

Articles of Incorporation
of
Eighth Day Productions, Inc.

KNOW ALL MEN BY THESE PRESENTS, that the Directors of Eighth Day Productions, a religious organization dedicated to the propagation of the Gospel of Jesus Christ, and desirous of becoming incorporated under the laws of the State of Alabama, do hereby initiate these Articles of Incorporation according to the provisions of the Alabama Non-Profit Corporation Act.

ARTICLE 1
Name

§ 1.01 The name of the Corporation shall be Eighth Day Productions, Inc.

ARTICLE 2
Purposes

§ 2.01 The purposes for which the Corporation is organized are strictly within the bounds of State and Federal requirements for non-profit corporations. Eighth Day Productions, Inc., shall function exclusively for religious, charitable, and educational purposes within the meaning of the Alabama Non-Profit Corporation Act and § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statutes thereto.

§ 2.02 Pursuant to the purposes described in § 2.01 above Eighth Day Productions, Inc., shall conduct any and all activities deemed necessary and proper by the Board of Directors consistent with the laws of the United States of America and the State of Alabama, to the extent such purposes and activities are consistent with § 501(c)(3) of the Internal Revenue Code. Said activities shall include, but not be limited to:

- A. Conducting an itinerant ministry of preaching and teaching the Gospel of the Lord Jesus Christ.
- B. Conducting a ministry of Bible teaching evangelism by sponsoring and participating in Bible conferences, seminars, and retreats to exhort Christian persons in their relationship with and service to the Lord Jesus Christ.
- C. Conducting a ministry of Bible exposition in local churches, educational institutions, conferences, seminars, retreats, and camps to encourage Christian persons in their relationship with and service to the Lord Jesus Christ.

Christ.

- D. Conducting a ministry of producing and presenting concerts of sacred music in churches, evangelistic meetings, retreats, and Bible conferences, independently and jointly with other churches, ministries, and organizations of like character and purposes, in the effort to glorify the Lord Jesus Christ through worship and song.
- E. Producing and distributing recordings of sacred music to encourage the worship of God in song.
- F. Working in Alabama, other States of the United States, and other nations of the world with other Christian churches and ministries of like mind, character, and purpose in the effort to reach persons with the Gospel of Jesus Christ.

ARTICLE 3

Duration

- § 3.01 The duration of the Corporation shall be perpetual, unless sooner dissolved in accordance with the Laws of the State of Alabama pertaining to the dissolution of nonprofit corporations.
- § 3.02 In the event of the dissolution of this corporation, assets of the corporation shall be distributed to a corporation organized exclusively for the religious, charitable, or educational purposes similar to the purposes of this corporation so enumerated in §2.01 of these Articles of Incorporation and recognized as an exempt organization under § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 4

Powers and Responsibilities

- § 4.01 This Corporation shall reserve the right to exercise all powers accorded nonprofit corporations by statute as stated in § 10-3A-20 of the Alabama Non-Profit Corporation Act, to the extent such powers enable acts that are consistent with § 501(c)(3) of the Internal Revenue Code.
- § 4.02 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private 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 in Article 2 of these Articles of Incorporation. Any salaries, together with fringe benefits or other forms of compensation (housing, transportation, and other allowances) paid to or provided employees, directors, or officers, will not exceed a value which is

reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions and duties.

§ 4.03 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 or in opposition to any candidate for public office.

§ 4.04 Notwithstanding any other provision of these Articles of Incorporation, 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 § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE 5

Members

§ 5.01 This corporation shall have no members. All business of the corporation shall be conducted by the Board of Directors.

ARTICLE 6

Directors

§ 6.01 This corporation shall be governed by a Board of Directors of not less than three or not more than seven persons, a majority of whom shall be unrelated by blood or marriage, who shall be Christian persons active in a local church and who have demonstrated expertise and experience in matters of managing and financing the Kingdom of God. These persons must meet the character qualifications established for elders in 1 Timothy 3:1-7 and Titus 1:6-9.

§ 6.02 The Directors initially shall be appointed by the Executive Director, and thereafter shall be appointed by the majority of existing Directors upon the nomination of the Executive Director. Said appointments shall be made at the annual meeting of the Board of Directors. Directors shall serve a term of three years, and shall be eligible to succeed themselves in consecutive terms provided they remain in active service and continue to meet the qualifications enumerated in § 6.01 of these Articles of Incorporation. The terms of the Directors shall be established in classes so that their terms expire in different years.

§ 6.03 The Directors shall be trustees of the corporation and its assets, both real and

personal, and shall fulfill functions and duties ascribed them by all applicable laws. In addition, they shall advise the Executive Director in matters of the operation of the ministry. Directors shall in no way encumber personal liability from the actions of the corporation, and shall be entitled to indemnification according to the provisions of the Alabama Non-Profit Corporation Act.

§ 6.04 Directors may be removed from the Board by resignation, engaging in activities unbecoming a Christian leader, death, or action of the Executive Director in counsel with the other Directors.

§ 6.05 The Board of Directors shall meet at least once annually in a location specified by the Executive Director, who shall, in the case of regular meetings, give written or oral notice of the time and location of the meeting to all Directors at least 30 days before the meeting. The location of said meetings may be any location within or outside the State of Alabama. The corporation shall reserve the right to reimburse all Directors for all reasonable travel expenses incurred in attending the meetings, and shall so stipulate the decision for said reimbursements in a resolution passed at the meeting being considered for reimbursement. Said reimbursements shall be subject to the church's official reimbursement plan in force at the time of the transaction. A simple majority shall constitute a quorum sufficient to conduct business.

A. The primary regular meeting shall be held in the month of October or November of each year, at which time the Executive Director shall report on the activities of the Church and Ministry during the previous year, and shall relate his plans and goals for the coming year. The Board of Directors shall establish the work plan and budget for the upcoming work year, and shall establish rates of compensation for all compensated employees.

B. Special meetings may be called as needed by the Executive Director and/or a majority of the Directors. Oral or written notice of the meeting, the time, and place shall be presented to each director at least ten days before a special meeting of the Directors.

C. Emergency meetings may be called as needed by the Executive Director and/or a majority of the Directors. Oral notice of the meeting, the time, and place shall be presented to each director in person at least three hours before an emergency meeting of the Directors.

§ 6.06 The work of the Board of Directors shall be led by two officers:

A. The President and Chief Executive Officer, who shall preside over Board of Directors and conduct the business of the corporation. The Executive Director at all times shall be the President and Chief Executive Officer of the Corporation.

B. The Secretary-Treasurer, who shall be charged with keeping and presenting the official minutes of the transactions of the Board, and presenting appropriate financial data to the Board. In the discharge of these functions the Secretary of the Board shall work in close unison with the Corporate Secretary and the Corporate Treasurer. The Secretary shall be named by a majority of the Board of Directors upon the nomination of the Executive Director.

§ 6.07 The number of initial Directors shall be three (3), and are listed herewith as follows:

Jason Wallis, 109 Windsor Ridge Drive, Pelham, Alabama 35124

Chris Kuhne, 80499 Webb Road, Riverdale, Georgia 30274

Wade Morris, 117 Bridge Drive, Birmingham, Alabama 35242.

ARTICLE 7 Incorporator

§ 7.01 The President and Executive Director of the Corporation shall be the incorporator, and is listed herewith as follows:

Jason Wallis, 109 Windsor Ridge Drive, Pelham, Alabama 35124.

ARTICLE 8 Registered Office and Agent

§ 8.01 The Executive Director, who also is President and Chief Executive Officer of the Corporation, shall serve as the registered agent of the Corporation. The registered agent, and the registered address within the State of Alabama at which he is located, is as follows:

✓ Jason Wallis, 109 Windsor Ridge Drive, Pelham, Alabama 35124.

IN WITNESS WHEREOF, I hereby set my hand and seal this 14th day of January, 1999.

Incorporator

State of Alabama
County of Shelby

I, the undersigned, in and for said County, and in said State, do hereby certify that Jason Wallis, whose name is on the foregoing Articles of Incorporation, and who is known by me, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, he did execute the same voluntarily on the date the same bears date. Given under my hand and official seal this 14th day of January, 1997.

Notary Public Ree N. A. Thaway
My Commission Expires 6/30/2000

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

EIGHTH DAY PRODUCTIONS, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of EIGHTH DAY PRODUCTIONS, 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 EIGHTH DAY PRODUCTIONS, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 14TH day of JANUARY, 19 99.

Patricia Geyer Fuhrman

Judge of Probate

Inst # 1999-01891

01/14/1999-01891
01:20 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
007 CRH 50.00

