

STATE OF ALABAMA)
)
SHELBY COUNTY)

**ARTICLES OF INCORPORATION
OF**

MAYLENE CHAPEL

(Previously a.k.a. Maylene Church of God)

The undersigned, acting as an incorporator of a religious corporation under the authority of the Code of Alabama, 1975, as amended, and with the intent of fully qualifying as a Church under Section 501(c) (3) of the Internal Revenue Code or any successor of same, and Sections 10-3A-1, et seq., of the said Code of Alabama, 1975 (Alabama Non-Profit Corporation Act, 1984, as amended), or any successors of same, do hereby make, declare and file as Board of Directors of Maylene Chapel, an unincorporated church directive made on Thursday, June 1, 2006, the following Articles of Incorporation:

ARTICLE I

NAME AND LOCATION

The name of this Corporation shall be "MAYLENE CHAPEL," (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 Incorporated 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, Protestant Christian and as a religious Corporation it shall also have the authority to function as a religious, charitable, benevolent, and educational Corporation, in a religious context. The mission of the Church is to love and worship God, to love and serve one another, locally, nationally and internationally and to live and speak the good news of Jesus Christ so that others may become His disciples. The Church shall be autonomous and independent of any outside ecclesiastical control but may, with the consent of its members, cooperate with other religious, charitable, benevolent, eleemosynary and educational organizations, groups and individuals to further any purpose set forth herein. The Church shall further have authority to act and proceed in any legal manner and for the benefit of humanity, individually and collectively, worldwide.

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

By consent of its members, it may cooperate and participate with other religious, charitable, benevolent, and educational 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 manner, taking any act which may be essential or convenient for the pursuit and/or fulfillment of its authority and purpose as stated herein above, provided such does not compromise its Section 501(c)(3) status.

ARTICLE III

EXISTENCE

The existence of this Corporation shall be perpetual.

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 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 majority of the members of said church present and voting at the time of the reception of such members and who have complied with any and other requirements of the Bylaws of the Church to be a member.

ARTICLE V

ADMINISTRATION OF CHURCH BUSINESS AFFAIRS

The Church sitting and acting in a duly called and held conference (business meeting) shall be the final authority to elect a Board of Trustees (sometimes referred to as Directors.) The material and business affairs of the Corporation are to be administered by the Board of Trustees according to the Bylaws of the church and other actions of the Church.

1. By a Board of Trustees composed of at least five (5) members and no more than nine (9) members, who 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 in resolution form

by 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 Board of Trustees by the appropriate officers of the Board of Trustees and attested by the Secretary of the Incorporated church (who shall also be secretary to the Board of Trustees.)

2. The offices of the Board of Trustees shall be at least the Chairman,, Secretary, and Treasurer and any other officers of the Board the Board establishes with the congregation's concurrence.
3. The title of all property shall be vested in the name of said Incorporated Church.
4. The Board of Trustees shall have such other duties and authority as provided by the Bylaws of the Church, by Church action, and as provided herein.
5. It shall be the responsibility of the Board of Trustees to provide for the use, maintenance, preservation and care of all church property and oversee all budgetary and financial matters of the Church.

ARTICLE VI

MEMBERSHIP OF THE BOARD OF DIRECTORS

The membership, unless determined by other authority, shall determine the number and nature of membership of the Board of Trustees of the Incorporated Church. There must be at least 3 members of the Board of Trustees. While in some cases one member of the Board of Trustees may hold two offices simultaneously no member may serve as President and Secretary simultaneously.

ARTICLE VII

CHURCH BUSINESS MEETINGS

A Church conference (business meeting) may be held at least once per year for the purpose of electing the Board of Trustees and considering and acting on an agenda approved and prepared by the Board of Trustees.

The quorum required for the said meeting(s) shall be as provided in the Bylaws of the Incorporated Church. If no quorum is defined in the Bylaws it shall be a majority of those present and participating after a good faith effort is made to give notice to all members. In all business actions of the Church, the procedure of due process shall be observed as established in the Bylaws of the church.

ARTICLE VIII

BY-LAWS

The initial Bylaws of the Church may be adopted by a majority vote of those church members present and voting when the church is sitting in a duly called and held business meeting. The Bylaws may be amended, altered, or rescinded by the Board of Trustees of the Church sitting in a duly held business meeting as provided for and allowed by the Church's Bylaws, or if Bylaws are silent there must be a good faith effort to provide a thirty day notice to the membership. The notice should consist of an announcement of the actual text of the modification and should be announced from the pulpit for four (4) consecutive Sundays immediately preceding the vote.

ARTICLE IX

AMENDMENTS TO THE AMENDED ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by a two-thirds (2/3) vote of those present and

voting when the Board of Trustees of the Church is sitting in a duly called and held conference as provided by its Bylaws, or if Bylaws are silent there must be a good faith effort to provide a thirty day notice to the membership. The notice should consist of an announcement of the actual text of the modification and should be announced from the pulpit for four (4) consecutive Sundays immediately preceding the vote. The Incorporation reserves its right to amend these Articles of Incorporation pursuant to Section 10-3A-80 and Section 10-3A-81 of Code of Alabama, 1975, as amended.

