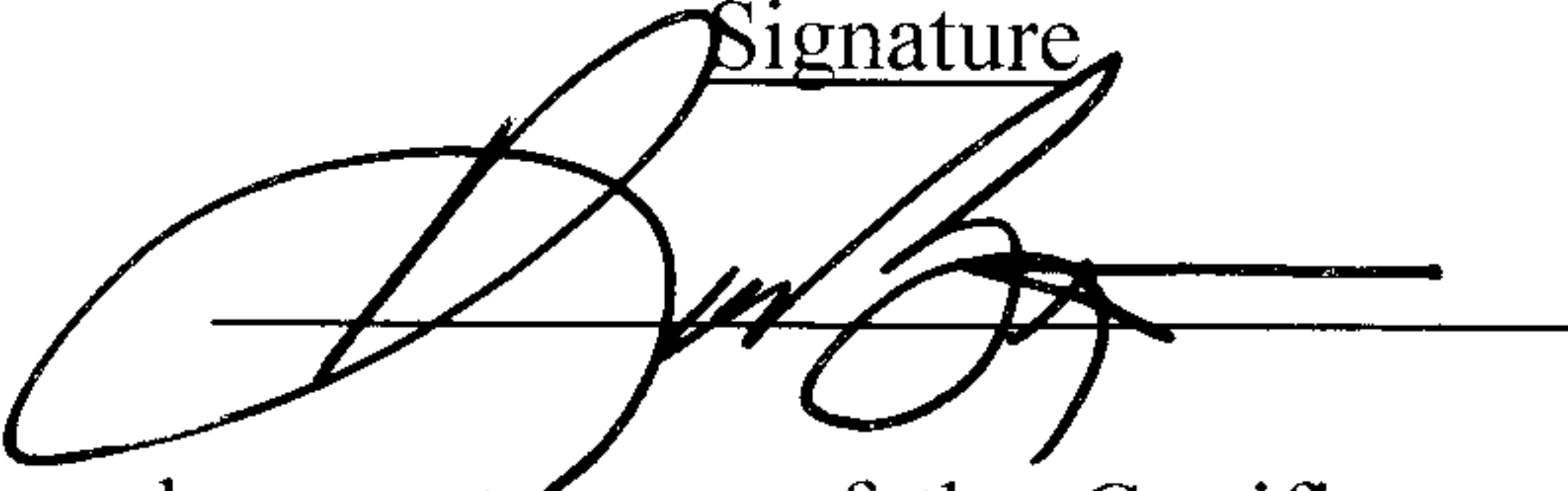


**GENERAL CERTIFICATE OF  
CHURCH OF THE HIGHLANDS, INC.**

The undersigned certifies that he is a duly elected or appointed trustee of Church of the Highlands, Inc., an Alabama nonprofit corporation (the "Church"), and that, as such, he is authorized to execute this Certificate on behalf of the Church and further certifies to: (i) Maynard, Cooper & Gale, P.C. ("Bank's Counsel") and (ii) the Bank (as hereinafter defined) that:

1. This certificate is being delivered in connection with the execution of that certain Third Master Modification Agreement (the "Agreement") by the Church and Regions Bank, an Alabama banking corporation, as successor by merger to AmSouth Bank, an Alabama banking corporation (the "Bank"), modifying the terms of repayment of existing indebtedness of the Church to the Bank and providing for a term loan to be made available by the Bank to the Church. As of the date of this certificate, the Church has paid in full all governmental taxes, fees and charges currently due and payable to the State of Alabama and/or any other governmental entity. Capitalized terms not otherwise defined herein shall have the meanings assigned in the Agreement.

2. The following named person is a duly elected, qualified and acting officer of the Church and, as of the date hereof, is serving in the capacity indicated and the signature opposite of such person's name is genuine.

| <u>Office</u>           | <u>Name</u>    | <u>Signature</u>                                                                      |
|-------------------------|----------------|---------------------------------------------------------------------------------------|
| Executive Administrator | Ronnie Bennett |  |

3. Attached hereto as Exhibit A is a true and correct copy of the Certificate of Incorporation of the Church, as presently adopted and in effect.

4. Attached hereto as Exhibit B is a true and correct copy of the Bylaws of the Church, as presently adopted and in effect.

5. On and as of the date hereof, the Church is in compliance with all the terms and provisions set forth in that certain Amended and Restated Credit Agreement dated September 1, 2006 by and between the Church and the Bank (as amended, restated or supplemented from time to time, the "Credit Agreement") on its part to be observed or performed, and no Event of Default specified in Section 5 of the Credit Agreement, nor any event that upon notice or lapse of time or both would constitute such an Event of Default, exists.

6. Attached hereto as Exhibit C is a true, correct and complete copy of the unanimous written consent (the "Written Consent") of the governing body of the Church in connection with the transactions referenced in Paragraph 1 above. The Written Consent has not been amended or changed and is in full force and effect.

7. On this date, the Financing Documents to which the Church is a party were delivered on behalf of the Church by a duly authorized officer.



IN WITNESS WHEREOF, this certificate has been executed on behalf of the Church by its undersigned trustee.

Dated: December 28, 2011

*Robert Sorell*

\_\_\_\_\_  
Trustee



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Shelby Cnty Judge of Probate, AL  
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**EXHIBIT A**

**Certificate of Incorporation**

[see attached]



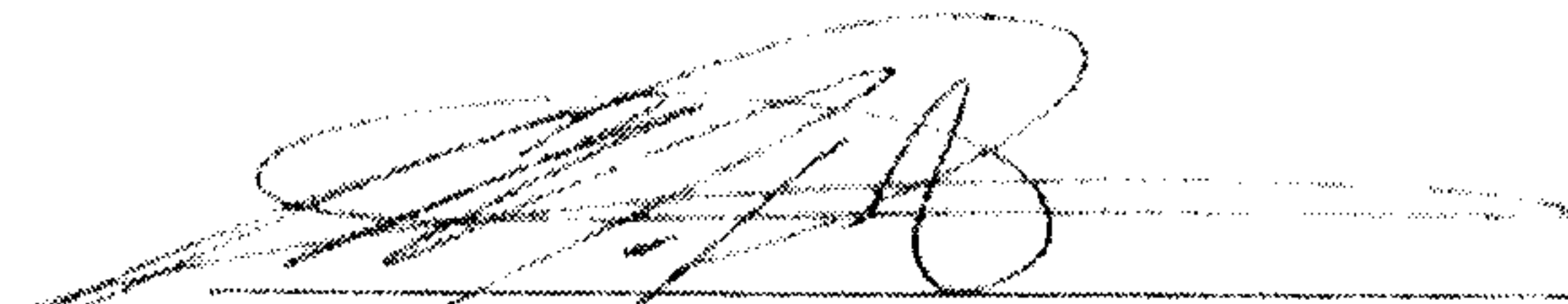
**CERTIFICATE OF THE  
ASSISTANT SECRETARY**

I, Mario A. Ramos, as Assistant Secretary of Compass Bank hereby certify that Matthew Hickey is a Vice President and is authorized to execute instruments on behalf of Compass Bank in accordance with the following section of Article V of the Amended and Restated By-Laws of Compass Bank, dated as of September 23, 2010 (the "By-Laws");

Section 18. Execution of Instruments. The Chief Executive Officer, the President and any Vice President are authorized, in their discretion, and to the extent permitted herein and by law, to do and perform any and all corporate and official acts in carrying on the Bank's business, including, but not limited to, the authority to make, execute, acknowledge and deliver all contracts, deeds, mortgages, releases, bills of sale, assignments, transfers, leases, powers of attorney or of substitution, proxies to vote stock, or instruments in writing that may be necessary in the purchase, sale, lease, assignment, transfer, management or handling in any way of property of any description held or controlled by the Bank, in any capacity. This shall include authority from time to time to borrow money in such amounts, for such lengths of time, at such rates of interest and upon such terms and conditions as any said officer may deem proper, and to evidence the indebtedness thereby created by executing and delivering in the Bank's name, promissory notes or other appropriate evidences of indebtedness. Any Senior Vice President (or officer holding a higher title) shall have the authority to endorse, when sold, assigned, transferred, or otherwise disposed of, all certificates for shares of stock, bonds, securities or evidences of indebtedness issued by other corporations, associations, trusts, individuals or entities, whether public or private, or by any government or agency thereof, that are owned or held by the Bank. In addition, the Treasurer, the Secretary or any Vice President, Assistant Treasurer or Assistant Secretary is authorized to attest the signature of any authorized officer and to affix the corporate seal to any and all instruments requiring such attestation or execution under seal. The enumeration herein of particular powers shall not restrict in any way the general powers and authority of said officers. The Board may authorize any other officer or officers or agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Bank, and such authority may be delegated by the person so authorized; but unless so authorized by the Board or these Bylaws, no officer, agent or employee shall have any power or authority to bind the Bank by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

I further certify that the foregoing is a true and exact excerpt from the By-laws of Compass Bank and that said provision remains in full force and effect as of the date hereof.

