

## ARTICLES OF INCORPORATION

OF

### FIRST BAPTIST CHURCH, <sup>INC</sup>

The undersigned, acting under the authority granted same by the Pastor and the church leaders and members of the FIRST BAPTIST CHURCH, <sup>INC</sup> Calera, (Shelby County), Alabama 35040, in a duly called and held business meeting of the said Church (Congregation), and further acting by resolution as the Incorporators of the FIRST BAPTIST CHURCH, <sup>INC</sup> under the authority of the Code of Alabama, 1975, as amended, and with the intent of qualifying as an Incorporated Church under Section 501 (c)(3) of the Internal Revenue Code or any successor of same, and specifically Section 10-3A-1, et seq., of the Code of Alabama, 1975 (Alabama Non-Profit Corporation Act, 1984), as amended, or any successors of same, do hereby make, declare, and file the following Articles of Incorporation:

#### ARTICLE I NAME AND LOCATION

The name of this Corporation shall be "FIRST BAPTIST CHURCH" <sup>INC.</sup> (hereinafter at times referred to as the "Church," or "Incorporated Church," or "Corporation"), and it shall be located in Shelby County, Alabama.

#### ARTICLE II AUTHORITY/PURPOSE

The said Church shall have the authority/purpose to advance the Christian faith throughout the world - locally, nationally, and internationally - as directed in the message of Jesus Christ as set forth in the HOLY BIBLE.

The nature of the said Corporation is religious, and as a religious Corporation is shall also have the authority to function as a religious, charitable, benevolent, and educational Corporation, for all members of the human society, individually and collectively, worldwide.

Further, the Church shall have all powers as defined in Section 10-3A-20 of the Code of Alabama, 1975, as amended, unless otherwise legally prohibited.

Further, the said Incorporated Church shall be autonomous and independent of any outside ecclesiastical control. However, by agreement of its members, it may cooperate and participate with various National Conventions; various State Conventions; various local Associations; other various entities; other churches; other religious, charitable, benevolent, and education groups and individuals to further all and any of the purposes set out herein above.

Further, the said Corporation shall have full authority to act and proceed in any legal

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manner, taking any act which may be essential or convenient for the pursuit and fulfillment of its authority and purpose as stated herein above.

### **ARTICLE III EXISTENCE**

The existence of this Corporation shall be perpetual unless otherwise terminated.

### **ARTICLE IV QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION**

The membership of the Corporation shall be all of one class and the membership shall consist of those persons who profess their faith in Jesus Christ as their Savior and Lord, giving satisfactory proof of conversion to the Christian faith, as the local Church believes is set forth in the New Testament, who have petitioned the said Church for membership and have been accepted by the Pastor, Official Staff, and members of said Church present, who have enjoyed the ordinance of believers' baptism, and have indicated their commitment to following the teachings of the HOLY BIBLE as their model and standard of living. Further, all persons who at the time of this incorporation are members of the FIRST BAPTIST CHURCH shall be and remain members of said Incorporated Church, whether or not their names are subscribed to the charter of incorporation, until dismissed at their request or for cause by the Pastor, Official Staff, and/or members of said Corporation present.

### **ARTICLE V ADMINISTRATION OF CHURCH BUSINESS AFFAIRS**

The Church sitting and acting in a duly called and held business meeting shall be the final authority in all of its affairs. The material and temporal business affairs of the Corporation are to be administered by the Official Staff under the direction of the Pastor and Church membership:

1. The said Official Staff shall be composed of the, Recording Secretary, Chairman of the Deacons, Trustees. The Official Staff shall make and execute all contracts, deeds, bonds, notes, negotiable instruments, mortgages, trusts, and all other instruments of indebtedness or conveyance of the Incorporated Church upon the order thereof by resolution of the Church sitting in a duly held business meeting, duly adopted for such purposes; provided, however, that all such documents be signed for and on behalf of the Official Staff by the Chairman and attested by the Recording Secretary of the said Official Staff.

2. The officers of the Official Staff shall be at least the Chair and Secretary, and any other officer of the Official Staff, which the Official Staff members deem warranted and the establishment of which the Congregation concurs. The title of all property shall be vested in the name of said Incorporated Church.

3. The Official Staff shall have such other duties and authority as provided by the Bylaws of the Church.

4. In the absence of the requisite number of officers of the Official Staff, the Church may declare vacancies and fill such offices in the same manner as provided by the Bylaws and as directed by the Pastor.

## **ARTICLE VI MEMBERSHIP OF THE OFFICIAL STAFF**

The Incorporated Church shall define in its Bylaws the qualification of terms of office; five details of responsibilities; and provide all other pertinent details concerning the qualifications, authority, and functions of the Official Staff members.

