

THE BY-LAWS OF THE
"TRUSTEE FOR SAVANNAH PRESBYTERY, INC."

Article I.
NAME

The name of the corporation shall be the Trustee for Savannah Presbytery, Inc. (the "Corporation").

Article II.
PURPOSE OF THE CORPORATION

The Corporation is not organized or operated for pecuniary gain, but purely for religious, educational and charitable purposes, according to the constitution of the Presbyterian Church (USA). The object and purpose of this Corporation is to receive, hold, care for, maintain, manage, encumber, and convey title to real and personal property now and at any time hereafter belonging to the Corporation in trust for the benefit for the ecclesiastical organization known as the Presbytery of Savannah of the Presbyterian Church (USA), and to facilitate the management of its civil affairs in accordance with and subject to the provision of the constitution of the Presbyterian Church (USA) and the laws of the State of Georgia.

Article III.
MEMBERSHIP

The members of the Corporation shall be those persons who are members of the Savannah Presbytery of the Presbyterian Church (USA).

Article IV.
MANAGEMENT

Section 4.1 Management. The affairs of the Corporation shall be managed, and its powers and purposes carried out, by a Board of Trustees, which shall have the following power, including, but not limited: to receive, hold, encumber, manage, and transfer property, real or personal, for the Presbytery; to accept and execute deeds to such property; to hold and defend title to such property. All actions of the Board of Trustees are subject to the authority of the Presbytery of Savannah under the provisions of the Constitution of the Presbyterian Church (USA). The members of the Board of Trustees and the corporate officers shall be subject to the final control of the Presbytery.

Section 4.2 Agents. In the management of the Corporation's affairs, the Board of Trustees shall be authorized to employ and pay attorneys, accountants, brokers, realtors, and other agents as it may deem necessary in carrying out its responsibilities for the conduct of the Corporation's business in accordance with actions approved by the Presbytery of Savannah.

Article V.
BOARD OF TRUSTEES

Section 5.1 Number; election. The Board of Trustees shall be composed of those persons who are elected to office by the Presbytery of Savannah. The Trustee will be elected to a three-year term, and shall be eligible for re-election by the

Section 5.2 Election, Tenure and Compensation. The officers of the Corporation shall be a Chairman, a Vice Chairman, and a Secretary/Treasurer. The Secretary/Treasurer shall be Executive Presbyterian, of the Savannah Presbytery, but such officer

shall not be a voting member of the Trustees. The Trustees shall have the authority to appoint such other officers including one or more assistants to the foregoing officers as the Trustees from time to time may consider necessary for the proper conduct of the Secretary/Treasurer, shall be elected at the annual meeting of the Trustees to serve a term of one (1) year. Except for the Chairman of the Trustees, the officers need not be trustees. Any two or more of the above offices may be held by the same person. The compensation or salary, if any, paid all officers of the Corporation shall be fixed by resolutions adopted by the Trustees with the approval of the Presbytery.

In the event that any office other than an office required by law, shall not be filled by the Trustees, or, once filled, subsequently becomes vacant, then such office and all references thereto in these bylaws shall be deemed inoperative unless and until such office is filled in accordance with the provisions of these bylaws. All officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the Trustees, and all officers, agents and employees, shall hold office at the discretion of the Trustees.

Section 5.3 Powers and Duties of the Chairman of the Trustees. The Chairman of the Trustees shall preside at all meetings of the Trustees unless the Trustees, shall by a majority vote of a quorum thereof elect a chairman other than the Chairman of the Trustees to preside at meetings of the Trustees. The Chairman shall be the chief executive officer of the Corporation and shall have general charge and control of all its business affairs and properties. He may sign and execute all authorized bonds, contracts or other obligations in the Corporation; and he shall be ex-officio a member of all standing committees.

Section 5.4 Powers and Duties of the Vice Chairman. The Trustees may appoint a Vice Chairman (unless otherwise provided by resolution of the Trustees) who may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. The Vice Chairman shall have such other powers and shall perform such other duties as may be assigned to him by the Trustees or by the Chairman. In case of the absence or disability of the Chairman, the duties of that office shall be performed by the Vice Chairman and the taking of any action by any such Vice Chairman in place of the Chairman shall be conclusive evidence of the absence or disability of the Chairman.

