

STATE OF ALABAMA)
SHELBY COUNTY)

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KING'S RANCH, INC.

WHEREAS, KING'S RANCH, INC., is a corporation formed under the Alabama Nonprofit Corporation Act (§10-3A-1 et.seq. of the Alabama Code (1975) by filing Articles of Incorporation in the Probate Office of Shelby County, Alabama on January 10, 1978 and recorded at Book 16, Page 661, as amended by those certain Articles of Amendment filed on March 28, 1994 and recorded in instrument #1994-09945 and those certain Articles of Amendment filed on September 16, 1996 and recorded in instrument #1996-30530;

NOW, THEREFORE, pursuant to the provisions of the Alabama Nonprofit Corporation Act, the undersigned Corporation, pursuant to a resolution duly adopted by majority vote of its Board of Directors at a meeting thereof on August 17, 1998, due notice of the same having been given and said Directors being the only persons entitled to vote on the matters set forth herein, hereby adopts the following amended and restated Articles of Incorporation of King's Ranch, Inc., a non-profit corporation formed for the purposes hereinafter stated, under the Alabama Non-Profit Corporation Act (§10-3A-1 et.seq. of the Alabama Code (1975)):

Inst # 1998-37531

09/25/1998-37531
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SHELBY COUNTY JUDGE OF PROBATE
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ARTICLE I

The name of the Corporation shall be and is THE KING'S RANCH AND HANNAH HOMES, INC.

ARTICLE II

The Corporation shall have perpetual succession and shall exist until it is dissolved pursuant to law.

ARTICLE III

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its successors, and regulations issued thereunder. More particularly the Corporation is a non-denominational Christian ministry and exists to serve God and provide a healing environment in which compassion, competence and Christ combine to meet the needs of individuals and families. To that end, the following provisions shall apply:

(a) The Corporation shall receive and administer funds for charitable, religious, educational and scientific purposes, purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its successors, and regulations issued thereunder, and in connection therewith, the Corporation shall take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount or value. It shall have the power to sell, convey and otherwise dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in

such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of the Corporation, or any laws applicable thereto. The Corporation shall have the power to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or officers.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its incorporators, directors, officers, benefactors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth herein. No incorporator, director, officer, benefactor, or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 any candidate for public office. Notwithstanding any of the provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successor, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or its successor.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or its successor.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or its successor.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or its successor.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, as amended, or its successor.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or its successor.

(h) No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the charitable or educational purposes or if it would require serving a private as opposed to public interest.

(i) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized or operating exclusively for charitable, religious, educational and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successors, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Probate Court of Shelby County, Alabama, or by the Probate 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

The Corporation shall have no members or classes of members.

ARTICLE V

(a) The Board of Directors shall be the governing body of the Corporation. The Board of Directors as of the date of these Amended and Restated Articles of Incorporation shall consist of eighteen (18) Directors. The names and addresses of the current Directors and their terms of office are set forth on Exhibit "A" which is attached hereto and incorporated herein by reference.

(b) Directors shall be elected by the board of directors of HKM, Inc., an Alabama non-profit corporation, at the annual meeting of the board of directors of HKM, Inc. After the expiration of the term of a director serving on the initial Board of Directors as set forth on Exhibit "A", each re-elected or new director shall hold office for a term of three (3) years and until his or her successor shall have been elected and qualified, subject to removal by the board of directors of HKM, Inc., with or without cause or as otherwise provided in the Bylaws for vacancies.

(c) In the event of a vacancy on the Board of Directors created by resignation, removal death or inability of any Director to serve, the vacancy shall be filled by the board of directors of HKM, Inc. as further set forth in the Bylaws. Any Director elected to fill such vacancy shall serve for the unexpired term of the former Director.

(d) The number of Directors may be increased or decreased from time to time by amendment to the By-Laws upon meeting the requirements set forth in the Bylaws, provided that in no case shall there be less than three (3) Directors. When the number of Directors is decreased by amendment to the Bylaws, each Director in office shall serve until his term expires, or until his resignation, removal, death or inability to serve as provided in the Bylaws.

ARTICLE VI

The principal place of business of the Corporation shall be 201 Dayspring Drive, Chelsea, Alabama 35043, or such other location as the Board of Directors shall from time to time designate.

ARTICLE VII

The initial registered office of the Corporation shall be 201 Dayspring Drive, Chelsea, Alabama 35043, and its initial registered agent at said address shall be Lee A. Kinnebrew.

ARTICLE VIII

These Articles may not be altered or amended without the affirmative vote of two-thirds (2/3) vote of all Directors of the Corporation.

ARTICLE IX

The Corporation shall adopt appropriate By-Laws by action of its active Board of Directors at any regular meeting for such purpose, which such By-Laws may be amended from time to time in the manner provided in the Bylaws.

