

ARTICLES OF INCORPORATION

of

CORNERSTONE CHRISTIAN SCHOOL INCORPORATED

a Nonprofit Corporation

ARTICLE I - NAME

The name of the Corporation is Cornerstone Christian School Incorporated.

ARTICLE II - PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III - PURPOSES AND POWERS

Section 1 - Purposes. The purpose for which this Corporation is organized is to establish, maintain, promote, and operate a Christian School which is charitable, religious/educational, and which may make distributions to organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or any amendment thereof).

Section 2 - Mission. The specific mission of this Corporation shall be:

To provide a quality education in a Christ-centered environment based on the highest moral standards with Biblical principles to equip the students for living in today's society in a way that glorifies God.

Section 3 - Powers. This Corporation is organized pursuant to the laws of Alabama and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 III hereof.

Section 4 - Carrying Out of Purposes and Exercise of Powers in Any Jurisdiction. The Corporation

may carry out its purposes and exercise its powers in any state, territory, district, or possession of the United States, or any foreign country.

Section 5 - Direction of Purposes and Exercise of Powers of Directors. The Board of Directors (School Board), subject to any specific written limitations or restrictions imposed by Alabama state law or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation.

Section 6 - Limitation on Activities. 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 publishing or distribution of statements) of any political campaign on behalf of any candidate for public office.

Section 7 - Activities Limited by Tax Code. Notwithstanding any other provision of these Articles, 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 Section 501 (c)(3) of the Internal Revenue Code of 1954 (or any amendment thereof) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or any amendments thereof).

Section 8 - No Loans. No loan shall be made by the Corporation to an officer or director.

Section 9 - Dissolution. Upon the dissolution of the Corporation, the Board of Directors (School Board) shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or

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SHELBY COUNTY JUDGE OF PROBATE
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organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or any amendment thereof) as the Board of Directors (School Board) shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV - NO MEMBERS

Section 1 - Members. The Corporation shall have no members.

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

Section 1 - Registered Office. The address of the initial registered office of the Corporation is:

Cornerstone Christian School Incorporated
24975 Highway 25
Columbiana, AL 35051

Section 2 - Registered Agent. The name of the initial registered agent of the Corporation at that address is:

Dr. Johnie L. Grace

ARTICLE VI - DIRECTORS

Section 1 - Number of Directors. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws; but no decrease shall have the effect of reducing such number below seven or of shortening the term of any incumbent Director.

Section 2 - Self-Perpetuating Board. After

designation of the initial Board of Directors herein, the Board shall be self-perpetuating with Directors elected by the Board.

Section 3 - Initial Board of Directors. The initial Board of Directors shall consist of those persons whose names and addresses are listed below:

Mr. Mark Armstrong
61 Stinson Avenue
Wilsonville, AL 35186

Mr. Dale Brower
2904 Blue Springs Road
Wilsonville, AL 35186

Mrs. Nancy Carlisle
4800 Highway 42
Calera, AL 35040

Mr. David Hill
124 Bolton Lane
Columbiana, AL 35051

Mrs. Wendy Jowers
894 Highway 5
Wilsonville, AL 35186

Mr. Roy McKinney
25070 Highway 25
Columbiana, AL 35051

Mrs. Lynn Yawn
171 Highway 5
Columbiana, AL 35051

Bro. Allen Dennis (Ex Officio)
85 Highway 49
Columbiana, AL 35051

Dr. Johnie L. Grace (Ex Officio)
1729 Patton Chapel Road
Birmingham, AL 35226

Mark Armstrong Date

Nancy Carlisle 5-21-98 Date

Wendy Jowers 5/21/98 Date

Lynn Fawn 5/21/98 Date

Johnie Grace 5/21/98 Date

Dale Brower 5/21/98 Date

David J. Hill 5/21/98 Date

Roy McKinney 5/21/98 Date

Allen Dennis 5/21/98 Date

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

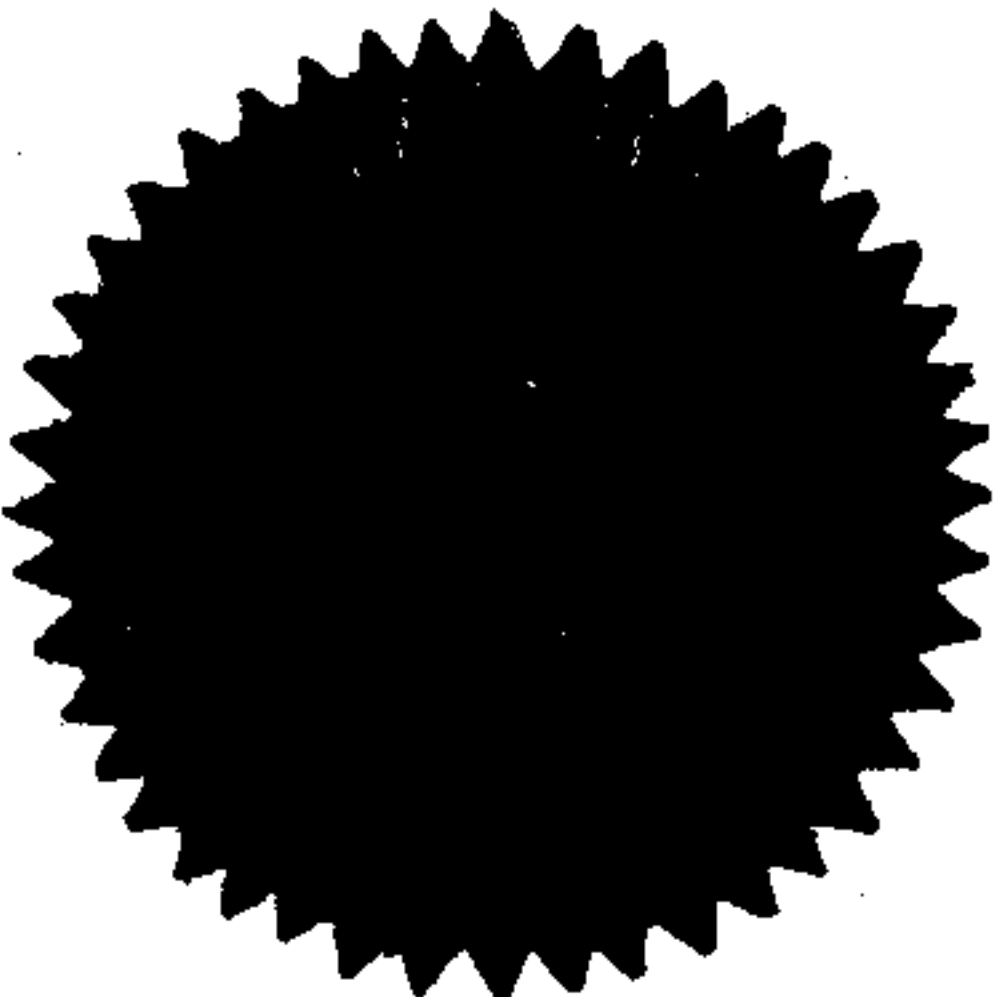
OF

CORNERSTONE CHRISTIAN SCHOOL INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of NON-PROFIT of CORNERSTONE CHRISTIAN SCHOOL 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 CORNERSTONE CHRISTIAN SCHOOL INC., and attaches hereto a duplicate original of the Articles of NON-PROFIT.

GIVEN Under My Hand and Official Seal on this the 9TH day of JULY, 19 98.



Arthur George Schmick
Judge of Probate