## **ARTICLE VII DEACONS**

The Deacons shall have the responsibility of assisting the Pastor, who is the chief leader - temporal and spiritual - of the Church, in carrying out his pastoral, spiritual, ministerial, and to the members of the Incorporated Church, to the community in which the Church is located, and any other spiritual, charitable, and educational endeavors the Church may choose to embark on or pursue or direct the pastor to embark on or pursue.

## **ARTICLE VIII QUALIFICATIONS OF DEACONS**

The qualifications, terms of office, eligibility, and duration of term of a deacon of the Incorporated Church shall be as set out in the Bylaws of the Church.

## **ARTICLE IX CHURCH BUSINESS MEETING**

A Church business meeting may be held on the date of any regularly scheduled Sunday of Wednesday worship services and/or any specifically scheduled and publicized time and place provided proper and adequate notice to the membership is given in good faith. The Bylaws of the Church shall provide for publication of notice for the transaction of business meetings, and for the calling of special meetings convened for the transaction of special business.

The quorum required for the transaction of business shall be as provided in the Bylaws of the Incorporated Church. Notwithstanding the foregoing provision, if the said Bylaws are silent about the number which constitute a quorum, then it shall be those members attending the business meeting after a good faith effort is made to give notice to all members by the Church Clerk or by other party officially designated by the Church as directed by the Pastor.

## **ARTICLE X BY-LAWS**

The Bylaws adopted by the Church shall be the rules and principles of guidance



concerning the internal functions and operations of the Incorporated Church. The Bylaws may be amended, altered, or rescinded by the Church sitting in a duly held business meeting as provided for and allowed by the Church's Bylaws.

## **ARTICLE XI AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended by the Official Staff at the bequest of the membership when the Church is sitting in a duly held business meeting for such purpose as provided by the Bylaws.

## **ARTICLE XII ELECTIONS**

The Church shall hold election of the Pastor, the Pastor shall appoint at such times and in such manner as designated in the Bylaws; regular scheduled appointments or elections shall occur annually, unless provided for differently. Special appointments or elections may occur more frequently as determined by the Pastor and the members of the Church in accordance with the Bylaws of the Church.

All active deacons, officers, and committee persons shall be appointed or elected in accordance with the Bylaws of the Church. Vacancies shall be filled as provided in the Bylaws. Members of the active Deacons shall be appointed or elected for terms as determined by the Bylaws. Members of the active Deacons, other officers, and committee members shall hold office until their successors are duly appointed or elected and take office, provided said officer or committee person remains a member of the Church.

## **ARTICLE XIII CHURCH FISCAL YEAR**

As set out in the Bylaws of the Church, the fiscal year shall be extended from the first day of January through the last day of the following December for a period of twelve (12) months, and each twelve month period thereafter.

## **ARTICLE XIV DISCHARGE OF DEACONS, OTHER OFFICERS, AND COMMITTEE PERSONS**

An active deacon, other officer, or committee person may be discharged only after due consideration by the Pastor and Official Staff for any cause the Church deems advisable; provided however, any such active deacon, other officer, or committee person shall first be provided an opportunity to defend himself/herself either before or during such business meeting or committee meeting.

**ARTICLE XV**  
**TRANSFER OF ASSETS IN THE EVENT OF DISSOLUTION**

If this Corporation should ever be dissolved, all of its assets remaining after payment and satisfaction of all its costs and indebtedness, including all the expenses of such dissolution or related to such dissolution shall be distributed to non-profit corporation(s) and/or other non-profit organization(s) which are qualified for tax exemption under Section 501(c)(3) of the Internal Revenue Code or any successor to said Section.

The members of the said Church as defined in Article IV shall in a duly held business meeting designate the non-profit corporation(s) and/or organization(s) to receive the net assets of the Incorporation Church upon dissolution. No assets of any substantial monetary value of said Church shall be distributed to any member, officer, Pastor or trustee of this Church without their being paid reasonable consideration for same. Any non-profit corporation or organization designated to receive assets under the Article shall be affiliated with or belong to some entity of the Christian Faith.

**ARTICLE XVI**  
**THE OFFICIAL STAFF**

The Church Official Staff shall be, deacons, Secretary, trustees, of the church. The following named Official Staff members, and the offices thereof shall continue to serve in their present offices, respectively, until their successors are appointed or elected, respectively; and in the case of the officer, until new officers of the Official Staff are appointed or elected.

The initial Trustee members shall be as follows:

Warner Patterson	Calera, Alabama 35040
Henry Ford	Birmingham, Alabama 35209
Earnestine Grant	Calera, Alabama 35040
Sean Bland	Calera, Alabama 35040

The initial trustees shall act as incorporators upon approval by the Official staff. The offices of Chair and Secretary of the Official Staff may be filled by different members at all times.

