


**STATE OF ALABAMA  
SHELBY COUNTY**

  
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Shelby Cnty Judge of Probate, AL  
12/10/2008 01:30:07PM FILED/CERT

**ARTICLES OF AMENDMENT AND RESTATEMENT OF  
RIVERPOINT ASSEMBLY OF GOD**

**(f/k/a Pelham First Assembly of God Church, Inc.)**

**A NON-PROFIT CORPORATION**

Pursuant to the provisions of Sections 10-3A-82, *et sequel* and 10-3A-84, 1975 Code of Alabama, the undersigned non-profit corporation, pursuant to a duly adopted resolution unanimously approved by its members, hereby adopts the following Amended and Restated Articles of Incorporation.

**AMENDMENT AND RESTATEMENT**

**ARTICLE I**

1. This is an amendment and restatement of the articles of incorporation of Pelham First Assembly of God Church, Inc. It also merges into the corporation the unincorporated church, Riverpoint Assembly of God. It is not a merger of corporations pursuant to Section 10-3A-100, 1975 *Code of Alabama*.

2. Keystone Assembly of God Church of Keystone, Inc. was incorporated as a non-profit corporation, in Shelby County, Alabama on October 3, 1967, as shown in the Probate Office of Shelby County, Alabama, Corporation Book 7, page 622. It subsequently amended its articles of incorporation to be known as Pelham First Assembly of God Church, Inc., on February 1, 1980, as shown in the Probate Office of Shelby County, Alabama, Book 19, page 994, and continued as an incorporated body of

believers. Riverpoint Assembly of God was not incorporated as a non-profit corporation, but is a body of believers meeting as a church in Shelby County, Alabama. This duly adopted plan combines both bodies with all assets and liabilities to be retained and held in the name of Riverpoint Assembly of God. The Articles of Incorporation, as amended, shall be restated as duly adopted and as contained in these Amended and Restated Articles of Incorporation.

3. There are members of Pelham First Assembly of God Church, Inc. and of Riverpoint Assembly of God. The members are one and the same. The directors of the churches, to be known as "trustees", are one and the same. At a duly called meeting and pursuant to proper notice, a quorum of the members of Pelham First Assembly of God Church, Inc. and Riverpoint Assembly of God did on the 23<sup>rd</sup> day of Nov, 2008 unanimously adopt the plan of amendment and restatement.

4. The articles of incorporation of Pelham First Assembly of God Church, Inc. are amended to change the name to Riverpoint Assembly of God and to include in the amended and restated articles of incorporation below.

5. The following Amended and Restated Articles of Incorporation set forth the operative provisions of the Articles of Incorporation of Riverpoint Assembly of God. The restated Articles of Incorporation supersede the original Articles of Incorporation of Pelham First Assembly of God Church, Inc., are the true and correct Articles of Incorporation for the renamed corporation, Riverpoint Assembly of God, and are duly adopted as required by law.

## **RESTATED ARTICLES OF INCORPORATION**

### **ARTICLE II**

The name of the corporation is : RIVERPOINT ASSEMBLY OF GOD.

### **ARTICLE III**

The term of the corporation is unlimited and perpetual. In the event of dissolution, the Board of Trustees 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 to any organization or organization time qualify as an exempt organization or organizations under and within the meaning of §501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Trustees shall determine. Among other methods and reasons for dissolution, the Board of Trustees may, by two-thirds vote, cease corporate activities and dissolve the corporation in accordance herewith, and in accordance with church doctrine and governing documents.

### **ARTICLE IV**

1. The purpose or purposes of this corporation are as follows:
  - (a) To operate as a church by and through all of its various ministries to propagate the Gospel of the Lord Jesus Christ as contained in both the Old and New Testaments of the Holy Bible;
  - (b) To aid in the fulfillment of the "Great Commission" of the Lord Jesus Christ to "go ye...and disciple and all nations.";



- (c) By the grace of God, to bring salvation to as many persons as possible by holding forth the word of Life at every opportunity and in every field, both at home and abroad;
- (d) To provide for the worship of God, in all that entails, including preaching, music, praise, prayer, and the upholding of the name of the Lord Jesus Christ;
- (e) To minister to the body of Christ for the meeting of needs, spiritual and temporal, and to educate all those who hear in the principles of Christian living as taught and explained in the Holy Bible;
- (f) To operate the church by and through its various ministries of worship, study, missions, education, including but not limited to, kindergarten, elementary, secondary, and college education, discipline, solemn occasions and rites, helps to the poor, needy, and elderly, service to the public and community, participation in the arts, and all other ministries to effectuate its purposes as the Church of the Lord Jesus Christ;
- (g) To enter into any kind of activity, and to make, perform and carry out contracts of every kind in connection with and necessary or incidental to, the accomplishment of the non-profit purposes of the corporation;
- (h) To operate exclusively for religious purposes as a church being solely under the authority of God Almighty and the Lord Jesus Christ, and also, though formal approval is not required by law though such approval may have been given, for religious, charitable, and educational purposes within the meaning of §501(c)(3) of the Internal revenue code (or the

corresponding provision of any future United States Internal Revenue law).

