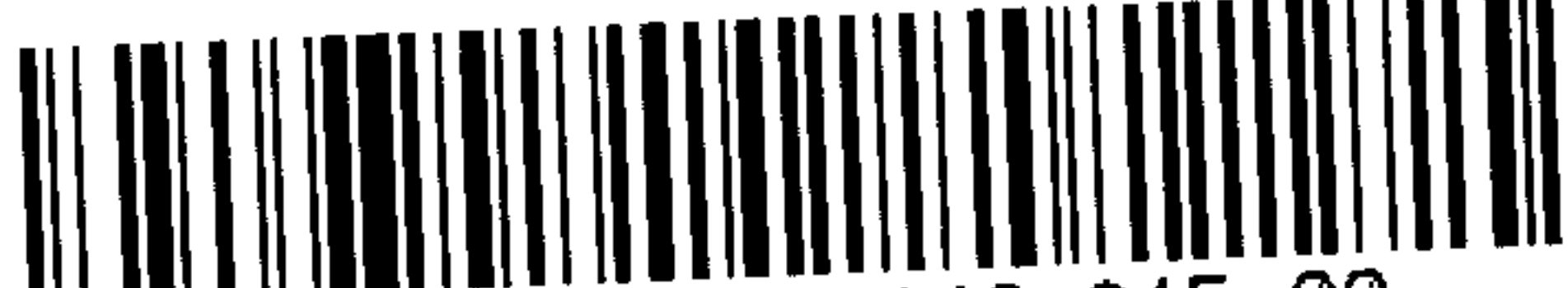


STATE OF ALABAMA }
SHELBY COUNTY }


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**AMENDED ARTICLES OF INCORPORATION
OF
THE CHURCH AT BROOK HILLS**

PREAMBLE

KNOW ALL MEN BY THESE PRESENTS:

For the purpose of making these amendments, the body of the church met on August 20, 2006, at which time there was a quorum present for conducting business. These amendments received a one hundred percent favorable vote of the votes entitled to be cast by members present at the meeting. Only the following Articles are hereby amended:

ARTICLE I.

NAME AND LOCATION

This Corporation was officially incorporated on May 31, 1990 and was recorded in Book 041, page 788, in the Office of the Judge of Probate of Shelby County, Alabama. The name of the corporation "Brook Hills Baptist Church" was changed to "The Church at Brook Hills," and other amendments were made in 1997, recorded as Instrument number 1997-31966 in the Office of the Judge of Probate of Shelby County, Alabama. The church address is 3145 Brook Highland Parkway, Birmingham, Alabama, 35242. The mailing address is P.O. Box 380543, Birmingham, Alabama 35238-0543.

ARTICLE VI.

MEMBERSHIP OF THE BOARD OF DIRECTORS

Article VI is changed to read as follows: The Board of Directors shall be composed of the Elders Council, composed of eight (8) Elders and a Senior Pastor (total of 9), who are chosen by the church body in accordance with the church bylaws as from time to time amended.

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ARTICLE VII.

CHURCH CONFERENCE (BUSINESS MEETING)

The name of the church business meeting shall be called "MINISTRY MEETING" and shall occur annually in the month of December in accordance with the church bylaws as from time to time amended.

ARTICLE X.

ELECTIONS

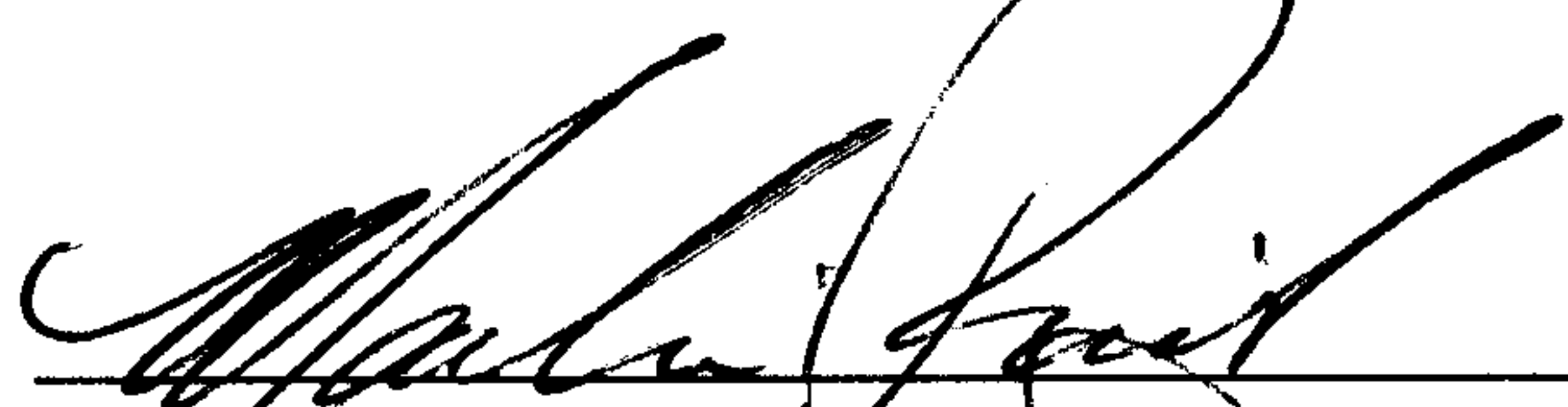
Paragraph # 3 in Article X is hereby amended to read as follows: Members of the Board of Directors are to serve for a rotating term of four (4) years or until such time as they are removed pursuant to the bylaws of the corporation as they may be amended from time to time.

ARTICLE XI.

CHURCH YEAR


Article XI is hereby amended to read as follows: The church year shall extend from the first day of January through the end of December for a period of twelve (12) months.

IN WITNESS WHEREOF we have hereto set our hands and seals as Chairman of the Board of Directors, Board Members, and the Secretary of the Board of Directors of The Church at Brook Hills, this the 18th day of December, in the Year of our Lord, 2006.

