

**CERTIFICATE OF FORMATION**  
**OF**  
**CORNERSTONE CHURCH, PCA**  
**A NONPROFIT CORPORATION**

**ARTICLES OF INCORPORATION**

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For the purpose of forming a church as a nonprofit corporation pursuant to Chapter 3 and Chapter 1 (to the extent the provisions thereof are applicable to nonprofit corporations) of the Alabama Business and Nonprofit Entities Code and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Entities Code"), the undersigned does hereby sign and adopt these Articles of Incorporation as and for the certificate of formation pursuant to the Entities Code, and, upon the filing for record of these Articles of Incorporation in the Office of the Judge of Probate of Shelby County, Alabama the existence of a corporation (hereinafter referred to as the "Corporation"), under the name set forth in Article 1 hereof, shall commence.

**ARTICLE I**

**Name**

The name of the corporation is: **Cornerstone Church, PCA.**

**ARTICLE II**

**Type of Entity**

- (a) The type of entity being formed under the Entities Code is a nonprofit corporation.

(b) The corporation shall be tax exempt as a church. It is not required to seek or obtain tax exempt status or recognition from any authority. This status is recognized by the Internal Revenue Service in 26 U.S.C. § 508 (c)(1)(A).

### **ARTICLE III**

#### **Term and Dissolution**

The term of the corporation is unlimited and perpetual. In the event of dissolution, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to any organization or organizations organized and operated as a church, or exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations, as the Board of Trustees shall determine. Among other methods and reasons for dissolution, the Board of Trustees may, by two-thirds vote, cease corporate activities and dissolve the corporation in accordance herewith.

### **ARTICLE IV**

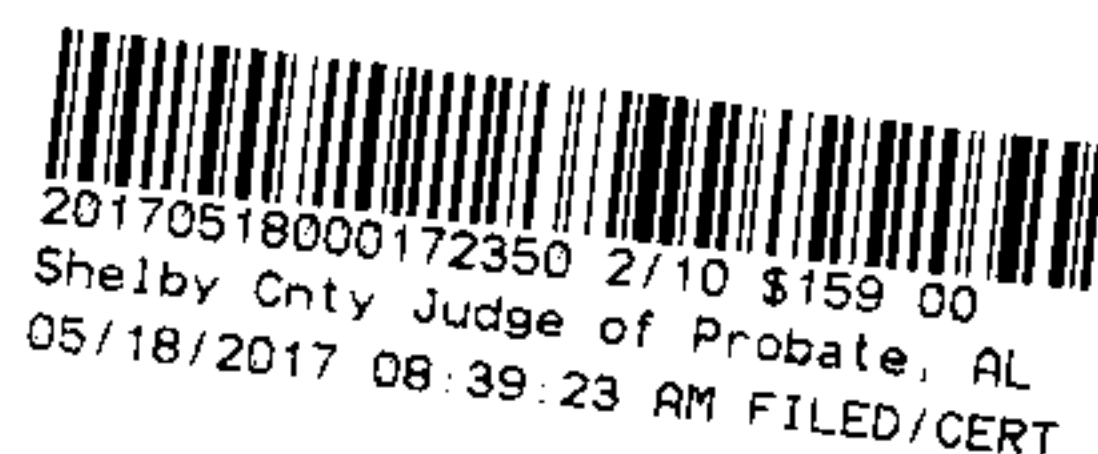
#### **Purposes, Objectives and Powers**

1. The purposes of this corporation are to organize a church and its specific purposes are as follows:

(a) To operate as a church by and through all of its various ministries to propagate the Gospel of the Lord Jesus Christ as contained in both the Old and New Testaments of the Holy Bible;

(b) To aid in the fulfillment of the "Great Commission" of the Lord Jesus Christ to "go ye . . . and disciple all nations.";

(c) By the grace of God, to bring salvation to as many persons as possible by



holding forth the Word of Life at every opportunity and in every field, both at home and abroad;

(d) To provide for the worship of God, in all that entails, including preaching, music, praise, prayer, and the upholding of the name of the Lord Jesus Christ;

(e) To minister to the body of Christ for the meeting of needs, spiritual and temporal, and to educate all those who hear in the principles of Christian living as taught and explained in the Holy Bible;

(f) To operate the church by and through its various ministries of worship, study, missions, education, including but not limited to, daycare, kindergarten, elementary, secondary, and college education, discipline, solemn occasions and rites, helps to the poor, needy, and elderly, service to the public and community, participation in the arts, and all other ministries to effectuate its purposes as the Church of the Lord Jesus Christ;

(g) To adhere to, follow, propagate, and be governed by the Holy Bible and the doctrinal and other governing documents of the church, as those documents may be constituted and developed by the church, its denomination, or other body with which it is affiliated, *viz.*, The Presbyterian Church in America, which is governed by the Book of Church Order of The Presbyterian Church in America, the Westminster Confession of Faith, and such other documents adopted from time to time by The Presbyterian Church in America (herein these documents shall be referred to as the “Governing Documents”);

(h) To enter into any kind of activity, and to make, perform and carry out contracts of every kind in connection with and necessary or incidental to, the accomplishment of the non-profit purposes of the corporation;

(i) To operate exclusively for religious purposes as a church being solely under

the authority of God Almighty and the Lord Jesus Christ.

