

The American Christian Television Systems, Inc. (ACTS)/ACTS Satellite Network, Inc. is providing you with these draft articles of incorporation and bylaws to assist you in speedily forming your Local ACTS' Board. Each Local ACTS' Board will be a separate and independent legal entity with no legal relationship to ACTS Satellite Network, Inc., ACTS or the Radio and Television Commission of the Southern Baptist Convention. We all, of course are Southern Baptist entities, but each church and organization is a separate legal entity, and sovereign Southern Baptist Body.

Accordingly, we are providing these bylaws and articles of incorporation to assist your local counsel in drawing up your articles of incorporation and bylaws for your Local ACTS' Board. The provision of these drafts should not be construed as a representation that these articles of incorporation or bylaws are consistent with your local or state law, with your local church constitutions, or with the guidelines of your local state convention.

ARTICLES OF INCORPORATION

(INSERT NAME OF CORPORATION)

To The Secretary of State, State of Alabama

We the undersigned, being natural persons of age 21 or more, acting as incorporators of a corporation, adopt the following articles of incorporation pursuant to the Alabama Code(1975)S10-3A-1, et seq., and S 10-4-1, et seq.

Article I

The name of the corporation is: U.B.C. Faith in Action, Inc.

Article II

The period of the corporation's duration is perpetual.

Article III

Section 1: The corporation is organized and shall be operated exclusively for charitable, religious, and educational purposes. More particularly, the purpose of this organization is to provide wholesome, Christian and family television programming to the citizens of Shelby County, Alabama through the production of local television programming, and through obtaining the programming of the American Christian Television System, Inc

Section 2: This corporation is also organized to promote, encourage, and foster any other similar charitable, religious, and educational activities, to accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devices, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the corporation; to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of the corporation. But no act may be performed which would violate section 501(c)(3) of the Internal Revenue Code of 1954 (or successor statute of similar import). In order to carry out the above-stated purposes, the corporation shall have all those powers set forth in S10-3A-20 & 10-4-60 of the Alabama Code (insert article and name of state nonprofit corporation act) (or a successor statute of similar import).

Article IV

Section 1: Each cooperating church affiliated with the Southern Baptist Convention, which contributes financially through the Southern Baptist Convention cooperative program and pays a satellite rental fee share of 10¢ per resident member per month and which agrees to contribute to the capital and operating costs of the corporation shall be entitled to designate one director to serve on the corporation's board of directors.

Section 2: The Southern Baptist Convention director of missions for the Shelby Association shall also be a member of the board of directors with all right and privileges appurtenant thereto.

Article V

The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the power of the corporation and its directors.

- (a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers or other private persons, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of its purposes as set forth in these Articles. 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 in, or intervene in (by the publication or distribution of statements or otherwise) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or a successor statute of similar import) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or a successor statute of similar import).
- (b) If in the event this corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1954 (or a successor statute of similar import) it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1954 (or a successor statute of similar import), and further shall be prohibited from: any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1954 (or a successor statute of similar import); from retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1954 (or a successor statute of similar import); from making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1954 (or a successor statute of similar import).
- (c) No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the charitable or educational purposes or if it would require serving a private as opposed to public interest.
- (d) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational and scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or successor statute of similar import) as the Board of Directors shall determine.

Article VI

All business and financial affairs of the corporation shall be conducted in accordance with the Business and Financial Plan of the Southern Baptist Convention.

Article VII

The initial registered office of the corporation shall be located at (insert address) and the name of the initial registered agent at such address shall be (insert name) Virginia Carolyn McCollough, 481 Shawnee Road, Montevallo AL 35115

Article VIII

The number of directors constituting the initial board of directors shall be three.

Article IX

These articles may not be altered or amended without the affirmative vote of two-thirds of all directors of the corporation.

Article X

The names and addresses of the persons who will serve as the initial directors until the first annual meeting of the board of directors, or until their successors shall be elected and qualified are:

Virginia Carolyn McCollough, 452 Crestview Dr., Montevallo, AL 35115
Grady Parker, 142 Moody St. Montevallo AL 35115
Mrs. A.C. Jeter, 179 Vine St. Montevallo AL 35115

The names and addresses of the incorporators of the corporation are as follows:

Virginia Carolyn McCollough
452 Crestview Dr.
Montevallo AL 35115
Grady Parker
142 Moody St.
Montevallo AL 35115

Mrs. A.C. Jeter
179 Vine St.
Montevallo AL 35115

In witness whereof, we (insert incorporators names) being the undersigned incorporators of (insert corporation name) and being duly sworn say that we have read the foregoing articles of incorporation of the contents thereof, that the name is true to the best of our knowledge, information and belief

SIGNATURES:

V. Carolyn McCollough
Grady R. Parker
Mrs. A. Jeter

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

U.B.C. FAITH IN ACTION, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of _____ of U.B.C. FAITH IN ACTION, INC., duly signed and verified pursuant to the provisions of Section 10-3A-1 and 10-4-1 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 U.B.C. FAITH IN ACTION, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 4th day of MARCH, 1985.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1985 MAR -4 PM 1:13

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Recd 25.00
Jud 1.00
26.00

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