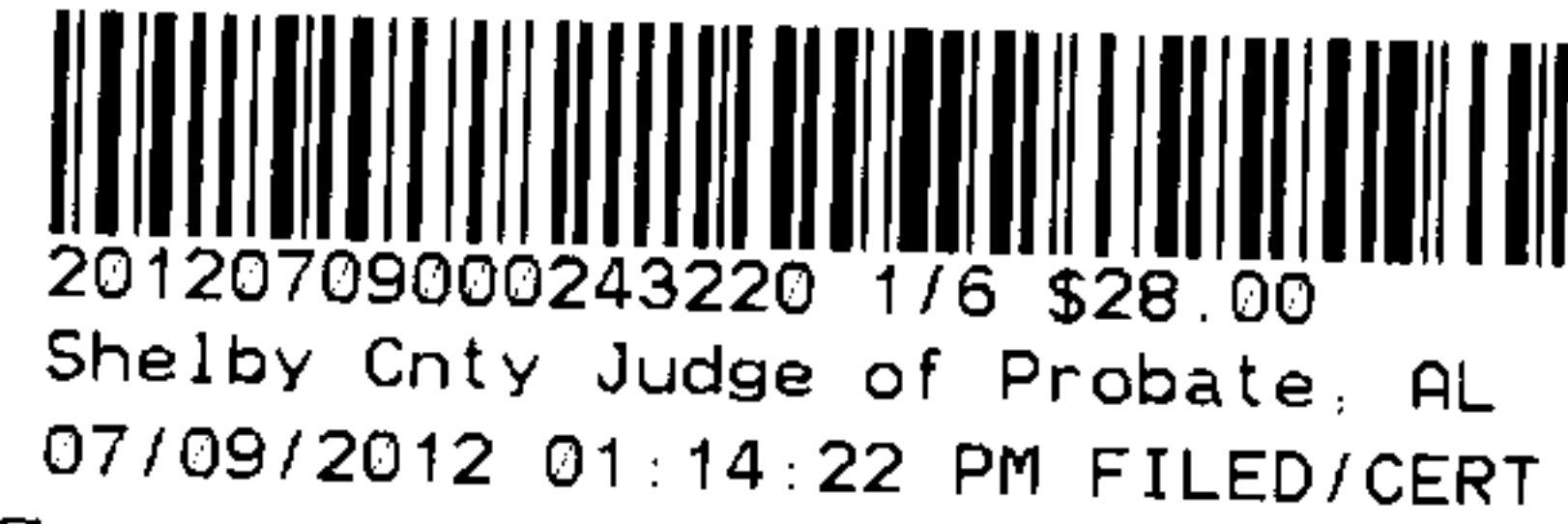


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**SECOND AMENDMENT
TO
MORTGAGE
ASSIGNMENT OF RENTS AND LEASES
AND SECURITY AGREEMENT**



THIS SECOND AMENDMENT TO MORTGAGE, ASSIGNMENT OF RENTS AND LEASES AND SECURITY AGREEMENT (hereinafter the "Amendment") amends that certain Mortgage, Assignment of Rents and Leases and Security Agreement (hereinafter along with all amendment thereto, the "Mortgage") executed on April 14, 2011 by **RIVERCHASE UNITED METHODIST CHURCH**, an Alabama non-profit religious corporation (hereinafter "Borrower") in favor of **BANCORPSOUTH** (also known as BANCORPSOUTH BANK) (hereinafter "Bank").

WHEREAS, the Mortgage is recorded as Instrument 20110418000117750 in the Office of the Judge of Probate of Shelby County, Alabama, and pertains to the property described as

Lot 1B, according to the Survey of Riverchase United Methodist Church Addition, as recorded in Map Book 40, Page 71, in the Probate Office of Shelby County, Alabama.

WHEREAS, on April 18, 2012 the Mortgage was amended to secure not only the original promissory note, all renewals and extensions thereof, but also an additional loan made to Borrower.

