
CERTIFICATE

In connection with a loan by **BancorpSouth Bank** to **Indian Springs First Baptist Church**, an Alabama non-profit corporation (hereinafter sometimes referred to for convenience as the "Church") in the amount of **One Hundred Thousand & no/100 Dollars (\$100,000.00)** (the "Loan") secured by, among other things, a mortgage on the Church's property, each of the undersigned hereby certifies to BancorpSouth Bank and all other persons and entities relying hereon as follows:

1. That D. Clarke Skelton is currently the pastor of the Church, and that he was duly and properly elected or called to such office in accordance with all applicable laws, rules, and regulations of or applicable to the Church, including, without limitation, the Articles of Incorporation of the Church and all other internal rules of the Church and the laws of the State of Alabama (collectively referred to for convenience as the "Governing Laws and Documents"). Currently there is no secretary of the Church.

2. That Gene Turner, Butch Billingsley, and Brian Wilson (collectively referred to for convenience as the "Trustees" and individually as a "Trustee") are the duly elected and acting trustees of the Church and that they are the only trustees of the Church.

3. That the Loan and the execution, delivery, and performance of all documents to be executed in connection therewith (collectively the "Loan Documents"), including, without limitation, the Promissory Note and the Mortgage have been duly authorized by the Trustees and the members of the Church in accordance with all applicable Governing Laws and Documents at a meeting or meetings held on October 8, 2000 (members) and April 12, 2001 (trustees), and will not conflict with or result in a breach or violation of any of the Governing Laws and Documents or any agreement, document, or instrument to which the Church is a party or by which it is bound. Notice of the meetings of the Trustees and the membership were properly given as provided in the Governing Laws and Documents.

4. That true, correct and complete copies of resolutions or minutes of meetings of the Trustees and the membership (collectively the "Authorizing Resolutions") authorizing the Loan and the execution and delivery of the Loan Documents are attached hereto as Exhibits A and B, respectively; that the Authorizing Resolutions were duly and properly submitted to and approved by the Trustees and the members of the Church as required by the Governing Laws and Documents; and that the Authorizing Resolutions have not been amended, modified or repealed and remain in full force and effect.

Inst # 2001-17803

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SHELBY COUNTY JUDGE OF PROBATE
009 NB 35.00**

5. That no other approvals or consents of any nature whatsoever are required for the making of the Loan or the execution, delivery, and performance of the Loan Documents; and upon execution and delivery by any of the above identified Trustees or any other person authorized in Exhibits A or B, the Loan Documents and all agreements, documents and instruments to be executed in connection therewith will constitute the valid and binding obligation of the Church fully enforceable in accordance with their respective terms.

6. That true, correct and complete copies of the Articles of Incorporation of the Church are attached hereto as Exhibit C. The Articles have been amended only once to change the name of the Church from New Hope Baptist Church to Indian Springs First Baptist Church. A true, correct and complete copy of the Amendment is included as part of Exhibit C.

7. That currently there is no church secretary and there are no written by-laws or other internal rules relevant to the approval of the Loan or the mortgage granted to secure the Loan.

DATED this 12 day of April, 2001.


D. Clarke Skelton, Pastor


Gene Turner, Trustee and Deacon
Chairman


Butch Billingsley, Trustee


Brian Wilson, Trustee


Gary Hyden, Stewardship Chairman

EXHIBIT A

RESOLUTIONS ADOPTED BY THE BOARD OF TRUSTEES OF INDIAN SPRINGS FIRST BAPTIST CHURCH

I. AUTHORIZATION OF LOAN

RESOLVED, that Indian Springs First Baptist Church (the "Church") is hereby authorized to borrow \$100,000.00 (the "Loan") from BancorpSouth Bank. The Trustees specifically authorize the granting of a mortgage and security interest in and upon all of the Church's property, both real and personal, to secure the Loan.

II. LOAN DOCUMENTS

RESOLVED, that each of Gene Turner, Butch Billingsley, and Brian Wilson (each a "Trustee" and collectively the "Trustees") and each person authorized by the members of the Church is each authorized, directed, and empowered to negotiate, execute and deliver a Promissory Note, a Mortgage, and such other mortgages, security agreements, financing statements, instruments, certificates and documents that may be required or requested by BancorpSouth Bank in connection with the Loan, such documents to be in such form as the Trustee (or other person authorized by the members) signing the same shall approve, his or her execution constituting conclusive evidence that the same is authorized hereby.

III. FURTHER ACTIONS

RESOLVED, that each of the Trustees and each person authorized by the members of the Church is each hereby authorized and directed to execute, deliver, seal, and attest such other instruments, documents, certificates, and agreements and to take such other actions as may be necessary or desirable to carry out the transactions contemplated by these resolutions or to obtain the Loan.

IV. BINDING EFFECT

RESOLVED, that any and all agreements, instruments and other documents executed by any Trustee or any other person authorized by the members shall be fully binding upon the Church.

V. RATIFICATION

RESOLVED, that to the extent any Trustee or any other person authorized by the members of the Church has heretofore taken any action contemplated by these resolutions, including preparation or execution of any of the foregoing documents, the same is hereby ratified, confirmed, and approved.

TS Jim Van
414-1205

EXHIBIT B



02-11-01

~~Dr. David B. Freeman~~
~~Deacon~~

Bancorp South
3401 Colonnade Parkway
Birmingham, Al 35243
Attn: Gerald Watkins Vice President

3375 Cahaba Valley Road

Indian Springs Village, AL

Dear Gerald,

35124

205 988-3662

Per your request, this letter is to certify that on October 8, 2000 Indian Springs First Baptist Church voted in a church-wide special called business meeting to authorize the Chairman of Deacons and the Stewardship Chairman to obtain a line of credit from Bancorp South. These church officers were authorized to sign any paperwork needed for this purpose. This includes a second mortgage and a promissory note.

Gene Turner is our Deacon Chairman and Gary Hyden is our Stewardship Chairman. You may contact them through our church office at (205) 988-3662

Sincerely Yours,

Deacons
Indian Springs First Baptist Church

Gene O. Atkins, Jr.
Gary F. Caldwell
C. R. Epps
Dan Hine
Robert R. Ralston
Hubert J. J. J. J.
Hayden Montgomery

Brian Ralston
Butch Billingsley
Gene Freeman
D. J. Hine

Where things that really matter, matter.



EXHIBIT C*Incorporation Book 5
Page 155*ARTICLES OF INCORPORATION
OF THE
NEW HOPE BAPTIST CHURCH

FILED 14 MARCH 1959

WHEREAS, on the 5th day of November, 1958, the New Hope Baptist Church, of Shelby County, Alabama, an unincorporated religious society at a called business meeting of such Church did by unanimous vote, with a majority of the membership present adopt a resolution signifying the desire and intention of the Church to incorporate under the laws of the State of Alabama, and

WHEREAS, Claude W. Winslett, J.C. Acton, Quin Bishop, F.F. Brashier, J.W. Huett, Hubert K. Joiner and Howard M. Winslett are the duly elected Trustees to serve for one year or until their successors are duly elected and qualified and such Trustees were authorized, empowered and directed to have prepared and filed proper articles of incorporation under the laws of the State of Alabama now,

In pursuance to the said resolution we the undersigned, Claude W. Winslett, J.C. Acton, Quin Bishop, F.F. Brashier, J.W. Huett, Hubert K. Joiner and Howard M. Winslett Trustees of the New Hope Baptist Church, of Shelby County, Alabama, do hereby file this as our articles of incorporation in conformity to Section 125 of Title 10 of the Code of Alabama of 1940, and state as follows:

1. The name of the corporation is New Hope Baptist Church.
2. The object of the corporation is for the spread and propagation of the gospel, the advancement of education and works of benevolences and charity.
3. The corporation shall have power to receive, purchase, own and possess, buy, and sell any and all necessary property, real, personal and mixed, as shall be needful for its uses in the conduct of religious, educational and charitable work, and may accept gifts, donations, pledges and monies, and other properties to any extent and to any amount, so long as its properties are exclusively devoted to religious, educational, and charitable purposes.

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4. To sue and be sued and defended, and to have succession by its corporate name perpetually.

5. The names of the Trustees are Claude W. Winslett, J.C. Acton, Quin Bishop, F.F. Brashier, J.W. Huett, Hubert K. Joiner and Howard M. Winslett each of said Trustees being elected for a term of one year from November 5th, 1958 or until their successors are duly elected and qualified.

IN WITNESS WHEREOF, we as Trustees of the New Hope Baptist Church have hereunto set our hands this 4th day of March, 1959.

Claude W. Winslett
Claude W. Winslett

J.C. Acton
J.C. Acton

Quin Bishop
Quin Bishop

F.F. Brashier
F.F. Brashier

J.W. Huett
J.W. Huett

Hubert K. Joiner
Hubert K. Joiner

Howard M. Winslett
Howard M. Winslett

As Trustees.

STATE OF ALABAMA
SHELBY COUNTY

Whereas, Claude W. Winslett, J. C. Aetion, et al, Trustess of the New Hope Baptist Church, Inc. did on the 14th day of March, 1959. file in the office of the Judge of Probate, Shelby County, Alabama, their declaration of organization of the New Hope Baptist Church, Inc. setting forth the object and purpose of the said corporation, according to the law in such cases made and provided;

NOW THEREFORE, in pursuance of the authority in and by law vested, I, Conrad M. Fowler, Judge of Probate of Shelby County, do hereby certify that the New Hope Baptist Church, Inc. is duly and legally incorporated and is fully authorized to transact business under its charter.

Given under my hand and official seal at my office in Columbiana, Alabama, on this the 14th day of March, 1959.

Conrad M. Fowler
Judge of Probate
Shelby County, Ala.

1.80 P. 1
111

William
W. H. H. H.

STATE OF ALABAMA
SHELBY COUNTY
I, Conrad M. Fowler, Judge of Probate, do hereby certify that the within *14* pages of the New Hope Baptist Church, Inc. were filed for record on *14* day of *March*, 1959, and recorded on *14* day of *March*, 1959. The fee of *2* dollars has been paid.
Conrad M. Fowler
Judge of Probate

STATE OF ALABAMA)

COUNTY OF SHELBY)

775
AMENDMENT TO

ARTICLES OF INCORPORATION

OF

NEW HOPE BAPTIST CHURCH, INC.

Upon motion duly made and seconded at a properly called and opened business meeting of the New Hope Baptist Church, Inc., in Shelby County, Alabama, on the 17th day of September, 1978, at 11:55 a.m., a quorum being present, the members of the New Hope Baptist Church, Inc., voted to amend the Articles of Incorporation of their said church as recorded in Corporate Book No. 5, Page No. 155, changing the name of the said church to Indian Springs First Baptist Church.

Sworn to and subscribed before me this
8 day of November 1978.

John W. Lawrence
Notary Public

Bruce Bailey
Bruce Bailey, Trustee

Sworn to and subscribed before me this
8 day of November 1978.

John W. Lawrence
Notary Public

Larry Carter
Larry Carter, Trustee

Sworn to and subscribed before me this
8th day of November, 1978.

Clair H. Connell
Notary Public

Bill Holloway
Bill Holloway, Trustee

Sworn to and subscribed before me this
8 day of November 1978.

John W. Lawrence
Notary Public

T. C. Wooley
T. C. Wooley, Trustee

Sworn to and subscribed before me this
8 day of November 1978.

John W. Lawrence
Notary Public

Ken Elkins
Ken Elkins, Trustee

Sworn to and subscribed before me this
8 day of November 1978.

John W. Lawrence
Notary Public

Denzil Catlett
Denzil Catlett, Trustee

Sworn to and subscribed before me this
8 day of November 1978.

John W. Lawrence
Notary Public

Hubert Joiner
Hubert Joiner, Trustee

Three x Armstrong

Book 18 page 88

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Sworn to and subscribed before me this
8 day of November 1978.

John W. Connors
 Notary Public

Sworn to and subscribed before me this
8 day of November 1978.

John W. Connors
 Notary Public

Sworn to and subscribed before me this
8 day of November 1978.

John W. Connors
 Notary Public

Sworn to and subscribed before me this
8th day of November, 1978.

John W. Connors
 Notary Public

Sworn to and subscribed before me this
8 day of November 1978.

John W. Connors
 Notary Public

Preston Jackson
 Preston Jackson, Trustee

Harold Johnson
 Harold Johnson, Trustee

Carl Turner
 Carl Turner, Trustee

John Connell
 John Connell, Trustee

Ken Clement
 Ken Clement, Trustee

JUDGE OF ALA. SHELBY CO.

11/04/1978 3:36

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 Del 100
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Inst # 2001-17803

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 SHELBY COUNTY JUDGE OF PROBATE
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