

STATE OF ALABAMA

SHELBY COUNTY

**ARTICLES OF INCORPORATION
OF
/ THE CHURCH AT THE MILL**

The undersigned, acting under the authority granted same by members of The Church at the Mill currently meeting at Thompson Elementary School, Highway 119 in Alabaster, Alabama, P. O. Box 218, Siluria, Alabama 35144 in a duly called and held business meeting of the said church and further acting by resolution as the incorporators of The Church at the Mill under authority of the Code of Alabama, 1975, as amended, with the intent of qualifying as a church under 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 The Church at the Mill, (herein after at times referred to as the church, or incorporated church) and it shall be located in the incorporated City of Alabaster, 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 9175, 10-3A-20.

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Further the said incorporated church shall be autonomous and independent of any outside ecclesiastical control, however, by consent of its members, it may corporate and participate with various entities of the Southern Baptist Convention, the Alabama Baptist State Convention, various Baptist Associations, 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 membership of the corporation shall be all of one class and the membership shall consist of those persons who profess their faith in Jesus Christ as their Savior and Lord, giving satisfactory proof of conversion to the Christian faith, as the local church believes is set forth in the New Testament, who have petitioned the said church for membership and have been accepted by the majority of the members of said church present and voting at the time of the reception of such members and who has enjoyed the ordinance of believers baptism and have indicated their commitment following the teachings of the Bible as their model and standard of living; further all persons who at the time of incorporation are members of The Church at the Mill shall be and remain members of said incorporated church whether or not their names are subscribed to the charter of incorporation, until dismissed at their request or for cause by the majority of the members of said corporation present and voting at duly called and held conference at the time of such dismissal. Procedures for admission, dismissal and transfer shall be provided by the Bylaws of said incorporated church.

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 Linda G. Jordan, Billie R. Steadman, and Julie Johnsey, who 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 of the three officers of the board of trustees and attested by the clerk of the incorporated church.*
2. *The offices of the board of trustees shall be at least the president of the board, vice president and 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 corporated 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 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.*

ARTICLE VI MEMBERSHIP OF THE BOARD OF TRUSTEES

The Board of Trustees shall be composed of three members.

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. The Bylaws of same shall

provide for periodic meetings, publication of 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 majority vote of those present and voting when the church is setting 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, 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 shall be elected for a term not to exceed five (5) years, and shall be rotated as described in the Bylaws. The qualifications of trustees shall be prescribed in the Bylaws.

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, OFFICERS AND COMMITTEE PERSONS

Any trustee (director), officer or committee person may be discharged by a majority vote of the church sitting in a duly called and held conference for any cause the church deems advisable; 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 organization, which is qualified for exemption under Section 501-(c) (3) of the Internal Revenue Code or any successor to said Section.

The members of said church defined in Article II 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 and the Alabama Baptist State Convention and/or a Baptist District Association.

ARTICLE XIV
**NUMBER, NAME, POSITION AND ADDRESSES OF TRUSTEES
(BOARD OF DIRECTORS) TO SERVE UNTIL THE FIRST ELECTION
FOLLOWING CORPORATION**

1. Linda G. Jordan, President
1441 Arrowhead Trail
Alabaster, Alabama 35007
2. Billie R. Steadman, Vice-President
55 Allen Drive
Alabaster, Alabama 35007
3. Julie Johnsey, Secretary
2101 1st Avenue West #24
Maylene, Alabama 35114

**ARTICLE XV
INITIAL REGISTERED AGENT**

The name of the initial registered agent/representative of the incorporated church is Bill Gandy and his address is 640 11th Street N.W., Alabaster, Alabama 35007.

**ARTICLE XVI
INITIAL REGISTERED OFFICE**

The initial registered office of the said incorporated church is Thompson Elementary School, Highway 119, Alabaster, Alabama 35007.

ARTICLE XVII

The Incorporators of The Church at the Mill are:

Linda G. Jordan

*1441 Arrowhead Trail
Alabaster, Alabama 35007*

Billie R. Steadman

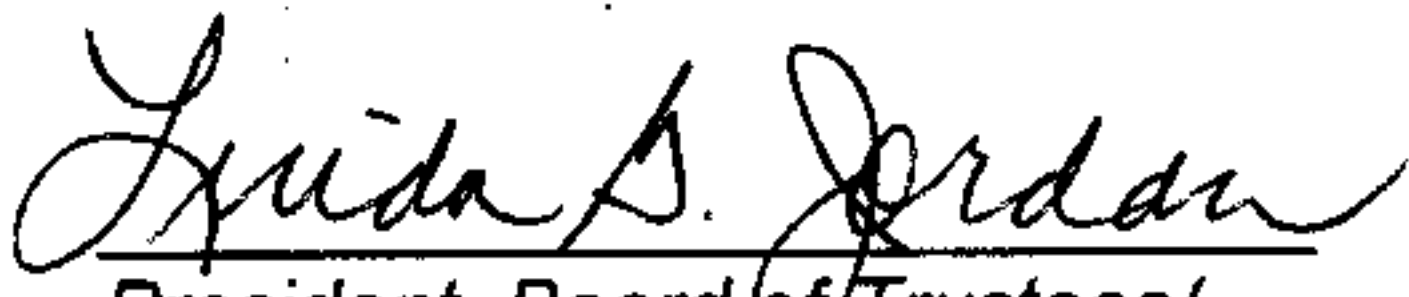
*55 Allen Drive
Alabaster, Alabama 35007*

Julie Johnsey

*2101 1st Avenue West #24
Maylene, Alabama 35114*

ARTICLE XVIII

The undersigned, president of the board of trustees, and secretary of the board of trustees 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.


President, Board of Trustees/
Directors of The Church at the Mill


Secretary, Board of Trustees/
Directors of The Church at the Mill

GENERAL ACKNOWLEDGMENT

STATE OF ALABAMA

SHELBY COUNTY

Before me, the undersigned officer, duly authorized to administer oaths and take acknowledgments, appeared:

Linda B. Jordan President

Julie Johnson, Secretary (Clerk)

who, being by me first duly sworn, depose and say: that they are the duly elected, qualified and acting President of the Board of Trustees, acting Secretary of the Board of Trustees respectively, of The Church at the Mill, Alabaster, Shelby County, Alabama; that they have read and know 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 Church at the Mill under Alabama statutes, which was approved by the said church in a duly called and held conference on the ____ day of _____, 1993.

Sworn to and subscribed before me on this 21st day of Aug, 1993.

Billie Steadman
Notary Public

My term expires: 1-29-96

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

THE CHURCH AT THE MILL

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

GIVEN Under My Hand and Official Seal on this the 1st day of

SEPTEMBER, 1993

Thomas A. Snowden, Jr.

Judge of Probate

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