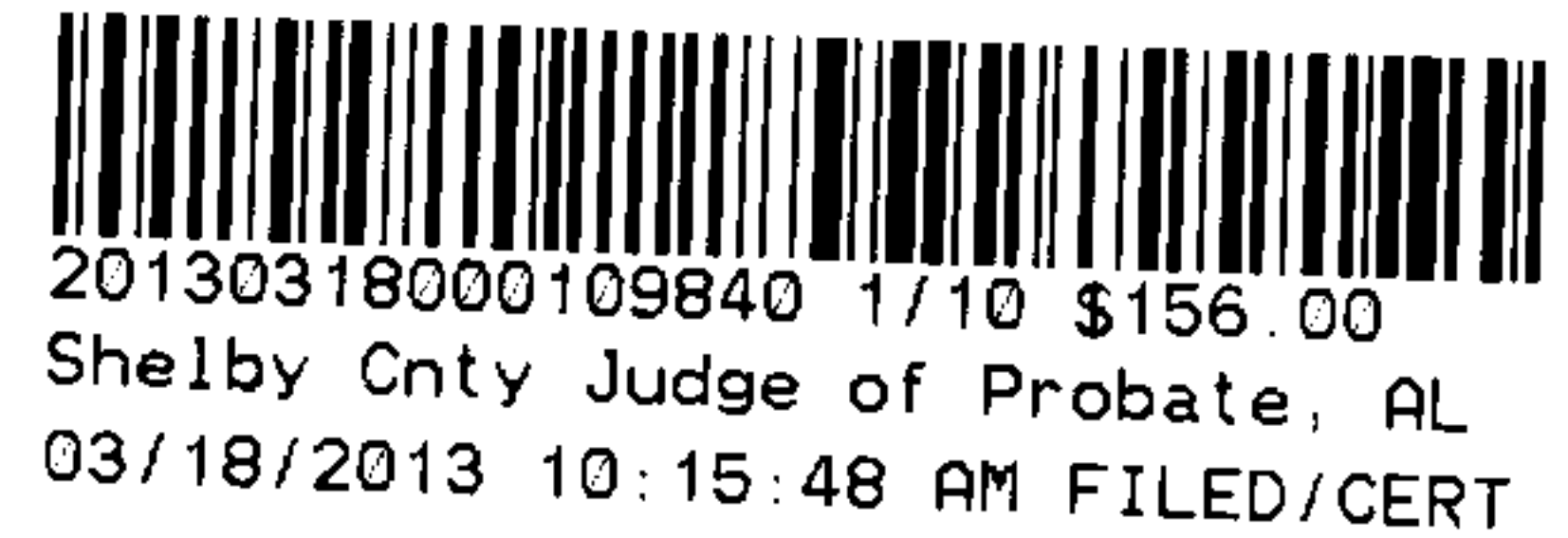


**STATE OF ALABAMA**

**DOMESTIC NONPROFIT CORPORATION  
CERTIFICATE OF FORMATION**

**PURPOSE:** In order to form a Nonprofit Corporation under Section 10A-1-3.05 and 10A-3-3.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's initial registered office is located. **The information required in this form is required by Title 10A.**

**INSTRUCTIONS:** Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's registered office is/will be located. Contact the Judge of Probate's Office to determine the county filing fees. **Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. Once the Secretary of State's Office has indexed the filing the information will appear at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your corporation will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.



**(For County Probate Office Use Only)**

**This form must be typed or laser printed.**

1. The name of the corporation: EQUIP 2 SERVE
2. **A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.**
3. This nonprofit corporation (MUST check one):  
 has Members **or**  has no Members

This form was prepared by: (type name and full address)

Dave Nielsen - 2457 Vale Drive - Birmingham, AL 35244

**(For SOS Office Use Only)**

**DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION**

4. Street (**No PO Boxes**) address of principal office of the corporation: 2457 Vale Drive - Birmingham, AL 35244

\_\_\_\_\_  
Mailing address of principal office (if different from street address): \_\_\_\_\_

5. The name of the Registered Agent: Dave Nielsen

6. Street (**No PO Boxes**) address of Registered Agent (if different from principal office address):

\_\_\_\_\_  
Mailing address of Registered Agent (if different from street address): \_\_\_\_\_

7. Purpose for which corporation is formed: See Attached Sheet

\_\_\_\_\_; the  
purpose includes the transaction of any lawful business for which nonprofit corporations may be  
incorporated in Alabama under Title 10A, Chapter 3 of the Code of Alabama.

8. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

9. The name(s) of the Incorporator(s): Dave Nielsen

Street (**No PO Boxes**) address of Incorporator(s): 2457 Vale Drive - Birmingham, AL 35244

\_\_\_\_\_  
Mailing address of Incorporator(s) – (if  
different from street address): \_\_\_\_\_

