

**AMENDED CERTIFICATE OF FORMATION  
OF  
GOSPELTREE MINISTRIES  
(An Alabama Non-Profit Corporation)**

**TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:**

Pursuant to the provisions of § § 10-3A-80, -81, Code of Alabama, and by unanimous consent of its Directors, GospelTree Ministries (an Alabama Non-Profit corporation), adopts the following articles of amendment to its Certificate of Formation, in order to conform to the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

This Amended Certificate of Formation replaces the Domestic Nonprofit Corporation Certificate of Formation filed and recorded with the Judge of Probate of Shelby County on or about June 02, 2020, in its entirety.

**ARTICLE I**

**Name**

The name of the corporation (hereinafter referred to as the "Corporation") shall be:

**GospelTree Ministries**

**ARTICLE II**

**Duration**

The duration and existence of the Corporation shall be perpetual.

**ARTICLE III**

**Purpose**

3.01 Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any subsequent Federal tax law. In furtherance of such purposes, the Corporation is organized and will be operated for the purpose of engaging in any activity permissible to an organization exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any subsequent federal tax law, including, but not limited to, providing life-giving resources and opportunities to move people out of isolation and into God's light.

3.02. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 herein. 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 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. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any subsequent federal tax law, or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any subsequent federal tax law.

#### **ARTICLE IV** **Board of Directors**

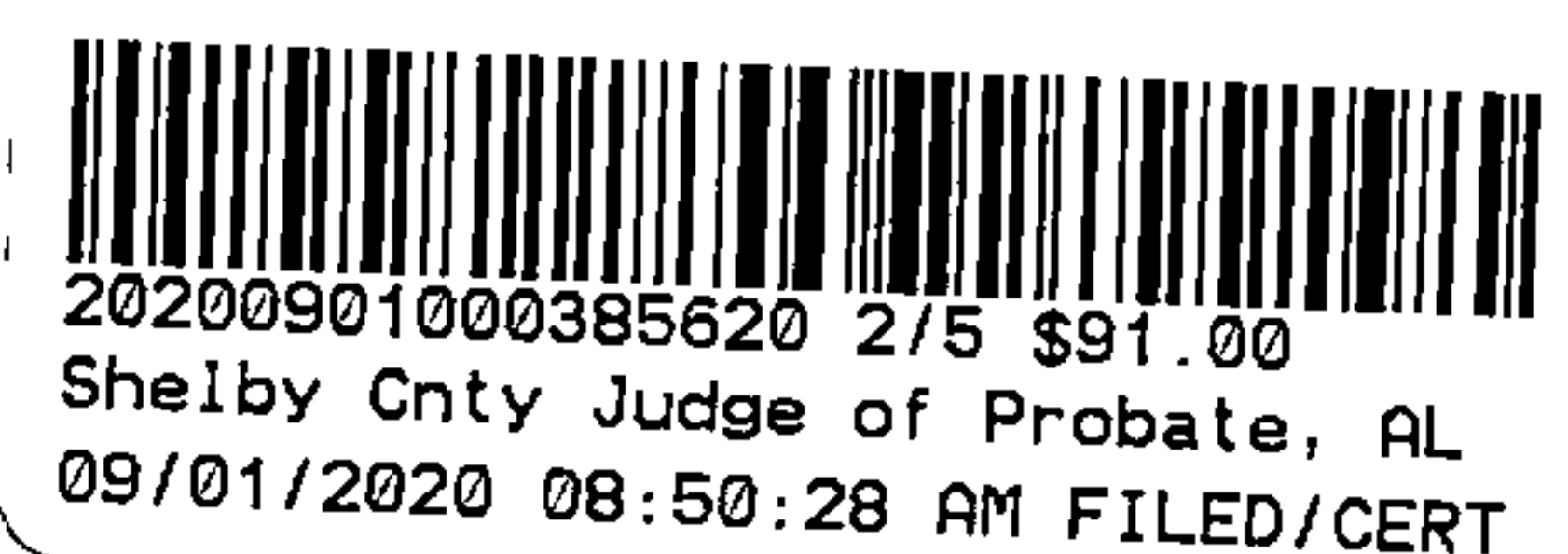
4.01 The property, business and affairs of the Corporation shall be managed by a Board of Directors. The number of directors, the qualifications for directors, and the terms each shall serve shall be provided in the By-Laws of the Corporation. The initial Board of Directors shall consist of not less than three (3) directors to serve until their successors are duly elected and qualified. Vacancies in the initial Board of Directors shall be filled by the remaining directors to serve for the unexpired portion of the term related to such vacancy.

4.02 The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Tim Bennett	136 Aaronvale Circle Birmingham, AL 35242
Gene Borgosz	2333 Indian Crest Drive Indian Springs, AL 35124
Greg Smith	3308 Shetland Trace Birmingham, AL 35242
Greg Poole	2353 Woodland Circle Birmingham, AL 35242

#### **ARTICLE V** **By-Laws**

The Board of Directors of the Corporation shall adopt initial By-Laws governing the conduct





of its affairs. Thereafter, the power to alter, amend or repeal the By-Laws of the Corporation shall be vested in the Board of Directors.

**ARTICLE VI**  
**Initial Registered Office and Agent**

The initial registered office of the Corporation shall be 136 Aaronvale Circle, Birmingham, AL 35242. The initial registered agent of the Corporation shall be Tim Bennett, who shall be located at the initial registered office of the Corporation.

**ARTICLE VII**  
**Dissolution**

Upon dissolution of the Corporation, the Board of Directors 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 exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as such under Sections 501(c)(3) and 170(c)(2) of the Code, or the corresponding provision of any subsequent federal tax law, as the Board of Directors shall determine.

**ARTICLE VIII**  
**Incorporator**

The name and address of the Incorporator of the Corporation is as follows:

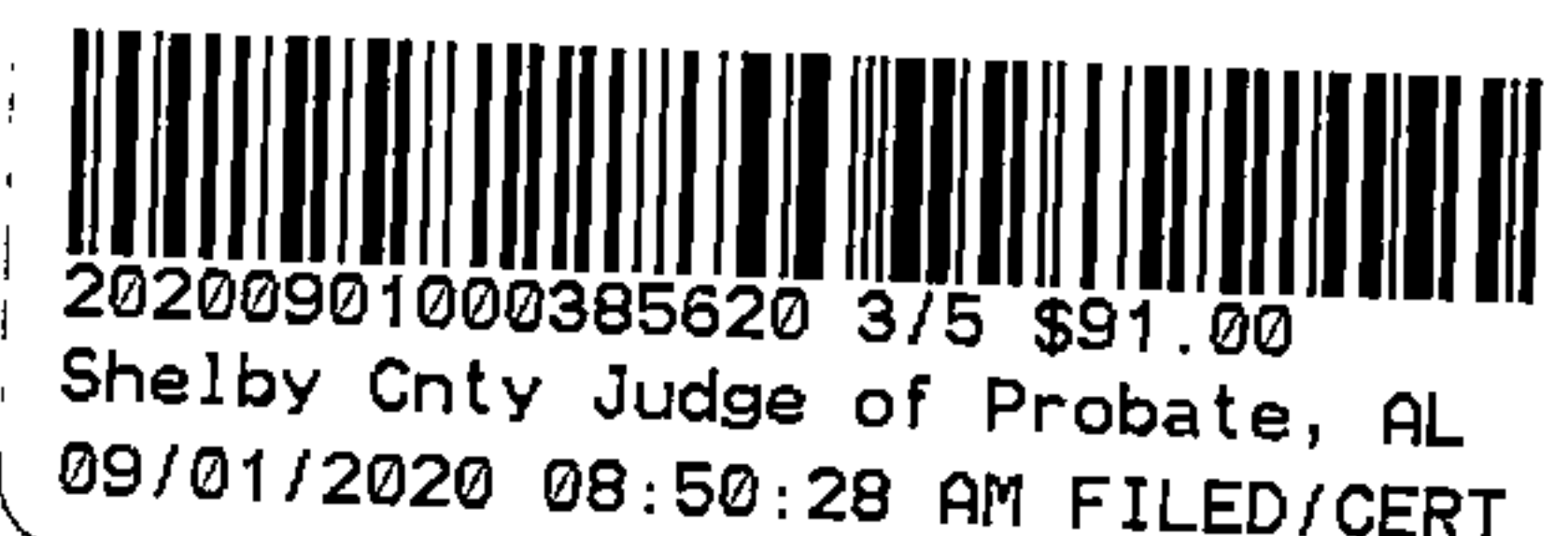
Tim Bennett	136 Aaronvale Circle
	Birmingham, AL 35242

