

Articles of Incorporation of Moran Ministries, Inc.

Inst # 1997-15496

The undersigned, acting as incorporators of a non-profit corporation under ALA. CODE §§ 10-3A-1 *et seq.* (1987 Repl. Vol.), adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Moran Ministries, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized is charitable, educational, civic and religious in nature. In general, but not exclusively, this corporation is organized for the purpose of providing a Christian ministry, in conjunction with local churches, to students, teenagers, young people and others of all ages who reside in Birmingham, Jefferson County of Alabama. This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes and no part of the income or profit of the corporation shall be distributable to its directors or officers.

FOURTH: There are no members of this corporation.

FIFTH: In the event of the dissolution or other liquidation of the assets of this corporation, its assets shall be distributed to non-profit or charitable institutions which shall be exempted under I.R.C. § 501(c)(3).

SIXTH: The address of the initial registered office of the corporation is 1207 Altadena Rise, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is Dan Moran.

SEVENTH: The number of directors constituting the initial board of directors of the

05/19/1997-15496
10:47 AM CERTIFIED
WELBY COUNTY JUDGE OF PROBATE
014 REC 30.00

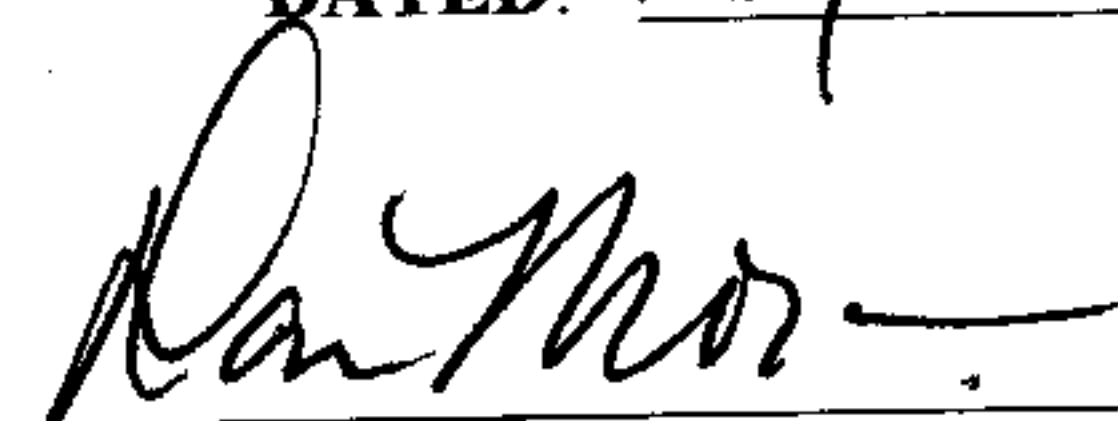
corporation is seven (3), and the names and addresses of the persons who are to serve as directors until their successors are elected and shall qualify are:

NAME	ADDRESS
Mr. Dan Moran	1207 Altadena Rise Birmingham, Alabama 35242
Mrs. Debbie Moran	1207 Altadena Rise Birmingham, Alabama 35242
Mr. Pat Moran	109 Lake Street Trussville, AL 35173


EIGHTH: The name and address of each incorporator is:

NAME	ADDRESS
Mr. Dan Moran	1207 Altadena Rise Birmingham, Alabama 35242
Mrs. Debbie Moran	1207 Altadena Rise Birmingham, Alabama 35242
Mr. Pat Moran	109 Lake Street Trussville, AL 35173