Done as of this the 21<sup>st</sup> day of January, 2011.

  
\_\_\_\_\_  
Mario A. Ramos  
Assistant Secretary





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Shelby Cnty Judge of Probate, AL  
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Beth Chapman  
Secretary of State

P. O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

as appears on file and of record in this office, the pages hereto attached, contain a  
true, accurate, and literal copy of the Articles of Formation filed on behalf of  
Church Of The Highlands, Inc., as received and filed in the Office of the Secretary  
of State on 08/29/2000.



20111201000000040

In Testimony Whereof, I have hereunto set my  
hand and affixed the Great Seal of the State, at the  
Capitol, in the city of Montgomery, on this day.

12/1/2011

Date

*Beth Chapman*

Beth Chapman

Secretary of State



|                                 |                                  |
|---------------------------------|----------------------------------|
| #0553497                        |                                  |
| Posted by<br><i>[Signature]</i> | Checked by<br><i>[Signature]</i> |

## ARTICLES OF INCORPORATION

**Church of the Highlands, Inc.  
1313 Columbia Street  
Birmingham, Jefferson County, AL 35226**

200010 / 2501

### ARTICLE I — NAME

The name of this non-profit corporation shall be "CHURCH OF THE HIGHLANDS, INC."

### ARTICLE II — DURATION

This corporation shall exist and continue and shall have and enjoy existence and success for an indefinite period.

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### ARTICLE III — PURPOSE

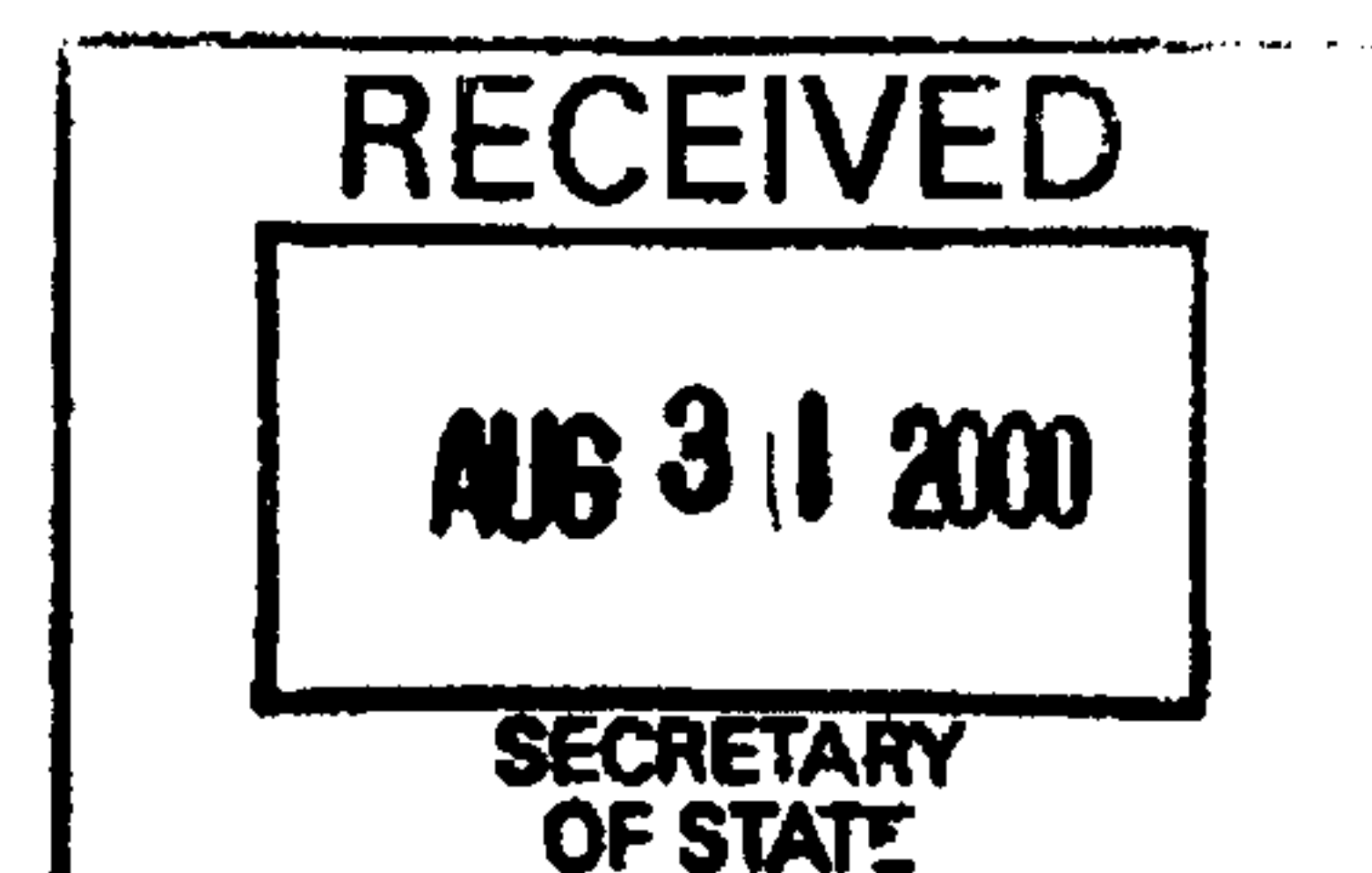
Church of the Highlands shall operate for the purpose of conducting a non-profit church ministry in the Birmingham, AL area.