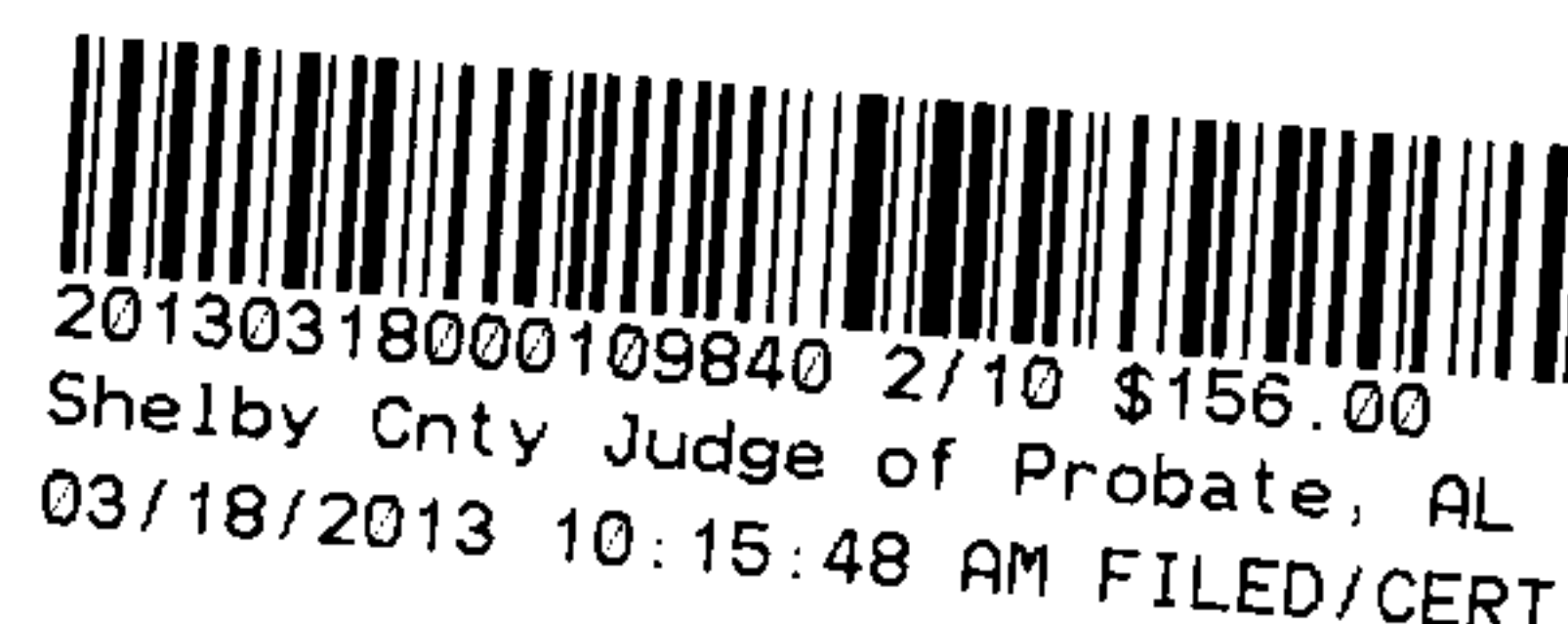
**Attach a listing if more Incorporators need to be added (type “see attached” in the name line).**

10. The number of Directors constituting the initial Board of Directors is 6. The initial Directors names  
and addresses must be listed in this Certificate of Formation.

Director’s Name: See Attached

Street (**No PO Boxes**) address of Director: \_\_\_\_\_

\_\_\_\_\_  
Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_



**DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION**

Director's Name: \_\_\_\_\_

Street (**No PO Boxes**) address of Director: \_\_\_\_\_

\_\_\_\_\_ Mailing address of Director(s) - (if different from street address): \_\_\_\_\_

Director's Name: \_\_\_\_\_

Street (**No PO Boxes**) address of Director: \_\_\_\_\_

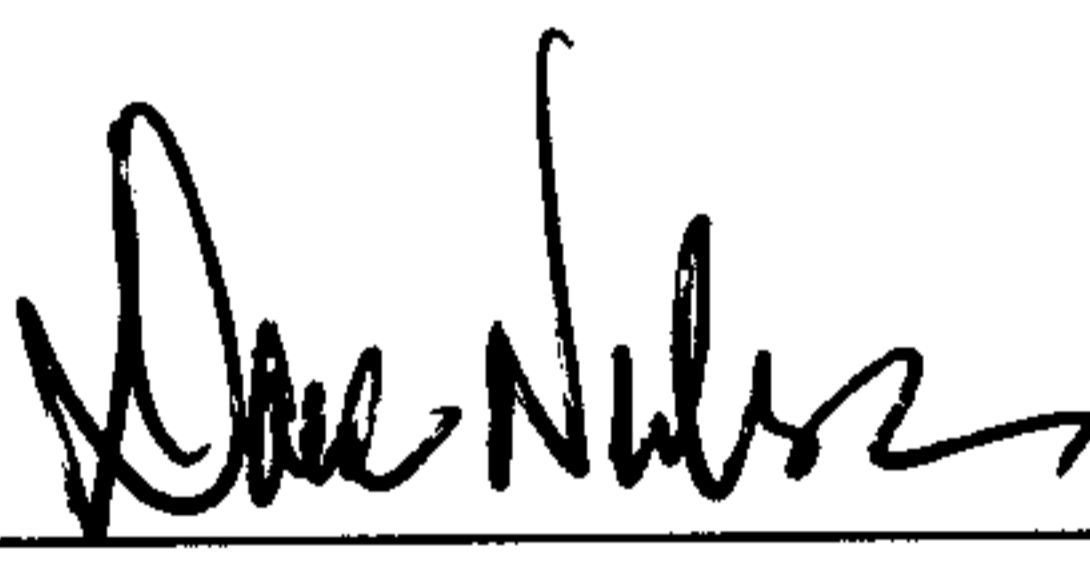
\_\_\_\_\_ Mailing address of Director(s) - (if different from street address): \_\_\_\_\_

**Attach listing if more Directors need to be added (type "see attached" in the name line for the first Director on this form).**

11. Unless an attachment to this Certificate of Formation provides that a change in the number of directors shall be made only by amendment to the Certificate of Formation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the Certificate of Formation is inconsistent with a bylaw, the provision of the Certificate of Formation shall be controlling.

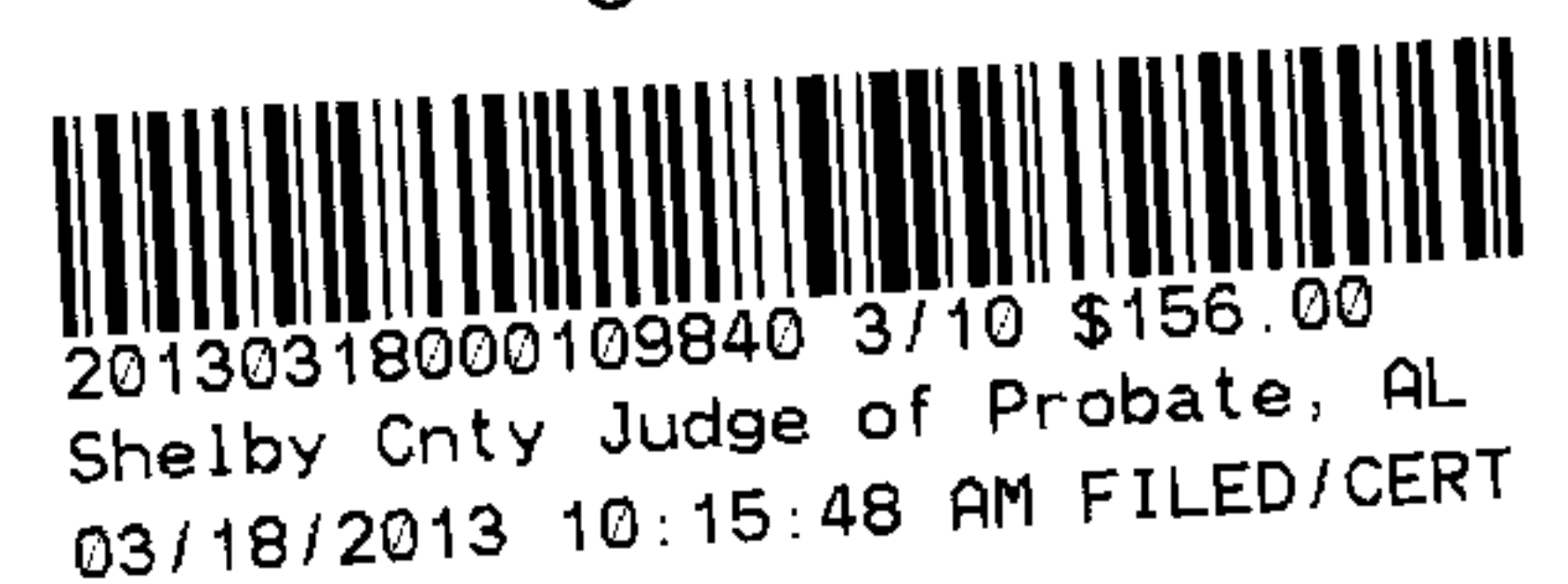
Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or regulation of the internal affairs of the nonprofit corporation, including any provisions for distribution of assets on dissolution or final liquidation.

03 / 11 / 2013  
Date (MM/DD/YYYY)

  
\_\_\_\_\_  
Signature as required by 10A-1-3.04

Dave Nielsen  
\_\_\_\_\_  
Typed Name of Above Signature

Executive Director  
\_\_\_\_\_  
Typed Title/Capacity to Sign under 10A-1-3.04



State of Alabama - Domestic Non-Profit Corporation Certificate of Formation Attachment

**Question 7 – Purpose for which Corporation was formed : copied from By-laws**

Section 3 – Purpose

Equip 2 Serve, Inc. is organized for religious, educational, and charitable purposes for the development and exchange of cultural differences; devoted to proclamation of a clear gospel message that offers hope only found in a relationship with Jesus Christ to individuals across America and around the world. The ministry is structured for the continuous exploration of techniques and styles for humanitarian reasons through settings in social and worshipful atmospheres designed to minister to the spiritual and physical needs of people.

Question 10 – Board of Directors

Ken Welch  
2816 Brighton Ave  
Anniston, AL 36207

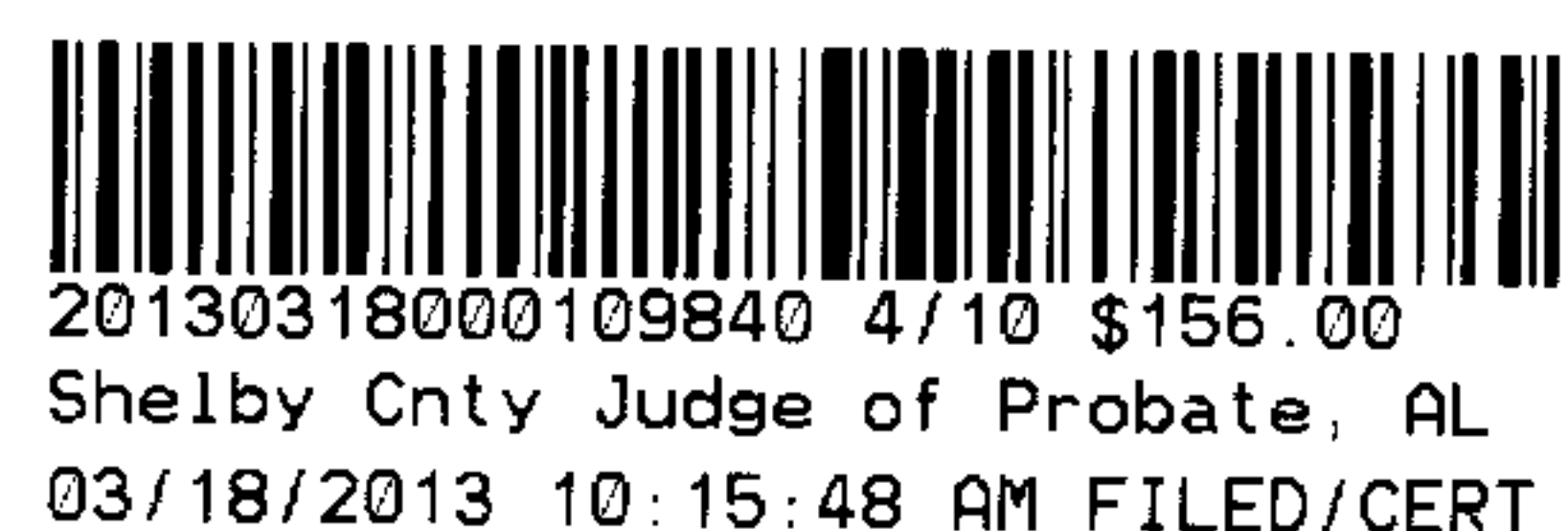
Marty Comer  
128 Merribrook Lane  
Wellington, AL 36279

Adam Demark  
134 Main Drive  
Roach, MO 65787

Dave Nielsen  
2457 Vale Drive  
Birmingham, AL 25244

Hank Demark  
1000 E. First Street  
Sanford, FL 32771

Pete Doerksen  
134 Main Drive  
Roach, MO 65787



BY-LAWS  
OF  
*EQUIP 2 SERVE, INC.*

**ARTICLE ONE**

Section 1- Offices

The registered office of Equip 2 Serve, Inc. shall be at 2457 Vale Drive, Birmingham, AL 35244. The name of the Executive Director of the organization is Dave Nielsen. The corporation has no other offices outside the state of Alabama.

**ARTICLE TWO**

Section 2 – Corporate Seal

The Board of Directors shall provide a corporate seal which shall bear the inscription “Corporate Seal of Equip 2 Serve, Inc. Said seal shall be maintained by the Secretary and may be used to authenticate the actions of the corporation through the Board of Directors.

**ARTICLE THREE**

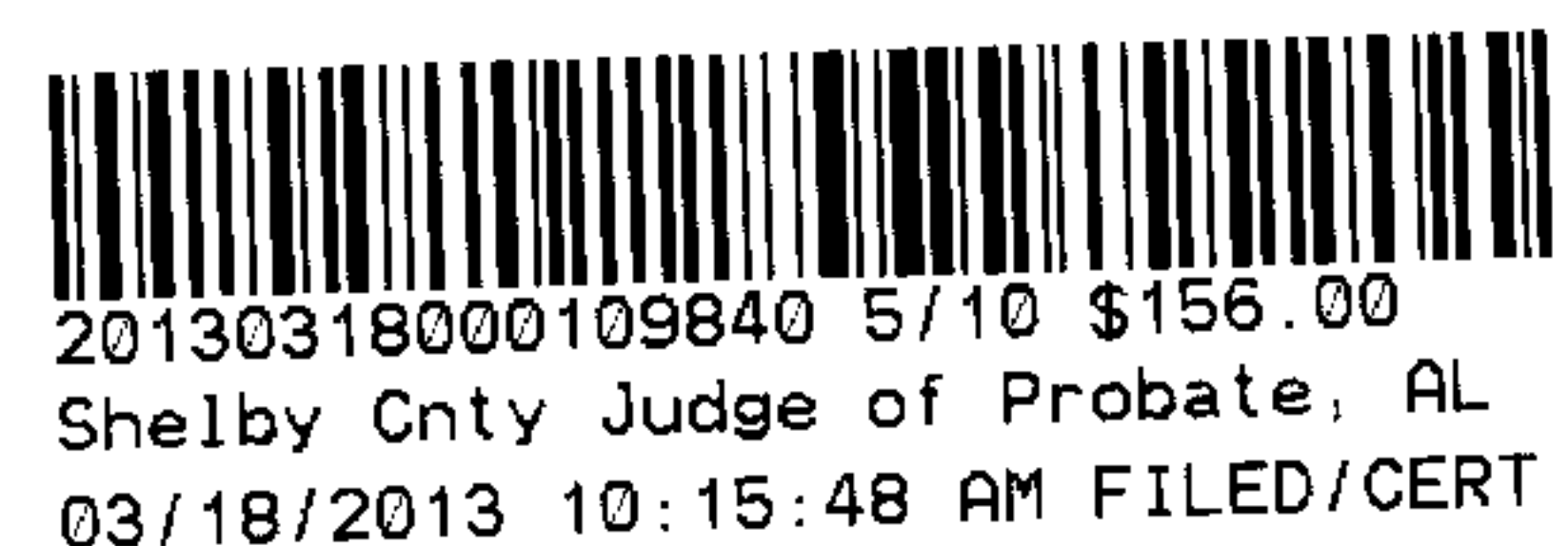
Section 3 – Purpose

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**ARTICLE FOUR**

Section 4 – Doctrinal Statement

- A) Bible - That the Bible, consisting of the sixty-six books of the Old and New Testaments, is the inerrant and complete Word of God, the final authority in all matters of faith and practice.
- B) Trinity - That there is one God, eternally existing in three persons; Father, Son, and Holy Spirit.
- C) Lord Jesus Christ – That the Lord Jesus Christ is the only begotten Son of God, conceived by the Holy Spirit, born of the Virgin Mary, and is true God and true man.
- D) Man - That man was created in the image of God; that he sinned and thereby incurred not only physical death, but also spiritual death, which is separation from God; and that, as a consequence, all mankind is declared by God to be totally depraved.

