

**ARTICLES OF INCORPORATION
OF
OGBC CEMETERY CORPORATION**

Pursuant to the provisions of § 10A-20-2.01, Code of Ala. 1975, as amended, Oak Grove Baptist Church, owner of the graveyard known as Oak Grove Baptist Church Cemetery, by and through its members, did on the 24th day of October, 2012, adopt a resolution signifying the intention to incorporate the cemetery and electing trustees of the cemetery. The undersigned trustees so elected hereby certify as follows:

1. The name of the corporation is OGBC Cemetery Corporation

2. The period of its duration is perpetual, and the corporation is to exercise its functions or part of its functions in Shelby County, Alabama.

3. The objects and purposes of this corporation and the powers which it may exercise are as follows:

A. The corporation is organized for the purpose of engaging in all religious, burial, and charitable purposes in which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as said Code and regulations now exist or as they may hereafter be amended (or the corresponding provision of any subsequent federal tax law, said Code, regulations and subsequent federal tax laws, if any, being hereinafter referred to together as the "Code"), and to promote and advance such purposes by any activity in which a corporation organized under the § 10A-20-2.01 et seq., Code of Ala. 1975, as amended, may engage, either directly or by contributions to organizations qualifying as exempt organizations under Section 501 (c)(3) of the Code, and to receive and maintain real or personal property, or both, and to administer and apply the income and principal thereof, within the United States of America, for such purposes.

B. Without in any way limiting the foregoing purposes, to make contributions to organizations which are exempt from federal income taxation under Section 501(c)(3) of the Code.

C. The corporation shall possess and exercise all the powers and privileges granted by § 10A-20-2.01 et seq., Code of Ala. 1975, as amended, or by any other law of the State of Alabama together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the corporation (limited only by the restrictions set forth in these Articles of Incorporation), including, but not limited to the following powers:

(i) To acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise, and to hold, enjoy, possess, rent, lease, mortgage, farm, ranch, work, forest, and sell real property or any interest therein, and to construct, maintain and operate improvements thereon;

(ii) To acquire by option, purchase, gift, grant, bequest, transfer or otherwise and to hold, enjoy, possess, use, run, work, pledge as security, sell, transfer or in any manner dispose of personal property of any class or description whatsoever;

(iii) To retain any property, investments or securities originally received by the corporation or thereafter acquired by it so long as the trustees of the corporation shall consider the retention thereof desirable;

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(iv) To invest any and all funds coming into the hands of the corporation on any account whatsoever only in such investments as a prudent man would make of his own property, having primarily in view the preservation of the principal and the amount and regularity of the income to be derived therefrom (income producing investments of the highest quality, such as bonds, notes, or certificates issued by the United States or guaranteed by it being deemed preferred for investment);

(v) To borrow and lend money to or from any person, persons, firm, business, partnership, or corporation, with or without security, and if with security, with such security as the trustees of the corporation deem proper or appropriate, and, in connection with any borrowing of money by the corporation, to issue evidences of indebtedness of such borrowing and to secure the same by mortgage, pledge or other lien on the corporation's property;

(vi) To convert real property owned by the corporation into personal property and personal property into real property;

(vii) To improve or cause to permit real property to be improved and to abandon any property which the trustees of the corporation deem to be without substantial value;

(viii) To manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trust or association at any time acquired in any way by this corporation and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease or other disposition of the properties of any such corporation, trust or association the securities of which are held by this corporation and as owner thereof to vote any security of any corporation, trust or association held by this corporation at any meetings of the holders of the same class of security of the issuing entity and generally in all respects to exercise all of the rights of ownership therein; and

(ix) To do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all of the objects and purposes of the corporation or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the objects and purposes of the corporation, and to have and exercise all rights and powers now conferred or which may hereafter be conferred on corporations not of a business character under the laws of the State of Alabama.

D. Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or the net earnings of the corporation shall at any time inure to the benefit of or be distributable to any trustee, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse expenditures incurred in the performance of their duties by trustees and officers and to make payments and distributions in furtherance of the objects and purposes set forth in this Article 3.

E. 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 in opposition to any candidate for public office.

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F. The foregoing clauses of this Article 3 shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the corporation expressly conferred by law, except as expressly stated.

G. The foregoing powers of the corporation shall be exercised subject to and consistently with the following affirmative duties:

(i) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(ii) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(iii) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(iv) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(v) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

H. Notwithstanding any other provisions of these Articles of Incorporation, this corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. The corporation is to have no members.

5. The number of trustees constituting the initial board of trustees of the corporation shall be four (4). The names and addresses of the initial trustees of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Richard Bowling	4064 Bowling Drive, Birmingham, AL 35242
Robert Langford	4026 Meadowood Drive, Birmingham, AL 35242
Fred Frengel	57037 Hwy 25, Leeds, AL 35094
Randy Fincher	6922 Lyndon Drive, Birmingham, AL 35242

The number of trustees constituting the board of trustees of the corporation thereafter shall be determined in the manner set forth in the bylaws of the corporation.

6. The members of the first board of trustees shall hold office until their death or resignation or until they are sooner removed from office as herein provided. Successor trustees of the corporation shall be elected in the manner and for the term specified in the bylaws of the corporation.



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7. Any member of the board of trustees may be removed from office, with or without cause, by the affirmative vote of a majority of the trustees of the corporation.

8. In the event of dissolution of the corporation, the residual assets of the corporation will be turned over to Oak Grove Baptist Church, to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or to the Federal, State, or any local government exclusively for public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Fund is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

9. There shall be no personal or individual liability of any trustee or other corporate officer for any debts, liabilities or obligations of the corporation of any kind whatsoever.

10. The initial registered office and the mailing address of the corporation shall be located at 6555 Cahaba Valley Road, Birmingham, AL 35242.

Witness our hands and seals this 13 day November, 2012.

Richard Bowling
Richard Bowling

Robert Langford
Robert Langford

Fred Frengel
Fred Frengel

Randy Fincher
Randy Fincher

STATE OF ALABAMA
COUNTY OF Shelby

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Richard Bowling, whose name is signed to the foregoing document, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the document, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 13th day of November, 2012.

Meredith Moneif
Notary Public



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STATE OF ALABAMA
COUNTY OF Alabama

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Robert Langford, whose name is signed to the foregoing document, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the document, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 13 day of November, 2012.

Melanie M Fordham
Notary Public

STATE OF ALABAMA
COUNTY OF Shelby

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Fred Frengel, whose name is signed to the foregoing document, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the document, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 13th day of November, 2012.

Meredith Moore
Notary Public

STATE OF ALABAMA
COUNTY OF Shelby

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Randy Fincher, whose name is signed to the foregoing document, and who is known to me, acknowledged before me on this day, that, being informed of the contents of the document, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 13th day of November, 2012.

Meredith Moore
Notary Public



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