### ARTICLE IV — MEMBERS

Members of Church of the Highlands, Inc. shall be all people who contribute financially to the church. Membership shall be granted and recognized when a person has attended the church long enough to receive an annual contributions statement.

### ARTICLE V — LOCATION

The location and address of the registered office of this corporation is 1313 Columbia Street, Birmingham, AL 35226, which shall continue as the registered office of the corporation until changed by the Presbyters (Board of Directors) in the manner required by law. The registered agent for this non-profit corporation shall be Chris W. Hodges.





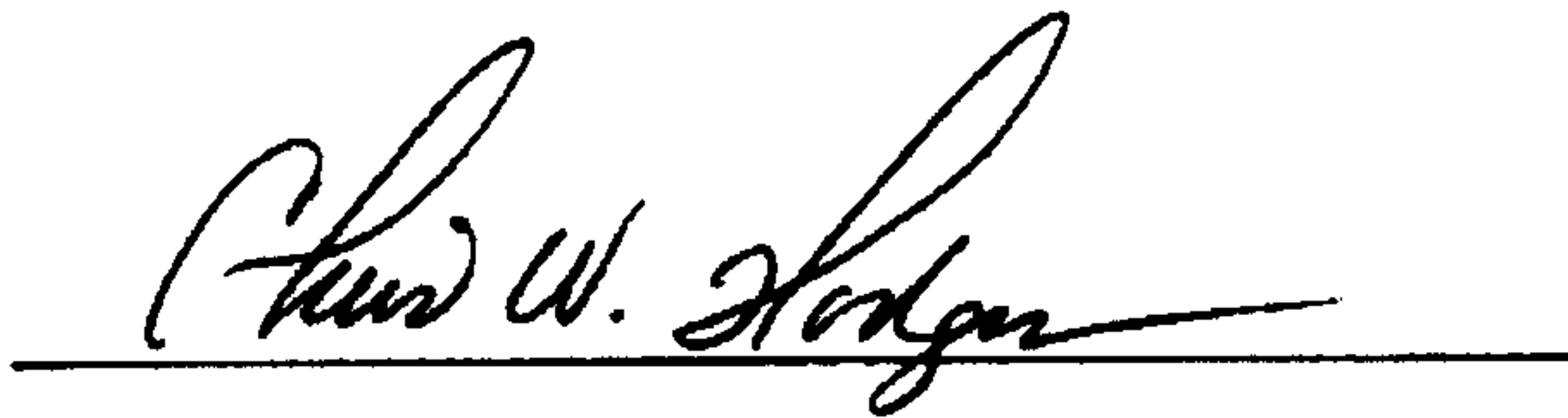
**ARTICLE VI — PRESBYTERS (Board of Directors)**

The names and address of the Presbyters (Board of Directors) of Church of the Highlands, Inc. shall be (1) Rev. Rick Bezet, 5139 Meadowland Ct., Zachary, LA 70791, (2) Rev. Billy Hornsby, P.O. Box 8696, Clinton, LA 70722, (3) Robert Hodges, 13634 Damon Dr., Baton Rouge, LA 70816.

**ARTICLE VII — INCORPORATOR**

The name and address of the incorporator of Church of the Highlands, Inc. shall be Chris W. Hodges, 1225 Mills Pointe, Zachary, LA 70791.

IN WITNESS THEREOF, the undersigned incorporator executed these Article of Incorporation on this the 23<sup>rd</sup> day of August, 2000.

A handwritten signature in cursive script, reading "Chris W. Hodges", is written over a horizontal line.

