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ARTICLES OF INCORPORATION
OF
ALABAMA SERVICES FOUNDATION, INC.

The undersigned individuals, being over the age of Nineteen (19) years, residents of the State of Alabama, and citizens of the United States and desiring to form a non-profit corporation pursuant to the provision of Section 10-3-1 et seq. of the Alabama Code of 1975, as amended, commonly referred to as the "Alabama Non-Profit Corporation Act", do hereby adopt the following Articles of Incorporation:

FIRST: The name of the corporation shall be Alabama Services Foundation, Inc.

SECOND: The period for which the corporation shall exist shall be perpetual, however, its directors may terminate its existence pursuant to the provisions pertaining to the dissolution of the corporation hereinafter set out.

THIRD: The purpose of the corporation shall be to manage and own family and youth service facilities, agencies, and other helping service related activities of all types, with no limited general purpose therefore.

FOURTH: The corporation shall have no members.

FIFTH: In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

MITCHELL, GREEN, PINO & MEDARIS, P.C.
ATTORNEYS AT LAW
SHELBY MEDICAL CENTER
SUITE 205
P. O. BOX 786
ALABASTER, ALABAMA 35007

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Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any United States Internal Revenue law.

Notwithstanding any other provision of these articles, these purposes are limited to those described in Section 501(c)(3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

Without in any way limiting the foregoing stated purpose, and in addition to those powers specifically granted by the Alabama Non-Profit Corporation Act, the corporation shall have the following powers:

(a) To receive and maintain a fund or funds, and to administer and apply the income and principal thereof, to promote the purposes of the corporation.

(b) To make gifts or loans, with or without interest, to individuals, schools, universities, and publicly owned educational, penal and correctional institutions for use by them in promoting and advancing the basic purpose of the Foundation.

(c) To make grants to individuals or corporations to carry out research in education and rehabilitation.

(d) To acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise, and to hold, enjoy, possess,

rent, lease and sell lands or any interest therein as may be deemed to the interest of the corporation; to acquire by option, purchase, gift, grant, bequest, transfer or otherwise, and to hold, possess, pledge as security, sell, transfer or in any manner dispose of personal property or choses in action of any class or description whatsoever; to retain any property, investments or securities originally received by the corporation or thereafter acquired by it, so long as the directors of the corporation shall consider the retention thereof desirable; to invest and reinvest any and all funds coming into the hands of the corporation, on any account whatsoever, in such property, investments or securities, as the directors of the corporation may, in the discretion of the directors, deem advisable, however doubtful or hazardous or limited the description or nature of any property, investments or securities so retained may be whether or not the same may be currently producing income and whether or not the same are, or may be such, as are authorized or deemed proper for investment of trust funds under the Constitution or laws of the State of Alabama or of the United States, to register any shares of stock, certificates of interest, bonds, or other securities of any corporation, trust, or association, or any chose in action, in the name of any nominee; to convert real property owned by the corporation into personal property and personal property into real property; to improve or cause or permit real property to be improved and to abandon any property which the Directors of the corporation deem to be without substantial value, to manage and control any shares of stock, certificates of interest, bonds, or other securities of any corporation, trust or association at any time acquired in any way by this corporation and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease or other disposition of the properties of any such corporation, trust, or association the securities of which are held by this corporation and as owner thereof to vote any security of any corporation, trust, or association held by this corporation at any meetings of the holders of the same class of security of the issuing entity and generally in all respects to exercise all of the rights of ownership therein.

(e) To employ the services of one or more banks having trust powers, or other agent, to perform all or any part of the powers granted by the preceding paragraph (d) and such other duties of the corporation as the directors deem appropriate on such terms and under such contractual arrangements as the directors may deem proper.

(f) To do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all of the foregoing object and purposes or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the foregoing objects and

purposes, and to have and exercise all rights and powers now conferred or which may hereafter be conferred on non-profit corporation under the Laws of the State of Alabama.

(g) Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or of the net earnings of the corporation shall at any time insure to the benefit of any member, officer, director or other individual except for the reimbursement to officers or directors for actual expenses incurred in the carrying out of their official duties, and for the payment of salaries to any person who may be employed by said corporation for the purpose of enabling the corporation to carry out the purposes herein described and except for those persons receiving gifts or loans under the provisions of paragraph (b) and (c) above. Nor shall any part of the assest or earnings of the corporation be applied to activities in carrying on propaganda or in attempting to influence legislation.

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(h) Upon the dissolution of the corporation the Board of Directors shall, after paying or making provision of the payments of all the liabilities of the corporation dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal officer of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

(i) Anything herein concerned to the contrary notwithstanding, the corporation shall be empowered to refuse to accept any gift, bequest or devise.

(j) To manage and own family and youth service facilities and/or agencies and other helping/service related activities of all types; including group homes for children, adults, outreach counseling services, safe place projects, run away shelters, treatment facilities, counseling agencies, public presentation components, fund raising ventures, mortgages, educational programs, prevention programs, transporation programs and all other projects that are deemed family and youth service entities. The corporation shall generally conduct its affairs as charitable, benevolent non-profit corporation.

