

**Amended Articles of Incorporation
of
Crisis Assistance and Resource Education
a Non-Profit Corporation**

These articles are signed and acknowledged by the incorporators for the purposes of forming a nonprofit corporation under the provisions of the Code of Alabama, 1975, known as the Alabama Nonprofit Corporation Act and to comply with Title 501(c) of the Internal Revenue Code of 1986, as amended, as follows:

Article One - Name

The name of the Corporation shall be Crisis Assistance and Resource Education, Inc., a Non-Profit Corporation.

Article Two - Objects

The objects or purpose of this Corporation are as follows:

1. C.A.R.E. shall offer education, training and support to those in need of coping skills during times of crisis to promote a healthy life
2. C.A.R.E. is organized and operated exclusively for charitable and educational purposes. No part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation and which does not participate in, or intervene in any political campaign on behalf of any candidate for public office.
3. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of section 501 © (3), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 © (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
4. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 ©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local

C.A.R.E.
P.O. Box 1503
Calera, AL 35040

government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

Article Three - Powers

- A. The corporation shall have all the general powers enumerated in the Code of Alabama, 1975, Title 10-3A-1 et seq.
- 2. To receive and administer funds for the aforesaid purposes, and for no other purpose, and to that end to take and hold by contract, agreement, bequest, gift, purchase, lease, either absolutely or in trust for such objects and purposes or trust and by membership fees received and contracts entered into for its purpose as herein stated and for no other purpose.

Article IV - Incorporation

The names and addresses of each original incorporator are as follows:

- | | | |
|----|----------------------|--|
| 1. | John Ellison | 1004 County Services Drive, Pelham, AL 35124 |
| 2. | Kim Gedgoudas | 1513 Fourth Ave South, Birmingham, AL 35233 |
| 3. | James Jones | 104 Depot St. Columbiana, AL 35051-1095 |
| 4. | Susan Simmons | 3005 West Court Millport, AL 36054 |
| 3. | Martha McShane Starr | 2209 Longleaf Blvd. Vestavia Hills, AL 35243 |

Article V - Membership

The membership shall be open to all persons or organizations interested in furthering the aims of the corporation. The membership will be classified as follows:

- 1. **Membership:** Membership shall be open to all persons or organizations interested in furthering the aims of the Corporation. C.A.R.E. is an equal opportunity organization.
- B. **Section 2 - Voting:** Only Board members shall have the right to vote in Board matters. In the event, and only in the event, that the Board of Directors has no sitting members then the members of the corporation, by a simple majority vote following the same guidelines and procedures as set forth in Article II herein, shall elect replacement members of the Board of Directors, within 60 days.

- C. Section 3 - Membership Certificates: The Corporation shall issue Membership Certificates to each Member upon their attainment as such.
- D. Section 4 - Annual Meeting: The Corporation shall have an annual meeting of Members in the month of November.

Article VI - Officers

The Officers of the corporation shall consist of the President, Vice-President, Secretary and Treasurer. The terms of the Officers shall correspond to the Corporations' fiscal year as provided in the By-Laws. The Officers shall serve for terms of one year or until their successors are duly nominated and elected. The times, places and manner of selecting officers and directors shall be provided in the By-Laws. The officers for the first year shall be:

President:	Jim Finn
Vice President:	Mac Stinson
Secretary:	Cheryl Robinson
Treasurer:	Helen Smith

Article VII - By-Laws

The Board of Directors may adopt by-laws for the governance of the Corporation.

Article VIII - Registered Office and Agent

The location and address of the corporation's initial registered office is 10947 Highway 25 in the City of Calera, Alabama. The registered agent is Jim Finn, 10947 Highway 25, Calera, Alabama, 35040.

Article IX - Authority

Said corporation is organized on a nonstock basis. Said corporation is to be financed under the following general plan, to wit: by contributions to its funds and property absolutely or in any of them, any property, real, personal or mixed, without limitations as to amounts or value, except such

limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to deal with such property for any of the aforementioned purposes without limitation, except such limitations, if any, may be contained in the instrument under which such property is received ; and to exercise any, all and every power for which a nonprofit corporation organized under the provisions of the Alabama Nonprofit Corporation Act, all for the public welfare can be authorized to exercise, but not any other power. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

Article X - Duration

The term of this corporation is unlimited and in perpetuity.

