

Do not write above this line. For County and State use.

## *Articles of Incorporation of*

Manna Ministries

A NON-PROFIT CORPORATION

Pursuant to the provisions of the Alabama Non-Profit Business Corporation Act, the undersigned hereby adopts the following Articles of Incorporation:

### *Article I*

The name of the corporation is

Manna Ministries

### *Article II*

Duration

The duration of the corporation is perpetual.

### *Article III*

Purpose(s)

The corporation has been organized for the following purpose(s):

1. Relief of the poor, the distressed, or the underprivileged.
  2. Lessening the burdens of the government, ie: family food services.
  3. Lessening of neighborhood tensions.
- and the transaction of any or all lawful business for which corporations may be incorporated under this chapter.

### *Article IV*

Members

A corporation may have one or more classes of members or may have no members. If the corporation has one or more classes of members, the designation of such class or classes, the manner of election or appointment and the qualifications and rights of the members of each class shall be set forth in the articles of incorporation or the bylaws. If the corporation has no members, that fact shall be set forth in the articles of incorporation. (§10-3A-26)

President, Secretary, Board of Directors

Inst # 1993-19450

07/01/1993-19450  
03:43 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
014 MCD 50.00

**Article V**  
**Registered Office/Agent**

The location and street address (NO P.O. BOX) of the initial registered office is \_\_\_\_\_  
809 Independence Drive, Alabaster, Alabama 35007  
and the name of its initial registered agent at such address is Donald R. Smith

**Article VI**  
**Board of Directors**

The number of Director(s) is 7. The Director(s) name(s) and address(es) is/ are:  
Freddie Ard Wendell Pless  
~~1806 Man o War, Helena, Al 35007~~ P. O. Box 29, Calera, Al 35040  
John Sweeney Sammy Bajalia  
~~P. O. Box 27, Alabaster, Al 35007~~ 1333 Old Boston Rd., Alabaster, Al 35007  
Robert Ivey Donald R. Smith  
~~P. O. Box 1143, Alabaster, Al 35007~~ Rodney Clarke  
809 Independence Dr., Alabaster, Al 35007 5419 Palomino Trail, BHAM, Al 35242

**Article VII**  
**Incorporators**

The names and addresses of the initial incorporators are as follows:  
Donald R. Smith  
809 Independence Dr., Alabaster, Al 35007

John Sweeney Phyllis Harbin  
~~P. O. Box 27, Alabaster, Al 35007~~ 350-166 Belle Vista, Pelham, Al 35124

Any provision, not inconsistent with the law, for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation.

IN WITNESS THEREOF, the undersigned incorporator(s) have executed these Articles of Incorporation, on this, the first day of July, 19 93.

[Signature]  
Signature of Incorporator  
[Signature]  
Signature of Incorporator  
Phyllis Harbin  
Signature of Incorporator

THIS DOCUMENT PREPARED BY:

BY-LAWS

OF

Manna Ministries

ARTICLE I. OFFICES

1.01 Registered Office and Agent. The corporation shall have and continuously maintain in this State a registered office and registered agent. The registered office and registered agent shall be shown on the articles of Incorporation, and any amendments thereto.

1.02 Other Offices. The corporation may have offices at such other place or places within the State of Alabama as the Board of Directors may from time to time direct or as the business of the corporation may require or make desirable.

ARTICLE II. DIRECTORS

2.01 Powers. The property and business of the corporation shall be managed by its Board of Directors. In addition to the powers and authority expressly conferred on it by the Articles of Incorporation and these By-Laws, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not prohibited by law, the Articles of Incorporation, or by these By-Laws.

2.01 Number. The Board of Directors shall consist of a minimum and maximum number of directors as required by the Articles of Incorporation, and as may be prescribed by the By-Laws within those limitations. The Board of Directors shall consist of not less than three (3) nor more than (9) members. Directors need not be residents of the State of Alabama.

2.03 Term. The term of each director shall be three (3) years and until a successor director has been elected or until his earlier resignation, death, or removal.