DATED: MAY 1, 1997


Mr. Dan Moran

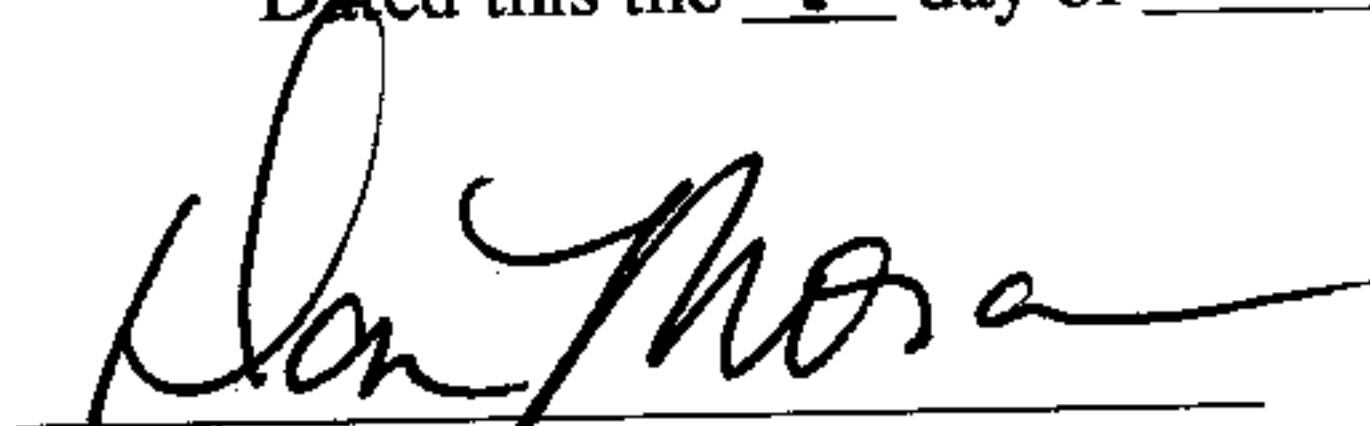

Mrs. Debbie Moran

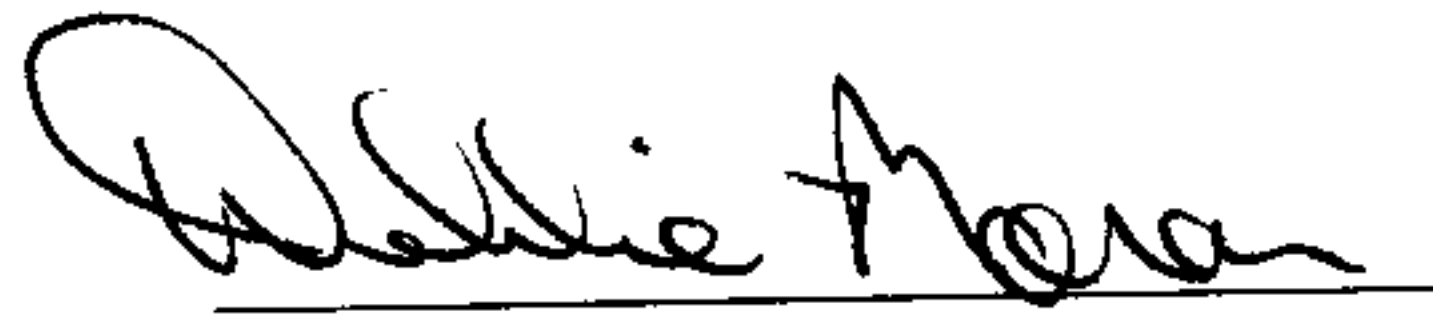

Mr. Pat Moran

**WAIVER OF NOTICE OF THE FIRST MEETING OF
THE BOARD OF DIRECTORS OF MORAN MINISTRIES, INC.**

We, the undersigned, being all of the directors of Moran Ministries, Inc., a non-profit corporation, do hereby waive any and all notice of the time, place and purposes of the first meeting of the Board of Directors of this corporation, to be held at the Offices of Craig & Craig, P.C., 2708-1 Highway 31 South, Decatur, Alabama 35603, on the 1 day of MAY, 1997 at 2 o'clock P.m., and do hereby approve any and all actions that may take place at said meeting.

Dated this the 1 day of MAY, 1997.


Mr. Dan Moran


Mrs. Debbie Moran


Mr. Pat Moran

**MINUTES OF THE FIRST MEETING OF THE
BOARD OF DIRECTORS OF MORAN MINISTRIES, INC.**

The first meeting of the Board of Directors of Moran Ministries, Inc., a non-profit corporation, was held at the offices of Craig & Craig, P.C., 2708-1 Highway 31 South, Decatur, Alabama 35603, on the 1 day of MAY, 1997, at 2 o'clock P.m., at the call of a majority of the directors named in the Articles of Incorporation. The following directors, named in the Articles of Incorporation, were present in person at the meeting:

NAME	ADDRESS
Mr. Dan Moran	1207 Altadena Rise Birmingham, Alabama 35242
Mrs. Debbie Moran	1207 Altadena Rise Birmingham, Alabama 35242
Mr. Pat Moran	109 Lake Street Trussville, AL 35173

Dan Moran acted as chairman of the meeting, and Debbie Moran acted as secretary thereof.

The secretary reported that a waiver of notice of the time, place and purposes of this first meeting had been signed by each of the directors, and the chairman ordered the said waiver be attached to the minutes of this meeting at the end thereof.

