

STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION  
CERTIFICATE OF FORMATION

20200610000235540 1/8 \$166.00  
Shelby Cnty Judge of Probate, AL  
06/10/2020 12:07:22 PM FILED/CERT

**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 recorded. 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 filing will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored (\$30.00 fee).

(For County Probate Office Use Only)

**This form must be typed or laser printed.**

1. The name of the corporation: BraveJoy 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)

Robert Miller  
Charitable Allies, Inc.  
9100 Purdue Rd., Suite 115  
Indianapolis, IN 46268.

**DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION**

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

513 Chelsea Station Circle, Chelsea, AL 35043-3077.

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

5. The name of the Registered Agent: Jennifer Gerelds

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: Please find the complete purpose language for BraveJoy Ministries in

Additional Article 1, Section 1 of the attached Additional Articles.; 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): Jennifer Gerelds and Shaylene Burlage

Street (**No PO Boxes**) address of Incorporator(s): 513 Chelsea Station Circle, Chelsea, AL 35043-3077

\_\_\_\_\_ Mailing address of Incorporator(s) – (if different from street address): \_\_\_\_\_

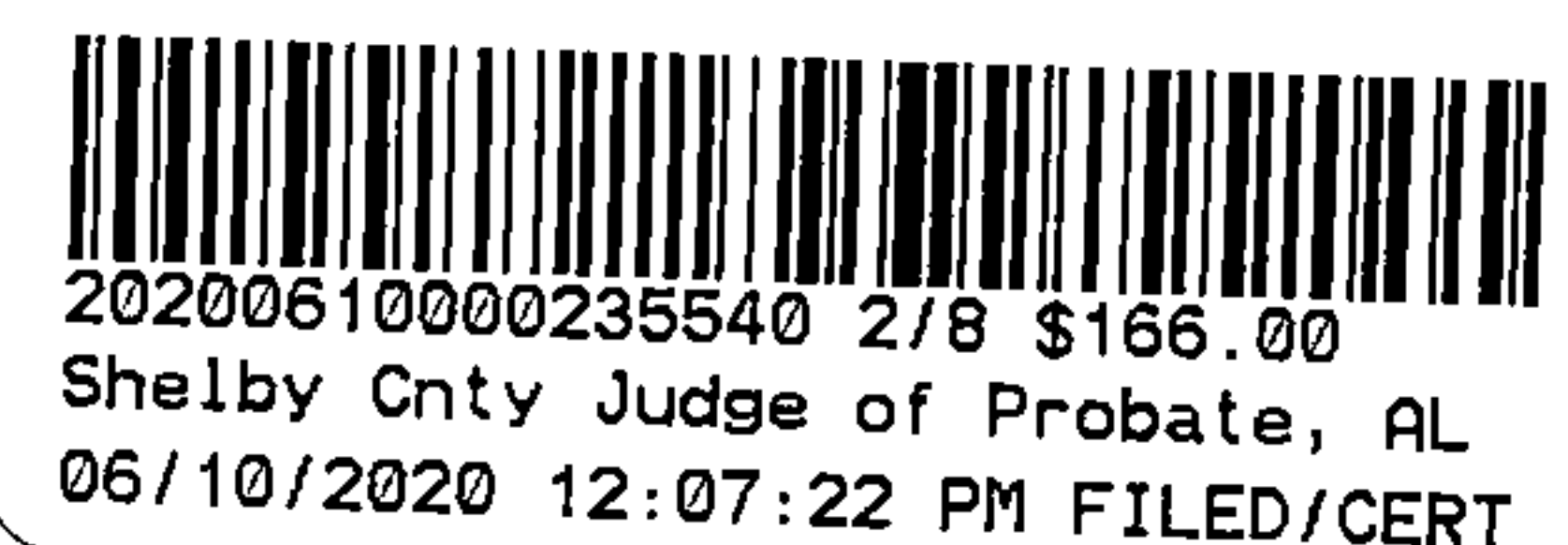
**Attach a listing if more Incorporators need to be added (type “see attached” in the name line).**

10. The number of Directors constituting the initial Board of Directors is 5. The initial Directors names and addresses must be listed in this Certificate of Formation.

Director's Name: See attached

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: \_\_\_\_\_

Street (**No PO Boxes**) address of Director: \_\_\_\_\_

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

Director's Name: \_\_\_\_\_

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.

\_\_\_\_\_  
Date (MM/DD/YYYY)

*Jennifer Gerelds + Shaylene Burlage*  
Signature as required by 10A-1-3.04  
Jennifer Gerelds and Shaylene Burlage  
Typed Name of Above Signature

\_\_\_\_\_  
Incorporators  
Typed Title/Capacity to Sign under 10A-1-3.04

  
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**ADDITIONAL ARTICLES  
TO THE CERTIFICATE OF FORMATION OF  
BRAVEJOY MINISTRIES**

The following Additional Articles are supplemental to the Certificate of Formation to which they are attached. These Additional Articles and the Certificate of Formation should be read in conjunction and together constitute the entire Certificate of Formation of BraveJoy Ministries (the "Organization").

**ADDITIONAL ARTICLE I**

**Additional Directors**

- Section 1.** Rick Graham, President, 2521 Magnolia Place, Birmingham, AL 35242.
- Section 2.** John Schliesser, Vice President, 3544 Shandwick Place, Birmingham, AL 35242.
- Section 3.** Lucy Schliesser, Secretary, 3544 Shandwick Place, Birmingham, AL 35242.
- Section 4.** Charlotte Graham, Treasurer, 2521 Magnolia Place, Birmingham, AL 35242.
- Section 5.** Sandi York, Marketing Director, 1004 Keith Cove, Birmingham, AL 35242.

**ADDITIONAL ARTICLE II**

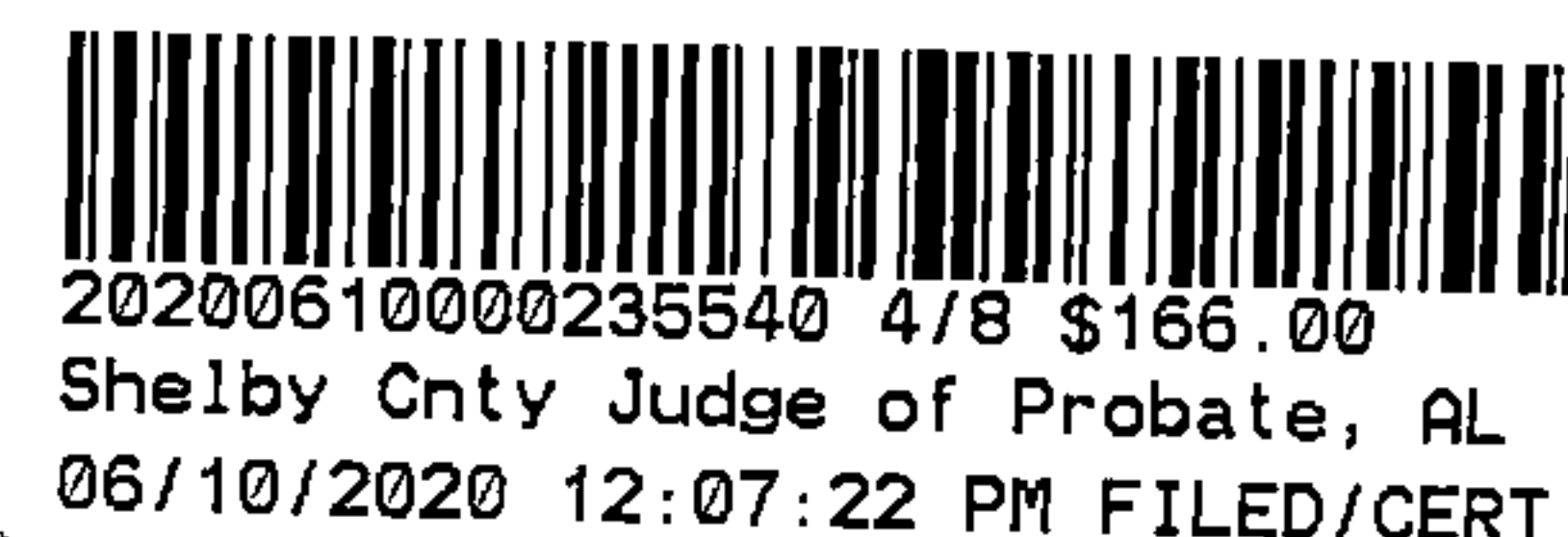
**Purposes, Members, and Dissolution of the Organization**

