

**AMENDED AND RESTATED BYLAWS**  
**OF**  
**CALVARY CHAPEL OF ALBUQUERQUE, INCORPORATED**

The Bylaws of CALVARY CHAPEL OF ALBUQUERQUE, INCORPORATED, a New Mexico nonprofit corporation, were amended by the action of the Board of Directors on December 14, 2010. These Amended and Restated Bylaws incorporate all amendments to the Bylaws through the date hereof and are effective upon execution by two officers of the Corporation. These Bylaws shall be held and maintained in the official records of Corporation at the Corporation's principal place of business pursuant to N.M.S.A. § 53-8-12 (1978).

**ARTICLE I**  
**NAME**

The name of the corporation is CALVARY CHAPEL OF ALBUQUERQUE, INCORPORATED (hereinafter referred to as the "Corporation").

**ARTICLE II**  
**OFFICES**

The principal office of the Corporation in the State of New Mexico is located at 4001 Osuna NE, Albuquerque, New Mexico, and its mailing address is 4001 Osuna NE, Albuquerque, New Mexico 87109.

The Corporation may have offices in locations within or without the State of New Mexico as required by the business of the Corporation and designated by the Board of Directors.

**ARTICLE III**  
**DIRECTORS**

The business and affairs of the Corporation shall be managed by its Board of Directors.

The number of directors of the Corporation shall be not less than three (3) nor more than twelve (12). The term of office of a director shall be three (3) years, and a director shall not be limited to one term; provided that, the Senior Pastor shall be and remain a director of the Corporation and hold the office of Chairman of the Board for as long as he remains Senior Pastor of the Church.

No part of the net earnings of the Corporation shall inure to the benefit of, or be subject to distribution to its directors, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

Any director may be removed at any time for any reason by a majority vote of the remaining Directors.

Any vacancy in the Board of Directors, whether due to the expiration of a term or otherwise, shall be filled by a majority of the remaining members.

The Board of Directors shall conduct one annual meeting at a time and place chosen by the Senior Pastor. Written notice of the meeting shall be given to all directors by the Senior Pastor at least ten (10) days in advance. Additional regular meetings or special meetings may be called upon reasonable notice to all directors by the Senior Pastor or by at least two (2) directors. Any meeting, except the annual meeting, may be held in any manner, including telephonically, allowed by law.

#### **ARTICLE IV OFFICERS**

The officers of the Corporation shall consist of a President, Secretary and Treasurer, each of which shall serve for a period of three (3) years unless removed, with or without cause, by a majority of the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The President of the Corporation shall also hold the spiritual office of Senior Pastor.

#### **ARTICLE V MEMBERS**

The Corporation shall have no members.


#### **ARTICLE VI MISCELLANEOUS**

In matters where the Articles of Incorporation or these Bylaws are silent, the provisions of the New Mexico Nonprofit Corporation Act shall apply.

These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, by a majority vote of the Board of Directors.

**KNOW ALL MEN BY THESE PRESENTS** that the foregoing Amended and Restated Bylaws were unanimously adopted by the Directors as the Bylaws of the Corporation at a meeting duly noticed and held on December 14, 2010.

Dated: December 14, 2010.

  
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Michael Rozenblum, Secretary  
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Skip Heitzig, President and Chief Officer