

CHURCHES WITH CONGREGATIONAL POLITY

STATE OF ALABAMA

SHELBY COUNTY

ARTICLES OF INCORPORATION OF

Prospect Baptist Church #2

The undersigned, acting under the authority granted same by members of the Prospect Baptist Church #2 of 5887 Hwy 86, Calera, AL 35040 in a duly called and held business meeting of the said church (congregation) and further acting by resolution as the incorporators of the Prospect Baptist Church #2 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 the same and said sections 10-3A 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 Prospect Baptist Church #2, (herein after at times referred to as the church, or incorporated church) and it shall be located in the city of Calera, 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 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, § 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 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.

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SHELBY COUNTY JUDGE OF PROBATE
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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, 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 Prospect Baptist Church #2 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 the Board of Trustees composed of John Davis, Terry Palmer, and Leon Cost, 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 2 of the 3 officers of the board of trustees and attested by the clerk of the incorporated church (who shall also be secretary to the trustee-board of directors).

2. The offices of the board of trustees shall be at least the president of the board, first vice president, secretary and assistant 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 corporate 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.

ARTICLE VI MEMBERSHIP OF THE BOARD OF TRUSTEES

(Each congregation, unless determined by other authority, will determine the number and nature of membership of the board of trustees, directors, of the incorporated church. Regardless who does it, there must be a board and its size should be determined by the given incorporation statutes of the given jurisdiction (there must be at least 3 members of the board of directors in Alabama).

ARTICLE VII CHURCH CONFERENCE (BUSINESS MEETING)

The church conference (business meeting) may be held at 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 the 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 by 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 sitting in a 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 IX ELECTIONS

The church shall hold elections at such a 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 not to exceed three (3) years, and shall be rotated as described in the Bylaws. The qualifications of deacons and trustees shall be prescribed in the Bylaws.

4. 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 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 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 off 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 4 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 any other non-profit organization as described under Internal Revenue Code 503(c)(3).

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

1. Mark E. Barnett, President
1445 County Rd. 33, Calera, AL 35040
2. John W. Davis, Vice President
4594 Hwy 37, Shelby, AL 35143
3. Terry Palmer, Secretary
P.O. Box 461, Calera, AL 35040
4. Leon Cost, Member
14450 AL Hwy 145, Clanton, AL 35045

(There must be at least 3 members of the board of trustees-board of directors; and the president and secretary cannot be the same person).

**ARTICLE XV
INITIAL REGISTERED AGENT**

The name of the initial registered agent/representative of the incorporated church is:
Mark E. Barnett and his/her address is 1445 County Rd. 33, Calera, AL 35040.

**ARTICLE XVI
INITIAL REGISTERED OFFICE**

The initial registered office of the said incorporated church is: 5887 Hwy 86, Calera, AL 35040.

ARTICLE XVII

The Incorporator(s) of the Prospect Baptist Church #2 are:

<u>Mark E. Barnett</u>	<u>1445 County Rd 33, Shelby, AL 35143</u>
<u>John W. Davis</u>	<u>4594 Hwy 37, Shelby, AL 32143</u>

ARTICLE XVIII

The undersigned, president of the board of trustees (directors), and secretary of the board of trustees (directors) (who is also the 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.

Mark Barnett
President, Board of Trustees/Directors
of Prospect Baptist Church #2

Ferny L. Palmer
Secretary, of Trustees/Directors
of Prospect Baptist Church #2

GENERAL ACKNOWLEDGMENT

STATE OF ALABAMA
SHELBY COUNTY

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

Mark E. Barnett, President
Terry Palmer, 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 Prospect Baptist Church #2, 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 Prospect Baptist Church #2, under Alabama statutes, which was approved by said church in a duly called and held conference on the 17 the, day of May, 1995.

Sworn and subscribed before me this the 21 day of July, 1995.


Notary Public

My Commission expires: _____

MY COMMISSION EXPIRES AUGUST 10, 1996.

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

PROSPECT BAPTIST CHURCH #2

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of PROSPECT BAPTIST CHURCH #2, duly signed and verified pursuant to the provisions of Section NONPROFIT 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 PROSPECT BAPTIST CHURCH # 2, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 21st day of

JULY, 19 95.



Patricia Geyer Schmiedler

Judge of Probate

Inst # 1995-19377

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SHELBY COUNTY JUDGE OF PROBATE
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