**Chris W. Hodges**





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Shelby Cnty Judge of Probate, AL  
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State of Alabama  
Jefferson County

I, the Undersigned, as Judge of Probate in and for  
said County, in said State, hereby certify that the  
foregoing is a full, true and correct copy of the  
instrument with the filing of same as appears of  
record in this office in vol. 200010 page 2501.

Given under my hand and official seal, this the 29th  
day of Aug. 2000.

Michael F. Bolin  
Judge of Probate

State of Alabama - Jefferson County  
I certify this instrument filed on:

2000 AUG 29 A.M. 08:40

|                 |       |                       |
|-----------------|-------|-----------------------|
| Recorded and \$ |       | Mtg. Tax              |
| and \$          | 26.00 | Deed Tax and Fee Amt. |
| \$              |       | Total \$ 26.00        |

GEORGE R. REYNOLDS, Judge of Probate



200010/2501



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Shelby Cnty Judge of Probate, AL  
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**State of Alabama**  
**Jefferson County**

CERTIFICATE OF INCORPORATION

OF  
CHURCH OF THE HIGHLANDS, INC.

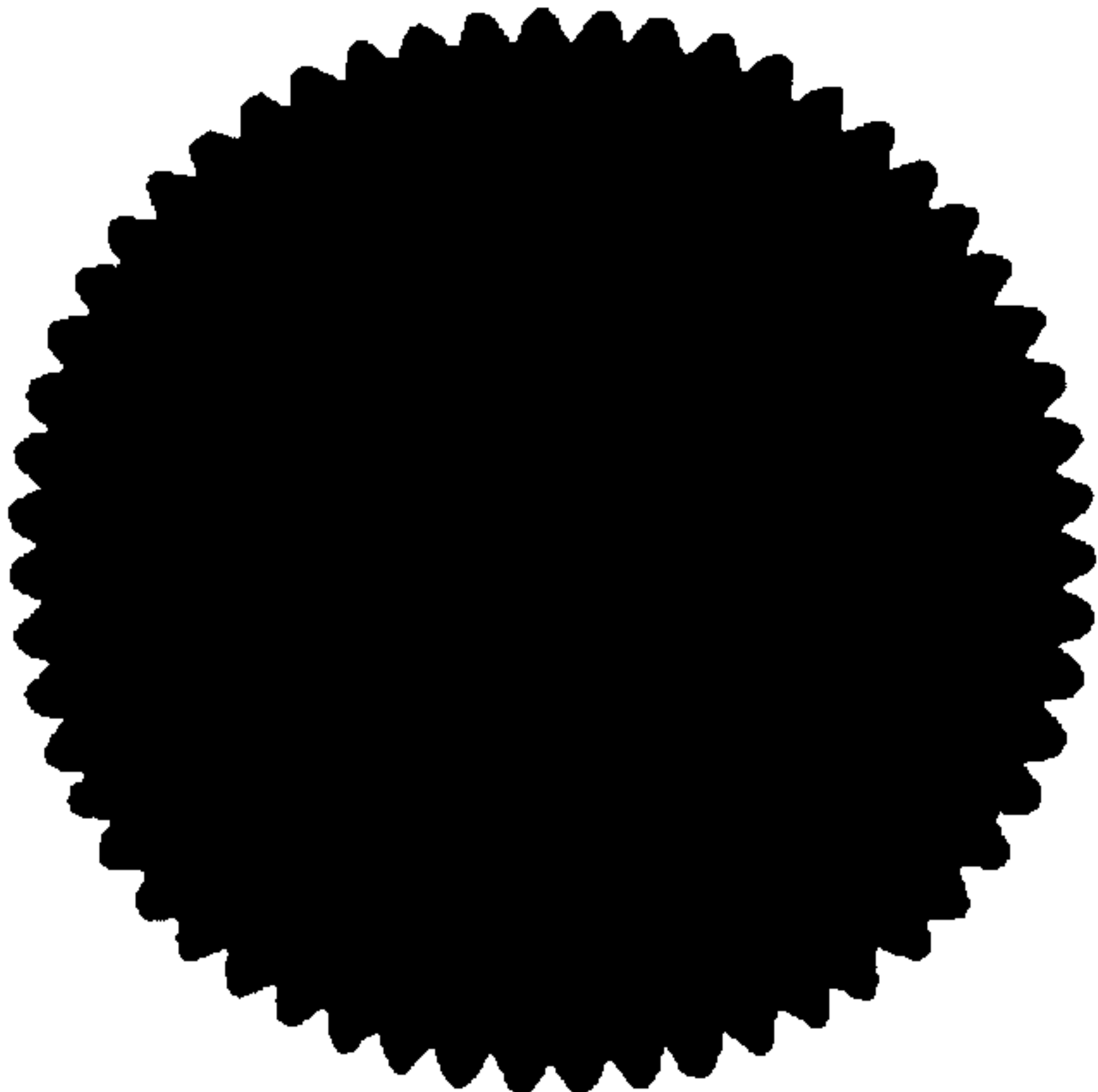
The undersigned, as Judge of Probate of Jefferson County,  
State of Alabama, hereby certifies that Articles of  
INCORPORATION

duly signed and verified pursuant to the provisions of Alabama  
NONPROFIT 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 CHURCH OF THE HIGHLANDS, INC.

and attaches hereto a copy of the Articles of  
INCORPORATION

Given Under My Hand and Official Seal on this the 29TH  
day of AUGUST, 2000.



*Michael F. Bolin*

Judge of Probate



  
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Shelby Cnty Judge of Probate, AL  
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## **EXHIBIT B**

### **Bylaws**

[Excluded for purposes of recording in the Probate Office of Shelby County, AL]



## **EXHIBIT C**

### **UNANIMOUS WRITTEN CONSENT OF THE TRUSTEES OF CHURCH OF THE HIGHLANDS, INC.**

The undersigned, constituting all of the trustees (the "Trustees") of Church of the Highlands, Inc., an Alabama nonprofit corporation (the "Church"), hereby adopt, by this Unanimous Written Consent of the Trustees, the following resolutions:

RESOLVED, that the Executive Administrator, Chief Financial Officer, Secretary, and any other officer of the Church be, and each of them hereby is, authorized and directed to execute and deliver in the name and on behalf of the Church a Third Master Modification Agreement (the "Third Agreement") to Regions Bank, an Alabama banking corporation (the "Bank"), under which Third Agreement the parties shall agree, among other things, to (1) amend and restate that certain Master Note dated September 9, 2010 in the original principal amount of \$5,000,000 (the "Amended Master Note"), (2) make a term loan to the Church to acquire certain real property located in Shelby County, Alabama to be evidenced by a term note executed by the Church in favor of the Bank in the principal amount of \$3,500,000 (the "Term Note"), and (3) amend, restate and consolidate that certain Amended and Restated Promissory Note in the original principal amount of \$3,720,380.00, dated September 9, 2010 and that certain Promissory Note in the original principal amount of \$8,000,000 dated September 30, 2009 (the "Consolidated Note"; the Amended Master Note, the Term Note and the Consolidated Note are hereinafter collectively referred to as the "Promissory Notes"); and

RESOLVED FURTHER, that the Executive Administrator, Chief Financial Officer, Secretary, and any other officer of the Church be, and each of them hereby is, authorized and directed to execute and deliver in the name and on behalf of the Church the Third Agreement and the Promissory Notes; and

RESOLVED FURTHER, that any officer of the Church be, and hereby is, authorized and directed, in the name and on behalf of the Church, to execute and deliver such amendments to existing mortgages and a Mortgage and Security Agreement executed by the Church in connection with the Shelby County property (together referred to as the "Security Documents"), which Security Documents shall contain such terms, covenants, provisions and conditions as may seem necessary or desirable to the officers of the Church executing and delivering the same (the execution thereof to be conclusive proof that all the terms, covenants, provisions and conditions thereof are deemed necessary and desirable by said officers); and

RESOLVED FURTHER, that the Third Agreement, Promissory Notes, Security Documents and any other document executed in connection therewith (collectively, the "Agreements") shall contain such other terms, covenants, provisions, and conditions in addition to those set out above as may seem necessary or desirable to the officer of the Church executing and delivering the Agreements (the execution of the Agreements to be conclusive proof that all of the terms, covenants, provisions, and conditions thereof are deemed necessary and desirable by said





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officer); the form of the Agreements presented to this meeting is hereby approved, and the Secretary is hereby authorized and directed to place said copy of the form of the Agreements in the minute books of the Church; and

