

STATE OF ALABAMA

SHELBY COUNTY

**CERTIFICATE OF FORMATION
OF
BAY SPRINGS BAPTIST CHURCH**

KNOW ALL PERSONS BY THESE PRESENTS,

That the undersigned, acting under authority granted by the members of Bay Springs Baptist Church, an Alabama nonprofit corporation, do hereby certify that this Certificate of Formation has been duly adopted in the manner provided for by and accordance with sections 10A-3-1.01, et. seq., of the *1975 Code of Alabama* as last amended (the Alabama Nonprofit Corporation Law), and in compliance with Section 501(c)(3) of the *Internal Revenue Code*, the undersigned persons desiring to effect a nonprofit body corporate, in accordance with applicable law, have agreed upon and adopted this Certificate of Formation for carrying on the activities hereinafter specified upon the proper filing hereof pursuant to law. This Certificate of Formation is also to be considered as a Restated Certificate of Formation pursuant to the provisions of Section 10A-3-4.04 *1975 Code of Alabama*, as last amended.

Article I: Name

The name of this nonprofit corporation shall be Bay Springs Baptist Church.

Article II: Relationships


Bay Springs Baptist Church works in friendly cooperation with the Southern Baptist Convention and the Alabama Baptist State Board of Missions for the promotion of state, national, and global missions and other such ministries as are appropriate to such a relationship. Bay Springs Baptist Church is a member of the Shelby Baptist Association.

Article III: Purpose

The purposes of this nonprofit corporation are religious, charitable, benevolent, educational, and social in order to propagate the gospel of Jesus Christ, address pressing moral and social issues, and serve the community of Shelby and the world through such means as the church may deem biblical and appropriate, all for the purpose of bringing glory to God.

Article IV: Duration

The period of duration of this nonprofit corporation shall be perpetual.


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Article V: Initial Registered Office and Agent

The street address, which shall also be the mailing address, of the initial registered office of Bay Springs Baptist Church is 1200 County Road 311, Shelby, AL 35143. The initial registered agent at that address is Lloyd Corley.

Article VI: Organizers

The names and addresses of each of the organizers are: Lloyd Corley, 7660 Hwy 47, Shelby, AL 35143; Ann Bishop, 1010 Jim's Place, Alabaster, AL 35007; William S. Compton, 15765 Hwy 145, Shelby, AL 35143; James Edward Jones, 1319 County Road 311, Shelby, AL 35143; Larry V. Castleberry, 8576 Hwy 47, Shelby, AL 35143; Almer J. Smith, 1304 Michael Cir., Alabaster, AL 35007.

Article VII: Membership

Membership in Bay Springs Baptist Church shall be subject to the terms and conditions laid out in the Bylaws of said church.

Article VIII: Initial Board of Directors

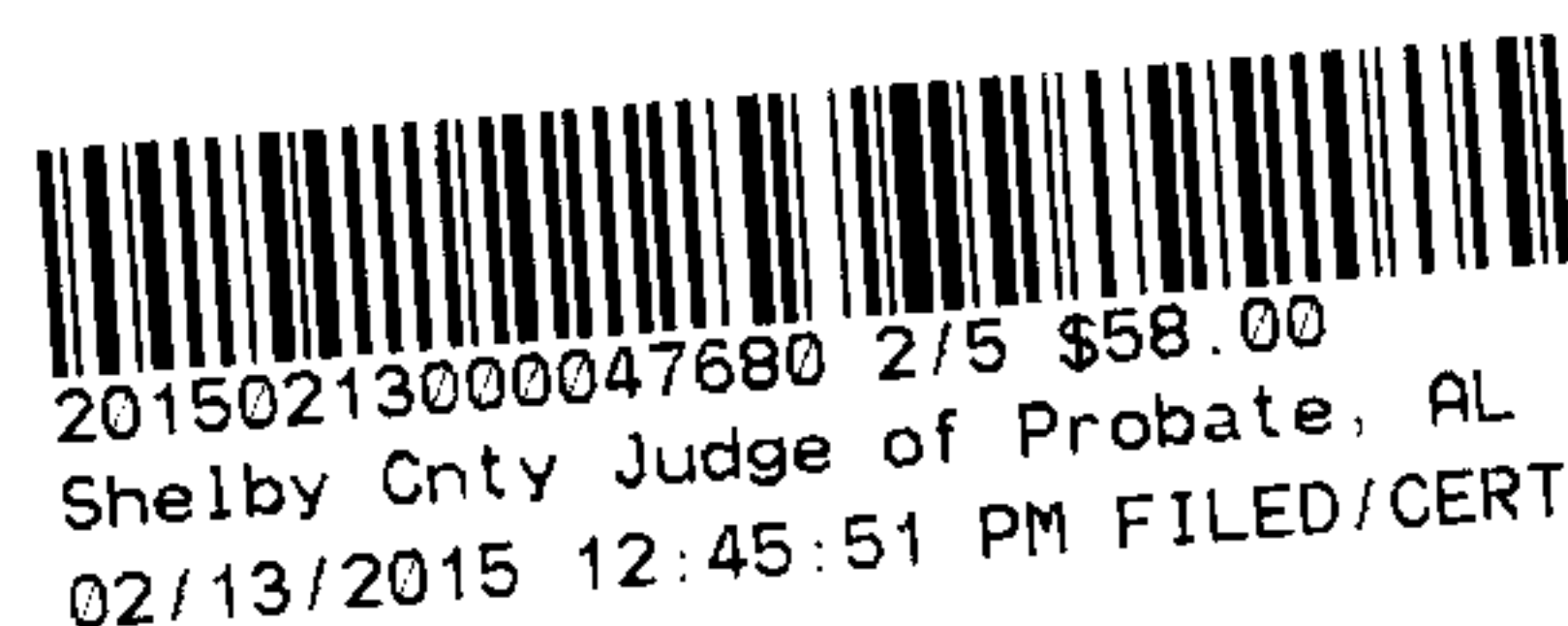
The number of directors constituting the initial board of directors is three (3). The Trustees and Board of Directors shall be one and the same and shall be elected as trustees as provided for in the Bylaws of the church. The initial Board of Directors are Willie Cook, 200 Hwy 99, Shelby, AL 35143; Chairman, James Edward (Hube) Jones, 1319 County Road 311, Shelby, AL 35143; and Donnie Copeland, 556 Hwy 47 Columbiana, AL 35051.

