

ARTICLES OF INCORPORATION
OF
PLEASANT GROVE MISSIONARY BAPTIST CHURCH
(An Alabama Corporation)

ARTICLE I

NAME

The name of the Corporation is Pleasant Grove Missionary Baptist Church. This Corporation is an Alabama corporation organized pursuant to the provisions of the Alabama Nonprofit Corporation Act applicable to churches or religious societies under Alabama law.

ARTICLE II

DURATION

The period of duration of this nonprofit religious corporation is perpetual.

ARTICLE III

PURPOSE

The objects and purposes for which this Corporation is formed, and the powers with which it is cloaked, will include the following specifically set out and the transaction of any and all lawful business for which such corporations may be incorporated under the laws of the state of Alabama:

- 1) To operate a nonprofit church, religious society, educational society, benevolent, monument or burial society, or conference of churches exclusively for charitable purposes;
- 2) To minister to all persons of this community and to all of the people in the world in the name of Jesus Christ;
- 3) To cooperate with other churches administering to the world;
- 4) To witness for Christ in this community and all the world;
- 5) To be a worship fellowship in which people are made aware of God's presence;

- 6) To be a covenant fellowship of Christians filled with the Holy Spirit;
- 7) To strive for Christian maturity giving evidence by responsible living;
- 8) To worship together as a body of baptized believers in Jesus Christ personally committed to sharing the good news of salvation to lost mankind;
- 9) To strive for the advancement of the Pleasant Grove Missionary Baptist Church, and knowledge, holiness, and comfort;
- 10) To promote its prosperity and spirituality;
- 11) To sustain its worship, ordinances, discipline and doctrine;
- 12) To contribute cheerfully and regularly to the support of the ministry; the expenses of the church; the relief of the poor; and the spread of the gospel through all nations;
- 13) To religiously educate children, generally to spread the word of the Holy Bible as the inspired word of God, and as the basis for any statement of faith;
- 14) To acquire, hold, administer, distribute or dispose of real and personal property;
- 15) To take, receive, and acquire property by gift, devise, or bequest and to 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 described by these Articles of Incorporation and the Bylaws of this Corporation in conformity with all lawful condition imposed by donor and to exercise such other powers as are incident to private corporations;
- 16) To sue and be sued; complain and defend in its corporate name;
- 17) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;
- 18) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, tangible or intangible, or any interest therein, wherever situated;
- 19) To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- 20) To lend money to its employees, other than its officers and directors, and otherwise assist its employees, officers and directors;

21) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

22) To make contracts, guarantees, and indemnity agreements; incur liabilities and borrow money at such rates of interest as the Corporation may determine; issue its notes, bonds, and other obligations; and secure any of its obligations by mortgage, pledge of, or creation of, security interests in all or any of its property, franchises, or income, or any interest therein, not inconsistent of the Constitution of Alabama as the same may be amended from time to time;

23) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

24) To conduct its affairs, carry on its operations, have offices, and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or in any foreign country;

25) To elect or appoint officers and agents of the Corporation who may be directors or members, define their duties, and fix their compensation;

26) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of Alabama, for the administration and regulation of the affairs of the Corporation;

27) Unless otherwise provided in the Articles of Incorporation, to make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities;

28) To indemnify any director, officer (or former director or officer) of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, in which it owns shares of capital stock or of which it is a creditor against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding (civil or criminal) in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty; and to make any other indemnification that shall be authorized by the Articles of Incorporation or Bylaws, vote of the Board of Directors, or resolution adopted after notice by the members entitled to vote;

29) To pay pensions and establish pension plans or pension trusts for any or all of its directors, officers and employees;

- 30) To cease its corporate activities and surrender its corporate franchise;
- 31) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized;
- 32) Generally to have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Alabama, or which may hereafter be conferred, including in general to do any or all of the things herein set forth to the same extent as natural persons might or could do and in all part of the world, as principals, agents, contractors, trustees or otherwise, within or without the state of Alabama, either alone or accompanied with others, and to carry on any other business in connection therewith and to do all things not forbidden, or provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation;
- 33) The Corporation is organized in order to engage in any lawful purpose or purposes not for pecuniary profit;

ARTICLE IV

REGISTERED OFFICE AND AGENT

The mailing address and office location of the initial registered office of the Corporation is 1411 Highway 50, Vandiver, Alabama 35176. The name of the initial registered agent and her address is Betty Sue Brasher.

