

**RESOLUTION AUTHORIZING
RESTATING THE ARTICLES OF INCORPORATION OF
LIVING WATERS MINISTRIES, INC.**

**IN ORDER TO BE MORE EFFECTIVE IN CARRYING OUT THE MANDATE OF
OUR LORD JESUS CHRIST, BE IT RESOLVED BY LIVING WATERS
MINISTRIES OF CHELSEA, ALABAMA, THAT:**

1. Living Waters Ministries file Restated Articles of Incorporation under the provisions of the Alabama Non-Profit Corporation Act.
2. For the purpose of perfecting such incorporation of said church, the undersigned Directors, described in the bylaws of said church shall constitute the board of directors of the corporation within the authority hereby created and granted. The members of the board of directors (which shall be also known as the Directors of the church) shall continue to hold office and at as such members until the expiration of their respective terms of office as specified in the bylaws of this corporation.
3. The board of directors shall immediately take and perform any and all necessary and needed steps and actions to execute the Articles of Incorporation of Living Waters Ministries as directed and authorized herein, and further the said board of directors is authorized to expend reasonable and appropriate church funds, which are necessary, and not otherwise obligated, in the pursuit of the incorporation.
4. The corporation authorized herein shall have such authority, powers, rights, responsibility and privileges, as established and determined by the directors of Living Waters Ministries and permitted under the laws of the State of Alabama and the statutes of the United States.
5. The name to be given the corporation to be organized under this resolution shall be Living Waters Ministries, Inc.

STATE OF ALABAMA
SHELBY COUNTY.

ACKNOWLEDGEMENT

I, the undersigned, as secretary of Living Waters Ministries, which has hereby been authorized to incorporate, do hereby certify that the foregoing is a true and correct copy of the resolution authorizing the incorporation of Living Waters Ministries, and which was adopted by the Directors in a duly called and held business meeting of said council on the 27th day of May, 1996.

MY COMMISSION EXPIRES OCTOBER 26, 1998

✓ Living Waters Ministries, Inc.

by: *Ann B. Halant*
Secretary of Living Waters Ministries, Inc.

Inst. # 1996-29926

09/11/1996-29926
09:25 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 SNA 30.00

P.O. Box 384
Chelsea, AL 35043

Restated Articles of Incorporation
of
Living Waters Ministries, Inc.

KNOW ALL MEN BY THESE PRESENTS, that the Directors of Living Waters Ministries, a religious organization dedicated to the propagation of the Gospel of Jesus Christ, and desirous of restating its Articles of Incorporation under the laws of the State of Alabama, do hereby initiate these Restated Articles of Incorporation according to the provisions of the Alabama Non-Profit Corporation Act.

ARTICLE 1
Name

§ 1.01 The name of the Corporation shall be Living Waters Ministries, Inc.

ARTICLE 2
Purposes

§ 2.01 The purposes for which the Corporation is organized are strictly within the bounds of State and Federal requirements for non-profit corporations. Living Waters Ministries shall function exclusively for religious, charitable, educational, and distinct ecclesiastical purposes within the meaning of the Alabama Non-Profit Corporation Act and § 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or any superseding statutes thereto.

§ 2.02 This corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. Said activities shall include the following:

A. To form and conduct a Local Church, as that term is defined for State and Federal tax purposes, dedicated to the propagation of the Gospel of Jesus Christ as Lord; teaching the Bible as the inspired and inerrant Word of God; training and ordaining ministers of the Gospel; training and encouraging persons in the operation of the Christian faith; providing a place of worship and Christian service for all persons; and engaging in religious and charitable work. Pursuant thereto, the following guidelines shall be observed:

1. A recognized creed, code of doctrine, discipline, and form of worship shall be established.
2. An ecclesiastical form of government shall be established according to the pattern of Church government established in the Scriptures.
3. Ordination of ministers shall be accomplished upon completion of the prescribed course of study to be designed and developed by the Board of Directors.

