments

11.1 Amendment: These By-laws may be amended.

11.2 Procedure for Approval of Amendments: Except as provided in Neb. Rev. Stat. § 21-19,114(a), any amendment to these By-laws must be approved by the directors (unless the amendment relates to the number of directors, the composition of the board, the term of office of the directors, or the method or way in which directors are elected or selected) and the members. Membership approval of an amendment to these By-laws must be by the affirmative vote of two-thirds of the votes cast at a duly called meeting at which a quorum is present, and such two-thirds of such votes must also constitute a majority of the required quorum. Notwithstanding the foregoing, the directors (if it initiates the amendment or its approval is required) or members of the Church may condition the amendment's approval on receipt of a higher percentage of affirmative votes of the members or on any other basis.

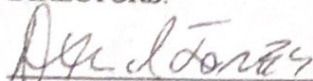
11.3 Notice of Meetings to Approve Amendments: If the directors or members seek to have the amendment approved by the members at a meeting, the Church shall give notice of the meeting to its voting members in writing. The notice must state that one of the purposes of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the proposed amendment.

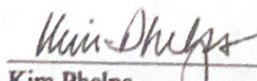
ARTICLE XII
Exempt Activities

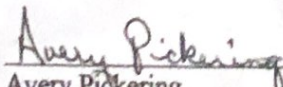
12.1 Notwithstanding any other provision of these By-laws, no director, officer, employee or representative of this corporation shall undertake any action or any activity by the corporation or on its behalf not permitted to an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and contributions to which are deductible to the contributor under Section 170(c) of the Internal Revenue Code and its regulations as they now exist or as they may be amended. No director, officer, employee, or representative of this corporation shall undertake any action or any activity by the corporation or on its behalf not permitted by, or contrary to any provision of, the Articles of Incorporation as they may be amended from time to time.

Dated as of this 15th day of December, 2004.

DIRECTORS:


David Jones

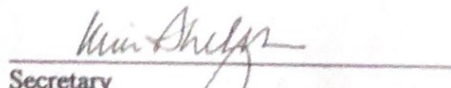

Kim Phelps


Avery Pickering

CERTIFICATE OF SECRETARY

The undersigned hereby certifies that he is the duly elected, qualified and serving Secretary of Heartlands Church – A South Lincoln Church of Christ; that the above and foregoing Amended and Restated By-laws were approved and adopted by a two thirds vote of the voting members on February 13, 2005, at a meeting of the membership duly called for such purpose; and that the above and foregoing Amended and Restate By-laws are in full force and effect as of such date and continuing to the date set forth below.

Dated: Feb 13, 2005


Secretary