

**ARTICLES OF INCORPORATION
and
BY-LAWS
of
CHRISTIAN EDUCATION ENTERPRISES, INC.**

ARTICLE I

NAME

The name of the Corporation maintained
and operated thereby shall be

CHRISTIAN EDUCATION ENTERPRISES, INC.

ARTICLE II

PURPOSES

- a. For the exclusive religious purpose of providing, promoting, assisting (directly or indirectly), non-profit education, training, and evangelism to persons of all ages through cassette tapes, video tapes, compact disks, published printed materials, online instruction, in-class instruction, seminars, bible studies, worship services, evangelistic meetings, day care, preschool, and other related religious activities.
- b. The Corporation may validate any of its education, training, or evangelism programs by the issuance of awards, certificates, continuing education credits, diplomas, religious undergraduate, and religious graduate degrees to persons of all ages for the satisfactory completion of appropriate and prescribed curriculums.
- c. In addition, it shall be the purpose of the Corporation to provide, support, assist, fulfill, and in all respects promote the above (a. & b.) through the use, management, administration, and development of any and all technologies which may directly or indirectly assist in the fulfillment of the purpose of the Corporation through its own agencies or agencies of a substantially similar nature and purpose.
- d. To conduct, transact, supervise and perform the business and manage the affairs of the Corporation.
- e. To lease, hold and to otherwise acquire, and to manage, use, enjoy and maintain all manner of property, real and personal, indicated for the establishment, growth,

maintenance and perpetuation of said Corporation.

- f. To sell, lease, barter, mortgage, exchange and otherwise dispose of and convey any and all of its property, real and personal, whether the same shall have been received by purchase, gift or devise, or in any other manner.
- g. To collect funds, receive gifts and legacies, make any and all contracts for services and supplies necessary for carrying out the purposes of the Corporation.
- h. To make, adopt and establish By-Laws for the guidance of the officers and agents of the Corporation, and to amend the same in the manner provided in the By-Laws, and to make any and all rules and regulations deemed proper, necessary and expedient for the management of its affairs.
- i. All the income and property of this Corporation shall be applied solely to carry out the foregoing purposes. The Corporation may accumulate and invest its surplus funds that it may use in its discretion for the creation, protection, preservation and/or enlargement of any of its facilities for carrying out its objects and purposes.

ARTICLE III

PERIOD OF EXISTENCE

The period during which the Corporation shall continue is perpetual.

ARTICLE IV

RESIDENT OFFICE

The resident office and principal place from which the affairs of the Corporation shall be conducted is to be in the City of Evansville, County of Vanderburgh, and State of Indiana at such address as may be from time to time determined by the Chairman of the Board, and/or President of the and Corporation.

ARTICLE V

BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of the Corporation shall be managed by a Board of Directors except as is otherwise in these By-Laws provided.

Section 2. Number, Tenure and Qualifications.

The number of Directors shall be not less than three (3) nor more than twelve (12) as shall be determined by the Board of Directors from time to time; the said Board shall be a self-perpetuating body. A non-resident of the State of Indiana, if qualified in all other respects, may serve as an Officer or Director. An officer of the Corporation may serve as a Director.

Section 3. Vacancies.

All vacancies shall be filled by appointment by the Chairman of the Board, and a majority vote of the remaining members of the Board.

Section 4. Term-of-Office.

The term of office of the Directors shall be three years and renewable by appointment by the Chairman of the Board upon a majority vote of the remaining members of the Board.

Section 5. Board Meetings.

