

ARTICLES OF INCORPORATION
OF
BISHOP CREEK BIBLE FELLOWSHIP

TO THE HONORABLE THOMAS A. SNOWDEN JR., Probate Judge of
Shelby County, Alabama:

The undersigned incorporators of Bishop Creek Bible Fellowship, all of whom are natural persons of an age of more than twenty-one years, do hereby file, pursuant to the Alabama Non-Profit Corporation Act of 1955 (Title 10, Section 203. et seq. Alabama Code of 1940 as amended), these Articles of Incorporation and do declare and certify as follows:

FIRST, that the name of this corporation is BISHOP CREEK BIBLE FELLOWSHIP.

SECOND, that the duration of this corporation shall be perpetual.

THIRD, that 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 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 so substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation.

FOURTH, that this corporation shall have no members, no capital stock and no shareholders. 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 (the term "Trustee" as herein used being the same as the term "Director" as used in the aforesaid Statute of the State of Alabama).

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FIFTH, that 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 fifteen (15). The Board of Trustees shall be self-perpetuating and all members thereof, herein called "Trustees," subsequent to the original members thereof shall be elected by the Board of Trustees for a term of three (3) years. Election of the Board of Trustees shall otherwise be governed by the By-Laws of the corporation.

SIXTH, that the corporation shall have the power:

- a) To sue and be sued, complain and defend, in its corporate name.
- b) 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.
- c) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- d) To give, sell convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- 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 of or stock in other corporations, associations, 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 elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

- i) 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.
- j) To indemnify any director or officer or former director or officer of the corporation, 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 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 not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreement, vote of board of directors or members, or otherwise.
- k) 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.

SEVENTH, that the internal affairs of the corporation shall be managed and regulated by the Board of Trustees pursuant to the provisions of these Articles and the By-Laws of the corporation. In so doing, the Board of Trustees shall have all the powers hereinabove stated, provided, that such powers 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 (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 so 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, or officer of this corporation or any private person.

EIGHTS, that the name and address of the initial registered agent of this corporation shall be:

William G. LaGasse
5232 Cahaba Valley Road
Birmingham, Alabama 35242

NINTH, that the initial Board of Trustees shall consist of three (3) persons, whose names, addresses and terms of office shall be as follows:

Name	Address	term of office
William G. LaGasse	5232 Cahaba Valley Rd. Birmingham, Alabama 35242	3 years
James D. Hyde	5230 Cahaba Valley Rd. Birmingham, Alabama 35242	3 years
Richard M. Riggs	5254-A Cahaba Valley Rd. Birmingham, Alabama 35242	3 years

TENTH, that this corporation shall have the right to amend, modify, alter or repeal any provision contained in this Certificate 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 or 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 3rd day of January, 1993.

s/ William G. LaGasse (SEAL)
William G. LaGasse

s/ James D. Hyde (SEAL)
James D. Hyde

s/ Richard M. Riggs (SEAL)
Richard M. Riggs

This instrument was prepared by
William G. LaGasse
5232 Cahaba Valley Rd.
Birmingham, Alabama 35242

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

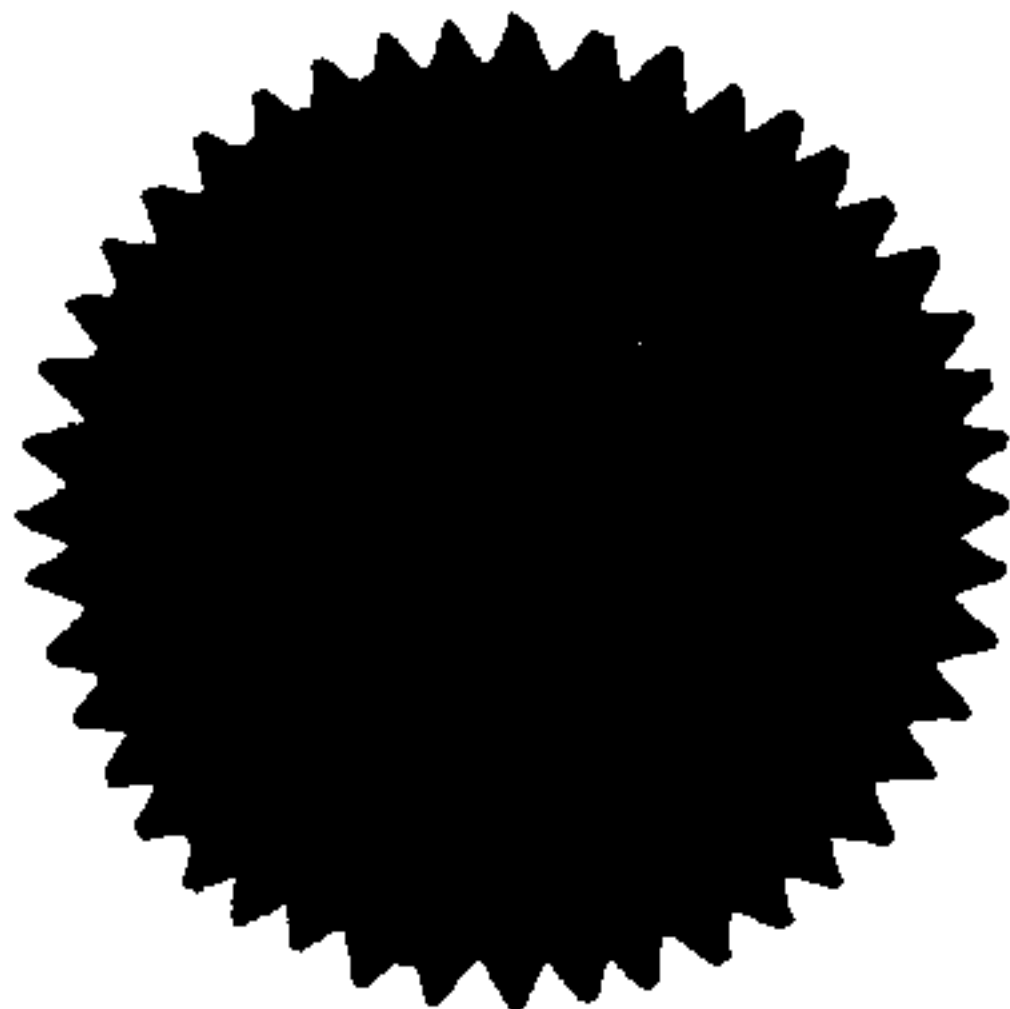
OF

BISHOP CREEK BIBLE FELLOWSHIP

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of BISHOP CREEK BIBLE FELLOWSHIP, duly signed and verified pursuant to the provisions of Section 10-203 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 BISHOP CREEK BIBLE FELLOWSHIP, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 14th day of

APRIL19 93

Thomas A. Snowden Jr.

Judge of Probate

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