WHEREAS, this amendment was recorded as Instrument 20120417000134000 in the Office of the Judge of Probate of Shelby County, Alabama.

WHEREAS, a resurvey of the property was recorded as Survey of Riverchase United Methodist Church Addition, in Map Book 42, Page 145, in the Probate Office of Shelby County, Alabama.

WHEREAS, the parties desire that the description of the land contained in the Mortgage accurately reflect the resurvey of the property.

NOW THEREFORE, in consideration of the terms and conditions contained herein, the Mortgage is hereby amended as follows:

1. The Land described on Exhibit "A" attached hereto is substituted for the Land described on Exhibit "A" attached to the Mortgage.
2. Exhibit "A" attached hereto hereby replaces Exhibit "A" attached to the Mortgage.
3. The Mortgage with Exhibit "A" attached hereto is reconfirmed and ratified.



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4. Borrower grants, bargains, sells, conveys, and mortgages unto Bank, its successors and assigns the property described on Exhibit "A".

Borrower hereby agrees and directs Bank to take any action necessary to conform the Mortgage and all of the documents and agreements executed in connection with the Mortgage, or pertaining to the Mortgage (the "Agreements") to the terms as herein cited and by these presents accepts and confirms their liability under said Mortgage and Agreements with the terms as herein modified.

All of the terms and provisions of the Mortgage not specifically amended herein, are hereby reaffirmed, ratified and restated. This Amendment amends the Mortgage and is not an novation thereof.

25 IN WITNESS WHEREOF, we have hereunto set our hands and seals effective this day of May, 2012.

RIVERCHASE UNITED METHODIST CHURCH, an
Alabama non-profit religious corporation

By: James E. Seale
Print Name: James E. Seale
Title: Authorized Officer

By: Rachel McIntyre
Print Name: Rachel McIntyre
Title: Authorized Officer

THIS INSTRUMENT PREPARED BY AND AFTER
RECORDATION SHOULD BE RETURNED TO:
Heather E. Ward
ENGEL, HAIRSTON & JOHANSON, P.C.
109 North 20th Street, Fourth Floor
P.O. Box 11405
Birmingham, Alabama 35202
(205) 328-4600

STATE OF ALABAMA
COUNTY OF JEFFERSON

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that James E. Seale and Rachel McIntyre, whose name as Authorized Officers of RIVERCHASE UNITED METHODIST CHURCH, an Alabama non-profit religious corporation, are signed to the foregoing instrument and who are known to me, acknowledged before me on this day that, being informed of the contents of said instrument, they as such Authorized Officers, and with full authority, executed the same voluntarily, as an act of said corporation, acting in their capacity as aforesaid.

Given under my hand and official seal, this the 25 day of May, 2012.

Susan Mauch Phillips

NOTARY PUBLIC

My Commission Expires: _____

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Apr 20, 2015
BONDED THRU NOTARY PUBLIC UNDERWRITERS

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EXHIBIT "A"

Lot 1C, according to the Survey of Riverchase United Methodist Church Addition, as recorded in Map Book 42, Page 145, in the Probate Office of Shelby County, Alabama.

SUBJECT TO:

- i) taxes and assessments for the year 2012, a lien but not yet payable;
- ii) rights of way granted to Alabama Power Company as set out in instruments recorded in Deed Book 131, page 387, Deed Book 20, page 542, Instrument 1994-11652, Instrument 1995-30144, Deed Book 101, page 500, Deed Book 101, page 569, Deed Book 108, page 396, Instrument 20110113000013000, Instrument 20040312000127160, Instrument 1992-26818, and Real Volume 368, page 590;
- iii) right of way granted to Shelby County, Alabama as recorded in Deed Book 102, page 441, and Deed Book 102, page 471;
- iv) restrictions and covenants appearing of record in Real Volume 4, Page 512, and Real Volume 332, page 466;
- v) right of way granted to The Water Works and Sewer Board of the City of Birmingham as recorded in Instrument 1998-28946;
- vi) easement as recorded in Instrument 1992-13202;
- vii) terms, agreements and rights of way to Alabama Power Company as recorded in Instrument 20120313000086910 and in Instrument 20120313000086920 and Instrument 20120327000104190; and
- viii) coal, oil, gas and mineral and mining rights which are not owned by Mortgagor.