Article IX: Board of Trustees

Bay Springs Baptist Church shall elect a Board of Trustees of not less than three (3) members to execute such legal documents as pertain to the needs of the church in accordance with the Bylaws of said church. The initial Board of Trustees are Willie Cook, Chairman, 200 Hwy 99, Shelby, AL 35143; James Edward (Hube) Jones, 1319 County Road 311, Shelby, AL 35143; and Donnie Copeland, 556 Hwy 47 Columbiana, AL 35051.

Article X: Governing Authority

Under the Lordship of Jesus Christ as expressed in the New Testament, all governing authority for the church rests in the collective will of the congregation as expressed in church conference in accordance with the Bylaws of the church.



Article XI: Ownership of Property

All property obtained by the church is the legal property of the church, and the church reserves the right to hold or dispose of it at its discretion in accordance with the Bylaws of said church.

Article VIII: Administrative Authority

Bay Springs Baptist Church reserves the right to designate and/or delegate administrative responsibilities consistent with the Bylaws of said church.

Article IX: Church Conferences

Bay Springs Baptist Church shall have regular and special, called business conferences in accordance with the Bylaws of said church.

Article X: Amendments

Bay Springs Baptist Church may, as need arises, amend these Articles of Incorporation in accordance with the Bylaws of said church.

Article XI: Elections

Bay Springs Baptist Church shall elect volunteer officers, trustees, and deacons in accordance with the Bylaws of said church.

Article XII: Biblical Officers

The biblical officers of Bay Springs Baptist Church shall be pastor (including associate pastors) and deacons, as prescribed in the Bylaws of said church.

