

**RESOLUTION CONCERNING RESTATED  
ARTICLES OF INCORPORATION**

I, Tommy E. Shelton, Sr. and Rick Cleveland, certify as follows:

**FIRST:** That they are the president and secretary, respectively of RIVER OF LIFE CHRISTIAN CENTER, a non profit ALABAMA corporation. (hereinafter the "corporation").

**SECOND:** That at a meeting of the Board of Directors of the corporation, held on the 2nd day of May, 1996, pursuant to proper notice and wherein a quorum was present, the resolution set forth below was unanimously adopted.

**RESOLUTION**

**WHEREAS,** RIVER OF LIFE CHRISTIAN CENTER, is a non profit religious corporation organized and formed in the State of ALABAMA, and

**WHEREAS,** it is the desire of the Board of Directors and members of the corporation to amend the existing Articles of Incorporation of the corporation; and

**WHEREAS,** the Restated Articles of Incorporation attached hereto as EXHIBIT A and associated herein by this reference as if set forth in full, sets forth the desires of the Board of Directors and members of the corporation;

**NOW THEREFORE, BE IT RESOLVED AND THIS DOES RESOLVE THAT:**

(1) The Restated Articles of Incorporation, as set forth in EXHIBIT A, are hereby adopted in lieu of the present Articles of Incorporation now on file with the Secretary of State of ALABAMA; and

Inst # 1996-16779

Thomas O. Katant, Attorney  
317 North Hull Street  
Montgomery, AL 36104  
(205) 263-8843

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SHELBY COUNTY JUDGE OF PROBATE  
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(2) The president and secretary of the corporation shall cause to be drafted a certificate of Amendment of Articles of Incorporation and shall file the same with the Secretary of State of ALABAMA.

**DATED:** This 2<sup>nd</sup> day of May, 1996.

Tommy E. Shelton Sr.  
Tommy E. Shelton, Sr., President

Rick Cleveland  
Rick Cleveland, Secretary

STATE OF ALABAMA

COUNTY OF SHELBY

On the date as first set forth above, before me, the undersigned, a Notary Public in and for the State, personally appeared Tommy E. Shelton, Sr. and Rick Cleveland known to me to be the persons whose names are subscribed to the within instrument, they being first duly sworn to, and acknowledged to me that they executed the same.

IN WITNESS THEREOF, I have hereunto set my hand and official seal the day and year in this certificate first above written.

Donna M. Walden  
Notary Public  
Residing at PO Box 309, Shelby, AL 35143  
My Commission Expires 03-21-97

**EXHIBIT "A"**

**RESTATED ARTICLES OF INCORPORATION  
OF  
RIVER OF LIFE CHRISTIAN CENTER**

**ARTICLE I**

The name of the Corporation is River of Life Christian Center.

**ARTICLE II**

The duration of the corporation is perpetual.

**ARTICLE III**

This nonprofit corporation is organized and operated exclusively for the religious purposes of a church within the meaning of Section 501(c) (3) of the *Internal Revenue Code of 1986*, as amended, of the United States of America.

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority; however, the corporation shall not be empowered, and is prohibited from, engaging in any activity which is not allowed pursuant to section 501(c) (3) of the *Internal Revenue Code of 1986*, as amended, of the United States of America:

- (a) To operate under the name as set forth in ARTICLE I above;
- (b) To employ qualified counsel and other necessary personnel to carry out the purposes of this corporation;
- (c) To adopt and use a corporate seal;
- (d) To earnestly seek and promote the unity of God's people and churches in a scriptural manner of Godly love, respect and faithful voluntary cooperation with liberty. To that end it may associate and cooperate freely with other churches and with missionary organizations and branches; as a free and independent fellowship body in accord with its own conscience and the wisdom of God, as the corporation perceives it to be, but in every case and in every act and in pursuance of or adoption of any policy or method or in practice or association does

and shall do so as a free church, always retaining its sovereignty and independence, and in no case whatsoever as an act of subjection nor precedent or amenability nor as an active or passive or implied affiliation nor in any way as relinquishing its perpetual legal independence and sovereignty as a church.

- (e) To receive tithes, offerings and property by gift, devise or bequest subject to the laws relating to the transfer of property by gift or will.
- (f) To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust.
- (g) To take, purchase or otherwise acquire; to own, hold, occupy, use, and enjoy; manage, improve, develop and work; to grant, sell, exchange, let, demise, and otherwise dispose of real estate, buildings, and improvements and every right, interest and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated.
- (h) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferable interests.
- (i) To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof and wheresoever the same may be situated.
- (j) To borrow and to loan money and to give and to receive evidence of indebtedness and security therefore; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust deed or otherwise.



