

STATE OF ALABAMA)
)
BLOUNT COUNTY)

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State of Alabama, Blount County
I certify this instrument was filed
and taxes collected on:
2009 March - 3 10:14AM
Book GEN 2009 Page 6414
Instrument Number 317637 Pages 13
Recording 3.00 Mortgage
Deed Min Tax 2.00
Index DP 2.00
Total Fees 30.00
David Standridge, Judge of Probate

ARTICLES OF INCORPORATION
OF
UNION HILL BAPTIST CHURCH

#0569378	
Posted by <i>AW</i>	Checked by: <i>[Signature]</i>

The undersigned, acting under the authority granted same by members of **Union Hill Baptist Church**, 2919 County Highway 39, Oneonta, Alabama 35121, in a duly called and held business meeting of the said Church (Congregation) on the 11th day of May, 2008, by a unanimous vote, and further acting under the authority of Sections 10-3A-1 et seq. of the Code of Alabama, 1975, as amended, and with the intent of fully qualifying as an Incorporated Church under Section 501(c) (3) of the Internal Revenue Code or any successor of same, and specifically Section 10-3A-1, et seq., of the Code of Alabama, 1975 (Alabama Non-Profit Corporation Act, 1984, as amended), or any successors of same, do hereby make, declare, and file the following Articles of Incorporation:

ARTICLE I
NAME AND LOCATION

The name of this Corporation shall be **Union Hill Baptist Church** (hereinafter at times referred to as the "Church," or "Incorporated Church," or "Corporation"), and it shall be located in Blount County, Alabama.

RECEIVED
MAY 10 2009
SECRETARY OF STATE

CERTIFIED
A TRUE COPY OF ORIGINAL
DAVID STANDRIDGE
JUDGE OF PROBATE
BLOUNT COUNTY, ALABAMA
BY *[Signature]*
DATE 5/3 2009

ARTICLE II
AUTHORITY/PURPOSE

The said Church shall have the authority/purpose to advance the Christian faith by leading people to faith in Jesus Christ and helping them grow to be fully devoted followers of Christ in accordance with the Bible.

The nature of the said Church is religious, and as a religious corporation it shall also have the authority to function as a religious, charitable, benevolent, and educational corporation, for all members of the human society, individually and collectively, worldwide.

Further, the Church shall have all the powers as defined in Section 10-3A-20 of the Code of Alabama, 1975, as amended, unless otherwise specifically prohibited.

Further, the said Incorporated Church shall be autonomous and independent of any outside ecclesiastical control. However, by agreement of its members, it may cooperate and participate with various entities of the Southern Baptist Convention; the Alabama Baptist State Convention; other various Southern Baptist Associations; other Baptist churches; other religious, charitable, benevolent, and educational groups and individuals to further all and any of the purposes set out herein above.

Further, the said Corporation shall have full authority to act and proceed in any legal manner, taking any act which may be essential or convenient for the pursuit and/or fulfillment of its authority and purpose as stated herein above.

ARTICLE III
EXISTENCE

The existence of this Corporation shall be perpetual unless otherwise terminated.

ARTICLE IV
QUALIFICATION OF MEMBERS AND
MANNER OF ADMISSION

The membership of the Church shall be all of one class as determined by and defined in the Bylaws of said Incorporated Church. Further, all persons who at the time of the filing of these Articles of Incorporation are members of **Union Hill Baptist Church** shall be and remain members of said Incorporated Church unless specifically disassociated from the referenced church by a recognized manner. Further, procedures for admission, dismissal and transfer of membership may be provided by the Bylaws of said Incorporated Church.

ARTICLE V
ADMINISTRATION OF CHURCH BUSINESS AFFAIRS

The Church sitting and acting in a duly called and held business meeting shall be the final authority in all of its affairs. The legal aspects of the Corporation are to be administered by the Trustees under the direction of the Church membership:

1. The said Trustees shall be composed of the number of members as determined by the Church, but at least three (3), and defined in the Bylaws of the Church, who shall make and execute all contracts, deeds, bonds, notes, negotiable instruments, mortgages, trusts, and all other instruments of indebtedness or conveyance of the Incorporated Church upon the order thereof by resolution of the Church sitting in a duly held business meeting, duly adopted for such purposes; provided, however, that all such documents be signed for and on behalf of the Trustees by the Chairman and attested by the Secretary of the said Trustees of the Church (and/or Church Clerk).

2. The officers of the Trustees shall be at least the Chairman and a separate Secretary,

and any other officers of the Trustees, which are deemed warranted and the establishment of which the Church concurs in.

3. The title of all property shall be vested in the name of said Incorporated Church.

4. The Trustees shall have such other duties and authority as provided by the Bylaws of the Church, by specific Church action, and as provided herein. §

5. In the absence of the requisite number of officers of the trustees, the Church may declare vacancies and fill such offices in the same manner as provided by the Bylaws, provided due process is followed.

ARTICLE VI

SPECIAL FUNDS

The Church may from time to time establish permanent and/or temporary funds for the Church. These funds may be modified or dissolved and others may be created in the future by appropriate action of the Church and without the amending of the Articles of Incorporation.

ARTICLE VII

MEMBERSHIP OF THE TRUSTEES

The Incorporated Church shall define in its Bylaws the qualification of trustees; terms of office; give details of responsibilities; and provide all other pertinent details concerning the qualifications, authority, and functions of the Trustees.

ARTICLE VIII

DEACONS

The Deacons shall have the responsibility of assisting the Pastor, who is the chief leader of the Church, in carrying out his pastoral, spiritual and ministerial responsibilities to the members of the Incorporated Church, to the community in which the Church is located, and any other spiritual

endeavors the Church may choose to embark on or pursue and/or direct the pastor to embark on or pursue.

ARTICLE IX

QUALIFICATIONS OF DEACONS

The qualifications, terms of office, eligibility, and duration of term and other pertinent details of a Deacon of the Incorporated Church shall be as set out in the Bylaws of the Church. Any and all other pertinent details pertaining to the Deacons shall be set out in Bylaws.

ARTICLE X

CHURCH BUSINESS MEETINGS

A Church business meeting may be held on the date of any regularly scheduled Sunday or Wednesday worship services and/or any specifically scheduled and publicized time and place, provided proper and adequate notice to the membership is given in good faith. The Bylaws of the Church shall provide for regularly scheduled meetings, publication of notice for the transaction of business meetings, and for the calling of special meetings convened for the transaction of special business.

The quorum required for the transaction of business shall be as provided in the Bylaws of the Incorporated Church. If the said Bylaws are silent about the number which constitutes a quorum, then it shall be those members attending the business meeting after a good faith effort is made to give due notice to all members by the Church Moderator or by other party officially designated by the Church. The calling and holding of all church business meetings shall observe the standards of due process.

ARTICLE XI

BY-LAWS

The Bylaws adopted by the Church shall be the rules and principles of guidance concerning the internal functions and operations of the Incorporated Church. The Bylaws may be amended, altered, or rescinded by the Church sitting in a duly held business meeting as provided for and allowed by the Church's Bylaws.

ARTICLE XII

AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended or modified by a two-thirds (2/3) vote of the Church members present and voting at two consecutive regular business meetings of the Church, duly held as provided in the Bylaws.

ARTICLE XIII

ELECTIONS

The Church shall hold elections at such times and in such manner as designated in the Bylaws; regular scheduled elections shall occur annually, unless provided for differently. Special elections may occur more frequently as determined by the members of the Church in accordance with the Bylaws of the Church.

All trustees, deacons, officers, and committee persons shall be elected or appointed in accordance with the said Bylaws of the Church. Vacancies shall be filled as provided in the said Bylaws. The Trustees, Deacons, other officers and committee members shall be elected for terms as stated in the Bylaws and/or as determined by the Church. The Trustees, Deacons, other officers and committee members shall hold office until their successors are duly elected and take office, provided said officer or committee person otherwise remains a member of the Church.

