

ARTICLES OF INCORPORATION
OF
CHELSEA CHURCH, INC.

The undersigned, acting as incorporator(s) of a corporation pursuant to the provisions of the Alabama Non-Profit Corporation Act, adopt the following Articles of Incorporation:

ARTICLE 1
NAME

The name of the corporation is **Chelsea Church, Inc.**

ARTICLE 2

The duration of the Corporation is perpetual.

ARTICLE 3

PURPOSES

The purposes for which the Corporation is organized, which Corporation shall be operated exclusively for religious purposes within the meaning of Internal Revenue Service publication Form 1828 Tax Guide for Churches and Religious Organizations. Specifically, the Corporation is organized to operate as a church to carry on regular religious worship services in the Christian faith and to do all things necessary or related thereto.

1. To conduct, carry out, and further a Christian Ministry as God so directs, and specifically to advance the gospel of Jesus Christ and the Word of God, either personally or by any media, including, but not limited to, audio tapes, print video tapes radio and television.
2. To provide, in an atmosphere where Jesus is Lord, an established place of regular congregational praise and worship services, Christian instructional facilities for all aspects of the members, including the young in age and young in spirit, the establishment and dissemination of a doctrinal code or creed based upon the inerrancy of the Word of God, and where appropriate, the ordination of ministers according to the respective call of the Lord upon their lives.
3. To provide educational facilities in the form of a Bible school to train and raise up apostles, prophets, evangelist, pastors and teachers in the uncompromised Word of God.

4. This corporation shall have the right to examine candidates for the ministry, and to license, commission and ordain those who shall have been approved by the Pastor and the official board of this church according to standards set forth by the New Testament.
5. To form or hold a fund-raising corporation, whose purpose or purposes it shall be to operate as an integrated auxiliary of the church and to finance and fund the church activities in the advancement of the purposes of the church.
6. To form or hold an evangelistic corporation, whose purpose or purposes it shall be to operate as an integrated auxiliary of the church for the purpose of advancing the Gospel of Jesus Christ outside of the immediate vicinity of the church, as the church is obedient to the command of Jesus to be witness of him both locally and unto the uttermost part of the earth (Acts 1:8)
7. This Corporation is organized pursuant to The Code of Alabama 1975 known as Alabama Nonprofit Corporation Act, using the Alabama Domestic Non-Profit Guidelines and does not contemplate pecuniary gain or profit to members thereof and is organized for nonprofit purposes.

ARTICLE 4

The Corporation shall have no members.

ARTICLE 5

THE STREET ADDRESS OF THE REGISTERED OFFICE IS:

Chelsea Church, Inc., 505 Lakeside Circle, Wilsonville, Alabama 35186.

THE NAME OF THE REGISTERED AGENT AT THE OFFICE:

Lawrence A. Dean

ARTICLE 6

THE NAMES AND ADDRESSES OF THE DIRECTORS:

NAME	ADDRESS
Lawrence A. Dean	505 Lakeside Circle Wilsonville, Alabama 35186

Aline Dean

505 Lakeside Circle
Wilsonville, Alabama 35186

LeeAnne Sigrist

626 Olde Towne Way
Alabaster, Alabama 35007

ARTICLE 7

THE NAME AND ADDRESS OF THE INCORPORATOR:

Lawrence A. Dean, 505 Lakeside Circle, Wilsonville, Alabama 35186.

ARTICLE 8

MANNER OF ELECTION OF DIRECTORS

The method of election of Directors shall be stated in the bylaws.

