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ARTICLES OF INCORPORATION OF RESOURCE MINISTRY PARTNERS

TO THE HONORABLE JUDGE OF PROBATE IN AND FOR
SHELBY COUNTY, ALABAMA

The undersigned, desiring to organize a not-for-profit corporation under the provisions of Chapter 3, Title 10A, Code of Alabama 1975, do hereby make, sign, and file these Articles of Incorporation as follows:

ARTICLE I

Name

The name of this corporation is RESOURCE MINISTRY PARTNERS

ARTICLE II

Period


The period for the duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which the corporation is formed are to engage in civic and charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and any future revision of such Code, and not for the purpose of engaging in a

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regular business of a kind ordinarily carried on for profit, and in this connection to promote development of church, faith based and religious organizations and provide technical and material assistance for fund raising, capital campaigns, stewardship and related endeavors throughout its service area.

ARTICLE IV

Powers

The corporation shall have power:

- (1) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (2) To sue and be sued, complain and defend, in its corporate name.
- (3) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (4) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, tangible or intangible, or any interest therein, wherever situated.
- (5) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (6) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory,

governmental district or municipality or of any instrumentality thereof.

(7) To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

(8) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

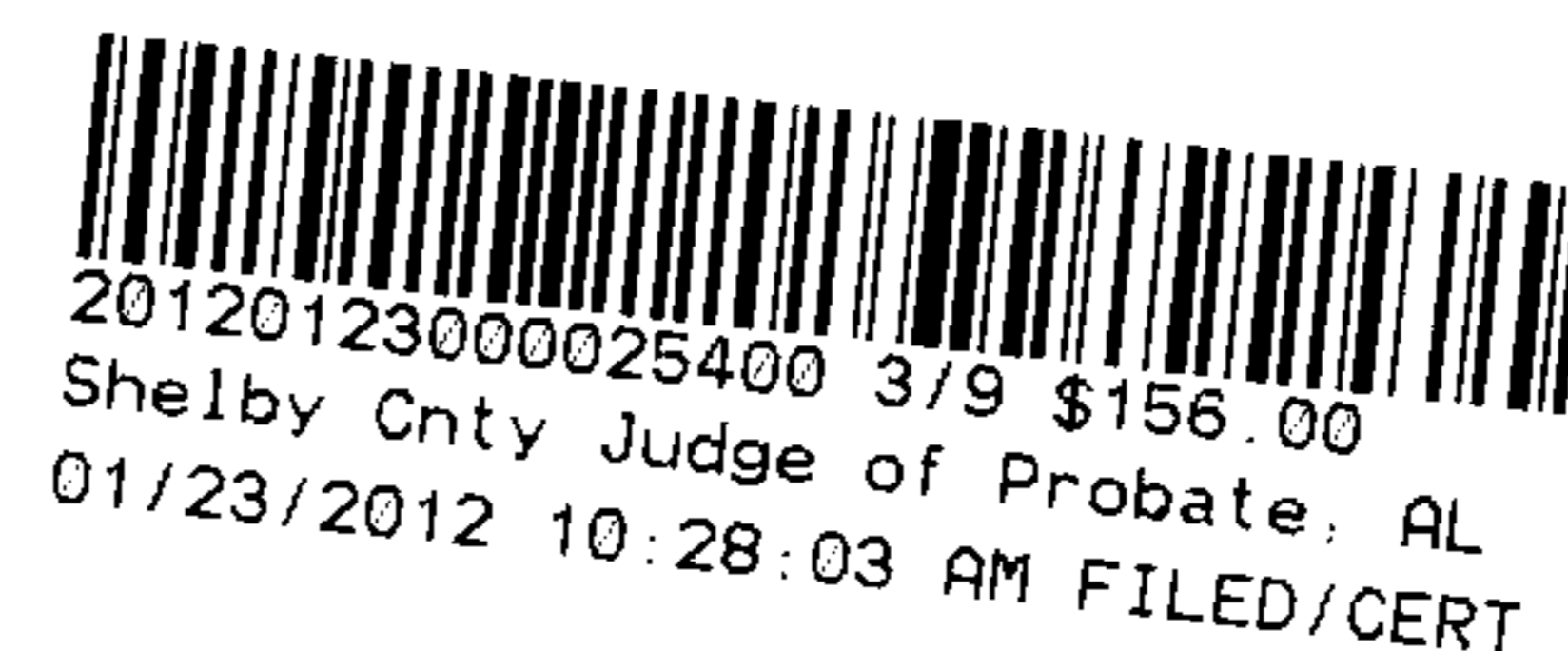
(9) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States.

