

**FIFTH AMENDED
CORPORATE BYLAWS
OF
THREE ANGELS BROADCASTING, INC.**

ARTICLE I

CORPORATION

SECTION 1.1. CORPORATE NAME. The name of the corporation shall be Three Angels Broadcasting Network, Inc., an Illinois not-for-profit corporation.

SECTION 1.2. CORPORATE PURPOSES. The purposes for which the corporation is organized are exclusively religious, charitable, scientific or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and, in furtherance of these purposes, the corporation may:

(a) develop, plan, promote, produce and direct in cooperation with various religious organizations, all types of religious programming for electronic transmission for television and radio broadcasting throughout the world.

(b) to buy, sell, distribute and otherwise acquire or dispose of all kinds of television and radio apparatus properly incidental to or connected with the purpose of this corporation.

(c) to develop, plan, promote, produce, direct and distribute recorded music and video recorded programs to further the purposes of the corporation.

(d) own or operate facilities or own other assets for the public's welfare.

(e) solicit support for the corporation's activities from the public generally and through a board of directors.

(f) promote, by donation, loan or otherwise, the interests of any not-for-profit and federally tax-exempt organizations which are affiliated with the corporation, the purposes of which are not inconsistent with those of the corporation.

(g) own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

(h) contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.

(i) otherwise operate exclusively for religious, charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, in the course of which operation:

(i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(ii) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

(iii) Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 1.3. CORPORATE OFFICES. The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office address is identical with such registered office, and may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

SECTION 1.4. CORPORATE DISSOLUTION. In the event of the dissolution of the corporation, the Board of Directors after paying or making provision for the payment of all of the liabilities of the corporation, shall distribute, in any proportions considered prudent, all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes to benefit the inhabitants of the State of Illinois, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. Such recipient shall be an organization whose philosophy is in harmony with the principals and teachings of the Seventh Day Adventist Church.

ARTICLE II

MEMBERS

SECTION 2.1. Members. The corporation shall have two (2) classes of members. The first class of members shall be those persons who from time to time shall be serving as the corporation's directors. The second class shall be those persons qualified under Section 2.3. of these bylaws. In addition to doing all things required or allowed by law, the members acting as such, shall elect directors as required by these bylaws and fill all vacancies from time to time existing on the corporation's Board of Director's. In addition to doing all the things required or allowed by law, the members, acting as such, shall elect and/or remove directors and fill all vacancies from time

to time existing on the corporation's Board of Directors due to death, resignation or otherwise from among those eligible to serve under Section 3.2 of these bylaws. Section 3.4 of these bylaws shall not apply to the election of a director to fill a vacancy on the Board of Directors and the person so elected shall serve until the term of such director would have expired. No persons shall continue to be a member of the corporation after ceasing to be a director. The election of a person as a director shall likewise be an admission to membership in the corporation.

SECTION 2.2. Action by Members. The procedural provisions of Articles III and IV of these bylaws shall govern the conduct and permit the action of the members as if fully stated in this Article II.

SECTION 2.3. Life Members. The Board of Directors may elect members for life. A majority vote of the Board of Directors shall be necessary to elect any member to a lifetime position on the Board. Any lifetime member shall be subject to removal under the provisions of these bylaws the same as any other member.

ARTICLE III

BOARD OF DIRECTORS

SECTION 3.1. General Powers. The policymaking powers of the corporation shall be vested in the Board of Directors of the corporation, which shall, inter alia, have charge, control and management of the policies, property, affairs and funds of the corporation, determine compliance with the corporation's stated purposes, appoint and dismiss the officers of the corporation, except as otherwise provided herein, and do and perform all acts and functions not inconsistent with the Illinois General Not For Profit Corporation Act or the articles of incorporation or bylaws of the corporation, all as may be amended from time to time. The Board may delegate those powers granted to it for the day to day operation of the corporation to the Executive Committee of the Board of Directors.

SECTION 3.2. Number, Qualifications and Tenure of Directors. The number of directors of the corporation shall be seven (7) to fifteen (15), and shall be set by the Board from time to time by resolution adopted by the Board; provided that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Should any director fail to attend three regularly called board meetings without a valid excuse as determined by the remaining directors, the office of such director shall be deemed vacant by the Board of Directors.

Except as provided in Section 2.3 and 3.5, each director shall hold office for a three (3) year period or until his or her successor has been elected and qualified. A director may hold over from his or her term if no successor is chosen.

SECTION 3.3. Eligibility of Directors. The directors shall be persons committed to the furtherance of the purposes of the corporation.

