

Articles of Incorporation of Charity House Foundation

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law, code section 10-3A-2, of Alabama, do hereby certify:

First: The name of the Corporation shall be Charity House Foundation, *INC.*

Second: The place in this state where the principal office of the Corporation is to be located is the City of HOOPER, Shelby County.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

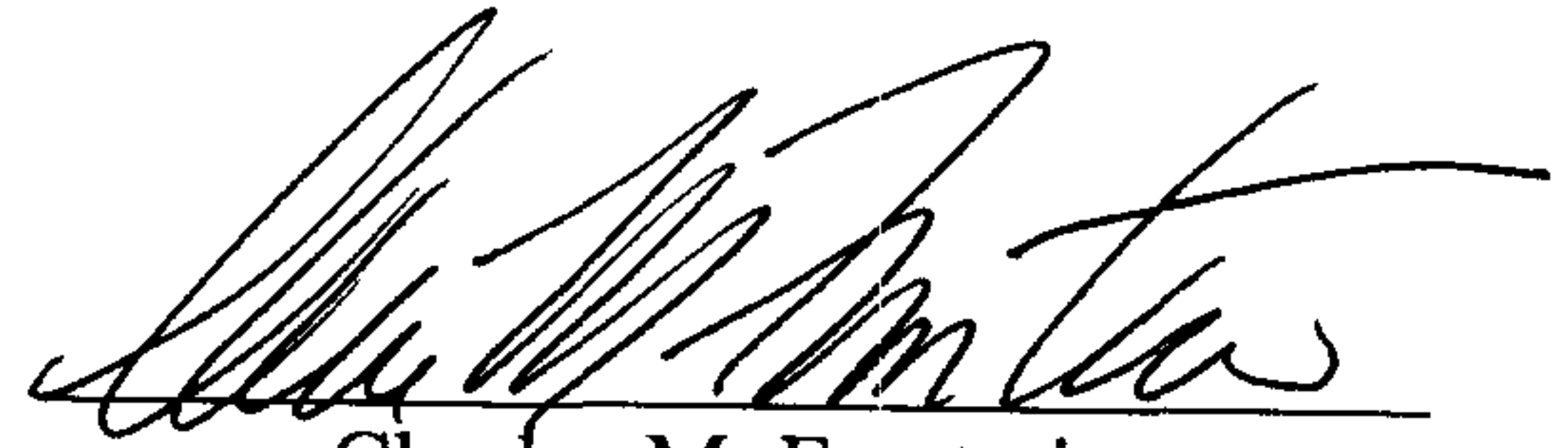
NAME	ADDRESS
Charles M. Frusterio	111 Village Street, Suite 2004 Birmingham, Al 35242
Melanie Frusterio	111 Village Street, Suite 2004 Birmingham, Al 35242

