

STATE OF ALABAMA §
 § ss.
SHELBY COUNTY §

**SECOND AMENDMENT TO
ARTICLES OF INCORPORATION OF
ALABASTER CHRIST-CENTERED UNITED APPEAL FUND, INC.**

KNOW ALL PERSONS BY THESE PRESENTS:

I, the undersigned, Carol Cook-Carter, president of Alabaster Christ-Centered United Appeal Fund, Inc., an Alabama nonprofit corporation (“Corporation”), hereby certify that the following amendments to the articles of incorporation of the Corporation have been duly adopted in accordance with the provisions of section 10-3A-82 *Code of Alabama* (1975), as in effect from time to time, and deliver these articles of amendment to the Probate Judge of Shelby County in accordance with section 10-3A-83 *Code of Alabama* (1975):

- (1) The name of the Corporation is Alabaster Christ-Centered United Appeal Fund, Inc.
- (2) The articles of incorporation are amended as follows:
 - (a) Section 5 of the Articles of Incorporation is amended and restated as follows:

SECTION 5. QUALIFICATIONS OF MEMBERS

To become a member of the Corporation, an organization must (a) be an organization described in Code Section 501(c)(3), (b) must not be a private foundation as defined in Code Section 509, and (c) must be approved by the board of directors. There shall be no membership fee or dues required to become and remain a member of the Corporation. If any member for any reason ceases to be described in clause (a), or (b), that organization shall immediately and automatically cease to be a member and no further payments shall be made to that organization from the Corporation.

- (b) Section 10.1 of the Articles of Incorporation is amended and restated as follows:

SECTION 10.1. Initial Directors

The initial board of directors shall consist of six directors, and successor board of directors shall be composed of not less than three and no more than eleven directors, as from time to time designated in the bylaws. The names and addresses of the persons who are to serve as the initial directors are as follows:

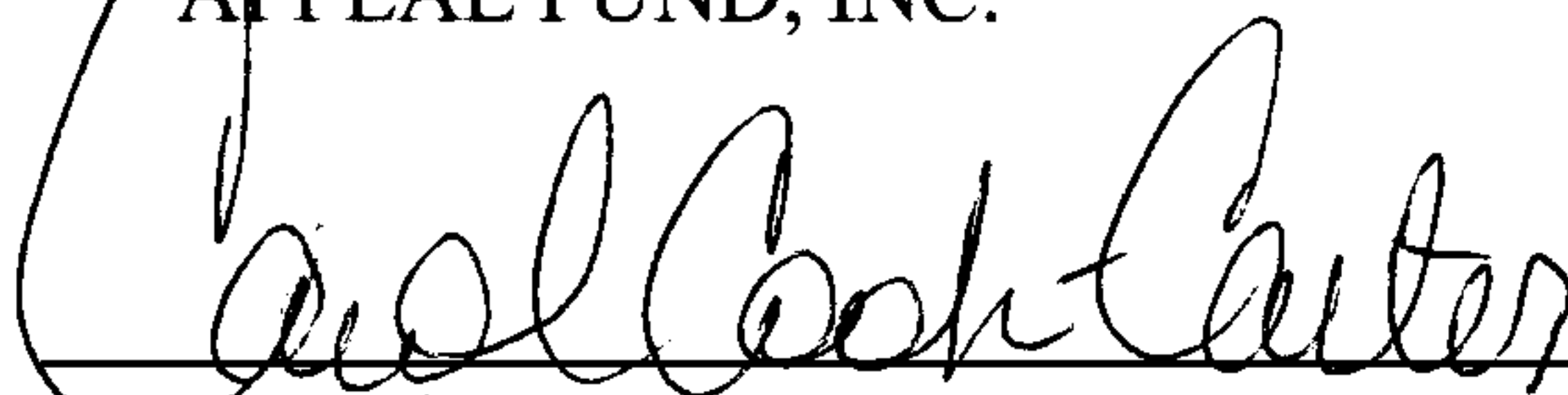
<u>NAME</u>	<u>ADDRESS</u>
Carol Cook-Carter	122 Water Elm Drive Maylene, AL 35114
Cathy McDaniel	154 Pebble Lane Alabaster, AL 35007
Tim Carrigan	105 Legacy Park Dr. Pelham, AL 35124
Jay Gordon	1121 9th Avenue SW Alabaster, AL 35007
Richard Cornelius	124 Summer Hill Dr. Alabaster, AL 35007
Don Morris	204 Chandler Lane Alabaster, AL 35007

The initial directors shall serve as such for one year and for so long thereafter until their successors are duly elected by the members. Thereafter, the directors shall be appointed in the manner and for the terms provided in the bylaws.