SIXTH: The address of the initial registered office of

the corporation is set forth: Alabama Services Foundation, Inc., Suite 205, Shelby Medical Center Building, Alabaster, Alabama 35007, and the name of its initial registered agent at such address is John E. Medaris.

SEVENTH: The number of directors constituting the initial board of directors are three (3) and the name and address of the persons who are to serve as the initial directors are: John E. Medaris, Suite 205, Shelby Medical Center Building, Alabaster, Alabama 35007, Randall May, 4513 Valleydale Road, Birmingham, Alabama 35243, Neal P. Lambert, 1922 Chandalar Court, Pelham, Alabama 35124.

EIGHTH: The name and address of the incorporators are: John E. Medaris, Suite 205, Shelby Medical Center Building, Alabaster, Alabama 35007, Randall May, 4513 Valleydale Road, Birmingham, Alabama 35243, Neal P. Lambert, 1922 Chandalar Court, Pelham, Alabama 35124.

NINTH: The manner in which the directors are elected or appointed and the provisions for the regulation and management of the affairs of the corporation shall be determined in accordance with the By-Laws adopted by the corporation.

Dated this the 13th day of Nov., 1987.

John E. Medaris
JOHN E. MEDARIS
Randall May
RANDALL MAY
Neal P. Lambert
NEAL P. LAMBERT

This Instrument Prepared By:

John E. Medaris, Esquire
P.O. Box 766
Alabaster, Alabama 35007

STATE OF ALABAMA)

COUNTY OF SHELBY)

On this 13th day of November, 1987, before me, a Notary Public, in and for said County and State, personally appeared John E. Medaris, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he has executed the same voluntarily.

WITNESS my hand and official seal on this the 13th day of November, 1987

Kathy Renee Camp
Notary Public

My Commission Expires December 6, 1987

STATE OF ALABAMA)

COUNTY OF SHELBY)

On this 30th day of OCTOBER, 1987, before me, a Notary Public, in and for said County and State, personally appeared Randall May, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he has executed the same voluntarily.

WITNESS my hand and official seal on this the 30th day of OCTOBER, 1987

Kimberly A. Temple Mudock
Notary Public

STATE OF ALABAMA)

COUNTY OF SHELBY)

On this 13th day of November, 1987, before me, a Notary Public, in and for said County and State, personally appeared Neal P. Lambert, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he has executed the same voluntarily.

WITNESS my hand and official seal on this the 13th day of November, 1987

Kathy Renee Camp
Notary Public

My Commission Expires December 6, 1987

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

ALABAMA SERVICES FOUNDATION, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of ALABAMA SERVICES FOUNDATION, INC., duly signed and verified pursuant to the provisions of Section 10-3-1 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 ALABAMA SERVICES FOUNDATION, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 4th day of DECEMBER, 19 87

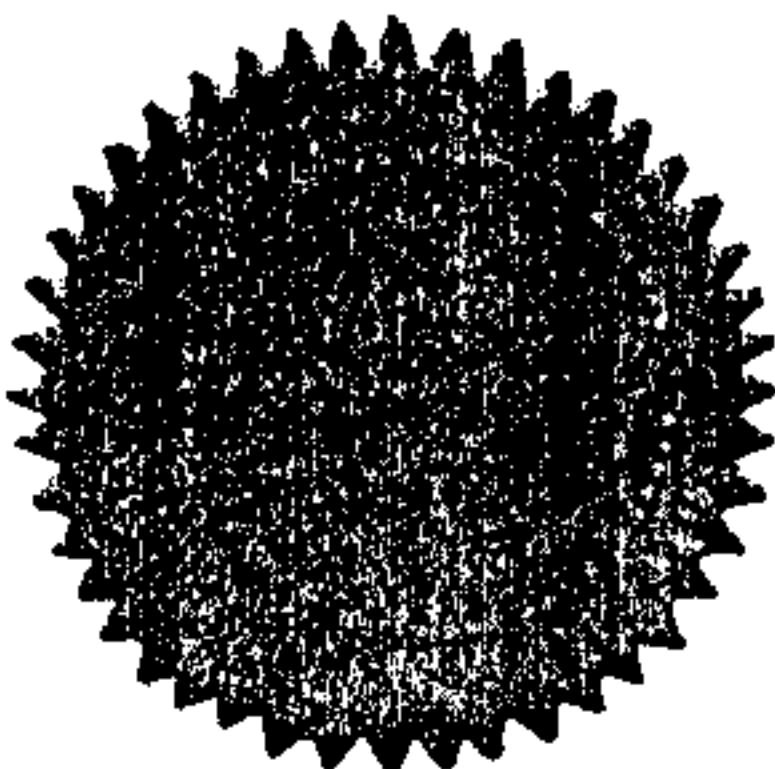
STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1987 DEC -4 PM 2:54

Thomas A. Snowden, Jr.
Judge of Probate

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec 25.00
Jud 1.00
36.00



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