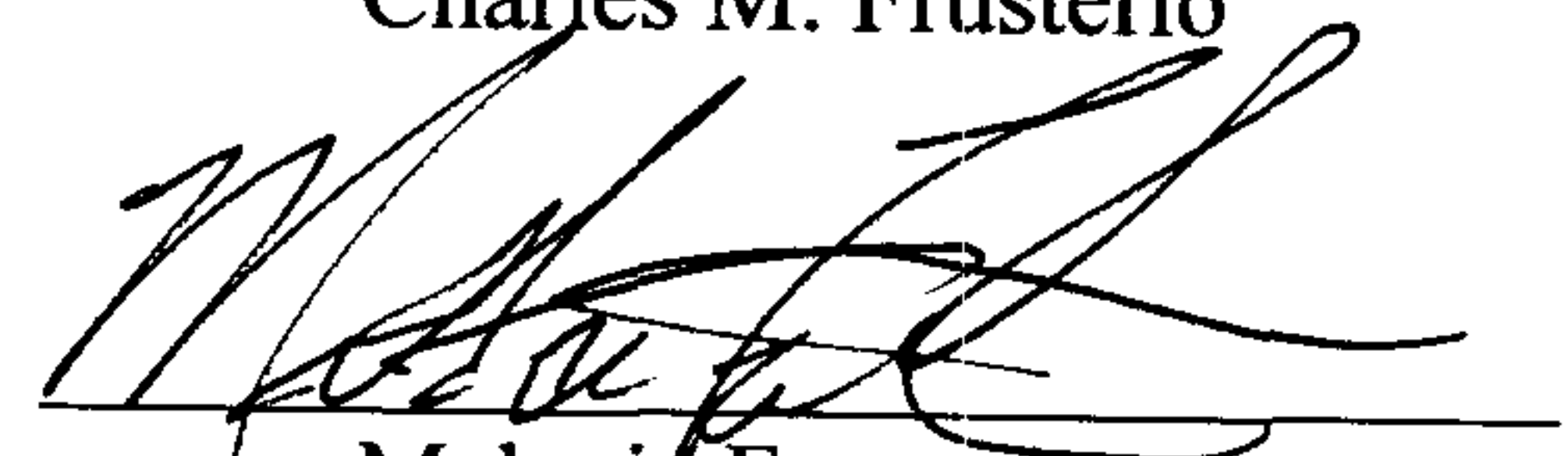
Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170(C)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal

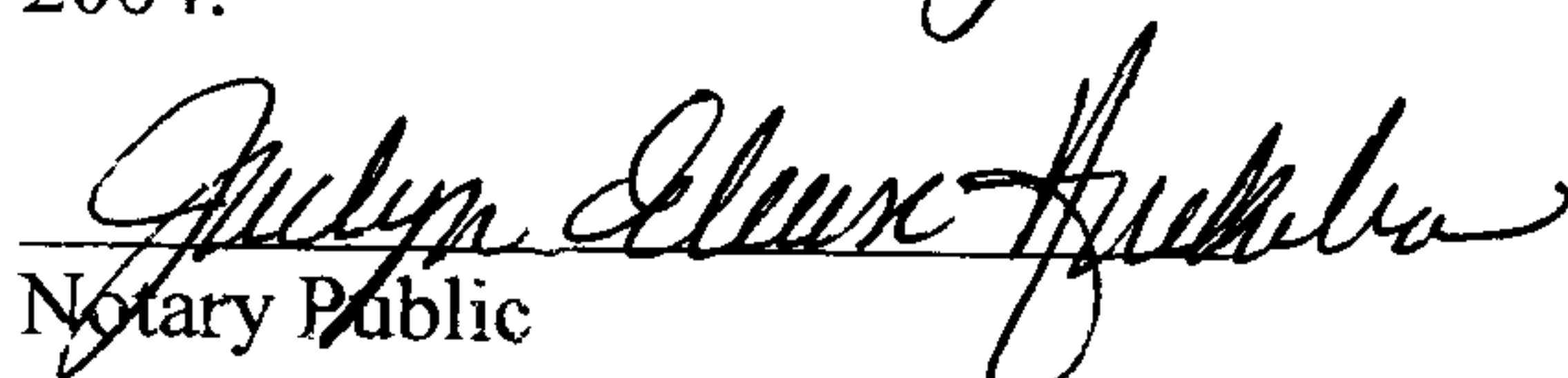
government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this 10th day of February, of 2004.


Charles M. Frusterio


Melanie Frusterio

Subscribed and sworn to
before me, this the
10th day of February,
2004.


Notary Public

My commission expires _____

MY COMMISSION EXPIRES
FEBRUARY 25, 2007.

State of Alabama Shelby County

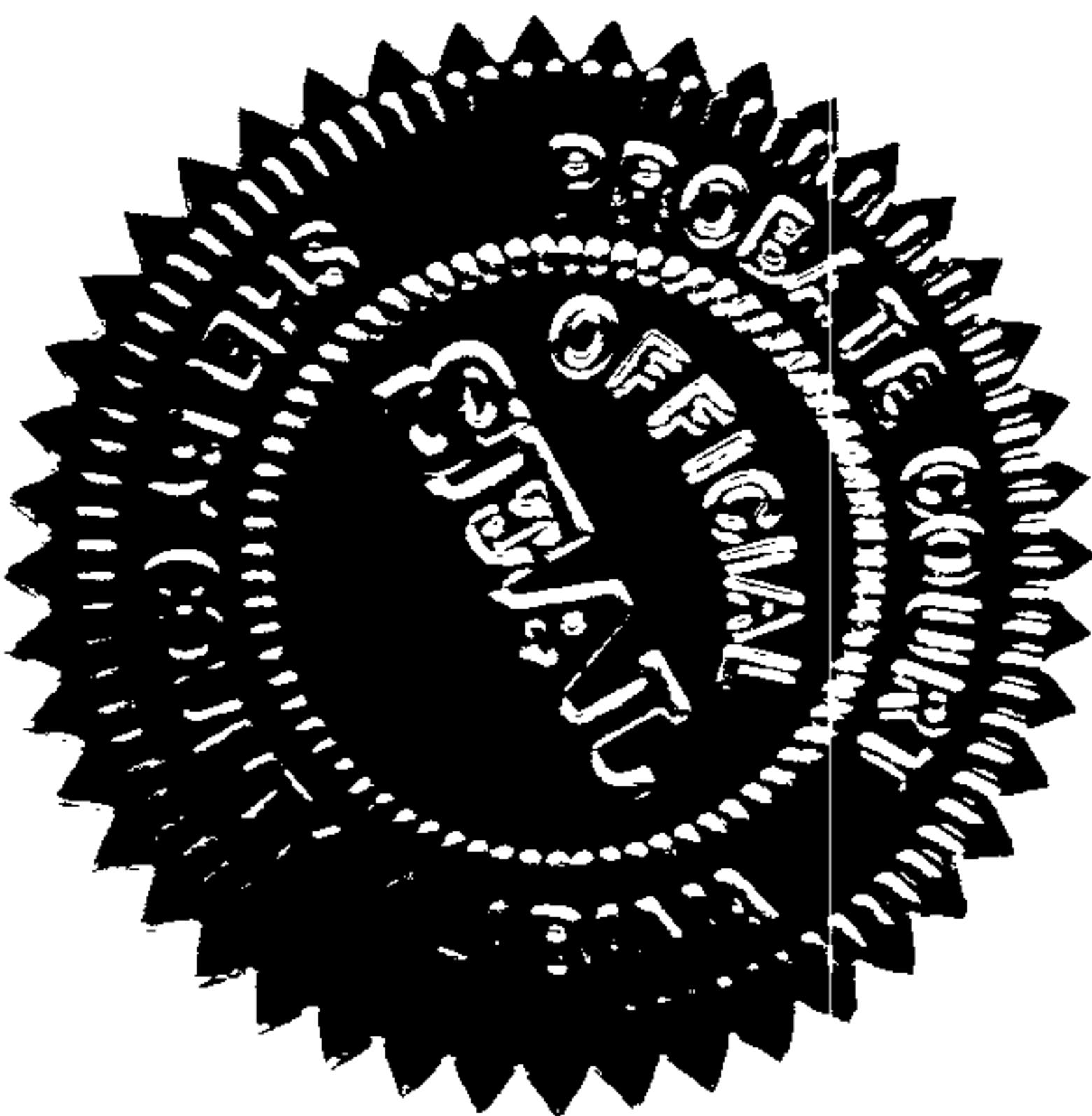
Certificate of Incorporation

Of

CHARITY HOUSE FOUNDATION, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of CHARITY HOUSE FOUNDATION, INC., 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 her by law, hereby issues this Certificate of Incorporation of CHARITY HOUSE FOUNDATION, INC., and attaches hereto a duplicate original of the Articles of Incorporation.



Given under my hand and Official Seal on this the 22nd
Day of April 2004

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate