


*This instrument prepared by:*  
H. Emmanuel Scozzaro, Jr.  
Scozzaro Law, LLC  
3965 Helena Road  
Helena, AL 35080  
(205) 624-3367

  
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**ARTICLES OF INCORPORATION**  
  
**OF**  
  
**THE CHURCH AT CAHABA BEND,  
A UNITED METHODIST CHURCH  
AN ALABAMA NON-PROFIT CORPORATION**

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TO THE HONORABLE JUDGE OF PROBATE  
OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of the Alabama Non-Profit Corporation Law, Code of Alabama, Sections 10A-3-1.01 et seq. (the "Act"), and Code of Alabama, Section 10A-2-10.07, the undersigned non-profit corporation hereby files the following Articles of Incorporation (the "Articles"):

**ARTICLE ONE**

**NAME AND LOCATION**

The name of the corporation (hereinafter referred to as the "Church") is **THE CHURCH AT CAHABA BEND, A UNITED METHODIST CHURCH** and it shall be located in Shelby County, Alabama.

**ARTICLE TWO**

**STATEMENT OF PURPOSE**

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the *Alabama Business and Nonprofit Entity Code*, including, but not limited to:

- 1) The Church is formed, constituted and organized for the purposes of proclaiming the Gospel and serving humanity in accordance with Scripture and the Book of Discipline of the United Methodist Church.
- 2) In addition to the foregoing purpose and notwithstanding any other provision of these Articles, the Church is organized and shall be operated exclusively for religious and other charitable purposes which an organization may engage as an organization qualifying as an Internal Revenue Code Section 501(c)(3) entity, and within the scope of such rulings and regulations interpreting such code section.
- 3) The Church is to be deemed not-for-profit meaning that no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Church 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 the Statement of Purpose hereof. The property of this Church is irrevocably dedicated to the Church and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.
- 4) The Church will not engage in prohibited political and legislative activity and 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. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Church.

### **ARTICLE THREE**

#### **DURATION OF CORPORATION**

The duration of the Church shall be perpetual.

### **ARTICLE FOUR**

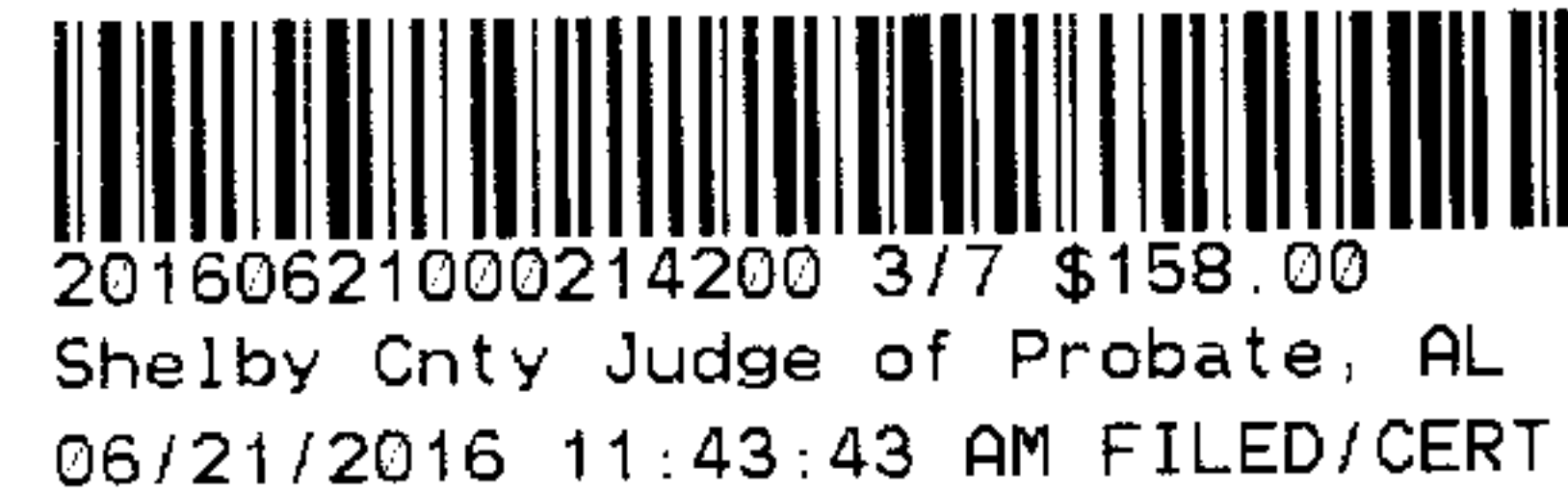
#### **INITIAL REGISTERED AGENT AND OFFICE**

