

944

ARTICLES OF INCORPORATION
OF
NEW CHURCH MINISTRIES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That I, Jon Thomas Pesek, the undersigned, have this day voluntarily formed a corporation under the laws of the State of Alabama, and I do hereby certify the following:

ARTICLE I

The name of this corporation is "NEW CHURCH MINISTRIES, INC.".

ARTICLE II

The duration of this corporation is perpetual.

ARTICLE III

The purpose of this corporation is to preach, propagate, promote, teach, disseminate and otherwise make known the teachings, examples and promises of Jesus Christ, as written in the Holy Bible and revealed by the Holy Spirit, more generally known as the GOSPEL of Jesus. The corporation will use all methods at its disposal to accomplish this goal including but not limited to the establishment of churches, ministries, (including the ordination of ministers), fellowships, associations, schools, Bible studies, prayer groups, missions or any other organization both formal and informal. The corporation will utilize all available forms of communication both public and private to accomplish the purposes stated above. The corporation is organized exclusively for the purposes set forth by IRC §501 (c) (3).

ARTICLE IV

In the event that the corporation is dissolved the assets will be distributed or sold and the proceeds distributed to other organizations whose purposes are consistent with those in Article III. In addition,

*New Church Ministries
39 Williams Drive
Alabaster, Ala. 35007*

25 PAGE 913

BOOK

recipient organizations must also be incorporated exclusively for the purposes set forth in IRC 501 (c) (3). The distribution of the assets and/or the sale and distribution of the proceeds shall be at the direction of a majority vote of the Board of Directors.

ARTICLE V

The corporation shall have the offices of President, Secretary and Treasurer and these offices shall be held by Jon T. Pesek for the duration of the corporation.

ARTICLE VI

The corporation shall have a Board of Directors composed initially of one (1), Jon T. Pesek. The number and composition of the Board of Directors may be changed from time to time by Jon T. Pesek in whatever manner he deems correct for the benefit of the corporation.

ARTICLE VII

The address of the corporation shall be 39 Williams Drive, Alabaster, Alabama 35007.

ARTICLE VIII

The organization, structure, operation of and membership in all churches, ministries, associations, schools, missions or other organizations established by the New Church Ministries shall be regulated by God, through His Word as written in the Holy Bible, revealed by the Holy Spirit and interpreted by those placed in authority by New Church Ministries, Inc. Membership in any of the above organizations is solely dependent on the condition that the member must be born again from God by grace through faith in Jesus, Christ. Such membership is subject to

BOOK 25 PAGE 914

behavior consistent with disciples of Jesus and such determination is solely the responsibility of New Church Ministries, Inc. or those placed in such responsibility by New Church Ministries, Inc.

ARTICLE IX

Members shall have the rights to participate in the activities and functions of the above organizations. According to the By-Laws of the New Church Ministries, Inc. members shall have the responsibility to voluntarily comply with the requirements for membership as stated in Article VIII.

ARTICLE X

The corporation reserves the right to alter, amend, change or correct any provision contained in these Articles of Incorporation by a majority vote of the Board of Directors. All rights granted to members of any organization established by New Church Ministries, Inc. is subject to this reservation.

IN WITNESS WHEREOF, I have signed and sealed on this the 16TH day of MAY, 1984 for the purpose of forming this corporation, not for profit, under the Laws of the State of Alabama.



Jon T. Resek, Incorporator

BOOK 25 PAGE 915

BY-LAWS OF NEW CHURCH MINISTRIES, INC.

A NON-PROFIT CORPORATION

ARTICLE I

INTRODUCTION

These By-Laws constitute the Code of Rules adopted by New Church Ministries, Inc. for the regulation and management of its affairs.

This corporation will have the purposes or powers as stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law. The principles of the Gospel must form the basis upon which all By-Laws both present and future are established.

ARTICLE II

OFFICES AND AGENCY

The principle place of business of this corporation in Alabama will be located at 39 Williams Drive, Alabaster, AL 35007.

In addition, the corporation may maintain other offices either within or without the State of Alabama as its business requires.

