

**AMENDED AND RESTATED AGREEMENT NOT TO ENCUMBER
OR TRANSFER REAL PROPERTY**

KNOW ALL MEN BY THESE PRESENTS:

As an inducement to **FIRST COMMERCIAL BANK**, a State Bank, (hereinafter called "Bank") to grant credit to **MEADOW BROOK BAPTIST CHURCH, INC.**, an Alabama Nonprofit Corporation (hereinafter called the "Borrower") under a Promissory Note (hereinafter called the "Note") in the principal sum of \$4,000,000.00, dated of even date herewith, and payable to Bank; and in consideration thereof, the undersigned Borrower hereby AGREES that until said Note and any extension or renewal thereof shall have been paid in full, THAT:

- (a) Borrower will pay all taxes, assessments, dues and charges of every kind imposed or levied, or which may be imposed or levied, upon their real property prior to the time when any of such taxes, assessments, dues or charges shall become delinquent; and
- (b) Borrower will maintain and pay for insurance, all-risks coverages, in such amounts and for such coverages as Bank may require, with Bank named as additional loss payee, and Borrower will maintain and pay for liability insurance, with Bank named as additional insured; and
- (c) Borrower will not, without the consent in writing of Bank first had and obtained,
 - 1. Create or permit any lien, any mortgage, or other encumbrance (other than presently existing liens) to exist on the following described real property, or
 - 2. Transfer, sell, hypothecate, mortgage, assign, or in any manner whatever dispose or grant a mortgage or security interest of or to the following described real property, situated in the County of Shelby, State of Alabama, to wit:

See Exhibit "A" attached hereto and made a part hereof.

It is further AGREED and understood that if default be made in any of the terms hereof, or of any instrument executed by Borrower in connection herewith, or in the payment of any indebtedness or obligation of Borrower, now or hereafter owing to Bank, then Bank may, at its election, in addition to all other remedies and rights which it may have by law, declare the entire remaining unpaid principal and interest of any such obligations or indebtedness then remaining unpaid to the Bank immediately due and payable.

If is further AGREED and understood that the Bank, in its discretion, is hereby authorized and permitted by Borrower to cause this instrument to be recorded at such time and in such places as Bank may, in its discretion, elect.

IN WITNESS WHEREOF, the undersigned has set its hand and seal this the 25th day of February, 2002.

MEADOW BROOK BAPTIST CHURCH, INC., an
Alabama Nonprofit Corporation

By:  [SEAL]
Stephen B. Jones, Its Chairman and Trustee
[and not individually]

02/28/2002-09895
02:45 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
005 CH 26.00

Inst # 2002-09895

By: [Signature] [SEAL]
Jason A. Shamblin, Its Trustee
[and not individually]

By: [Signature] [SEAL]
Vernon J. Knight, Its Trustee
[and not individually]

By: [Signature] [SEAL]
Corey B. Moore, Its Trustee
[and not individually]

By: [Signature] [SEAL]
Wayne Fleming, Its Trustee
[and not individually]

By: [Signature] [SEAL]
Roger Burton, Its Trustee
[and not individually]

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County and State, hereby certify that Stephen B. Jones, whose name as Chairman and Trustee of **MEADOWBROOK BAPTIST CHURCH, INC.**, an Alabama Nonprofit Corporation, is signed to the foregoing document, and who is known to me, acknowledged before me on this day that, he as such trustee and with full authority being informed of the contents of said instrument, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal this 25th day of February, 2002.

[NOTARIAL SEAL]

[Signature]
NOTARY PUBLIC
My Commission Expires: 12/28/03

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County and State, hereby certify that Jason A. Shamblin, whose name as Trustee of **MEADOWBROOK BAPTIST CHURCH, INC.**, an Alabama Nonprofit Corporation, is signed to the foregoing document, and who is known to me, acknowledged before me on this day that, he as such trustee and with full authority being informed of the contents of said instrument, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal this 25th day of February, 2002.

[NOTARIAL SEAL]


NOTARY PUBLIC

My Commission Expires: 12/28/03

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County and State, hereby certify that Vernon J. Knight, whose name as Trustee of **MEADOWBROOK BAPTIST CHURCH, INC.**, an Alabama Nonprofit Corporation, is signed to the foregoing document, and who is known to me, acknowledged before me on this day that, he as such trustee and with full authority being informed of the contents of said instrument, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal this 25th day of February, 2002.

[NOTARIAL SEAL]


NOTARY PUBLIC

My Commission Expires: 12/28/03

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County and State, hereby certify that Corey B. Moore, whose name as Trustee of **MEADOWBROOK BAPTIST CHURCH, INC.**, an Alabama Nonprofit Corporation, is signed to the foregoing document, and who is known to me, acknowledged before me on this day that, he as such trustee and with full authority being informed of the contents of said instrument, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal this 25th day of February, 2002.

[NOTARIAL SEAL]


NOTARY PUBLIC

My Commission Expires: 12/28/03

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County and State, hereby certify that Wayne Fleming, whose name as Trustee of **MEADOWBROOK BAPTIST CHURCH, INC.**, an Alabama Nonprofit Corporation, is signed to the foregoing document, and who is known to me, acknowledged before me on this day that, he as such trustee and with full authority being informed of the contents of said instrument, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal this 25th day of February, 2002.

[NOTARIAL SEAL]


NOTARY PUBLIC

My Commission Expires: 12/28/03

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said County and State, hereby certify that Roger Burton, whose name as Trustee of **MEADOWBROOK BAPTIST CHURCH, INC.**, an Alabama Nonprofit Corporation, is signed to the foregoing document, and who is known to me, acknowledged before me on this day that, he as such trustee and with full authority being informed of the contents of said instrument, executed the same voluntarily for and as the act of said corporation.

Given under my hand and seal this 25th day of February, 2002.

[NOTARIAL SEAL]


NOTARY PUBLIC

My Commission Expires: 12/28/03

This Instrument Prepared By:

Claude McCain Moncus, Esq.
CORLEY, MONCUS & WARD, P.C.
400 Shades Creek Parkway
Suite 100
Birmingham, Alabama 35209
(205) 879-5959

EXHIBIT "A"

Lots 1 and 3, according to the Survey of Meadow Brook Church Site Subdivision, as recorded in Map Book 8, Page 127, in the Probate Office of Shelby County, Alabama; situated in Shelby County, Alabama.

Inst # 2002-09895

02/28/2002-09895
02:45 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE

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