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Restated Articles of Incorporation**

4. An organization of ministers shall be established to minister to the Congregation of this Church and Ministry.
 5. Schools of religious instruction for children and adults shall be established using any and all appropriate media available: classes, conferences, seminars, radio, television, and any other appropriate media hereafter discovered and established.
 6. The corporation shall develop, publish, and distribute literature in the form of books, pamphlets, audio and video tapes, and other forms of mass media for the express purposes of educating persons with the Word of God.
 7. The church shall establish regular religious services, classes, and functions pursuant to the recognized creed, form of worship, code of doctrine, and discipline of the Church and shall establish of Sunday Schools and religious schools for Christians and the educational instruction for young and old.
 8. The church shall establish a Bible Training Program for the preparation of ministers who minister to this Church and other Churches of like faith and practice.
- B. To form integrated auxiliaries or related ministries dedicated to reaching persons of the Shelby County area with the Gospel of Jesus Christ with programs including but not limited to:
1. Caring for the poor and needy with food and clothing distribution programs.
 2. Providing practical educational classes designed to meet the needs and improve the lives of persons in the general area of the church.
 3. Sponsoring programs and activities designed to help persons secure lasting employment and/or begin and operate their own businesses.
 4. Providing opportunities for fellowship and personal ministry for all persons within the context of the Christian life.
 5. Providing opportunities for Christian service for persons who desire to reach the full potential of their divine callings.
- C. To work in Alabama, other States of the United States, and other nations of the world with other Christian churches and ministries of like mind, character, and purpose in the effort to reach persons with the Gospel of Jesus Christ.

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**ARTICLE 3
Duration**

- § 3.01 The duration of the Corporation shall be perpetual, unless sooner dissolved in accordance with the Laws of the State of Alabama pertaining to the dissolution of non-profit corporations.
- § 3.02 In the event of the dissolution of this corporation, assets of the corporation shall be distributed to a corporation organized exclusively for the religious, charitable, or educational purposes similar to the purposes of this corporation so enumerated in § 2.01 of these Articles of Incorporation and recognized as an exempt organization under § 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE 4
Powers and Responsibilities**

- § 4.01 This Corporation shall reserve the right to exercise all powers accorded non-profit corporations by statute as stated in § 10-3A-20 of the Alabama Non-Profit Corporation Act.
- § 4.02 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 2 of these Articles of Incorporation.
- § 4.03 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 or in opposition to any candidate for public office.
- § 4.04 Notwithstanding any other provision of these Articles of Incorporation, 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 § 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 § 170 (c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

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**ARTICLE 5
Members**

§ 5.01 This church shall be comprised of members who shall be admitted to active membership upon meeting the following requirements. Candidates for membership shall:

- A. Exhibit personal faith and knowledge in the Lord Jesus Christ,
- B. Maintain regular attendance to Church services, classes, and functions,
- C. Support the Church's ministry with tithes and offerings,
- D. Attend and complete the Church's Basic Doctrines Class offered quarterly, and
- E. Pledge to submit to the spiritual oversight of the Senior Pastor and Elders.

§ 5.02 This church shall not discriminate on the basis of race, nationality, or religious background. The foregoing qualifications enumerated in § 5.01 et. seq. of these Articles of Incorporation are based on sincerely held religious beliefs and principles pursuant to the First Amendment to the Constitution of the United States of America, and shall be administered fairly within the context of Scriptural application of the laws of the United States.

§ 5.03 Persons may be removed from the membership roles according to the procedures outlined in the Bylaws of this corporation.

§ 5.04 Voting privileges shall not be extended to members in general, but shall be reserved for the Board of Directors according to the provisions established in the Bylaws of the corporation. All matters pertaining to the business of the Corporation shall be decided to the Board of Directors, and all matters pertaining to the Local Church ministry of this Corporation shall be determined by the Elders according to the provisions of the Bylaws.

**ARTICLE 6
Directors**

§ 6.01 Because this church holds the sincere Scriptural belief that the government of the House of God should be administered by elders, the Board of Directors shall be comprised of men and women who are recognized as being called by God to function in the position of church directors. These elders shall either be in direct communion, fellowship, and service with this local congregation or, where circumstance dictates, in similar positions in other churches of like mind, character, and purpose in direct fellowship and communion with this local congregation. Such elders must meet the character qualifications established for elders in 1 Timothy 3:1-7 and Titus 1:6-9.

