

**ARTICLES OF INCORPORATION
OF
ENTER LIFE MINISTRIES, INC.**

For the purpose of forming a Corporation under the Alabama Non-Profit Corporation Act, the undersigned incorporator does hereby sign and adopt the following Articles of Incorporation for Enter Life Ministries, Inc. (hereinafter called the "Corporation").

ARTICLE I.

NAME

The name of the Corporation is Enter Life Ministries, Inc.

ARTICLE II.

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III.

PURPOSE

The purpose of the Corporation is as follows: (1) to sponsor retreats; (2) to offer spiritual direction; and (3) to provide training in spiritual formation. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes strictly in accordance with the provisions of Sections 501(c) (3) and (j) and 170 (c) (2) (B) of the Internal Revenue Code of 1986, as amended (the "Code"), as currently in effect and as amended from time to time. The Corporation shall have power to hold, manage, invest and reinvest funds in a manner which will qualify this Corporation as an exempt organization under Section 501 (c) (3) and (j) of the Code and to which contributions are deductible under Section 170 (c) (2) (B) of the Code and the Treasury Regulations promulgated thereunder as they now exist or as they may hereafter be amended. The specific purpose of the Corporation is (1) to sponsor retreats; (2) to offer spiritual direction; and (3)

to provide training in spiritual formation. The Corporation may promote, establish, conduct, and maintain activities in its own behalf or it may contract with, contribute to, or otherwise assist other ministries, organizations and institutions carrying on similar activities or any thereof; and for such purposes it may solicit and receive funds and other property real, personal, and mixed, and interest therein by gift, transfer, devise, or bequest, and invest, reinvest, hold, manage, administer, expend and apply such funds and property; subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest.

The Corporation further shall have all powers available to Corporations pursuant to the Alabama Non-Profit Corporation Act as currently in effect and as such Act may be amended from time to time, and shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary, desirable or proper for the furtherance and accomplishments of the purposes for which the Corporation is organized.

No part of the net earnings of the Corporation shall enure to the benefit of any member, director or officer or any private individual (except that a reasonable compensation may be paid for services rendered to or for the Corporation), within the meaning of Section 501 (c) (3) of the Code, and no member, director, officer or any private individual shall be entitled to share and distribution of any of the corporate assets on dissolution of the Corporations. No substantial part of the activities of the Corporation shall involve the carrying on of propaganda or otherwise attempting to implement legislation, and the Corporation shall not participate, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt for Federal income taxation under Section 501 (c) (3) and (j) of the Code and to which contributions are deductible under Section 170 (c) (2) (B) of the Code.

ARTICLE IV.

MEMBERS

The Corporation will have no members.

ARTICLE V.

REGISTERED OFFICE AND REGISTERED AGENT

The location and mailing address of the initial registered office of the Corporation is 2802 Bridlewood Terrace, Helena, Alabama 35080. The name of the Corporation's initial registered agent at such address is Glandion W. Carney.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is three. The names and addresses of the persons who are to serve as directors until the first meeting of the Board of Directors until their successors are elected and qualified are:

NAME

ADDRESS

Glandion W. Carney

2802 Bridlewood Terrace
Helena, AL 35080

Guy Mitchell

820 Shades Creek Parkway
Birmingham, AL 35209

Kenneth O. Simon

1800 Financial Center
505 North 20th Street
Birmingham, AL 35203

ARTICLE VII.

INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Glandion W. Carney

2802 Bridlewood Terrace
Helena, AL 35080

ARTICLE VIII.

DISSOLUTION

Upon dissolution or final liquidation of the Corporation, all of its assets shall be paid over and distributed to such one or more organizations as shall be selected and in the proportions as shall be determined by the Corporation's directors, provided, however, that each of said distributee organizations shall then be qualified as exempt from taxation and one to which contributions are deductible under Sections 501 (c) (3) and 170 (c) (2) (B) of the Code.

ARTICLE IX.

INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil criminal administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner,



employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection in such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon the plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believe to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, have reasonable cause to believe that his or her conduct was unlawful.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another Corporation, partnership, joint venture, trust of other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only



to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication liability but in the view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

ARTICLE X.

AMENDMENT

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to add one or more additional provisions, in the matter now or hereafter prescribed or permitted by the Alabama Non-Profit Corporation Act.

IN TESTIMONY WHEREOF, witness the hand of the undersigned on this 5 day of

January, 2010.

Glandion W. Carney
Glandion W. Carney

JEFFERSON COUNTY STATE OF ALABAMA

The undersigned Notary Public in and for said County in said State, hereby certifies that Glandion W. Carney is signed to the foregoing ARTICLES OF INCORPORATION, and who is known to me, acknowledged before me on this day that, being informed of the contents of said document, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 5th day of January, 2010:

[Signature]
NOTARY PUBLIC
My Commission Expires: 4-6-2010

This instrument prepared by:

Kenneth O. Simon, Esq.
Christian & Small, LLP
505 North Twentieth Street
1800 Financial Center
Birmingham, AL 35203
(205) 795-6588