**ARTICLE IX**  
**Amendment, Fundamental Corporate Charge**

This Certificate of Formation may not be amended, nor may the Corporation adopt a plan of merger, consolidation or dissolution, without the affirmative votes of not less than two thirds of the whole Board of Directors. Further, the Corporation may not sell, lease, exchange, mortgage, pledge or otherwise dispose of all or substantially all of its property without the affirmative votes of not less than two-thirds of the whole Board of Directors.

**ARTICLE X**  
**Liability**

11.01 Pursuant to Section 10-11-1, *et seq.*, Code of Alabama (1975), all noncompensated




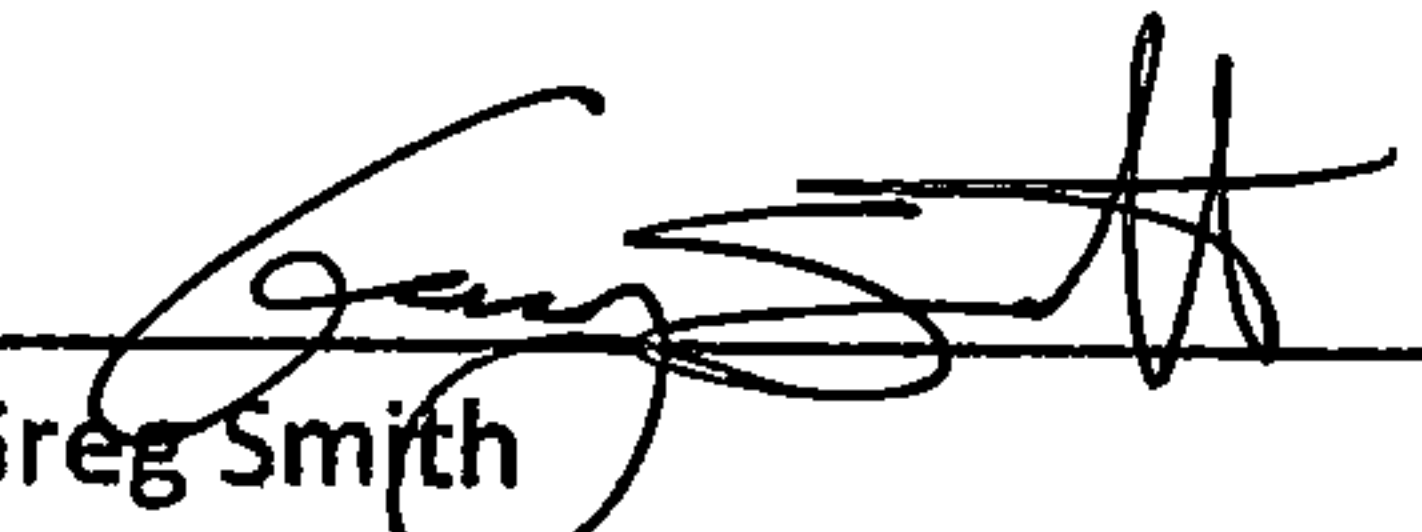
officers of the Corporation shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Corporation except when the act or omission of such officer, which gives rise to a cause of action, amounts to willful or wanton misconduct or fraud or gross negligence. For purposes of this Section 11.01, the term "officer" shall include the Corporation's officers, directors and trustees, and the members of any other governing body of the Corporation.