ARTICLE 9

POWERS

1. The Corporation has all the powers provided in the Alabama Nonprofit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its expressed purposes.
2. The Corporation may reasonably compensate its employees, directors, or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes. However, this Corporation shall not engage in any activity or exercise any powers that are not in furtherance of charitable, religious, scientific, literary or educational purposes.
3. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
4. The property of the Corporation is irrevocably dedicated to nonprofit religious purposes.
5. No part of the net earnings of the Corporation, the Board of Directors shall inure to the benefit of its directors, officers, or to any other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the nonprofit religious purposed of the Corporation.
6. Upon the winding up and dissolution of the Corporation, the Board of Directors shall, after paying or adequately providing for all the debts, obligations.and

liabilities of the Corporation, distribute the remaining assets of the Corporation to such organization or organizations which are organized and operated exclusively for the nonprofit religious purposes of the Corporation and which are tax exempt under the IRS code, as the Board of Directors in its sole discretion shall determine.

ARTICLE 10

RESTRICTIONS AND REQUIREMENTS

The Corporation may not pay dividends or other corporate income to its directors or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The Corporation may not take any action prohibited by the Alabama Nonprofit Corporation Act. The Corporation may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in these Articles.

ARTICLE 11

AMENDMENTS TO BYLAWS

The bylaws may be altered, amended, or repealed and new bylaws may be adopted by a majority of Directors present at any regular meeting or at any special meeting, if at least two days written notice is given for an intention to alter, amend, or repeal the bylaws or to adopt new bylaws at such meeting.

ARTICLE 12

MANAGEMENT AND MEMBERS

This Nonprofit Corporation shall be a church with those purposes set forth in Article 3 herein. The affairs of this Nonprofit Corporation shall be managed as follows:

1. All apostles, Prophets, Evangelists, Pastors, and Teachers shall give themselves continually to prayer and to the ministry of the Word, pursuant to Acts 6:4, and among these **Lawrence A. Dean** shall be the Senior Pastor, and the Senior Pastor shall be wholly and singularly responsible for all spiritual aspects in the administration of the Corporation; and the Senior Pastor shall serve as such until his death or resignation, at which time the Board of Directors shall, upon direction from God, select a succeeding Senior Pastor.
2. The Board of Directors shall manage all business affairs of the Corporation, pursuant to Acts 6:3. The Board of Directors shall elect all subsequent members of the Board of Directors, as vacancies may occur.
3. As to members of the Church, while members of the Body of Christ shall be members of this church, such members shall have no voting rights or managerial rights as pertains to this Nonprofit Corporation, as such is contrary to the scriptural tenets upon which this Alabama Nonprofit Corporation is formed.

Therefore, for purposes of the Alabama Nonprofit Corporation Act, the church will be deemed to have no members.

ARTICLE 13

LIMITATION ON LIABILITY OF DIRECTORS

The Directors of **Chelsea Church, Inc.** will not be liable to the Corporation for monetary damages for acts or omissions that occur in the Directors' capacity as Directors. This article does not limit the liability of the Directors for acts or omissions for: (1) a breach of the duty of loyalty to the corporation; (2) a bad faith breach of a Director's duty to the corporation, intentional misconduct, or a knowing violation of the law; (3) a transaction from which a Director received and improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office; or (4) an act or omission for which the liability of a Director is expressly provided by an applicable statute.

ARTICLE 14

INDEMNIFICATION

Right to Indemnification

1. The Corporation may indemnify each of its ministers (ministers to include apostles, prophets, evangelists, pastors, and teachers), officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives, against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a minister, director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs, and any other costs of a similar nature.

The Corporation shall not, however, indemnify any minister, officer, director, or employee until a determination that indemnification is permissible has been made by the procedure and according to the standards set forth in the bylaws of this Corporation.

