

STATE OF ALABAMA
SHELBY COUNTY

**ARTICLES OF INCORPORATION
OF
GRACE BIBLE CHURCH, INC.**

The undersigned, acting under the authority granted same by members of the Grace Bible Church of Westover, Alabama in a duly called and held business meeting of the said church (congregation) and further acting by resolution as the incorporators of the Grace Bible Church under authority of the *Code of Alabama*, 1975, as amended, with the intent of qualifying as a church under S501 (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 Grace Bible Church, Inc. (herein after at times referred to as the church, or the incorporated church) and it shall be located in the City of Westover, Shelby County, Alabama.

**ARTICLE II
AUTHORITY/PURPOSE**

The said incorporated church shall have the authority/purpose to advance the Christian faith 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 the power as defined in the *Code of Alabama* of 1975, S 10-3A-20, as amended from time to time.

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 other religious, charitable, benevolent and educational groups and individuals to further all and any of the purposes set out herein above.

Inst # 1994-31859

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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, who have petitioned the said church for membership; further, all persons who at the time of incorporation are members of the Grace Bible 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. Procedures for admission, dismissal and transfer shall be as provided by the Bylaws of said incorporated church.

ARTICLE V ADMINISTRATION OF CHURCH AFFAIRS

The church membership sitting and acting in a duly called and held conferences (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 Directors 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 directors by any two of the three officers of the board of directors and attested by the clerk of the incorporated church.
2. The officers of the board of directors 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 incorporated church.
4. The board of directors 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 directors and the church clerk, the church sitting in a duly called and held conference may designate another member or members of the board of directors 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 directors to provide for the use, maintenance, preservation and care of all church property.

ARTICLE VI CHURCH CONFERENCE (BUSINESS MEETING)

The church conference (business meeting) may be held on any regularly scheduled worship service or any specifically scheduled and publicized business meeting of the members of the church. 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 VII BYLAWS

Bylaws of the church may be adopted by a majority 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 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 as provided by its Bylaws.

ARTICLE IX ELECTIONS

The church shall hold elections at such time and in such manner as designated in the Bylaws. Special elections may occur more frequently as determined by the members of the church.

Directors, 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 active board of deacons shall be elected and replaced as described in the Bylaws. The qualifications of deacons and directors shall be prescribed in the Bylaws.

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

ARTICLE X CHURCH YEAR

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

ARTICLE XI DISCHARGE OF TRUSTEES, DEACONS, OFFICERS AND COMMITTEE PERSONS

Any director, active deacon, 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 director, 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 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 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 IV 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 director of this church. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

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

The initial board of directors shall consist of three (3) persons whose names and addresses are as follows:

- ✓ 1. Mitchell H. Taylor, President
100 Lakewood Drive
Harpersville, Alabama 35078
2. Douglas R. Cox, Vice President
60 Cedar Hill Farm Lane
Harpersville, Alabama 35078
3. Dale Brawner-Secretary
P. O. Box 272
Sterrett, Alabama 35147

The number of directors may be changed in the manner prescribed in the Bylaws.

ARTICLE XIV
REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the incorporated church shall be 12170 Highway 280, Westover, Alabama, and its initial registered agent at such address shall be Mitchell H. Taylor. In accordance with the requirements of the Alabama Nonprofit Corporation Act, the registered office and registered agent of the corporation may be changed from time to time by resolution of the Board of Directors.

ARTICLE XV

The Incorporator(s) of the Grace Bible Church^{INC.} are:

Mitchell Taylor
100 Lakewood Drive
Harpersville, Alabama 35078

Douglas Cox
60 Cedar Hill Farm Lane
Harpersville, Alabama 35078

Dale Brawner
P. O. Box 272
Sterrett, Alabama 35147

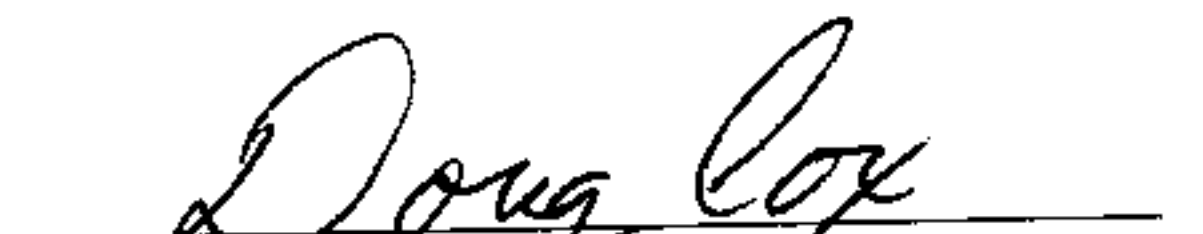
**ARTICLE XVI
NONPROFIT CORPORATION**

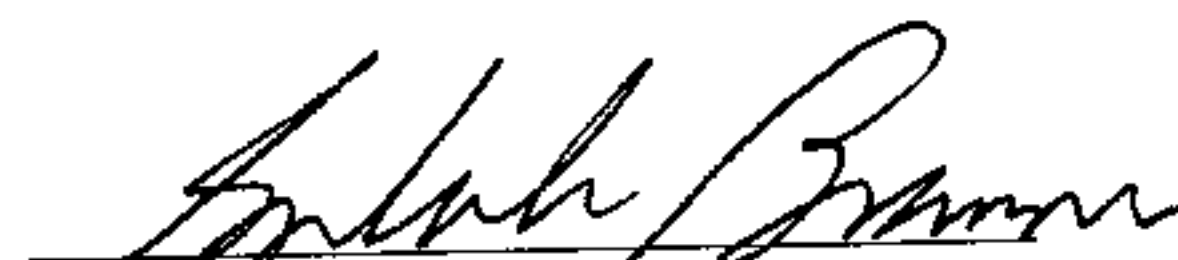
Notwithstanding any other provision of these Articles, no part of the net earnings of the church shall inure to the benefit of, or be distributable to its directors, officers, deacons or other private persons, except that the church shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. The church shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under S 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XVII

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to these Articles of Incorporation this the 10 day of OCTOBER, 1994.


President, Board of Directors
of Grace Bible Church, INC.


Vice President, Board of Directors
of Grace Bible Church, INC.


Secretary, Board of Directors
of Grace Bible Church, INC.

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

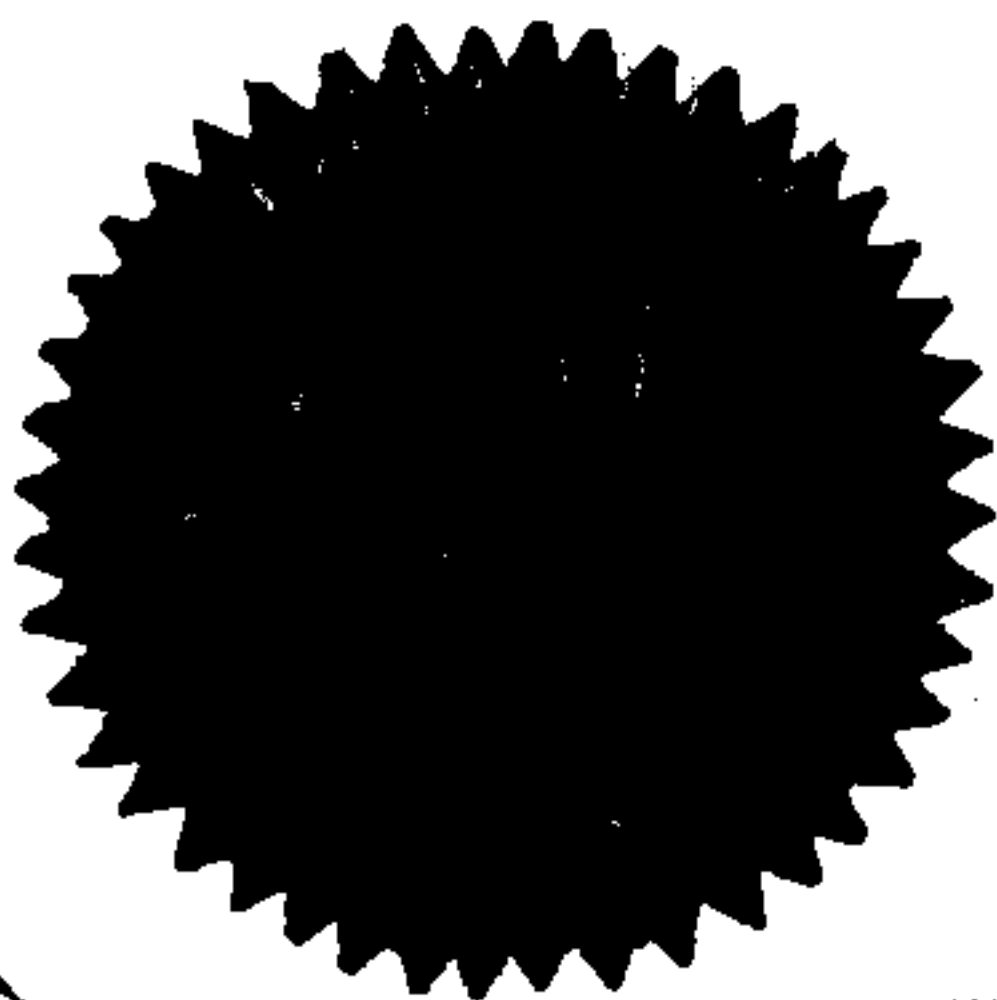
OF

GRACE BIBLE CHURCH, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of GRACE BIBLE CHURCH, INC., duly signed and verified pursuant to the provisions of Section 10-3A-1 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 GRACE BIBLE CHURCH, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 24th day of OCTOBER, 1994.



Thomas A. Snowden, Jr.
Inst. # 1994-31859
Judge of Probate

10/24/1994-31859
08:38 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
30.00