

ARTICLES OF INCORPORATION

BIRMINGHAM VIDA NUEVA, INC. A NON-PROFIT CORPORATION

The undersigned, acting as Incorporator of a Corporation, for the purposes of forming a corporation under the Alabama Non-Profit Corporation Act, as stated herein, does hereby file and adopt the following Articles of Incorporation for such Corporation as follows:

ARTICLE I NAME

The name of the Corporation is: Birmingham Vida Nueva, Inc.

ARTICLE II REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office in the State of Alabama:

121 Kingsley Court
Alabaster, Alabama 35007

The Corporation's initial registered agent at said address is: James Sharp

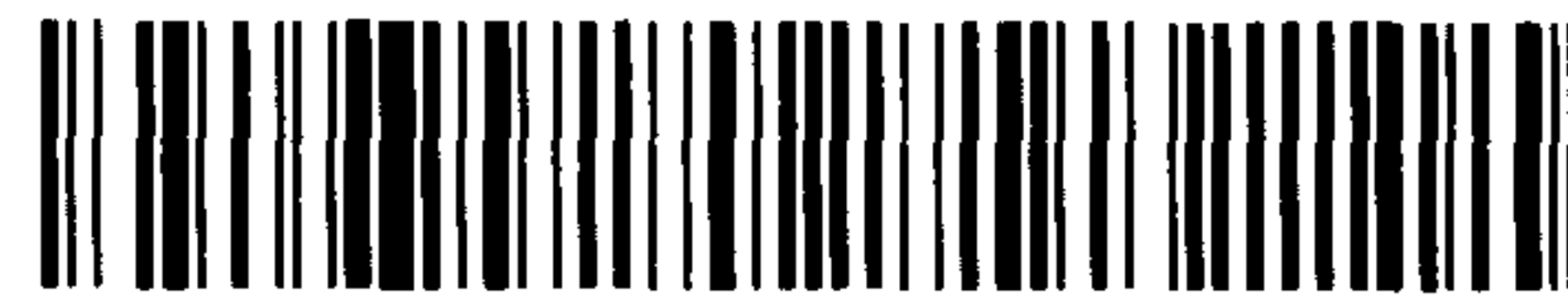
ARTICLE III NAME AND ADDRESS OF INCORPORATOR

The name and address of the Incorporator is as follows:

James B. Sharp
121 Kingsley Court
Alabaster, Alabama 35007

ARTICLE IV DURATION

The period of duration of the Corporation is perpetual.



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Shelby Cnty Judge of Probate, AL
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ARTICLE V PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, religious, educational, and other permissible purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of such Code.

In addition to, and not in limitation of, the foregoing general purposes, the Corporation is specifically authorized to support, promote, coordinate, and fund efforts to evangelize the Christian faith, including without limitation, conducting weekend retreats and other periodic activities aimed at building young Christian leaders.

The Corporation shall do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, and to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Alabama upon a nonprofit corporation organized under the Alabama Non-Profit Corporation Act, and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided, however, that nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a nonprofit corporation organized under the Alabama Non-Profit Corporation Act, nor to engage in any activity not approved by Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI DISSOLUTION

Upon termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in the manner required by law, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such charitable

purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such charitable purposes.

ARTICLE VII RESTRICTIONS

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers and any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributions of statements) in any political campaign on behalf of a candidate for public office.

The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation (a) as a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code, or (b) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit corporation organized under the laws of the State of Alabama.

ARTICLE VIII BOARD OF DIRECTORS

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect.

The number of directors to constitute the first Board of Directors is Seventeen (17). Thereafter, the number of directors shall be fixed by, or in the manner provided in, the Bylaws.

The initial members of the Board of Directors shall be:

Ralph Lucas
31 Joel Court

Lynn Lucas
31 Joel Court

Springville, Alabama 35146

Gary Carlisle
P.O. Box 517
Jemison, Alabama 35085

Joe Helton
7268 Advent Circle
Trussville, Alabama 35173

Gabe Thomas
2566 Comanche Drive
Birmingham, Alabama 35244

Dan McClusky
2329 Tyler Road
Hoover, Alabama 35226

James B. Sharp
121 Kingsley Court
Alabaster, Alabama 35007

Derrick Groeneveld
3182 Floyd Bradford Road
Trussville, Alabama 35173

Dub Hall
73 Shades Crest Road
Birmingham, Alabama 35226

Terrence Scott
5208 Heritage Ridge Circle
Irondale, Alabama 35210

Springville, Alabama 35146

Johnnie Carlisle
P.O. Box 517
Jemison, Alabama 35085

Tera Helton
7268 Advent Circle
Trussville, Alabama 35173

Lynn LeBaron
329 Old Cahaba Trail
Helena, Alabama 35080

Craig Pearce
267 Kentwood Drive
Alabaster, Alabama 35007

Kerry Sharp
121 Kingsley Court
Alabaster, Alabama 35007

Sharon Groeneveld
3182 Floyd Bradford Road
Trussville, Alabama 35173

Wendi Hall
73 Shades Crest Road
Birmingham, Alabama 35226

ARTICLE IX LIABILITY AND INDEMNIFICATION

No director or officer of the Corporation shall be personally liable for the payment of the debts of the Corporation except as such director or officer may be liable by reason of his or her own conduct or acts; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provisions of the Internal Revenue Code applicable to corporation described in Section 501(c) (3).

Subject to the provisions of the previous paragraph, the Corporation shall

indemnify every director or officer, his or her heirs, executors and administrators, against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any action, suit or proceeding, civil or criminal, to which he or she may be made a party by reason of having been a trustee, director or officer of the Corporation.

This indemnification is being given since the Directors will be requested to act by the Corporation for the Corporation's benefit.

This indemnification shall be exclusive of other rights to which a director may be entitled.

ARTICLE X BYLAWS

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter or repeal from time to time, the Bylaws of the Corporation.

ARTICLE XI AMENDMENTS

The Corporation reserves the right to amend, alter or repeal any provisions contained in these Article of Incorporation, other than Article IX, in any manner now or hereafter prescribed by applicable statutes, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code, nor shall the Purposes of the Corporation as contained in these Articles of Incorporation be amended without the unanimous vote of the Board of Directors.

ARTICLE XII MISCELLANEOUS

All general or specific references to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Alabama shall be deemed to refer to the laws of the State of Alabama as now in force or hereafter amended.



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IN WITNESS WHEREOF, these **ARTICLES OF INCORPORATION** have
been signed on OCTOBER 26, 2005.

James B. Sharp
Incorporator

This instrument prepared by:
Dana R. Gaché, MPH, JD
Dempsey, Steed, Stewart, Maddox & Gaché, LLP
1800 International Park Drive, Suite 10
Birmingham, Alabama 35243
(205) 970-0034 Phone
(205) 970-0119 Facsimile

State of Alabama Shelby County

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Certificate of Incorporation Of **BIRMINGHAM VIDA NUEVA, INC.**

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **BIRMINGHAM VIDA NUEVA, 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 **BIRMINGHAM VIDA NUEVA, INC.** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 26TH day of OCTOBER, 2005

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

