

These articles of Constitution were used as the base for the Articles of Incorporation filed on June 14th 2006. They differ from the Articles of Constitution signed in Halifax Nova Scotia, as that document could not be used to Incorporate in the United States, thus in actuality forming two distinct organizations, connected by a memorandum of association (no-longer valid). These Articles became the By-Laws of CTOMC Int'l Inc.

THE ARTICLES OF CONSTITUTION OF

The Coalition of Torah Observant Messianic Congregations

**A RELIGIOUS COUNCIL, ORGANIZATION AND AN INTERNATIONAL
ASSOCIATION IN**

LARGO, FLORIDA

PREAMBLE

In order to disseminate and re-establish the sect of Judaism known as Messianic Judaism, open to Jewish and non Jewish people, known as Messianic Judaism, and to accomplish that work under the authority of the One True Almighty G-d according to the Holy Scriptures that He has given to us, The Coalition of Torah Observant Messianic Congregations is hereby prayerfully constituted as a supervisory authority and resource for those Messianic Jewish ministries, congregations, synagogues, schools, ministers and rabbis in association; and thusly, The Coalition of Torah Observant Messianic Congregations is a religious council, organization, and association with headquarters in Largo, Florida, USA as of June of Two thousand and Six.

ARTICLE I. NAME

The name of this religious council, organization, and association is: The Coalition of Torah Observant Messianic Congregations Int'l Inc., otherwise and hereafter known as CTOMC.

ARTICLE II. FOUNDATIONS OF FAITH

(A) CTOMC is founded on worship and obedience to the Father G-d, Who is Creator of all things, and Whose Word and Will are permanent.

(B) CTOMC is founded on trust in Yeshua HaMashiach (known as Jesus the Messiah among other believers), the representative of G-d revealed in human flesh as the Son of G-d; Who suffered, died and was resurrected in substitution for the sins of all who follow Him. He is the Messiah of Israel, the Redeemer and Savior of the World.

(C) The hope of our Messianic Jewish faith is the spiritual and physical restoration and culmination of all that was promised by the Prophets of Holy Scripture.

(D) Our distinct perspective of Scriptural religion, according to Messianic Judaism, has determined these uppermost beliefs: As defined in our Statement of Faith.

1. There is one G-d Most High.
2. There is one eternal plan of salvation for all mankind through Messiah Yeshua.

3. There is ultimately one called, chosen and redeemed people of Israel.
4. There is one permanent instruction of G-d given to all mankind for all time- His Torah.

ARTICLE III. PURPOSES

The purposes for which CTOMC is organized are:

(A) Spiritual:

1. CTOMC is a religious council embodied to oversee and conduct its work of Messianic Jewish religious ministry in Canada and the United States in all forms and means consistent with our understanding of the Holy Scriptures.
2. CTOMC shall promote, publish, broadcast or otherwise distribute information concerning the religion of Messianic Judaism.
3. CTOMC shall accept Torah observant followers of Messiah Yeshua as members, adherents and constituents.
4. CTOMC shall establish charter and set in order Messianic Congregations, Messianic Synagogues, and Messianic Ministries in the United States and other countries.
5. CTOMC shall commission, license and ordain Messianic Ministers and Messianic Jewish Rabbis in the United States and other countries.

6. CTOMC shall educate and graduate students of Messianic faith, and may establish Messianic schools in the United States and other countries.s.

7. CTOMC may support or fund programs for the indigent, destitute or needy.

8. CTOMC shall be able to authorize, set in order and oversee such associations, institutions, congregations and ministries that may be founded and operative in the United States and other countries, and which shall adhere to the Constitution and Statement of Beliefs (Faith) of CTOMC.

(B) Legal:

1. CTOMC is established exclusively as a religious organization according to the applicable laws of the State of Florida and those other countries in which it operates.

2. CTOMC is organized as an overseeing religious council.

3. CTOMC is organized as an exclusively religious association or body ("church") within the meaning of the Income Tax Act of the United States; that Act not abrogating the right of religious freedom.

4. CTOMC shall not conduct any activities not permitted to be conducted by a religious organization under the rules of the Charities Division of the United States the corresponding provision of any future law

in the United States; that law not abrogating the right of religious freedom.

5. No part of the activities of CTOMC shall be carrying on non-religious political propaganda or otherwise attempting to influence legislation that is non-religious in nature, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

6. CTOMC may be legally termed "an association of churches or synagogues" in that event or case necessary according to the Laws of Canada and the United States; and as such, this religious association is protected in its right of religious worship and conduct under the Constitution of the United States of America.

7. CTOMC shall not be subject to the laws of any foreign governments, except those extensions, divisions, charters, or institutional associates of CTOMC that reside and operate in other countries.

ARTICLE IV. MEMBERSHIP

CTOMC shall have member constituents. Membership is contingent upon acceptance of Statement of Faith of CTOMC. No person shall be denied membership in CTOMC on the basis of sex, race, color, or ethnic origin.

ARTICLE V. DIRECTORS

- (A) The directors of CTOMC shall be chosen for a term of four years. The directors can run for a second term but not for a third term, after four years out of office, such director or directors can run again. If a director resign or dies or not want to renew his/her term, a replacement shall be chosen with majority agreement of the remaining directors.
- (B) The Board of Directors shall convene at least one annual joint meeting. Notice of these meeting must be sent to each director no less than sixty (60) days in advance of said meeting. These meetings may be conducted in person, by teleconferencing or other electronic means as approved by a majority of the directors.

ARTICLE VI. MINISTERS AND RABBIS

- (A) The ministers and rabbis of CTOMC in United States shall be registered in their respective states according to the Laws of that State and the Laws of the United States to be able to solemnize marriage. Those residing in foreign countries must comply with the regulations of their respective governments.
- (B) If the congregation is chartered by CTOMC, then the congregational leader(s) must be licensed or ordained by CTOMC.

ARTICLE VII. FINANCIAL

(A) No part of the net earnings of CTOMC shall inure to the benefit of any minister, officer, director, governor or member of the association; if in the event the dissolution of the association, the Board of Directors shall, after paying or making provision for payment of all the liabilities of CTOMC, dispose of the residual assets of CTOMC exclusively for the stated purposes of this religious organization in such manner, or to one or more organizations which themselves are registered with United States Internal Revenue Service. Any such assets not so disposed of shall be disposed of by the Superior Court of the country in which the principal office of CTOMC is then located, for such purposes or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(B) CTOMC shall have the right to purchase, sell, own, rent, lease or otherwise convey personal property, real estate, financial securities, or other chattel as may become necessary for the operations of CTOMC.

ARTICLE VIII. PREROGATIVES

(A). CTOMC may lawfully correct, censure, or remove from the religious organization those who are members, ministers, officials, staff or employees who are not in compliance with the aims and purposes of CTOMC.

(B) CTOMC shall establish the Standards of Scriptural faith and practice in accordance with the Statement of Faith of CTOMC.

ARTICLE IX AMMENDMENTS AND CHANGES

- (A) No amendment s may be made to the constitution and by-laws of CTOMC that would in any way diminish the Jewish roots of the CTOMC.
- (B) No cosmetic changes or errors in spelling or grammar or punctuation shall in any way nullify the contents of this constitution

ARTICLE X. DIRECTORS

The names and addresses of the persons who serve as the directors in United States are: (Current registered directors)

1. Patrick J. McDonald, Hartford WI 53027
2. George C. Cook, PA
3. Anna Couture, PO BOX 7592 Seminole, FL 33775
4. Kris Carmichael Jackson MS

ARTICLE XI. REGISTERED OFFICE

The address of the registered office of CTOMC is: In the United States, PO BOX 7592 Seminole, FL 33775, and the name of the organization's original registered agent at such addresses is: In the United States, Anna Couture.

ARTICLE XII. REGISTERED AGENT

The name and address of the initial registered agents are as follows:

In the United States, Anna Couture, PO BOX 7592, Largo, FL 33775

This constitution was adopted by the Board of Directors the 14th day of June, 2006 who all being in agreement with each other did via conference call for all intent and purpose, did instruct and set our vote in lieu of our signature, have hereunto subscribed our names:.

FOR THE UNITED STATES: (Original Directors)

Anna B. Couture,

Registered Agent / Director

Yosef Lynn Boleware - Director

Patrick J. McDonald, Director

Richard P. Miller, Director