2. To receive and administer funds for the aforesaid purpose or purposes and for no other purpose, and to that end, to take and hold by contract, agreement, devise, bequest, gift, purchase, lease, either absolutely or in trust, for such objects and without limitations as to the amount or value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property, and to deal with such property for any of the aforementioned purposes, without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, and to exercise any, all and every power for which a non-profit corporation organized under the provisions of the Nonprofit Entities Code, all for the public welfare which can be authorized to exercise, but not any other power.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 this Article IV.

## **ARTICLE V**

### **Registered Office and Registered Agent**

The location of the initial registered office of the corporation is the City of Homewood, in the County of Shelby, State of Alabama. The address of the registered office in Alabama is: **1021 Long Branch Parkway, Calera, AL 35040**. The name of its registered agent at said address is: **Randy Krueger**.

**ARTICLE VI**  
**Nonstock Publicly Supported Entity**

The corporation is organized on a non-stock basis. Said corporation is to be financed by contributions to it of funds and property absolutely or in trust.

**ARTICLE VII**  
**Membership Status**

The corporation shall have one class of members. Members shall be those persons who have qualified and been admitted into the membership of the Church according to the requirements and provisions of the Governing Documents of the Church. Members shall be entitled to one vote each. The only votes that members shall make are for election of trustees and for such items as permitted or required by the Governing Documents of the Church.

**ARTICLE VIII**  
**Incorporator**

The name and address of the incorporator is as follows:

**NAME**

**Jephery Guinan**

**ADDRESS**

**108 Tintern Abbey  
Alabaster, AL 35007**

**ARTICLE IX**  
**Trustees**

1. The names and addresses of the initial Board of Trustees are as follows:



**NAME****ADDRESS****Stephen Daniels****711 Forest Hills Trace  
Alabaster, AL 35007****Tim Lacy****400 North Main Street  
Columbiana, AL 35051****Randy Krueger****1021 Long Branch Parkway  
Calera, AL 35040**

2. Directors for the Church as a corporation shall be known as "Trustees." The Trustees shall serve three (3) year terms. Election of Trustees shall be at a regularly called congregational meeting of resident communing members. A quorum for election of Trustees shall be fifty-one percent (51%) of the resident communing members of the church, or as may be otherwise defined by the provisions of the Governing Documents. The number of Trustees shall not be less than three (3), with a maximum number as may be determined from time to time by the Bylaws of the corporation, and any amendment thereto, and in the absence of the Bylaws fixing the maximum number of Trustees, there shall be no limitation as to the number of Trustees that may be elected and serve. The number and designation of any committee or committees shall be provided for by the Trustees.

**ARTICLE X**  
**Officers**

The names of the officers of the corporation chosen for the first year and until their respective successors are elected and qualified are as follows:

**NAME****OFFICE****Stephen Daniels****President****Tim Lacy****Vice President****Randy Krueger****Secretary****Matt Windsor****Treasurer****ARTICLE XI****Bylaws**

The Trustees shall adopt Bylaws for the corporation. The Bylaws shall prescribe the duties of Trustees and Officers, fix the date of regular and special meetings and otherwise provide for the orderly operation, regulation, and government of the corporation, its agents, servants and officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Alabama or the United States of America, except where in conflict with the Holy Bible, doctrine, these Articles of Incorporation and the Governing Documents.

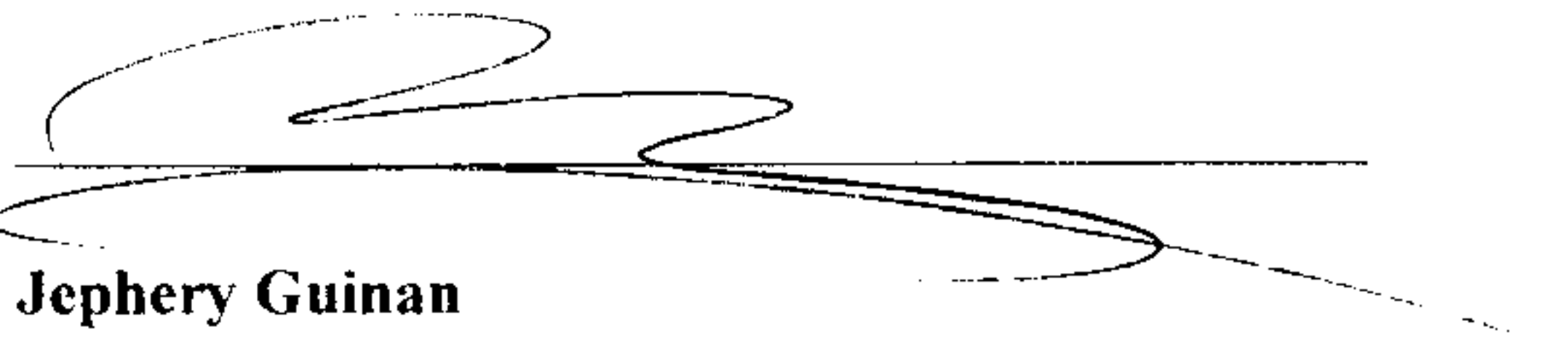
**ARTICLE XII****Conflict of Documents**

