

This instrument was prepared by:
Hub Harrington
22 Inverness Center Parkway
Birmingham, Alabama 35242

STATE OF ALABAMA)
SHELBY COUNTY)

ARTICLES OF INCORPORATION

OF

M. C. A. P.

A BODY CORPORATE

TO THE HONORABLE JUDGE OF PROBATE,
SHELBY COUNTY, ALABAMA

The undersigned, desiring to organize a body corporate pursuant to Title 10-3A-1 et seq. Code of Alabama 1975, as amended, entitled The Alabama NonProfit Corporation Act, and each of whom is over the age of nineteen (19) years, do make, sign and file these Articles of Incorporation as follows:

1. The name of the corporation shall be M. C. A. P., Inc.
2. The objects and purposes for which the corporation is formed are:

To provide financial and personnel support for the creation and establishment of a Missing Children Awareness Program to inform, educate and inspire through multimedia programs and products, the promotion of awareness and retrieval of missing children internationally.

3. The corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding any other provision 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 from time to time, or the corresponding provision of any future United States Internal Revenue Law, or (ii) a corporation to which contributions are deductible under

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Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or any other corresponding provision of any future United States Internal Revenue law.

4. The general welfare of the association, not individual profit, is the object for which this charter is granted and no dividend or profit shall be divided among any person or persons. The corporation shall not operate any listing service, or take steps which will serve to facilitate the transaction of specific business by any individual or firm, or promote the private interest of any individual or firm, or engage in any activities which would constitute a regular business of a kind ordinarily carried on for profit.

5. The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member or individual. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no person or firm shall be entitled to any distribution or division of its remaining property or its proceeds, and after the payment, satisfaction and discharge of all liabilities and obligations, all of the corporation's residual or remaining assets and property of every nature and description, whatsoever, not held upon a condition requiring return, transfer or conveyance, shall be applied and distributed pursuant to Section 10-3A-140 et. seq. of the Code of Alabama, 1975, and within the intentment of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or corresponding section of any prior or future Internal Revenue Code, as the same now exists or may be hereafter amended from time to time.

6. The location of the corporation shall be in the City of Alabaster, County of Shelby, State of Alabama.

7. The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Hub Harrington	22 Inverness Ctr Pkwy Suite 160 Birmingham, AL 35242

8. The number of directors shall be established by bylaws, but in no event shall such number be less than three or more than five.

9. The names and addresses of the directors who shall hold office until the first annual meeting of members or until their successors have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dewey C. Green	110 Longview Circle Alabaster, AL 35007

Jerry Arhelger

114 S. Greenwood Street
Lebanon, TN 37087

Judy Hyde

110 Longview Circle
Alabaster, AL 35007

10. The location and mailing address of the initial registered office of the corporation is 110 Longview Circle, Alabaster, AL 35007, and the name of its initial registered agent at such address is Dewey C. Green.

11. The period for the duration of the corporation shall be perpetual.

12. The corporation shall be a non-member, nonprofit corporation.

13. The corporate powers shall be exercised by the Board of Directors except as otherwise provided by statute or by these Articles of Incorporation. The Board of Directors shall be elected as established in the bylaws.

In furtherance and not in limitation of powers conferred by the State, the Board of Directors is hereby expressly authorized:

(a) To adopt, alter, amend and repeal the bylaws of the corporation.

(b) To appoint such subordinate offices and agents in addition to the President, Vice President, Secretary and Treasurer, as the purposes of corporation may require and to designate the name of such office and the compensation of such office.

The corporation may, in its bylaws confer upon its Board of Directors, in addition to the foregoing and in addition to the powers and authority expressly conferred upon directors by statute, such additional powers as are appropriate.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to these Articles of Incorporation on this the 17th day of October, 2000.



Hub Harrington, Incorporator
22 Inverness Center Pkwy
Birmingham, AL 35242

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

M.C.A.P., Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Hub Harrington, 22 Inverness Center Pkwy Ste 160, Birmingham, AL 35242 for a period of one hundred twenty days beginning September 11, 2000 and expiring January 10, 2001.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 11, 2000
Date

A handwritten signature in cursive script, appearing to read 'Jim Bennett', written over a horizontal line.

Jim Bennett

Secretary of State

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