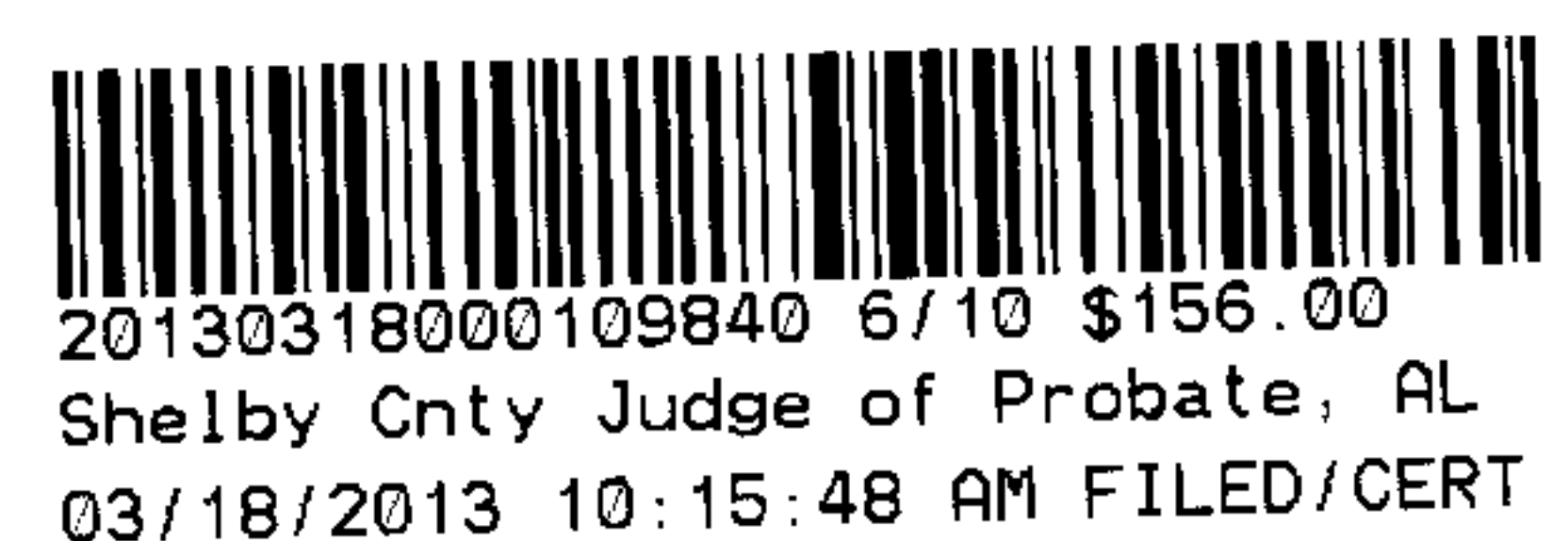


- E) Gospel That the Lord Jesus Christ died as a substitutionary and complete sacrifice for the sins of the whole world and that only those who believe in Him are saved.
- F) Lordship of Christ – That the Lord Jesus Christ arose from the dead in the same body, though glorified, in which He was crucified; that he ascended into Heaven and is now exalted at the right hand of the Father as Head of the Church.
- G) Return of Christ – That the Lord Jesus Christ will come again personally; that He will come in the air prior to the seven year Tribulation; hence, at any moment, to receive the Church, His Body, unto Himself in Heaven; and following the Great Tribulation, He will return visibly to the earth with His saints to inaugurate His millennial kingdom of universal peace and righteousness.
- H) Resurrection – That both the believer and the unbeliever will be resurrected bodily in their own order: the saved unto everlasting bliss, the lost unto everlasting and conscious punishment.
- I) Regeneration – That on the sole condition of personal faith in the Lord Jesus Christ, men are born again by the Holy Spirit: That at regeneration, all believers are indwelt by the Holy Spirit, baptized by the Holy Spirit unto a day of redemption.
- J) Sanctification – That sanctification, which is separation unto God (set apart), is threefold: positionally, the believer was sanctified at conversion by virtue of union with Christ, progressively, through the Word as he walks in the Spirit; ultimately, he will be completely conformed to the image of Christ when he sees his Savior face to face.
- K) Church – That the Church is the Body of Christ, composed of all who are born again; that this church universal is to gather together as local churches after the pattern of New Testament doctrine and practice, including the observance of water baptism and the Lord's Supper; and that God performs the ministry of His church through its members.
- L) Great Commission – That the Great Commission was given to the Church and that this task of world evangelism is the mission of the Church today.

## ARTICLE FIVE

### Section 5 – Board of Directors

- A) Powers – The affairs of the Corporation shall be managed by the Board of Directors acting in and through the powers authorized by statute, the articles of incorporation and these by-laws.
- B) Number, terms and Qualifications – The number of directors shall be no less than five (5). Directors' terms designated in the articles of incorporation shall begin at the moment of succession or appointment. Any vacancy on the Board may be filled by a two-thirds majority vote by the existing Board. All board members shall be over the age of twenty-one (21) years. The Board for Equip 2 Serve, Inc. shall be limited to those persons who are likeminded with Doctrinal Statement in the by-laws. The Executive Director appoints with the concurrence of the Board persons who shall serve an unexpired term of office. The initial Board members appointed by the Executive Director of Equip 2 Serve, Inc. shall serve five (5) years. Thereafter, the chairman and vice-chairman selected by the initial board shall serve three years and the secretary/treasurer shall serve two (2) years. Succession of office is



permissible. Any appointed director may be removed from the Board by a concurrence of three-fifths (3/5) majority of the directors in office.

- C) Meetings – Regular meetings of the Board of Directors shall be held at least twice a year without notice at such times and places within or outside the state of Alabama as the Board shall from time to time designate; provided however, that the Board of Directors may change the date and time of said meetings by resolution. Special meetings of the Board may be called by the Chairman or by any two directors and held after appropriate notice is given to each director of not less than three (3) days notice of time and purpose of the meeting.
- D) Quorum - Three (3) directors shall constitute a quorum at any meeting. No proxies may be given by any member for the purpose of constituting a quorum or for voting on any matter.
- E) Notice – The Secretary shall give reasonable notice to every member of every meeting of the Board in such a fashion and with such timeliness as to encourage maximum attendance.
- F) Manner of Acting – The act of a majority of the members present at a meeting at which a quorum is present shall be the act by the Board of Directors. Any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members.
- G) Compensation – Members of the Board shall NOT receive compensation for their services.
- H) Rules of Order – Unless otherwise determined by the Board, the meetings of the Board shall be conducted in accordance with Robert’s Rules of Order.

