

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.**



20130715000285780 1/20 \$156.00
Shelby Cnty Judge of Probate, AL
07/15/2013 11:07:19 AM FILED/CERT

(For County Probate Office Use Only)

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 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.

This form must be typed or laser printed.

1. The name of the corporation: Firmly Planted Christian Ministries
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

(For SOS Office Use Only)

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

Chriss H. Doss & Associates. P.C.
300 Vestavia Parkway, Suite 2300
Birmingham, Alabama 35216

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

4. Street (**No PO Boxes**) address of principal office of the corporation: 505 Olmsted Street

Birmingham, Alabama 35242

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

5. The name of the Registered Agent: Randy Overstreet

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: Primarily to rehabilitate declining local churches of the Southern

Baptist Convention and to establish new churches in newly developed geographical areas (see Exhibit I); 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): Randy Overstreet, Tim Cotton, Gil Simmons

Street (**No PO Boxes**) address of Incorporator(s): see attached

_____ 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).

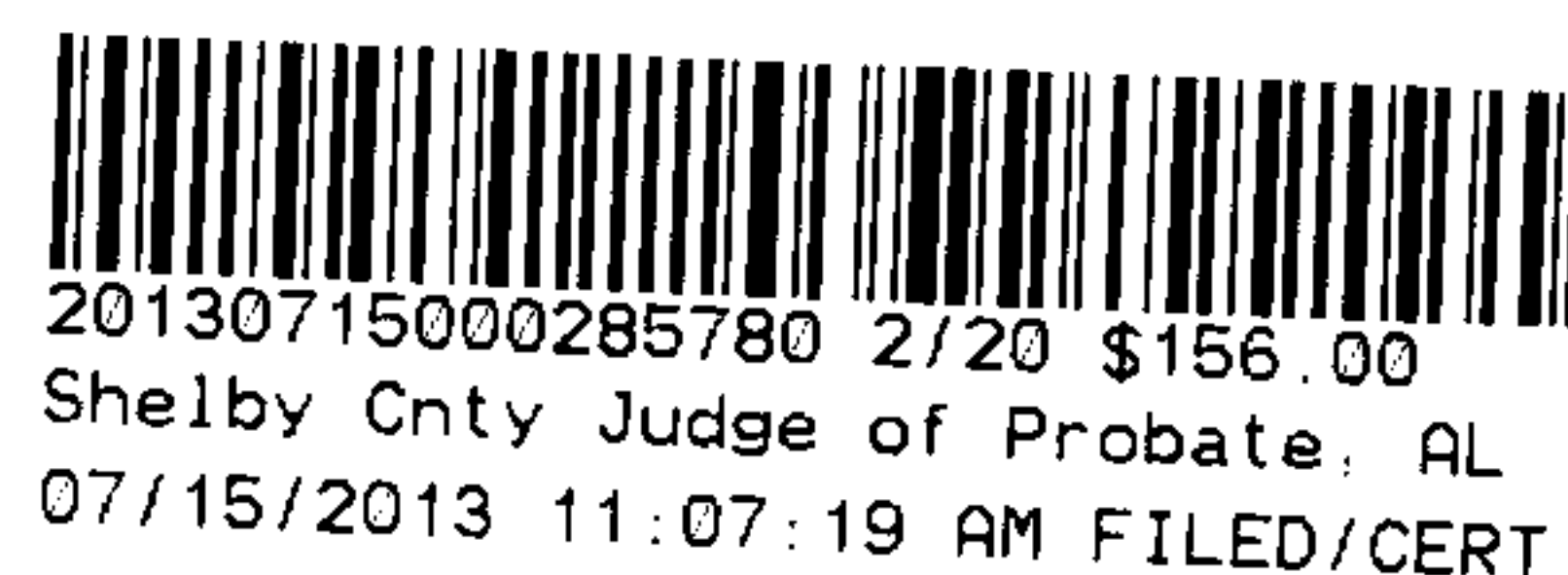
10. The number of Directors constituting the initial Board of Directors is three (3). The initial Directors names and addresses must be listed in this Certificate of Formation.

Director's Name: Randy Overstreet

Street (**No PO Boxes**) address of Director: 505 Olmsted Street, Birmingham, Alabama 35242

_____ Mailing address of Director(s) - (if different

from street address): _____



DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

Director's Name: Tim Cotton

Street (**No PO Boxes**) address of Director: 106 Bristol Lane, Birmingham, Alabama 35242

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

Director's Name: Gil Simmons

Street (**No PO Boxes**) address of Director: 4389 Galen Court, Birmingham, Alabama 35242

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.

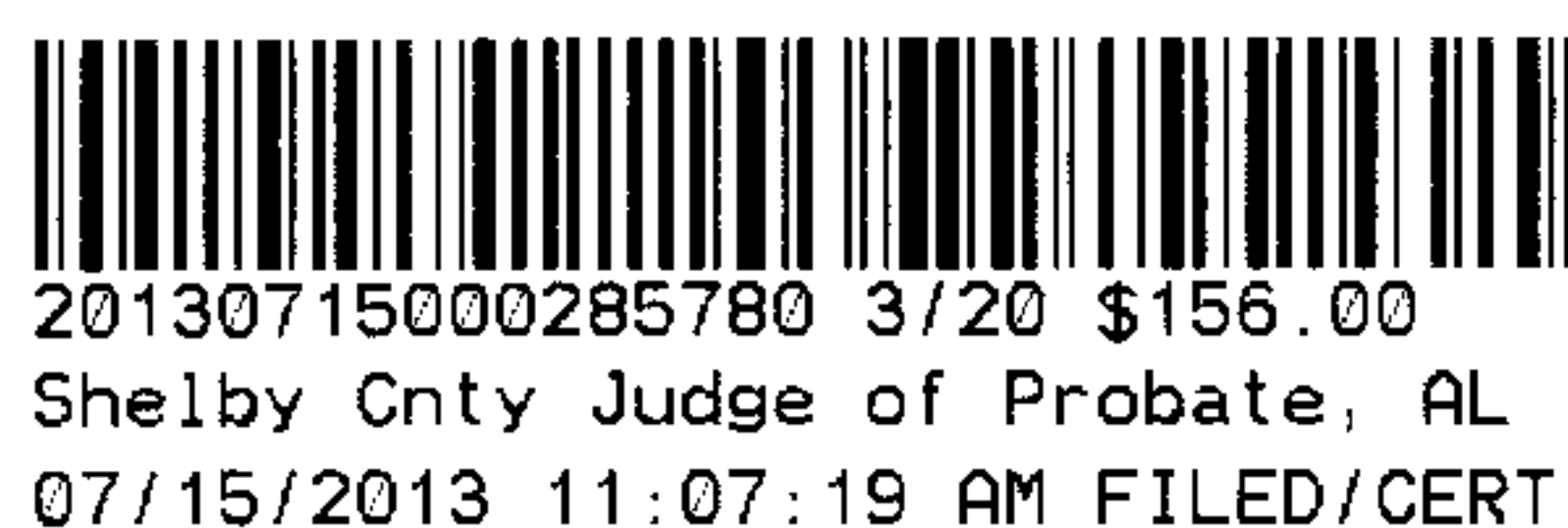
☐ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or regulation of the internal affairs of the nonprofit corporation, including any provisions for distribution of assets on dissolution or final liquidation.

7/11/2013
Date (MM/DD/YYYY)

X Randy Overstreet PRESIDENT
Signature as required by 10A-1-3.04

Randy Overstreet
Typed Name of Above Signature

Trustee/Director
Typed Title/Capacity to Sign under 10A-1-3.04



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:

Firmly Planted Christian Ministries

This domestic nonprofit corporation is proposed to be formed in Alabama and is
for the exclusive use of Randy Overstreet, 300 Vestavia Parkway, Suite 2300,
Birmingham, AL 35216 for a period of one hundred twenty days beginning March
14, 2013 and expiring July 13, 2013.



623-076

**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 14, 2013

Date

Beth Chapman

Beth Chapman

Secretary of State



20130715000285780 4/20 \$156.00
Shelby Cnty Judge of Probate, AL
07/15/2013 11:07:19 AM FILED/CERT

STATE OF ALABAMA

SHELBY COUNTY

)
)
)
)
)

ARTICLES OF INCORPORATION

OF

FIRMLY PLANTED CHRISTIAN MINISTRIES

The undersigned persons are the incorporators, acting under the authority **FIRMLY PLANTED CHRISTIAN MINISTRIES**, a non-profit religious corporation with its headquarters located in Shelby County, Alabama, in a duly called and held preliminary business meeting, its elected established officers of the new said corporation was on the 11th day of July, 2013, by an unanimous vote, and further acting under the authority of the Code of Alabama, 1975, as amended, and with the intent of fully qualifying as an Incorporated non-profit religious entity under Section 501(c) (3) of the Internal Revenue Code or any successor of same, and specifically Sections 10A-3-1.01 through 10A-3-8.02., of the Code of Alabama, 1975 (Alabama Non-Profit Corporation Act, 1984, as amended), or any successors of same, do hereby make, declare, and file the following Articles of Incorporation: of **Firmly Planted Christian Ministries** with the office of the Judge of Probate of Shelby County, Alabama as follows:

ARTICLE I

NAME AND LOCATION

The name of this religious Corporation shall be **Firmly Planted Christian Ministries**

Page 1 of 16



20130715000285780 5/20 \$156.00
Shelby Cnty Judge of Probate, AL
07/15/2013 11:07:19 AM FILED/CERT

(hereinafter at times referred to as the "Church," or "Incorporated Church," or "Corporation", or "Religious Corporation"), and its main office shall be located in Shelby County, Alabama.

ARTICLE II

AUTHORITY/PURPOSE

The said Church shall have the authority/purpose to advance the Christian faith and particularly the general teachings and practices of the basic traditional Baptist denomination throughout the world - locally, nationally, and internationally - as directed in the message of Jesus Christ as set forth in the HOLY BIBLE (See Matthew 28:19-20). Further its primary work, at least initially, will be with the various components of the Southern Baptist Convention in establishing, planting new churches and rehabilitating declining and impaired Baptist Churches primarily in the Southern area of the United States.

The nature of the said Church is religious, and as a religious corporation it shall also have the authority to function as a religious non-profit corporation engaged in religious worship and teachings and charitable, benevolent, and educational practice, for all members of the human society, individually and collectively, worldwide, who may be interested in its programs and activities.

The Incorporation shall primarily work toward the rehabilitation of Southern Baptist Churches, which have declined in their temporal and spiritual roles in the community. Also the Incorporation of new churches in communities where such is determined to have such a need.

Further the Corporation will seek funding for its services and ministries from

Southern Baptist Churches, Southern Baptist persons and friends.

Further initially the ministries will be primarily in Alabama, and after a time of action the Corporation may expand its ministries into new and additional areas.

Further, the Church shall have all the powers as defined in Title 10A, Chapter 3 of the Code of Alabama, 1975, as amended, unless otherwise specifically prohibited.

Further, the said Incorporated Church shall be autonomous and independent of any outside ecclesiastical control. However, by agreement of its members, it may cooperate and participate with various entities of any national Baptist Convention; any state Baptist Convention; any Baptist District Association; other various Baptist Associations; other Baptist entities; other religious, charitable, benevolent, and educational groups and individuals to further all and/or any of the purposes set out herein above.

Further, the said Corporation shall have full authority to act and proceed in any legal manner, taking any action which may be essential or convenient for the pursuit and/or fulfillment of its authority and purpose as stated herein above.

Notwithstanding the above the incorporated Church is not to engage in any act or procedure that may in any material legal way jeopardize its corporate Section 501(c)(3) status.

ARTICLE III

CODE OF IRS, AS AMENDED

This Corporation is organized and operated exclusively for religious purposes within the meaning of **Section 501(c)(3) of the Internal Revenue Code of 1954**.

Notwithstanding any other provision of these Articles, this Corporation shall not

significantly carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the said Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

As a religious non-profit corporation, no substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue code of 1986, and this Corporation shall not partisanly participate in or intervene in including, but not limited to, publishing or distributing statements) or contributing to any political campaign on behalf of or in opposition to any candidate for public office or shall not partisanly participate in or intervene in any political campaign on behalf or in opposition to the issue of any public referendum.

The property of this Corporation is irrevocably dedicated to religious purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, member or agent of the Corporation or to the benefit of any private person as such.

On the dissolution of this Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

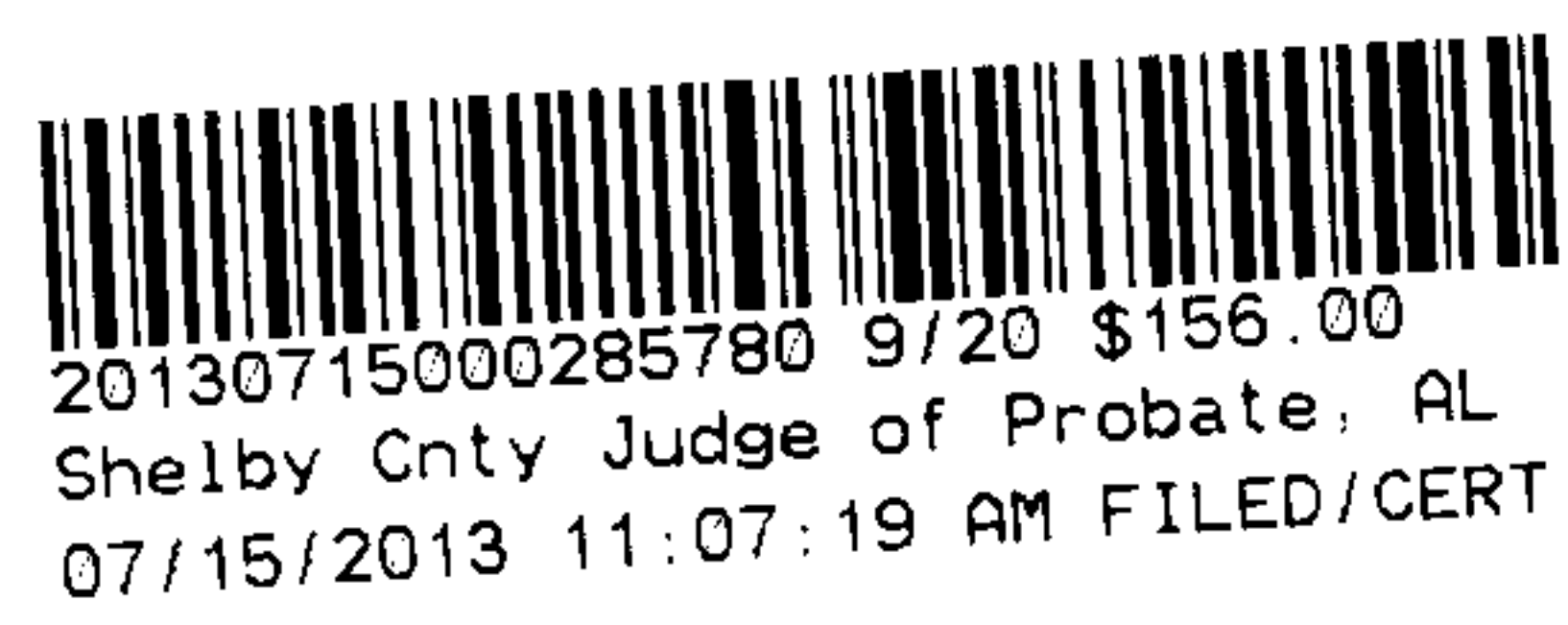
The corporation is to observe the standard of fair pay for services rendered and fair