ARTICLE XIV

CHURCH FISCAL YEAR

The Church's current fiscal year is October 1st through the following September 30th and each twelve month period thereafter. The Church's current activities year is October 1st through the following September 30th and each twelve month period thereafter. This activities year applies to Sunday School and other planned and activated programs of the Church.

ARTICLE XV

**DISCHARGE OF TRUSTEES, SERVANT LEADERS/DEACONS,
OTHER OFFICERS AND COMMITTEE PERSONS**

Any trustee, servant leader/deacon, other officer or committee person may be discharged by a majority vote of the Church sitting in a duly held business meeting or conference for any cause the Church deems advisable; provided, however, any such trustee, servant leader/deacon, other officer or committee person shall first be provided an opportunity to defend himself/herself either before or during such conference. Further details concerning such action may be defined and described more fully in the Bylaws of the Church. In all such action, due process shall be seriously followed.

ARTICLE XVI

TRANSFER OF ASSETS IN THE EVENT OF DISSOLUTION

If this Corporation should ever be dissolved, all of its assets remaining after payment and satisfaction of all its costs and indebtedness, including all the expenses of such dissolution or related to such dissolution, shall be distributed to a non-profit corporation(s) and/or other non-profit organization(s) which are qualified for tax exemption under Section 501(c)(3) of the Internal Revenue Code or any successor to said Section.

The members of the said Church as defined in Article IV hereof shall, in a duly held business

meeting, designate the non-profit corporation(s) and/or organization(s) to receive the said net assets of the Incorporated Church upon dissolution. No assets of any substantial monetary value of said Church shall be distributed to any member, officer, or trustee of this Church without there being paid reasonable consideration for same. Any non-profit corporation or organization designated to receive assets under this Article shall be affiliated with a Southern Baptist Convention and/or the Alabama Baptist State Convention and/or a local Baptist Association and/or other Baptist Association(s) and/or another Baptist Church(s) or entity which generally subscribes to and practices the Southern Baptist doctrine and faith.

**ARTICLE XVII
TRUSTEES**

The following named trustees (directors), and the officers thereof shall continue to serve in their present offices, until they cease to be members of the Church and/or until a new Trustee is elected and assumes office in the given Trustee's place. The Trustees will serve on a rotation basis as determined by the Church. At the end of his term, a Trustee may be re-appointed.

Mike Hellums (Chairman)
Trustee 2011
171 Buckner Mill Road
Oneonta, AL 35121

Mike James (Secretary)
Trustee 2009
15039 Gallant Road
Gallant, AL 35972

Tony Moore
Trustee 2010
5414 Airport Road
Altoona, AL 35952

The offices of Chairman and Secretary of the Trustees shall be held by different members. No one person is to, simultaneously, serve in both offices.

**ARTICLE XVIII
DEACONS**

The following named deacons, and the officers thereof shall continue to serve in their present offices, respectively, until they cease to be members of the Church or as otherwise provided, and in

the case of the Chairman, until new officers are elected. The Officers of the Deacons are elected annually. The Deacons will serve as determined by the Church and defined in the Bylaws.