11.02 Pursuant to Section 6-5-336, Code of Alabama (1975), all volunteers shall be immune from civil liability on the basis of any act or omission of such volunteer resulting in damage or injury if both (a) the volunteer was acting in good faith and within the scope of such volunteer's official functions and duties for the Corporation, and (b) the damage or injury was not caused by willful or wanton misconduct by such volunteer. For purposes of this Section 11.02, the term "volunteer" shall include all persons performing services for the Corporation without compensation (other than reimbursement for actual expenses incurred), and such term shall include any such person serving as a director, officer, trustee, or direct service volunteer.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand on this the 31 day of AUGUST, 2020.

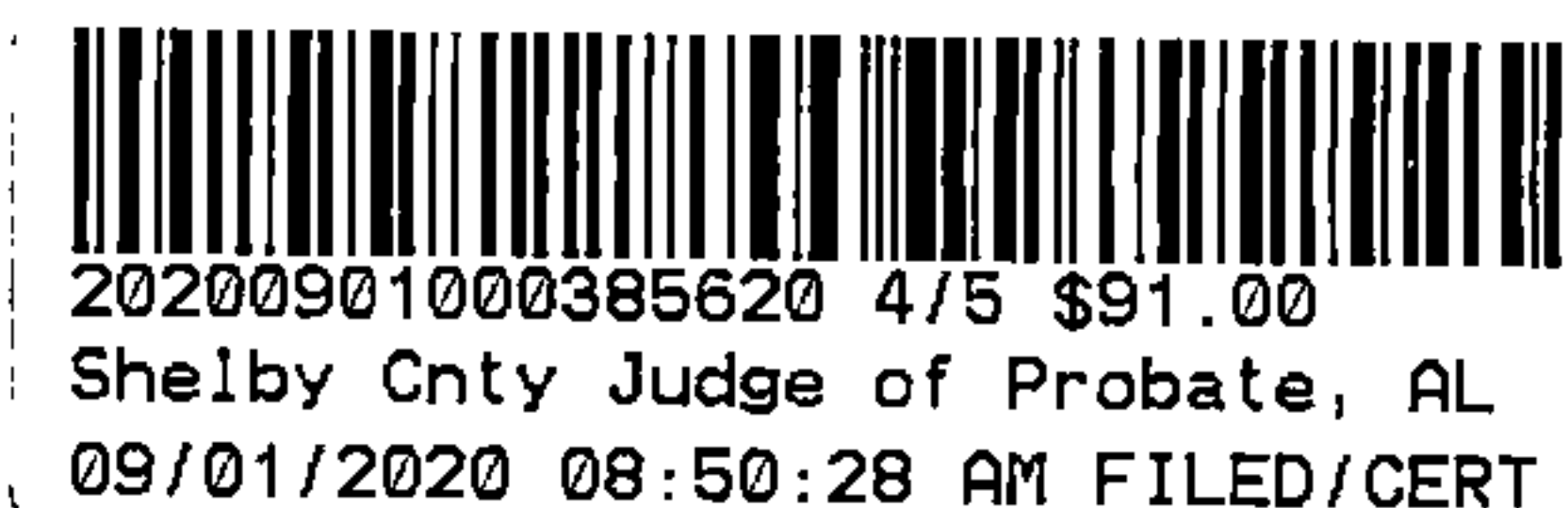
  
Tim Bennett, Director

  
Gene Borgosz

  
Greg Smith

  
Greg Poole

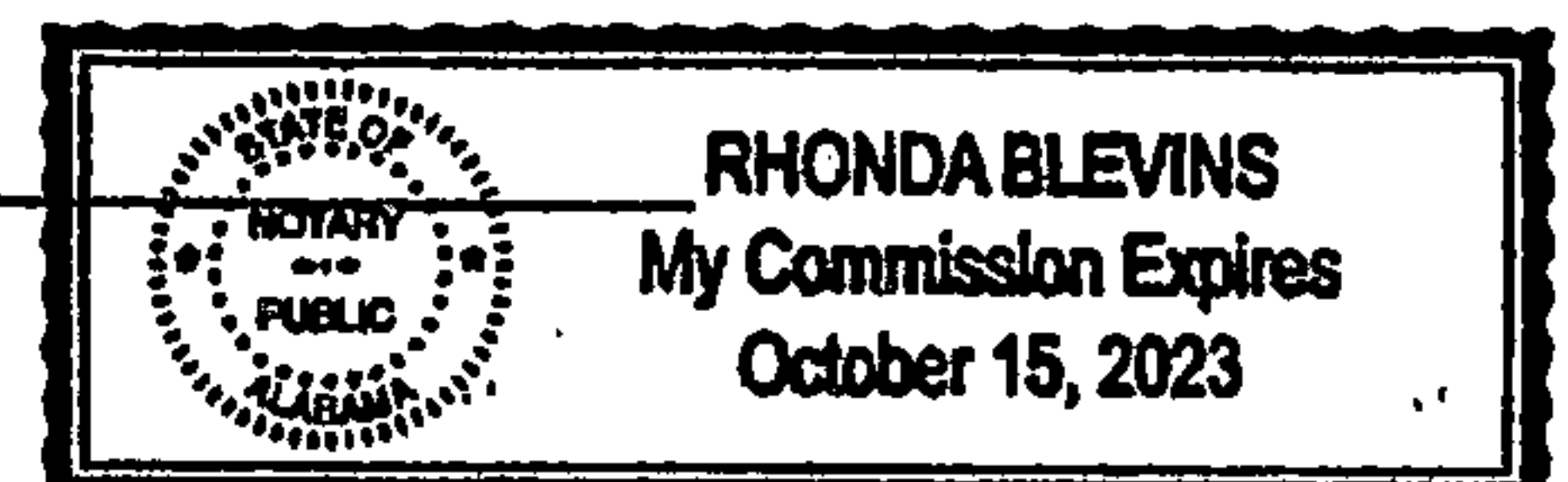
STATE OF ALABAMA )  
STATE AT LARGE )



I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that **Tim Bennett**, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the above and foregoing instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal of office on this the 31<sup>st</sup> day of AUGUST, 2020.

  
Notary Public  
My Commission expires:





STATE OF ALABAMA )  
STATE AT LARGE )

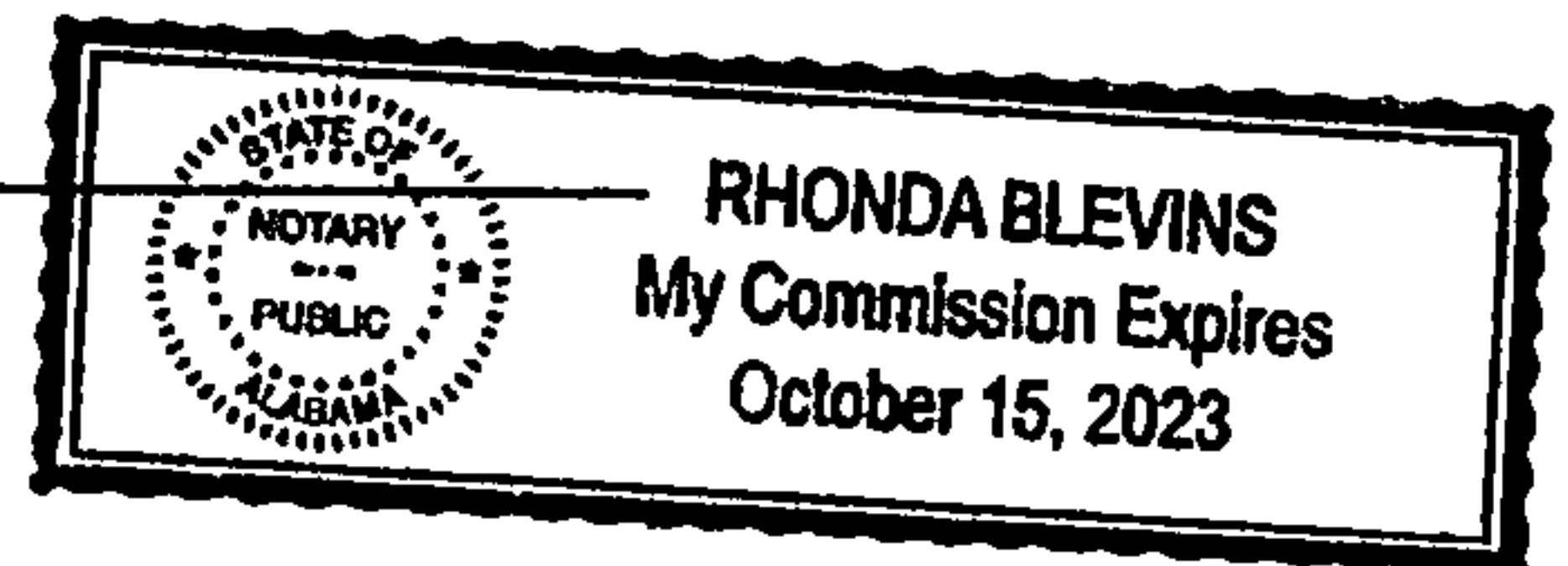
I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that **Gene Borgosz**, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the above and foregoing instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal of office on this the 31<sup>st</sup> day of AUGUST, 2020.

