

673  
DECLARATION OF INCORPORATION

OF

COOSA RIVER TENNIS AND COUNTRY CLUB, INC.

STATE OF ALABAMA     )

SHELBY COUNTY         )

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY:

We, the undersigned incorporators of the COOSA RIVER TENNIS AND COUNTRY CLUB, INC., a corporation do hereby make the following declarations as provided in Article 11 of the Title 10 of the Code of Alabama of 1975, and the applicable code sections of the Internal Revenue Code of 1976, do hereby make, certify and file this Certificate of Incorporation and request that a charter be issued to them and their associates and successors, under the applicable code, entitled "Alabama Non-Profit Corporation Act".

I.

The corporate name of said organization shall be COOSA RIVER TENNIS AND COUNTRY CLUB, INC., a non-profit corporation.

II.

The duration of the corporation shall be perpetual.

III.

The objectives and purposes to be promoted and carried on by the Corporation are:

(a) to promote the game of tennis, and the affording of facilities to members of the club for the playing of said game, and including the acquisition by lease, purchase, gift, grant or devise of any and all property real or personal therefor.

(b) to provide this State with a tennis and country club of the types found in many progressive business and professional centers with golf clubs, dining rooms

*Harry Lynn*  
*Box 1304*  
*Alham Al. 35-124*

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and associated facilities where business and professional people may meet to discuss business and civic problems. No part of the net earnings of said club shall inure to the benefit of any individual member thereof, and this corporation shall be without capital stock and shall exercise all of the rights, privileges permitted to non-profit corporations.

(d) to take, accept, hold, and acquire by bequest, devise, gift, purchase, loan, or lease any property, real, personal or mixed, whether tangible or intangible, without limitation as kind, amount or value.

(e) to sell, convey, lease or make loans, grants, or pledges of such property, or any interest therein or proceeds therefrom and to invest and reinvest the principal thereof and receipts therefrom, if any.

(f) to borrow money upon and pledge or mortgage any such property for which it is organized, and to issue notes, bonds, or other forms of indebtedness to secure any of its obligations.

(g) to guarantee undertakings, contracts, or performance of others.

(h) to hold, improve, by construction or otherwise, develop, clear, prepare, and dispose of real property.

(i) to carry on any of the foregoing activities or purposes either directly or as agent for or with other persons, associations, or corporations.

(j) to receive from any source lawful grants, donations, bequests, contracts, appropriations, whether in money or in kind or whether real property, personal property or mixed property, and to sell and dispose of said property or monies to accomplish the purposes set out in this charter, and to buy, sell, rent or lease office space, real estate and other property.

(k) to carry on any activity and to deal with and expand any such property or income therefrom for any of the foregoing purposes without limitations, if any, as may be contained in the instrument under which such property is received, the Certificate of Incorporation, the By-Laws of the Corporation or any other limitations as are prescribed by law, provided that no such activity shall be such as is

not permitted by a corporation.

By majority vote of the membership, By-Laws, shall be adopted for the management, regulation and control of the affairs and the property of the association, provided, however, that these Articles may not be so amended unless one month written notice of such proposed amendment shall be voted on at any annual or special meeting of the membership.

#### IV.

The membership of the corporation shall consist of the Charter Members and such other members as the Board of Directors from time to time, may elect. They shall be citizens of, or domiciled in, the United States of America. The corporation shall have such class, or classes, of members as may be provided, from time to time, in the By-Laws. The designation of such class, or classes of members, and the qualifications and rights, which are set out and provided in the By-Laws of the corporation, as originally adopted by the Board of Directors, or as thereafter amended as therein provided.

#### V.

There shall be five (5) elected directors of the corporation, each of whom shall hold office for a term of five years, or until his/her successor is duly elected and takes office. The terms of office of said Board of Directors shall be so arranged that the terms of not more than three (3) of said directors shall expire in any one year. The terms of office of the members of the first Board of Directors shall be so arranged that one member shall be elected for a five (5) year term; one member shall be elected for a four (4) year term; one member shall be elected for a three (3) year term; one member shall be elected for a two (2) year term; and the remaining member shall be elected for a one (1) year term. The Directors shall be elected by regular members of the corporation at the annual meeting of the corporation which shall be held at the time and place designated in the By-Laws. The Board of Directors shall meet at such places as are specified in

the By-Laws. The Board of Directors shall meet at such times and places as are specified in the By-Laws. In addition to the duly elected members of the Board of Directors, all officers and the immediate past president shall serve as members of the Board of Directors during their tenure of office, provided that the immediate past president of the corporation shall continue to serve as member of the Board of Directors so long as he/she continues to be the immediate past president of the corporation.