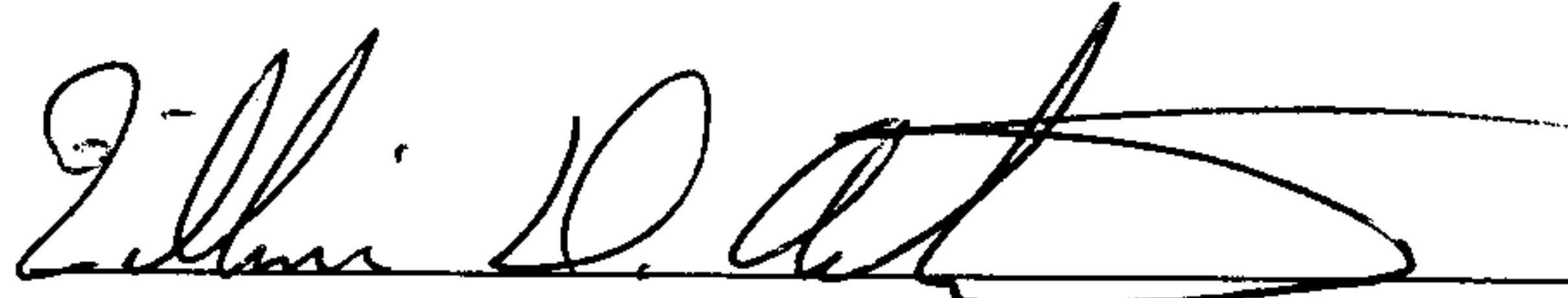
RESOLVED FURTHER, that the Executive Administrator, Chief Financial Officer, Secretary, and any other officer of the Church be, and each of them hereby is, authorized and directed, in the name and on behalf of the Church, to execute such certificates and instruments and do all such other acts as may be appropriate or as may be required by law or by said Bank in connection with the execution and delivery of the Agreements.

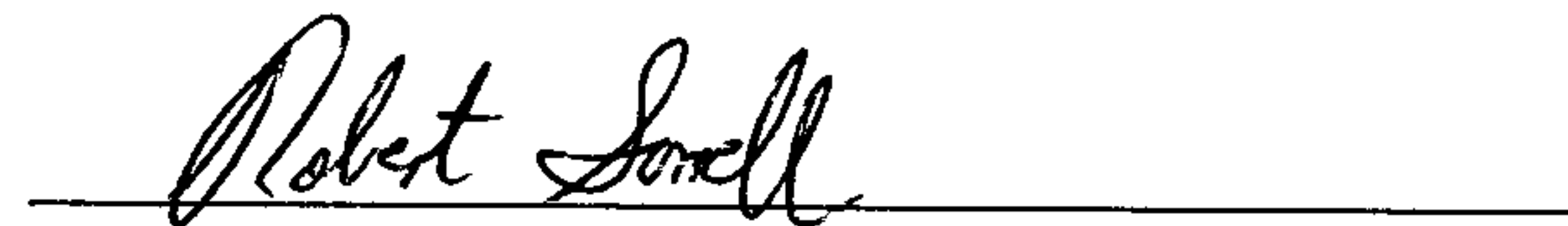
[Signatures on following page]



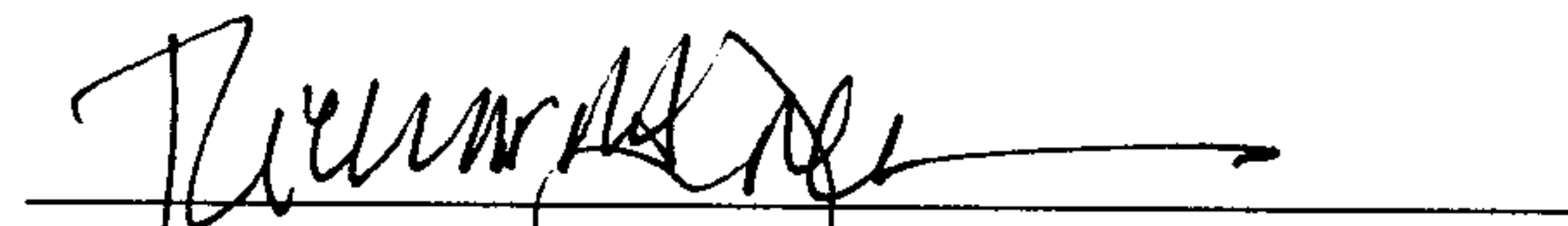
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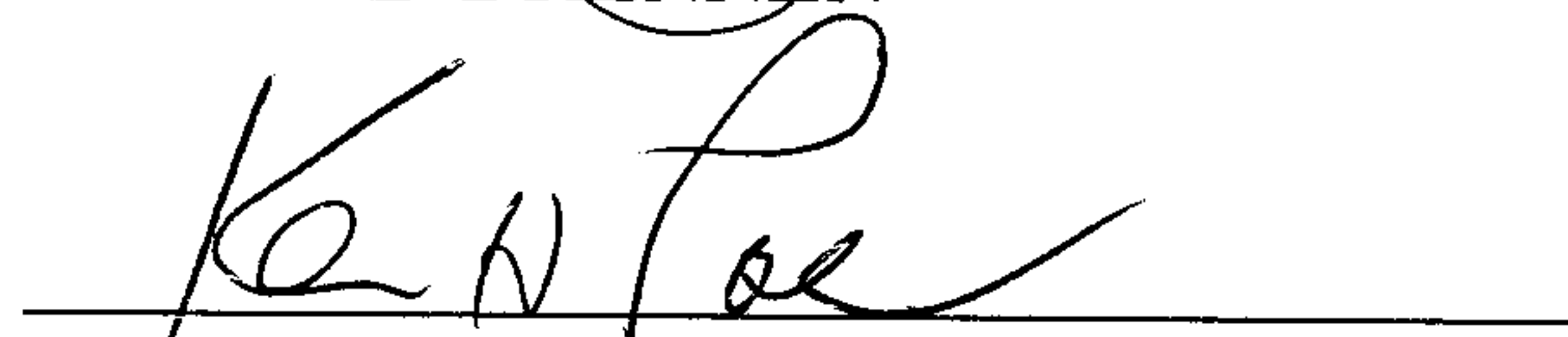
IN WITNESS WHEREOF, the undersigned, constituting all of the trustees of Church of the Highlands, Inc., have executed this Unanimous Written Consent of the Trustees as of the 24<sup>th</sup> day of December, 2011.