The chairman announced that the Articles of Incorporation of the corporation, in form as approved by the incorporators, had been filed in the Office of the Probate Judge of Shelby County, Alabama. It was ordered that upon completion of recordation and receipt of a Certificate of Incorporation it be inserted into the minute book of the corporation.

The chairman stated that the first order of business to come before the meeting was the election of the officers of the corporation. Upon motion duly made, seconded and unanimously adopted, it was

RESOLVED, that the following named individuals by and they hereby are, appointed and elected to serve in the offices designated beside their names for a term of one (1) year or until their successors have been elected and qualified:

Mr. Dan Moran
Mr. Pat Moran
Mrs. Debbie Moran

President
Vice-President
Secretary/Treasurer

The secretary then noted the Board's responsibility to elect a chairman to serve in that capacity until the next annual election of officers. Upon motion duly made, seconded and unanimously adopted, Dan Moran was elected to serve as Chairman of the Board of Directors for a term of one (1) year or until he is no longer a director or until his successor has been elected or qualified.

The chairman next presented a proposed form of By-Laws as prepared by counsel, and suggested that it would be appropriate for the Board of Directors at this time to adopt the same as the By-Laws of the corporation. Upon motion duly made, seconded and unanimously carried, such By-Laws were adopted as and for the By-Laws of the corporation, said By-Laws being in words and figures as follows:

BY-LAWS
OF
MORAN MINISTRIES, INC.

ARTICLE I. OFFICES

Section 1. The principal office of the corporation in the State of Alabama shall be located in the City of Birmingham, Jefferson County. The corporation may have such other offices, either within or without the State of Alabama, as the Board of Directors may designate or as the business of the corporation may require from time to time.

Section 2. The registered office of the corporation, required by the Alabama Non-Profit Corporation Act to be maintained in the State of Alabama may be, but need not be, identical with the principal office in the State of Alabama, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors of the corporation shall be three (3). Each director shall hold office for a term of one (1) year and until his successor shall have been elected and qualified. Directors shall be elected by the Board at the last regular meeting of the corporation's fiscal year and at such times as vacancies occur. Directors need not be residents of the State of Alabama.

Section 3. Removal. Directors serve at the pleasure of the Board and may be removed at any time by a majority vote of the entire Board.

Section 4. Regular Meeting. The Board of Directors shall hold regular meetings at such time and places as may be from time to time designated by the Board of Directors. If a time for regular meetings of the Board is fixed by the Board and included in the minutes of a meeting at which such time and place are determined, then no further notice of a regular meeting shall be necessary.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the chairman or any two directors.

Section 6. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Alabama, as the place of meeting for any regular or special meeting of the Board of Directors. Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 7. Chairman of the Board. Meetings of the Board of Directors shall be presided over by the Chairman of the Board. Such chairman shall be elected by a majority vote of the Board of Directors to be conducted when the officers of the corporation are elected. Such chairman shall be a member of the Board. In the event that the chairman is unable to preside over a meeting of the Board, then the president shall preside.

Section 8. Notice. Notice of any special meeting shall be given at least one day previously thereto by written notice delivered personally or mailed to each director as his business address or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute

a waiver of notice of such meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting.

Section 9. Quorum. A majority of the number of directors fixed by these By-Laws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by a vote of a majority of a quorum, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum present, or the refusal of any director present to vote.

Section 10. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting 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.

Section 12. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected to serve until the term of the director vacating the seat expires. Any directorship to be filled by reason of an increase in the number of directors shall be filled by a majority vote of the directors present.

Section 13. Presumption of Assent. A director of the corporation who is present at a

meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his 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. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE III. OFFICERS

Section 1. Number. The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer, all of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after the commencement of the corporation's fiscal year. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal,

disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He may sign deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the absence of the president or in the event of his death, inability or refusal to act, the vice-president (or in the event there be more than one vice-president, the vice-presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors. These duties are to be performed by the secretary if there is no vice-president.

Section 7. Secretary. The secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of

Directors.

Section 8. Treasurer. The treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. These duties are to be performed by the president if there is no treasurer.

Section 9. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

ARTICLE IV. CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or 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.

Section 2. 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 of Directors. Such authority may be general or confined to specific instances.

Section 3. 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 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 Board of Directors.

Section 4. 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 of Directors may select.

ARTICLE V. FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st day of January of each year and end on the 31st day of December each year.

ARTICLE VI. WAIVER OF NOTICE

Whenever any notice is required to be given to the director of the corporation under the provisions of these By-Laws or the provisions of the Articles of Incorporation or under the provisions of the Constitution of Alabama, or the laws of the State of Alabama, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VII. AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors at any regular or special meeting, provided.

