

**ARTICLES OF MERGER & RESTATEMENT OF
KINGWOOD ASSEMBLY OF GOD**

A NON-PROFIT CORPORATION

Pursuant to the provisions of Sections 10-3A-100, *et sequel* and 10-3A-84 of 1975 Code of Alabama, the undersigned non-profit corporation, pursuant to a duly adopted resolution unanimously approved by its members, hereby adopts the following Merged and Restated Articles of Incorporation.

PLAN OF MERGER AND RESTATEMENT

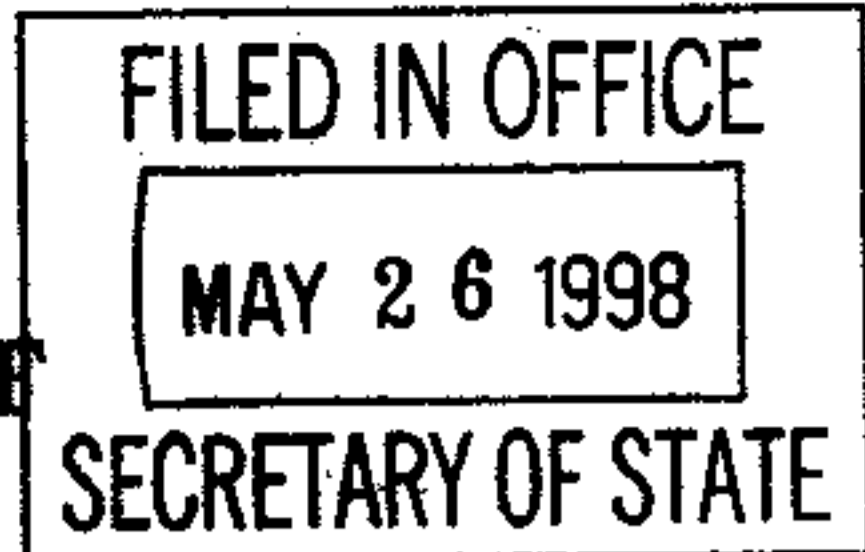
ARTICLE I

1. First Assembly of God, Alabaster, Alabama, Inc. was incorporated as a non-profit corporation in Shelby County, Alabama on May 17, 1967, as shown in the Probate Office of Shelby County, Alabama, Corporation Book 7, page 529. Kingwood Assembly of God was incorporated as a non-profit corporation in Shelby County, Alabama on January 20, 1998, Instrument number 1998-01932. Kingwood Assembly of God was the successor corporation to First Assembly of God, Alabaster, Alabama, Inc. Various assets of the two corporations were held singularly or jointly. Both corporations remained extant. This duly adopted plan of merger combines both corporations with all assets and liabilities to be retained and held in the name of the surviving corporation. The surviving corporation shall be Kingwood Assembly of God. The Articles of Incorporation shall be restated as duly adopted and as contained in these Merged and Restated Articles of Incorporation.

2. There are members of First Assembly of God, Alabaster, Alabama, Inc. and of Kingwood Assembly of God. The members are one and the same.

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corporations, to be known as "trustees", are one and the same. At a duly called meeting and pursuant to proper notice, a quorum of the members of First Assembly of God, Alabaster, Alabama, Inc. and Kingwood Assembly of God did on the 12th day of April, 1998 unanimously adopt the plan of merger and restatement.

3. The following Merged and Restated Articles of Incorporation directly set forth, without change, the corresponding operative provisions of the Articles of Incorporation of Kingwood Assembly of God. The restated Articles of Incorporation, with the merger, supercede the original Articles of Incorporation of First Assembly of God, Alabaster, Alabama, Inc. and Kingwood Assembly of God and are the true and correct Articles of Incorporation for the surviving corporation, Kingwood Assembly of God.

RESTATED ARTICLES OF INCORPORATION

ARTICLE II

The name of the corporation is : KINGWOOD ASSEMBLY OF GOD.

ARTICLE III

The term of the corporation is unlimited and perpetual. In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to any organization or organization time qualify as an exempt organization or organizations under and within the meaning of §501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine. Among other methods and reasons for dissolution, the Board of Directors may, by two-thirds vote, cease corporate activities and dissolve the corporation in accordance herewith, and in accordance with

such cooperative fellowship agreements the corporation may have with the Alabama District Council, the General council of the Assemblies of God, or other denominational entities.

