

1231

ARTICLES OF INCORPORATION
OF
RELIGIOUS EDUCATION PRESS, INC.

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

This is to certify that, for the purpose of forming a corporation pursuant to the provisions of Sections 10-3A-1 et. seq., Code of Alabama, 1975, as amended (the "Alabama Nonprofit Corporation Act"), the undersigned does hereby make and file the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation (hereinafter referred to as the "Corporation") shall be:
RELIGIOUS EDUCATION PRESS, INC.

ARTICLE II

Duration

The duration and existence of the Corporation shall be perpetual.

ARTICLE III

Purpose

3.01 The Corporation is organized exclusively for charitable, religious, educational, literary 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. The Corporation's primary purposes are to publish and distribute books concerning religious education and moral education.

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

BOOK 046 PAGE 393

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 in, or intervene in (including the publishing or distribution of statements) 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 (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 an 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 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. Vacancies in the Board of Directors shall be filled by the remaining directors. The initial Board of Directors shall consist of three (3) directors.

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

<u>Name</u>	<u>Address</u>
James M. Lee	5316 Meadow Brook Road Birmingham, Alabama 35242
Marlene Lee	5316 Meadow Brook Road Birmingham, Alabama 35242
Rev. Dr. Harold W. Burgess	Asbury Theological Seminary Wilmore, Kentucky 40390

ARTICLE V

Members

The Corporation shall have no members.

ARTICLE VI

By-Laws

The power to adopt, make, alter, and repeal the By-Laws of the Corporation shall be vested in the Board of Directors.

ARTICLE VII

Initial Registered Office and Agent

The registered agent of the Corporation shall be James M. Lee. The registered office of the Corporation shall be 5316 Meadow Brook Road, Birmingham, Alabama 35242.

ARTICLE VIII

Dissolution

Upon the 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 IX

Incorporator

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

James M. Lee
5316 Meadow Brook Road
Birmingham, Alabama 35242

ARTICLE X

Amendment, Fundamental Corporate Change

These Articles 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. 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.

ARTICLE XI

Liability

No member of the Board of Directors shall be liable to anyone for any acts in behalf of the Corporation or any omissions with respect to the Corporation committed by such director, except for his or her own willful neglect or misconduct, nor shall any member of the Board be liable to anyone for any act of neglect or default on the part of any one or more of the other members of the Board of Directors.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand the 11th day of February, 1992.

Incorporator:


James M. Lee

This Instrument was prepared by:

William E. Shanks, Jr.
Balch & Bingham
1901 6th Avenue North
Suite 2600
Birmingham, Alabama 35203
(205) 251-8100

BOOK 046 PAGE 396

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF RELIGIOUS EDUCATION PRESS, INC.

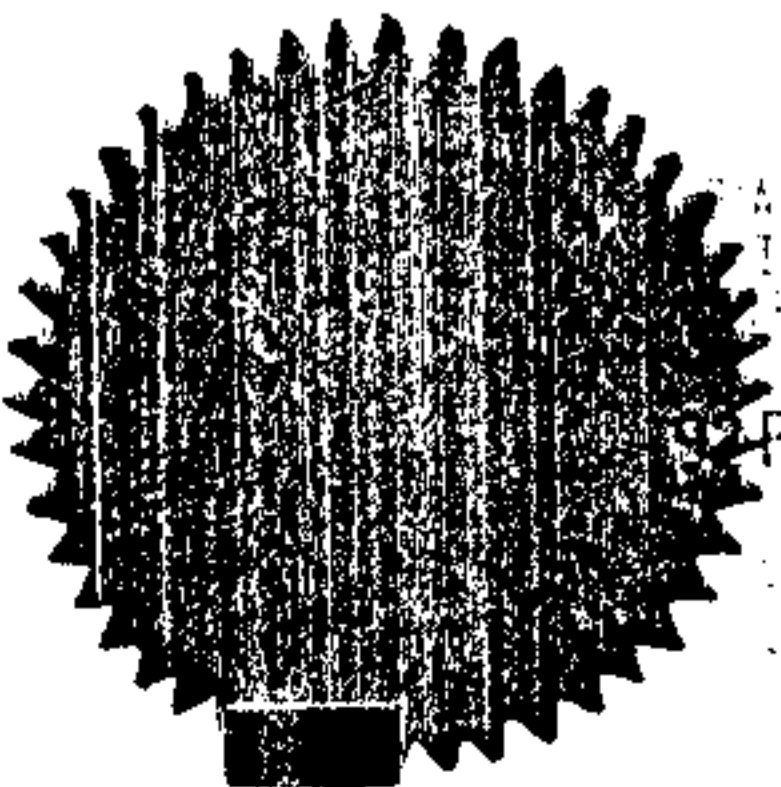
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of RELIGIOUS EDUCATION PRESS, INC., duly signed and verified pursuant to the provisions of Section 10-3A-1 of the Alabama Business Corporation Act, have been 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 RELIGIOUS EDUCATION PRESS, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 17th day of FEBRUARY, 19 92

Thomas A. Snowden, Jr.

Judge of Probate



STATE OF ALA. SHELBY COUNTY
I CERTIFY THIS
DOCUMENT WAS FILED

FEB 17 AM 10:44

JUDGE OF PROBATE

Rec 25.00
Jud 3.00
28.00

BOOK 046 PAGE 397