The location of the initial registered office of this corporation is 39 Williams Drive, Alabaster, AL 35007. Such office will be continuously maintained in the State of Alabama for the duration of this corporation. The Board of Directors may from time to time change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

ARTICLE III

MEMBERSHIP

The members of this corporation are those persons having membership rights in accordance with provisions of these By-Laws.

This corporation will have one class of members which is designated by certificates of membership issued at the approval and exclusive direction of the Board of Directors, evidencing membership in this corporation.

The qualifications and rights of members of this corporation are as follows:

The members must be born again Christians.

Approval for membership is exclusively at the direction of the Board of Directors.

The members will be entitled to participate in all activities of the corporation.

There shall be no dues or annual assessments to members.

Removal of members from the corporation is vested exclusively in the Board of Directors, but such removal must be founded on the teachings, admonitions and instruction of the Holy Bible.

ARTICLE IV

DIRECTORS

The Board of Directors is that person or group of persons vested with the management of the business and affairs of this corporation subject to the law, the Articles of Incorporation, and these By-Laws.

The Board of Directors of this corporation will be constituted of a single class.

The number of Directors of this corporation will be not less than one (1) at any time. The number of Directors can be changed, increased or decreased, only by the Incorporators. The number of Directors presently will be one (1).

The Directors constituting the first Board of Directors as named in the Articles of Incorporation will hold office until 5/16/85.

Thereafter, Directors will be elected, by the Incorporators, for a term of one (1) year. Each Director will hold office for the term for which elected and until a successor has been selected and qualified.

Resignation of Directors will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring on the Board of Directors and any Directorship to be fulfilled by reason of an increase in the number of Directors will be filled by appointment of the majority of the remaining Board of Directors.

Meetings of the Board of Directors, regular or special, will be held at the registered office of this corporation or other place designated by the President.

ARTICLE V

OFFICERS

Officers of this corporation shall consist of the following personnel: a president, treasurer and secretary.

The president will be the chief executive officer of this corporation and will, subject to control of the Board of Directors or directoral committees, supervise and control the affairs of the corporation. The president will perform all duties incident to such office and such other duties as may be provided in these By-Laws or as may be prescribed from time to time by the Board of Directors. This officer will also have the charge and custody of all funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the corporation's properties and business transaction, will render reports and accountings to the Directors and to the members as required by the Board of Directors and will perform in general all duties incident to the office of treasurer.

The secretary will keep minutes of all meetings of members, and of the Board of Directors, will be the custodian of the corporate records, will give all notices as required by law or these By-Laws and will generally perform all duties incident to the office of secretary.

ARTICLE VI

The fiscal year of this corporation will be the calendar year.

Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this corporation will be signed by the president. Contracts, leases, or other instruments executed in the name of and on behalf of the corporation will be signed by the president.

This corporation will keep correct and complete books and records of account and will also keep minutes of the proceedings of its members and Board of Directors. The corporation will keep at its registered business office a membership register giving the name, addresses, and the original or a copy of its By-Laws including amendments to date certified by the secretary of the corporation.

This corporation will not have or issue shares of stock. No dividend will be paid and no part of the income of this corporation will be distributed to its members, directors, or officers. However, the corporation may pay compensation in a reasonable amount to members, officers, or directors for services rendered.

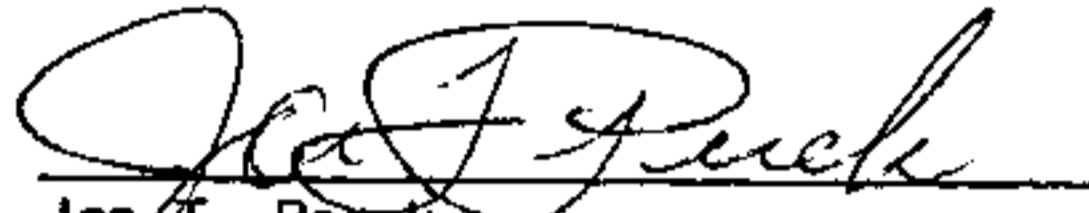
ARTICLE VII

ORDINATION

The authority to ordain ministers of the gospel is vested in the Board of Directors.