market value of materials received for the work and use in the corporation's pursuit of its objectives. However, this is not to preclude the corporation from receiving bona fide gifts.

ARTICLE IV

EXISTENCE

The existence of this Corporation shall be perpetual unless otherwise terminated.



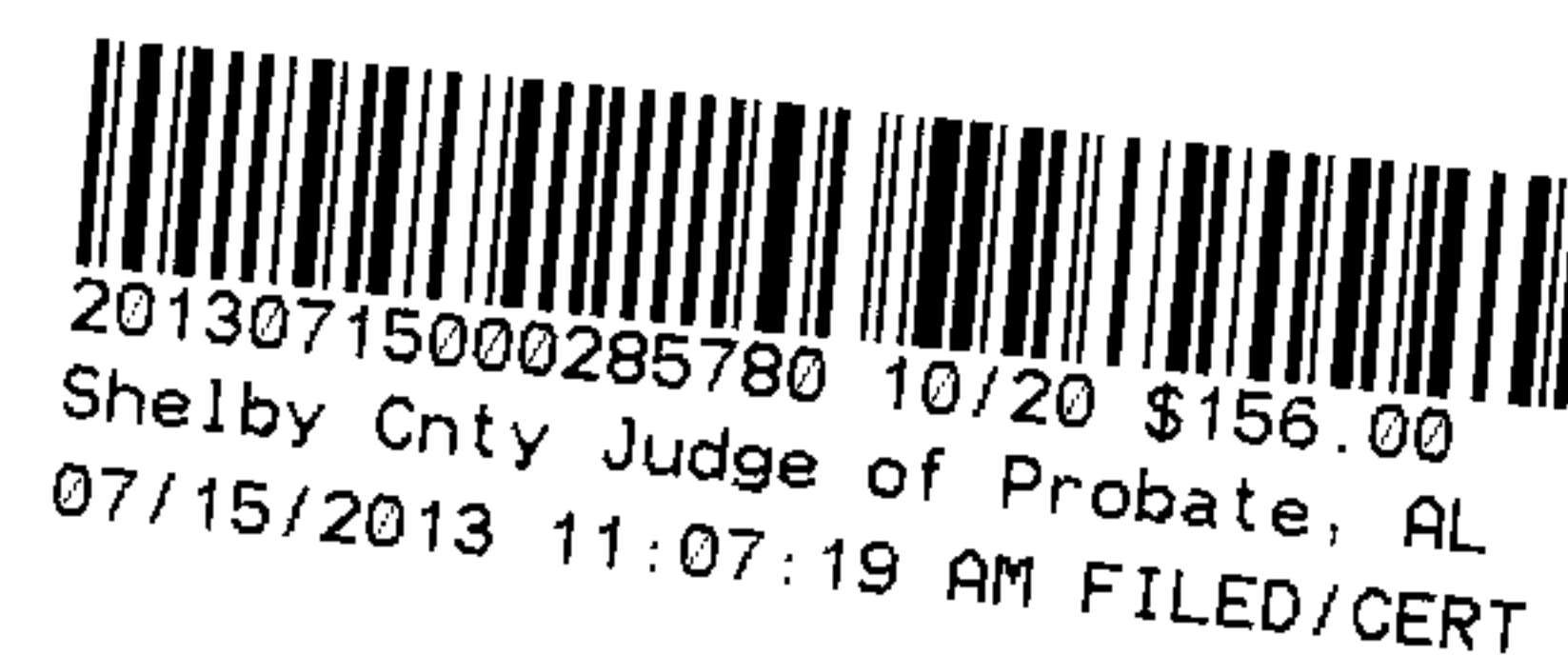
ARTICLE V
QUALIFICATION OF MEMBERS AND
MANNER OF ADMISSION

The membership of the corporation shall only be of the officers of same and defined in the Bylaws of said Incorporated Church. Further, all persons who at the time of the filing of these Articles of Incorporation are, shall be and remain members of said Incorporated Church unless specifically disassociated from the referenced church by a recognized manner. Further, procedures for admission, dismissal and transfer of membership may be provided by the Bylaws of said Incorporated Church or by historic practice of same. The actual number shall be as defined in the By-laws of the corporation.

ARTICLE VI
ADMINISTRATION OF CORPORATE BUSINESS AFFAIRS

The CORPORATION sitting and acting in a duly called and held business meeting shall be the final authority in all of its affairs. The legal aspects of the Corporation are to be administered by the Trustees (directors).

1. The said Trustees shall be composed of the number of members as determined by the Board of Directors, but at least three (3), and further defined in the Bylaws of the corporation, which shall make and execute all contracts, deeds, bonds, notes, negotiable instruments, mortgages, trusts, and all other instruments of indebtedness or conveyance of the corporation upon the order thereof by resolution of the corporation sitting in a duly held business meeting, duly adopted for such purposes; provided, however, that all such documents be signed



for and on behalf of the Trustees by the Chairman, or his/her designee from the said Board of the Trustees (Directors), and attested by the Secretary of the said Trustees (Directors) of the corporation (and/or corporate clerk or secretary). Also, the said corporation and/or its officers may act in behalf of the said corporation allowed by the laws of Alabama for non-profit corporations. (In most Baptist Churches the functions of a "Trustee" and a "Director" are the same.) Herein the two terms, "Trustee(s)" and "Director(s)" are used interchangeably.

2. The officers of the Trustees (Directors) shall be at least the Chair Person who is an ordained Baptist who has had at least ten years pastoring in a situation(s) of congregational autonomy church polity. and a separate Secretary, and any other officers of the Trustees, which are deemed warranted and the establishment of which the majority of the members concurs in. (The Chair Person and the office of Secretary must be held simultaneously by two different persons (Trustees). At no time is the same member to hold both offices.)