The registered agent of the Church is SCOZZARO LAW, LLC by and through H. Emmanuel Scozzaro, Jr., Esq., and the registered office of the Corporation is located at 3965 Helena Road, Helena, AL 35080.



## ARTICLE FIVE

### POWERS



The Church shall exercise all of the powers vested in non-profit corporations as enumerated by the Constitution of Alabama and as found in the Code of Alabama, (1975) § 10A-3-1.01 et. seq., including but not limited to:

- 1) The Church shall receive and administer funds for the purposes stated above, and for no other purpose. The Church shall have authority to reasonably compensate any employees, contractors or vendors for services rendering in achieving the purposes stated above.
- 2) The Church may purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, lease, hire and deal in real and personal property of every kind and character;
- 3) The Church may apply for, purchase, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge and sell, exchange, transfer, and deal in any license, power, authority, concession, right or privilege which any non-profit corporation may make or grant;
- 4) The Church may enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm association, corporation, municipality, county, state, territory, government, governmental subdivision or body;

The forgoing clauses, and each phrase thereof, shall be construed as powers of the Church in addition to those powers specifically conferred upon the Church by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the power of the Church otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing the Church to carry on any business for profit.

## ARTICLE SIX

### LIMITATIONS


Notwithstanding any other provision of these Articles of Incorporation, the following limitations shall apply to the Church:

- 1) No substantial part of the activities of the Church shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Church shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

- 2) No part of the net earnings of the Church shall inure to the benefit of any director, officer or member of the Church or any private individual (except that reasonable compensation may be paid for services rendered to or for the Church affecting one or more of its purposes), and no director, officer or member of the Church or any private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the Church.
- 3) The Church shall not conduct or carry on any activities no permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

## **ARTICLE SEVEN**

### **MEMBERS**

  
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The Church shall have members, the classes, qualifications and rights thereof being described by the Church's Bylaws.

## **ARTICLE EIGHT**

### **BOARD OF DIRECTORS**

The number of the directors constituting the initial Board of Directors of the Church is three (and/or up to five) and the names and addresses of the persons who are to serve as directors until successors are elected and qualify are:

- 1) James White, 1016 Brook Drive, Helena, AL 35080.
- 2) Brock Sellers, 2021 Amberley Woods Terrace, Helena, AL 35080.
- 3) Paul Gustafson, 325 Laurel Woods Lane, Helena, AL 35080.

The Board of Directors of the Corporation may adopt by-laws for governance of the Corporation or acting by majority vote, may adopt, alter, amend, or repeal the By-Laws of the Corporation. Subject to the control and authority vested in the membership of the Church, the control and management of the Church, its property and affairs shall be vested in the Board of Directors.

Upon the expiration of the terms of office of the initial directors as set forth above, their successors shall be elected or appointed in the manner and for the terms provided in the Church's Bylaws. The qualifications, rights, powers and privileges of directors and method of removal thereof shall be as set forth in the Church's Bylaws.



The Church shall adopt Bylaws for the internal regulation and management of the affairs of the Church.

## **ARTICLE NINE**

### **INCORPORATOR**

The name and address of the incorporator is:

- James White, 1016 Brook Drive, Helena, AL 35080

## **ARTICLE TEN**

### **OFFICERS**


The officers of the Church shall consist of a President, Vice President, Secretary, Treasurer and such other officers as shall be set forth in the Church's Bylaws, each of whom shall be elected or appointed at such time, in such manner and for such terms as may be prescribed in the Church's Bylaws.