2. To receive and administer funds for the aforesaid purpose or purposes and for no other purpose, and to that end, to take and hold by contract, agreement, devise, bequest, gift, purchase, lease, either absolutely or in trust, for such objects and without limitations as to the amount or value, except such limitations, if any, as may imposed by law; to sell, convey and dispose of any such property, and to deal with such property for any of the aforementioned purposes, without limitation, except such limitation, if any, as may be contained in the instrument under which such property received, and to exercise any, all and every power for which a non-profit corporation organized under the provisions of the Alabama Non-Profit Corporation Act, all for the public welfare which can be authorized to exercise, but not any other power.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private person, 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 in this Article IV. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.

4. Notwithstanding any of the provisions of these Articles of Incorporation, 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 §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 §170(c)(2) of the Internal Revenue Code, or any other corresponding provision of any future United States Internal Revenue law.

#### **ARTICLE V**

The location of the initial registered office of the corporation is in the City of Pelham, in the County of Shelby, State of Alabama. The address of the registered office in Alabama is: 3540 Pelham Parkway, Pelham, Alabama 35124. The name of its registered agent at said address is: Robert E. Lewis.

#### **ARTICLE VI**

The corporation is organized on a non-stock basis. Said corporation is to be financed by contributions to it of funds and property absolutely or in trust.

#### **ARTICLE VII**

The corporation shall have members. Members shall be those persons who have qualified and been admitted into the membership of the Church according to the requirements and provisions as prescribed by the Church.

#### **ARTICLE VIII**

Directors for the Church as a corporation shall be known as "Trustees." Trustees shall be elected by the members of the Church. The Senior Pastor and the Administrator of the Church shall serve as Trustees. Election of Trustees shall be at a regularly called meeting of the members of the Church. A quorum for election of Trustees shall be a majority of members of the Church or as may be otherwise prescribed by the Church.



The number of Trustees shall not be less than three (3), with a maximum number as may be determined from time to time by the Bylaws of the corporation, and any amendment thereto, and in the absence of the Bylaws fixing the maximum number of Trustees, there shall be no limitation as to the number of Trustees that may be elected and serve. The Board of Trustees shall have authority to do all lawful things on behalf of the Church.

#### ARTICLE IX

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Lewis	3540 Pelham Parkway Pelham, AL 35124

#### ARTICLE X

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

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Lewis	3540 Pelham Parkway Pelham, AL 35124
Gary D. Davenport	1129 Highway 24 Montevallo, AL 35115
S. Russell Leonard	113 Hastings Lane Maylene, AL 35114
Dale A. Stegink	204 Queens Gate Maylene, AL 35114

#### ARTICLE XI

The names of the officers of the corporation chosen for the first year and until their respective successors are elected and qualified are as follows:

**NAME**

**OFFICE**

Robert E. Lewis

President

Gary D. Davenport

Vice President

S. Russell Leonard

Vice President

Dale A. Stegink

Secretary/Treasurer

**ARTICLE XII**

The Board of Deacons shall adopt a Constitution and Bylaws for the corporation. The Constitution and Bylaws shall prescribe the duties of Trustees and Officers, fix the date of regular and special meetings and otherwise provide for the orderly operation, regulation, and government of the corporation, its agents, servants and officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Alabama or the United States of America, except where in conflict with the Holy Scriptures, the doctrine of the Church, or these Articles of Incorporation.

**ARTICLE XIII**

1. The Church government is provided for by guidelines prescribed by the Church. The governing body of the Church is the Board of Deacons. The Board of Trustees provided by these Articles of Incorporation shall perform all corporate powers necessary and as required by the law of the State of Alabama and shall have authority to do all acts on behalf of the corporation. Unless otherwise required by the law of the State of Alabama (provided it is not in conflict with the Holy Scriptures or doctrine), any conflict between these Articles of Incorporation and the Church guidelines shall be resolved in favor of the Church guidelines.