SECTION 3.4. Procedure of Filling Vacancies. At least 60 days prior to the end of the fiscal year of the corporation, the chairman of the board shall appoint a nominating committee consisting of three directors, whose term is not expiring, who shall nominate persons to fill any

vacancies on the board and to fill the office of any directors whose term is expiring. The nominating committee shall report its recommendations to the annual meeting of the board. If a majority of the board approves the nominations, those persons nominated shall be declared to be elected. If a nominee is rejected for election to the board, an acceptable name submitted from the floor may be elected or the nominating committee shall submit another nominee for consideration at the next board meeting. This procedure shall be repeated until all vacancies on the board are filled. If a vacancy occurs on the board prior to the expiration of the term of the directors for whose position the vacancy exists, the chairman of the board shall appoint a director, with the consent of the board, to serve until the next annual meeting.

SECTION 3.5. Term of Board of Directors. The Board of Directors as of January 1, 1987 consist of seven (7) to fifteen (15) persons. Those members of the Board not qualified pursuant to Section 2.3 of these bylaws shall determine which director shall serve the one (1), two (2) and three (3) year term.

ARTICLE IV

MEETINGS

SECTION 4.1. Annual Meeting of the Board and Members. The annual meeting of the Board of Directors and the members shall be held at such time and place as to coincide with the regular triannual meeting during the last third of the calendar year, at the principal office of the corporation or at such other date, time or place designated by the Board of Chairman, for the purpose of electing officers and directors and transacting such other business as shall be desirable. No notice of the annual meeting, other than this section of the bylaws, shall be required to be given to directors or members, unless such meeting is held at a date, time or place other than that specified above, or unless the nature of the business to be transacted is of such a nature that notice is required by the Illinois General Not For Profit Corporation Act. In such event, such notice as is specified in Section 4.4 of these bylaws shall be given.

SECTION 4.2. Regular Meetings of the Board. In addition to the annual meeting described in Section 4.1, the Board of Directors shall hold meetings at least quarterly, at the principal office of the corporation, or at such other date, time or place designated by the board chairman. No notice of a regular meeting, other than this Section of the bylaws, shall be required to be given to directors, unless such meeting is held at a date, time or place other than that specified above. In such event, notice as is specified in Section 4.4 of these bylaws shall be required.

SECTION 4.3. Special Meetings of the Board of Members. Special meetings of the Board of Directors or the members may be called by the board chairman, the executive committee, the president or upon the written request of any three (3) directors or members.

SECTION 4.4. Notice of Meetings. Except as provided in Sections 4.1 and 4.2 of these bylaws, written notice stating the date, time and place of each meeting of the Board of Directors or the members shall be given not less than five (5) nor more than forty (40) days before the meeting. Such notice shall be delivered, either personally or by mail, by or at the direction of the president, the secretary or the persons calling the meeting, to each director or member entitled to vote at the meeting. In case of special meetings, and when otherwise required by the Illinois General Not For

Profit Corporation Act, the notice shall state generally the nature of the business to be taken up at the meeting. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such event, it shall not be necessary to provide further notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned.

SECTION 4.5. Informal Action. Any action required or permitted to be taken at a meeting of the Board of Directors, one of its committees, or the members 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, committee members or members, as the case may be.

SECTION 4.6 Quorum. A majority of the directors or members present at any meeting of the Board of Directors or members, respectively, shall constitute a quorum for the transaction of business; provided that if less than a majority of the directors or members is present at a meeting, a majority of the directors or members present may adjourn the meeting at any time without further notice, unless otherwise required by the Illinois General Not For Profit Corporation Act.

SECTION 4.7 Manner of Acting. The act of a majority of the directors or members present at a meeting at which a quorum is present shall be the act of the Board of Directors or members, unless a greater number is required by these bylaws or the Illinois General Not For Profit Corporation Act.

SECTION 4.8 Presumption of Assent. A director or member who is present at a meeting at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting.

SECTION 4.9 Procedure at Meetings. Roberts Rules of Order Revised (latest edition) shall govern procedure at all meetings of the Board of Directors and its committees, and all meetings of the members, where not covered expressly by these bylaws.

SECTION 4.10 Advisors to the Board. The board may from time to time designate non-voting advisors to the Board of Directors, who shall be entitled to notice of and to attend all meetings of the Board of Directors and to express their views, but without vote.

