



throughout the world-locally, nationally and internationally as directed in the Message of Jesus Christ as set forth in the HOLY BIBLE.

The nature of the said corporation 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 society of humanity, individually and collectively, worldwide.

Further the church shall have all power as defined in the Code of Alabama of 1975, Sec. 10-3A-20.

Further the said incorporated church shall be autonomous and independent of any outside ecclesiastical control; however, by consent of its members, it may cooperate and participate with various entities of the Southern Baptist Convention, the Alabama Baptist State Convention, various 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.

### ARTICLE III

#### EXISTENCE

The existence of this corporation shall be perpetual.

### ARTICLE IV

#### QUALIFICATIONS OF MEMBERS

#### AND MANNER OF ADMISSION

The membership of the corporation shall be all of one

class and the membership shall consist of those persons who profess their faith in Jesus Christ as their Savior and Lord, giving satisfactory proof of conversion to the Christian faith, as the local church believes is set forth in the New Testament, who have petitioned the said church for membership and have been accepted by the majority of the members of said church present and voting at the time of the reception of such members and who has enjoyed the ordinance of believers baptism and have indicated their commitment following the teachings of the Bible as their model and standard of living; further, all persons who at the time of initial organization are members of MADISON BAPTIST CHURCH, INC., shall be and remain members of said incorporated church whether or not their names are subscribed to the charter of incorporation, until dismissed at their request or for cause according to its By-Laws. Procedures for admission, dismissal and transfer shall be provided by the By-Laws of said incorporated church.

#### ARTICLE V

##### ADMINISTRATION OF CHURCH 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 material and business affairs of the corporation are to be administered by the following officers of the church under the direction of the church membership:

1. By a Board of Trustees composed of Grady Patrick, Larry Nelson and Jim Burton, 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 by the church sitting in a duly called conference, duly adopted for such purposes, provided, however, that all such documents be signed for and on behalf of the Board of Trustees by the chairman or Secretary of the Board of trustees and attested by the Clerk of the incorporated church.

2. The offices of the Board of Trustees shall be at least the chairman of the board, and secretary, and any other officer of the board, with the congregation's concurrence.

3. The title of all property shall be vested in the name of said incorporated church.

4. The Board of Trustees shall have such other duties and authority as provided by the by-laws of the church.

5. In the absence of availability of the requisite number of officers of the Trustees, and the Church Clerk, the Church sitting in a duly called and held conference may designate another member or members of the Board of Trustees and/or other officers of the church to execute and attest the instruments outlined above.

6. It shall be the responsibility of the Board of Trustees to provide for the use, maintenance, preservation and care of all church property, including, but not limited to realty, personalty and assets of any kind including money, bonds, stocks and any other property of any kind whatsoever.

## ARTICLE VI

### MEMBERSHIP OF THE BOARD OF TRUSTEES

The Congregation may from time to time change the members of the Board of Trustees by Resolution duly passed in business meeting duly called without amending these articles but in no event shall the number of members serving be less than 3, exclusive of ex officio members.

## ARTICLE VII

### CHURCH CONFERENCE

#### (BUSINESS MEETING)

The church conference or business meeting may be held on any regularly scheduled occasion as specified by the By-Laws. The By-Laws of same shall provide for regularly scheduled meetings, publication for the transactions of business and for the calling of special meetings called for the transaction of special business. The quorum required for the transaction of business shall be as provided in the By-Laws of the incorporated church.

## ARTICLE VIII

### BY-LAWS

By-laws of the church may be adopted by a majority vote of those present and voting when the church is sitting in duly called and held conference. The By-Laws may be amended, altered or rescinded by the church sitting in conference as provided and allowed by the church's By-Laws.

## ARTICLE IX

### AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by a two-thirds (2/3) vote of those present and voting when the church is sitting in duly called and held conference as provided by its By-Laws.

## ARTICLE X

### ELECTIONS

The Church shall hold elections at such time and in such manner as designated in the By-Laws; regular elections shall occur annually, unless provided for differently. Special elections may occur more frequently as determined by the members of the church.

All trustees, active deacons, officers and committee persons shall be elected or appointed in accordance with the By-Laws of the church. Vacancies shall be filled as provided in the By-Laws.

Members of the Board of Trustees shall be elected for a term not to exceed three (3) years. The qualifications of Trustees shall be prescribed in the By-Laws.

All trustees, active deacons and committee persons shall hold office until their successors are duly elected and take office.

## ARTICLE XI

### CHURCH YEAR

As set out in the By-Laws, the church year shall extend from the first day of October through the following September for a period of twelve months, and each twelve month period thereafter.

## ARTICLE XII

### DISCHARGE OF TRUSTEE, DEACONS, OFFICERS AND COMMITTEE PERSONS

Any trustee, active deacon, officer or committee person may be discharged by a majority vote of the church sitting in a duly called and held conference for any cause the church deems advisable; provided, however, any trustee, deacon, officer or committee member shall be given an opportunity to defend himself either before or during such conference.

## ARTICLE XIII

### 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 the expenses of such dissolution shall be distributed to non-profit corporations, or other organizations, which are qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code or any Successor to said Section.

The members of said church defined in Article IV who are

member in good standing at the time of dissolution of said corporation shall in a duly called conference sitting, designate the non-profit corporation(s) or organization(s) to receive assets of the corporation upon dissolution. No assets of any substantial value of said church shall be distributed to any member or officer or trustee of this church. Any non-profit corporations or organizations designated to received assets under this Article shall be affiliated with the Southern Baptist Convention and the Alabama Baptist State Convention and/or a Baptist District Association.

#### ARTICLE XIV

#### NUMBER, NAME, POSITION AND ADDRESSES OR TRUSTEES

1. Grady Patrick, Chairman  
Madison, Alabama
2. Larry Nelson, Board Member  
Madison, Alabama
3. Jim Burton, Board Member  
Madison, Alabama

ARTICLE XV

The name of the initial registered agent of the incorporated church is:

GRADY PATRICK  
719 Hughes Road  
Madison, Alabama 35758

ARTICLE XVI

INITIAL REGISTERED OFFICE

The initial registered office of the said incorporated church is:

719 Hughes Road  
Madison, Alabama 35758

ARTICLE XVII

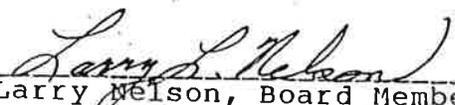
The incorporator(s) of MADISON BAPTIST CHURCH, INC., ARE:

1. Grady Patrick, Chairman  
Madison, Alabama
2. Larry Nelson, Board Member  
Madison, Alabama
3. Jim Burton, Board Member  
Madison, Alabama

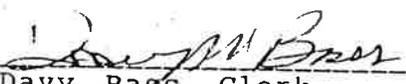
ARTICLE XVIII

The undersigned Incorporators and the Clerk of Madison Baptist Church, Inc., certify that the issuance of the Articles of Incorporation were duly authorized by the adoption of resolution to its members in a duly called and held conference of said church and further authorized by a motion of the Board of Trustees of said incorporated church.

  
Grady Patrick, Chairman

  
Larry Nelson, Board Member

  
Jim Burton, Board Member

  
Davy Bass, Clerk

STATE OF ALABAMA  
COUNTY OF MADISON

Before me the undersigned officer, duly authorized to administer oaths and take acknowledgments, appeared Grady Patrick, Larry Nelson, Jim Burton and Davy Bass, who being by me first duly elected, qualified and acting Chairman of the Board of Trustees, Board Members and the Clerk of the Church, respectively, of MADISON BAPTIST CHURCH, INC., Madison County, Alabama; 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 incorporating MADISON BAPTIST CHURCH, INC., of Madison, Madison County, Alabama under Alabama statutes, which was approved by the said church in a duly called and held conference on the 4th day of February, 1992.

Sworn to and subscribed before me this the 4<sup>th</sup> day of

February, 1992.

Michael C. Moore  
Notary Public

My commission expires: 11-26-95

This instrument prepared by:

Michael C. Moore  
2311-B Market Place  
Huntsville, Alabama 35801

STATE OF ALABAMA  
MADISON COUNTY

OFFICE OF THE JUDGE OF PROBATE

CERTIFICATE OF INCORPORATION

OF

Madison Baptist Church, Inc.

I, the undersigned, Judge of Probate, Madison County, Alabama here certify that Articles of Incorporation for the incorporation of Madison Baptist Church, Inc. duly signed pursuant to the provisions of the Code of Alabama, have been received in this office and found to conform to law and that the name of the corporation is now reserved with the Secretary of State of Alabama under reservation No. \_\_\_\_\_ dated \_\_\_\_\_.

ACCORDINGLY, the undersigned, as such Judge of Probate, and by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation of Madison Baptist Church, Inc. and attach hereto a certified copy of the Articles of Incorporation.

Dated February 6, 1992.

Frank H. Riddick

Judge of Probate

STATE OF ALABAMA  
MADISON COUNTY

I, Frank H. Riddick, Judge of Probate in and for the County and State aforesaid, heraby certify that the within and foregoing is a true, correct and complete copy of Articles of Incorporation of *Baptist Church, Inc.* of *Madison* as same appears of record in my office.

Given under my hand and seal of officia this the 2 day of February, 1992

Frank H. Riddick  
JUDGE OF PROBATE