

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 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.



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Shelby Cnty Judge of Probate, AL
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(For County Probate Office Use Only)

This form must be typed or laser printed.

1. The name of the corporation: Messianic Community Congregation
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)

James B Griffin, 6 Office Park Cir, Ste 100, B'ham, AL 35223

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

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

2700 Corporate Drive, Suite 200, Birmingham, AL 35242

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

5. The name of the Registered Agent: Steve Standridge

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: to be a church, a house of worship

_____ ; 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): James B. Griffin, LLC

Street (**No PO Boxes**) address of Incorporator(s): 6 Office Park Circle, Suite 100, Birmingham, AL 35223

_____ Mailing address of Incorporator(s) – (if different from street address): P.O. Box 131356, Birmingham, AL 35213

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 3. The initial Directors names and addresses must be listed in this Certificate of Formation.

Director's Name: Steve Standridge, 2316 Woodland Circle, Birmingham, AL 35242

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: Tammy Standridge, 2316 Woodland Circle, Birmingham, AL 35242

Street (**No PO Boxes**) address of Director: _____

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

Director's Name: Peggy Dunnavant, 6301 Wynwood Lane, Trussville, AL 35173

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.

08/28/2015
Date (MM/DD/YYYY)

Steve Standridge
Signature as required by 10A-1-3.04

Steve Standridge
Typed Name of Above Signature

Chairman of the Board and Executive Director
Typed Title/Capacity to Sign under 10A-1-3.04


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ARTICLES OF INCORPORATION for
MESSIANIC COMMUNITY CONGREGATION

ARTICLE I
NAME

The name of this corporation shall be Messianic Community Congregation. The business of the corporation may be conducted as Messianic Community Congregation, Messianic Community Congregation, Inc., or Beth Emet.

ARTICLE II
DURATION

This being a religious, educational, and charitable corporation, the period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

Messianic Community Congregation is a non-profit corporation and shall operate exclusively for religious, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Messianic Community Congregation's purpose is to be a church, a house of worship where people may gather to celebrate, learn, share, and proclaim their Christian faith. By our nature, we will educate our congregation and the world about our faith and raise funds for missions and charitable works. To maximize our impact, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for religious, educational, and charitable purposes. At times, per the discretion of the board of directors, we may provide volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact.

ARTICLE IV:
MEMBERSHIP

Messianic Community Congregation shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE V:
POWERS

The corporation shall have all the general powers enumerated in the Code of Alabama, 1975 § 10A-1-2.11; and also have authority to do all lawful things necessary and incidental to promote the general religious, educational, and charitable works of the corporation, including the ordination of ministers having authority to preach, teach, and perform covenantal duties

according to biblical principles; the board of directors of the corporation shall have full authority to interpret the holy scriptures in order to discipline ministers and other officers of the corporation.

ARTICLE VI: AUTHORITY

Said corporation is organized on a non-stock basis and is to be financed under the following general plan: by contributions of funds and property real, personal, or mixed, without limitations as to amount or value, except such limitation, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to deal with such property for any of the aforementioned purposes without limitation, except such limitations, if any, may be contained in the instrument under which such property is received; and to exercise any, all, and every power for which a non-profit corporation organized under the provisions of the Alabama Non-Profit Corporation Act. No part of the activities of this corporation shall be the carrying on of political propaganda or otherwise attempting to influence legislation.

ARTICLE VII NON-PROFIT NATURE

Messianic Community Congregation is organized exclusively for religious, educational, and charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

A. No Private Inurement. Messianic Community Congregation is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its religious, educational, and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

B. No Personal Liability. No officer or director of this corporation shall be personally liable for the debts or obligations of the corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

C. Dissolution. Upon termination or dissolution of Messianic Community Congregation, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to

the terminating or dissolving corporation, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

The organization to receive the assets of the corporation hereunder shall be selected by the discretion of a majority of the managing body of the corporation and if its directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the corporation by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Alabama.

D. Prohibited Distributions. No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers or other private person or individual, 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, Section 3.01.