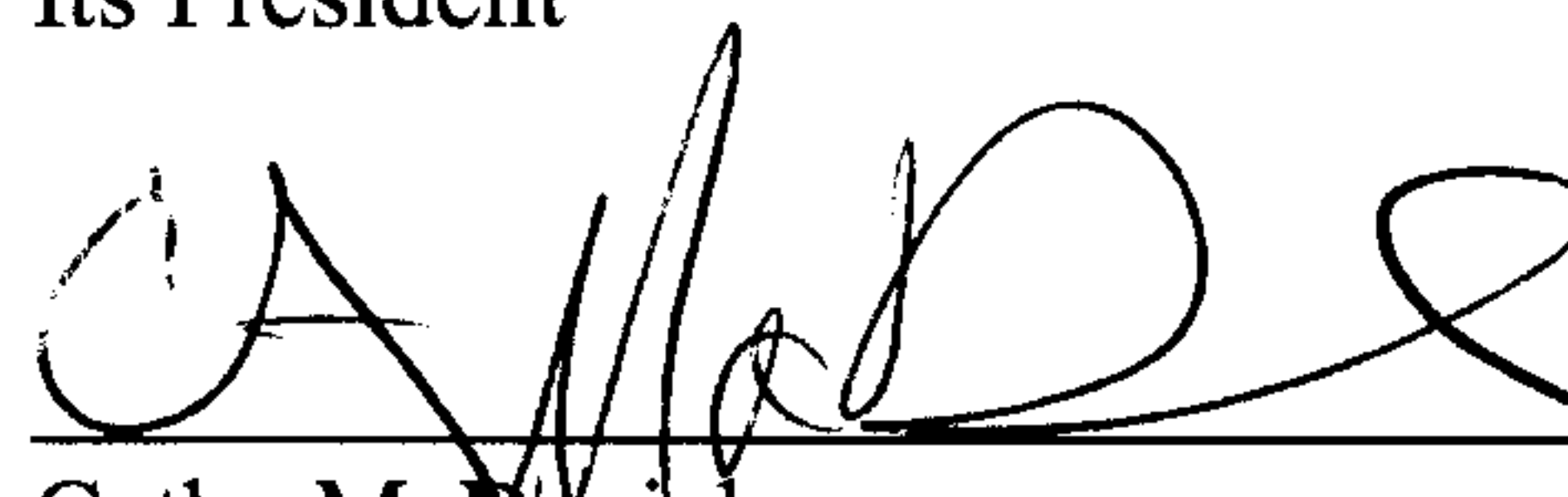
- (3) The above amendments were adopted by a consent in writing signed by all members to vote with respect thereto on March 13, 2007.

IN WITNESS WHEREOF, we, the undersigned president and secretary of the corporation, have hereunto set our hands on this the 13 day of March, 2007.

ALABASTER CHRIST-CENTERED UNITED
APPEAL FUND, INC.