Article XIII: Church Year

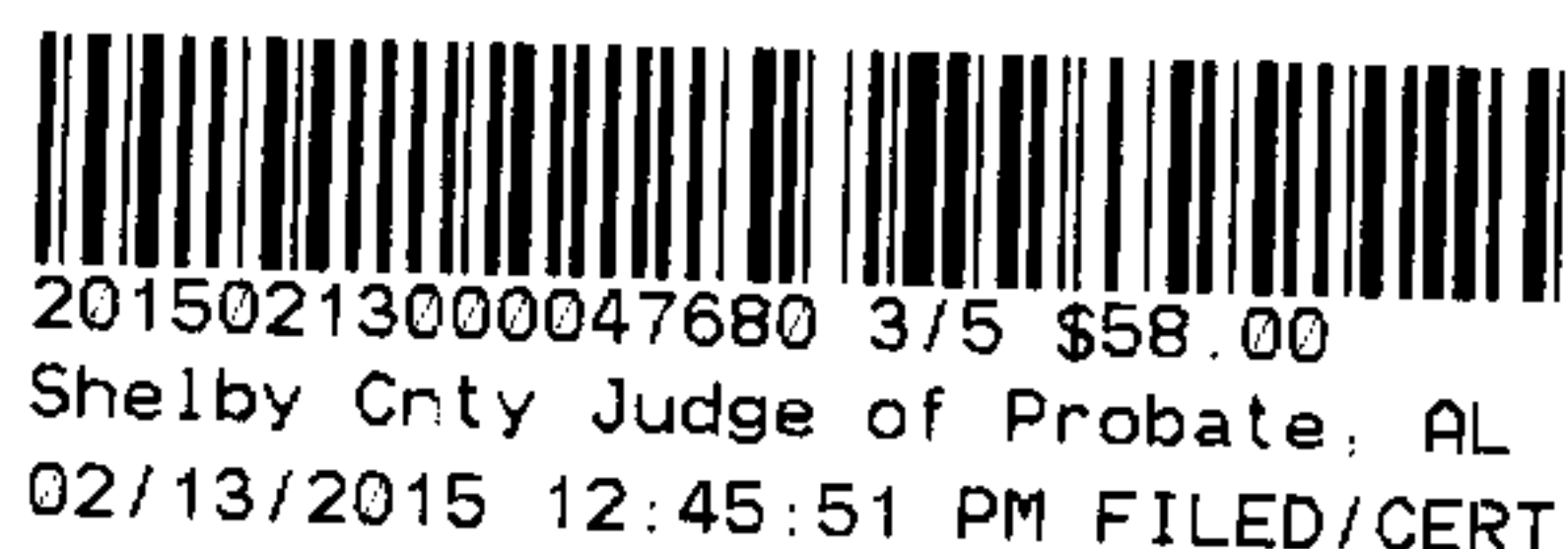
Bay Springs Baptist Church shall observe a twelve (12) month year in accordance with the Bylaws of said church.

Article XIV: Discharge of Trustees, Officers and Committees

All trustees, officers (lay and ordained), and committee members serve at the pleasure of the church and may be asked to step down in accordance with the Bylaws of said church.

Article XV: Dissolution

In the event of the dissolution of Bay Springs Baptist Church, all assets remaining after the settling of all debts shall become the property of the Shelby Baptist Association or its



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successor, a nonprofit organization, in accordance with the Bylaws of said church. In the event that the Shelby Baptist Association shall not exist and shall not have a successor at the time of dissolution, then the membership of Bay Springs Baptist Church shall determine another suitable nonprofit corporation to receive the remaining assets of the church by simple majority vote in church conference.

Article XVI: Restated Certificate of Formation

This Certificate of Formation shall also serve as a Restated Certificate of Formation and shall supercede the original Articles of Incorporation of the church dated June 5, 1961, and recorded in Corporation Book 6, page 205, in the Probate Office of Shelby County, Alabama and all amendments thereto. This Restated Certificate of Formation correctly sets forth the provisions of the original Articles of Incorporation as heretofore amended and has been duly adopted as required by law.

IN WITNESS WHEREOF, the organizers of this nonprofit corporation have hereunto set their hands and pray that this instrument shall be filed and recorded as provided by the law to the end that this organization shall constitute a nonprofit body corporate under the name herein above set forth, with all powers to which said nonprofit corporation may be entitled under the laws of the State of Alabama, on this 25th day of January, 2015.

