

MAR 08 2006

ARTICLES OF INCORPORATION
OF
FIRST BAPTIST CHURCH, CORSICANA, TEXAS, INC.

Corporations Section

The undersigned, natural person, over the age of eighteen (18) years, acting as incorporator of a corporation under the Texas Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE
NAME

The name of the Corporation is **First Baptist Church, Corsicana, Texas, Inc.** (the "Corporation").

ARTICLE TWO
DURATION

The period of the Corporation's duration is perpetual.

ARTICLE THREE
NON-PROFIT CORPORATION

The Corporation is a nonprofit corporation organized under the Texas Non-Profit Corporation Act, Article 1396-1.01 et seq., of the Texas Revised Civil Statutes and shall have all the powers, duties, authorizations and responsibilities as provided herein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, not engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986"). The Corporation shall be the successor to the unincorporated religious organization named **First Baptist Church, Corsicana, Texas, Inc.** and located in **Corsicana, Texas**, which was an unincorporated nonprofit association under the Texas Uniform Unincorporated Nonprofit Association Act, Article 1396-70.01 et seq., of the Texas Revised Civil Statutes. The incorporators have been authorized to execute these Articles of Incorporation by the consent of a majority of the members of the unincorporated association.

ARTICLE FOUR

PURPOSES

SECTION 1. The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

More particularly, the purposes of this Corporation are:

- (a) To spread the Gospel of Jesus Christ and the worship of God among its members and attendants, and practice the Christian virtues inculcated in the Holy Scriptures.
- (b) To employ and discharge ordained ministers of the Gospel, and others, to conduct and carry on divine services at the place of worship of the members of the Corporation, and elsewhere, and to collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purposes.
- (c) To conduct, accomplish and carry on its objectives, functions and purposes or any part thereof set forth in the Constitution, if any, of the Corporation as amended from time to time, within or without the State of Texas.

SECTION 2: This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devices, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

SECTION 3: In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in Article 1396-2.02 of the Texas Non-Profit Corporation Act, as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, officers or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempted to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (b) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding

provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions or any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (iv) making any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

- (c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to public interest.
- (d) Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of Corporation to the Baptist General Convention of Texas, Dallas, Texas, or to another church or other organization of like faith and order that is a qualified charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal code, which will be determined by church action and shall require at least two-thirds (2/3) of the vote of the members present at a meeting at which a quorum is present, which is duly called and held in accordance with the Corporation's adopted procedures.

ARTICLE FIVE **REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office of the Corporation shall be located at **510 West Collin, Corsicana, Navarro County, Texas 75110** and the name of the initial registered agent at such address shall be David W. Wilson, Jr.

ARTICLE SIX **MEMBERSHIP**

The Corporation shall have one or more classes of members. The number, qualifications, and relative rights or each class shall be as set forth in the Corporations' Bylaws. The Corporation is a church and the management of its affairs is vested in its members pursuant to Section C of Article 1396-2.14 of the Texas Non-Profit Corporation Act.

ARTICLE SEVEN
INDEMNIFICATION

To the maximum extent permitted or required by Article 1396-2.22A of the Texas Non-Profit Corporation Act, as it now exists or as it may be amended in the future, the Corporation shall indemnify and advance expenses to persons who are officers, directors, employees, agents, or other persons identified in Article 1396-2.22A, for amounts such persons pay directly. The Corporation shall not indemnify or advance expenses to such persons for any amount paid by a third party pursuant to a plan or contract of insurance.

ARTICLE EIGHT
INCORPORATOR

The name and address of the incorporator of the Corporation is:

NAME:

David W. Wilson, Jr.

ADDRESS:

409 North 14th Street
Corsicana, Texas 75110

ARTICLE NINE
CONSTRUCTION

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

IN WITNESS WHEREOF, we have hereunto set our hands, this 6 day of March, 2006.

INCORPORATOR:


DAVID W. WILSON, JR.