1. The Board of Trustees provided by these Articles of Incorporation shall perform all corporate powers necessary and as required by the law of the State of Alabama. Unless otherwise required by the law of the State of Alabama (provided it is not in conflict with the Holy Scriptures or doctrine), any conflict between these Articles of Incorporation and the Governing Documents shall be resolved in favor of said Governing Documents. Provided further, for other officers or officials of the church which may be provided for in the Governing Documents, said persons shall have the authority, control, duty and responsibility of performing as such officers or officials in accordance with the Governing Documents in the oversight and

operation of the church.

2. The **Cornerstone Church, PCA**, as a body of believers, recognizes only the sovereignty of God Almighty and the Lordship of Jesus Christ in all things. The church shall be governed according to the tenets of the faith contained in the Old and New Testaments of the Holy Bible, and according to the doctrine of the Governing Documents. The church recognizes God's ordination of the civil authority and the legitimate laws in support thereof. The church shall uphold the laws of the civil authority provided such laws are not in conflict with the Holy Bible, or the doctrine of the church contained in the Constitution, as well as determined by the church.

IN WITNESS WHEREOF, the incorporator has hereunto signed these Articles of Incorporation, on this the 5<sup>th</sup> day of May, 2017.

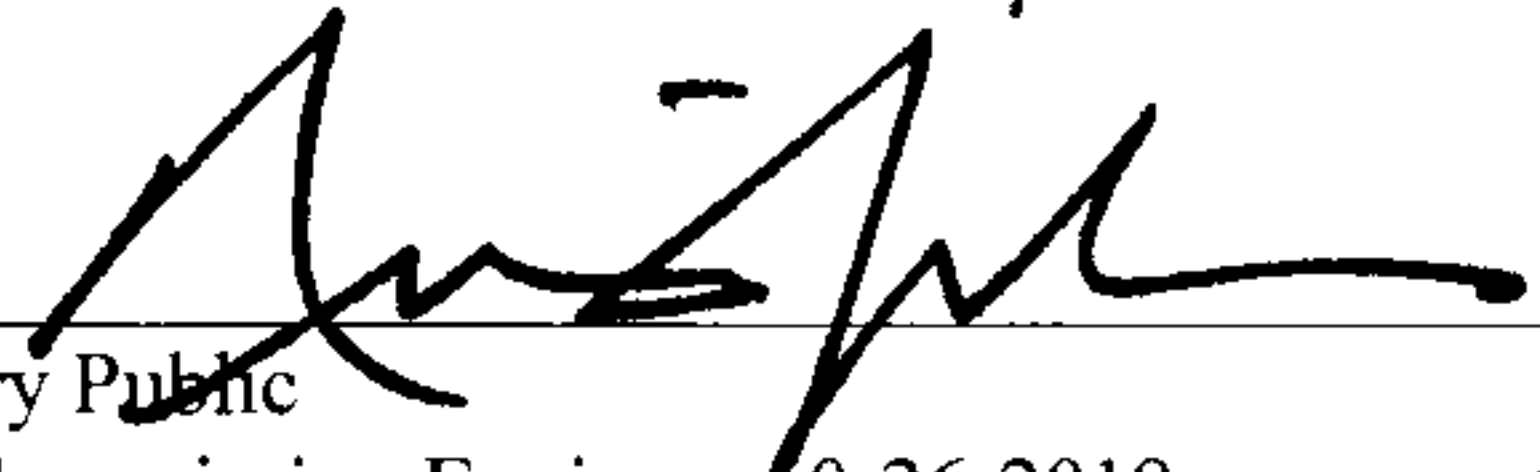
  