2.04 Election. Election of directors for positions for which terms have expired or will expire (including positions for which vacancies were filled) shall occur at the annual meeting of the Board of Directors, or otherwise at a regular meeting of the Board, by two-thirds (2/3rds) vote of the existing directors for each position to be filled. Directors shall be eligible for re-election without limitation on the number of terms served.

2.05 No Compensation. The directors shall serve without compensation.

2.06 Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly at such times as the Board of Directors shall from time to time designate, and one of the meetings shall be an annual meeting to be held within one month after the close of the corporation's yearly accounting period. Meetings may be held within or without the State of Alabama as the Board of Directors shall from time to time designate.

2.07 Special Meetings. Special meetings may be held if called pursuant to Paragraph 2.08 herein with at least two (2) days notice by telephone or personal delivery, or five (5) days notice by first class mail, of the time and place of the meeting to each director.

2.08 Calling Meetings. Meetings of the Board of Directors may be called by the President of the corporation, or by any two (2) directors.

2.09 Waiver of Notice. Notice of a meeting of the Board of Directors may not be given in any event to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except if a director states, at the beginning of the meeting, any such objection or objections to the transaction of business.



2.10 Contents of Notice. The business to be transacted at, and the purpose of, any regular meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting. The business to be transacted at any special meeting of the Board of Directors shall state the business to be transacted or the purpose of the meeting.

2.11 Quorum. At all meetings of the Board of Directors, the presence of more than one-half ( $\frac{1}{2}$ ) of the authorized number of directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present at any meeting may adjourn the meeting from time to time until a quorum is obtained.

2.12 Voting. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, by the Articles of Incorporation, or by these By-Laws.

2.13 Conduct of Meetings. The President, and in his/her absence the Vice President, if any, shall preside at the meetings of the Board of Directors. The Secretary of the corporation, or in the Secretary's absence any person appointed by the presiding officer, shall act as Secretary for meetings of the Board of Directors.

2.14 Telephone Participation. Directors may participate in meetings of the Board of Directors through use of conference telephone or similar communications equipment, so long as all directors participating in the meeting can hear one another. Such participation shall constitute personal presence at the meeting, and consequently shall be counted toward the required quorum and in any vote.

2.15 Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a written consent, setting forth the

action so taken, is signed by all members of the Board or of such committee, as the case may be. Such written consent shall be filed with the minutes of the proceedings of the Board or committee.

2.16 Adjournment. A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any such adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors, with at least two (2) days notice by telephone or personal delivery, or five (5) days notice by first class mail, of the time and place of the meeting.

2.17 Removal. The Board of Directors may declare the position of a director vacant, and may remove a director for good cause shown. Election or appointment of a director shall not of itself constitute any contractual right.

2.18 Resignation. Any director may resign by giving written notice to the President or the Secretary. The resignation shall be effective on receipt, unless the notice specifies a later time for the effective date of such resignation, or if the corporation would be left without the minimum number of duly elected directors, in which event the resignation shall be effective upon the election of a successor. If the resignation is effective at a future time, a successor may be elected before that time to take office when the resignation becomes effective.

2.19 Vacancies. A vacancy on the Board of Directors shall exist on the death, resignation, or removal of any director; whenever the number of directors authorized is increased; or on failure of the directors to elect the full number of directors authorized. Such vacancies may be filled for the remainder of the term by a two-thirds (2/3rds) vote

at a meeting of the Board of Directors, and if the total number of remaining directors is less than a quorum then by a unanimous vote of the two (2) remaining directors, or the vote of a sole remaining director.

### ARTICLE III. BOARD OF ADVISORS

3.01 General. The corporation may have a Board of Advisors. The number of advisors shall be established by the Board of Directors. The advisors shall be selected by the Board of Directors and shall be individuals with expertise in various fields, including but not limited to the professions, government, political science, arts, science, and other areas of learning and discipline. The advisors shall provide advice and consultation to the Board of Directors and the Board of Directors shall determine the duties and responsibilities of the Board of Advisors.