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- § 6.02 In cases where there are insufficient elders qualified to serve on the Board of Directors according to § 6.01 of these Articles of Incorporation, or where specialized expertise is necessary and prudent for the administration of this corporation, laypersons from this local church who have demonstrated expertise and experience in matters of managing and financing the Kingdom of God may serve. In such cases these persons must meet the character qualifications established for elders in 1 Timothy 3:1-7 and Titus 1:6-9.
- § 6.03 The Directors initially shall be appointed by the Senior Pastor, and thereafter shall be appointed by the majority of existing Directors upon the nomination of the Senior Pastor. Said appointments shall be made at the January meeting of the Board of Directors. Directors shall serve a term of three years, and shall be eligible to succeed themselves in consecutive terms provided they remain in active service and continue to meet the qualifications enumerated in § 6.01 or § 6.02 of these Articles of Incorporation, whichever is appropriate. The terms of the Directors shall be established in classes so that their terms expire in different years.
- § 6.04 The Board of Directors shall consist of no fewer than three and no more than nine members, and shall at all times consist of a majority of persons unrelated by blood or marriage. The Directors shall be Trustees of the Corporation and its assets, both real and personal, and shall fulfill functions and duties ascribed them by all applicable laws. In addition, they shall advise the Senior Pastor in matters of the operation of the Ministry. Directors shall in no way encumber personal liability from the actions of the corporation, and shall be entitled to indemnification according to the provisions of the Alabama Non-Profit Corporation Act.
- § 6.05 Directors may be removed from the Board by resignation, engaging in activities unbecoming a Spiritual leader, death, or action of the Senior Pastor in counsel with the other Directors.
- § 6.06 The Board of Directors shall meet at least twice annually in a location specified by the Senior Pastor, who shall, in the case of regular meetings, give written or oral notice of the time and location of the meeting to all Directors at least 30 days before the meeting. The location of said meetings may be any location within or outside the State of Alabama. The corporation shall reserve the right to reimburse all Directors for all reasonable travel expenses incurred in attending the meetings, and shall so stipulate the decision for said reimbursements in a resolution passed at the meeting being considered for reimbursement. Said reimbursements shall be subject to the church's official reimbursement plan in force at the time of the transaction. A simple majority shall constitute a quorum sufficient to conduct business.

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- A. The primary regular meeting shall be held in the month of October or November, at which time the Senior Pastor shall report on the activities of the Church and Ministry during the previous year, and shall relate his plans and goals for the coming year. Salaries shall be set for the Senior Pastor and all those receiving compensation for services rendered to the corporation.
- B. Special meetings may be called as needed by the Senior Pastor and/or a majority of the Directors. Oral or written notice of the meeting, the time, and place shall be presented to each director at least ten days before a special meeting of the Directors.
- C. Emergency meetings may be called as needed by the Senior Pastor and/or a majority of the Directors. Oral notice of the meeting, the time, and place shall be presented to each director in person at least three hours before an emergency meeting of the Directors.

§ 6.07 The work of the Board of Directors shall be led by three officers:

- A. The President and Chief Executive Officer, who shall preside over Board of Directors and conduct the business of the corporation. The Senior Pastor at all times shall be the President and Chief Executive Officer of the Corporation.
- B. The Vice President, who shall preside in the absence of the President or otherwise at the discretion of the President. The Vice President shall be named by a majority of the Board of Directors upon the nomination of the Senior Pastor.
- C. The Secretary, who shall be charged with keeping and presenting the official minutes of the transactions of the Board, and presenting appropriate financial data to the Board. In the discharge of these functions the Secretary of the Board shall work in close unison with the Church Secretary and the Church Treasurer. The Secretary shall be named by a majority of the Board of Directors upon the nomination of the Senior Pastor.

**ARTICLE 7
Certification of Accuracy**

§ 7.01 These Restated Articles of Incorporation accurately set forth the provisions of amendment of the original Articles of Incorporation of Living Waters Ministries, Inc., and supersede the provisions of the same, and are hereby adopted as required by law.

**Living Waters Ministries, Inc.
Restated Articles of Incorporation**

IN WITNESS WHEREOF, I hereby set my hand and seal this 3 day of
April, 1996.

Don A Brown (SEAL)
Don Brown

**Living Waters Ministries, Inc.
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State of Alabama
County of Shelby

I, the undersigned, in and for said County, and in said State, do hereby certify that Don Brown, whose name is on the foregoing Restated Articles of Incorporation, and who is known by me, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, he did execute the same voluntarily on the date the same bears date. Given under my hand and official seal this 27th day of May, 1996.

Notary Public

Samuel B. Melancon

My term expires

MY COMMISSION EXPIRES OCTOBER 28, 1998

CORP-AL
Revised 2/5/96

Inst # 1996-29926

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