Rhonda Blevins

Notary Public

My Commission expires:



STATE OF ALABAMA )  
STATE AT LARGE )

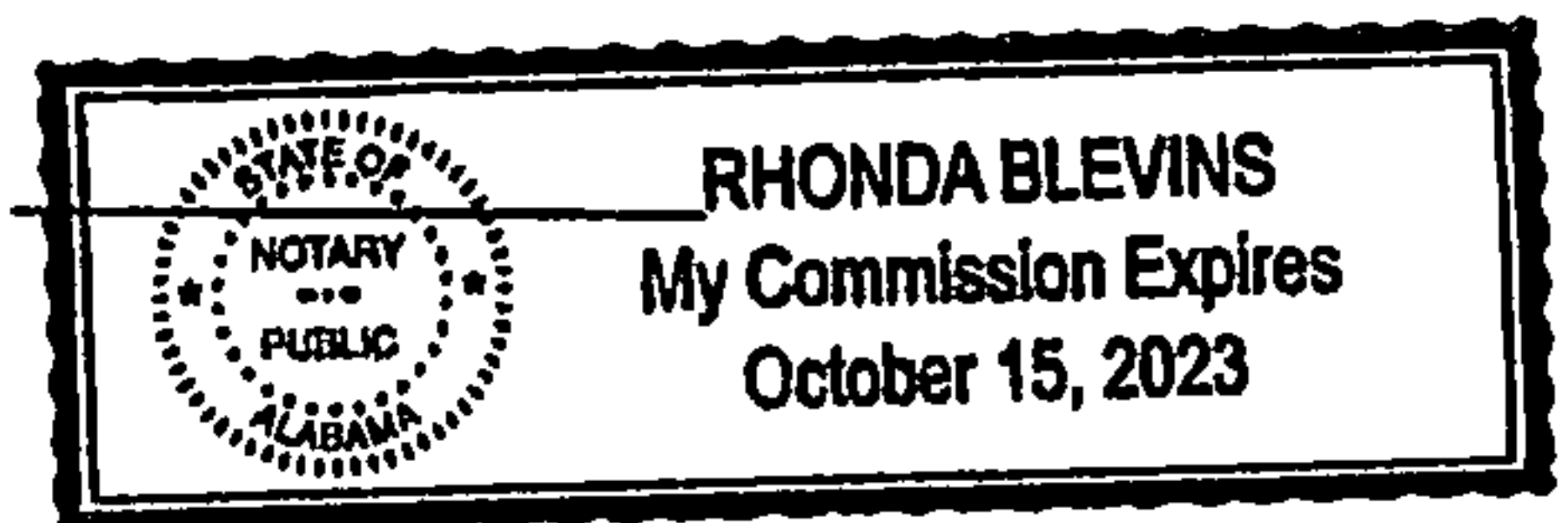
I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that **Greg Smith**, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the above and foregoing instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal of office on this the 31<sup>st</sup> day of AUGUST, 2020.

Rhonda Blevins

Notary Public

My Commission expires:



STATE OF ALABAMA )  
STATE AT LARGE )

I, the undersigned authority, a Notary Public in and for said County and State, hereby certify that **Greg Poole**, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the above and foregoing instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal of office on this the 31<sup>st</sup> day of AUGUST, 2020.

Rhonda Blevins

Notary Public

My Commission expires:

