

STATE OF ALABAMA

SHELBY COUNTY

ARTICLES OF INCORPORATION

OF

DOGWOOD GROVE BAPTIST CHURCH

The undersigned, acting under the authority granted same by members of the Dogwood Grove Baptist Church, of 56 Church Drive, Montevallo, Alabama, 35115, in a duly called and held business meeting of the said church and further acting by resolution as the incorporators of the Dogwood Grove Baptist Church under authority of Code of Alabama, 1975, as amended, with the intent of qualifying as a church under Section 501(c)(3) of the Internal Revenue Code or any successor of same and said sections 10-3A-1 et seq. of the Code of Alabama, 1975 (Alabama Non-Profit Corporation Act, 1984), as amended or any successors of same, do hereby make, declare and file the following Articles of Incorporation:

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be Dogwood Grove Baptist Church (herein after at times referred to as the church or incorporated church) and it shall be located near the City of Montevallo in unincorporated Shelby County, Alabama.

ARTICLE II

AUTHORITY/PURPOSE

The said incorporated church shall have the authority/purpose to advance the Christian faith and particularly the teachings and practices of the Southern Baptist denomination throughout the world--locally, nationally and internationally as directed in the message of Jesus Christ as set forth in the HOLY BIBLE.

The nature of the said corporation is religious and as a religious corporation it shall also have the authority to function as a religious, charitable, benevolent and educational corporation, for all members of the society of humanity, individually and collectively, worldwide.

Further the church shall have all the power as defined in the Code of Alabama of 1975, Section 10-3A-20.

Further the said incorporated church shall be autonomous and independent of any outside ecclesiastical control, however, by consent of its members, it may cooperate and participate with various entities of the Southern Baptist Convention, the Alabama Baptist State Convention, the Shelby Baptist Association, other Baptist churches, other religious, charitable, benevolent and educational groups and individuals to further all and any of the purposes set out herein above.

ARTICLE III

EXISTENCE

The existence of this corporation shall be perpetual.

ARTICLE IV

QUALIFICATION OF MEMBERS

AND MANNER OF ADMISSION

The qualification of members and manner of admission is set forth by the church's Bylaws, which may be amended according to guidelines set forth in the Bylaws.

ARTICLE V

ADMINISTRATION OF CHURCH AFFAIRS

The church sitting and acting in a duly called and held conference (business meeting) shall be the final authority in all of its affairs. The material and business affairs of the corporation are to be administered by the following officers of the church under the direction of the church membership:

1. By a Board of Trustees composed of church members who have been elected in accordance with the church's Bylaws provisions for the election of trustees. Said trustees shall make and execute all contracts, deeds, bonds, notes, negotiable instruments, mortgages, trusts and all other instruments of indebtedness or conveyance of the incorporated church upon the order thereof, by resolution by the church sitting in a duly called conference, duly adopted for such purposes; provided, however, that all such documents be signed for and on behalf of the board of trustees by any two (2) of the four (4) members of

the board of trustees and attested by the clerk of the incorporated church (who shall also be secretary to the trustees, an ex-officio and non-voting member of the board of trustees).

2. The offices of the board of trustees shall be chairman of trustees, vice chairman of trustees, secretary, and any other officer of the board, with the congregation's concurrence.

3. The title of all property shall be vested in the name of said incorporated church.

4. The board of trustees shall have such other duties and authority as provided by the Bylaws of the church.

5. In the absence of availability of the requisite number of officers of the trustees, and/or the church clerk (secretary of the board of directors), the church sitting in a duly called and held conference may designate another member or members of the board of trustees and/or other officers of the church to execute and attest the instruments outlined above.

6. It shall be the responsibility of the board of trustees to provide for the use, maintenance, preservation and care of all church property, in cooperation with the members of the church's building committee (some of whom may also serve as trustees).

ARTICLE VI

MEMBERSHIP OF THE BOARD OF TRUSTEES

The membership of the board of trustees is set forth by the church's Bylaws, which may be amended according to guidelines set forth in the Bylaws.

ARTICLE VII

CHURCH CONFERENCE

(BUSINESS MEETING)

The church conference (business meeting) may be held on any regularly scheduled Sunday or Wednesday worship service or any specifically scheduled and publicized business meeting of the members of the church, according to guidelines set forth in the church's Bylaws. The Bylaws of same shall provide for regularly scheduled meetings, publication for the transactions of business and for the calling of special meetings called for the transaction of special business. The quorum required for the

transaction of business shall be as provided in the Bylaws of the incorporated church.

ARTICLE VIII

BYLAWS

Bylaws of the church may be adopted by a two-thirds (2/3) vote of those present and voting when the church is sitting in duly called and held conference. The Bylaws may be amended, altered or rescinded by the church sitting in conference as provided and allowed by the church's Bylaws.

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by a two-thirds (2/3) vote of those present and voting when the church is sitting in duly called and held conference as provided by its Bylaws.

ARTICLE X

ELECTIONS

The church shall hold elections at such time and in such manner as designated in the Bylaws; regular elections shall occur annually, unless provided for differently. Special elections may occur more frequently as determined by the members of the church.

All trustees, active deacons, officers and committee persons shall be elected or appointed in accordance with the Bylaws of the church. Vacancies shall be filled as provided in the Bylaws.

Members of the board of trustees and the active board of deacons shall be elected for a term as described in the Bylaws. The qualifications of deacons and trustees shall be prescribed in the Bylaws.

All trustees, active deacons and committee persons shall hold office until their successors are duly elected and take office.

ARTICLE XI

CHURCH YEAR

As set out in the Bylaws, the church year shall extend from the first day of October through the following September for a period of twelve months, and each twelve month period thereafter.

ARTICLE XII

DISCHARGE OF TRUSTEES, DEACONS, OFFICERS AND COMMITTEE PERSONS

Any trustee (director), active deacon, officer or committee person may be discharged by a vote of the church when the church is sitting in a duly called and held conference for any cause the church deems advisable, according to conditions set out in the Bylaws; provided, however, any trustee, deacon, officer or committee member shall be given an opportunity to defend himself either before or during such conference. Further details may be set out in the Bylaws of the church.

ARTICLE XIII

TRANSFER OF ASSETS IN THE EVENT OF DISSOLUTION

If this corporation should ever be dissolved, all of its assets remaining after payment and satisfaction of all its costs, and indebtedness, including the expenses of such dissolution shall be distributed to non-profit corporations, or other organizations, which is qualified for exemption under Section 501(c)(3) of the Internal Revenue Code or any successors to said Section.

The members of said church defined in Article I who are members in good standing at the time of dissolution of said corporation shall in a duly called conference sitting, designate the non-profit corporation(s) or organization(s) to receive assets of the corporation upon dissolution. No assets of any substantial value of said church shall be distributed to any member or officer or trustee of this church. Any non-profit corporations or organizations designated to receive assets under this Article shall be affiliated with the Southern Baptist Convention or the Alabama Baptist Convention or the Shelby Baptist Association.

ARTICLE XIV

NUMBER, NAME, POSITION AND ADDRESSES OF TRUSTEES
(BOARD OF DIRECTORS) TO SERVE UNTIL THE FIRST ELECTION
FOLLOWING INCORPORATION

1. Kenneth Oglesby, Chairman
3337 Ridgely Drive, Birmingham, Alabama 35243
2. Jimmy Jenkins, Vice Chairman
13580 Highway 17, Montevallo, Alabama 35115
3. Alma Oglesby, Secretary (Church Clerk)
15 Church Drive, Montevallo, Alabama 35115
4. Loney Amason, Member of Trustees
2747 Highway 17, Montevallo, Alabama 35115
5. James C. Lovelady, Member of Trustees
3696 Highway 22, Montevallo, Alabama 35115

ARTICLE XV

INITIAL REGISTERED AGENT

The name of the initial registered agent/representative of the incorporated church is: Alma Oglesby, and her address is: 15 Church Drive, Montevallo, Alabama 35115.

ARTICLE XVI

INITIAL REGISTERED OFFICE

The initial registered office of the said incorporated church is: 56 Church Drive, Montevallo, Alabama, 35115.

ARTICLE XVII

The Incorporator(s) of the Dogwood Grove Baptist Church are the trustees provided for in Article XIV of these Articles of Incorporation:

1. Kenneth Oglesby, Chairman
3337 Ridgely Drive, Birmingham, Alabama 35243
2. Jimmy Jenkins, Vice Chairman
13580 Highway 17, Montevallo, Alabama 35115
3. Alma Oglesby, Secretary (Church Clerk)
15 Church Drive, Montevallo, Alabama 35115
4. Loney Amason, Member of Trustees
2747 Highway 17, Montevallo, Alabama 35115

5. James C. Lovelady, Member of Trustees

3696 Highway 22, Montevallo, Alabama 35115

ARTICLE XVIII

The undersigned members of the board of trustees (directors) and secretary of the board of trustees (directors) (who is also clerk of the incorporated church) certify that the issuance of the articles of incorporation were duly authorized by the adoption of a resolution of its members in a duly called and held conference of said church and further authorized by a motion of the board of trustees of said incorporated church.

September 24th 1992
DATE
Kenneth W. Oglesby
Kenneth Oglesby, Chairman of Trustees
Jimmy Jenkins
Jimmy Jenkins, Vice Chairman of Trustees
Alma S. Oglesby
Alma Oglesby, Secretary of Trustees (Church Clerk)
Loney Amason
Loney Amason, Member of Trustees
James C. Lovelady
James C. Lovelady, Member of Trustees

STATE OF ALABAMA
SHELBY COUNTY

GENERAL ACKNOWLEDGEMENT

Before me, the undersigned officer, duly authorized to administer oaths and take acknowledgements, appeared Kenneth Oglesby, Chairman of the Board of Trustees, who, being by me first duly sworn, deposes and says: that he is the duly elected, qualified and acting Chairman of the Board of Trustees of the Dogwood Grove Baptist Church, Shelby County, Alabama; that he has read and knows the contents of the foregoing instrument and that the above and foregoing is a true and correct copy of the Articles of Incorporation incorporating the Dogwood Grove Baptist Church, under Alabama statutes, which was approved by the said church in a duly called and held conference on the 23 day of September, 1992.

Sworn to and subscribed before me this 23 day of September, 1992.

Ann P. Amos
Notary Public

My term expires: August 13, 1993

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

DOGWOOD GROVE BAPTIST CHURCH

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of DOGWOOD GROVE BAPTIST CHURCH, 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 DOGWOOD GROVE BAPTIST CHURCH, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 25 day of

SEPTEMBER, 19 92.

Thomas A. Snowden Jr.

Judge of Probate

Inst # 1992-21218

09/25/1992-21218
08:59 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 HJS 28.00