## ARTICLE SIX

### Section 6 – Officers

- A) The officers of the Corporation shall be Chairman, Vice-chairman, Secretary/Treasurer, and an Executive Director. Officers must be at least 21 years old. Any two offices may be held by one person except the offices of Chairman and Secretary.
- B) Chairman – The chairman shall be the Chief Executive Officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation and the activities of its members.
- C) Vice-Chairman – In the absence of the Chairman or in the event of inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman, and when so acting, shall have all powers of and be subject to all the restrictions upon the Chairman.
- D) Treasurer/Secretary – The treasurer/secretary shall establish and maintain a system of book keeping and accounting in compliance with Generally Accepted Accounting Principles sufficient to provide a true and accurate accounting of the financial status of the Corporation at any time. The treasurer/secretary have custody of, manage, and be responsible for the funds of the Corporation in accordance with said system and the instructions of the Chairman and other board members to the express purpose that each and every financial transaction of the Corporation will operate to the Corporation’s best benefit, in keeping with its purposes. The treasurer/executive director shall pay all sums owed by the corporation and collect all sums due to the corporation from any source whatsoever, and deposit all such

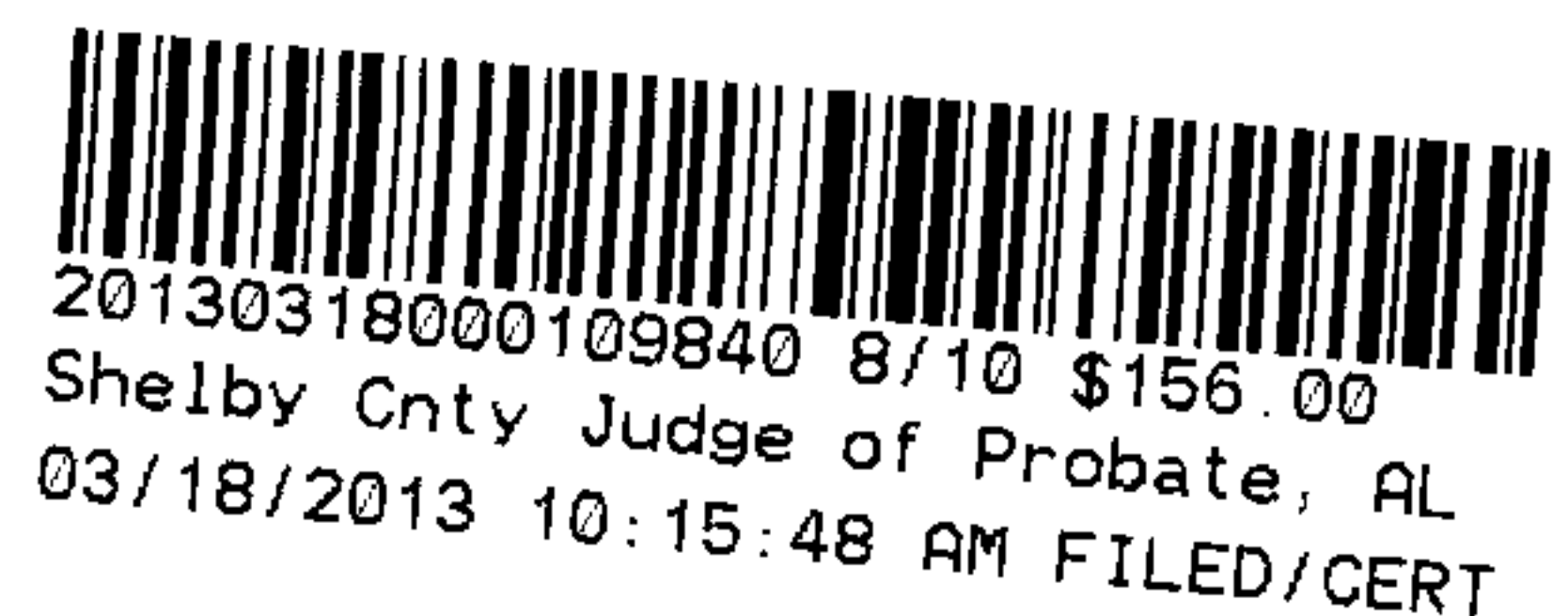
monies collected in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Section 7 of these by-laws. This person shall present to the Board a comprehensive written report regarding the financial status of the Corporation on an annual basis and whenever requested by the Chairman. This person shall, in general, perform all duties as from time to time may be assigned to him by the chairman. This person shall keep the minutes of board meetings in one or more books provided for that purpose; see that all notices are given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is authorized in accordance with the provision of these by-laws; keep a register of the post office address of each board member; and in general perform all duties incident to the office and such other duties as from time to time may be assigned by the Chairman.

- E) Executive Director – The Executive Director shall be a salaried officer of the Corporation and shall devote his full energies to the service of the Corporation. In accordance with the approval of the Board, the Executive Director shall design, establish, maintain, and operate the programs of the Corporation. The Executive Director shall maintain the offices and working files, data, material, lists, pamphlets, books, programs, outlines and computer programs developed and/or maintained by the Executive Director or any other member of the Board. The Executive Director shall present to the Board a comprehensive written report regarding the status of the Corporation on an annual basis and whenever requested by the Chairman.

## ARTICLE SEVEN

### Section 7 – Contracts, Checks, Deposits, Funds and Records

- A) Contracts – The Board may authorize the Executive Director to enter into any contract or execute and deliver any instrument in the name of and behalf of the Corporation and such authority may be general or confined to specific instances.
- B) Checks, Drafts, Etc. – All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the Executive Director, Director, or by the Secretary/Treasurer of the Corporation.
- C) Deposits – All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such financial institutions as the Board may select.
- D) Gifts – The Corporation, through its Board and Executive Director, may accept any manner of contribution, gift or bequest for the general purposes or for any special purpose for the Corporation. All gifts, contributions or bequests to the Corporation, except where provided or specified in writing in the instruments by which the same are made, shall be used for the general purposes of the Corporation as determined in the exclusive discretion of the Board. The terms of all gifts to and receipts by the Corporation shall be recorded in full in a journal to be kept for the purpose by the Executive Director. The expressed intention of all donors shall in all cases be followed as faithfully as possible.



