

STATE OF ALABAMA
COUNTY OF SHELBY

AGREEMENT

WITNESS THIS AGREEMENT ("Agreement") made and entered into this 30th day of July, 2001, by and between **CLEAR SPRINGS BAPTIST CHURCH**, a corporation, having its principal place of business in Shelby County, Alabama and duly incorporated under the laws of the State of Alabama as evidenced by Incorporation Book No. 16, pages 243-249, Office of the Judge of Probate of Shelby County, Alabama ("Clear Springs Baptist Church"), and **EBSCO DEVELOPMENT COMPANY, INC.**, an Alabama corporation ("EBSCO"):

WHEREAS, EBSCO holds record title to all of the real property described on Exhibits "A" and "B" attached hereto and made part and parcel hereof as fully as if set out herein, and

WHEREAS, Clear Springs Baptist Church existed on Dunavant Road as an unincorporated religious association from 1918 until September 11, 1977 when Clear Springs Baptist Church was incorporated as shown in Articles of Incorporation attached hereto as Exhibit "C" and made part and parcel hereof as fully as if set out herein, which said Articles of Incorporation are recorded in Corporate Book 16, page 243 in the Probate Records of Shelby County, Alabama, and

WHEREAS, Clear Springs Baptist Church, thus incorporated by the aforesaid documents, has remained in the continuous and exclusive possession of said church building and the property upon which it is located without interruption or exception for each and every year since 1977, and no other person, firm, or corporation other than Clear Springs Baptist Church and EBSCO or its predecessors in title have been in possession of said land or any part thereof or asserted or claimed any right, title, or interest therein since 1977, and

WHEREAS, EBSCO wishes to release, quitclaim, and convey unto Clear Springs Baptist Church, a corporation, all of EBSCO's right, title, and interest in and to the church structure and the real estate upon which the same is situated, all as described on Exhibit "A" attached hereto as aforesaid, and

WHEREAS, Clear Springs Baptist Church agrees to release, quitclaim, and convey unto EBSCO all of the remaining real estate located adjacent to the Clear Springs Baptist Church property, as described on Exhibit "B" attached hereto as aforesaid, all subject to the terms, conditions, and limitations contained herein:

NOW, THEREFORE, in consideration of the above premises and in further consideration of the sum of One Dollar (\$1.00) in hand paid by each of the undersigned to each of the other undersigned, the receipt and sufficiency of which is hereby acknowledged, and in further consideration of the mutual covenants and agreements contained herein, the parties hereto do hereby agree, covenant, and contract as follows:

10/18/2001-45085
10:04 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
011 HEL 41.00

Inst # 2001-45085

1. EBSCO shall quitclaim, release, and convey to Clear Springs Baptist Church the church building and real property described on Exhibit "A" attached hereto, which said conveyance shall be made simultaneously with the execution and delivery of the conveyance by Clear Springs Baptist Church to EBSCO of the property hereinafter described.

2. Clear Springs Baptist Church shall release, quitclaim, and convey unto EBSCO all of the remaining real estate located in the vicinity of the Clear Springs Baptist Church structure as is described on Exhibit "B" attached hereto as aforesaid, said conveyance to be made simultaneously with the execution of the conveyance in the paragraph next above from EBSCO to Clear Springs Baptist Church.

The premises being released, quitclaimed, and conveyed by EBSCO to Clear Springs Baptist Church as shown on Exhibit "A" attached hereto will be conveyed subject to the restriction that such premises and the structures located thereon will be used forever for religious and church purposes and not otherwise. Clear Springs Baptist Church covenants and agrees that said premises shall only be used for church and religious purposes forever and that the same will not be used for any business, commercial, office use, or other use other than church and religious, and that it will not convey or dispose of any portion of said premises except by deeds containing restrictive covenants substantially equivalent to the covenants herein contained. The restrictions and covenants herein made and the restrictions and covenants made in the aforesaid deed are hereby declared to be and are covenants and attached to and running with the land.

3. EBSCO agrees that it will, at EBSCO's expense, make the following improvements to the church building located on Exhibit "A", such improvements shall be commenced as soon as possible and shall be completed in no more than one hundred twenty (120) days from the date hereof, except for delays beyond the reasonable control of EBSCO; the improvements to be made on said church building by EBSCO are as follows:

- (a) Install a new, dark green metal roof on the church and porch section of the church.
- (b) Install white vinyl siding on the exterior of the church.
- (c) Scrape and paint windows and front door white.
- (d) Complete construction of the front porch and paint it white.
- (e) Install dark green shutters on the church windows.
- (f) Install a stone base on the existing concrete seam wall around the church.

4. That the undersigned Trustees of Clear Springs Baptist Church, a corporation, do hereby represent and warrant that they are the existing Trustees of Clear Springs Baptist Church, a

corporation, and as such, and in such capacity, have full and complete power and authority to execute this document and to execute the quitclaim or conveyance hereinabove referred to in favor of EBSCO and that same has been fully and completely authorized by the Clear Springs Baptist Church, a corporation, and the members thereof.

IN WITNESS WHEREOF, the undersigned have caused this Agreement to be executed on the day and year first written above.

ATTEST:

Sandra Bullock
Secretary Asst. Secretary

EBSCO DEVELOPMENT COMPANY, INC.,
an Alabama corporation

By: [Signature]

Its: [Signature]

ATTEST:

CLEAR SPRINGS BAPTIST CHURCH,
a corporation

Jamie E. Culver

By: [Signature]

Trustee

Jamie E. Culver

By: [Signature]

Trustee

Jamie E. Culver

By: [Signature]

Trustee

Jamie E. Culver

By: [Signature]

Trustee

Jamie E. Culver

By: [Signature]

Trustee

[ACKNOWLEDGMENTS ON FOLLOWING PAGE]

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Ruby E. Stephens, whose name as Vice President of **EBSCO Development Company, Inc.**, a corporation, is signed to the foregoing instrument and who is known to me, acknowledged before me, on this day, that, being informed of the contents of such instrument, _____, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 30th day of July, 2001.

Lynnda Duke
Notary Public

My Commission Expires August 27, 2004

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Ruby Hodgens, RALPH A. JAMES, JEAN PERRYMAN, TERRY Hodgens, DOROTHY Hodgens, whose names as Trustees of **Clear Springs Baptist Church**, a corporation, are signed to the foregoing instrument and who are known to me, acknowledged before me, on this day, that, being informed of the contents of such instrument, they, and each of them, as such officer(s) and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 30th day of July, 2001.

Janice E. Culver
Notary Public

EXHIBIT "A"

Alabama Engineering Company, Inc.

P.O. Box 381662

Birmingham, Alabama 35238

PHONE (205) 408-8095

FAX (205) 408-8170

EBSCO to Clear Springs Baptist Church

A parcel of land situated in the S.W. $\frac{1}{4}$ of the N.E. $\frac{1}{4}$ of Section 3, Township 19 South Range 1 West, Shelby County, Alabama, being more particularly described as follows:

Commence at the Northwest corner of the S.W. $\frac{1}{4}$ of the N.E. $\frac{1}{4}$ Section 3, Township 19 South, Range 1 West and run in an Easterly direction along the North line of said $\frac{1}{4}$ - $\frac{1}{4}$ section a distance of 108.96 feet to a point on the Eastern Right-of-way of Shelby County Highway 41 (Dunnavant Valley Road), said point being on a curve to the left having a radius of 5689.58 feet and a central angle of $1^{\circ} 23' 11''$; thence $100^{\circ} 46' 41''$ (angle measured to tangent) to the right in a Southwesterly direction a distance of 137.66 feet along the arc of said curve and along said right-of-way to the POINT OF BEGINNING; thence $99^{\circ} 23' 30''$ to the left in an Easterly direction a distance of 187.00 feet to a point; thence $97^{\circ} 37' 41''$ to the right in a southwesterly direction a distance of 350.00 feet to a point; thence $82^{\circ} 23' 20''$ to the right in a Westerly direction a distance of 187.00 feet to a point on the Eastern Right-of-way of Shelby County Highway 41 (Dunnavant Valley Road), said point being on a curve to the right having a radius of 5689.58 feet and a central angle of $3^{\circ} 31' 29''$; thence $95^{\circ} 51' 00''$ (angle measured to tangent) to the right in a Northeasterly direction a distance of 350.00 feet along the arc of said curve and along said right-of-way to the POINT OF BEGINNING.

Said parcel containing 1.50 acres, more or less.

and

A parcel of land situated in the S.W. $\frac{1}{4}$ of the N.E. $\frac{1}{4}$ of Section 3, Township 19 South Range 1 West, Shelby County, Alabama, being more particularly described as follows:

All of the S.W. $\frac{1}{4}$ of the N.E. $\frac{1}{4}$ of Section 3, Township 19 South Range 1 West, Shelby County, Alabama located West of the Right-of-way of Shelby County Highway 41 (Dunnavant Valley Road).

LD20010719.DOC

EXHIBIT "B"

Alabama Engineering Company, Inc.
P.O. Box 381662
Birmingham, Alabama 35238
PHONE (205) 408-8095
FAX (205) 408-8170

Clear Springs Baptist Church to EBSCO

A parcel of land situated in the S.W. $\frac{1}{4}$ of the N.E. $\frac{1}{4}$ of Section 3, Township 19 South Range 1 West, Shelby County, Alabama, being more particularly described as follows:

All of the W $\frac{1}{2}$ of the S.W. $\frac{1}{4}$ of the N.E. $\frac{1}{4}$ of Section 3, Township 19 South Range 1 West, Shelby County, Alabama located East of the Right-of-way of Shelby County Highway 41 (Dunnavant Valley Road) less and except the following described parcel:

Commence at the Northwest corner of the S.W. $\frac{1}{4}$ of the N.E. $\frac{1}{4}$ Section 3, Township 19 South, Range 1 West and run in an Easterly direction along the North line of said $\frac{1}{4}$ - $\frac{1}{4}$ section a distance of 108.96 feet to a point on the Eastern Right-of-way of Shelby County Highway 41 (Dunnavant Valley Road), said point being on a curve to the left having a radius of 5689.58 feet and a central angle of $1^{\circ} 23' 11''$; thence $100^{\circ} 46' 41''$ (angle measured to tangent) to the right in a Southwesterly direction a distance of 137.66 feet along the arc of said curve and along said right-of-way to the POINT OF BEGINNING; thence $99^{\circ} 23' 30''$ to the left in an Easterly direction a distance of 187.00 feet to a point; thence $97^{\circ} 37' 41''$ to the right in a southwesterly direction a distance of 350.00 feet to a point; thence $82^{\circ} 23' 20''$ to the right in a Westerly direction a distance of 187.00 feet to a point on the Eastern Right-of-way of Shelby County Highway 41 (Dunnavant Valley Road), said point being on a curve to the right having a radius of 5689.58 feet and a central angle of $3^{\circ} 31' 29''$; thence $95^{\circ} 51' 00''$ (angle measured to tangent) to the right in a Northeasterly direction a distance of 350.00 feet along the arc of said curve and along said right-of-way to the POINT OF BEGINNING.

EXHIBIT "C"

2242

STATE OF ALABAMA)
)
 SHELBY COUNTY)

ARTICLES OF INCORPORATION
 OF
 CLEAR SPRINGS BAPTIST CHURCH

Pursuant to the provisions of Title 10, Sections 124-132, Code of Alabama (1940) (Recomp. 1958), as amended, the members of Clear Springs Baptist Church, heretofore an unincorporated religious society, did on the 11th day of September, 1977, duly adopt a resolution signifying their desire and intention of becoming incorporated and did elect the undersigned Trustees of said Clear Springs Baptist Church and did further authorize and direct said undersigned Trustees to file the necessary documents to incorporate the Clear Springs Baptist Church under and by virtue of the laws of the State of Alabama, a true and correct copy of which Resolution is attached hereto as Exhibit "A". Now, therefore, said undersigned Trustees, pursuant to said resolution and the above cited statutes, hereby certify, as follows;

FIRST: The Name selected for the corporation is "Clear Springs Baptist Church".

SECOND: The present and beginning Trustees of said corporation shall be five (5) in number, as follows: Roland P. Harding, Sr., Paul Puckett, Rev. Ralph Franklin Adams, Oliver Clyde Isbell and Roland P. Harding, Jr., each for a term of three (3) years. The Trustees shall be elected by the members of the congregation of said Clear Springs Baptist Church and shall serve during the term for which they are elected, unless sooner removed or vacated, and thereafter until their successors in office are duly elected or until their death or resignation, whichever occurs first.

THIRD: The duration of said corporation shall be perpetual and its principal office or headquarters shall be at the Church building of said Church located on Dunnavant Road in Shelby County, Alabama. Said corporation is to exercise its primary functions in Shelby County, Alabama.

FOURTH: Said corporation is organized to exercise all rights and

privileges provided and authorized by Title 10, Sections 124-132, Code of Alabama (1940) (Recomp. 1958), as amended, subject to the provisions of these Articles of Incorporation and to provide for needs of the congregation and members of the Church proper of the Clear Springs Baptist Church, an ecclesiastical organization, and to promote and foster the ideals, purposes, beliefs and objectives of said ecclesiastical organization, as stated in the Constitution and By-Laws of said ecclesiastical organization.

FIFTH: Said corporation may acquire, hold, administer, distribute or dispose of real and personal property and may take, receive and acquire property by gift, devise or bequest and hold, own, administer, use, distribute and dispose of such property for the advancement, promotion, extension or maintenance of such causes and objects as may be in conformity with law and may exercise such other powers as are incident to private corporations. All such powers may be exercised by this corporation in its own right or as Trustee or as personal representative.

SIXTH: Legal and equitable title to any and all property heretofore acquired by or held by or in possession of the members, congregation or Trustees, or their respective successors or assigns, of the Clear Springs Baptist Church, which was heretofore unincorporated, or of Clear Springs Baptist Church, which is incorporated hereby, or of any unincorporated organization or society which as a predecessor in title to the present body of said Clear Springs Baptist Church, by whatever name or names any such unincorporated organization or society may have been named, designated or known, shall herein and hereby pass to and vest in said corporation, and, specifically, all legal and equitable title does herein and hereby pass to and vest in said corporation in and to the following described approximate 1½ acres of real estate in Shelby County, Alabama, heretofore donated to and/or acquired by Clear Springs Baptist Church or the members, congregation of Trustees thereof by adverse possession or prescription:

That part of the SW¼ of the NE¼ of Section 3, Township 19 South, Range 1 West, Shelby County, Alabama, described as follows: Commence at the Northeast corner of the W¼ of said

¼-¼ Section and run Westwardly along the North line of said ¼-¼ Section a distance of 1126.02 feet to the point of beginning; thence continue along said ¼-¼ Section line a distance of 210.0 feet to a point on the East right-of-way line of Shelby County Road No. 41; thence left 80° 39' along the chord of a curve to the left 315.0 feet; thence left 99° 21' a distance of 210.00 feet; thence left 80° 39' a distance of 315.00 feet to the point of beginning.

SEVENTH: The Trustees, or a majority of the Trustees, shall have the power and authority to execute and deliver mortgages, contracts, notes, deeds, easements, bills of sale or other securities or evidences of indebtedness or instruments of conveyance of real or personal property owned or held by said corporation, within the limitations prescribed by law, and pursuant to the authority of the members of the congregation of the Church proper of Clear Springs Baptist Church, an ecclesiastical organization, and pursuant to these Articles Of Incorporation.

EIGHTH: The officers of this corporation shall consist only of the Board of Trustees, as designated above in Paragraph SECOND, and said corporation has no capital stock and is not organized for monetary or pecuniary profit or purposes and shall pay no dividends or salaries to the Trustees, said corporation having been formed for benevolent purposes.

NINTH: The authority of the Trustees of this corporation shall be relative only to the property of this corporation and such Trustees shall have no authority as such over the spiritual matters of the congregation of the Clear Springs Baptist Church. Said Trustees, serving in their capacity as such, shall not be personally liable for the debts or obligations of said corporation.

Witness our hands and seals this 26th day of September, 1977.

Roland P. Harding Sr.
Roland P. Harding, Sr.

Ralph Franklin Adams
Ralph Franklin Adams

Paul Puckett
Paul Puckett

Oliver Clyde Isbell
Oliver Clyde Isbell

STATE OF ALABAMA)
SHELBY COUNTY)

Roland P. Harding Jr.
Roland P. Harding, Jr.

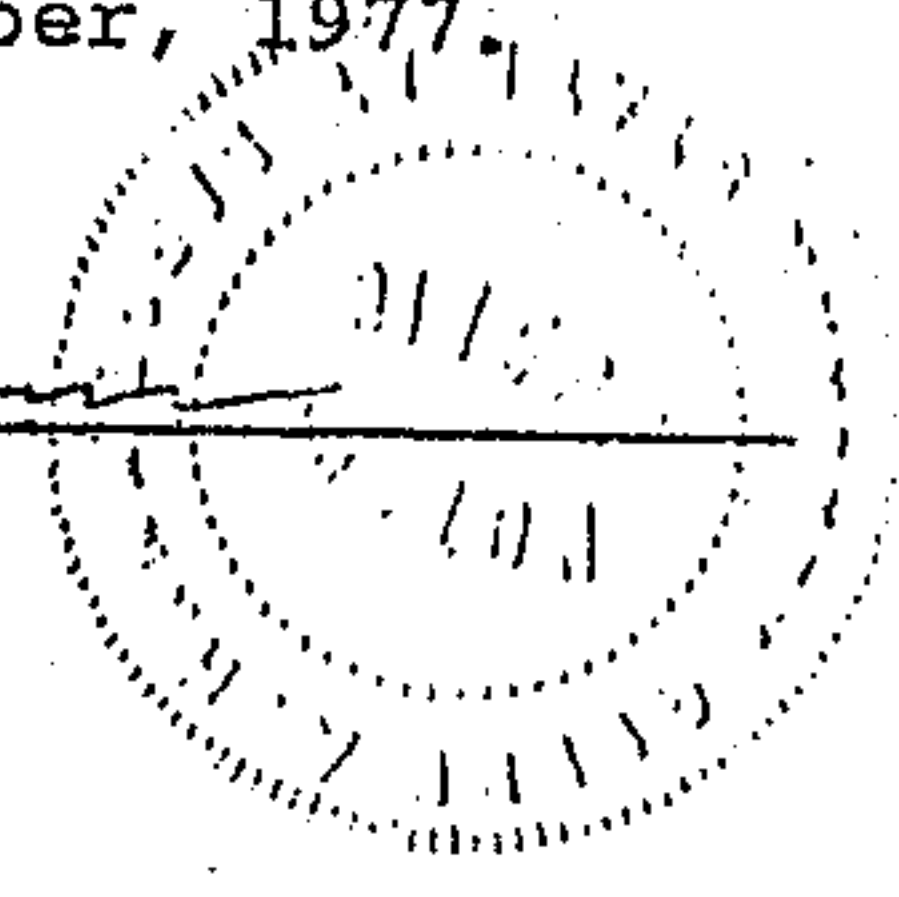
I, the undersigned, a Notary Public, in and for said County in

113 PAGE 243
BOOK

in said State, hereby certify that Roland P. Harding, Sr., Paul Puckett, Rev. Ralph Franklin Adams, Oliver Clyde Isbell and Roland P. Harding, Jr. whose names as Trustees of the Clear Springs Baptist Church are each signed to the foregoing Articles of Incorporation of Clear Springs Baptist Church, and who are each known to me, each acknowledged before me on this day, that, being informed of the contents of the Articles of Incorporation of the Clear Springs Baptist Church, he each, in his capacity as such Trustee, executed the same voluntarily on the day the same bears date.

Given under my hand this the 26th day of September, 1977.

Glen A. Hammett
Notary Public



BOOK 16 PAGE 246

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Inst # 2001-45085

RESOLUTION
OF
CLEAR SPRINGS BAPTIST CHURCH

BOOK 16 PAGE 247

A special business meeting of the worshipers and members of the Clear Springs Baptist Church, an unincorporated religious society, was held on the 11th day of September, 1977, A.D., at 10:30 o'clock A.M. in the Church building pursuant to advance notice of the holding of such meeting given by posting of a written notice for more than 10 days immediately preceding the date of this meeting in the three most public places at said Church's edifice and by announcements from the pulpit, said written notice and announcement stating and this meeting is called for the purpose of determining whether the members and congregation of the Clear Springs Baptist Church shall be incorporated and for the further purpose of electing Trustees to complete the incorporation and to serve as Trustees of the incorporated Church.

That upon the meeting being called to order by Rev. Ralph Franklin Adams, the Church members by vote elected the Rev. Ralph Franklin Adams, a member and voter of said Church and congregation, as Chairman and Moderator of the meeting, and Ellen F. Harding, a member and voter of said Church and congregation, as Secretary of said meeting, who together determined the qualifications of the voters present at said meeting and declared a quorum of such voters to be present and received and counted the votes at said meeting.

The Chairman of the meeting then stated that the purpose of the meeting was to consider and take action concerning incorporation of the Church and election of Trustees to complete the incorporation and to serve as Trustees of the incorporated Church.

After discussion, and upon motion duly made, seconded and unanimously approved by the qualified voters present at said meeting the following resolution was adopted:

BE IT RESOLVED by the members and congregation of the Clear Springs Baptist Church, an unincorporated religious society, that said Church become incorporated and Roland P. Harding, Sr., Paul Puckett, Rev. Ralph Franklin Adams, Oliver Clyde Isbell and Roland P. Harding, Jr. be and they

Exhibit A

10/18/2001 10:04 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
011 MEL 41.00