RIVERCHASE UNITED METHODIST CHURCH**RATIFICATION AND RESOLUTION**

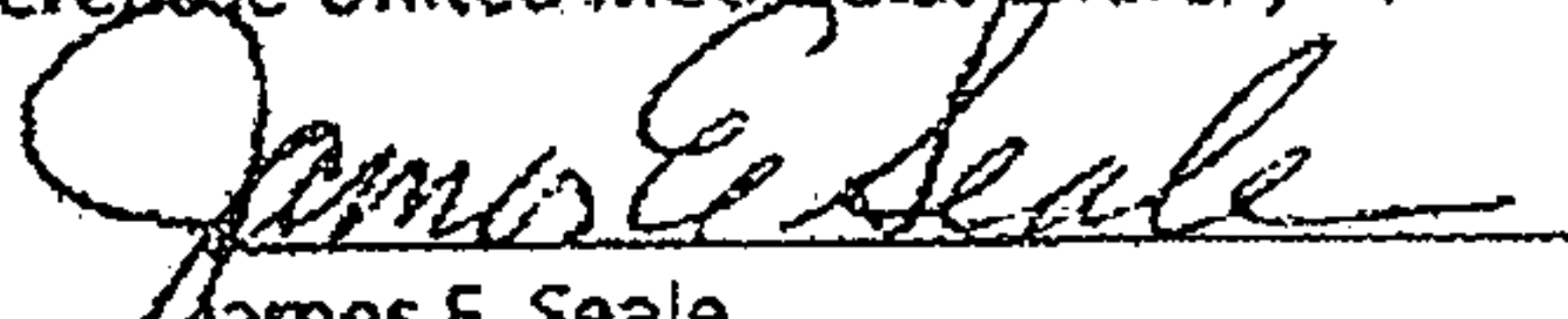
WHEREAS, after extensive and diligent study, planning, deliberation and prayer over the last three years, the Riverchase United Methodist Church ("RUMC") Building Committee, Finance Committee, Board of Stewards, and the United Methodist Church South Central District Board of Church Building and Location, have in accord, approved the need, design, cost, and financial soundness of Phase I of the Campus Development Plan (the "Project"). This is in accordance with paragraph 2543 of the current United Methodist Church Book of Discipline. The written consent of the District Superintendent Ron Schultz and Senior Pastor Dr. James H Savage has also been obtained.


Resolution One: In accordance with paragraph # 2540 of the UMC Book of Discipline, ten (10) days' notice in the church bulletin of the proposed action and the date and time of this special meeting has been given to all attending full church members. This RUMC Special Church Conference hereby approves the Project and the financing of the Project by a loan up to the amount of Five Million Dollars (\$5,000,000), securing the loan with a mortgage on all property owned by Riverchase United Methodist Church Corporation. The RUMC Board of Stewards is authorized to appoint two officers, James E. Seale and Rachel McIntyre to execute this mortgage and other loan documents necessary for the loan, in the name of the church corporation.

Resolution Two: The Loan, including principal, interest, fees, and charges, shall be repaid by prayerful and diligent capital stewardship and annual operations budget giving received by Riverchase United Methodist Church from its faithful members for such purpose over the period of five years from 2011 - 2015.