Article XI - Directors

The names of the Board of Directors of the Corporation chosen for the first year or until their respective successors are elected and qualified are as follows:

1. John Ellison
2. Kim Gedoudas
3. James Jones
4. Susan Simmons
5. Martha Starr

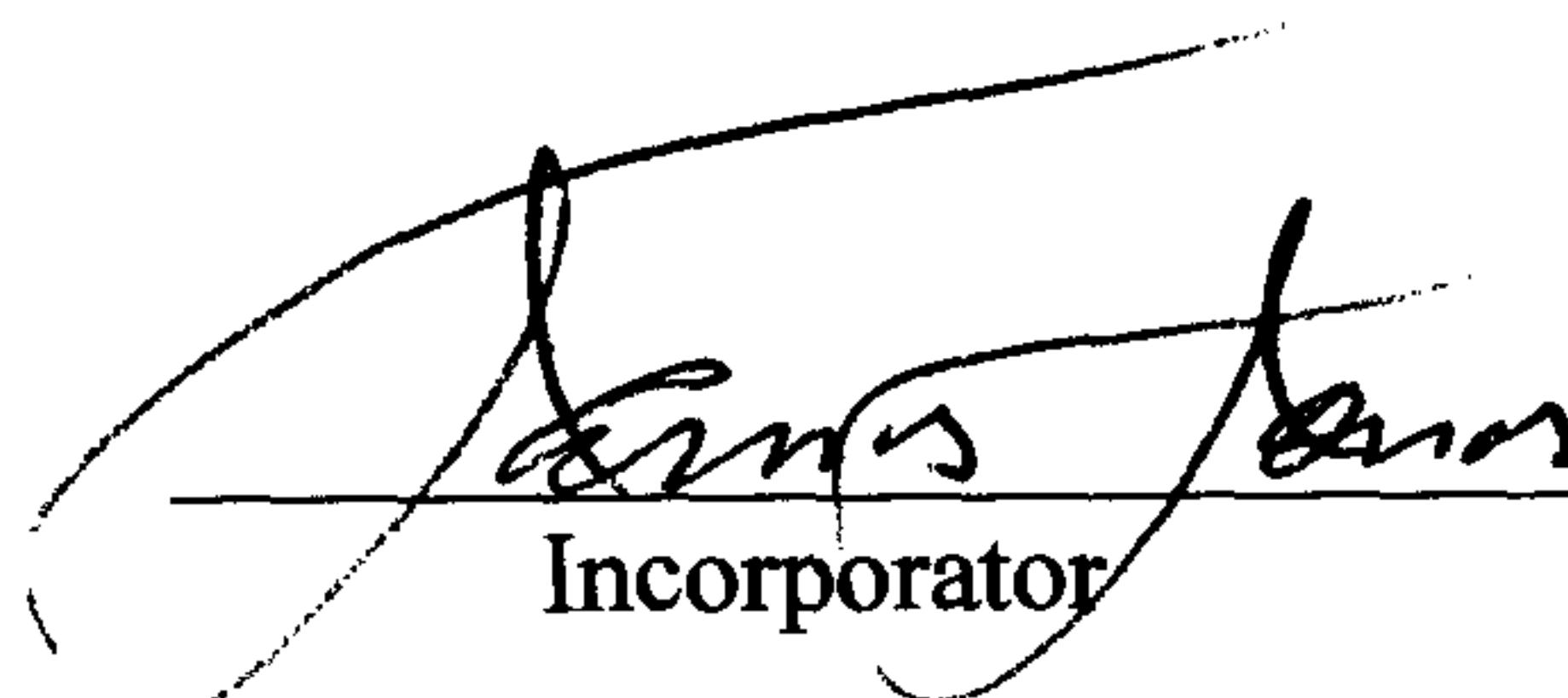
Article XII - Dissolution

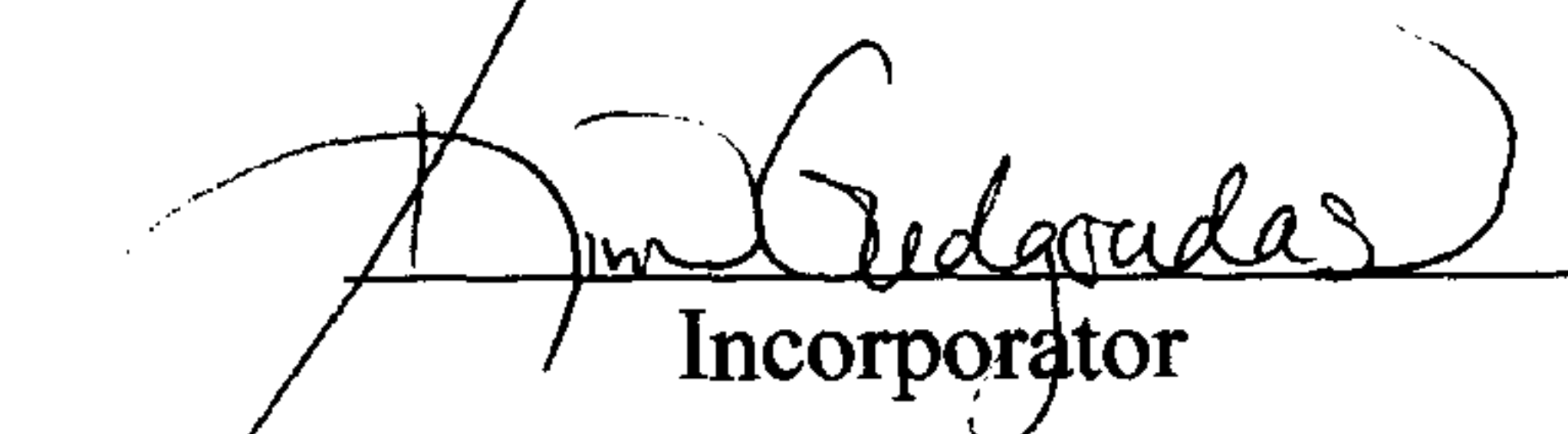
All the property of this corporation and accumulations thereof shall be held and administered to effectuate its purpose and to serve the general welfare of the people of the State of Alabama. Upon the dissolution of this nonprofit corporation for any cause, the assets of the corporation of whatever kind and wherever situated shall be distributed to any nonprofit corporation or governmental agency qualified to receive such distributions under title 501 (c) of the Internal Revenue Code, to be used for the purposes set forth in Article II herein above. No distribution of the assets of this corporation shall ever be made to any member, trustee or officer of the Corporation except in the form of a reasonable salary.

We, the undersigned, each being over nineteen years of age constitute all of the members of C.A.R.E., Inc., and hereby certify that we are duly constituted members of the said corporation and constitute all of its members and desire to become incorporated as set forth above.

In Witness Whereof the Incorporators have signed the Articles of Incorporation on this the 3 day of July, 2002.


Incorporator


Incorporator


Incorporator

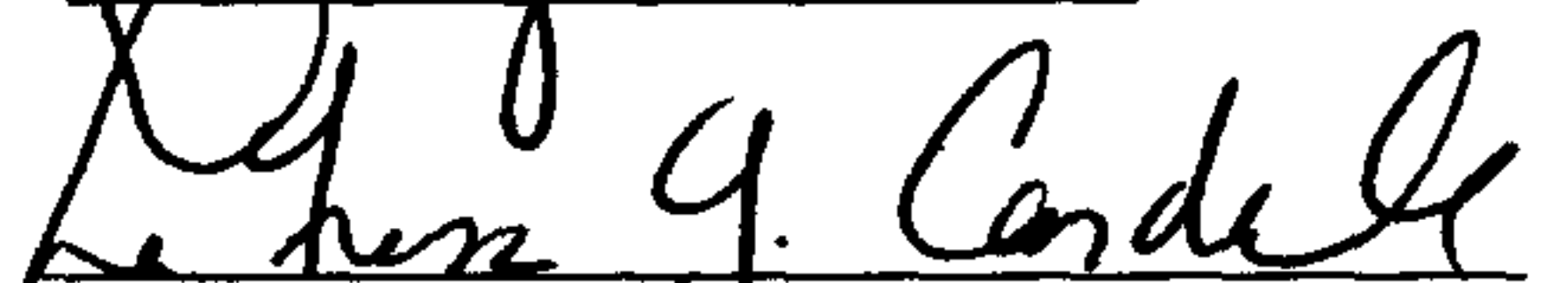
Incorporator (currently vacant)

Incorporator (currently vacant)

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

Before me, Phyllis Y. Cardwell, a Notary Public in and for said State at Large, personally appeared, John Ellison, Kim Gedoudas, James Jones, who each being by me duly sworn, states that they are the persons named as the Incorporators of C.A.R.E., Inc., and that they, as such Incorporators are bona fide members and each are over nineteen years of age and make affidavit to comply with the Statutes and Laws of the State of Alabama relative to the Incorporation of a Nonprofit Organization, under the Alabama Nonprofit Corporation Act.

This 3rd Day of July, 2002.


