

STATE OF ALABAMA
SHELBY COUNTY

ARTICLES OF INCORPORATION
OF
XN. MINISTRIES, INC.
A Nonprofit Corporation

These articles of incorporation are signed and acknowledged by the incorporators for the purpose of forming a nonprofit corporation under the provisions of the Alabama Nonprofit Corporation Act, as follows:

Article One

The name of the corporation shall be XN. Ministries, Inc.

Article Two

The period of duration of the corporation shall be perpetual.

Article Three

The purposes of this corporation are as follows:

1. To utilize Christmas music to outreach to communities to spread the word of Jesus Christ.

2. To engage in any lawful activity for which corporations may be organized under the Alabama Nonprofit Corporation Act.

3. To exercise any, all and every power for which a nonprofit corporation organized under the provisions of the Alabama Nonprofit Corporation Act can be authorized to exercise, but not any other power.

4. This corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify, as a corporation described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (hereafter sometimes referred to as "the Code"), contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification.

5. No part of the assets or net earnings of this corporation shall ever be used, nor shall this corporation ever be organized or operated, for purposes that are not exclusively within Section 501 (c) (3) of the Code.

6. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

7. No part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on

behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

8. At no time shall this corporation engage in any activities which are unlawful under the laws of the United States of America, the state of Alabama or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Internal Revenue Code of 1986; as amended.

9. No solicitation of contributions to this corporation shall be made, and no gift, bequest or devise to this corporation shall be accepted, upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its exemption from payment of federal income taxes.

10. The corporation shall apply for and maintain tax exempt status as a non-profit corporation in compliance with the law of the State of Alabama and the Internal Revenue Code of the United States.

Article Four

The location and mailing address of the initial registered office of the corporation shall be 121 Cambridge Drive, Alabaster, AL 35007. The name of its registered agent at said address is Jeff Lipscomb.

Article Five

A. The aggregate number of shares which the corporation shall have authority to issue is 1,000. The amount of the total authorized capital shall be One Thousand and no/100 Dollars (\$1,000) divided into 1,000 shares of the par value of \$1.00 each. The amount of the capital stock with which the corporation will begin business shall be One Thousand and no/100 Dollars (\$1,000).

Article Six

The names and places of residence of each of the incorporators are as follows:

Jeff Lipscomb 121. Cambridge Pointe Drive, Alabaster, AL 35007

Article Seven

The number of directors constituting the initial board of directors shall be one (1). The names and addresses of the first named Board of Directors who shall serve until their successors are selected in accordance with the By-Laws, which may be hereafter adopted are as follows:

Jeff Lipscomb 121 Cambridge Drive, Alabaster, AL 35007

Article Eight

Upon the termination, dissolution or winding up of this corporation in any manner or for any reason, its assets, if any, remaining after payment (or provisions for payment) of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations described in section 501 (c) (3) of the Code, and such organization or organizations shall not be "private foundations" within the meaning of the Internal Revenue Code and shall be "publicly supported" within the meaning of that Code.

IN WITNESS WHEREOF, the incorporator has signed these Articles of Incorporation on this the 17th day of July, 1997.


JEFF LIPSCOMB

STATE OF ALABAMA
SHELBY COUNTY

On this the 17th day of July, 1997, before me, the undersigned, a Notary Public in and for said County and State, personally appeared Jeff Lipscomb, who is known to me to be the person named in and who executed the foregoing instrument and severally acknowledged that he executed the same freely and for the intents and purposes therein mentioned.


NOTARY PUBLIC

My commission expires 11/14/98

State of Alabama

SHELBY **County**

CERTIFICATE OF INCORPORATION

OF

XN. MINISTRIES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of XN. MINISTRIES, 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 XN. MINISTRIES, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 25 day of JULY, 19 97.

Patricia George Schmitt

Judge of Probate
Inst # 1997-23443

07/25/1997-23443
02:52 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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