E. Restricted Activities. No substantial part of the corporation's activities shall be the carrying on of political propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

F. Prohibited Activities. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VIII GOVERNANCE UNDER BOARD OF DIRECTORS

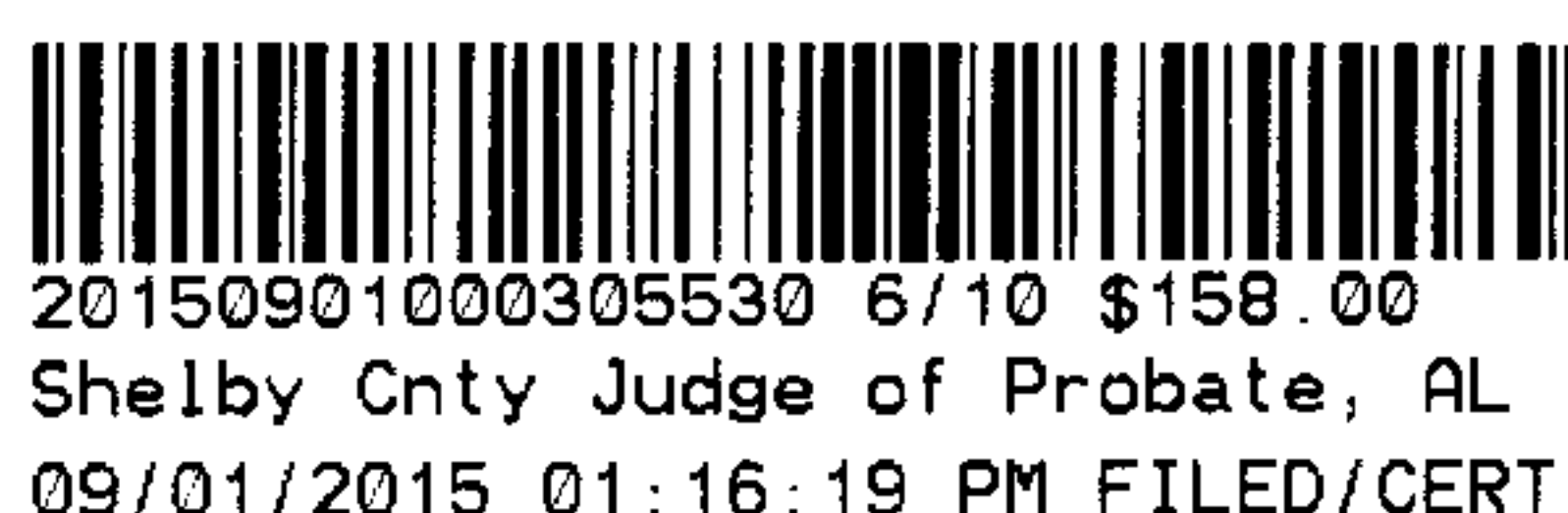
Messianic Community Congregation shall be governed by its board of directors, and the Initial Directors shall be:

Steve Standridge, 2316 Woodland Circle , Birmingham, AL 35242

Tammy Standridge, 2316 Woodland Circle, Birmingham, AL 35242

Peggy Dunnavant, 6301, Wynwood Lane, Trussville, AL 35173

There must be at least three directors pursuant to Code of Alabama 1975 § 10A-3-2.09(a).



**ARTICLE IX:
OFFICERS**

The officers of the corporation shall consist of the President, Vice-President, Secretary and Treasurer. The terms of the officers shall correspond to the corporation's fiscal year as provided in the by-laws. The Board of Directors shall consist of officers, to serve for terms of one year or until their successors are duly nominated and elected. The times, places and manner of selecting officers and directors shall be provided in the by-laws.

