

ARTICLES OF INCORPORATION

OF

CHURCH OF GOD OF PROPHECY IN STERRETT INC.

BY THESE ARTICLES OF INCORPORATION the incorporators form a corporation not-for-profit pursuant to 1975 Code of Alabama, Title 10, Chap. 4 Article 2, Section 10-4-90 through 10-4-26 State Statute Number

ARTICLE I. NAME

The name of this corporation is Church of God of Prophecy
in STERRETT, Inc.

ARTICLE II. PURPOSE

This corporation is organized for general corporate purposes; and for the purpose to facilitate and execute the business and activities of the Church of God of Prophecy within the State of Alabama and to meet the requirements of the laws of the State of Alabama in regard to the acquiring, mortgaging and disposition of real estate within the State of Alabama and to conduct any and all business of the corporation with regard to ownership of property for the Church of God of Prophecy and its member congregations. Its further purpose is to carry on and to promote in a cooperative way the evangelistic, educational and religious work of the Church of God of Prophecy within the State of Alabama. It is in no way impowered nor authorized to interfere with, change or modify the doctrine, religious practices, standards or mode of worship or the recommendations of the General Assembly of the Church of God of Prophecy and its general trustees as adopted and established at the regular meeting of the General Assembly in Cleveland, Tennessee, or wherever it may convene.

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P.O. Box 111
Sterrett, AL
35147

ARTICLE III. MEMBERS

Any congregation which subscribes to and accepts the teachings and the manner of church government as outlined by the General Assembly of the Church of God of Prophecy and which has been recognized by the General Assembly of the Church of God of Prophecy as a particular church of that organization within the State of Alabama may be a member of this corporation.

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 in this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. On the dissolution of this corporation the board of directors shall dispose of all the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or

organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall revert to the General Trustees, Cleveland, Tennessee to be disposed of or used by another state office or local church of the Church of God of Prophecy as operating exclusively for charitable, educational, or religious purposes as deemed proper by the General Trustees.

ARTICLE IV. SUBSCRIBERS

The names and residences of the subscribers are:

Jimmy Ray Howard, Sr.
P.O. Box 75
Sterrett, AL 35147

Billy McGuire
Route 1, Box 137
Vincent, AL 35178

Jeffrage Howard
398 Highway 55, North
Sterrett, AL 35147

ARTICLE V. STRUCTURE OF THE BOARD

The affairs of this corporation shall be managed by the State Overseer of the Church of God of Prophecy who will become the President of this corporation upon his assumption of duties as State Overseer for the State of Alabama, and shall continue as President of this corporation as long as he remains the duly appointed State Overseer for the State of Alabama, which appointment is determined by the General Overseer. This corporation shall have a Board of Trustees of three (3) trustees initially. The remaining officers of the corporation are to be appointed annually by the State Overseer at the State Convention. However, the General Assembly or General Trustees of the Church of God of Prophecy Parent Organization shall have the power to overrule said appointments. The names of the officers that shall serve until replaced by the State Overseer are:

President Jimmy Ray Howard, Sr.

Trustee Billy McGuire

Trustee Jeffrage Howard

Secretary/Treasurer Jeffrage Howard

ARTICLE VI. TRUSTEES

This corporation shall have a Board of Trustees of three (3) trustees initially. The number of trustees shall be prescribed in the By-Laws from time to time.

The names and addresses of the trustees who shall serve until the next meeting of the State Convention are:

Jimmy Ray Howard, Sr. - P.O. Box 75, Sterrett, AL 35147
Billy McGuire - Rt. 1, Box 137, Vincent, AL 35178
Jeffrage Howard - 398 Highway 55, North, Sterrett, AL 35147

Vacancies in the initial Board of Trustees occurring before the next meeting of the State Convention shall be filled by the State Overseer as President of this corporation.

ARTICLE VII. BY-LAWS

The By-Laws of this corporation shall be adopted by the Board of Trustees and approved by the State Convention.

ARTICLE VIII. AMENDMENTS

An amendment to these Articles of Incorporation may be proposed by the Board of Trustees or a member of this corporation. Amendments shall be adopted by the Board of Trustees by unanimous agreement of the Trustees.

ARTICLE IX. REGISTERED AGENT

The initial registered agent for this corporation
is Jimmy Ray Howard, Sr. - P.O. Box 75, Sterrett, AL 35147

ARTICLE X. OFFICE OF CORPORATION

The initial office of the corporation shall be located
at Sterrett, Alabama and
the mailing address of said corporation
is 18168 Highway 55, North, Sterrett, Alabama

ARTICLE XI. COMMENCEMENT DATE

The activities of this corporation shall commence upon the Articles of Incorporation being duly filed with the Probate Judge of this County in the State of Alabama.

IN WITNESS WHEREOF, the undersigned constituting all of the Trustees of said church of God of Prophecy within 30 days after their election do hereby file in the Office of the Judge of Probate of Shelby County Alabama, this certificate under the authority of the Code of Alabama 1975 Title 10, Article 2, Section 20 and the following sections, this certificate subscribed by them and recorded in said Judge of Probate's Office.