ARTICLE V

OFFICERS OF THE CORPORATION

SECTION 5.1 Designation of Corporate Officers. The officers of the corporation shall be a chairman and chairman-elect of the board (who must be members of and elected by the Board of Directors); a president (who must be elected by the Board of Directors); one or more vice presidents, a secretary, a treasurer and such other assistant secretaries and/or assistant treasurers as may be deemed necessary, who shall be appointed by and serve at the pleasure of the

president. The chairman, chairman-elect and president shall be elected by the Board of Directors at the board's annual meeting, shall hold office for a period of three years in the case of the chairman and chairman-elect and three years in the case of the president or until their successors shall have been duly elected and qualified, and may be removed at any time by the board acting in the best interests of the corporation.

SECTION 5.2 Duties of the Board Chairman. The board chairman shall be the chief policy officer of the corporation and shall have all the duties which that position would customarily require, including chairing all meetings of the members, the Board of Directors and the executive committee and all other duties assigned to him under these bylaws or by board resolution. He shall be a voting member of all board committees and shall have the right to vote in all board meetings.

SECTION 5.3 Duties of the Chairman-elect. In the absence of the chairman and the president of the corporation, or in the event of their inability or refusal to act, the chairman-elect shall chair meetings of the members, the Board of Directors or the executive committee and shall perform such other duties as may be delegated to him from time to time by the Board of Directors.

SECTION 5.4 Duties of the President. The president shall be the chief executive officer of the corporation, shall be the direct executive representative of the Board of Directors in the management of the corporation, and shall have all the duties and authority which such position would customarily require, including, but not limited to the following:

- a) Carrying out all policies established by the board and advising on the formation of these policies.
- b) Developing and submitting to the board for approval a plan or organization for the conduct of the various activities of the corporation and recommending changes when necessary.
- c) Preparing written plans for the achievement of the corporation's specific objectives and periodically reviewing and evaluating such plans.
- d) Preparing an annual budget showing the expected revenue and expenditures as required by the board or the operations and finance or executive committee.
- e) Selecting, employing, supervising, and discharging corporate agents and employees and developing and maintaining personnel policies and practices for the corporation.
- f) Maintaining physical properties in a good and safe state of repair and operating condition.
- g) Supervising the financial affairs to ensure that funds are collected and expended to the best possible advantage of the corporation.
- h) Presenting to the board, or its authorized committees, periodic reports reflecting the activities of the corporation and such other special reports as may be required by the board.
- i) Attending meetings of the board, serving as an ex officio member on its committees, and

coordinating the preparation of board meeting materials.

j) Serving as liaison for the corporation in its relationships with its affiliated organizations.

k) Performing such other duties as may from time to time be assigned by the board chairman or by the board.

SECTION 5.5 Duties of the Vice Presidents. The vice presidents shall perform such duties and have such responsibilities as may be prescribed from time to time by the president and shall be considered members of the president's staff.

SECTION 5.6. Duties of the Secretary. The secretary shall act as secretary of the corporation and the Board of Directors, shall send appropriate notices or waivers of notice regarding board meetings, shall prepare agendas and other materials for all meetings of the Board of Directors, shall act as official custodian

of all records, reports and minutes of the corporation, the Board of Directors and committees, shall be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors, and shall perform such other duties as are customarily performed by or required of corporate secretaries.

SECTION 5.7. Duties of the Treasurer. The treasurer shall have custody and control of all funds of the corporation and shall have such duties as are customarily performed by or required of corporate treasurers, including giving a bond when requested by the Board of Directors. Acting with the operations and finance committee, he shall ensure that a true and accurate accounting of the financial transactions of the corporation is made periodically, that reports of such transactions are presented to the Board of Directors, and that all accounts payable are presented to such representatives as the board may designate for authorization of payment.

SECTION 5.8. Duties of the Assistant Treasurers and Assistant Secretaries. The assistant treasurers and assistant secretaries shall perform such duties as shall be assigned to them by the treasurer or secretary, respectively, or by the president or the Board of Directors. If required, or by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

SECTION 5.9. Appointment of Secretary and Treasurer. If it is determined to be in the best interests of the corporation by the Board of Directors, the Secretary and Treasurer positions may be filled by one individual.

ARTICLE VI

COMMITTEES OF THE BOARD OF DIRECTORS

SECTION 6.1. Committees Generally. Committees of the board shall be standing or special. The standing committees shall be the executive committee and such other standing committees as the board may authorize by amendment of these bylaws. Special committees may be created or terminated at any time by resolution of the board Chairman or by the President. Every committee shall consist of two (2) or more directors, and always a majority of directors,

among its board members. Committee chairmen and committee members may be appointed by the board chairman at a committee meeting, a quorum shall be one-half the number of voting members of the committee present in person. Each committee shall submit brief minutes of its meetings to the corporate secretary for distribution to the board.