**ARTICLE XVII**  
**THE OFFICE OF DEACON**

The following named deacons, and the other offices hereof shall continue to serve in their present offices, respectively, until they cease to be members of the Church or as otherwise provided; and in the case of the officer, until new officer of the Deacons is appointed or elected.

George Watson	Calera, Alabama 35040
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**ARTICLE XVIII  
INITIAL REGISTERED AGENT**

The name of the registered agent/representative of the Incorporated Church is Henry Ford and his official address is 1300 Beacon Pkwy E. #707 Birmingham, Jefferson County, Alabama.

**ARTICLE XIX  
INITIAL REGISTERED OFFICE**

The registered office of the Incorporated Church shall be Post Office Box 952 / 1616 9th Street, Calera, Shelby County, Alabama 35040 .

**ARTICLE XX**

The undersigned Chair and Secretary of the Official Staff, respectively, certify that the issuance of the above Articles of Incorporation were duly authorized by the adoption of resolution of its members in a duly held business meeting of said Incorporated Church on the 1st of May 2004 and that such was further authorized by due and proper action by the Official Staff of the said Incorporated Church.

Date: 5/3/04

Warren Patterson  
Incorporator, Warren Patterson  
Henry Ford  
Incorporator, Henry Ford  
Earnestine Grant  
Incorporator, Earnestine Grant  
Sean R. Bland  
Incorporator, Sean Bland

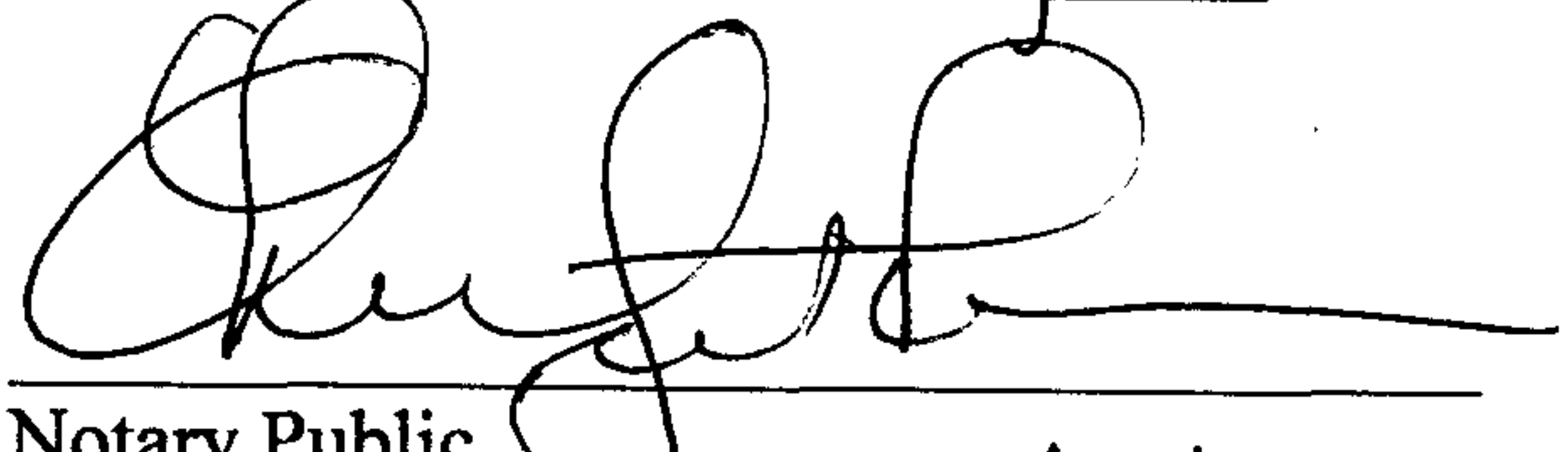
STATE OF ALABAMA     )  
                                      )  
SHELBY COUNTY         )

**GENERAL ACKNOWLEDGMENT**

Before me, the undersigned officer, duly authorized to administer oath and take acknowledgments and testimony, appeared Warren Patterson, Henry Ford, Earnestine Grant, Sean Bland, who being by, me first duly affirmed, deposed, and say: That they are the

Incorporators of the FIRST BAPTIST CHURCH Calera (Shelby County), Alabama; that they have read and know the contents of the foregoing instrument and that the above and foregoing is a true and correct copy of the Articles of Incorporation incorporating the said FIRST BAPTIST CHURCH under the Statutes of the State of Alabama which was approved by the said Church in a duly called and held Church business meeting on the 3<sup>rd</sup> day of May, 2004