- a. The meeting of the Board of Directors shall be held in the State of Indiana, not less than annually, for the purpose of transaction of such business as may come before the meeting. If the election of Directors shall not be held on the days designated herein for any annual meeting, or any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be, as determined by the Chairman of the Board.
- b. Special meetings of the Board of Directors may be called only by the Chairman of the Board of Directors or the President; provided, however, a two-thirds (2/3) majority of the Board of Directors may call a special meeting upon giving a one-week written notice thereof to the Chairman and the President, provided further, that the purpose of such meeting may be only to consider and pass upon conduct of its members, or others associated with the organization.
- c. If a majority of the Board of Directors consent to the holding of a meeting and waive the call and notice thereof, such meeting shall be duly convened and all proceedings therein undertaken shall not be invalid by reason of the failure of any requirements in these By-Laws as to the proper call or notice of said meeting; except, that this provision is subject to provisions of subparagraph (b) herein above set forth.
- d. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail, to each member, entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the Chairman; except, that, if a special meeting is called by the Board of Directors such notice as herein required may be given by any one of the Directors designated so to do.
- e. Any action required by law to be taken at a meeting of the Directors or any action which may be taken at a meeting of the Directors, may be taken without a meeting if a

consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

- f. The majority of the Board of Directors, which shall include not less than a majority of both the Officers of the Corporation and the Directors of the Corporation, shall constitute a quorum at any meeting of the Board. The decision of the majority of Directors present at any meeting shall be determinative of any proposal submitted to the Board at that meeting.
- g. In the event a resolution or proposal by the Board of Directors shall be rejected or vetoed by the Chairman of the Board, the Board shall be notified orally or in writing within seven (7) days of the Chairman's action.
- h. By definition, the Board of Directors is comprised of the Officers of the Corporations and the Directors of the Corporation. None of the board members, directors, officers, and former board members, directors or officers receives or has received any financial remuneration for their duties as a board member, director or officer of the Corporation, excepting only the normal and necessary reimbursement of the cost of travel to attend a duly called meeting of the Board when such expenses shall be necessary and reasonable.

Section 6. Removal.

The Board of Directors at any regular or special meeting may review the conduct of any of its members and consider the removal of such a member for good cause shown; provided, however, that no member of the Board of Directors shall be removed except upon approval of such action by the Chairman of the Board, and that two-thirds (2/3) of the entire Board shall affirmatively so vote.

ARTICLE VI

OFFICERS

Section 1. Officers.

The officers of the Corporation shall be a Chairman of the Board of Directors (the Chairman of the Board of Directors may serve simultaneously as the President), a President (who may serve simultaneously as the Chairman of the Board of Directors), Vice President, one or more Corporation Vice Presidents (the number thereof to be determined by the Board of Directors), a secretary, a treasurer and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may, with approval of the Chairman, elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Election and Term of Office.

The Officers of the Corporation shall be elected to a five year term by the Board of Directors at a regular annual meeting of the Board of Directors except that the Chairman of the Board of Directors and the President shall continue in office so long as he is free from ineptness in his office or in the discharge of his duties. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal.

Any officer, except the Chairman of the Board of Directors, elected or appointed by the Board of Directors, may be removed by the Chairman of the Board of Directors, with a majority vote of the Board or Quorum, whenever in its (his) 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 officer so removed, and Board action shall not be effective unless approved by the Chairman of the Board of Directors. The Chairman of the Board may not be removed by any action of the Board of Directors excepting only in the event of substantiated proof of gross moral, spiritual, or financial misconduct, or in the event of medically verified mental incompetence, the same requiring approval of the President of the Corporation and a unanimous vote of the Board of Directors.

Section 4. Chairman of the Board of Directors.

The Chairman of the Board of Directors shall be the Chief Executive Officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Board of Directors, excepting that in his absence, and with his approval the President may preside at all meetings. He may sign, with the Secretary or any other proper officer of the Corporation and authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the By-Laws 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 statute to some other officers and employees of the Corporation. No agreement or undertaking not in the normal day to day operation of the Corporation and shall be effective unless the same shall bear the signature of the Chairman of the Board of Directors, or, with his approval, the President of the Corporation.

The Chairman may veto any action approved by the Board of Directors if, in the judgment of the Chairman, he believes that such a veto is in the best interest of the Corporation.