3. The title of all property shall be vested in the name of said non-profit corporation.

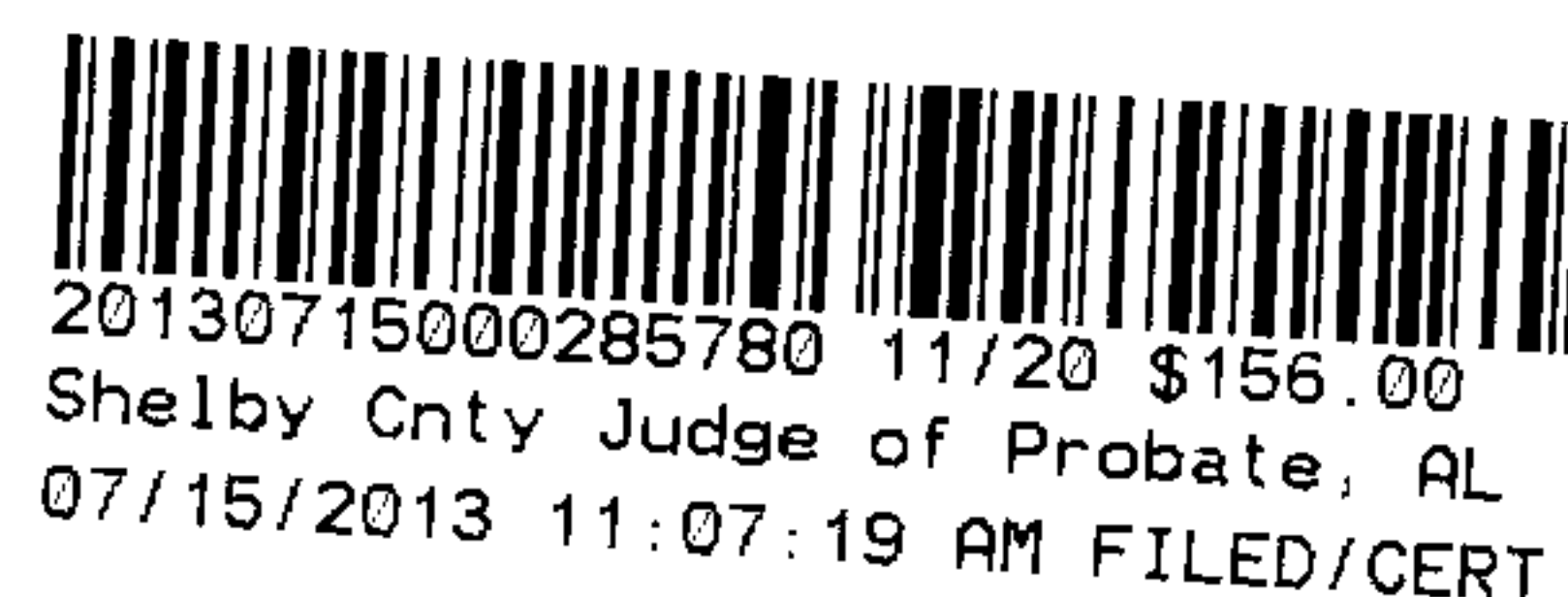
4. The Trustees shall have such other duties and authority as provided by the Bylaws of said corporation by specific action, historic practice, and/or as provided herein.

5. In the absence of the requisite number of officers of the trustees, the said corporation may declare vacancies and fill such offices in the same manner as provided by the Bylaws or historic practice, provided due process is followed.

ARTICLE VII

SPECIAL FUNDS

The Church may from time to time establish permanent and/or temporary funds for the



corporation. These funds may be modified or dissolved and others may be created in the future by appropriate action of the Church and without the amending of the Articles of Incorporation. But detail records of such must be maintained in a form that may be readily comprehended and/or understood by a reasonably intelligent and well-meaning individual as to be the case of all finances of the said corporation.

ARTICLE VIII

MEMBERSHIP OF THE TRUSTEES

The Incorporated Church shall define in its Bylaws the qualification of trustees; terms of office; give details of responsibilities; and provide all other pertinent details concerning the qualifications, authority, and functions of the Trustees in addition to what is stated in this current document.

ARTICLE IX

CORPORATE BUSINESS MEETINGS

A corporate business meeting may be held on any regularly scheduled date or any day of the week or month and/or in any specifically scheduled and publicized nature, time and place, provided proper and adequate notice to the membership is given in good faith. The Bylaws of the corporation shall provide for regularly scheduled meetings, publication of notice for the transaction of business meetings, and for the calling of special meetings convened for the transaction of special business.

The quorum required for the transaction of business shall be as provided in the Bylaws of

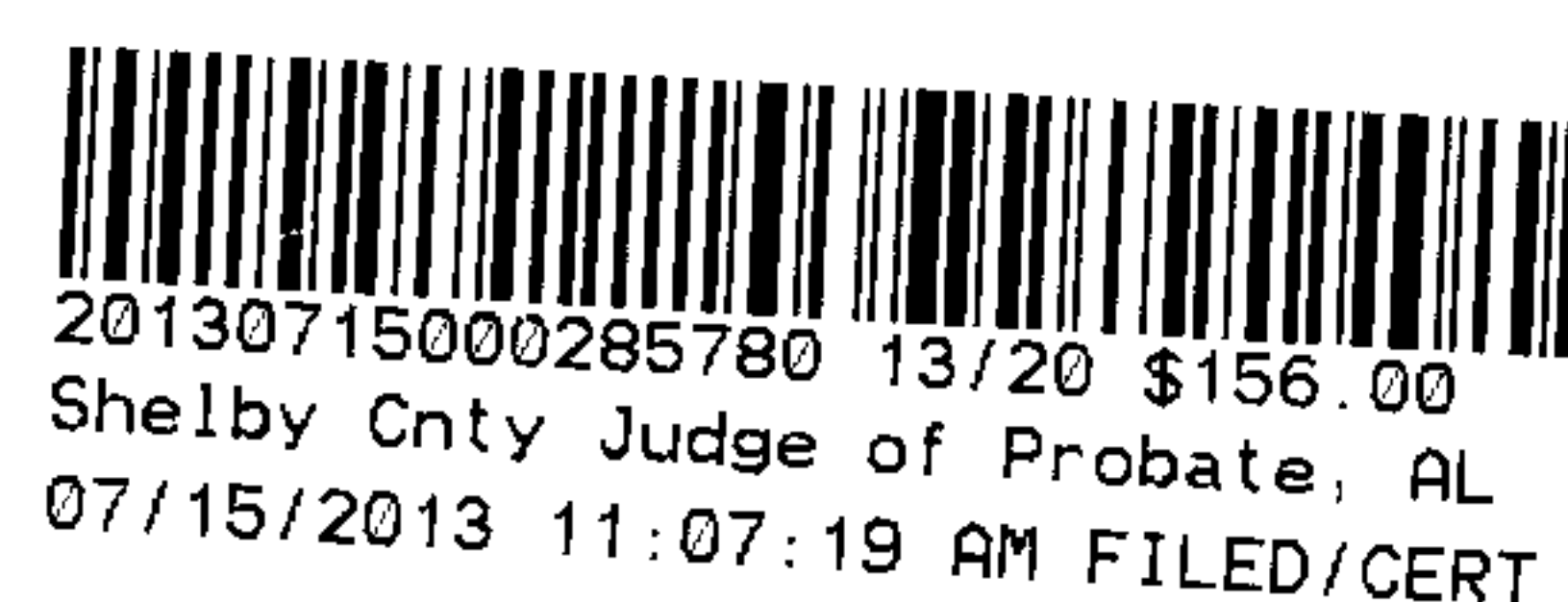
the Incorporation. If the said Bylaws are silent about the number which constitutes a quorum, then it shall be those members attending the business meeting after a good faith effort is made to give appropriate notice to all active members by the corporate CEO or (Chair Person by any other term) or by another party officially designated by the corporation. The calling and holding of all business meetings shall observe the standards of due process.