Written Demand for Indemnification

2. Any minister, officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors by serving the written demand on the President or the Secretary (unless the President and Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within twenty (20) days after service of the written demand, determine that the minister, officer, director, or employee is entitled to indemnification, the minister, officer,

or employee may, within twenty (20) days following the date of service of the demand, apply to a court of general jurisdiction in the county where the Corporation maintains its principal office to consider whether or not the minister, officer, director, or employee has met the standards set forth in the bylaws of this Corporation as to permissibility of indemnification. If the court determines that the conduct of the minister, officer, director, or employee was such as to meet those standards, the court shall order the corporation to indemnify the minister, officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

ARTICLE 15

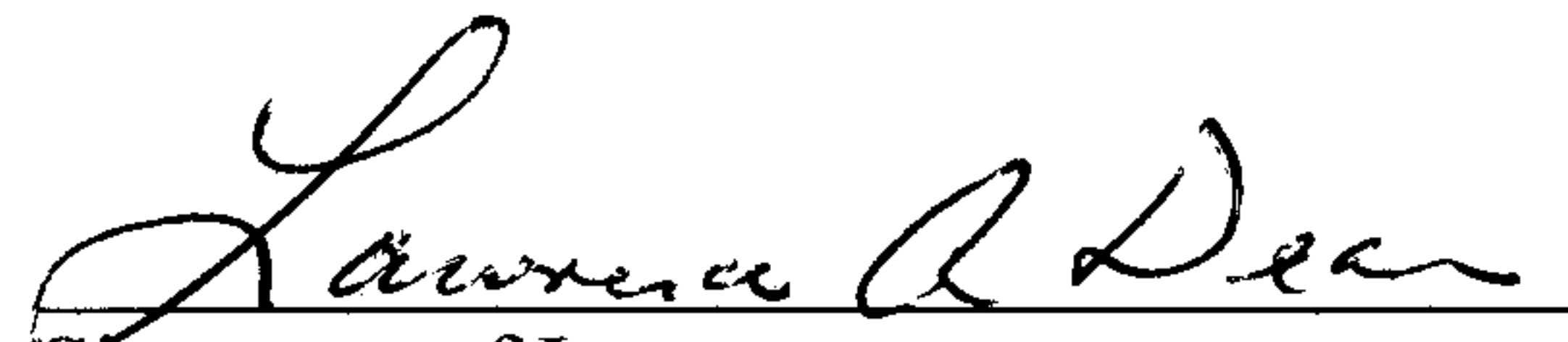
CONSTRUCTION

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

IN WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation on this the *8TH* day of *SEPTEMBER*, 2010.

Lawrence A. Dean

This document prepared by:
Aline Dean


Signature of Incorporator

State of Alabama
Shelby County

Certificate of Corporation

Of

CHELSEA CHURCH, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of

CHELSEA CHURCH, INC.

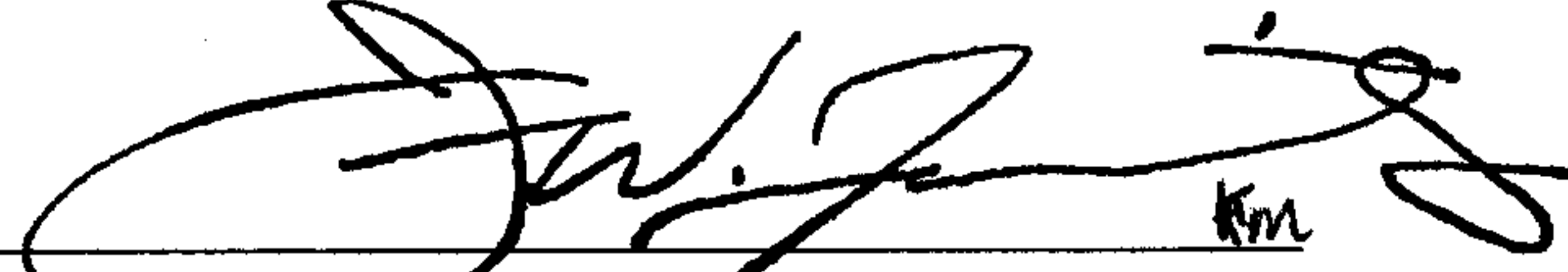
duly signed and verified pursuant to the provisions of Section Non Profit of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of

CHELSEA CHURCH, INC.

and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official
Seal on this the 8th day of
September, 2010


James W. Fuhrmeister
Judge of Probate