**ARTICLE X:
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

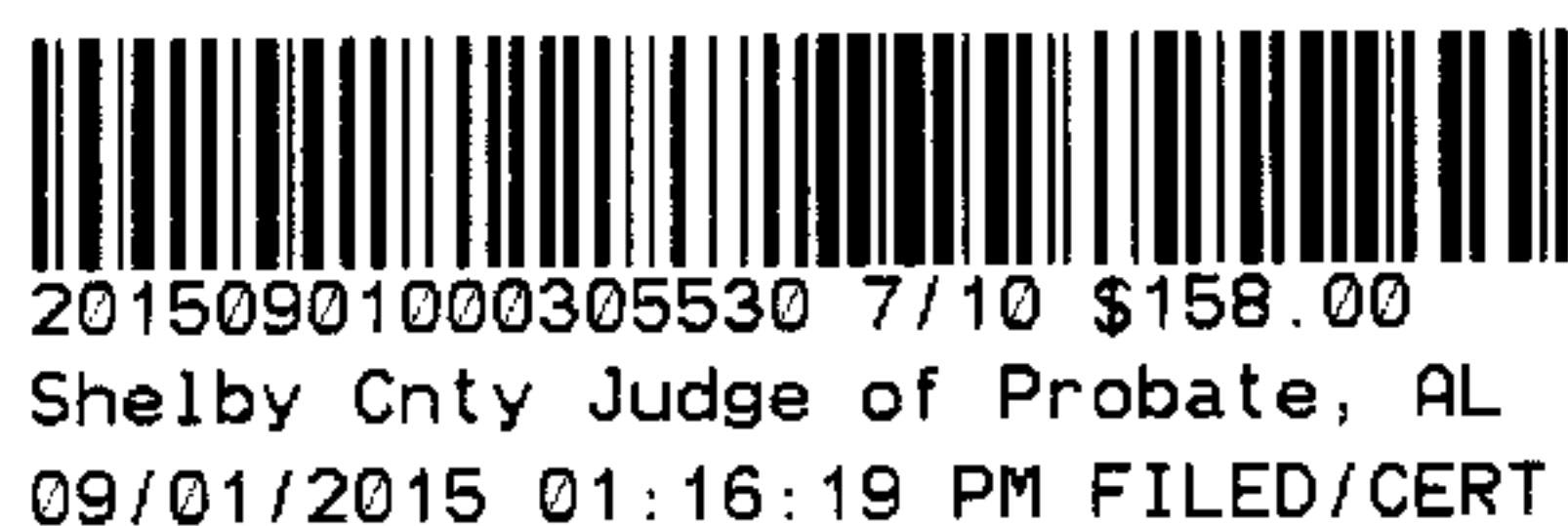
The corporation shall have the power to indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in the action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty; and to make any other indemnification that shall be authorized by the governing documents of the non-profit corporation, vote of the board of directors, or resolution adopted after notice by the members entitled to vote.

**ARTICLE XI:
BY-LAWS**

The Board of Directors shall adopt by-laws for the governance of the corporation.

**ARTICLE XII:
AMENDMENTS**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.



**ARTICLE XIII:
ADDRESSES OF THE CORPORATION**

The physical address of the corporation is:

2700 Corporate Drive, Suite 200, Birmingham, AL 35242

The mailing address of the corporation is:

2700 Corporate Drive, Suite 200, Birmingham, AL 35242

**ARTICLE XIV:
REGISTERED AGENT**

The registered agent of the corporation shall be:

Steve Standridge, 2700 Corporate Drive, Suite 200, Birmingham, AL 35242

**ARTICLE XV:
INCORPORATOR**

The incorporator of the corporation is as follows:

James B. Griffin, LLC, 6 Office Park Circle, Suite 100. Birmingham, AL 35223

Certificate Of Adoption Of Articles Of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Messianic Community Congregation were approved by the board of directors on August 21, 2015 and constitute a complete copy of Articles of Incorporation of Messianic Community Congregation.

In Witness Whereof the incorporators have signed the Articles of Incorporation on this the 21st day of August, 2015.

Director Steve Standridge

Director Sammy Standridge

Director [Signature]



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Acknowledgment of consent to appointment as
registered agent:

I, Steve Standridge, agree to be the registered agent
for **Messianic Community Congregation** as
appointed herein.

Registered Agent Steve Standridge
Date: August 21, 2015

**THIS INSTRUMENT WAS
PREPARED BY:**

James Blount Griffin
James B. Griffin, LLC
6 Office Park Circle, Suite 100
Birmingham, AL 35213



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John H. Merrill
Secretary of State

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

STATE OF ALABAMA

**I, John H. Merrill, 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:

Messianic Community Congregation

This name reservation is for the exclusive use of Messianic Community
Congregation, 2316 Woodland Circle, Birmingham, AL 35242 for a period of one
year beginning April 21, 2015 and expiring April 21, 2016

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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.**

April 21, 2015

Date

J. H. Merrill

RES687626

John H. Merrill

Secretary of State