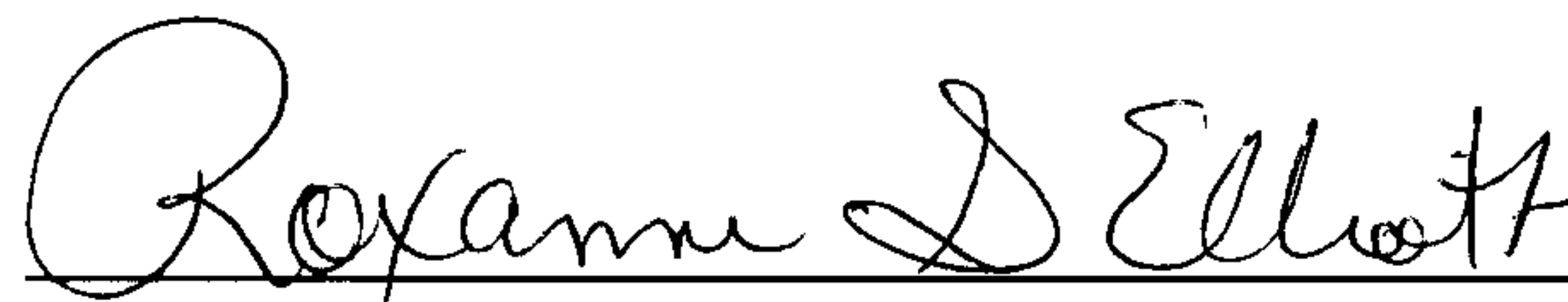


Carol Cook-Carter
Its President



Cathy McDaniel
Its Secretary

Sworn to and subscribed before me on this the 13 day of March, 2007.



Notary Public in and for the
State of Alabama at large.

My Commission Expires **NOTARY PUBLIC STATE OF ALABAMA AT LARGE**
MY COMMISSION EXPIRES: Apr 10, 2010
BONDED THRU NOTARY PUBLIC UNDERWRITERS

THIS DOCUMENT THIS DOCUMENT PREPARED BY:

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STATE OF ALABAMA

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§ ss.

SHELBY COUNTY

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**CONSENT OF SOLE MEMBER
TO SECOND AMENDMENT TO
ARTICLES OF INCORPORATION OF
ALABASTER CHRIST-CENTERED UNITED APPEAL FUND, INC**

The undersigned, constituting the sole member of Alabaster Christ-Centered United Appeal Fund, Inc., an Alabama nonprofit corporation, hereby consents that the articles of incorporation of Alabaster Christ-Centered United Appeal Fund, Inc. be amended as stated in the Second Amendment to Articles of Incorporation to which this Consent is attached.

IN WITNESS WHEREOF, the undersigned has hereunto set its hand on this the 13th
day of March, 2007.

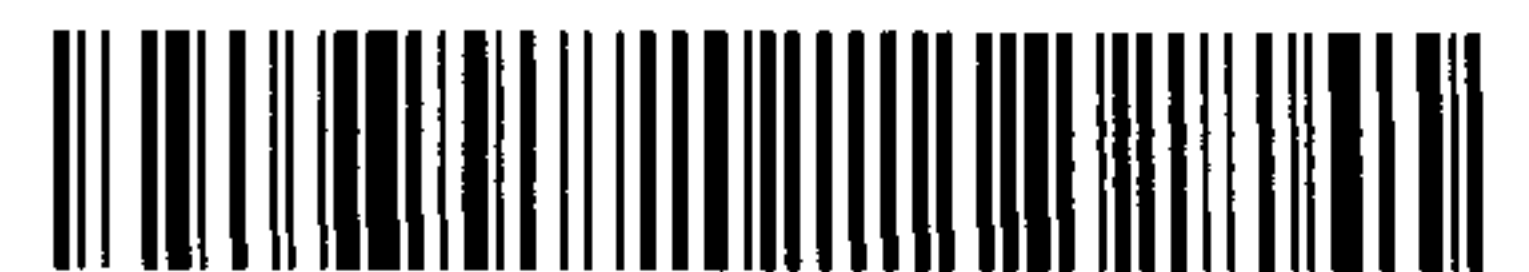
WESTWOOD BAPTIST CHURCH

Member

By:


Jay Gordon

Its Senior Associate Pastor



State of Alabama Shelby County

Certificate of Incorporation Amendment Of ALABASTER CHRIST-CENTERED UNITED APPEAL FUND, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of ALABASTER CHRIST-CENTERED UNITED APPEAL FUND, 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 ALABASTER CHRIST-CENTERED UNITED APPEAL FUND, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 18TH day of MAY, 2007.

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

