

STATE OF ALABAMA

SHELBY COUNTY

ARTICLES OF INCORPORATION
OF
ALDRICH FIRST BAPTIST CHURCH, Inc.

The undersigned, acting under the authority granted same by members of the Aldrich First Baptist Church, of 1164, Highway 10, 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 Aldrich First 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 Aldrich First 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 it shall also have the authority to function as a religious, charitable, benevolent

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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 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 Saviour 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 Aldrich First Baptist Church 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.

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 by majority vote. 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 three (3) of the four (4) members of the board of trustees and attested by the clerk of the incorporated church.

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 church.

5. In the absence of availability of the requisite number of trustees, the church sitting in a duly called and held conference may designate another member or members 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 shall be decided upon by the church during regular business meetings.

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 quorum required for the transaction of business shall be those present at the church conference so long as proper notification of such conference was given.

ARTICLE VIII

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.

ARTICLE IX

ELECTIONS

The church shall hold elections at such time and in such manner as designated by the church; 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 only when church is in conference.

Members of the board of trustees shall be elected for a term of one year.

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

ARTICLE X

CHURCH YEAR

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 XI

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, provided, however, any trustee, deacon, officer or committee member shall be given an opportunity to defend himself either before or during such conference.

ARTICLE XII

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 of the Shelby Baptist Association.

ARTICLE XIII

NUMBER, NAME, POSITION AND ADDRESSES OF TRUSTEES

(BOARD OF DIRECTORS) TO SERVE UNTIL THE FIRST

ELECTION FOLLOWING INCORPORATION

1. Billy Mack Lee, Chairman

P.O. Box 484, 44 Shop Street, Montevallo, Alabama 35115

2. Henry A. Emfinger, Vice Chairman, Secretary

137 Highway 203, Montevallo, Alabama 35115

3. Calvin (Skip) Stano, Member of Trustees

Highway 223, Montevallo, Alabama 35115

4. William Pickett, Member of Trustees

265 Wilson Drive, Montevallo, Alabama 35115

ARTICLE XIV

INITIAL REGISTERED AGENT

The name of the initial registered agent/representative of the incorporated church is: Henry A. Emfinger, and his address is: 137 Highway 203, Montevallo, Alabama 35115.

ARTICLE XV

INITIAL REGISTERED OFFICE

The initial registered office of the said incorporated church is:
1164 Highway 10, Montevallo, Alabama, 35115.

ARTICLE XVI

The Incorporator(s) of the Aldrich First Baptist Church are the trustees provided for in Article XIII of these Articles of Incorporation:

1. Billy Mack Lee, Chairman

P.O. Box 484, 44 Shop Street, Montevallo, Alabama 35115

2. Henry A. Emfinger, Vice Chairman and Secretary

137 Highway 203, Montevallo, Alabama 35115

3. Calvin (Skip) Stano, Member of Trustees

Highway 223, Montevallo, Alabama 35115

4. William Pickett, Member of Trustees

265 Wilson Drive, Montevallo, Alabama 35115

ARTICLE XVII

The undersigned members of the board of trustees (directors) and secretary of the board of trustees (directors) 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 16, 1993

DATE

Billy Mack Lee

BILLY MACK LEE, CHAIRMAN OF TRUSTEES

Henry A. Emfinger

HENRY A. EMFINGER, VICE CHAIRMAN, SECRETARY

Calvin Stano

CALVIN STANO, MEMBER OF TRUSTEES

William Pickett

WILLIAM PICKETT, MEMBER OF TRUSTEES

STATE OF ALABAMA
SHELBY COUNTY

GENERAL ACKNOWLEDGEMENT

Before me, the undersigned officer, duly authorized to administer oaths and take acknowledgements, appeared Billy Mack Lee, 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 Aldrich First 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 Aldrich First Baptist Church, under Alabama statutes, which was approved by the said church in a duly and held conference on the 15th day of September, 1993.

Sworn to and subscribed before me this 16th day of September, 1993.

Mary Sue Burgin
Notary Public

My term expires: My Commission Expires June 28, 1996

State of Alabama

SHELBY

County

Inst # 1993-39116

CERTIFICATE OF INCORPORATION

OF

ALDRICH FIRST BAPTIST CHURCH, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of ALDRICH FIRST BAPTIST CHURCH, INC., duly signed and verified pursuant to the provisions of Section 10-3A-20 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 ALDRICH FIRST BAPTIST CHURCH, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 8th day of

DECEMBER, 1993

Thomas A. Snowden Jr.

Judge of Probate

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