ARTICLE V

BOARD OF DIRECTORS

The number of the directors of this Corporation shall not be less than five. Subject to such limitation, the number of directors shall be fixed by the Bylaws, except as to the number of the first Board of Directors which number shall be fixed by these Articles of Incorporation. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Majority of the number of directors fixed by the Bylaws or in the absence of a bylaw fixing the number of directors, then the number stated in the Articles of Incorporation shall constitute a quorum for the transaction of business; but in no event shall a quorum consist of less than one-third of the number of directors so fixed or stated. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or the Bylaws.

If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by a vote of a majority of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum as fixed above, or the refusal of any director present to vote.

The initial Board of Directors shall consist of a minimum of five (5) members. The names and addresses of the persons who are to serve as directors until the first election thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Martia Yates	2922 Highway 45 Sterrett, Alabama 35147
Johnny F. Brasher	398 Highway 50 Vandiver, Alabama 35176
Lorene Parker	7845 Bear Creek Road Sterrett, Alabama 35147
Robert D. Williams	205 Highway 480 Vandiver, Alabama 35176
Dennis M. Brasher	1454 Highway 50 Vandiver, Alabama 35176

A change in the number of directors/trustees of the Corporation shall be made only by amendment to the Bylaws of the Corporation.

ARTICLE VI

INCORPORATORS

The names and residential addresses of the incorporators and the subscribers of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Martia Yates	2922 Highway 45 Sterrett, Alabama 35147
Johnny F. Brasher	398 Highway 50 Vandiver, Alabama 35176
Lorene Parker	7845 Bear Creek Road Sterrett, Alabama 35147

Robert D. Williams

205 Highway 480
Vandiver, Alabama 35176

Dennis M. Brasher

1454 Highway 50
Vandiver, Alabama 35176

ARTICLE VII

OFFICERS

The officers of the Corporation shall consist of a president, a secretary, a treasurer, and such other officers and assistant officers as may be deemed necessary, each of whom shall be elected or appointed at such time in such manner and for such terms not exceeding three years as may be described in these Articles of Incorporation or the Bylaws. Each officer shall hold office for the term to which he is elected or appointed and until his successors shall have been elected or appointed. Any two or more offices may be held by the same person, except the offices of president and secretary. The officers and employees of the Corporation shall not, as such, be liable for obligations of the Corporation. The officers of the Corporation may be designated by such additional titles as may be provided in the Bylaws. Any officer elected or appointed may be removed by the persons authorized to elect or appoint such officer whenever, in their judgment, the best interest of the Corporation would be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officers so removed. Election or appointment of an officer shall not of itself create contract rights. The names and addresses of the officers chosen for the first year are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Martia Yates	President	2922 Highway 45 Sterrett, Alabama 35147
Lorene Parker	Secretary	7845 Bear Creek Road Sterrett, Alabama 35147
Betty Sue Brasher	Treasurer	1411 Highway 50 Vandiver, Alabama 35176

ARTICLE VIII

MEMBERSHIP

The Corporation shall have members. This organization shall have members consisting of one class, the designation of such members, the manner of election or appointment and the qualifications and rights of the members shall be set forth in the Bylaws. The members of the Corporation shall not, as such, be liable for obligations of the Corporation. Membership retains into itself the right of exclusive self government in all phases the spiritual and temporal life of this organization. The membership reserves the exclusive right to determine who shall be members of this organization and the conditions of such membership shall be as set forth in the Bylaws of this organization.

ARTICLE IX

STOCK

The Corporation shall not have or issue shares of stock.

ARTICLE X

DIVIDENDS

No dividend shall be paid and no part of the income or profit of the Corporation shall be distributed to its members, directors or officers. The Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, and may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distributions to its members as permitted by law, and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income or profit.

ARTICLE XI

INTERNAL AFFAIRS

The internal affairs of the Corporation shall be governed in accordance with the provisions as set forth in the Bylaws. The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws, or adopt new bylaws, shall be vested in the Board of Directors and the members, subject to the approval of a majority of the members present and voting, at any regular business meeting of the church. Provided such amendments shall have been presented in writing at a previous regular business meeting and copies of the proposed amendments be furnished to each member present. The Bylaws may contain any provisions for the regulation and management of the affairs of this Corporation not inconsistent with law or these Articles of Incorporation.