2. The Riverpoint Assembly of God, as a body of believers, recognizes only the sovereignty of God Almighty and the Lordship of Jesus Christ in all things. The Church shall be governed according to the tenets of faith contained in the Holy Scriptures, being the Old and New Testaments of the Holy Bible, and according to the doctrines of the Church. The Church recognizes God's ordination of the civil authority and the legitimate laws in support thereof. The Church shall uphold the laws of the civil authority provided such laws are not in conflict with the Holy Scriptures, or the doctrine of the Church as determined by the Church.

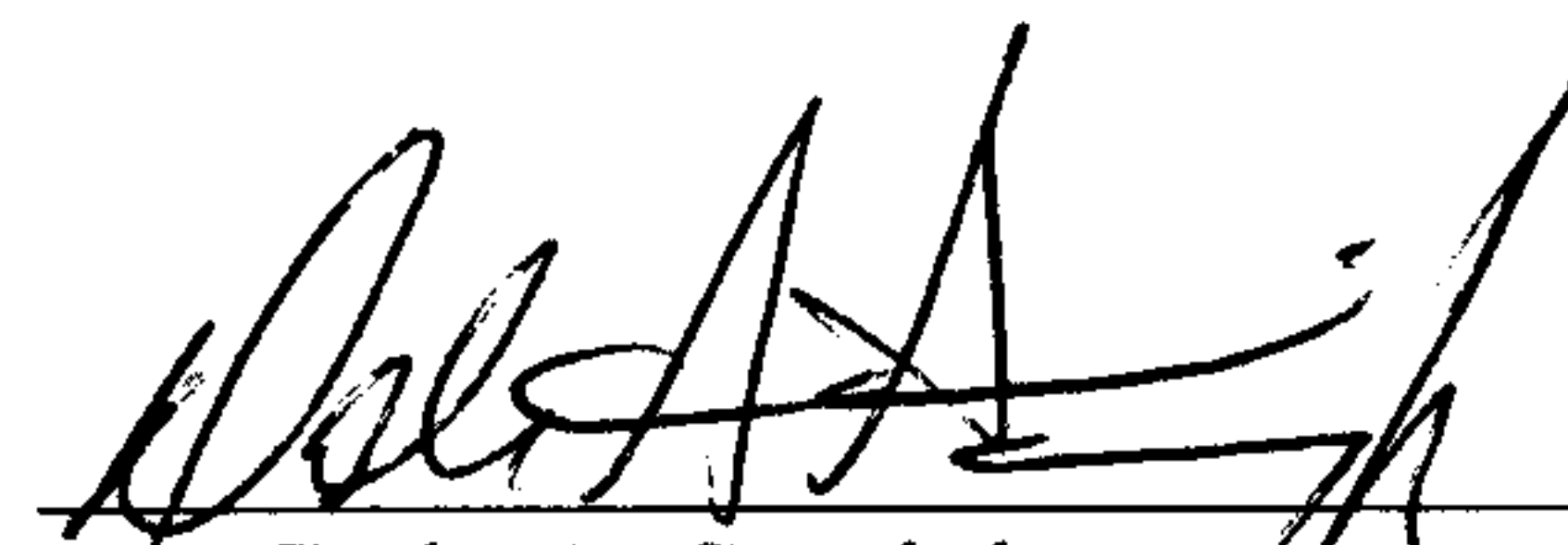
IN WITNESS WHEREOF, the undersigned of hereto subscribe their signatures to these Amended and Restated Articles of Incorporation, on this the 8<sup>TH</sup> day of Dec, 2008.

RIVERPOINT ASSEMBLY OF GOD



By: Robert E. Lewis  
Its: President

I, Dale A. Stegink, Secretary of Riverpoint Assembly of God, hereby verify the foregoing constitutes the Amended and Restated Articles of Incorporation of Riverpoint Assembly of God, as duly adopted as required by law and executed by the President of the Corporation.



By: Dale A. Stegink  
Its: Secretary

STATE OF ALABAMA     )  
COUNTY OF SHELBY    )

I, the undersigned, a Notary Public in said county and state do hereby certify that on this 8 day of December, 2008, personally appeared before me Robert E. Lewis and Dale A. Stegink, who being by me first duly sworn, declared that they are the President and Secretary respectively of Riverpoint Assembly of God, a nonprofit corporation, that they signed the foregoing document as President and Secretary of the corporation, and that the statement contained therein are true.

SWORN TO AND SUBSCRIBED before me on this the 8 day of December, 2008.