NOTARY PUBLIC
My commission expires:

MY COMMISSION EXPIRES SEPT. 2, 2004

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

OF
CRISIS ASSISTANCE AND RESOURCE EDUCATION

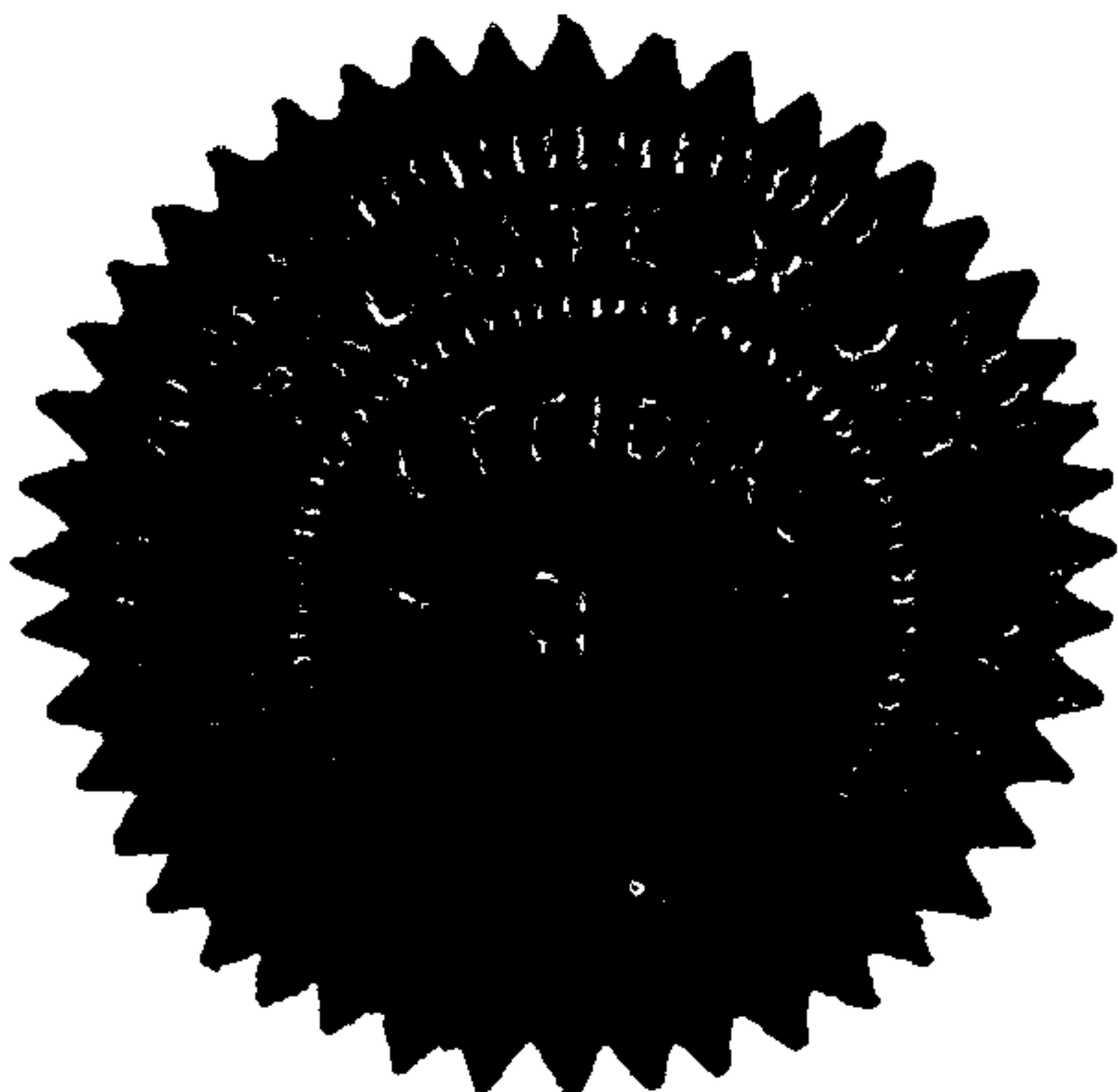
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of CRISIS ASSISTANCE AND RESOURCE EDUCATION, duly signed and verified pursuant to the provisions of Section NON PROFIT of the Alabama Business Corporation Act, 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 CRISIS ASSISTANCE AND RESOURCE EDUCATION, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 3RD day of JULY, 2002.

Patricia Yeager Schmeister

Judge of Probate



20020703000312570 Pg 7/7 15.00
Shelby Cnty Judge of Probate, AL
07/03/2002 15:30:00 FILED/CERTIFIED