ARTICLE X

BY-LAWS

The Bylaws adopted by the Church shall be the rules and principles of guidance concerning the internal functions and operations of the Incorporation. The Bylaws may be amended, altered, or rescinded by the corporation sitting in a duly held business meeting as provided for and allowed by the corporate Bylaws. Until the corporation has adopted a set of Bylaws for use of the internal affairs of its operation, in its business activities, shall follow the Democratic/majority rule or where appropriate follow historic practices of the corporation, and at all times following the standard of due process.

Also, it is important that good, thorough and clear minutes be kept of all of the corporate business activities. The majority rule or historic practices should be applied to all internal business matters of the said corporation, if there are no appropriate Bylaws of said corporation or historic practice then the rule shall be by a majority of Trustees (Directors), vote.



ARTICLE XI

AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended or modified by a majority vote of the Board of Trustees (Directors) present and voting at two consecutive regular or special business meetings of the Church at least three weeks apart (but not more than three months apart), duly held as provided in the Bylaws. However the time factor may be overridden by one hundred percent (100%) of the Directors.

ARTICLE XIII

ELECTIONS

The Corporation shall hold elections at such times and in such manner as designated in the Bylaws; regular scheduled elections shall occur annually, unless provided for differently. Special elections may occur more frequently as determined by the members of the Corporation in accordance with the Bylaws of the Corporation. If no appropriate bylaws exist, then hold elections according to historic practice or by one hundred percent (100%) vote of the directors.

All trustees, directors, officers, and committee persons shall be elected or appointed in accordance with the said Bylaws of the Corporation. Vacancies shall be filled as provided in the said Bylaws. The Trustees, Directors, other officers and committee members shall be elected for terms as stated in the Bylaws and/or as determined by the Corporation. The Trustees, Directors, other officers and committee may hold office until their successors are duly elected and take office, provided said officer or committee person otherwise remains a member of the Board of Trustees (Directors) present and voting. It should be noted that the terms, "Trustee(s)" and

“Director(s) herein may be interchangeable.

ARTICLE XIII

CORPORATE FISCAL YEAR AND ACTIVITIES YEAR

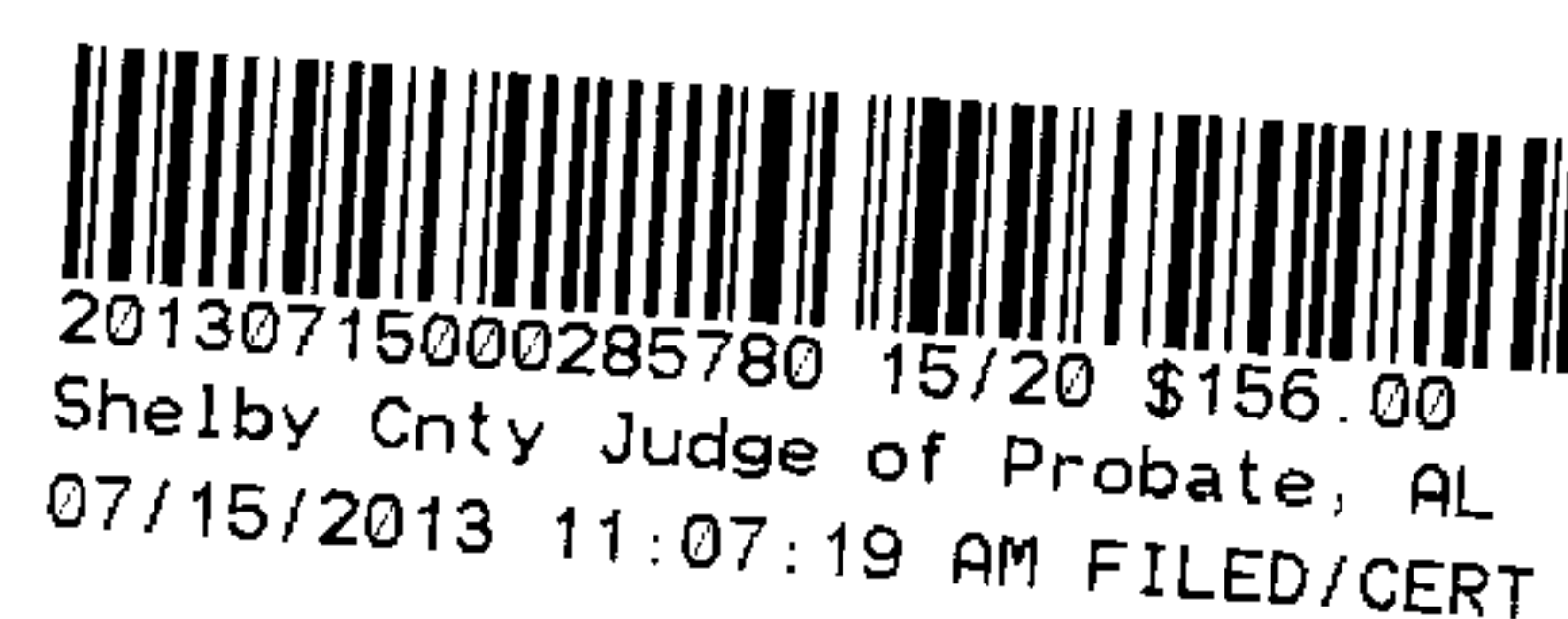
The Corporation's current fiscal year is January 1st through December 31st and each twelve month period thereafter. The Corporation's activities year may vary from the fiscal year, but may not be such.

ARTICLE XIV

DISCHARGE OF TRUSTEES,

OTHER OFFICERS AND COMMITTEE PERSONS

Any trustee, other officer or committee person may be discharged by a majority vote of the Corporate members sitting in a duly held business meeting or conference for any cause the Corporation deems advisable; provided, however, any such trustee, director, other officer or committee person shall first be provided an opportunity to defend himself/herself either before or during such conference. Further details concerning such action may be defined and described more fully in the Bylaws of the Corporation. In all such action, due process shall be seriously followed.