ARTICLE X

ELECTIONS

The Church shall hold elections at such times and in such manner as designated in the Bylaws by the Board of Trustees; regular scheduled elections shall occur annually, unless provided for differently. Special elections may occur more frequently as determined by the Board of Trustees of the Church.

Members of the Board of Trustees shall be elected for a terms as stated in the Bylaws. The qualifications of Trustees and other Church officers shall be as defined in the Church Bylaws.

All Trustees and committee persons shall hold office until their successors are duly elected and/or appointed and take office, respectively.

ARTICLE XI

CHURCH FISCAL YEAR

The Church fiscal year shall be as set forth in the Bylaws or as determined by the Church.

ARTICLE XII

DISCHARGE OF TRUSTEES,

OTHER OFFICERS AND COMMITTEE PERSONS

Any Trustee, other officer or committee person may be discharged by a majority vote of the Church sitting in a duly called and held business meeting or conference for any cause the Church deems advisable. Further details may be set out in the Bylaws of the Church. In such proceedings due process will be followed.

ARTICLE XIII

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 a 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 Board of Trustees at the time of dissolution of said Corporation shall in a duly held business meeting designate the non-profit corporation(s) and/or organization(s) to receive the said net assets of the Incorporated Church upon dissolution. No assets of any substantial monetary value of said Church shall be distributed to any member, or officer, of this Church without there being paid reasonable consideration for same. Any non-profit corporation or organization designated to receive assets under this Article shall a Section 501(c)(3) entity.

ARTICLE XIV

CODE OF IRS, AS AMENDED

This Corporation is organized and operated exclusively for religious purposes within the meaning of **Section 501(c)(3) of the Internal Revenue Code of 1954.**

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any

other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue code of 1986, and this Corporation shall not partisanly participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office or shall not partisanly participate in or intervene in any political campaign on behalf or in opposition to the issue of any public referendum.

The property of this Corporation is irrevocably dedicated to religious purposes, and no material part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, member or agent of the Corporation or to the benefit of any private person as such.

On the dissolution of this Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XV

NUMBER, NAME, POSITION AND ADDRESSES OF TRUSTEES

**(BOARD OF DIRECTORS) TO SERVE UNTIL THE FIRST ELECTION
FOLLOWING INCORPORTION**

There shall be initially five members of the Board of Directors.

- | | | |
|----|-----------------|-----------------------|
| 1. | Clay Gingo | Chairman |
| 2. | Louis Whitfield | Vice Chairman |
| 3. | Linda Davis | Treasurer & Secretary |
| 4. | Betty Whitfield | Assistant Secretary |
| 5. | Clara Majors | Trustee |

(There must be at least 3 members of the Board of Trustees; and the Chairman and Secretary shall not be the same person)

ARTICLE XVI

INITIAL REGISTERED AGENT

The name of the initial registered agent/representative of the Incorporated Church is Clay Gingo and his official address is 721 Hwy. 270, Maylene, Alabama 35114, Shelby County.

ARTICLE XVII

INITIAL REGISTERED OFFICE

The initial registered office of the said Incorporated Church shall be **MAYLENE CHAPEL** 721 Hwy. 270, Maylene, Alabama 35114, located in Shelby County, Alabama.

ARTICLE XVIII

The undersigned, Chairman of the Board of Trustees and the Secretary of the Board of Trustees (who is also the Secretary of the incorporated Church), certify that the issuance of the Articles of Incorporation were duly authorized by the adoption of a resolution of the members of

the Church's Trustees in a duly called and held business meeting on Thursday, June 1, 2006.

X *Clay Gingo*

Clay Gingo
Chairman of Board of Trustees
Maylene Chapel

Linda Davis

Linda Davis
Treasurer & Secretary of Board of Trustees
Maylene Chapel

STATE OF ALABAMA)
SHELBY COUNTY)

GENERAL ACKNOWLEDGMENTS

Before me, the undersigned officer, duly authorized to administer oath and take acknowledgments and testimony, appeared the said **Clay Gingo** and **Linda Davis**, respectively, who being by me first duly sworn, deposed, and say: That they are the duly elected and qualified Chairman, Board of Trustees and the Church Secretary, respectively, of **MAYLENE CHAPEL** (Shelby County); 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 of the said **MAYLENE CHAPEL**, under the Statutes of the State of Alabama which was properly approved by the said Church's Board of Trustees in a duly called and held business meeting on the 1st day of June, 2006 by an unanimous vote.

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Shelby Cnty Judge of Probate, AL
06/06/2006 04:09:28PM FILED/CERT

SWORN to and SUBSCRIBED before me this 6th day of JUNE,
2006.

J. Carolyn Henley
Notary Public
My Commission Expires: **NOTARY PUBLIC STATE OF ALABAMA AT LARGE**
MY COMMISSION EXPIRES: Oct 11, 2006
BONDED THRU NOTARY PUBLIC UNDERWRITERS

This instrument was prepared by:

Chriss H. Doss, Esquire
Attorney and Counselor at Law
1891 Hoover Court
Suites 5 and 6
Birmingham, Alabama 35226
(205) 978-9992

State of Alabama Shelby County

20060606000268410 12/12 \$50.00
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06/06/2006 04:09:28PM FILED/CERT

Certificate of Incorporation

Of Maylene Chapel

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of Maylene Chapel, 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 Maylene Chapel, and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 6th day of June 2006.

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