  
DAVID ACTON

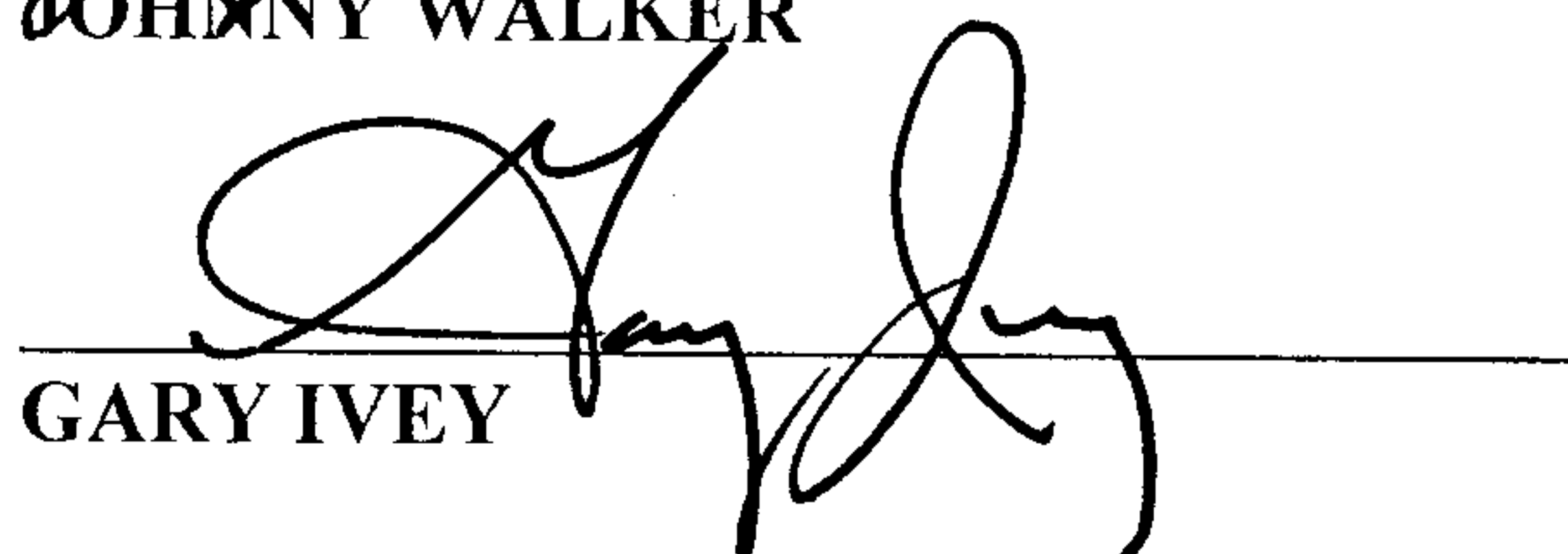
  
ROBERT SORRELL

  
PHILLIP JAUREGUI, JR.

  
RICHARD DRENNEN

  
KEN POLK

  
JOHNNY WALKER

  
GARY IVEY