Lloyd K. Corley
Lloyd Corley

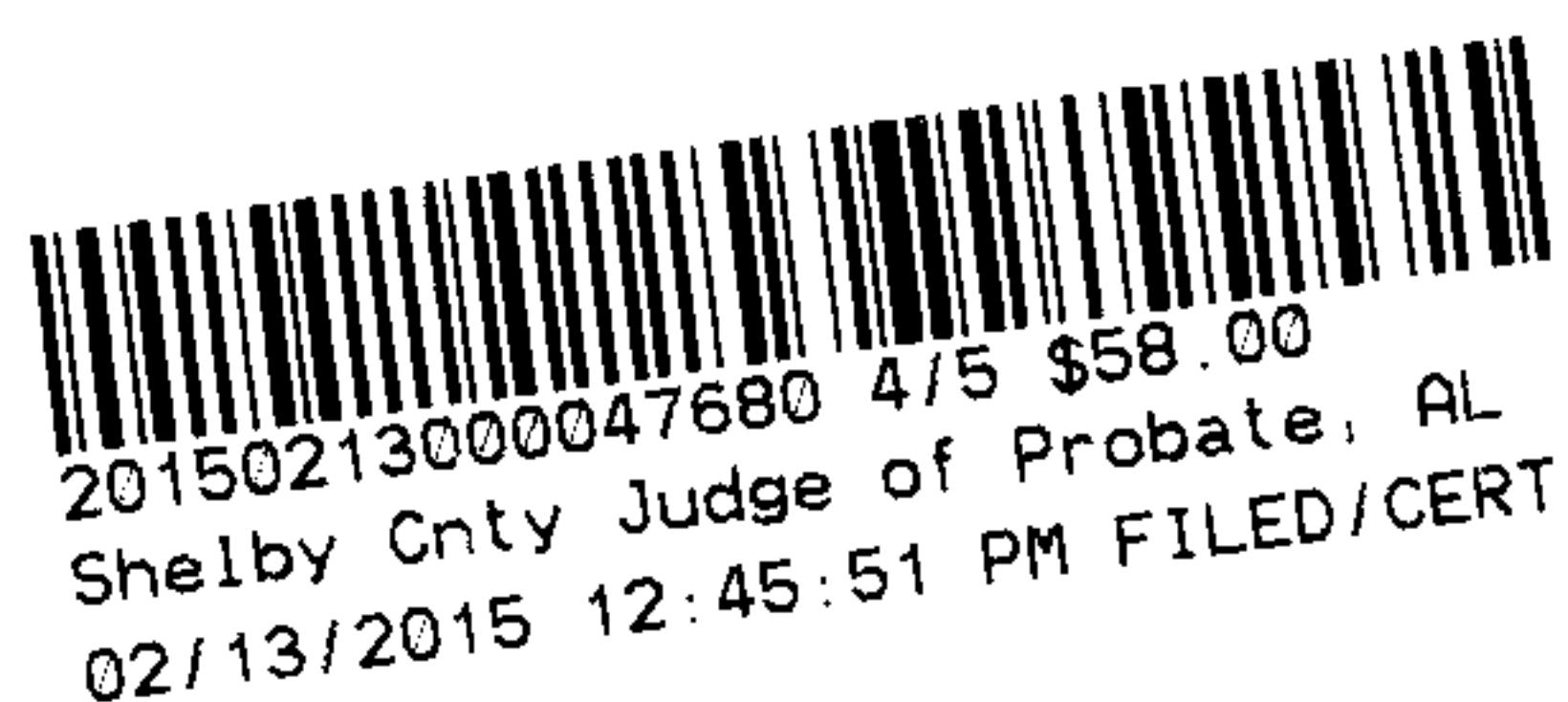
Ann Bishop
Ann Bishop

William S. Compton
William S. (Bill) Compton

James E. Jones
James Edward (Hube) Jones

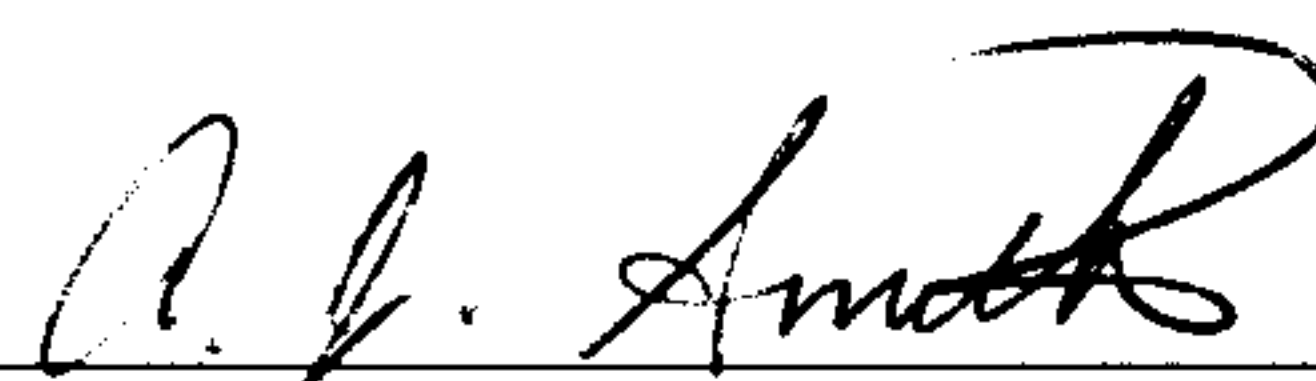
A. J. Smith
Almer J. (A. J.) Smith, as President and Pastor


Larry Castleberry
Larry Castleberry, as Secretary



VERIFICATION

I, Almer J. (A. J.) Smith, as President and Pastor of Bay Springs Baptist Church, a nonprofit corporation, do hereby certify that all of the statements in the foregoing instrument are true and correct, and that I signed the foregoing instrument of the nonprofit corporation.


As President and Pastor


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