

943

ARTICLES OF INCORPORATION
OF
SHERIL HILYER MINISTRIES, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day voluntarily formed a corporation under the laws of the State of Alabama, and do hereby certify thes of following:

ARTICLE I

The name of this corporation is Sheril Hilyer Ministries Incorporated.

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose of this corporation is to preach, propagate, promote, teach, disseminate and otherwise make known, fully, the teachings, examples and promises of Jesus Christ, as written in the Holy Bible and revealed by the Holy Spirit, generally known as the Gospel. The corporation will use all methods at its disposal to accomplish this goal including but not limited to the establishment of churches, ministries, (including the ordination of ministers), fellowships, associations, schools, Bible studies, prayer groups, missions or any other organization both formal and informal. The corporation will utilize all available forms of communication both public and private to accomplish the purposes stated above. The corporation is organized exclusively for the purposes set forth by IRC S501 (c) (3).

ARTICLE IV

In the event that the corporation is dissolved the assets will be distributed or sold and the proceeds distributed to other organizations whose purposes are consistent with those in Article III. In addition,

*New Church Ministries
39 Williams Dr.
Albaster, Ala. 35007*

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recipient organizations must also be incorporated exclusively for the purpose set forth in IRC S501 (c) (3). The distribution of the asset and/or the sale and distribution of the proceeds shall be at the direction of a majority vote of the Board of Directors.

ARTICLE V

The incorporators and initial officers are:

Sheril E. Hilyer, President & Treasurer PO Box 1077
Alabaster, AL. 35007

Vyra Jean Hilyer, Secretary PO Box 1077
Alabaster, AL. 35007

The above officers shall also act as the initial Directors of the Corporation and shall hold both the position of director and officer until their successors are elected. The number of directors is set initially at two (2).

ARTICLE VI

The address of the corporation shall be PO Box 1077, Alabaster, Alabama 35007.

ARTICLE VII

The classification, qualifications, privileges, responsibilities, and the form of discipline and removal of members shall be regulated by the by-laws.

ARTICLE VIII

The Incorporators, Sheril E. Hilyer and Vyra Jean Hilyer reserve the right to amend, alter, change or correct any provision contained in these Articles of Incorporation in a manner now or hereinafter prescribed by statute. All rights granted to members herein are conferred subject to this reservation.

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IN WITNESS WHEREOF, we have signed and sealed on this the 16th day of *MAY* 1984 for the purpose of forming this corporation, not for profit, under the Laws of the State of Alabama.

Sheril E. Hilyer
Sheril E. Hilyer, Incorporator

Vyra Jean Hilyer
Vyra Jean Hilyer, Incorporator

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BY-LAWS OF SHERIL HILYER MINISTRIES, INC.

A NON-PROFIT CORPORATION

ARTICLE I

INTRODUCTION

These By-Laws constitute the Code of Rules adopted by Sheril Hilyer Ministries, Inc. for the regulation and management of its affairs.

This corporation will have the purposes or powers as stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law.

ARTICLE II

OFFICES AND AGENCY

The principle place of business of this corporation in Alabama will be located at 130 1st Ave W, Alabaster, AL 35007.

In addition, the corporation may maintain other offices either within or without the State of Alabama as its business requires.

The location of the initial registered office of this corporation is Post Office Box 1077, Alabaster, AL 35007. Such office will be continuously maintained in the State of Alabama for the duration of this corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

ARTICLE III

MEMBERSHIP

The members of this corporation are those persons having membership rights in accordance with provisions of these By-Laws.

This corporation will have one class of members which is designated by certificates of membership evidencing membership in this corporation.

The qualifications and rights of members of this corporation are as follows:

The members must be born again Christians.

The members will be entitled to participate in all activities of the corporation.

There shall be no dues or annual assessments to members.

ARTICLE IV

DIRECTORS

The Board of Directors is that person or group of persons vested with the management of the business and affairs of this corporation subject to the law, the Articles of Incorporation, and these By-Laws.

The Board of Directors of this corporation will be constituted of a single class.

The number of Directors of this corporation will be not less than two (2) at any time. The number of Directors can be changed only by the Incorporators. The number of Directors presently will be two (2).

The Directors constituting the first Board of Directors as named in the Articles of Incorporation will hold office until 15TH MAY 1985. Thereafter, Directors will be elected, by the Incorporators, for a term of one (1) year. Each Director will hold office for the term for which elected and until a successor has been selected and qualified.

Resignation of Directors will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Board of Directors and any Directorship to be fulfilled by reason of an increase in the number of Directors will be filled by appointment of the majority of the remaining Board of Directors.

Meetings of the Board of Directors, regular or special, will be held at the registered office of this corporation or other place designated by the President.

ARTICLE V

OFFICERS

Officers of this corporation shall consist of the following personnel: a president.

The president will be the chief executive officer of this corporation and will, subject to control of the Board of Directors or directoral committees, supervise and control the affairs of the corporation. The president will perform all duties incident to such office and such other duties as may be provided in these By-Laws or as may be prescribed from time to time by the Board of Directors. This officer will also have the charge and custody of all funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the corporation's properties and business transaction, will will render reports and accountings to the Directors and to the members as required by the Board of Directors and will perform in general all duties incident to the office of treasurer.

The secretary will keep minutes of all meetings of members, and of the Board of Directors, will be the custodian of the corporate records, will give all notices as required by law or these By-Laws and will generally perform all duties incident to the office of secretary.

ARTICLE VI

OPERATIONS

The fiscal year of this corporation will be the calendar year.

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this corporation will be signed by the president.

Contracts, leases, or other instruments executed in the name of and on behalf of the corporation will be signed by the president.

This corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members and Board of Directors. The corporation will keep at its registered business office a membership register giving the name, addresses, and the original or a copy of its By-Laws including amendments to date certified by the secretary of the corporation.

This corporation will not have or issue shares of stock. No dividend will be paid and no part of the income of this corporation will be distributed to its members, Directors, or officers. However, the corporation may pay compensation in a reasonable amount to members, officers, or Directors for services rendered.

ARTICLE VII

ORDINATION

The authority to ordain ministers of the gospel is vested in the Board of Directors.

ADOPTION OF BY-LAWS

Adopted by the Board of Directors by resolution and vote of two
to zero on the 16th day of MAY 1984, at 130 1st Ave N,
Alabaster, Alabama, 35007.

DIRECTORS APPROVING:

Sheril Hilyer
Sheril Hilyer

Vyra Jean Hilyer
Vyra Jean Hilyer

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POWER OF ATTORNEY

LET IT BE KNOWN TO ALL MEN, THAT AS OF THIS DATE, I SHERIL HILYER,
DO HEREBY APPOINT, VYRA JEAN HILYER, AS POWER OF ATTORNEY.

IN EVENT OF DEATH OR ILLNESS, VYRA JEAN HILYER HAS ALL POWERS
AS THE ABOVE STATED PRESIDENT OF THIS CORPORATION.

Sheril Hilyer
Sheril Hilyer

Vyra Jean Hilyer
Vyra Jean Hilyer

[Signature] 5/16/84
NOTARY PUBLIC DATE

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

SHERIL HILYER MINISTRIES, INCORPORATED

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The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION

of SHERIL HILYER MINISTRIES, INCORPORATED, duly signed and verified pursuant to the provisions of Section 10-3-20 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of SHERIL HILYER MINISTRIES, INCORPORATED, and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 18th day of MAY, 19 84



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1984 MAY 18 PM 1:50

Thomas A. Sumner, Jr.
JUDGE OF PROBATE

Thomas A. Sumner, Jr.
Judge of Probate

Rec. 1002

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