The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors; and shall keep at its registered office, or its principal office in Alabama, a record of the names and addresses of its members entitled to vote, directors and officers. All books and records of the Corporation may be inspected by any member, director or officer, or his agent or attorney, for any proper purpose at any reasonable time.

ARTICLE XII

AMENDMENT TO ARTICLES OF INCORPORATION

The Corporation may amend these Articles of Incorporation from time to time in as many respects as may be desired, so long as these Articles of Incorporation, as amended, contains only such provisions as are lawful under the law. Amendments to the Articles of Incorporation shall be made in the following manner:

The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote, thereon, which may be either an annual or a special meeting. Written notice setting forth the proposed amendment, or a summary of the changes to be effective, thereby, shall be given to each member entitled to vote at such meetings within the time and in the manner provided for the giving of notice of meetings of members. The proposed amendment shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by the members present or represented by proxy at such meeting. Any number of amendments may be submitted and voted upon at any one meeting.

ARTICLE XIII

DISSOLUTION

The Corporation may dissolve and wind up its affairs in the following manner:

The Board of Directors shall adopt a resolution recommending that the Corporation be dissolved, and directing that the question of such dissolution be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or a special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation, shall be given to each member entitled to vote at such meeting within the time and in the manner provided for the giving of notice of meetings of members. A resolution to dissolve the Corporation shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting. Upon the adoption of such resolution by the members, a statement of the intent to dissolve shall be executed for the Corporation by its President or Vice President, and

by its Secretary or an assistant secretary, and verified by one of the officers signing such statement, and the statement of intent to dissolve shall be delivered to the Probate Judge as provided by law.

ARTICLE XIV

DISTRIBUTION OF ASSETS

The assets of the Corporation in the process of dissolution shall be applied and distributed as follows:

1. All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made therefor;
2. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
3. Assets received and held by the Corporation, subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance, by reason of the dissolution solution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to a plan of distribution adopted as provided by law;
4. Other assets, if any, shall be distributed or dedicated to one or more exempt purposes or organizations which are exempt as organizations described in § 501(c)(3) or 170(c)(2) of the Internal Revenue Code. (i.e. charitable, religious, eleemosynary, benevolent, educational or similar purposes, or to corporations, societies, or organizations engaged in activities substantially similar to those of this Corporation, or to federal government, or to a state or local government to be used for public purposes)
5. Any remaining assets may be distributed to such persons, societies, organizations or domestic or foreign corporations, as may be specified in a plan of distribution adopted as provided by law.

ARTICLE XV

Notwithstanding any other provisions of these Articles of Incorporation, this Corporation will not carry on any other activities not permitted to be carried by (a) a corporation exempt from Federal income tax under § 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

IN WITNESS WHEREOF, we have hereunto set our hands this 9 day of March, 2003.

Martia L Yates
Martia Yates

Johnny F Brasher
Johnny F. Brasher

Lorene Parker
Lorene Parker

Robert D Williams
Robert D. Williams

Dennis M. Brasher
Dennis M. Brasher

STATE OF ALABAMA
Shelby COUNTY

I, the undersigned notary public, in and for said State and County, do hereby certify that on this 9 day of March, 2003, personally appeared before me Martia Yates, who, being by me first duly sworn, declared that he is an incorporator of Pleasant Grove Missionary Baptist Church, Inc., and that he/she signed the foregoing Articles of Incorporation as an incorporator of the corporation, and that the statements therein are true.