ADOPTED this the 1 day of MAY, 1997.


Dan Moran, President

ATTEST:


Debbie Moran, Secretary

Upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the president of the corporation be and he hereby is authorized and directed to pay all expenses incident to and necessary for the organization of the corporation.

There being no further business to come before the meeting, the same was duly adjourned.

A handwritten signature in cursive script, appearing to read "Debbie Moran", written over a horizontal line.

Debbie Moran, Secretary

APPROVED:

A handwritten signature in cursive script, appearing to read "Dan Moran", written over a horizontal line.

Dan Moran, Chairman

State of Alabama

SHELBY **County**

CERTIFICATE OF INCORPORATION
OF
MORAN MINISTRIES, INC.

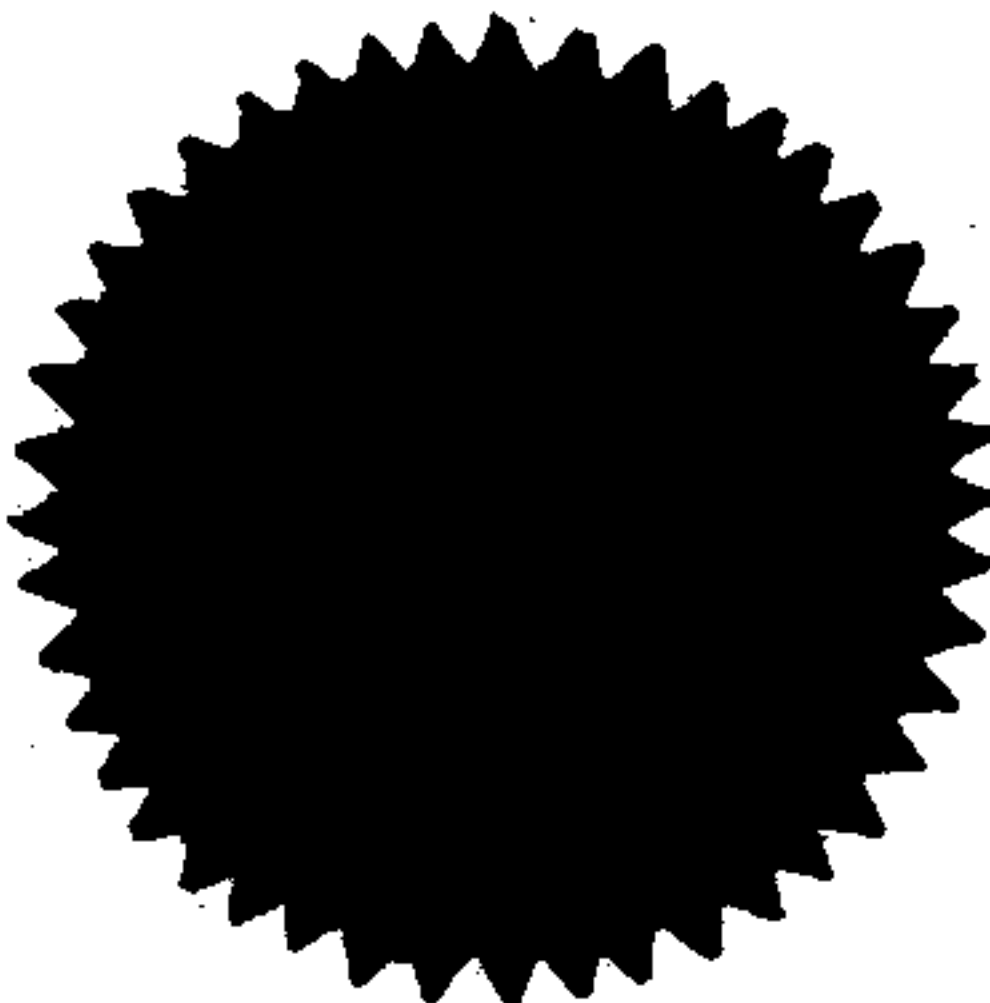
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of MORAN MINISTRIES, INC., duly signed and verified pursuant to the provisions of Section NON-PROFIT of the Alabama Business Corporation Act, have been received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

GIVEN Under My Hand and Official Seal on this the 19 day of MAY, 19 97.

Patricia Joyce Schmiedel

Judge of Probate



Inst # 1997-15496

05/19/1997-15496
10:47 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
014 NCB 50.00