ARTICLE XV

TRANSFER OF ASSETS IN THE EVENT OF DISSOLUTION

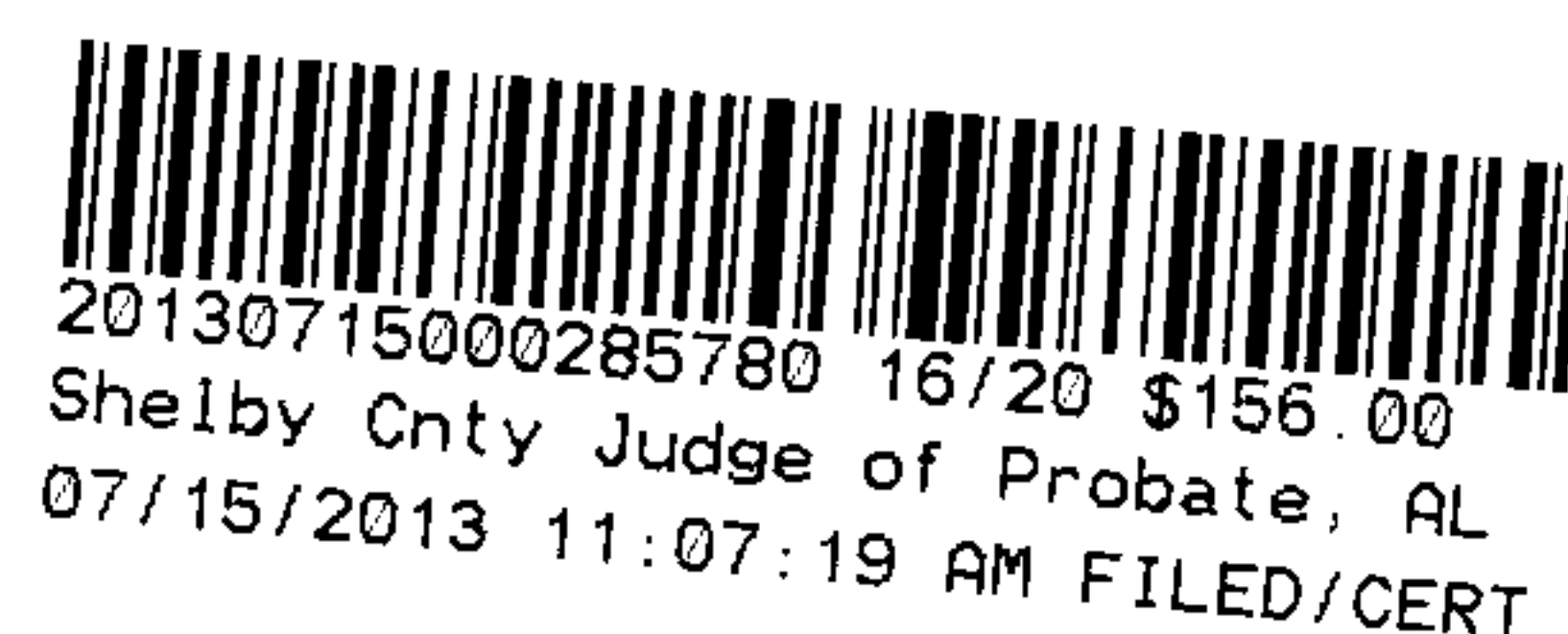
If this Corporation should ever be dissolved, all of its assets remaining after payment and satisfaction of all its costs and indebtedness, encumbrances, including all the expenses of such dissolution or related to such dissolution, shall be distributed to a non-profit corporation(s) and/or other non-profit organization(s) which are qualified for tax exemption under Section 501(c)(3) of the Internal Revenue Code or any successor to said Section.

The members of the said Corporation as defined in Articles V and VI hereof, shall in a duly held business meeting designate the non-profit corporation(s) and/or organization(s) to receive the said net assets of the Corporation upon dissolution. No assets of any substantial monetary value of said Corporation shall be distributed to any member, officer, or trustee of this Corporation without there being paid reasonable consideration for same. Any non-profit corporation or organization designated to receive assets under this Article shall be affiliated with a Baptist Convention and/or the state Baptist Convention and/or a local Baptist Association and/or other Baptist Association(s) and/or another Baptist entity which generally subscribes to and practices the historic Baptist doctrine and faith.

ARTICLE XVI

TRUSTEES

The following named trustees (directors), and the offices thereof shall continue to serve in their present offices, until they cease to be members of the Corporation and/or until a new Trustee/Director is elected and assumes office in the given Trustee's place.



Randy Overstreet
President of the Board of Trustees
Trustee/Director
505 Olmsted Street
Birmingham, Alabama 35242

Tim Cotton, Director
Secretary/Treasurer
106 Bristol Lane
Birmingham, Alabama 35242

Gil Simmons
Vice President
4389 Galen Court
Birmingham, Alabama 35242

The offices of President (Chairman) and Secretary of the Trustees shall be held by different members. No one person is to simultaneously serve in both offices.

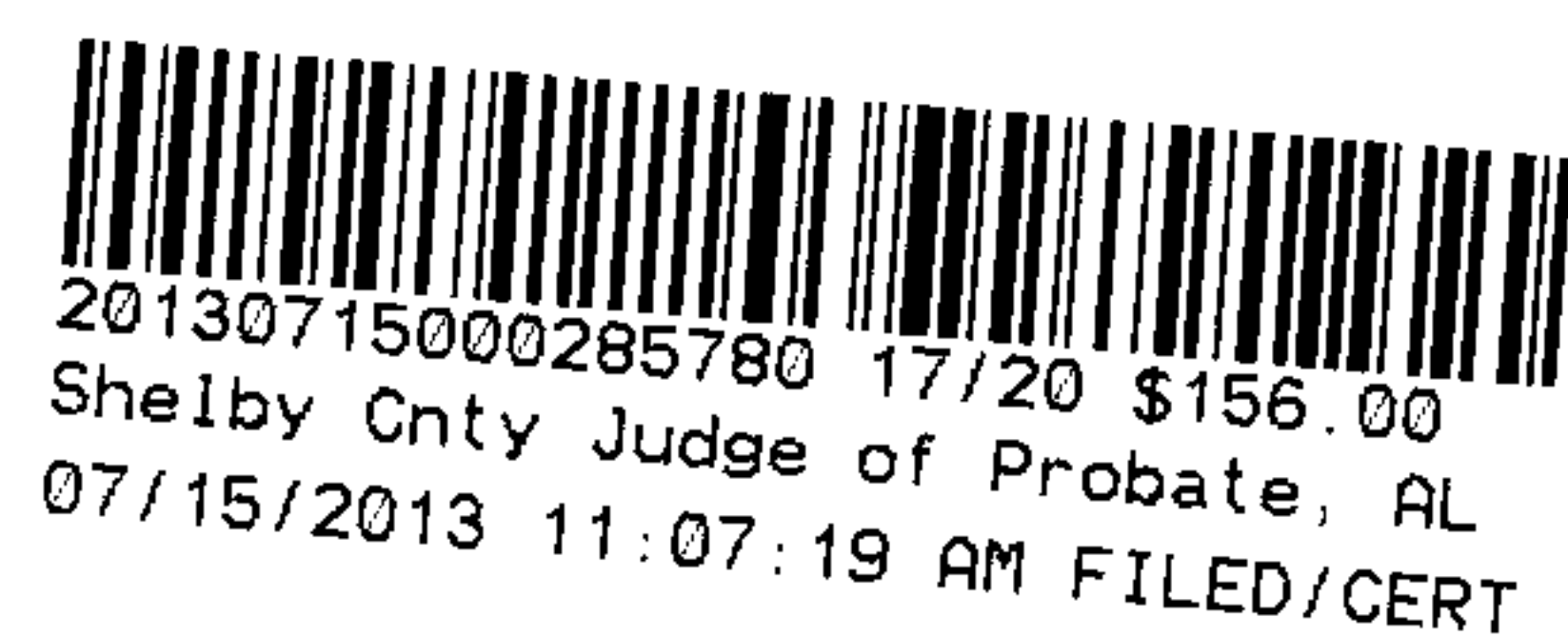
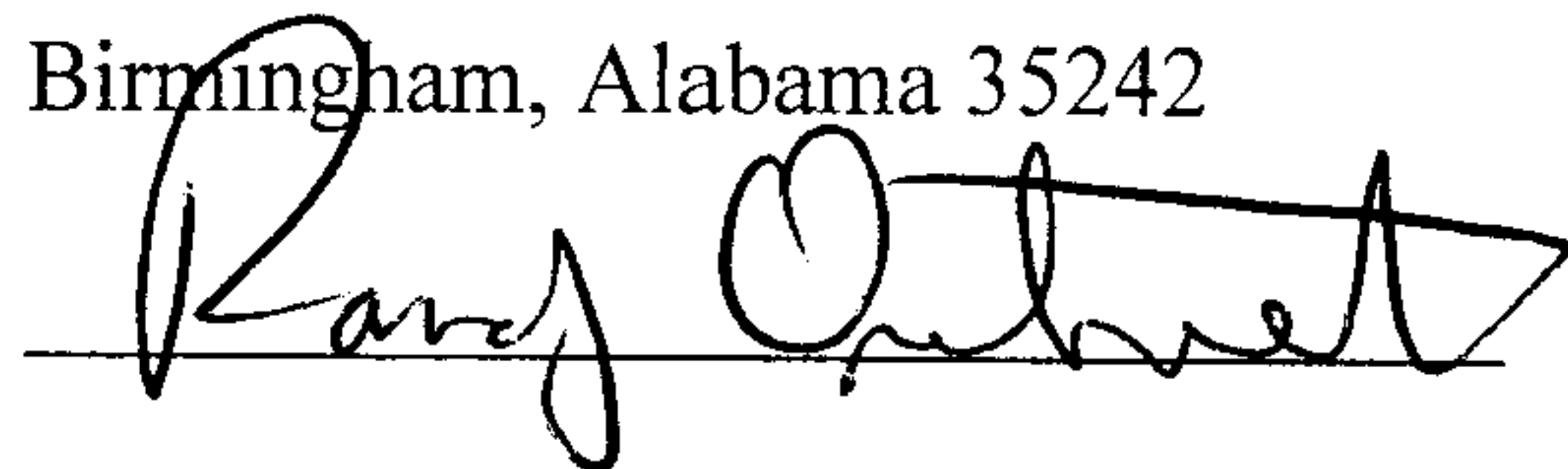
The Trustees are hereby empowered to exercise all authority normally held by Deacons as well as Trustees in Baptist churches. Such an arrangement shall exist until the Board of Trustees (Directors) prepares modifications to have Deacons, and same are concurred in by the Corporate membership.