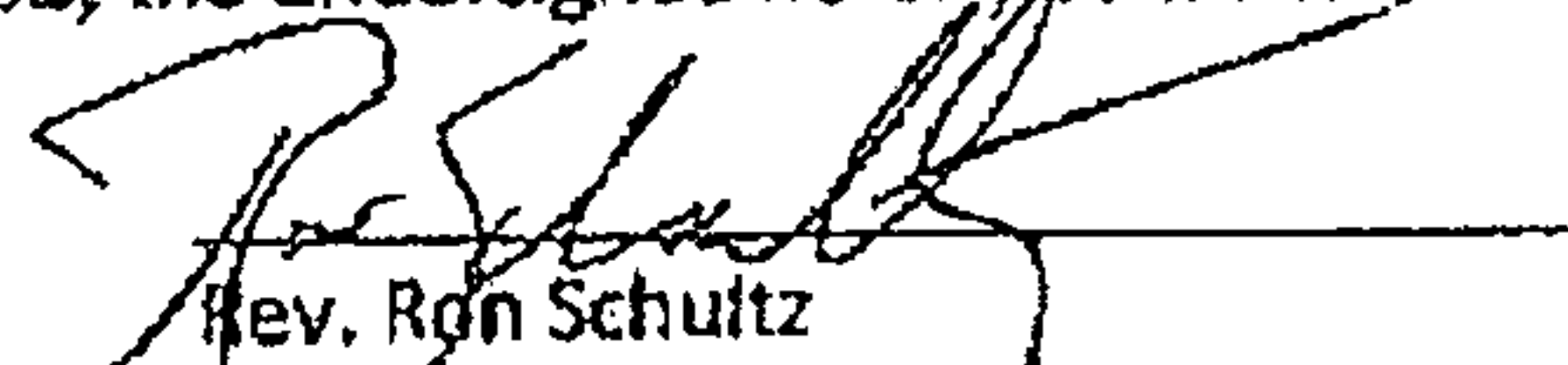
Resolution Three: The RUMC Board of Trustees and Building Committee are authorized to take all necessary steps to implement the foregoing resolutions, negotiate and execute all contracts, loan documents, and other necessary agreements in the name of the church corporation to implement the Project. The Board of Trustees is authorized to ratify the actions previously taken in connection with the Loan, including the execution of a mortgage.


APPROVED by majority vote of the members of this corporate body in Special Church Conference of Riverchase United Methodist Church, Hoover, Alabama, this 1st day of August, 2010.


James E. Seale
Board Chairman


Rachel McIntyre
Board Secretary

IN RECOGNITION that these Resolutions have been duly approved by the Special Church Conference of Riverchase United Methodist Church and pursuant to the Discipline of the United Methodist Church 2008, the undersigned hereby consent to this undertaking, this 1st day of August, 2010.