- a. In the event of retirement, personal disability, or inability to perform (as determined by the Chairman), the Chairman may, at his discretion, select and appoint his successor from among the officers of the Corporation providing such appointment is supported by a majority vote of the Board of Directors.
- b. In the event of catastrophic illness or death, when the Chairman shall be unable to select his successor, the President shall assume the office of Chairman. In the event that the Chairman, at the time of such catastrophic illness or death is also serving as the President, the office of the President shall be filled by the Vice President providing there are no other Vice Presidents. In the event that the Board of Directors has authorized more than one Vice President, the most senior Vice President by reason of

years of service shall be considered the Vice President for succession.

Section 5. President.

- a. The President (the President may serve simultaneously as the Chairman of the Board of Directors) shall be the principal Operations Officer of the Corporation and shall in general supervise all of the operations of the Corporation. He may sign, with the Chairman of the Board 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 statute to some other officer or agent of the Corporation. If the offices are unified in one individual, the Chairman and the President may continue to serve as long as he deems appropriate under the provisions expressed in Article VI, Sections 2 & 3. In general he shall perform all duties incident to the offices of President and Chairman.
- b. He shall be responsible for the operation of all divisions, departments or committees as may be created by the Chairman or the Board of Directors to assure their orderly and efficient performance; and the Director of any such division, department or committee shall not introduce policy or means of implementing policy without full disclosure to and approval from the President. The President at the annual meeting of the Board of Directors shall make and render a full report of matters relating to the affairs of the Corporation, and the introduction of and the carrying out of activities by the Corporation and through its several affairs, divisions, departments or committees and shall obtain the approval or ratification of the Board of Directors. In the event that the President shall be a person other than the Chairman, the President shall be directly responsible to the Chairman of the Board of Directors for all actions in the operation of the Corporation.
- c. The President may, with the concurrence and approval of the Chairman of the Board of Directors, in the best interest of the Corporation, suspend any person appointed or hired, and shall forthwith notify the Board of Directors of his action.
- d. He shall, in addition to his specific and general duties seek by diligent prayer, planning and effort to enlarge and advance the work of the Corporation and its effectiveness, in every manner consistent with the highest Christian principles and ethics.
- e. The President, with the concurrence and approval of the Chairman, shall have the right of determination, including salary and benefit considerations, upon reviewing an application of a prospective employee for hiring.
- f. In the event that the President shall retire from active leadership, the Chairman of the Board may appoint himself, or another to the office of President.
- g. In the event of dismissal, disability, or death of the President, the Chairman may appoint himself or another to the office of President.

Section 6. Vice President.

- a. As specified in Article VI, Section 1, the Corporation may have one or more Vice Presidents.
- b. In the event of disability, dismissal, or death of an individual holding the office of Vice President, his office shall be filled by an appointment of the Chairman of the Board from among the Officers or Directors of the Corporation.
- c. Individuals elected to the office of Vice President may also serve as Directors and/or officers on the Board of Directors.

Section 7. 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. If required by the Corporation, he shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation and College in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII 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 Chairman of the Board of Directors.

Section 8. Secretary.

The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the 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; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all the duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the Chairman of the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries.

If required by the Board of Directors, the assistant treasurers shall have bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general shall perform such duties as shall be assigned to them by the treasurer or the secretary or by the Chairman of the Board of Directors.

ARTICLE VII

EXECUTIVE COMMITTEE

The Executive Committee shall consist of the Chairman of the Board of Directors, the President, the Vice President or the most senior Vice President by reason of years of service in the event that more than one Vice President is serving a term of office, and the Secretary. They shall be empowered to act in matters requiring urgent attention or in case of emergency.

The Executive Committee shall meet at the call of the Chairman of the Board of Directors. Any action may be passed by a majority vote or vetoed by the Chairman.

ARTICLE VIII

FISCAL YEAR

The fiscal year of the Corporation shall end on the 30th day of September each year.

