

CERTIFICATE OF FORMATION
OF
PELHAM CHURCH OF GOD OF PROPHECY
An Alabama Nonprofit Corporation

The undersigned, desiring to form a nonprofit corporation in accordance with the Alabama Nonprofit Corporation Act, as set forth in Section 10A-3-1 *Code of Alabama* of 1975, adopt the following Certificate of Formation:

I. NAME

The name of the Corporation is **Pelham Church of God of Prophecy**, an Alabama Nonprofit Corporation.

II. PURPOSE

The Corporation is organized as a Christian church within the Church of God of Prophecy, Cleveland, Tennessee, and for all other lawful purposes. It is specifically organized as a church, exclusively for charitable, religious, educational, and scientific purposes under § 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code (The "Code") and the Regulations issued thereunder (the "Regulations") and (1) to receive, maintain and administer assets in perpetuity for such purposes, and (2) to use and apply the whole or any part of the principal and income therefrom for such purposes either directly or by contributions to other organization that qualify as exempt organizations under the Code.

III. DURATION

The term of existence of the Corporation is perpetual. The corporate existence will commence upon the filing of these Articles of Incorporation.

IV. MEMBERS

The Corporation shall have members. The rights of members shall be as set out in the By-Laws of the Corporation.

V. DIRECTORS

There shall initially be six directors. The names and addresses of each person who is to serve as an initial Director are as follows:

<u>Name</u>	<u>Address</u>
Bishop Glen McCord	1425 Windsor Court, Alabaster, AL 35007
Michael Folker	12721 Wooland Lake Rd., McCalla, AL 35111
Norman C. Dill, II	7833 Lakeshore Drive, McCalla, AL 35111
Gary Jones	2823 Bridlewood Terrace, Helena, AL 35080

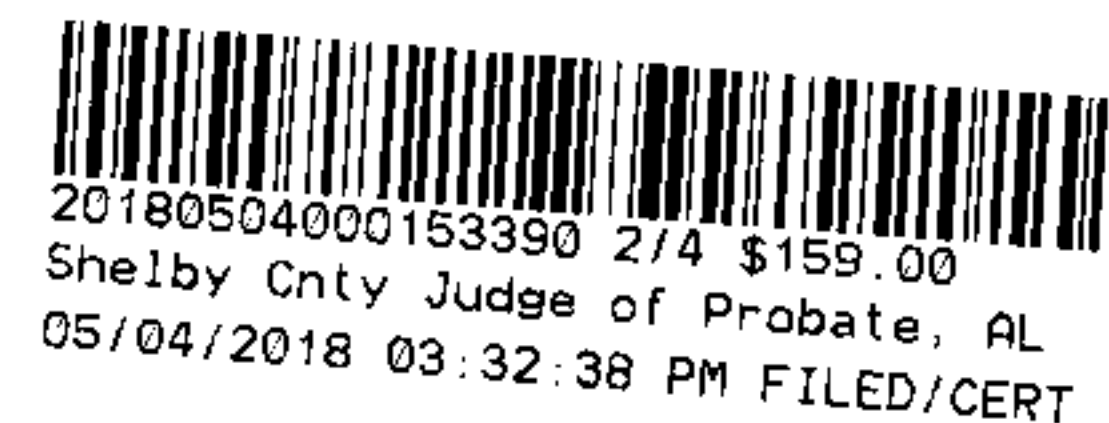
Directors shall be chosen by the pastor of the church who is duly appointed by the State Overseer for Alabama for the Church of God of Prophecy headquartered in Cleveland, Tennessee. In the absence of a pastor the State Overseer for Alabama for the Church of God of Prophecy headquartered in Cleveland, Tennessee may appoint directors. The number of directors shall be no less than three, nor more than nine.

VI. PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Members, Directors, Officers, or other private persons, 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 these Articles of Incorporation. 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, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from the federal income tax under Section 501(c)(3) of the *Internal Revenue Code*, or the corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the *Internal Revenue Code* or the corresponding section of any future federal tax code.

VII. REGISTERED OFFICE

The street address of the Corporation's initial registered office in this State is **3362 Pelham Parkway, Pelham, AL 35124**. The mailing address of the Corporation's initial registered office in this State is **12721 Woodland Lake Road, McCalla, AL 35111**. The initial registered agent at the registered office is **Michael Folker**.



VII. INCORPORATORS

The name and post office address of the incorporator is as follows:

Stephen Lentz

150 Boush Street, Suite 900, Norfolk, VA 23510

VIII. OFFICERS

The Corporation shall have such officers as may be set out in the By-laws of the Corporation.

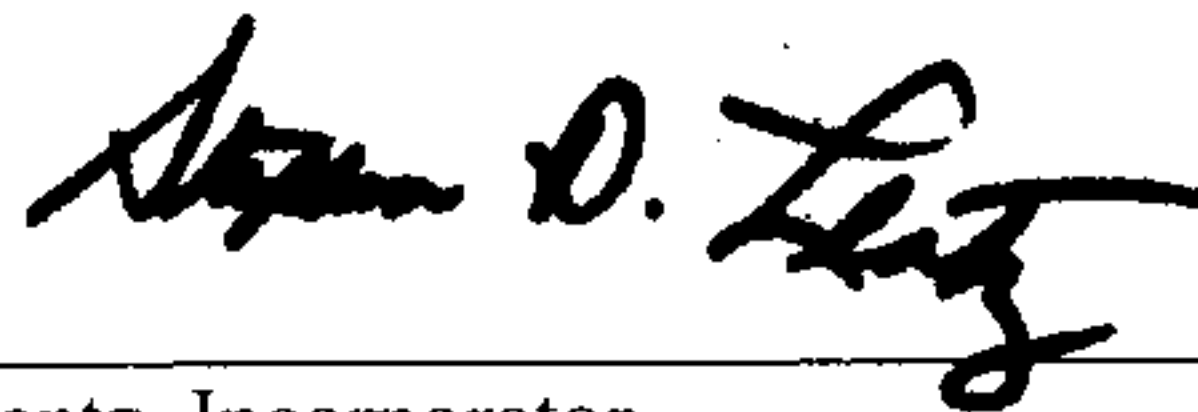
IX. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, transfer all remaining assets to the Church of God of Prophecy located at Cleveland, Tennessee. In the event that the Church of God of Prophecy located at Cleveland, Tennessee ceases to exist, then the Directors shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

X. BYLAWS AND AMENDMENTS

The Corporation shall be governed in accordance with the Bylaws of the Corporation. The Bylaws of the Corporation, and amendments thereto, and any amendments to Certificate of Formation, shall be adopted only by unanimous consent of the Board of Directors, and confirmed in writing by the duly appointed State Overseer of the State of Alabama for the Church of God of Prophecy headquartered in Cleveland, Tennessee.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 30th day of April, 2018.



Stephen Lentz, Incorporator

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Shelby Cnty Judge of Probate, AL
05/04/2018 03:32:38 PM FILED/CERT

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:

Pelham Church of God of Prophecy

This name reservation is for the exclusive use of Stephen Lentz, 150 Boush Street,
Suite 900, Norfolk, VA 23510 for a period of one year beginning April 20, 2018
and expiring April 20, 2019

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Shelby Cnty Judge of Probate, AL
05/04/2018 03:32:38 PM FILED/CERT



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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 20, 2018

Date

J. H. Merrill

John H. Merrill

Secretary of State