*Janyia D. Blake*

Notary Public

My Commission Expires: 4/2/11

This instrument prepared by:

A. Eric Johnston

Attorney at Law

1200 Corporate Drive, Suite 107

Birmingham, AL 35242

Telephone: (205) 408-8893

Facsimile: (205) 408-8894

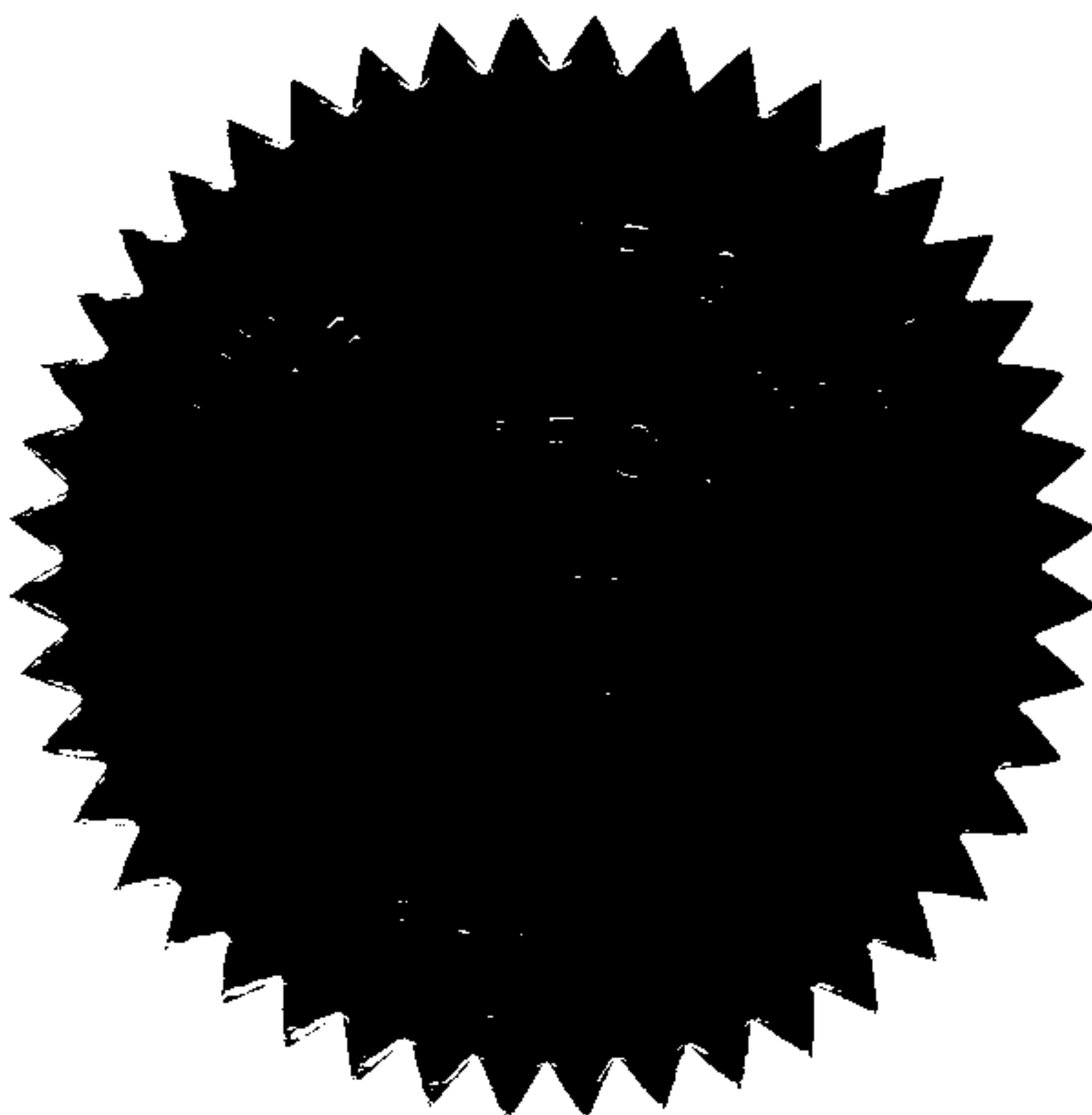
# State of Alabama Shelby County

## Certificate of Incorporation Amendment Of RIVERPOINT ASSEMBLY OF GOD


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The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of RIVERPOINT ASSEMBLY OF GOD, 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 him by law, hereby issues this Certificate of Incorporation of RIVERPOINT ASSEMBLY OF GOD, and attaches hereto a duplicate original of the Articles of Incorporation.



Given under my hand and Official Seal on  
this the 10th day of December, 2008.

  
James W. Fuhrmeister  
Judge of Probate