Section 5.5 Secretary/Treasurer. The Secretary/Treasurer shall give, or cause to be given, notice of all meetings of Trustees and all other notices required by law or by these bylaws, and in case of his absence or refusal or neglect to do so, any such notice may be given by any person thereunto directed by the Chairman upon whose written request the meeting is called as provided in these bylaws. The Secretary/Treasurer shall record all the proceedings of the meetings of Trustees in books provided for that purpose, and he shall perform such other duties as may be assigned to him by the Trustees or the Chairman. He shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it, when authorized by the Trustees or the Chairman, and attest the same. In general, the Secretary/Treasurer

shall perform all the duties generally incident to the office of secretary/treasurer of a corporation, subject to the direction and control of the Trustees and the Chairman. The Secretary/Treasurer shall have custody of all the funds and securities of the Corporation, and he shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. He shall deposit all moneys and other valuables in the name and to the credit of the Corporation in such depository or depositories as may be designated by the Trustees.

The Secretary/Treasurer shall disburse the funds of the Corporation as may be ordered by the Trustees, taking proper vouchers for such disbursements. He shall render to the Chairman and the Trustees, whenever either of them so requests, an account of all his transactions as Secretary/Treasurer and of the financial condition of the Corporation.

Article VI. CORPORATE SEAL

Section 6.1 Seal. The seal of the Corporation shall be in such form as the Trustees may from time to time determine. In the event it is inconvenient to use such a seal at any time, or in the event the Trustees shall not have determined to adopt a corporate seal, the signature of the Corporation followed by the word "Seal" enclosed in parentheses or scroll shall be deemed the seal of the Corporation. the seal shall be in the custody of the Secretary/Treasurer and affixed by him or by his assistants on all appropriate papers.

Article VII. BANK ACCOUNTS AND LOANS

Section 7.1 Bank Accounts. Such officers or agents of the Corporation as from time to time shall be designated by the Trustees shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Trustees and such officers or agents as from time to time shall be authorized by the Trustees may withdraw any or all of the funds of the Corporation so deposited in any such bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of the Corporation, and made or signed by such officers or agents; and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made or signed by officers or agents so designated by the Trustees, until written notice of the revocation of the authority of such officers or agents by the Trustees shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds are deposited, the name of officers authorized to draw against the same. In the event that the Trustees shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the Chairman and countersigned by the Secretary/Treasurer or an Assistant Secretary/ Treasurer of the Corporation.

Section 7.2 Loans. Such officers or agents of this Corporation as from time to time shall be designated by the Trustees, with the written approval of the Presbytery, shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies, institutions, corporations, firms, or persons as the Trustees shall from time to time designate, and for such loans, advances or other forms of credit to make, execute and deliver one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions as to the security or sale or disposition thereof as such officers or agents shall deem proper. There shall from time to time be certified to

each bank, trust company, institution, corporation, firm or person so designated the signatures of the officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certification until written notice of the revocation by the Trustees of the authority of such officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

Article VIII.
REPORT TO THE PRESBYTERY

The Board of Trustees shall report annually to the Presbytery of Savannah as to the status and condition of the Corporation and the business and transactions which said Board has conducted during the preceding year; said annual report to be presented at said Presbytery's first Stated Meeting of each calendar year.

The Board of Trustees may report to the Presbytery of Savannah at such other times as it may deem it necessary or helpful to do so.

The Board of Trustees shall report to the Presbytery of Savannah at any time, and concerning any matters, as said Presbytery may request.

Article IX.
MISCELLANEOUS PROVISIONS

Section 9.1 Fiscal Year. The fiscal year of the Corpo—ration shall end of the last day of December of each year.

Section 9.2 Notices. Whenever, under the provisions of these bylaws, notice is required to be given to any trustee, it shall not be construed to require personal notice, but such notice may be given in writing, by mail, by depositing the same in a post office or letter box, in a prepaid envelope, addressed to each trustee or officer at such address as appears on the books of the Corporation, or in default of any other address, to such trustee or officer at the general post office in the City of Brunswick, Georgia, and such notice shall be deemed to be given at the time the same shall be thus mailed. Any trustee or officer may waive any notice required to be given under these bylaws.

Article X.
AMENDMENTS

Section 10.1 These by-laws may be amended by a vote of two-thirds of the Board of Trustees at any meeting of the Board of Trustees provided that notice of the proposed amendment shall have been given to the members of said Board as part of the notice of the meeting at which such amendment is to be proposed. Any such amendment of these by-laws must be ratified by the Presbytery of Savannah before it becomes effective.

Section 10.2 These by-laws may be amended by a vote of two-thirds of those members of the Presbytery of Savannah present and voting at any Stated Meeting of said Presbytery provided that notice of the proposed amendment shall have been given as part of the notice of the Stated Meeting of the Presbytery at which such amendment is to be proposed.