Jaime Brasher
Notary Public

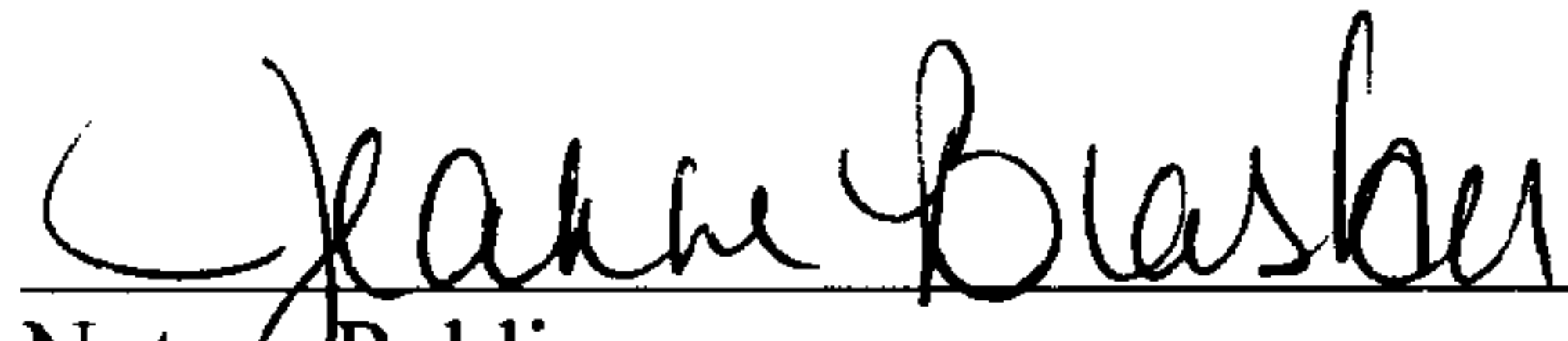
My Commission Expires:

**NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: May 4, 2006
BONDED THRU NOTARY PUBLIC UNDERWRITERS**

STATE OF ALABAMA
Shelby COUNTY

I, the undersigned notary public, in and for said State and County, do hereby certify that on this 9 day of March, 2003, personally appeared before me Johnny F. Brasher, who, being by me first duly sworn, declared that he is an incorporator of Pleasant Grove Missionary

Baptist Church, Inc., and that he/she signed the foregoing Articles of Incorporation as an incorporator of the corporation, and that the statements therein are true.

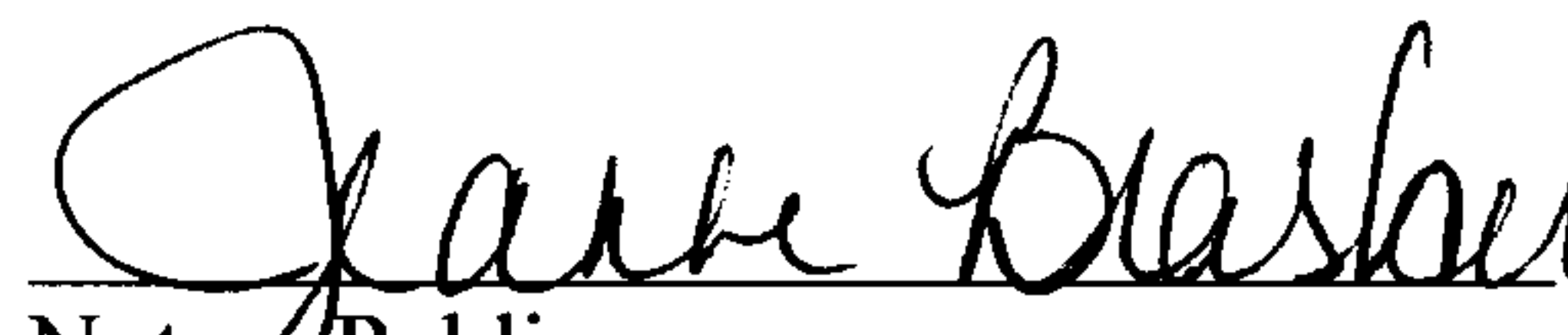

Notary Public

My Commission Expires:

STATE OF ALABAMA
Shelby COUNTY

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: May 4, 2006
BONDED THRU NOTARY PUBLIC UNDERWRITERS

I, the undersigned notary public, in and for said State and County, do hereby certify that on this ____ day of _____, 2003, personally appeared before me Lorene Parker, who, being by me first duly sworn, declared that he is an incorporator of Pleasant Grove Missionary Baptist Church, Inc., and that he/she signed the foregoing Articles of Incorporation as an incorporator of the corporation, and that the statements therein are true.

