
ARTICLES OF INCORPORATION
OF
GRACE AND TRUTH MINISTRIES USA, INC.

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

This is to certify that, for the purpose of forming a corporation pursuant to the provisions of Sections 10-3A-1, *et seq.*, Code of Alabama (1975) as amended (the "Alabama Nonprofit Corporation Act"), the undersigned does hereby make, adopt, and file the following Articles of Incorporation:

ARTICLE I
Name

The name of the corporation (hereinafter referred to as the "Corporation") shall be:

GRACE AND TRUTH MINISTRIES USA, INC.

ARTICLE II
Duration

The duration and existence of the Corporation shall be perpetual.

ARTICLE III
Purpose

3.1 The Corporation is organized exclusively for charitable, religious, educational, literary, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any subsequent federal tax law. In furtherance of such purposes, the Corporation is organized and will be operated primarily to:

- support the work of Grace and Truth Ministries in Israel, and
- support the ministries of Grace and Truth Christian Congregation in Israel and in particular its extracurricular activities including but not limited to the publication and distribution of Christian literature and biblical texts, Christian education and training, and social work and ministry in the community.

3.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any subsequent federal tax law, or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any subsequent federal tax law. Except as hereinbefore limited, the Corporation shall have all the powers by law permitted a corporation organized under the Alabama Nonprofit Corporation Act.

ARTICLE IV

Board of Directors

4.1 All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. All of the powers and duties conferred or imposed on a board of directors by the Alabama Nonprofit Corporation Act shall be exercised or performed by the Board of Directors. The number of directors, the qualifications for directors, the terms each shall serve, and the grounds and procedures for the removal of each shall be provided in the Bylaws of the Corporation. The initial Board of Directors shall consist of five (5) directors to serve until their successors are duly elected and qualified. Vacancies in the initial Board of Directors shall be filled by the remaining directors to serve for the unexpired portion of the term related to such vacancy.

4.2 The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Jim Jackson	Four Riverchase Ridge Birmingham, AL 35244
Dan Brooks	2528 E. Emerald Ave. Mesa, AZ 85204
Robert Strain	153 Winter Street Media, PA 19063
Carmen Speirs	1509 Stardust Drive Colorado Springs, CO 80906-1633
Ben Terreblanche	420 Oak Road Cincinnati, OH 45246

ARTICLE V
Members

The Corporation shall have no members.

ARTICLE VI
Bylaws

The Board of Directors of the Corporation shall adopt Bylaws governing the conduct of the business and affairs of the Corporation. The power to alter, amend, or repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

ARTICLE VII
Initial Registered Office and Agent

The initial registered office of the Corporation shall be Four Riverchase Ridge - Birmingham, AL 35244. The initial registered agent of the Corporation shall be Jim Jackson, who shall be located at the initial registered office of the Corporation.

ARTICLE VIII
Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as such under Sections 501(c)(3) and 170(c)(2) of the Code, or the corresponding provision of any subsequent federal tax law, as the Board of Directors shall determine.

ARTICLE IX
Incorporator

The name and address of the Incorporator of the Corporation is as follows:

Alex B. Leath, III
Balch & Bingham LLP
1710 Sixth Avenue North
Birmingham, AL 35203

ARTICLE X
Amendment, Fundamental Corporate Change

These Articles of Incorporation may not be amended, nor may the Corporation adopt a plan of merger, consolidation, or dissolution, without the affirmative votes of not less than two thirds of the whole Board of Directors. Further, the Corporation may not sell, lease, exchange,

mortgage, pledge, or otherwise dispose of all or substantially all of its property without the affirmative votes of not less than two thirds of the whole Board of Directors.

ARTICLE XI Liability

11.1 Pursuant to Section 10-11-1, et seq., Code of Alabama (1975), all noncompensated officers of the Corporation shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Corporation except when the act or omission of such officer, which gives rise to a cause of action, amounts to willful or wanton misconduct or fraud or to gross negligence. For purposes of this Section 11.1, the term "officer" shall include the Corporation's officers, directors, trustees, and the members of any other governing body of the Corporation.

11.2 Pursuant to Section 6-5-336, Code of Alabama (1975), all volunteers shall be immune from civil liability on the basis of any act or omission of such volunteer resulting in damage or injury if both (a) the volunteer was acting in good faith and within the scope of such volunteer's official functions and duties for the Corporation, and (b) the damage or injury was not caused by willful or wanton misconduct by such volunteer. For purposes of this Section 11.2, the term "volunteer" shall include all persons performing services for the Corporation without compensation (other than reimbursement for actual expenses incurred), and such term shall include any such person serving as a director, officer, trustee, or direct service volunteer.

IN WITNESS WHEREOF, THE INCORPORATOR HAS HEREUNTO SET HIS HAND ON THIS THE 21st DAY OF JULY 2006.

Incorporator:



Alex B. Leath, III

This Instrument was prepared by:

Alex B. Leath, III

BALCH & BINGHAM LLP

1901 Sixth Avenue North, Suite 2600

Birmingham, Alabama 35203

(205) 251-8100

State of Alabama Shelby County

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Shelby Cnty Judge of Probate, AL
07/25/2006 11:47:25AM FILED/CERT

Certificate of Corporation

Of

GRACE AND TRUTH MINISTRIES USA, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of Grace and Truth Ministries USA, 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 Grace and Truth Ministries USA, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official
Seal on this the 25th day of July 2006

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