- (k) By its Board of Trustees to appoint such officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; dismiss such officers or employees, or any thereof for any good reason and appoint others to fill their places;
- (l) To adopt Bylaws regulating and providing for:
  - (1) A definite and distinct ecclesiastical government;
  - (2) A formal code of doctrine and discipline;
  - (3) A congregational membership;
  - (4) An organization of ordained ministers ministering to the congregation;
  - (5) A system of ordaining ministers after completing prescribed courses of study;
  - (6) A literature of the church;
  - (7) Regular religious services;
  - (8) Sunday schools and seminars for the instruction of young and old;
  - (9) Schools for the preparation of its ministers;
  - (10) Schools for Christian education of children;
- (m) To minister sacerdotal functions;
- (n) To adopt and assume names in the furtherance of its nonprofit, tax-exempt purposes;
- (o) To use any and all media, including but not limited to print, television and radio, in the furtherance of its nonprofit, tax-exempt purposes;
- (p) To provide a local place for Christian fellowship for those of like faith, where the Father God, Jesus, the Son of God, and the Holy Spirit, may be honored according to our full gospel testimony;
- (q) To assume our share of the responsibility and the privilege of propagating the Gospel of Jesus Christ;
- (r) To do all other acts necessary or expedient for the administration of the affairs and attainment of their purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State.
- (s) To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in

a manner consistent with its tax exempt status as a religious organization as set forth in Section 501(c) (3) of the *Internal Revenue Code of 1986*, as amended of the United States of America.

- (t) The several clauses contained in this ARTICLE III shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Articles of Incorporation, the corporation shall NOT engage in any political activity proscribed by Section 501(c) (3) of the *Internal Revenue Code of 1986*, as amended of the United States of America, nor shall any income or assets of the corporation inure to the benefit of any member, private individual or business entity.

#### ARTICLE IV

To assure the corporation of its sovereignty and independence and to perpetually protect the church, all ecclesiastical and legal power and authority relative to the corporation shall be exercised by and in accordance with the New Testament Church pattern. Thus under the leadership of the Holy Spirit, the Board of Trustees shall conduct all the business of the corporation (church) and shall be the only voting members of the corporation (church). The number of Trustees and their qualifications shall be established in the Bylaws of this corporation. A Trustee may be removed by a majority vote of the Trustees. A vacant Trustee position may be filled by a majority vote of the remaining Trustees. The qualifications of members and the manner of their admission shall be fully provided in the Bylaws.

#### ARTICLE V

This nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

## **ARTICLE VI**

The registered office of the corporation shall be 19445 Highway 145, Shelby, Alabama 35143 and the registered agent of the corporation shall be Tommy E. Shelton, Sr.

## **ARTICLE VII**

The private property of the trustees and members of the congregation shall be non-assessable and shall not be subject to payment of any corporate debts, nor shall the trustees or members of the congregation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

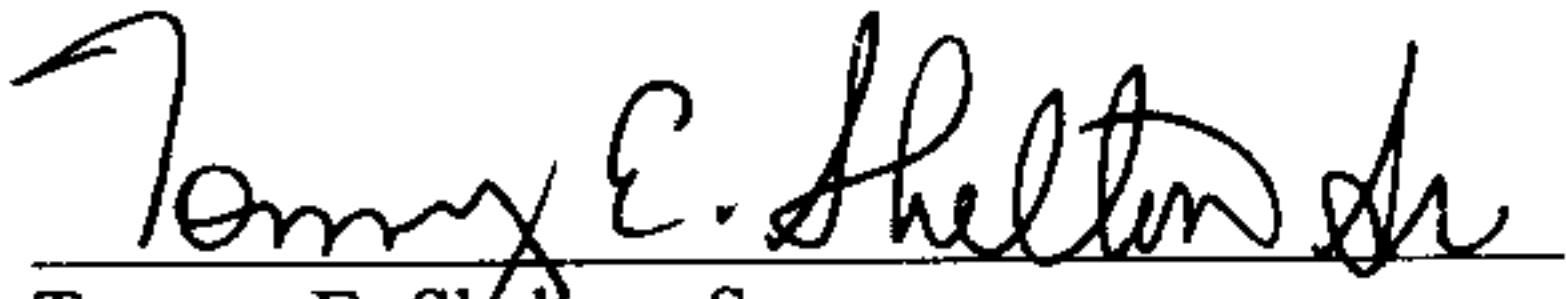
## **ARTICLE VIII**

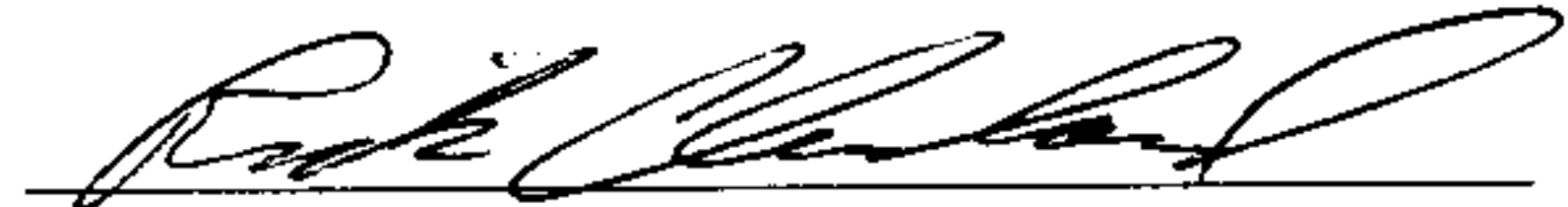
No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. •notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the *Internal Revenue Code*, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the *Internal Revenue Code*, or corresponding section of any future federal tax code. Upon dissolution of the corporation, assets shall be distributed for one or more exempt

purposes within the meaning of Section 501(c) (3) of the *Internal Revenue Code*, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

#### ARTICLE IX

These Articles may be amended at any regular meeting of the Board of Trustees, or at a special meeting called for that purpose, by a simple majority after 30 days written notice to all members of the Board.

  
Tommy E. Shelton, Sr.

  
Rick Cleveland

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