ARTICLE IV

1. The purpose or purposes of this corporation are as follows:
 - (a) To operate as a church by and through all of its various ministries to propagate the Gospel of the Lord Jesus Christ as contained in both the Old and New Testaments of the Holy Bible;
 - (b) To aid in the fulfillment of the "Great Commission" of the Lord Jesus Christ to "go ye...and disciple and all nations.";
 - (c) By the grace of God, to bring salvation to as many persons as possible by holding forth the word of Life at every opportunity and in every field, both at home and abroad;
 - (d) To provide for the worship of God, in all that entails, including preaching, music, praise, prayer, and the upholding of the name of the Lord Jesus Christ;
 - (e) To minister to the body of Christ for the meeting of needs, spiritual and temporal, and to educate all those who hear in the principles of Christian living as taught and explained in the Holy Bible;
 - (f) To operate the church by and through its various ministries of worship, study, missions, education, including but not limited to, kindergarten, elementary, secondary, and college education, discipline, solemn occasions and rites, helps to the poor, needy, and elderly, service to the public and community, participation in the arts, and all other ministries to effectuate its purposes as the Church of the

.Lord Jesus Christ;

- (g) To adhere to, follow, propagate, and be governed by the Statement of Fundamental Truths and doctrines of the Assemblies of God, as may amended, from time to time;**
- (h) To enter into any kind of activity, and to make, perform and carry out contracts of every kind in connection with and necessary or incidental to, the accomplishment of the non-profit purposes of the corporation;**
- (i) To operate exclusively for religious purposes as a church being solely under the authority of God Almighty and the Lord Jesus Christ, and also, though formal approval is not required by law though such approval may have been given, for religious, charitable, and educational purposes within the meaning of §501(c)(3) of the Internal revenue code (or the corresponding provision of any future United States Internal Revenue law).**

2. To receive and administer funds for the aforesaid purpose or purposes and for no other purpose, and to that end, to take and hold by contract, agreement, devise, bequest, gift, purchase, lease, either absolutely or in trust, for such objects and without limitations as to the amount or value, except such limitations, if any, as may imposed by law; to sell, convey and dispose of any such property, and to deal with such property for any of the aforementioned purposes, without limitation, except such limitation, if any, as may be contained in the instrument under which such property received, and to exercise any, all and every power for which a non-profit corporation organized under the provisions of the Alabama Non-Profit Corporation Act, all for the public welfare which can be authorized to exercise, but not any other power.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private person, 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 this Article IV. 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 against any candidate for public office.

4. Notwithstanding any of the provisions of these Articles of Incorporation, this 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 the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE V

The location of the initial registered office of the corporation is in the City of Alabaster, in the County of Shelby, State of Alabama. The address of the registered office in Alabama is: 1351 Royalty Drive, Alabaster, Alabama 35007. The name of its registered agent at said address is: Clark N. White.

ARTICLE VI

The corporation is organized on a non-stock basis. Said corporation is to be financed by contributions to it of funds and property absolutely or in trust.

ARTICLE VII

The corporation shall have members. Members shall be those persons who have qualified and been admitted into the membership of the church according to the requirements and provisions as prescribed by the church.

ARTICLE VIII

The incorporators shall be the initial Board of Directors. Directors for the Church as a corporation shall be known as "Trustees". The Trustees shall serve three (3) year terms concurrent with their terms as Deacon. Trustees shall be elected from the Board of Deacons. Provided, however, the Senior Pastor and the Administrator of the Church may serve as Trustees if elected by the Board of Deacons. Election of Trustees shall be at a regularly called meeting of the Board of Deacons of the Church. A quorum for election of Trustees shall be four members of the Board of Deacons or as may be otherwise prescribed by the Church. The number of Trustees shall not be less than three (3), with a maximum number as may be determined from time to time by the Bylaws of the corporation, and any amendment thereto, and in the absence of the Bylaws fixing the maximum number of Trustees, there shall be no limitation as to the number of Trustees that may be elected and serve. The number and designation of any committee or committees shall be provided for by the Board of Deacons.