IN WITNESS WHEREOF, the undersigned Trustees have executed these Articles of Incorporation this 31 day of January, 1992.

Jimmy Ray Howard Sr.
JIMMY RAY HOWARD, SR.

Billy McGuire
BILLY MCGUIRE

Jeffrage Howard
JEFFRAGE HOWARD

INCORPORATORS

STATE OF ALABAMA

COUNTY OF SHELBY

I, the undersigned, a Notary Public hereby certify that

Jimmy Ray Howard, Sr., Billy McGuire and Jeffrage Howard

whose names are signed to the foregoing certificate of incorporation and who are known to me, acknowledged before me on this day that, each of them executed the said certificate voluntarily in their capacity as Trustees of said Church on the day the same bears date.

IN WITNESS WHEREOF, I hereunto set my hand and official seal, in the State and County aforesaid, this 31 day of January, 1992.

XX B. Jay McGuire
NOTARY PUBLIC

MY COMMISSION EXPIRES:

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

CHURCH OF GOD OF PROPHECY IN STERRETT, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of CHURCH OF GOD OF PROPHECY IN STERRETT, INC., duly signed and verified pursuant to the provisions of Section NON-PROFIT of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

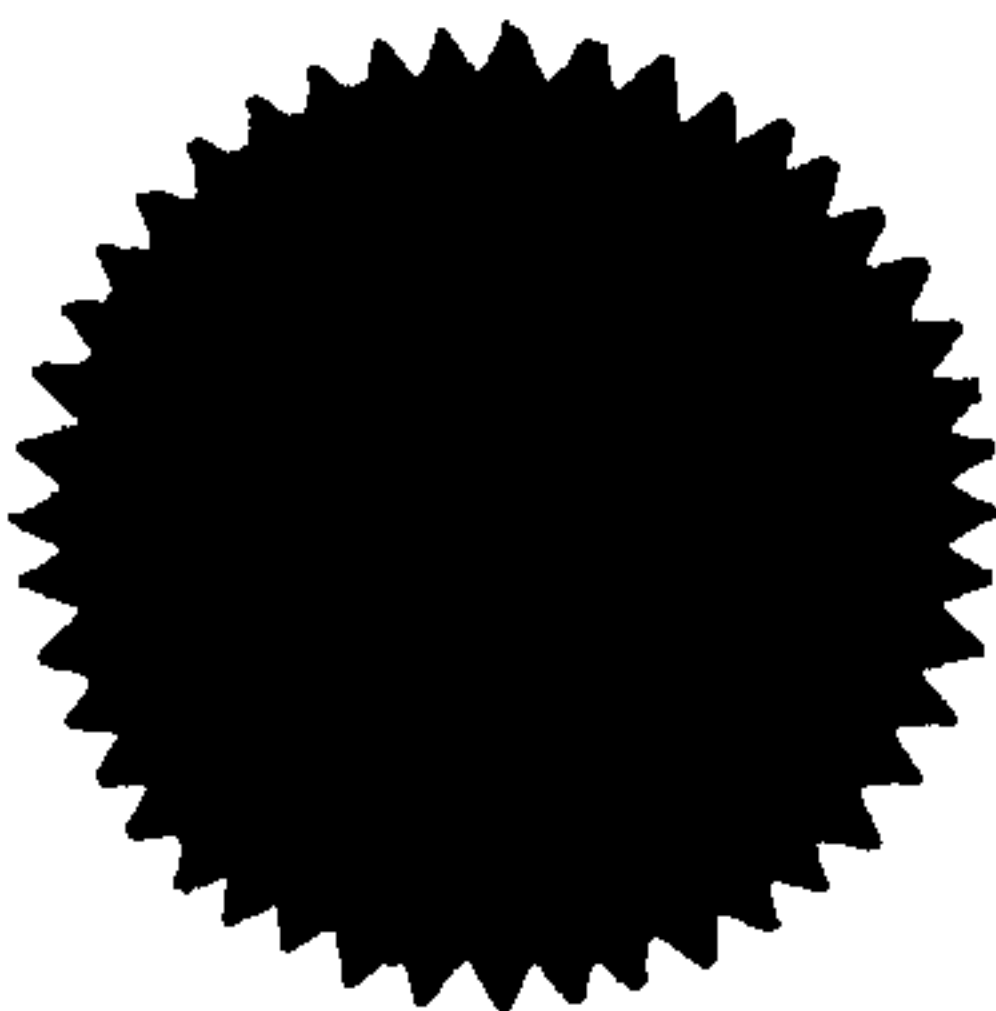
ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of CHURCH OF GOD OF PROPHECY IN STERRETT, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 12th day of JUNE, 1992.

Thomas A. Snowden Jr.

Judge of Probate

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06/12/1992-11109
04:08 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MCD 28.00