- E) Records – The Corporation shall maintain correct and complete books and records of account and shall also keep minutes of the proceedings of its Board meetings.
- F) Dissolution – The Corporation upon dissolution shall forward all monies to a ministry of same mission and purpose as well as one that meets the same qualifications and standards set forth by the IRS for existing as a Non-Profit 501(c)3.
- G) Rights & Powers- The Corporation shall have all the rights and powers customary or proper for non-profit corporations, but not to include any powers or activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 (c) 3 of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, or (b) a corporation contribution to which is deductible.

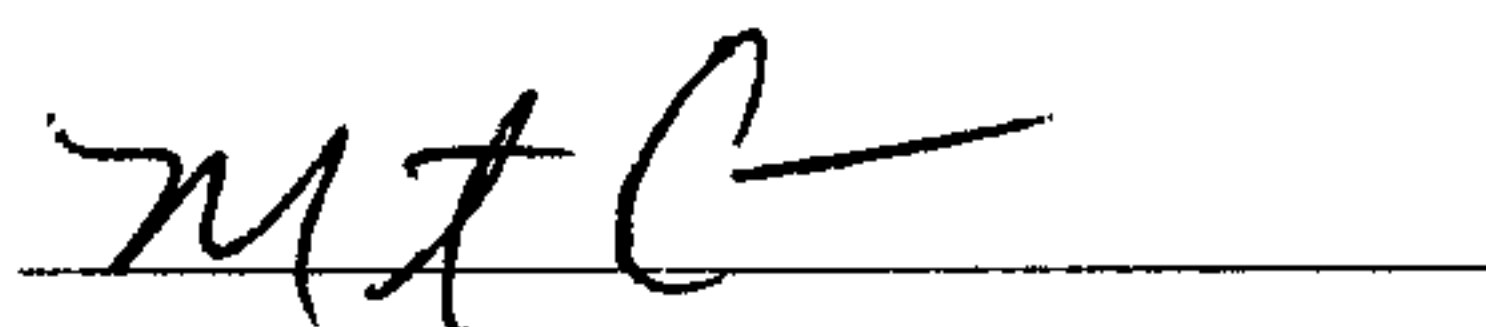
**ARTICLE EIGHT**

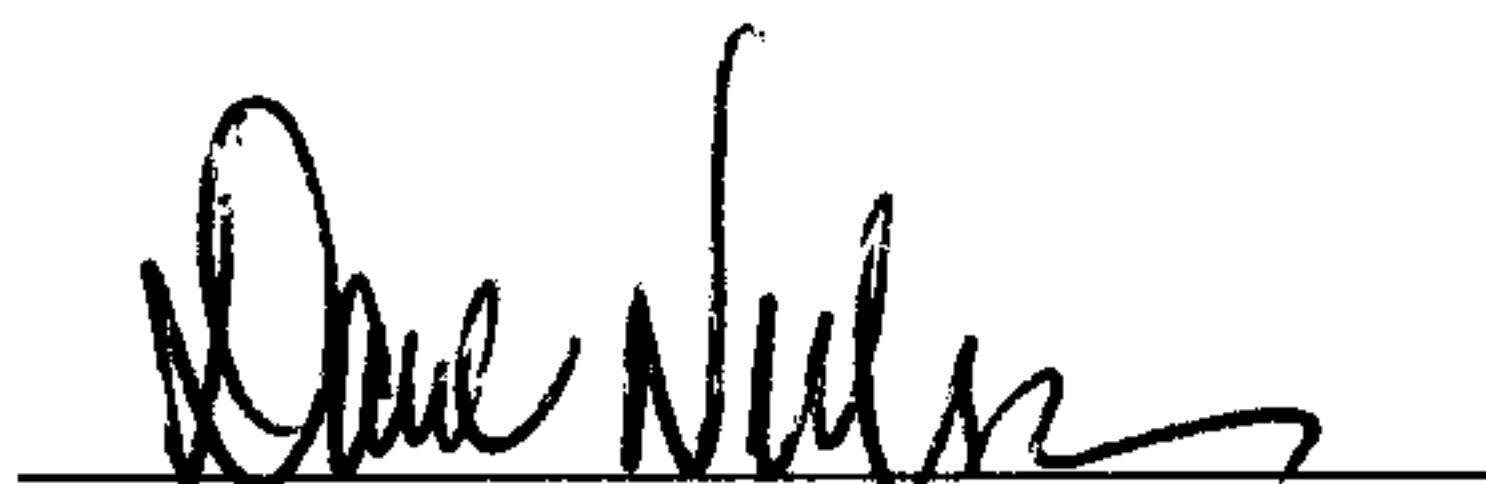
Section 8 – Amendments to By-Laws


These by-laws may be altered, amended or repealed and new by-laws may be adopted by an affirmative vote of three-fifths (3/5) majority of the board members in office, if at least three (3) days written notice is given of intention to alter, amend or repeal or to adopt new by-laws.

