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ARTICLES OF INCORPORATION
OF
CENTRAL FREE WILL BAPTIST CHURCH

The undersigned incorporators of Central Free Will Baptist Church, all of whom are over the age of twenty-one (21) years, do hereby file, pursuant to the provisions of Sections 10-4-20, et seq., Alabama Code of 1975, these Articles of Incorporation and do hereby declare and certify as follows:

ARTICLE ONE

The name of this corporation shall be: "CENTRAL FREE WILL BAPTIST CHURCH."

ARTICLE TWO

The duration of this corporation shall be perpetual.

ARTICLE THREE

This corporation is organized for and will at all times be operated exclusively for educational, charitable, benevolent or religious purposes within the contemplation of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended and within the scope of this section its aims are those set forth in this paragraph. No part of the net earnings of this corporation shall inure to the benefit of any private person and no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation.

SUSAN ANKENBRANDT MITCHELL
ATTORNEY AT LAW
1329 FORESTDALE BOULEVARD
SUITE 301
BIRMINGHAM, ALABAMA 35214

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ARTICLE FOUR

All the members on the roll of the Church shall be members of the corporation. There shall be no capital stock and no stockholders. The title to all property which may from time to time be owned by the corporation and the control and management of the affairs of the corporation shall be vested in its Board of Trustees.

ARTICLE FIVE

The initial Board of Trustees shall consist of three (3) persons hereinafter named, which number may be increased or decreased from time to time by amendment of the By-Laws of the corporation; provided, that at no time shall such number be fewer than three(3) nor more than twenty-four (24). The members of the Board of Trustees (hereinafter "Trustees") shall serve for a term of three (3) years, and subsequent Trustees shall be elected from among the members of the corporation at a regularly constituted congregational meeting for a term of three (3) years each. The powers and duties of the Trustees must not infringe upon the powers and duties of the officers of the Church.

ARTICLE SIX

The corporation shall have the following powers and purposes:

- (a) To acquire, hold, administer, distribute or dispose of real and personal property; to take, receive and acquire real and personal property by gift, devise or bequest, and to hold, own, administer, use, distribute and dispose of such property for the advancement,

promotion, extension or maintenance of such causes and objects of the corporation in conformity with all lawful conditions imposed by the donor.

- (b) To receive, buy, sell, lease, pledge and mortgage real and personal property for the Church; to acquire and convey title to such property; to manage any permanent special funds for the furtherance of the purposes of the Church, provided that such duties do not infringe upon the powers and duties of the officers of the Church.
- (c) To sue and be sued, complain and defend, in its corporate name.
- (d) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed or affixed or in any manner reproduced.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, sell, pledge, or otherwise dispose of, and otherwise use and deal in, obligations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (f) To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (h) To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (i) To indemnify any Trustee of the corporation or officer of the Church, or former Trustee

or officer, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such a director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty; but such indemnification shall be deemed exclusive of any other rights to which such Trustee or officer may be entitled under any by-laws, agreement, vote of board of Trustees or members, or otherwise.

- (j) To have and to exercise all powers necessary or convenient to effect and carry out any and all of the purposes for which the corporation is organized.

ARTICLE SEVEN

The internal affairs of the corporation shall be managed and regulated by the Board of Trustees pursuant to provisions of these Articles and the By-Laws of the corporation. In so doing, the Board of Trustees shall be used by said Board only as may be in furtherance of the purposes of the corporation herein stated. In the event of any dissolution or liquidation of the corporation, the assets thereof shall be distributed to some other non-profit institution operated exclusively for educational, charitable, benevolent or religious 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, as amended, (or the corresponding provisions of any future U. S. Internal Revenue Code), no part of the net earnings of which shall inure to the benefit of any private stockholder or individual and no substantial part of the activities of which shall be the carrying on of propaganda or otherwise attempting to

influence legislation and which otherwise is qualified as exempt from all Federal and State income taxes, gifts to which are deductible by donors in computing State and Federal income taxes and are fully exempt from any gift taxes. In the event of dissolution and/or liquidation of this corporation, no part of the assets shall be distributed to or shall inure to the benefit of any Trustee of this corporation or officer of the Church or any private person.

ARTICLE EIGHT

The name and address of the initial registered agent of this corporation shall be:

Glenn O'Donnell
Route 2, Box 47-D
Calera, Alabama 35040

ARTICLE NINE

The initial Board of Trustees shall consist of ^{THREE 3} ~~five~~ (X) persons, whose names, addresses and terms of office shall be as follows:

<u>Name and Address:</u>	<u>Term of Office:</u>
Glenn O'Donnell Route 2, Box 47-D Calera, AL 35040	3 years
Jack Wilson P. O. Box 11 Pelham, Alabama 35124	3 years
Albert Cox Route 4, Box 1553 Alabaster, Alabama 35007	3 years

ARTICLE TEN

This corporation shall have the right to amend, modify, alter or repeal any provision contained in these Articles of Incorporation, so long as consistent with the laws of the State of Alabama and so long as any such amendment, modification, alteration or repeal shall not affect its tax exempt status, or the deductibility from income taxes of gifts to it, but any such amendment shall be by a vote of not less than two-thirds of the members of the Board of Trustees.

IN WITNESS WHEREOF, we the said incorporators (who are the same persons as the Trustees comprising the initial Board of Trustees) have hereunto set our hands and seals on this the 28th day of February, 1988.

Glenn W. O'Donnell (SEAL)
Glenn O'Donnell

Jack Wilson (SEAL)
Jack Wilson

Albert L Cox (SEAL)
Albert Cox

This instrument prepared by:

Susan Ankenbrandt Mitchell
1329 Forestdale Blvd., Suite 301
Birmingham, Alabama 35214
791-2000

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State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

CENTRAL FREE WILL BAPTIST CHURCH

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of CENTRAL FREE WILL BAPTIST CHURCH, duly signed and verified pursuant to the provisions of Section 10-4-20 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 CENTRAL FREE WILL BAPTIST CHURCH, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 10th day of MARCH, 1988.

Thomas A. Snowdy, Jr.
Judge of Probate

STATE OF ALA. SHELBY
I CERTIFY THIS
INSTRUMENT WAS FILED

88 MAR 10 PM 1:28

Thomas A. Snowdy, Jr.
JUDGE OF PROBATE

Rec 25.00
Fees 1.00
26.00