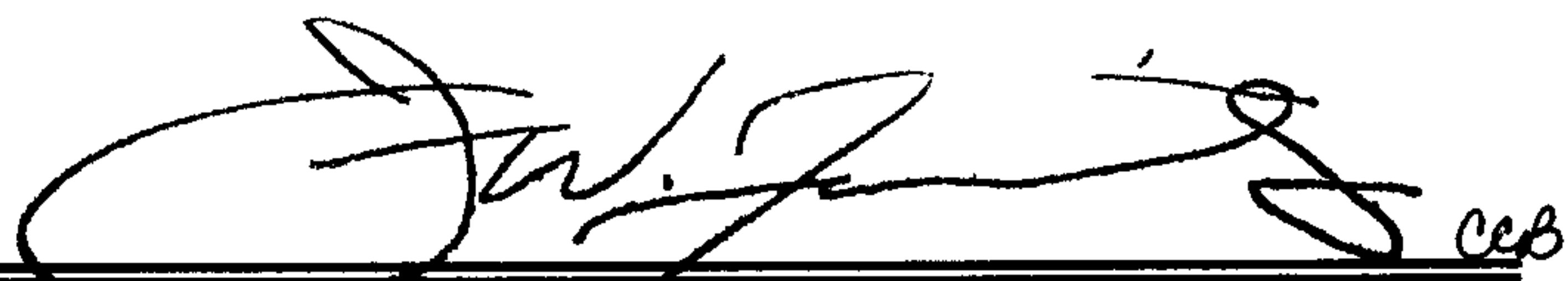
State of Alabama Shelby County

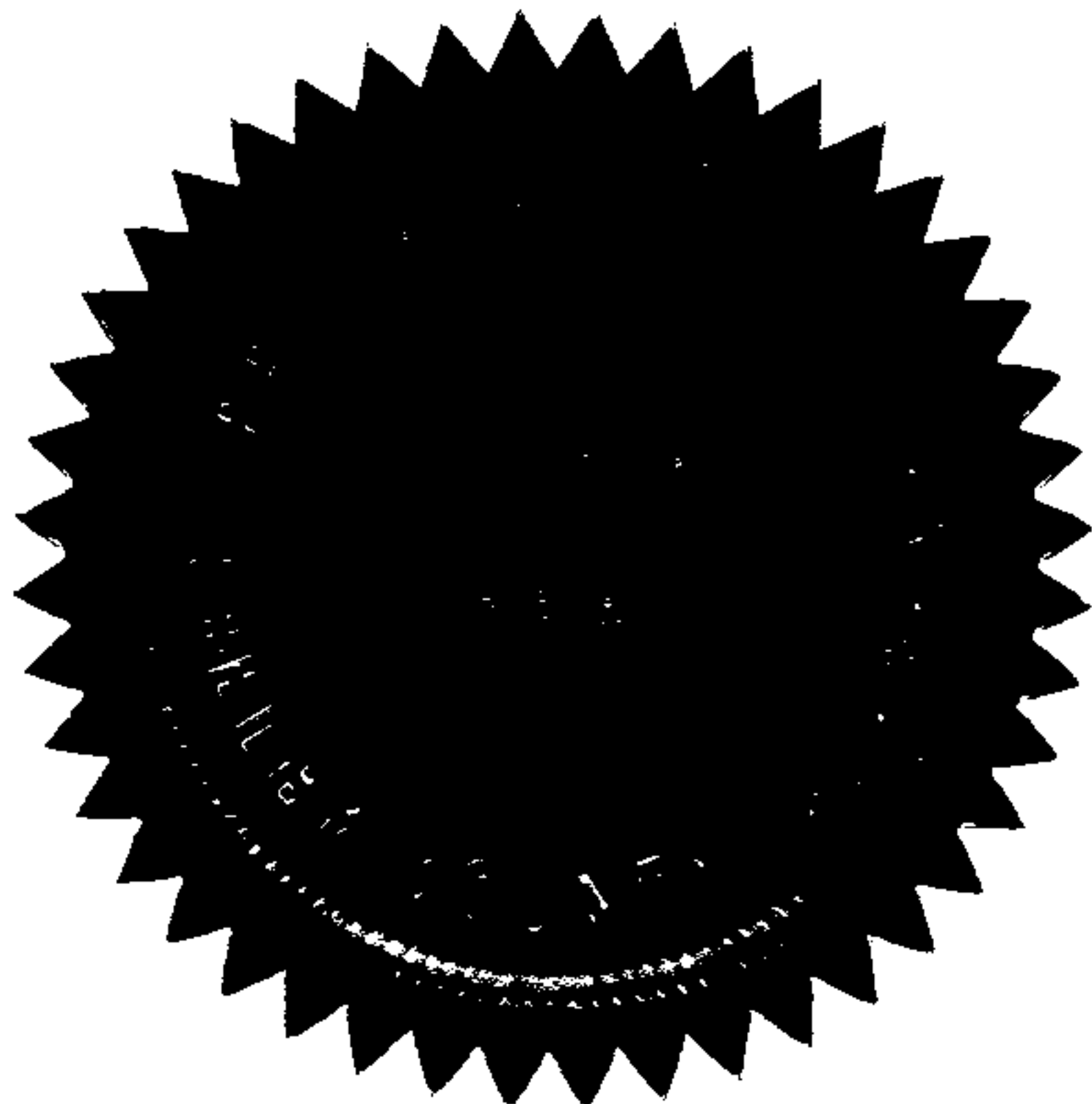
Certificate of Incorporation Of ENTER LIFE MINISTRIES, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of ENTER LIFE MINISTRIES, INC., 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 ENTER MINISTRIES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 8TH day of JANUARY, 2010


James W. Fuhrmeister
Judge of Probate



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Shelby Cnty Judge of Probate, AL
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