3.02 Meetings. The Board of Advisors shall meet and carry on such business as is directed from time to time by the Board of Directors. The Board of Advisors shall have discretion in determining the time and places of the meeting unless otherwise directed by the Board of Directors. At the request of the Board of Directors the Board of Advisors may attend meetings of the Board of Directors.

### ARTICLE IV. COMMITTEES

4.01 Executive Committee. The Board of Directors may appoint and authorize an Executive Committee. Unless otherwise specified from time to time by the Board, the Executive Committee shall consist of three (3) directors, who shall be elected for a term of three (3) years by the Board, and shall be authorized to exercise all powers and authority of the Board. The Executive Committee shall act by a majority vote and shall have a quorum of one-third (1/3rd) of the member directors, but in any event not less than two (2) directors. The Board of Directors may designate one or more directors as alternate members of the



Executive Committee, who may act in the place of any absent member or members at any meeting of the Executive Committee. The Executive Committee shall be governed by those rules herein governing the Board of Directors (in which case references to the Board of Directors or Board shall be deemed to refer to the Executive Committee).

4.02 Other Committees. Other committees may be established by the Board from time to time, and shall consist of two (2) or more directors, as provided by the Board, and shall be authorized to exercise the authority of the Board of Directors to the extent provided in the resolution creating any such committee. Any such committee shall act by majority vote and shall have a quorum of one-third (1/3rd) of the member directors, but in any event not less than two (2) directors.

#### ARTICLE V. OFFICERS

5.01 Election. The Board of Directors at its annual meeting shall elect a President and a Secretary, and may elect one or more Vice Presidents and a Treasurer.

5.02 Multiple Offices. Any person may hold any two or more offices, except that no person may hold both the offices of President and Secretary.

5.03 Compensation. The salaries of the officers of the corporation shall be fixed by the Board of Directors.

5.04 Term. Each officer of the corporation shall hold office for a period of one (1) year or until his successor is chosen or until his earlier resignation, death, or removal. Officers shall be eligible for re-election without limitation on the number of terms served.

5.05 President. The President shall preside at all meetings of the members of the Board of Directors and shall be Chairman of the Board of Directors. The President shall be a director of the corporation. The President shall be an ex officio member of all committees, sign such



papers as may be required by his office or as may be required by the Board of Directors, make such reports and recommendations to the Board of Directors of the corporation at any regular or special meetings concerning the work and affairs of the corporation, as in his judgment may be necessary for their information and guidance, may require such reports from the Secretary, Treasurer or other committees or Board members as in his judgment are necessary, and shall perform such other duties as may be incidental to the office. In the event an Executive Director is not hired by the corporation then the President shall also be responsible for the duties of the Executive Director as specified in these By-Laws, infra.

5.06 Vice President. The Board of Directors may elect one or more Vice Presidents. If more than one Vice President, then in the order named by the Board of Directors, the Vice Presidents shall perform the duties of the President in the event of his absence, resignation, refusal to act, or inability to act. One Vice President may be designated by the Board as Executive Vice President.

5.07 Secretary. The Secretary shall issue in writing all notices of meetings, notify individuals elected to office and to the Board of Directors, keep complete records and minutes of the meetings of the Board and of the Executive Committee, furnish the Board of Directors with a list of officers, members of the Board of Directors, and members of the committees whose terms shall expire at the next annual meeting, mail such other notices as may be directed by the Board of Directors or the Executive Committee, be custodian of all records of the corporation, except such records and papers as shall be kept by the Treasurer as herein provided, sign such papers as may be required of his office or as directed by the Board of Directors or the Executive Committee, and shall perform such other duties as may be incidental to the office.

5.08 Treasurer. The Treasurer shall receive all monies of the corporation and have custody thereof, deposit the funds of the corporation in one or more banks selected by the Board of Directors, disburse funds in accordance with the directions of and upon the signatures of persons designated by the Board, keep a full account of all monies received and paid out and make such reports thereof to the President and Board of Directors as they may require, receive and have custody of all deeds, securities, notes, contracts and other financial papers of the corporation and place them for safekeeping in the safe deposit vaults of a bank designated by the Board and under such rules as to access as the Board shall determine, keep full account of all deeds, securities, notes and financial papers of the corporation, make such accountings and reports thereof to the President, Board of Directors, and the Executive Committee as they may require, cause to be prepared and shall present at each annual meeting of the directors a comprehensive financial statement, sign such papers as may be required by his office or as may be directed by the Board of Directors or the Executive Committee, and perform such other duties as may be incidental to the office. He shall not be required to give any bond, unless the Board of Directors provide otherwise and if so then in the amounts as they shall determine, for the faithful performance of his duties. The said books of account shall be open at any time during regular business hours to the inspections by any director, officer of the corporation, or the Executive Director.

5.09 Removal. The Board of Directors may remove any officer with or without cause whenever in its judgment the best interests of the corporation will be served thereby. Election or appointment of an officer or other agent shall not of itself create contractual rights.

5.10 Resignation. Any officer may resign at any time on written notice to the Board of Directors, to take effect immediately unless a future effective date is specified, without prejudice to any rights of the corporation under any contract to which the officer is a party.

5.11 Vacancies. A vacancy in any office shall exist on the death, resignation, or removal of any officer. In case of a vacancy, the Board of Directors may elect a new officer. In case of the absence of any officer of the corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate, for the time being, any or all of the powers or duties of such officer to any officer or to any Director.

#### ARTICLE VI. EMPLOYEES

6.01 Executive Director. The Board of Directors shall determine the need to hire an Executive Director, and if the need exists, shall hire and determine the salary of an Executive Director. The Executive Director shall manage the affairs and direct the work and employees of the corporation, subject to and in accordance with the directions of the Board of Directors, prepare annual budgets and additional budgets as needed for the approval of the Board, be authorized to incur expenses in accordance with the approved budget, or as directed by the Board or Executive Committee, attend all meetings of the Board of Directors and Executive Committee, unless otherwise directed by the Board or Executive Committee, be an ex officio member of all committees, from time to time make reports of the work and affairs of the corporation to the President, Board of Directors or Executive Committee at their annual and other meetings, and shall perform such other duties as may be incidental to the employment. The Executive Director may be a director and officer of the corporation.



6.02 Other Employees. The Board of Directors may designate and direct the hiring of such employees as may be necessary to conduct the affairs of the corporation.

#### ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

7.01 The Board of Directors may authorize any officer or officers, agent or agents of the corporation, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

7.02 All checks, drafts, or other orders for the payment of monies, notes, or other evidences or indebtedness issued to the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

7.03 All funds of the corporation shall be deposited to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### ARTICLE VIII. MISCELLANEOUS PROVISIONS

8.01 Amendment. The Board of Directors shall have the power to adopt and amend by a majority vote (except those paragraphs wherein a two-thirds (2/3rds) vote is required and in the event of modification of those paragraphs then a two-thirds (2/3rds) vote shall be required to amend) these By-Laws in any way not inconsistent with the Articles of Incorporation, the laws of the State of Alabama or the United States of America.

8.02 Dissolution. The Board of Directors may cease corporate activities and dissolve the corporation as provided in the Articles of Incorporation of the corporation.

8.03 There shall not be a corporate seal.

CERTIFICATE OF SECRETARY

I, the Secretary of Manna Ministries hereby certify that the foregoing By-Laws constitute the By-Laws of the corporation and that said By-Laws were duly adopted at a meeting of the Board of Directors held on the 1st day of July, 1993

Signed and sealed on this the 1st day of July, 1993.

Phyllis P. Harbin  
Secretary  
Phyllis Harbin

June St. Creel  
Notary Public  
7-1-93

my Commission expires 10/24/93

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION

OF

MANNA MINISTRIES

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of MANNA MINISTRIES, duly signed and verified pursuant to the provisions of Section NON-PROFIT 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 MANNA MINISTRIES, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 1 day of

JULY, 19 93.



Judge of Probate

Inst # 1993-19450

07/01/1993-19450  
03:43 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
014 MCD 50.00