ARTICLE XVII

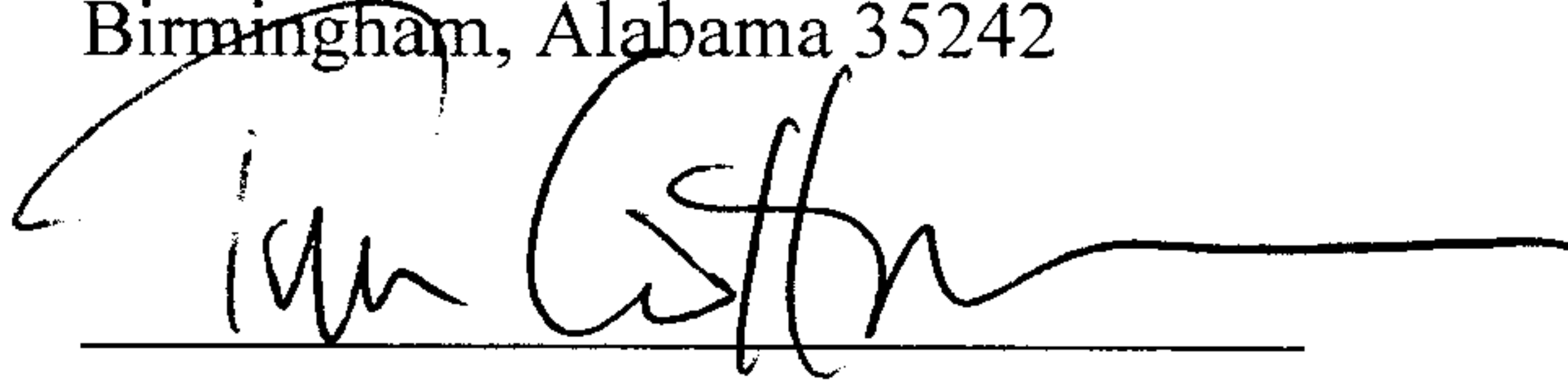
INCORPORATORS, TRUSTEES & DIRECTORS (OFFICERS)

The following named officers thereof shall continue to serve in their present offices, respectively, until they cease to be members of the Corporate Board or as otherwise provided, and in the case of the Chair Person(President), until new officers are elected.

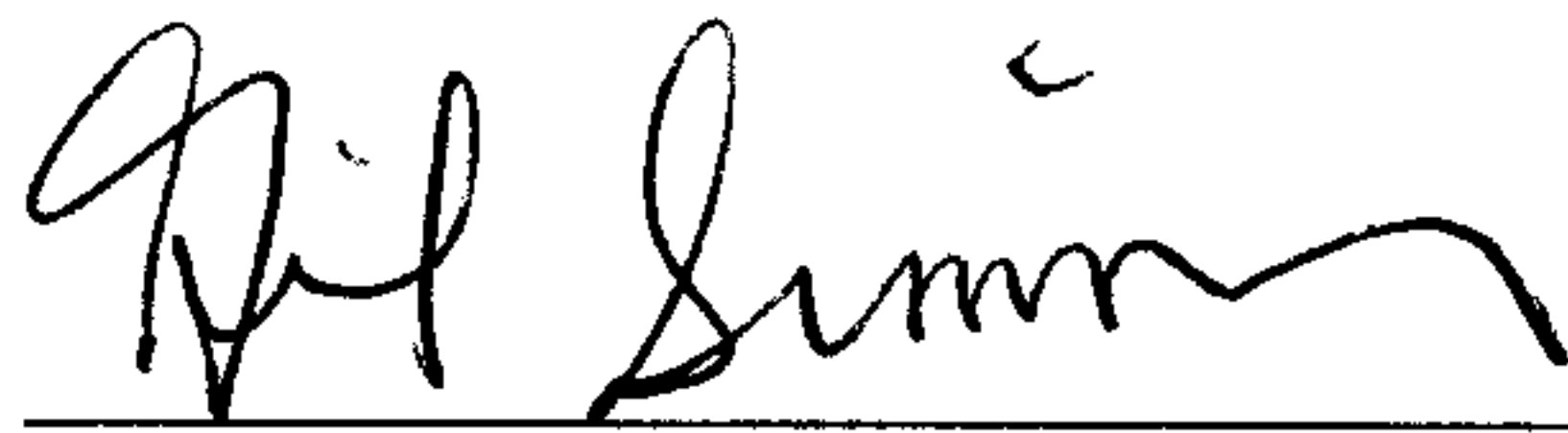
Randy Overstreet – President of the Board of Trustees
Trustee/Director
505 Olmsted Street
Birmingham, Alabama 35242



Tim Cotton, Director
Secretary/Treasurer
106 Bristol Lane
Birmingham, Alabama 35242



Gil Simmons
Vice President
4389 Galen Court
Birmingham, Alabama 35242



ARTICLE XVIII

REGISTERED AGENT

The name of the current registered legal agent/representative of the Incorporated Corporation is **Randy Overstreet** and his official address is 505 Olmsted Street Birmingham, Alabama 35242.

ARTICLE XIX

REGISTERED OFFICE

The initial registered office of the said Incorporation shall be 505 Olmsted Street Birmingham, Alabama 35242.

Its address for the **RECEIPT OF ALL MAIL** and other legal communications shall be 505 Olmsted Street Birmingham, Alabama 35242.