ARTICLE IX

The names and addresses of the incorporators, who shall also serve as its initial Board of Trustees, are as follows:

NAME

George Porter

Darrel Holcombe

ADDRESS

926 Leach Cemetary Road
Calera, Al 35040

1344 Pow Wow Circle
Alabaster, Al 35007

Barry Gilliam

116 Willow Ridge Drive
Pelham, Al 35124

Clark N. White

107 Sugar Drive
Pelham, Al 35124

Ronald G. Cox

1713 Arrow Drive
Alabaster, Al 35007

ARTICLE X

The names of the officers of the corporation chosen for the first year and until their respective successors are elected and qualified are as follows:

NAME

OFFICE

Ronald G. Cox

President

George Porter

Vice President

Clark N. White

Secretary/Treasurer

ARTICLE XI

The Trustees shall adopt Bylaws for the corporation. The Bylaws shall prescribe the duties of Trustees and Officers, fix the date of regular and special meetings and otherwise provide for the orderly operation, regulation, and government of the corporation, its agents, servants and officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Alabama or the United States of America, except where in conflict with the Holy Scriptures, The Statement of Fundamental Truths, the doctrine of the Church, or these Articles of Incorporation.

ARTICLE XII

1. The Church government is provided for by guidelines prescribed by the Church. The governing body of the Church is the Board of Deacons. The Board of Trustees provided by these Articles of Incorporation shall perform all corporate powers necessary and as required by the law

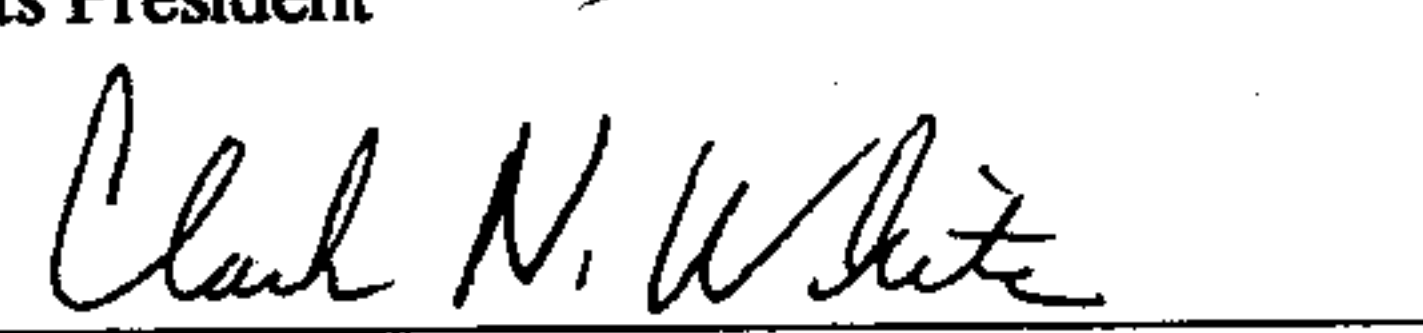
of the State of Alabama. Unless otherwise required by the law of the State of Alabama (provided it is not in conflict with the Holy Scriptures or doctrine), any conflict between these Articles of Incorporation and the Church guidelines shall be resolved in favor of the Church guidelines.

2. The Kingwood Assembly of God church, as a body of believers, recognizes only the sovereignty of God Almighty and the Lordship of Jesus Christ in all things. The Church shall be governed according to the tenets of the faith contained in the Holy Scriptures, being the Old and New Testaments of the Holy Bible, and according to the doctrines of the Church contained in the Statement of Fundamental Truths. The Church recognizes God's ordination of the civil authority and the legitimate laws in support thereof. The Church shall uphold the laws of the civil authority provided such laws are not in conflict with the Holy Scriptures, or the doctrine of the Church as determined by the Church.

IN WITNESS WHEREOF, the undersigned of hereto subscribe their signatures to these Merged and Restated Articles of Incorporation, on this the 21ST day of MAY, 1998.

KINGWOOD ASSEMBLY OF GOD


By Ronald G. Cox
Its President


By Clark N. White
Its Secretary

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in said county and state do hereby certify that on this 21st day of May, 1998, personally appeared before me Ronald G. Cox and Clark N. White, who being by me first duly sworn, declared that they are the President and Secretary respectively, of Kingwood Assembly of God, a non-profit corporation, that they signed the foregoing document as President and Secretary of the corporation, and that the statements contained therein are true.

SWORN TO AND SUBSCRIBED before me on this the 21st day of May, 1998.

June H. Creek

Notary Public

My Commission Expires:

DRAFT NOTICE OF MEETING

To members of Kingwood Assembly of God

A congregational meeting of the members of Kingwood Assembly of God will be held on the _____ day of _____, 1998, for the purpose of merging and restating the Articles of Incorporation of the church. The meeting will be held at _____ o'clock ____ m following the early morning service.

The church was originally incorporated as "First Assembly of God, Alabaster, Alabama, Inc." the name was later changed to "Kingwood Assembly of God". The church officers have determined that it is necessary to meet legal requirements and the church have one "legal name".

To accomplish this, the officers of the church being officers of the two church corporations adopted a plan to merge the two corporations together thereby being known as "Kingwood Assembly of God". The other name will cease to exist and all church property will be owned and controlled by Kingwood Assembly of God. Otherwise, there are no changes to the corporation.

DRAFT RESOLUTION FOR APPROVAL OF MERGER AND RESTATEMENT.

RESOLUTION BY TRUSTEES OF KINGWOOD ASSEMBLY OF GOD

On motion made and seconded, the Board of Trustees of Kingwood Assembly of God, unanimously approved as follows:

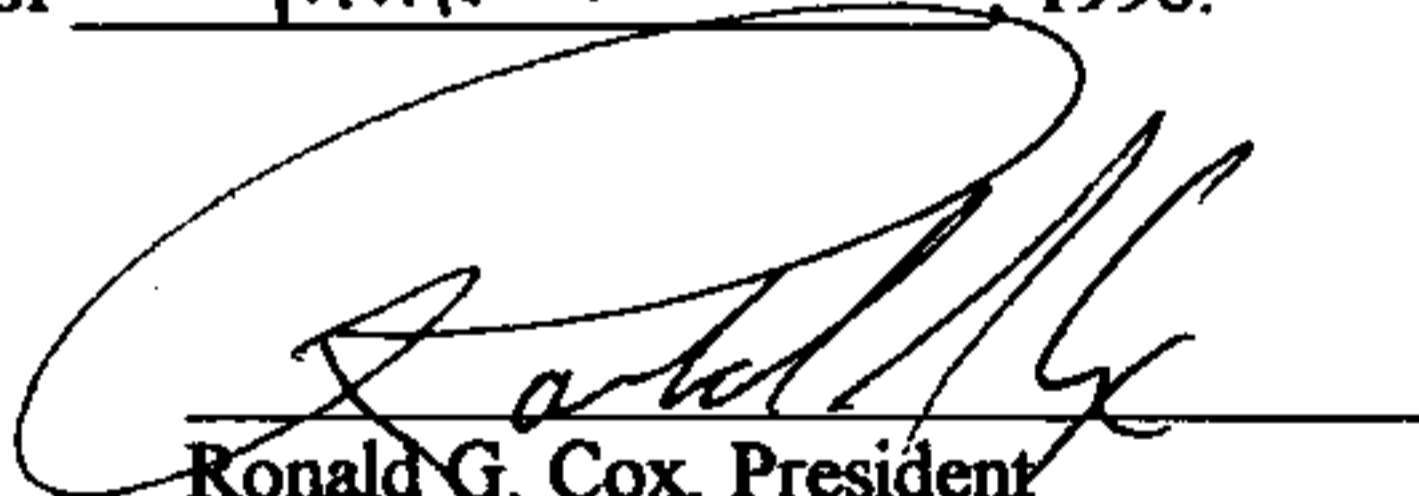
Resolved, that Kingwood Assembly of God and its predecessor corporation First Assembly of God, Alabaster, Alabama, Inc. be merged into one corporation and restated using all existing Articles of Incorporation of Kingwood Assembly of God and have the name Kingwood Assembly of God.

BE IT FURTHER RESOLVED, that the plan of merger and restatement include combining all assets owned by either or both corporations under the name and ownership of Kingwood Assembly of God and that no amendments be made to the existing Article of Incorporation of Kingwood Assembly of God, but that said Articles of Incorporation be restated.

BE IT FURTHER RESOLVED, that the plan of merger and restatement be submitted to the membership of the corporations to all members who entitled to vote to be allowed to vote thereon and that appropriate call and notice of said meeting be made.

The foregoing resolution was unanimously adopted by the Board of Trustees of Kingwood Assembly of God, being also the Board of Trustees of First Assembly of God, Alabaster, Alabama, Inc., on the 19th day of MARCH, 1998.

Certified on this the 19th day of MARCH, 1998.



Ronald G. Cox, President



Clark N. White, Secretary

Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on 5-26-98

DATE 5-26-98
[Signature]
Secretary of State

6/5/98
I certify this to be a true and
correct copy [Signature]
Probate Judge
Shelby County

1st # 1998-20900

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