ARTICLE X

(a) In addition to the powers conferred herein, the Corporation shall have such powers as are prescribed by the Alabama Non-Profit Corporation Act as contained and set forth in §10-3A-1 et. seq. of the Alabama Code (1975), as amended, and may perform any acts permitted thereby.

(b) Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, the undersigned has executed this instrument on behalf of the Corporation effective this the 14th day of September, 1998.

KING'S RANCH, INC.

By:

 (SEAL)

Lee A. Kinnebrew
Its President

Attest:


Its Secretary

The following statement is provided in accordance with Alabama law:

This instrument prepared by:

✓ Peter E. Barber, Esq.
Wallace, Jordan, Ratliff & Brandt, L.L.C.
800 Shades Creek Parkway, Suite 400
Birmingham, Alabama 35209

STATE OF ALABAMA)
Shelby COUNTY)

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that Lee A. Kinnebrew, whose name as President is signed to the foregoing Amended and Restated Articles of Incorporation of King's Ranch, Inc., and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he, as such officer and with full authority, executed the same voluntarily on the day the same bears date as and for the act of said corporation.

Given under my hand and official seal this 14th day of September, 1998

John R. Harrison

Notary Public

My Commission Expires: 10/21/2000

1.S.

Exhibit "A"
Directors Names, Addresses and Term of Office

<u>Name</u>	<u>Address</u>	<u>Term Ends</u>
Elena Aldridge	c/o The King's Ranch P.O. Box 162 Chelsea, Al. 35043	2000
Kelly Buck	2084 Brook Highland Ridge Birmingham, Al. 35242	2000
Tom Tarrt Brown, Jr.	2660 10th Ave. S. Suite 225 Birmingham, Al. 35205	1999
Jennifer Bullock	2828 Berkeley Drive Birmingham, Al. 35242	2000
David Byers, Jr.	c/o Capital Strategies Group 24 Metroplex Drive, Suite 111 Birmingham, Al. 35209	1999
Bob David	3011 Cherokee Road Birmingham, Al. 35223	1998
Peggy Devane	1097 Greymoor Road Birmingham, Al. 35242	2000
Judy Gilbert	5410 Saddle Creek Lane Birmingham, Al. 35242	2000
Dave Hardwick	4047 Saddle Run Circle Birmingham, Al. 35214	2000
Hewes Hull	c/o Berkowitz, Lefkovits 1600 SouthTrust Tower Birmingham, Al. 35203	1999
Geoff Ketcham	c/o Energen Corporation 2101 6th Avenue N. Birmingham, Al. 35203	2000

Lee A. Kinnebrew	c/o King's Ranch, Inc. P.O. Box 162 Chelsea, Alabama 35043	2000
Charles Miller, Jr.	c/o Birmingham Realty 2118 1st Avenue North Birmingham, Al. 35203	1998
Rian Montgomery	801 Princeton Ave., SW POB #1 Suite 624 Birmingham, Al. 35211	2000
Brent Peinhardt	2100-A SouthBridge Pkwy. Suite 480 Birmingham, Al. 35209	2000
Richard R. Randolph, III	c/o Lawrence, Arendall, Humphries 2850 Cahaba Road, Suite 200 Birmingham, Al. 35223	1998
Mabry Smith, III	c/o J.F. Day Company P.O. Box 10368 Birmingham, Al. 35202	2000
Cullom Walker, Jr.	c/o Empire Pipe P.O. Box 101149 Birmingham, Al. 35210	1999
Dewey White, Jr.	1764 Highway 35 Pelham, Al. 35214	1998
Hunter Williams	c/o Brigham, Williams 200 Union Hill Drive Birmingham, Al. 35209	1999

VERIFICATION

STATE OF ALABAMA)
SHELBY COUNTY)

Appeared before me, the undersigned Notary Public in and for said County in said State, Elena Aldridge, Secretary of King's Ranch, Inc., who, having been first duly sworn, did depose and state as follows:

1. Her name is Elena Aldridge.
2. She is the Secretary of King's Ranch, Inc.
3. She has read the foregoing Amended and Restated Articles of Incorporation in their entirety and is familiar with the contents thereof.
4. The foregoing Amended and Restated Articles of Incorporation are true and correct to the best of her information, knowledge, and belief.
5. Further Affiant said not.

Elena Aldridge
Affiant

SWORN TO AND SUBSCRIBED BEFORE ME, this 15th day of September, 1998.

John R. Harrison
Notary Public
My Commission Expires: 10/21/2000

[NOTARY SEAL]

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

KING'S RANCH, INC

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

GIVEN Under My Hand and Official Seal on this the 25TH day of SEPTEMBER, 1998.


Patricia Greer Schmiedel

Judge of Probate

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