(10) To elect or appoint officers and agents of the corporation, who may be directors, and define their duties and fix their compensation.

(11) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of Alabama, for the administration and regulation of the affairs of the corporation.

(12) To make donations for the public welfare or for charitable, scientific or educational purposes.

(13) To indemnify any director, officer or employee or former director, officer or employee of the corporation, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be



liable for negligence or misconduct in the performance of his duty; and to make any other indemnification that shall be authorized by the articles of incorporation or bylaws or vote of the board of directors.

(14) To pay pensions and establish pension plans or pension trusts for any or all of its directors, officers and employees.

(15) To cease its corporate activities and surrender its corporate franchise.

(16) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized, and all powers granted by the Alabama Nonprofit Corporation Law, as the same may be amended from time to time; provided, however, that the corporation shall not have the power to engage in any activity which would not be consistent with its charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE V

Members

The corporation shall not have members.

ARTICLE VI

Registered Office and Registered Agent

The location and mailing address of the initial registered office of the corporation shall be 302 Cahaba Valley Circle, Pelham, AL 35124, and its initial registered agent at such address shall be Charles B. Carlton. In accordance with the requirements of the Alabama Nonprofit Corporation Law, the registered office and registered agent of the corporation may be changed by resolution of the Board of Directors, duly filed with the Judge of Probate of the county in which the principal office of the corporation is established.

ARTICLE VII

Incorporator

(a) The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles B. Carlton	302 Cahaba Valley Circle Pelham, AL 35124


ARTICLE VIII

Directors

The affairs of the corporation shall be managed by its Board of Directors. The directors shall be elected or appointed in the manner and for the terms provided in the Bylaws. The initial Board of Directors shall consist of three (3) persons, whose names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sam Hendrickson	3006 Heather Lane Birmingham, AL 35242
Rev. Lyle Holland	1109 Old Cahaba Circle Helena, AL 35080
Rev. Reid Crotty	Bluff Park UMC 733 Valley Street Birmingham, AL 35226

The directors constituting the initial Board of Directors shall hold office until the first annual meeting of the members of the corporation or until their successors have been elected and qualified. A director may be removed from office by the act of the majority of the directors present at any meeting thereof at which a quorum is present.


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ARTICLE IX

Bylaws

The initial Bylaws of the corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and shall be exercised in such manner as shall be set forth in the Bylaws.


ARTICLE X

Nonprofit Corporation

Notwithstanding any other provision of these Articles, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, 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 **ARTICLE III** hereof. 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 any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI

Distribution of Assets on Dissolution or Final Liquidation


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Upon the dissolution of the corporation, the Board of Directors 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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code and as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the Tenth Judicial Circuit of Alabama, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

Amendment

Amendments to these Articles of Incorporation shall be made in the following manner: The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Board of Directors, which may be either a regular or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Director entitled to vote at such meeting within the time and in the manner provided for the giving of notice of meetings. The proposed amendment shall be adopted upon receiving at least two-thirds ($\frac{2}{3}$) of the votes entitled to be cast by Directors present or represented by proxy at such meeting. Any number of amendments may be submitted and voted upon at any one meeting.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation this 23 day of January, 2012.

Charles B. Carlton

Charles B. Carlton

Dana Lynn Aycox 1.23.2012

DANA LYNN AYCOX
MY COMMISSION EXPIRES
JUNE 13, 2012



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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**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Resource Ministry Partners

This domestic nonprofit corporation is proposed to be formed in Alabama and is
for the exclusive use of Charles B. Carlton, 302 Cahaba Valley Circle, Pelham, AL
35124 for a period of one hundred twenty days beginning September 26, 2011 and
expiring January 24, 2012.



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**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.**

September 26, 2011

Date

Beth Chapman

Beth Chapman

Secretary of State



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