## **ARTICLE ELEVEN**

### **INDEMNIFICATION AND LIABILITY**

The Church shall, to the full extent permitted by applicable law, indemnify any person (and the heirs, executors and administrators of such person) who, by reason of the fact that he is or was a director, officer, employee or agent of the Church, or is or was serving at the request of the Church as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, was or is a party or is threatened to be made a party to:

- 1) Any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals, (other than an action by or in the right of the Church), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such claim, action, suit or proceeding; or
- 2) Any threatened, pending or completed claim, action, or suit by or in the right of the Church to procure a judgment in its favor, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit.



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## ARTICLE TWELVE

### NON-STOCK AND NONPROFIT STATUS

The Church shall have no capital stock, is not organized for profit and does not contemplate pecuniary gain or profit to its members, officers or directors or to any other individuals. The Church does not contemplate the distribution of gains, profits, or dividends to its members, officers or directors or to any other individuals and is organized solely for nonprofit purposes. Nothing herein shall authorize the Church to engage, directly or indirectly, in or include among its purposes, any activities proscribed by the Alabama Nonprofit Corporation Act. (Code of Alabama (1975) Sections 10A-3-1.01 et seq.)

## ARTICLE THIRTEEN

### DISSOLUTION



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Upon dissolution of the Church, the residual assets of the Church shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

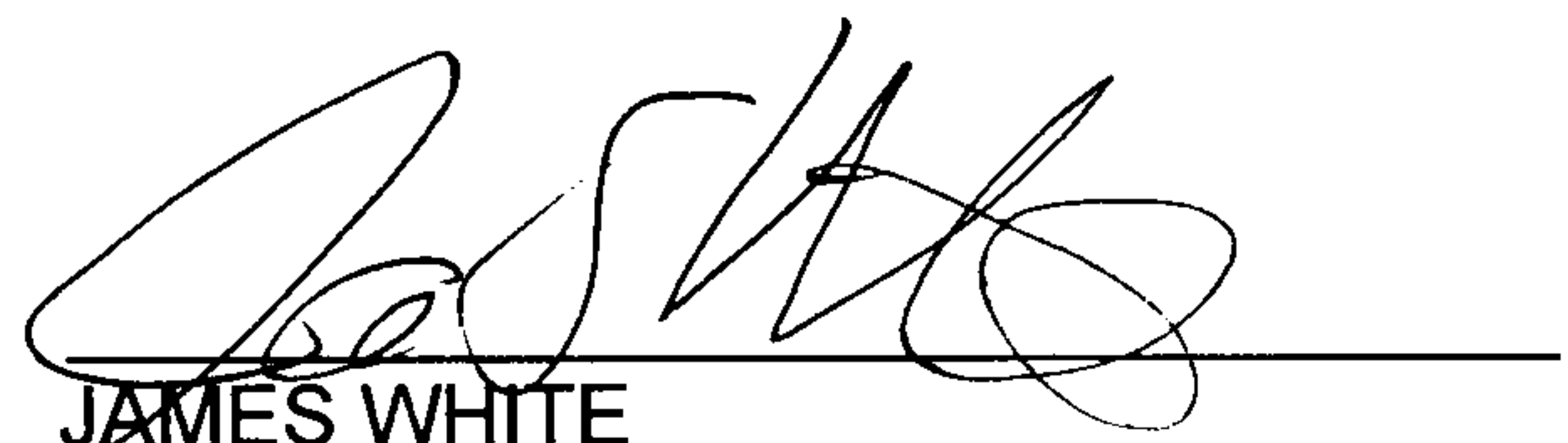
Any asset not disposed of shall be disposed of by the Court of Common Pleas in the county in which the principal office of the office is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for exclusively for such purposes.

## ARTICLE FOURTEEN

### NO PERSONAL LIABILITY

No member, officer or director of the Church shall be personally liable for the debts or obligations of the Church.

**IN WITNESS WHEREOF**, the undersigned incorporator has hereunto signed his name to these Articles of Incorporation on this 20<sup>th</sup> day of June, 2016.

  
JAMES WHITE



John H. Merrill  
Secretary of State

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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:

**The Church at Cahaba Bend, A United Methodist Church**

This name reservation is for the exclusive use of James S. White, 3721 County Road 52, Helena, AL 35080 for a period of one year beginning June 16, 2016 and expiring June 16, 2017



RES727070

**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.**

June 16, 2016

Date

A handwritten signature in black ink, reading "J. H. Merrill".

**John H. Merrill**

**Secretary of State**