ARTICLE IX

DOCTRINAL STATEMENT

We Believe and Affirm the Following

1. The Unique divine inspiration of all the canonical books of the Old and New Testaments as originally given, so that they are infallibly and uniquely authoritative and free from error in all matters with which they deal; scientific, historical, moral, and theological.
2. The triune Godhead existing in one eternal, transcendent, omnipotent, personal God, manifested in three Persons: Father, Son, and Holy Spirit.
3. Special creation of the existing space-time universe, including all its basic systems and kinds of organisms in the six literal days of the creation week.
4. The full historicity of the Biblical record of primeval history, including the literal existence of Adam and Eve as the progenitors of all people, the literal sin and the fall of Adam as the federal head of the human race, the resultant divine curse on the Creation, the worldwide cataclysmic deluge, and the origin of nations and languages at the Tower of Babel.
5. The perfect, sinless humanity and absolute full deity of the Lord Jesus Christ, indissolubly united in one divine/human Person since His unique incarnation by miraculous virgin conception and birth.
6. The substitutionary and redemptive sacrifice of the Lord Jesus Christ for the sin of the world, through His literal physical death, burial, and bodily resurrection,

followed by His ascension into heaven.

7. Personal salvation from the eternal penalty of sin, provided exclusively by the grace of God, on the basis of the atoning death and resurrection of the Lord Jesus Christ, to be received only through personal faith in His Person and redemptive work.

8. The future personal, bodily return of the Lord Jesus Christ to the earth to judge and establish his eternal Kingdom and to consummate and fulfill all His purposes in the works of creation and redemption, with eternal rewards for believers and eternal punishments for the unsaved.

ARTICLE X

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Non-Profit Corporation Act of Indiana or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation and 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.

ARTICLE XI

AMENDMENTS TO BY-LAWS

These By-Laws may be amended by the unanimous approval of the entire Board of Directors, although necessary changes due to compositional error may be authorized by the Chairman of the Board without the consent of the Board of Directors.

ARTICLE XII

Provisions for Regulation and Conduct of the Affairs of Corporation

Other provisions, consistent with the laws of this state, for the regulation and conduct of the affairs of this Corporation, and creating, defining, limiting or regulating the powers of this Corporation, of the directors or of the members or any class or classes of members are as follows:

The Corporation shall have no capital stock and there shall be no shares of stock.

The Corporation shall not carry on any propaganda or otherwise attempt to influence legislation.

No part of the net earnings of the Corporation shall inure to the benefit of any private member or individual.

The Corporation shall not participate in, or intervene in (including the publication or distributing of statements), any political campaign on behalf of any candidate for public office.

The Corporation may receive by gift, devise, bequest or otherwise, any money or property, absolutely or in trust, to be used, either the principal or the income there from the furtherance of any of the purposes mentioned and described but subject to the conditions expressed in all the preceding sub-paragraphs hereof. Subject to any limitations or restrictions imposed by Law, and subject to the conditions imposed by the foregoing sub-paragraphs and the Corporation shall have all of the general rights, privileges and powers conferred upon corporations organized there under by law providing for the incorporation, organization and re-incorporation of non-profit corporations, and by any amendments or supplements thereto, and by any other present or future laws of the State of Indiana.

No amendment of these Articles shall be made which shall work any change from the charitable purposes and object for which any monies, securities or other properties then belonging to this Corporation may be used.

Other provisions, consistent with the laws of this State and with the provisions of Section 501(c) (3) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time, for the regulation and conduct of the affairs of this Corporation, and creating, defining, limiting or regulating the powers of this Corporation, of the Directors or of the members or any class or classes of members, as follows:

- a. Meetings of members and Directors of the Corporation may be held at places other than the principal office of the Corporation within or without the State of Indiana.

Upon the written unanimous request by the Board of Directors, this Corporation may be dissolved and its affairs wound up. After payment of all bills, taxes and proper claims, remaining assets shall be disposed of, in cash or in kind, by transfer to other organizations exempt under Section 501(c) (3) of the Internal Revenue Code as determined by the Chairman or President. PROVIDED HOWEVER, that no member or officer of the Corporation shall have any right, title, interest or estate in any proceeds of the Corporation except as reasonable payment for property or services furnished, loans made to the Corporation, retirement lump sum payments funded or unfunded, or severance pay as determined by the Chairman or by employment contract.

The ministry policies of this Corporation shall apply to all persons regardless of race, natural gender, color, or national origin.