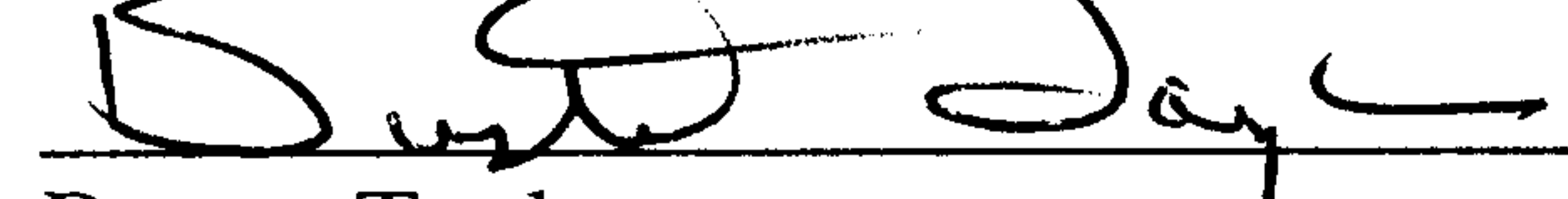

Marlin Priest, Chairman

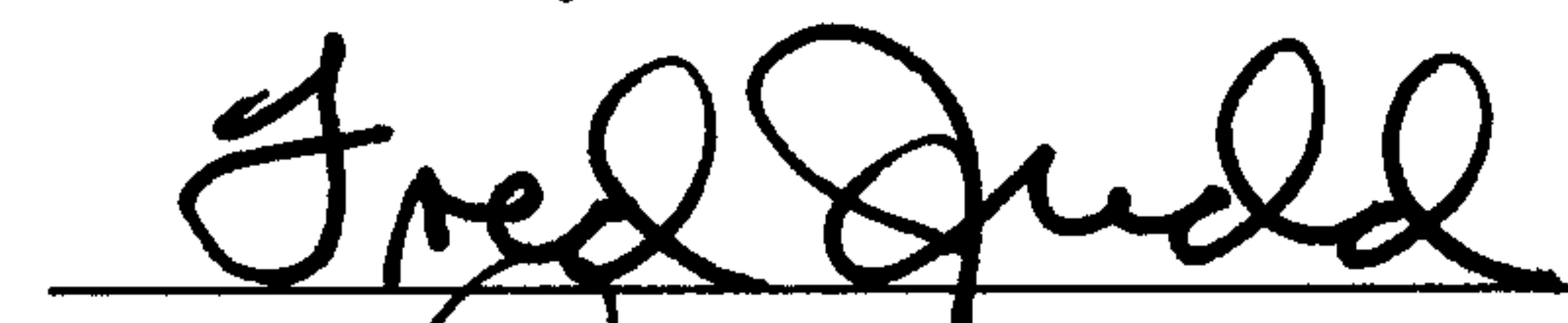

Alonza Jones

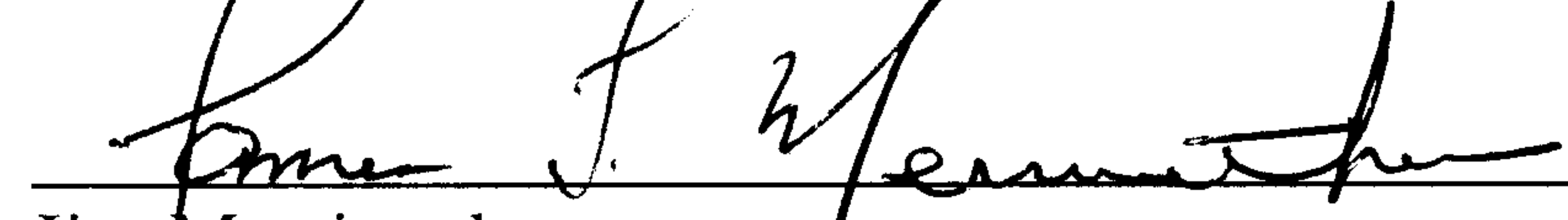

Ralph Dewberry

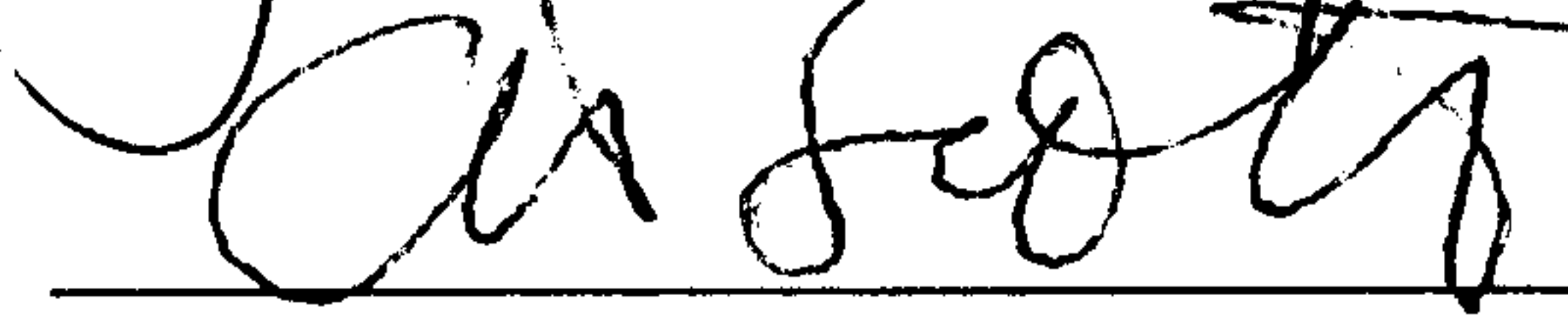

John Adams

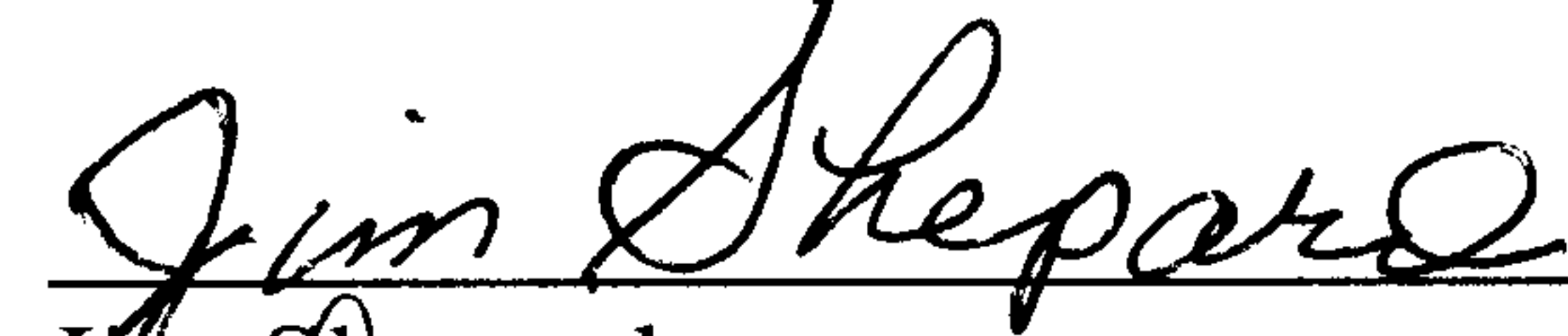

Bill Christenberry



Buster Taylor



Fred Judd


Jim Merriwether

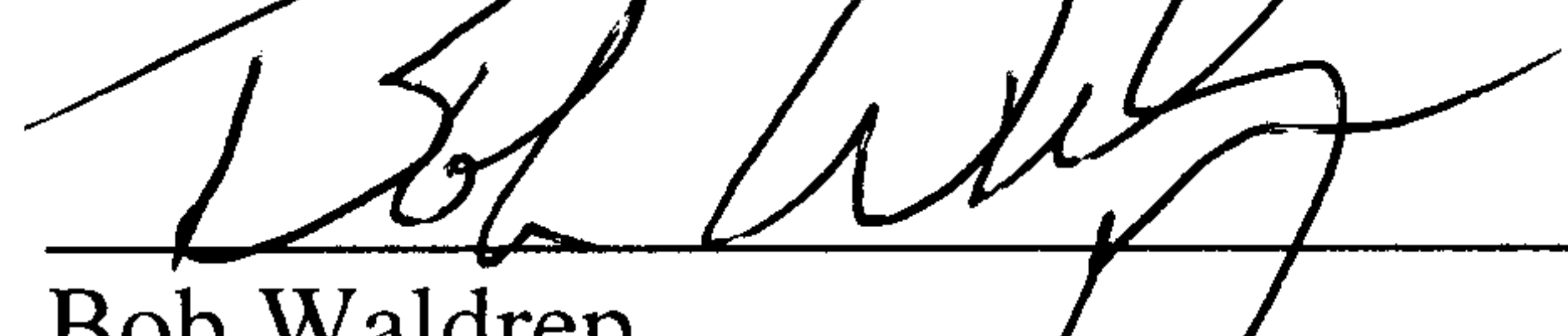

A. T. Scott



Jim Shepard


Royce Watkins


Bob Reid


Phil Walton


Bob Waldrep


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Kevin Carroll

Kevin Carroll

Donnie Arrant

Donnie Arrant

Jim Houston

Jim Houston

Rick Hunt

Rick Hunt

Larry Herndon

Larry Herndon

David Platt


David Platt

Charles K. Card

Charles Card

Pat Herron

Pat Herron, Secretary


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SHELBY COUNTY }

VERIFICATION


I, the undersigned, being first duly sworn/affirmed, depose and say:

My name is Marlin Priest, and I am the President of the Board of Directors of The Church at Brook Hills. I have read and am informed of the contents of the foregoing Amended Articles of Incorporation of The Church at Brook Hills, and hereby certify that the facts stated therein are true and correct, and further certify that the action described therein for the adoption and filing of the said Amended Articles of Incorporation was taken as stated by the Board of Directors of The Church at Brook Hills.



President of the Board
The Church at Brook Hills

ACKNOWLEDGEMENT


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STATE OF ALABAMA }

SHELBY COUNTY }

I, Alma Denise Jordan, the undersigned Notary Public, in and for said County in said State, do hereby certify that above Board of Directors members, who are known to me, and whose names are signed to the foregoing Amended Articles of Incorporation, personally appeared before me, and who first upon their oath or affirmation acknowledged and said that they have read and understand the foregoing Amended Articles of Incorporation and being informed of the contents thereof, aver that the facts and assertions contained therein are true, correct, complete, and accurate.

GIVEN UNDER MY HAND and official seal this the 18 day of December, 2006, A.D.



Notary Public in and for the State of Alabama at Large

My commission expires: **NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: June 27, 2007
BONDED THRU NOTARY PUBLIC UNDERWRITERS**

This Instrument was prepared by:

Thomas M. Eden, III
Attorney and Counselor at Law
Wallace, Jordan, Ratliff & Brandt, L.L.C.
800 Shades Creek Parkway
Birmingham, AL 35209
(205) 874-0311

State of Alabama
Shelby County

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Certificate of Incorporation
Amendment
Of

THE CHURCH AT BROOK HILLS

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **THE CHURCH AT BROOK HILLS** 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 **THE CHURCH AT BROOK HILLS** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 19TH day of DECEMBER, 2006

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

