

THIS INSTRUMENT PREPARED BY:
William S. Wright
P. O. Box 306
Birmingham, AL 35201

**ARTICLES OF INCORPORATION
OF
MORNINGSTAR UNITED METHODIST CHURCH, INC.**

STATE OF ALABAMA

SHELBY COUNTY

The undersigned, a natural person over the age of nineteen years, acting as incorporator of a non-profit church corporation under the provisions of Title 10 Chapter 3A of the Code of Alabama, 1975, and of Title 10, Chapter 4 of the Code of Alabama, 1975, and pursuant to the terms and provisions of resolutions duly adopted by the Charge Conference and Church Conference of the Church hereby incorporated (the corporation hereby incorporated is referred to herein as the "Church"), certified copies of which resolutions are attached hereto and incorporated herein by reference, marked Exhibits "A" and "B" respectively, and pursuant to the direction and authority thereby vested in us, do hereby make, declare, adopt and file the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Church shall be:

MORNINGSTAR UNITED METHODIST CHURCH, INC.

ARTICLE II

PURPOSE

The purposes and objects for which the Church is organized are to exercise those civil rights which belong to such religious bodies under the laws of the State of Alabama, in furtherance of the objects and duties of Morningstar United Methodist

Inst # 1997-13063
04/28/1997-13063
03:28 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 SNA 50.00

Church as provided by and subject to the Discipline of The United Methodist Church and in accordance with the Doctrines, Laws, Usages, Discipline and Ministerial Appointments of The United Methodist Church.

ARTICLE III

POWERS

The Church shall have all of the corporate powers necessary to conduct its affairs and to carry out the purposes for which it is organized, together with all powers conferred upon such corporations by the laws of the State of Alabama, and as are not contrary to the Discipline of The United Methodist Church.

ARTICLE IV

DURATION

The duration of the Church shall be perpetual.

ARTICLE V

MEMBERS

The members of the Church shall be composed of such ministerial and lay persons as from time to time shall be defined in accordance with the Discipline of The United Methodist Church and such members shall have only such voting and other rights as now exist or may hereafter be granted by the Discipline of The United Methodist Church; provided, however, that for any and all purposes and matters which require a vote of the members of the Church, the members entitled to so vote shall be members of the Charge Conference of the Church, or such other body of the local church as the laws of the State of Alabama and the Discipline of The United Methodist Church may permit or require.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

Subject to the provisions of the Discipline of the United Methodist Church, the affairs of the Church shall be managed by a Board of Directors, which Board shall be composed and constituted of the Board of Trustees of the Church, as elected and organized pursuant to the provisions of the Discipline of the United Methodist Church.

The names and addresses of the persons who are to serve as the initial Board of Directors, together with the expiration dates of their respective terms are as follows:

Name	Address	Expiration Date
Sam Abston	125 Brynhurst Drive Sterrett, AL 35147	12/31/99
Cheryl Miller	125 Brynhurst Drive Sterrett, AL 35147	12/31/99
Erick Gamble	125 Brynhurst Drive Sterrett, AL 35147	12/31/98
Sue Griswold	125 Brynhurst Drive Sterrett, AL 35147	12/31/98
Robbie Hayes	125 Brynhurst Drive Sterrett, AL 35147	12/31/97
Reese Dyle	125 Brynhurst Drive Sterrett, AL 35147	12/31/97

ARTICLE VII
INITIAL REGISTERED OFFICE & AGENT

The address of the initial registered office of the Church shall be at the office of the Church at 125 Brynhurst Drive, Sterrett, AL 35147, in Shelby County, Alabama; and the name of the registered agent of such Church shall be Stephen P.

West, whose address is 125 Brynhurst Drive, Sterrett, AL 35147, in Shelby County, Alabama.

ARTICLE VIII

OFFICERS

The officers of the Church shall consist of a ~~President~~, Vice President, a Secretary, a Treasurer and such other officers as may be provided in the By-Laws, who shall be elected by the Board of Directors (which is one and the same as the Board of Trustees) from its own membership.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator IS as follows:

Name	Address
William S. Wright	P. O. Box 306 Birmingham, AL 35201

ARTICLE X

BY-LAWS

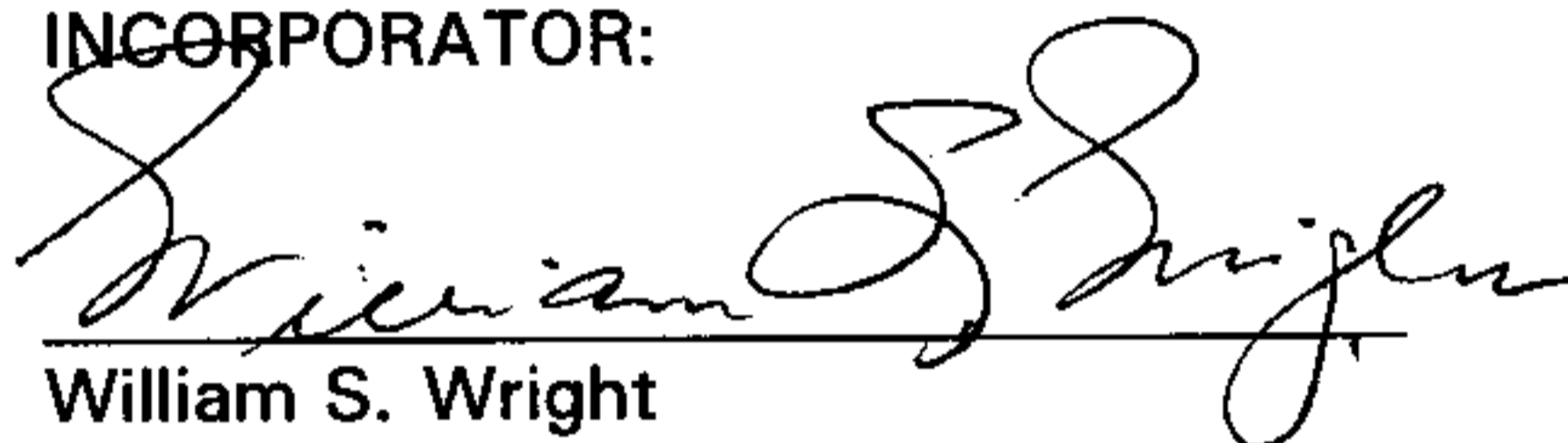
The By-Laws of the Church shall be adopted by the Board of Directors, and may be amended by a majority vote thereof; provided, however, that the same By-Laws shall include the Discipline of the United Methodist Church as constituted and as may be from time to time duly amended by appropriate action of the General Conference, and that no other By-Laws may be adopted which shall be inconsistent with the provisions of the Discipline as aforesaid.

ARTICLE XI
DISTRIBUTION OF ASSETS

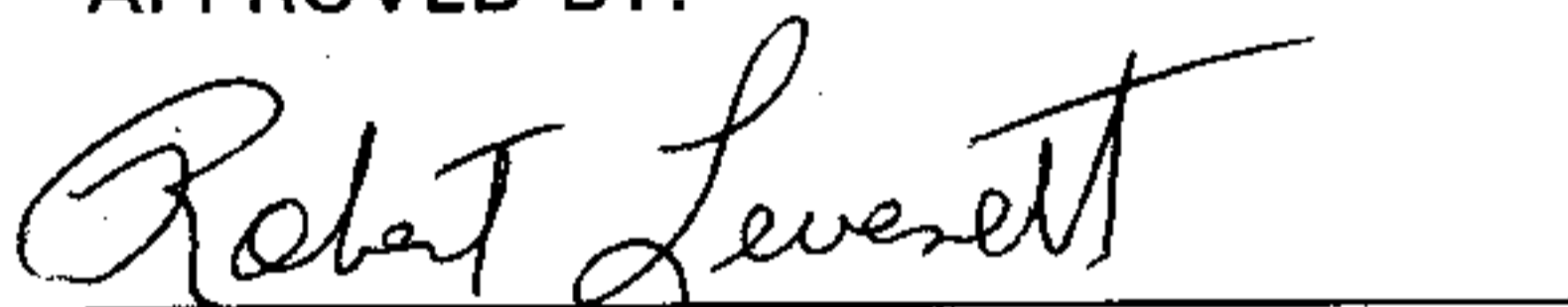
If for any reason the corporation shall be abandoned, discontinued, or cease to exist as a legal entity and its charter shall be terminated, the title to all its property both real and personal shall be vested and be the property of the North Alabama Annual Conference of The United Methodist Church, pursuant to said Discipline of The United Methodist Church, or to an organization qualified under § 601(c)(3) of the Internal Revenue Code of the United States.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this the 28th day of April, 1997.

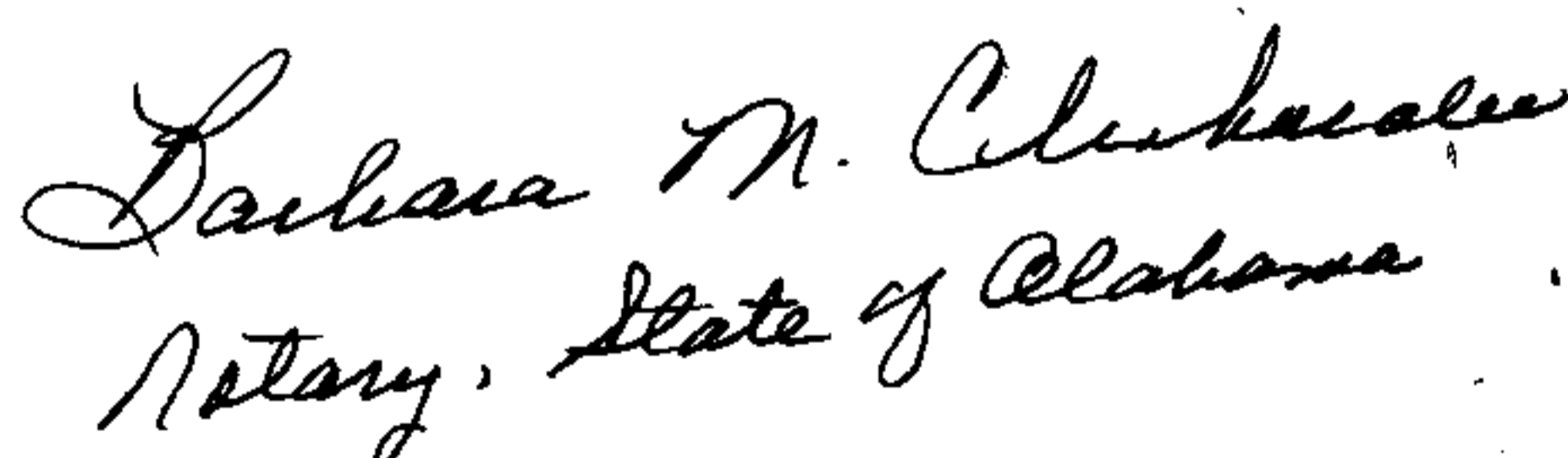
INCORPORATOR:


William S. Wright

APPROVED BY:


Robert Leverett
District Superintendent
Sylacauga District

Given under my hand this 28th day of April, 1997.


Notary, State of Alabama
MY COMMISSION EXPIRES APRIL 16, 2000

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

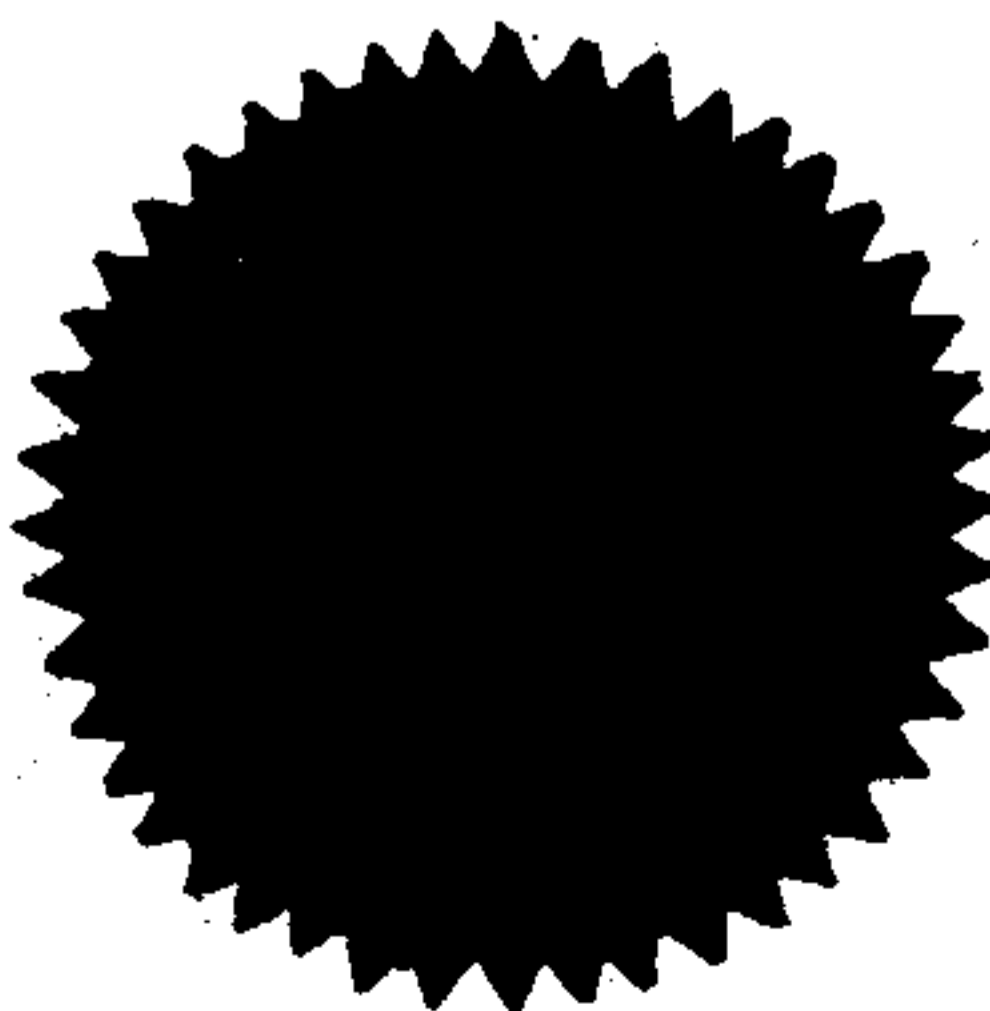
MORNINGSTAR UNITED METHODIST CHURCH, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of NON-PROFIT of MORNINGSTAR UNITED METHODIST CHURCH, INC., duly signed and verified pursuant to the provisions of Section NON-PROFIT 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 MORNINGSTAR UNITED METHODIST CHURCH, INC., and attaches hereto a duplicate original of the Articles of NON-PROFIT.

GIVEN Under My Hand and Official Seal on this the 28TH day of APRIL, 19 97.

Patricia Geyer Schmiedel
Judge of Probate



Inst # 1997-13063

04/28/1997-13063
03:28 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 SNA 50.00