**Jephery Guinan**

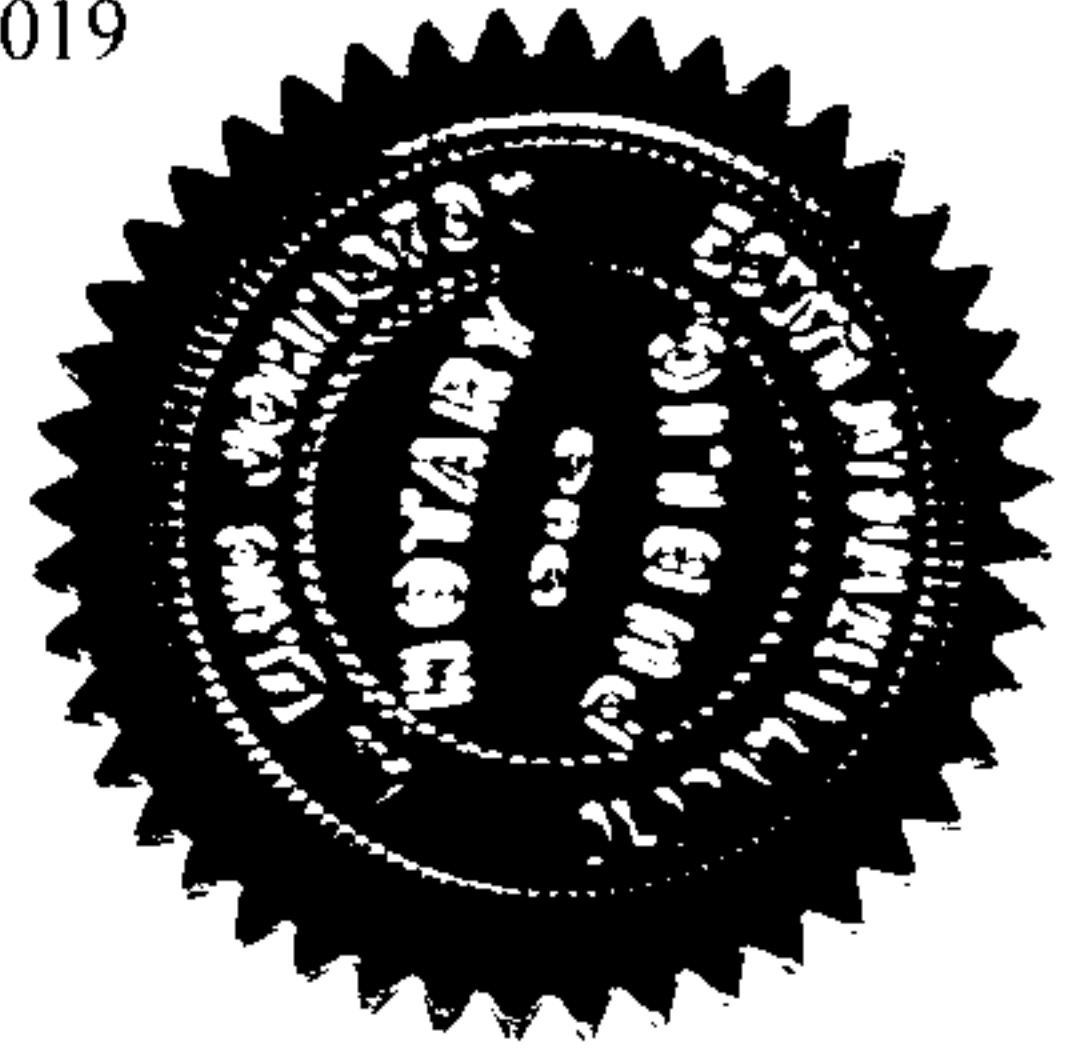
STATE OF ALABAMA     )  
COUNTY OF SHELBY)




I, A. Eric Johnston, a Notary Public in and for said County and State, hereby certify **Jephery Guinan**, whose name as incorporator of **Cornerstone Church, PCA**, a non-profit corporation, 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 the Articles of Incorporation, he, as such incorporator and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 5<sup>th</sup> day of May, 2017.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 10-26-2019



This instrument prepared by:  
A. Eric Johnston, Esquire  
1200 Corporate Drive, Suite 107  
Birmingham, AL 35242  
(205) 408-8893  
(205) 408-8894 – facsimile  
eric@aericjohnston.com

  
20170518000172350 9/10 \$159.00  
Shelby Cnty Judge of Probate: AL  
05/18/2017 08:39:23 AM FILED/CERT

John H. Merrill  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

**I, John H. Merrill, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama  
1975, and upon an examination of the entity records on file in this office, the  
following entity name is reserved as available:

**Cornerstone Church, PCA**

This name reservation is for the exclusive use of A. Eric Johnston, 1200 Corporate  
Drive, Suite 107, Birmingham, AL 35242 for a period of one year beginning April  
03, 2017 and expiring April 03, 2018

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**In Testimony Whereof, I have hereunto set my  
hand and affixed the Great Seal of the State, at the  
Capitol, in the city of Montgomery, on this day.**

April 03, 2017

Date

*J. H. Merrill*

John H. Merrill

Secretary of State