**Section 1.** **Purposes.** The Organization is a nonprofit corporation that shall be organized and operated exclusively for charitable and religious purposes and other programs and projects as are described in §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws.

The Organization principally exists to (a) connect pregnancy centers and churches so that they may work together to support and assist women and men who experience unplanned pregnancies or are post-abortive; (b) educate and inform churches about having open conversations about these issues; (c) generally support and provide resources to these individuals and the churches assisting them; (d) solicit and receive funds for the accomplishment of the above purposes; and (e) pursue any other purpose permitted to be pursued by a charity (or, by a private foundation should this organization ever become a private foundation), as that term is defined in 26 USC §§ 501(a) and (c)(3) and associated regulations, as each may from time to time be amended.

**Section 2.** **Members.** While the Organization does not have "members" as that term is defined in the Alabama Nonprofit Corporation Act (the "Act"), the Organization may designate as

Additional Articles of  
BraveJoy Ministries

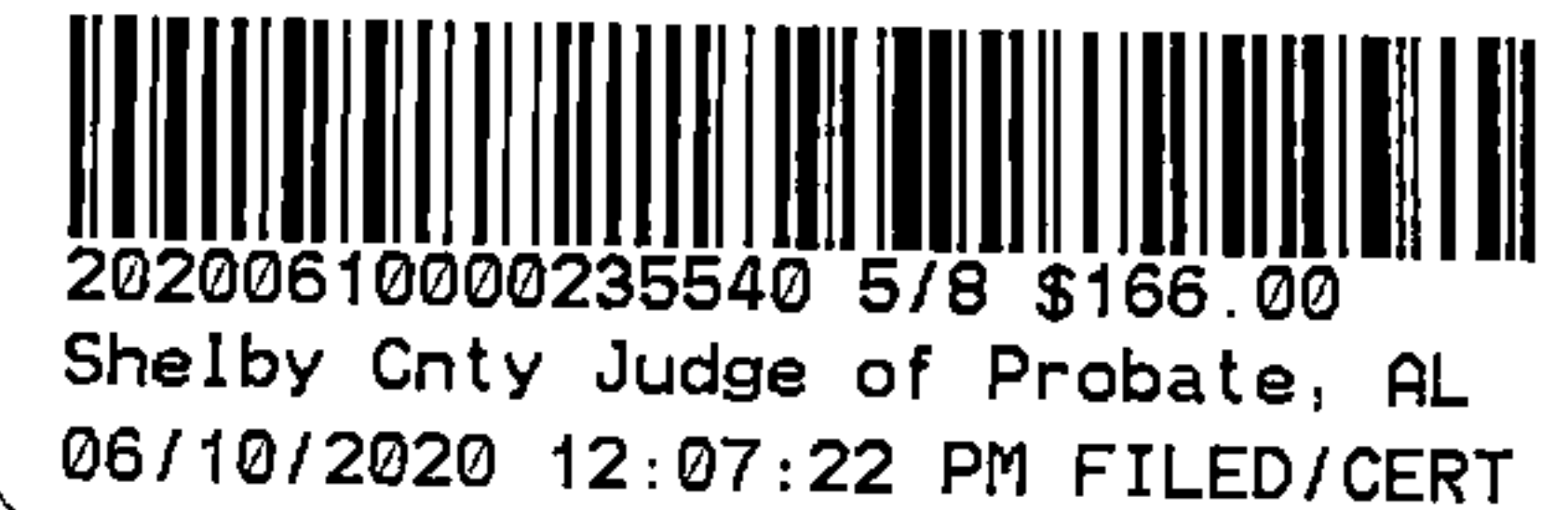


“members” individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and programs of the Organization. Such designation shall carry no legal significance under the Act and shall not entitle such “members” to any vote on Organization matters or to attendance at Organization meetings.

**Section 3. Dissolution.** If the Organization is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Organization, and that are described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code, as the Board shall determine. Any such property not so transferred shall be disposed of by court of the appropriate jurisdiction in the county where the registered office of the Organization is then located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as such Court shall determine.

### ADDITIONAL ARTICLE III

#### Powers



**Section 1. Grant of Power.** Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Organization shall have the power or authority to do any act that will prevent the Organization from being an organization described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or corresponding provisions of any subsequent federal tax laws. The Organization shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

**Section 2. Enumerated Powers.** Subject to the foregoing statements, and subject to and in furtherance of the purposes for which it is organized, the Organization shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

(a) To indemnify any appropriate person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

(b) To cease its activities and to dissolve and surrender its corporate franchise.



## ADDITIONAL ARTICLE IV

### Directors

**Section 1. Creation and Number.** The exact number of Directors of the Organization shall be specified in or fixed in accordance with the Bylaws of the Organization (the "Bylaws") at a number no smaller than three (3).

**Section 2. Election, Qualification, Selection, and Responsibilities.** The directors of the Organization shall be elected in the manner and for terms as specified in or fixed in accordance with the Bylaws. The qualification, selection, rights and responsibilities of the Directors shall be as laid forth in the Bylaws of the Organization.

**Section 3. Meetings.** Meetings of the Board of Directors may be held at any location, either inside the State of Alabama or elsewhere.

## ADDITIONAL ARTICLE V

### Regulation of Corporate Affairs

The affairs of the Organization shall be subject to the following provisions:

**Section 1. No Inurement.** None of the Organization's net earnings shall inure to the benefit of any private individual. Notwithstanding this prohibition, the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.

**Section 2. Not a Private Foundation; Contingencies.** Notwithstanding any other provision of these Articles, at any time the Organization is deemed a "private foundation" described in Code § 509(a), the Organization shall:

- (a) Refrain from any act of self-dealing as defined in Code § 4941(d);
- (b) Meet minimum distribution requirements in Code § 4942;
- (c) Not retain any excess business holdings as defined in Code § 4943(c);
- (d) Not make any jeopardizing investment as defined in Code § 4944; or
- (e) Not make any taxable expenditure as defined in Code § 4945(d).

**Section 3. Charitable Status.** Neither the Directors nor the Organization shall have the power or authority to do any act that will prevent the Organization from being a charity described in Code §§ 501(c)(3) and 509.

**Section 4. Not an Action Organization; No Political Intervention.** Except as otherwise permitted by Code § 501(h), no substantial part of the activities of the Organization shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation. The

Organization shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as permitted under Code § 501(c)(3), the Code of Federal Regulations or other applicable Federal law.

**Section 5.**     **Power of Board.** Subject to the provisions of these Articles and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Organization.

**Section 6.**     **Amendments to Articles and Bylaws.** The power to make, alter, amend, and repeal the Organization's Articles and Bylaws shall be vested in the Board of Directors, subject to the provisions of these Articles, the Bylaws and applicable law.

**Section 7.**     **Liability.** No officer, director, or employee of the Organization shall be liable for any of the Organization's debts or obligations.

**Section 8.**     **Reliance.** All parties dealing with the Organization shall have the right to rely upon any action taken by the Organization pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Organization's Articles, Bylaws, and applicable law.

**Section 9.**     **Committees.** The Board of Directors may from time to time, in the Bylaws of the Organization or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Organization.



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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:

**BraveJoy Ministries**

This name reservation is for the exclusive use of Jennifer Gerelds, 513 Chelsea  
Station Circle, Chelsea, AL 35043-3077 for a period of one year beginning June  
01, 2020 and expiring June 01, 2021

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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.**

June 01, 2020

Date

*J. H. Merrill*

John H. Merrill

Secretary of State