SECTION 6.2. Executive Committee. The Executive Committee shall be appointed by resolution of the Board annually. The Executive Committee may act to obligate the corporation for sums of money up to \$50,000, without prior full board approval. The committee shall consist of the President, Chairman of the Board, and up to five members of the Board of Directors. It shall evaluate the performance of the president annually at a meeting at which the president is not present and shall report on such evaluation to the board. It shall be vested with and may in its discretion exercise the full powers, duties, responsibility and authority of the board except where prohibited by law and shall report to the board in writing all such action to be taken on the board's behalf.

SECTION 6.3. Special Committee. A Special Committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the board. Upon completion of the tasks for which it was created, a special committee shall stand discharged. The board shall appoint a special committee to serve as a nominating committee at least annually which shall recommend candidates for chairman and chairman-elect of the board and for President of the corporation.

SECTION 6.4. Committee Procedures Generally. All Standing committees shall meet regularly, as needed. Each committee shall record minutes of its deliberations, recommendations and conclusions and shall promptly deliver a copy of such minutes to the secretary of the corporation. Reasonable notice of the meetings of any committee shall be given to the members thereof and to the chairman and the president, each of whom shall have the right to attend and participate in the deliberations of the committee. The chairman, the president or the committee chairman may invite to any committee meeting such individuals as they may select who may be helpful to the deliberations of the committee. A majority of the members of each committee shall constitute a quorum for the transaction of business and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall be the action of the committee. Each committee may operate through the establishment of one or more subcommittees to be composed of such members of the committee and to have such duties and responsibilities as shall be delegated to the subcommittee by the committee. Each committee may adopt rules for its own operations and for the operations of its subcommittees not inconsistent with these bylaws or the policies of the Board of Directors.

ARTICLE VII

CORPORATE SEAL

SECTION 7.1. Corporate Seal. The board shall adopt a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois".

ARTICLE VIII

FISCAL MATTERS

SECTION 8.1. Fiscal year. The fiscal year of the corporation shall commence on December 1 of each year and shall end on November 30 of each year.

SECTION 8.2. Contracts. The president and his express designees shall be authorized to execute contracts on behalf of the corporation provided that any agreements concerning disposition of any major assets of the corporation shall first be approved by a resolution of the Board of Directors. In addition, the board may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, with such authority being either general or confined to specific instances. Pursuant to these by-laws, the executive committee may act on behalf of the Board of Directors to authorize the President to execute contracts on behalf of the corporation.

SECTION 8.3. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board. Such authority may be general or confined to specific instances. No loan shall be granted to an officer or director of the corporation.

SECTION 8.4. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation or to the corporation, shall be signed or endorsed by any two of the following officers who shall be authorized signatories on accounts of the corporation: the chairman, chairman-elect, president, vice president of finance, treasurer, assistant treasurer, secretary or assistant secretary. The signatures of such persons may be by facsimile where expressly authorized, but shall not be preprinted on the instrument.

SECTION 8.5. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositaries as the board may select.

SECTION 8.6. Maintenance of Records. The corporation shall keep correct and complete books and records of account and other records of the activities of the corporation as may be appropriate. All such records shall be open to inspection upon the demand of any member of the Board of Directors.

ARTICLE IX

INDEMNIFICATION

SECTION 9.1. Basic Indemnification. The corporation shall indemnify its members and the corporation's officers and directors against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding civil or criminal in which they are made parties, by reason of being or having been a member, officer or director of this corporation, except in relation to matters as to which any member, officer or director shall be

adjudged in such action, suit or proceeding to be guilty of liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. Such right of indemnification shall not be deemed exclusive of any right, or rights, to which they may be entitled under any other bylaw, board resolution, agreement or otherwise.

SECTION 9.2. Insurance of Risk. The corporation's management shall have the authority to purchase and maintain insurance on behalf of any and all of its present and former member(s), officers, directors, employees or agents against any liability or settlement based on liability asserted to have been incurred by them by reason of being or having been member(s), officers, directors, employees or agents of the corporation.

ARTICLE X

NON-DISCRIMINATION

SECTION 10.1. Non-Discrimination. The corporation recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any employee, applicant for employment, director, officer, contractor or any other person with whom it deals, because of race, color, sex or national origin.

ARTICLE XI

AMENDMENTS

SECTION 11.1. Affirmative Procedure. These bylaws may be amended by affirmative vote of the majority of the members of the Board of Directors then serving at the annual meeting or any regular or special meeting of the board, however, at a special meeting a brief description of such proposed amendment(s) shall have been published in or with the notice of the meeting.

Adopted by the board on Aug 27, 1989, at Thompsonville, Illinois.

Jonda Shelton
Secretary

Dany Shelton
Attest

(SEAL)

