

**Amended  
Articles of Incorporation  
of  
The First Baptist Church of Dadeville, Alabama**

The undersigned, acting under the authority granted same by members of The First Baptist Church, 178 South Tallasse Street, Dadeville, Alabama 36853 in a duly called and held business meeting of the said church and further acting by resolution as the Trustees and Clerk of The First Baptist Church of Dadeville, Alabama under authority of Code of Alabama, 1975, as amended, with the intent of qualifying as a church under S 501 (c) (3) of the Internal Revenue Code ~~or~~ and any successor of same; and the Alabama Nonprofit Corporation Law of 2009, 10A-3-1.01, et seq., Ala. Code 1975, and any successor of same, do hereby make, declare and file the following amended Articles of Incorporation:

**ARTICLE I  
NAME AND LOCATION**

The name of this corporation shall be The First Baptist Church of Dadeville, Alabama, (hereinafter at times referred to as the church, or incorporated church) and located at 178 South Tallasse Street, Dadeville, Alabama 36853; in the city of Dadeville, Tallapoosa County, Alabama.

**ARTICLE II  
AUTHORITY/PURPOSE**

The said incorporated church shall have the authority/purpose to advance the Christian faith and particularly the teachings and practices of the Southern Baptist Denomination 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, for all members of the society of humanity, individually and collectively, worldwide.

Further the church shall have all the power as defined in the Alabama Nonprofit Corporation Law of 2009, 10A-3-1.01, et seq., Ala. Code 1975, and any successor of same.

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 practice 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  
QUALIFICATION 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 teaching of the Bible as their model and standard of living; further, all persons who at the time of incorporation are members of The First Baptist Church of Dadeville, Alabama 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 by the majority of the members of said corporation present and voting at duly called and held conference at the time of such dismissal. Procedures for admission, dismissal, and transfer shall be as 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 conference (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 direction of the church membership:

1. By a Board of Trustees composed of five (5) church members 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 any three of the members of the Board of Trustees and attested by the clerk of the incorporated church.

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

3. The Board of Trustees shall have such other duties and authority as provided by the Bylaws of the church.

4. In the absence of the requisite number of officers of the trustees, and/or 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.

5. It shall be the responsibility of the Board of Trustees to provide for the use, preservation, and care of all church assets.

**ARTICLE VI  
MEMBERSHIP OF THE BOARD OF TRUSTEES**

There shall be five (5) trustees and each shall serve the said church for a term of five (5) years each, with one trustee rotating off the board each year, beginning in January 2020; or until membership in the said church has been terminated or transferred; or until his resignation from the board, or for dismissal for cause from office by the church as provided in the church Bylaws.

**ARTICLE VII  
CHURCH CONFERENCE  
(BUSINESS MEETING)**

The church conference (business meeting) may be held on any regularly scheduled Sunday or Wednesday worship service or any specifically scheduled and publicized meeting of the members of the church. The Bylaws of same shall provide for regularly scheduled meeting, publication for the transaction of business and for the calling of special business, the quorum required for the transaction of business shall be as provided in the Bylaws of the incorporated church.

**ARTICLE VIII  
BYLAWS**

Bylaws 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 Bylaws may be amended, altered, or rescinded by the church sitting in conference as provided and allowed by the church's Bylaws.

**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 Bylaws.

**ARTICLE X  
ELECTIONS**

1. The church shall hold elections at such time and in such manner as designated in the Bylaws. Regular elections shall occur

annually, unless provided for differently. Special elections may occur more frequently as determined by the members of the church.

2. All trustees, active deacons, officers, and committee persons shall be elected or appointed in accordance with the Bylaws of the church and these amended Articles of Incorporation. Vacancies shall be filled as provided in the Bylaws.

3. Members of the board of trustees shall be elected for a term of five (5) years each, with one current trustee rotating off the board each year beginning in January 2020. Trustees will serve five years, or until church membership is terminated or transferred; they resign their office or are dismissed for cause. The body of deacons shall be elected for a term not to exceed three (3) years and shall be rotated as described in the Bylaws. The qualifications of deacons shall be prescribed in the Bylaws.

4. 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 Bylaws, the church year shall extend from the first day of the month established in the Bylaws for a twelve-month period thereafter.

#### **ARTICLE XII 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 organization, which is 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 members in good standing at the time of dissolution of said corporation shall in a duly called conference setting, 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 corporation or organizations designated to receive 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 XIII**

**NUMBER, NAME, POSITION, AND ADDRESSES OF TRUSTEES  
Name & Address**

1. Douglas F. Patterson, President  
2921 Dudleyville Road, Dadeville, AL 36853
2. Frank L. Pearson, Secretary  
250 Pearson Circle, Dadeville, AL 36853
3. Donald G. Black, Member  
205 Pennington Street, Dadeville, AL 36853
4. James D. McGuirt, Member  
4836 N. Thornton Road, Dadeville, AL 36853
5. Jimmy K. Sanford, Jr. Member  
427 E. Lafayette Street, Dadeville, AL 36853

**ARTICLE XIV  
INITIAL REGISTERED AGENT**

The name of the initial registered agent/representative of the  
incorporated church is: Frank Pearson  
and his/her address is: C/O First Baptist Church  
178 South Tallasse Street  
Dadeville, AL 36853

**ARTICLE XV  
INITIAL REGISTERED OFFICE**

The initial registered office of the said incorporated church  
is: First Baptist Church  
178 South Tallasse Street  
Dadeville, AL 36853

**ARTICLE XVI**

The undersigned, president of the board of trustees, and secretary of the board of trustees, and clerk of the church certify that the issuance of the amended Articles of Incorporation were duly authorized by the adoption of a resolution of the members of The First Baptist Church of Dadeville, Alabama in a duly called and held conference of said church further authorized by a motion of the board of trustees of said incorporated church.

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President, Board of Trustees  
of the First Baptist Church of  
of Dadeville, Alabama

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Secretary, Board of Trustees  
of the First Baptist Church  
of Dadeville, Alabama

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Clerk of the First Baptist Church  
of Dadeville, Alabama

**RESOLUTION**

Whereas, the First Baptist Church of Dadeville, Alabama, is proposing to amend its incorporation documents in order to be in line with State laws passed since its original incorporation on April 10, 1963, and with those laws passed since the church's amendment to incorporation documents on July 23, 1997, and

Whereas, it is deemed necessary to do so under and by virtue of the provisions of § 501(c)(3) of the Internal Revenue Code and Alabama Nonprofit Corporation Law of 2009, 10A-3-1.01, et seq., Ala. Code 1975, and any successor of same; and

Whereas, the church is proposing to amend the number of trustees required to sign legal documents, from two officers to three members of the Board; and

Whereas, the church is proposing to amend the term of service for members elected to its Board of Trustees, from lifetime to five-year terms.

Now, therefore, be it resolved that the members of the First Baptist Church of Dadeville, Alabama, do hereby, amend all incorporation documents which shall include Bylaws of said church, under and by virtue of such statutes.

Be it further resolved that:

Douglas F. Patterson, President

Frank L. Pearson, Secretary

Donald G. Black, Member

James D. McGuirt, Member

Jimmy K. Sanford, Jr., Member

be, and the same hereby are elected as Trustee and Officers of the Board of Trustees.

Attest:

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Clerk of the First Baptist Church  
Of Dadeville, Alabama

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Secretary of the Board of  
Trustees of the First Baptist  
Church of Dadeville, Alabama