The affairs of the corporation shall be managed by the Board of Directors in accordance with the By-Laws of the corporation and the provisions of the "Alabama Non-Profit Corporation Act" as now enacted or as same may be hereafter amended.

The names and addresses of the initial members of the Board of Directors of the corporation together with their initial terms of office are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE TERM</u>
David Barnes	Route 6 Box 448 Birmingham, Al 35217	5
Carole Smitherman	928 Center Way S.W. Birmingham, Al 35211	4
Lemorie (Tony) Carter	6705 Exeter Avenue Birmingham, Al 35212	3
Bunny Stokes	1423 Mohican Drive Birmingham, Al 35214	2
Edwin Moyo	1821 20th Street Ensley Birmingham, Al 35218	1

#### VI.

The officers of the corporation shall consist of a president, a vice-president, a secretary, a treasurer, and a business manager. All officers of the corporation shall be elected annually by the Board of Directors and no person may hold two or more offices of said corporation. Any officer may be removed by vote of three fourths (3/4) of the Board of Directors whenever, in their judgement, the best interest of the corporation may be served thereby. The officers of the corporation

shall perform such duties and functions as are specified in the By-Laws. The Officers are as follows:

<u>NAME</u>	<u>OFFICE</u>
David Barnes	President
Lemorie (Tony) Carter	Vice President
Carole Smitherman	Secretary
Bunny Stokes	Treasurer
Edwin Moyo	Business Manager

#### VII.

The corporation shall not issues any share of stock to any person, firm or corporation, nor declare or pay any dividend, nor make any distribution of its assets, except as provided by the applicable statute. The corporation may, however, issue certificates of membership to its members in such form as may be prescribed by the Board of Directors, and shall have an exercise of all rights, duties, powers, and privileges now or hereafter conferred by the "Alabama Non-Profit Corporation".

#### VIII.

The address of the initial registered office of the corporation shall be:  
Route 6 Box 448, Birmingham, Al 35217.

#### IX.

The name of the initial registered agent of the corporation shall be:  
David Barnes.

#### X.

The names and addresses of the incorporators of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Barnes	Route 6 Box 448 Birmingham, Al 35217

Carole Smitherman

928 Center Way S.W.  
Birmingham, Al 35211

Bunny Stokes

1423 Mohican Drive  
Birmingham, Al 35214

Edwin Moyo

1821 20th Street Ensley  
Birmingham, Al 35218

Lemorie (Tony) Carter

6705 Exeter Avenue  
Birmingham, Al 35212

## XI.

We, the undersigned, for the purposes of forming a corporation under the laws of the State of Alabama, do make, file and record this certificate, and do certify that the facts stated are true, and we have accordingly hereunder set our respective hands and seals.

David Barnes  
DAVID BARNES

Lemorie Carter  
LEMOREIE (TONY) CARTER

Carole Smitherman  
CAROLE SMITHERMAN

Bunny Stokes  
BUNNY STOKES

Edwin Moyo  
EDWIN MOYO

Done in my presence this 6 day of NOVEMBER 19885

William A. Cases  
NOTARY PUBLIC

COMMISSION EXPIRES: 7-11-87

Upon dissolution or other termination of the corporation, no part of the property of the corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the corporation, and to applicable provisions of the Non-profit Corporation Law, shall be distributed as directed by the members of the corporation among one or more corporations, trust, community chest, funds, or foundation organized and operated exclusively for religious, charitable, scientific, literary or education purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate or public office, or to other entities of the type which qualify for Federal Income Tax exemption under Section 501 (c) (3) of the Internal Revenue code of 1976.

# State of Alabama

## County

CERTIFICATE OF INCORPORATION

OF

COOSA RIVER TENNIS AND COUNTRY CLUB, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of COOSA RIVER TENNIS AND COUNTRY CLUB, INC., duly signed

and verified pursuant to the provisions of Section ARTICLE 11-10-75 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of COOSA RIVER TENNIS AND COUNTRY CLUB, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 12th day of NOVEMBER, 19 85.

STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

1985 NOV 12 PM 1:29

JUDGE OF PROBATE

Judge of Probate

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