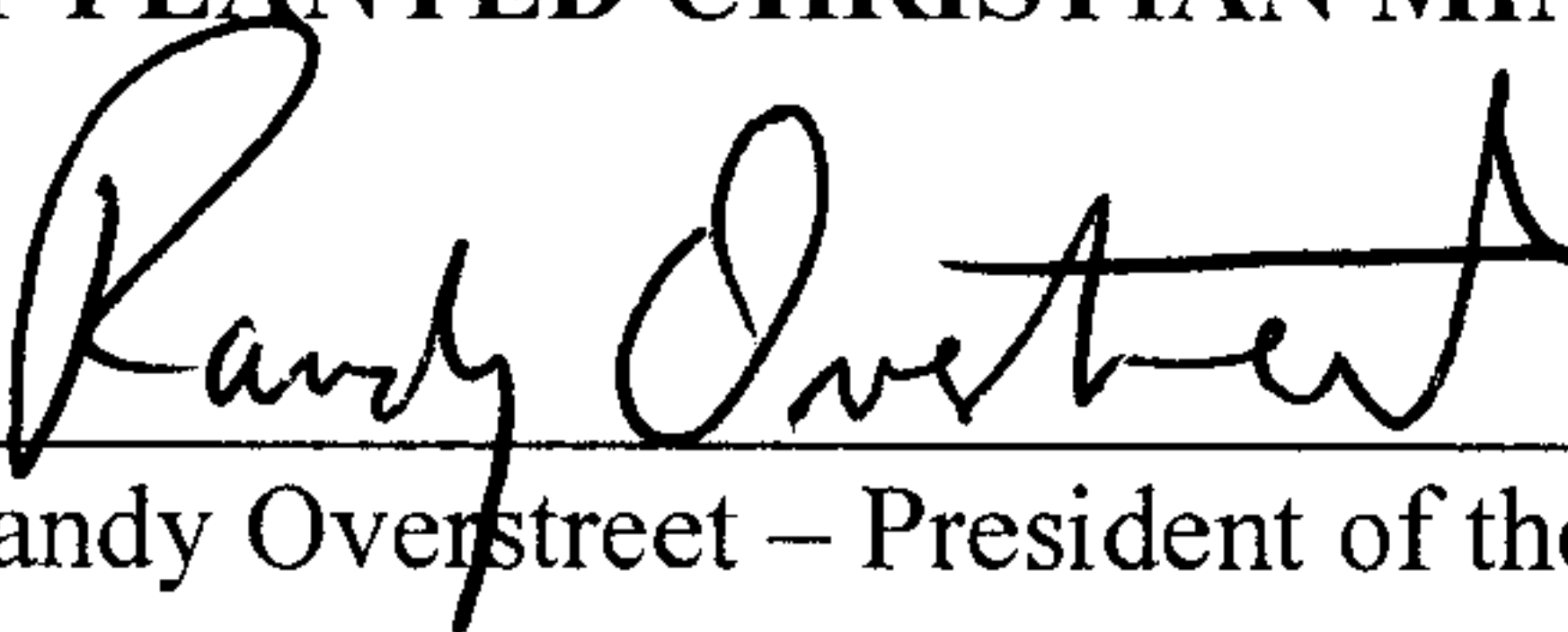
ARTICLE XX

ADOPTED

The undersigned, Randy Overstreet, the President of Board of Trustees (Director); Tim Cotton and Gil Simmons, respectively, certify that the issuance of the above Articles of Incorporation were duly authorized unanimously by the proper adoption of resolution of its members present in a duly held business meeting of said Non-Profit Religious Corporation on the 7th day of April, 2013, and that such was further authorized by due and proper action of the Trustees (also INCORPORATORS) of the said Corporation on the 7th day of April, 2013. Also, the three Trustees also have served the Corporation as the **incorporators**.

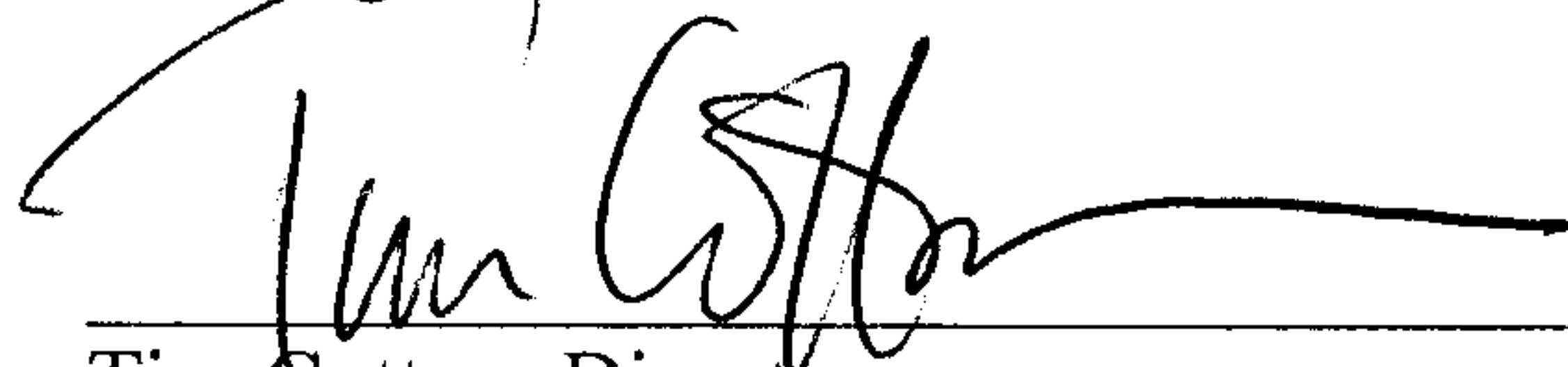
FIRMLY PLANTED CHRISTIAN MINISTRIES

By:



Randy Overstreet – President of the Board of
Trustees
Trustee/Director
505 Olmsted Street
Birmingham, Alabama 35242

By:



Tim Cotton, Director
Secretary/Treasurer
106 Bristol Lane
Birmingham, Alabama 35242

By:



Gil Simmons
Vice President of Board of Trustees & Trustee
Directors
4389 Galen Court
Birmingham, Alabama 35242



STATE OF ALABAMA)
)
JEFFERSON COUNTY)

GENERAL ACKNOWLEDGMENTS

Before me, the undersigned officer, duly authorized to administer oath and take acknowledgments and testimony, appeared the said **Randy Overstreet, Tim Cotton and Gil Simmons**, respectively, President of the Board of Trustees; Secretary/Treasurer of the Board of Trustees; and Vice President of the Board of Trustees, who being by me first duly sworn, deposed, and say: That they are the duly elected and qualified Chairman, Board of Trustees, "Secretary & Treasurer of the Board," and Vice President of the Board of Trustees respectively, of **Firmly Planted Christian Ministries** (Shelby County, Alabama); that they have read and know the contents of the foregoing instrument and that the above and foregoing is a true and correct copy of the Articles of Incorporation of the said **Firmly Planted Christian Ministries** under the Statutes of the State of Alabama which was approved by the said Corporation in a duly called and held Corporate business meeting on the 11th day of July, 2013.

SWORN to and **SUBSCRIBED** before me this 11th day of July, 2013.


Notary Public

My Commission Expires:

(SEAL)

1-24-17

This instrument was prepared by:

Chriss H. Doss, Esquire
Attorney and Counselor at Law
300 Vestavia Parkway, Suite 2300
Birmingham, Alabama 35216
(205) 978-9992
chrissdoss@bellsouth.net