**AFFIRMED** and **SUBSCRIBED** before me this 3<sup>rd</sup> day of May, 2004

  
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Notary Public  
My Commission Expires: 5/13/07



# State of Alabama Shelby County

20040518000262350 Pg 8/8 50.00  
Shelby Cnty Judge of Probate, AL  
05/18/2004 11:59:00 FILED/CERTIFIED

## Certificate of Incorporation

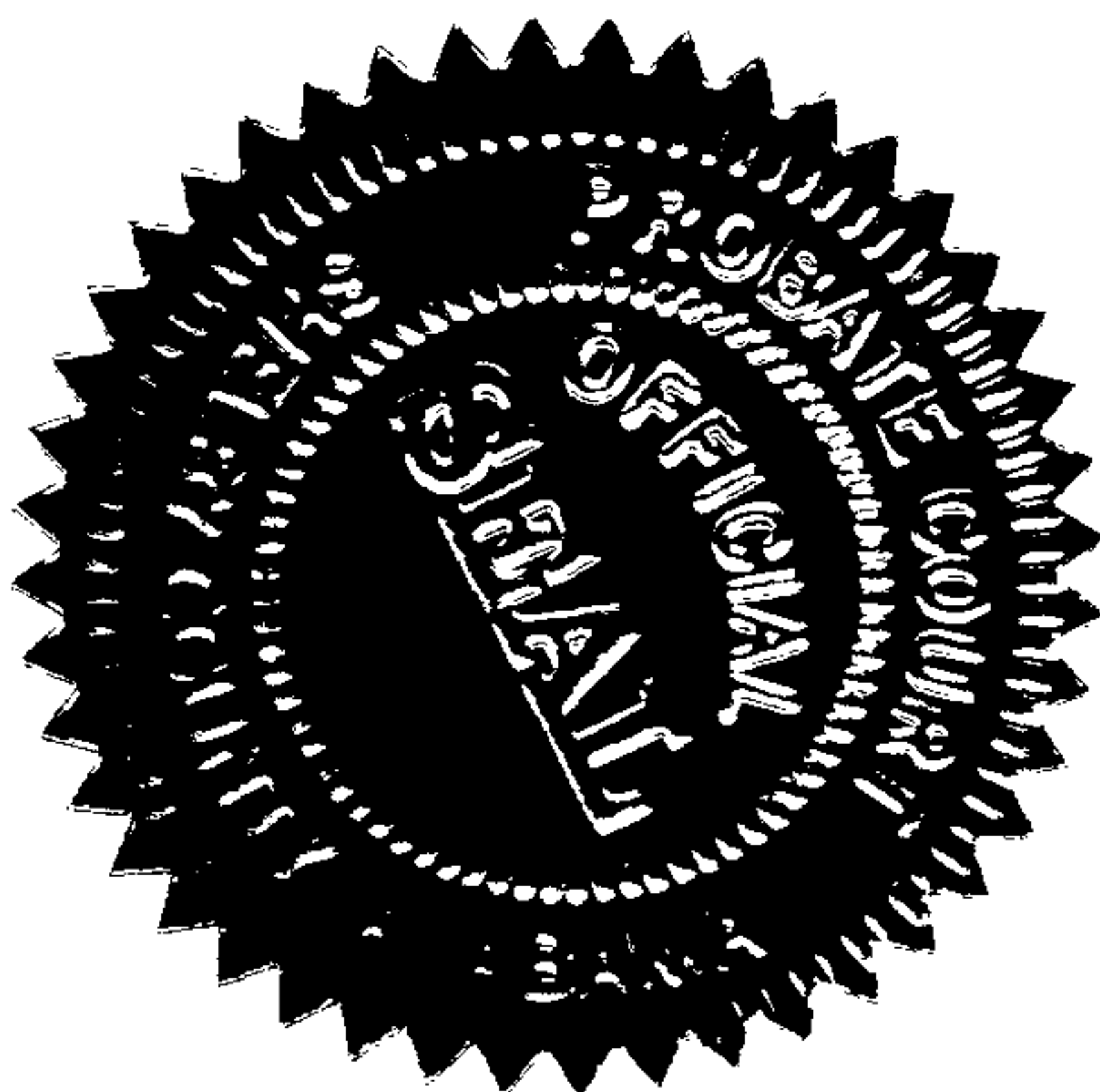
Of

**FIRST BAPTIST CHURCH, INC.**

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



Given under my hand and Official Seal  
on this the 18<sup>th</sup> day of MAY 2004

*Patricia Yeager Fuhrmeister*

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Patricia Yeager Fuhrmeister  
Judge of Probate