Rev. Ron Schultz
District Superintendent


Dr. James H. Savage
Senior Pastor

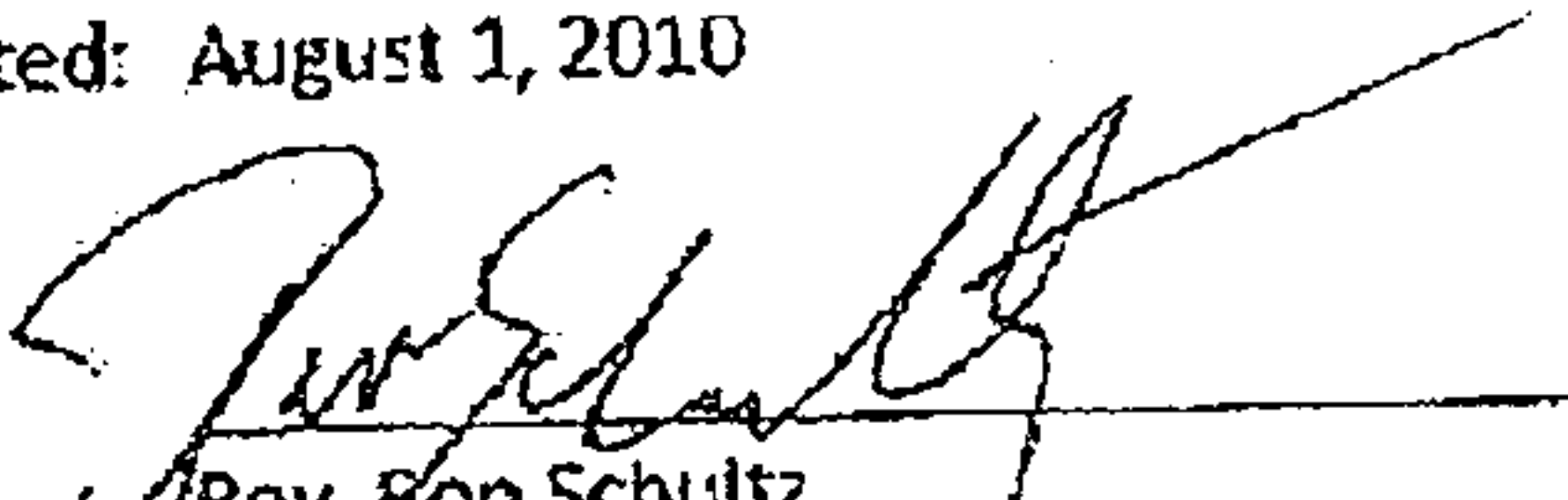


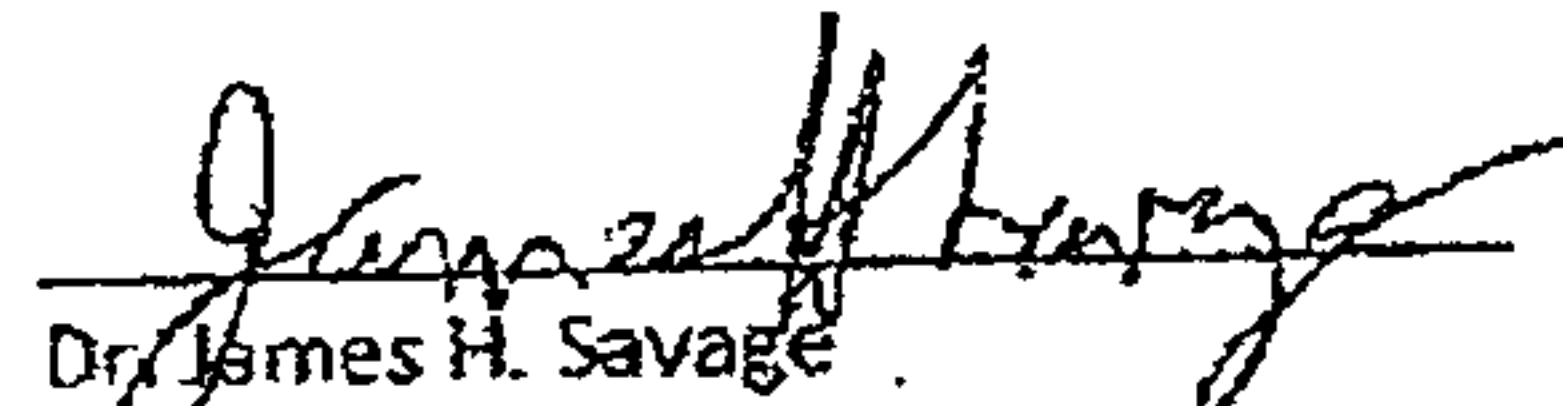
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CONSENT

Dr. Ron Schultz, District Superintendent of South-Central District, UMCNA, and Dr. James H. Savage, Senior Pastor of Riverchase United Methodist Church (the "Church"), hereby consent to the following actions of the Church: The borrowing of up to five million dollars (the "Loan") for the purpose of financing the construction of new Education Buildings on the real estate owned by the Church. This Consent shall be attached to the mortgage pursuant to Paragraph 2540 of the Book of Discipline of the United Methodist Church.

Dated: August 1, 2010


Rev. Ron Schultz
District Superintendent


Dr. James H. Savage
Senior Pastor


Dr. William Morgan
Acting District Superintendent
August 1, 2010

FILED FOR PROBATE



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