

AMENDMENT

NON-PROFIT CORPORATION

PURSUANT TO 10-3A-82, CODE OF ALABAMA 1975

STATE OF ALABAMA

ARTICLES OF AMENDMENT ARE FILED WITH THE JUDGE OF PROBATE IN THE COUNTY WHERE THE ORIGINAL ARTICLES OF INCORPORATION ARE FILED. SUBMIT AN ORIGINAL AND TWO COPIES ALONG WITH APPROPRIATE FEES TO THE JUDGE OF PROBATE. CONTACT THE LOCAL PROBATE OFFICE TO CONFIRM FEES!

- (1) The name of the corporation is: Brook Hills Baptist Church, Inc.
- (2) The following amendment was adopted: See attached amended Articles of Incorporation of Brook Hills Baptist Church.
- (3) date of the meeting of the members where amendment was adopted was 12-29-1996 that a quorum was present and the amendment received at least 2/3s of the votes entitled to be cast.
- (4) If no meeting, a statement that such amendment was adopted by a consent in writing signed by all members entitled to vote.
- (5) If there are no members or no members entitled to vote, a statement of such fact, the date of the meeting of the board of directors at which the amendment was adopted and a statement that such amendment received the vote of a majority of directors in office.

DATE: 10-1-1997

BY: [Signature]
(It's President/Vice President)

BY: [Signature]
(It's Secretary/Asst. Secretary)

STATE: Alabama

COUNTY: Shelby

Before me, the undersigned, authority in and for said County and State, personally appeared John W. Herring, who being by me first duly sworn, doth depose and say that he/she is the Secretary of Brooks Hills Baptist Church, Inc., an Alabama corporation, and that the foregoing statements contained in this report are true, full and correct.

[Signature]
(Signature of Officer, above)

Subscribed and sworn to before me on this, the 1 day of October, 1997, in witness whereof I hereunto subscribe my name and affix the seal of my office.

PREPARED BY:

[Signature]
(Signature of Notary)
NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: June 24, 2000
BONDED (Condition of Commission) UNDERWRITERS.

np:8/97

10/02/1997-31966
11:54 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MCD 25.00

9961C-2661 # 1501

AMENDED ARTICLES OF INCORPORATION OF BROOK HILLS BAPTIST CHURCH

For the purpose of making these amendments, the body of the church met on December 29, 1996 at which time there was a quorum present for conducting business. These amendments received a one hundred percent favorable vote of the votes entitled to be cast by members present at the meeting.

ARTICLE I

NAME AND LOCATION

This corporation was officially incorporated on May 31, 1990 and was recorded in Book 041 page 788 in the Office of the Judge of Probate of Shelby County, Alabama. The name of the corporation Brook Hills Baptist Church is herein changed to "The Church at Brook Hills". The church address is 3145 Brook Highland Parkway, Birmingham, Alabama, 35242. The mailing address is P.O. Box 380543, Birmingham, Alabama, 35238-0543.

ARTICLE II

AUTHORITY AND PURPOSE

The following is to be added at the end of Article II:

Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on by any organization exempt from Federal income taxation under Section 501 (c)(3) of the Code, and the regulations promulgated thereunder, as amended (the "Tax Regulations").

Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or the net earnings of the corporation shall at any time inure to the benefit of any member, director, officer, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse expenditures incurred in the performance of their duties by the executive director, members, directors and officers and to make payments and distributions in furtherance of the objects and purposes set forth in the Articles of Incorporation. No part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

ARTICLE V

ESTABLISHMENT OF DIRECTORS

The term "trustees" as used in the original articles of incorporation shall be changed herein to "DIRECTORS".

The number and duties of the Board of Directors shall be set out in the Bylaws as from time to time amended.

After the filing of these amended Articles, the number of directors may be set out or changed from time to time in the manner set forth in the bylaws of the corporation.

There shall be no personal or individual liability of any employee, member, director or officer for any debts, liabilities or obligations of the corporation of any kind whatsoever for acts done as an agent of the corporation unless such liability is due to gross negligence or willful misconduct.

ARTICLE VI

MEMBERSHIP OF THE BOARD OF DIRECTORS

Article VI is changed to read as follows: The Board of Directors shall be composed of the Lay Pastors and the Vocational Pastors who are chosen by the church body in accordance with the church bylaws as from time to time amended.

ARTICLE VII

CURHCH CONFERENCE (BUSINESS MEETING)

The name of the church business meeting shall be changed to "MINISTRY MEETING".

ARTICLE IX

AMENDMENTS TO THE ARTICLES OF INCORPORATION

Article IX is changed to read as follows: These amended Articles of Incorporation may be amended from time to time by the vote of a two thirds (2/3) vote of those present and voting when the church is sitting in a duly called Ministry Meeting; provided, however, that no such amendment shall be made which would in any way result in the operation of the corporation for the private advantage or pecuniary profit of any director or member thereof or permit the operation of the corporation for any purpose other than charitable, religious, literary and educational purposes.

ARTICLE X

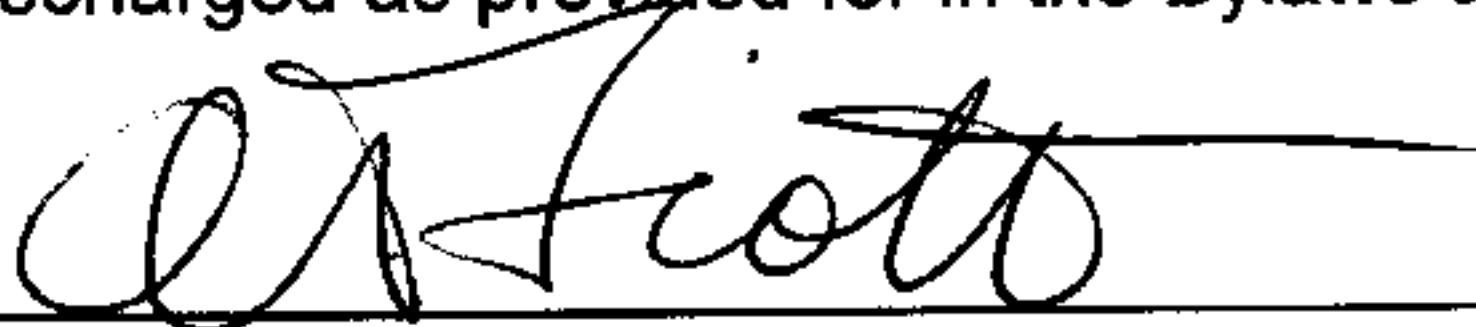
ELECTIONS

Paragraph #3 in Article X is hereby amended to read as follows:
Members of the Board of Directors are to serve until such time as they resign or are removed pursuant to the Bylaws of the corporation as they may be amended from time to time.

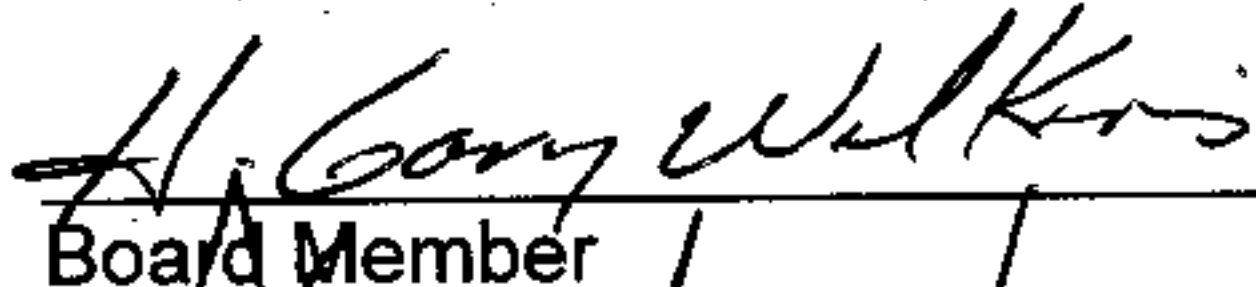
ARTICLE XII

DISCHARGE OR DIRECTORS, OFFICERS AND COMMITTEE PERSONS

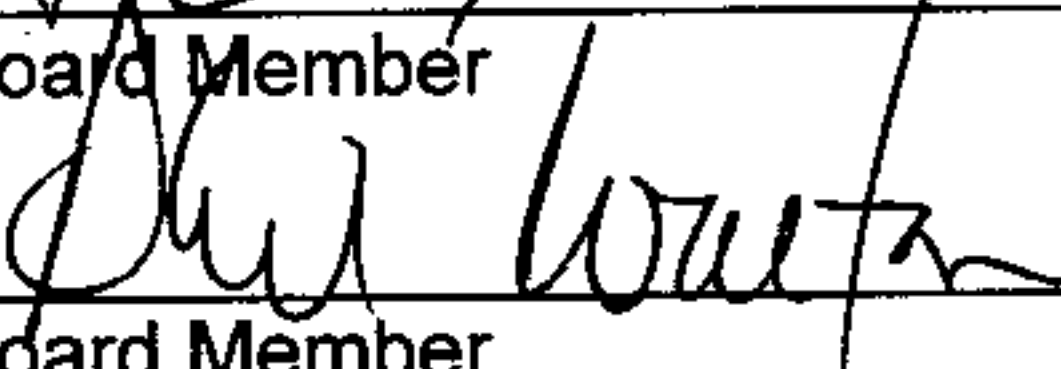
Article XII is changed to read as follows: Any director, officer or employee may be discharged as provided for in the Bylaws as may be amended from time to time.



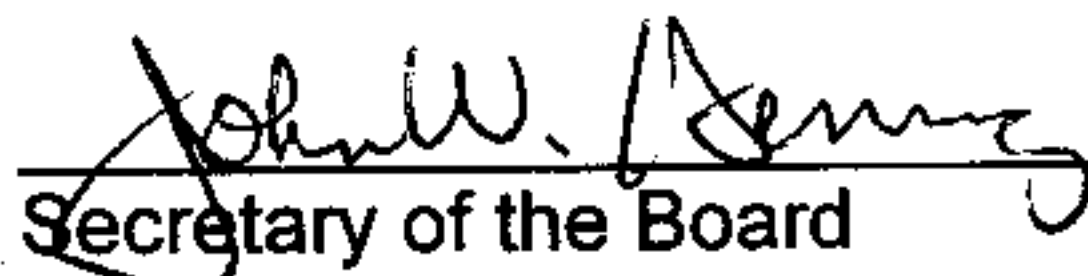
Board Member and President of the Board



Board Member



Board Member



Secretary of the Board

Inst # 1997-31966

10/02/1997-31966
11:54 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 HCD 25.00

Inst # 1997-31966