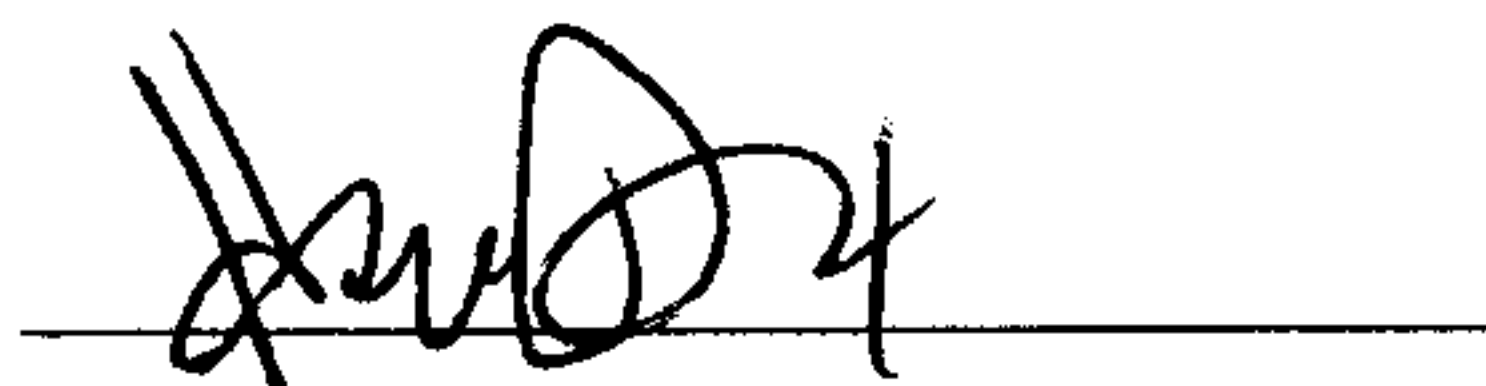
These by-laws were adopted by unanimous vote of the Initial Board of Directors at the first meeting on the 11th day of March, 2013.


 - Ken Welch – Chairman

 - Marty Comer – Vice Chairman

 - Dave Nielsen – Executive Director

 -Adam Demark – Secretary//Treasurer

 - Hank Demark - Director

 - Pete Doerksen - Director

Beth Chapman  
Secretary of State

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

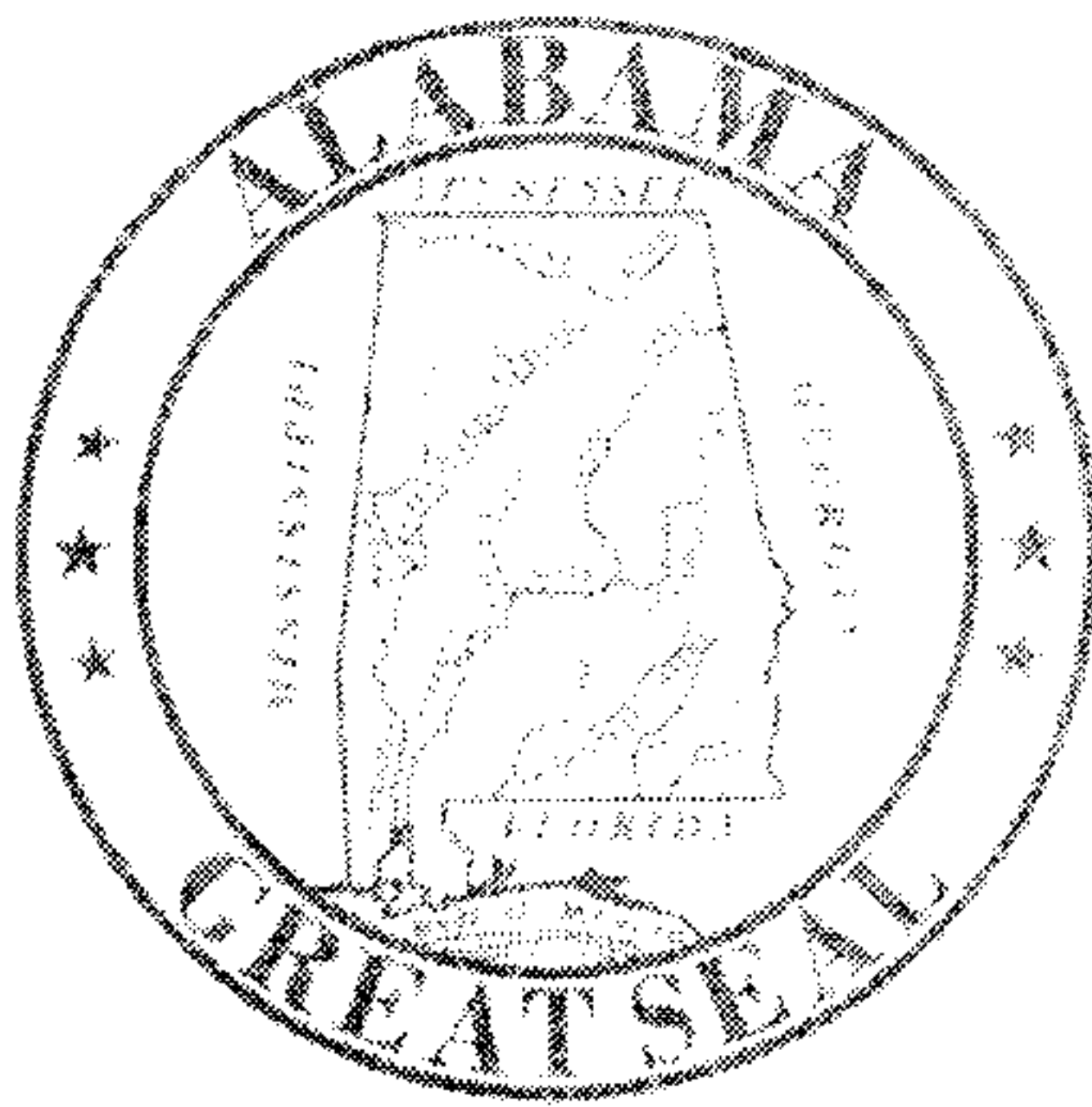
# STATE OF ALABAMA

**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:

**EQUIP 2 SERVE**

This domestic nonprofit corporation is proposed to be formed in Alabama and is  
for the exclusive use of EQUIP 2 SERVE, 2457 VALE DR, BIRMINGHAM, AL  
35244 for a period of one hundred twenty days beginning March 4, 2013 and  
expiring July 3, 2013.



**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.**

March 4, 2013

Date

*Beth Chapman*

622-090

Beth Chapman

Secretary of State

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Shelby Cnty Judge of Probate, AL  
03/18/2013 10:15:48 AM FILED/CERT