Joel Drake
Deacon, Chairman
1266 Beason Cove Road
Oneonta, AL 35987

Ralph Tidwell
Deacon, Vice Chairman
211 4th Avenue West
Oneonta, AL 35121

Dalton Wester
Deacon, Secretary
66 Red Oak Road
Oneonta, AL 35121

Troy Bellew
Deacon
424 Lake Highland Drive
Oneonta, AL 35121

Dr. Jason Coe
Deacon
4589 Co. Hwy. 39
Oneonta, AL 35121

John Gentry (inactive)
Deacon
5292 County Highway 39
Oneonta, AL 35121

Ronnie Jackson
Deacon
246 Jackson Lane
Oneonta, AL 35121

Mike James
Deacon
15039 Gallant Road
Gallant, AL 35972

Tony Moore
Deacon
5414 Airport Road
Altoona, AL 35952

Vance Morton
Deacon
509 County Highway 39
Oneonta, AL 35121

Bill Newman
Deacon
2040 Reid Road
Oneonta, AL 35121

Scott Phillips
Deacon
141 Possum Trot
Altoona, AL 35952

Bill Richards
Deacon
110 Annie Drive
Oneonta, AL 35121

Tom Sahawneh
Deacon
62 Scenic Trail Road
Oneonta, AL 35121

Eric Sanders
Deacon
4363 County Highway 39
Oneonta, AL 35121

Jonathan Sims (inactive)
Deacon
401 Lakeshore Lane
Oneonta, AL 35121

Trenton Stewart
Deacon
1656 Hale Creek Road
Altoona, AL 35952

Lynn Taul
Deacon
388 Sunny Meadows Drive
Locust Fork, AL 35097

Charles Trammel
Deacon
1705 Tugalo Road
Oneonta, AL 35121

Marvin Wade
Deacon
435 County Hwy. 42
Oneonta, AL 35121

The offices of Chairman and Secretary of the Deacons shall be held by different members. No one person is to, simultaneously, serve in both offices.

ARTICLE XIX

REGISTERED AGENT

The name of the initial registered legal agent/representative of the Incorporated Church is **Ralph Tidwell** and his official address is 2919 County Highway 39, Oneonta, AL 35121.

ARTICLE XX

CODE OF IRS, AS AMENDED

This Corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h)

of the Internal Revenue code of 1986, and this Corporation shall not partisanly participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office or shall not partisanly participate in or intervene in any political campaign on behalf or in opposition to the issue of any public referendum.

The property of this Corporation is irrevocably dedicated to religious^B purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, member or agent of the Corporation or to the benefit of any private person as such.

On the dissolution of this Corporation, after paying or adequately providing for the debts, obligations, and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XXI

REGISTERED OFFICE

The initial registered office of the said Incorporated Church shall be 2919 County Highway 39, Oneonta, AL., 35121.

ARTICLE XXII

ADOPTED (INCORPORATORS)

The undersigned incorporators, Pastor, Chairman of Trustees and Church Clerk, respectively, certify that the issuance of the above Articles of Incorporation were duly authorized by the proper adoption of resolution of its members by a unanimous vote/by more than a two-thirds vote in a duly held business meeting of said Church on the 11th day of May, 2008.

UNION HILL BAPTIST CHURCH

By: *Bill Barnett*
Reverend Bill Barnett
Pastor & Incorporator

By: *Mike Hellums*
Mike Hellums
Chairman of Trustees & Incorporator

By: *Sue Tidwell*
Sue Tidwell
Church Clerk & Incorporator

STATE OF ALABAMA)
)
BLOUNT COUNTY)

GENERAL ACKNOWLEDGMENTS

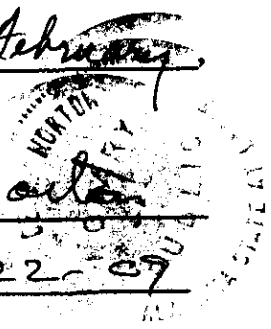
Before me, the undersigned officer, duly authorized to administer oath and take acknowledgments and testimony, appeared the said **Bill Barnett, Mike Hellums, and Sue Tidwell**, respectively, Pastor, Chairman of Trustees and Church Clerk, who being by me first duly sworn, deposed, and say: That they are the duly elected and qualified **Pastor, Trustee Chairman and the Church Clerk, respectively, of Union Hill Baptist Church (Blount County)**; that they have read and know the contents of the foregoing instrument and that the above and foregoing is a true and correct copy of the Articles of Incorporation of the said **Union Hill Baptist Church** under the Statutes of the State of Alabama which was voted on and approved by the said Church in a duly called and held Church business meeting on the 8th day of February, 2009.

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SWORN to and SUBSCRIBED before me this 22nd day of February

2009.

Vance R. Martin
Notary Public
My Commission Expires: 12.22.09



This instrument was prepared by:

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