ADOPTION OF BY-LAWS

Adopted by the Board of Directors by resolution and vote of one to zero on the 16th day of May 1984, at 39 Williams Drive, Alabaster, Alabama, 35007.


Jon T. Pesek


BOOK 25 PAGE 920

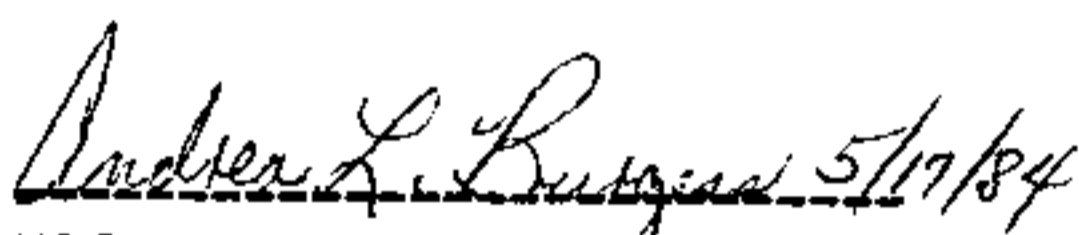
POWER OF ATTORNEY

LET IT BE KNOWN TO ALL MEN, THAT AS OF THIS DATE, I JON PESEK, DO HEREBY APPOINT, MARY SUSAN PESEK, AS POWER OF ATTORNEY.

IN EVENT OF DEATH OR INCAPACITATING ILLNESS, MARY SUSAN PESEK HAS ALL POWERS AS THE ABOVE STATED PRESIDENT OF THIS CORPORATION.


Jon T. Pesek


Mary Susan Pesek


NOTARY PUBLIC DATE

My Commission Expires 4/9/88



State of Alabama

SHELBY

County

BOOK 25 PAGE 921

CERTIFICATE OF INCORPORATION

OF

NEW CHURCH MINISTRIES, INC.

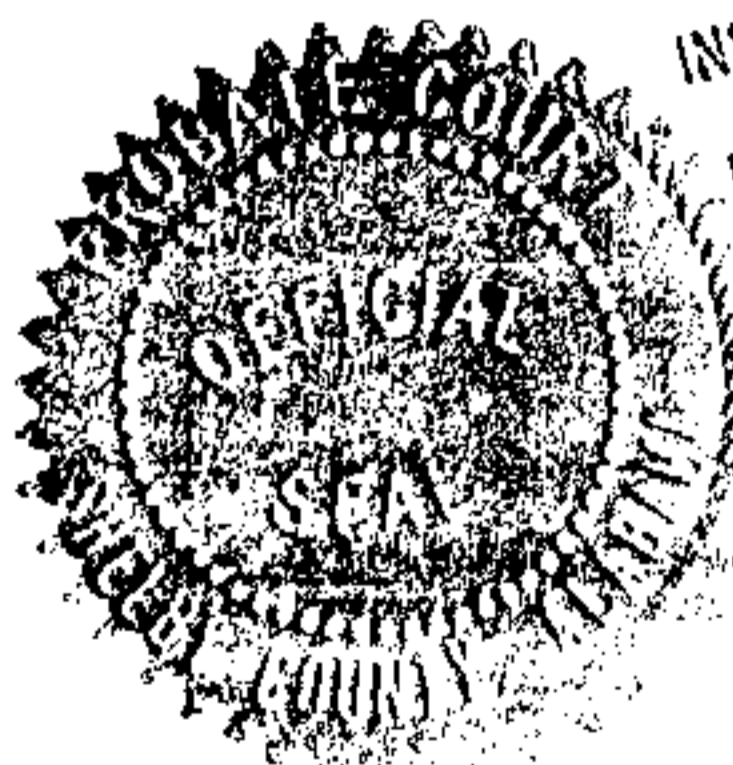
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of NEW CHURCH MINISTRIES, INC., duly signed and verified pursuant to the provisions of Section 10--3-20 of the Alabama Business Corporation Act, have been received 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 NEW CHURCH MINISTRIES, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 18th day of MAY, 1984.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1984 MAY 18 PM 1:58

Thomas A. Smotherman, Jr.
Judge of Probate



JUDGE OF PROBATE

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