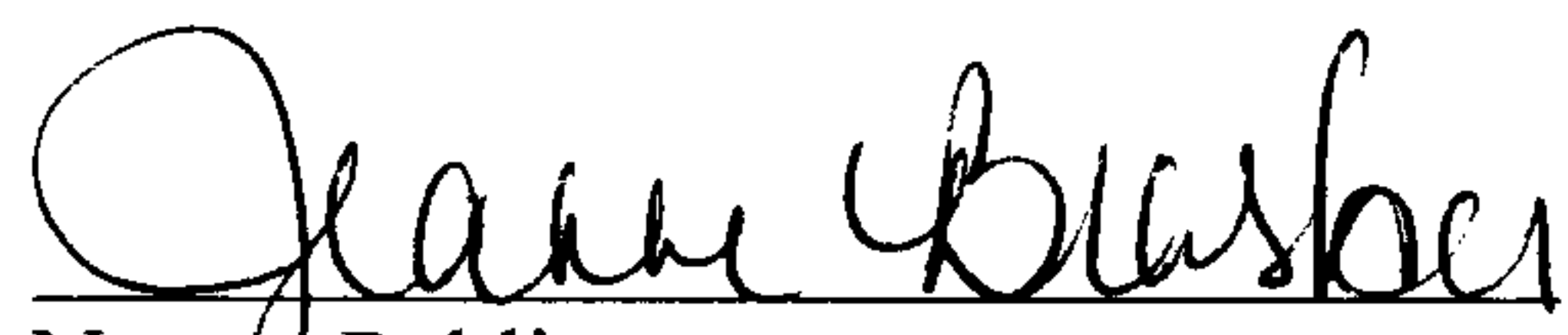

Notary Public

My Commission Expires:

STATE OF ALABAMA
Shelby COUNTY

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: May 4, 2006
BONDED THRU NOTARY PUBLIC UNDERWRITERS

I, the undersigned notary public, in and for said State and County, do hereby certify that on this 9 day of March, 2003, personally appeared before me Robert D. Williams, who, being by me first duly sworn, declared that he is an incorporator of Pleasant Grove Missionary Baptist Church, Inc., and that he/she signed the foregoing Articles of Incorporation as an incorporator of the corporation, and that the statements therein are true.


Notary Public

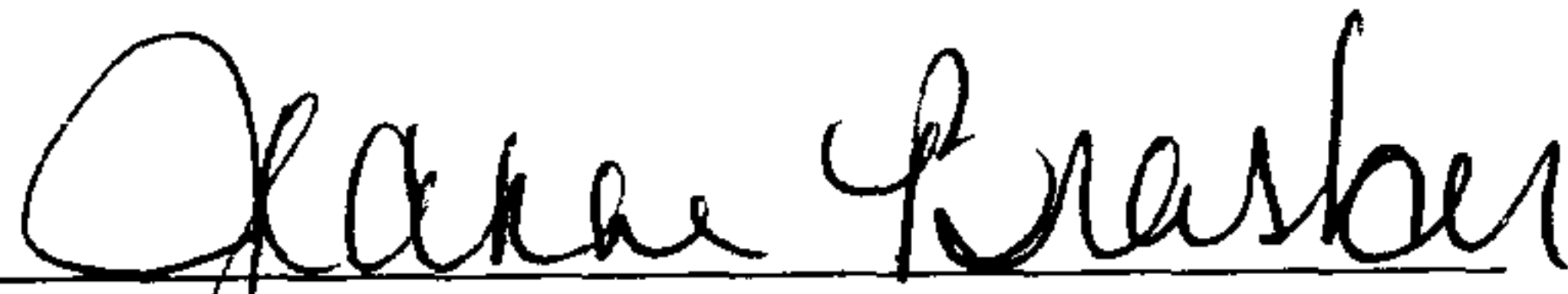
My Commission Expires:

STATE OF ALABAMA
Shelby COUNTY

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: May 4, 2006
BONDED THRU NOTARY PUBLIC UNDERWRITERS

I, the undersigned notary public, in and for said State and County, do hereby certify that on this 9 day of March, 2003, personally appeared before me Dennis M. Brasher, who,

being by me first duly sworn, declared that he is an incorporator of Pleasant Grove Missionary Baptist Church, Inc., and that he/she signed the foregoing Articles of Incorporation as an incorporator of the corporation, and that the statements therein are true.


Notary Public

My Commission Expires:

**NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: May 4, 2006
BONDED THRU NOTARY PUBLIC UNDERWRITERS**

State of Alabama Shelby County

Certificate of Incorporation

Of **PLEASANT GROVE MISSIONARY BAPTIST CHURCH**

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **PLEASANT GROVE MISSIONARY BAPTIST CHURCH**, 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 her by law, hereby issues this Certificate of Incorporation of **PLEASANT GROVE MISSIONARY BAPTIST CHURCH**, and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 25TH day of MARCH, 2003.

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

