

STATE OF ALABAMA

SHELBY COUNTY

ARTICLES OF INCORPORATION
OF
THE COLUMBIANA FINE ARTS CENTER

KNOW ALL MEN BY THESE PRESENTS,

That for the purpose of forming a non-profit corporation under and pursuant to the provisions of Section 10-3A-1, et seq., of the *1975 Code of Alabama*, as last amended, and Section 501 (c) (3) of the *Internal Revenue Code*, the undersigned persons desiring to effect a non-profit body corporate, in accordance with applicable law, have agreed upon and adopted these Articles of Incorporation, the same to constitute and become a charter for carrying on the activities hereinafter specified upon the proper filing hereof pursuant to law.

FIRST: The name of this non-profit corporation shall be The Columbiana Fine Arts Center.

SECOND: The period of duration of this non-profit corporation shall be perpetual.

THIRD: The purpose or purposes for which this non-profit corporation is organized are:

(a) The Columbiana Fine Arts Center is a non-profit organization that exists to support and stimulate reasonable interest in the arts, and to provide an environment where activities of artists and arts organizations flourish.

(b) To purchase, take, receive, lease, take by gift, devise or bequest, and otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, tangible or intangible, or any interest therein, wherever situated.

(c) To sell, convey, lend, mortgage, pledge, lease, exchange, invest, reinvest, take and hold as security, transfer and otherwise dispose of all or any part of its property and assets.

(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(e) To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

(f) To elect or appoint officers and agents of the corporation, who may be directors, and define their duties and fix their compensation, if any.

(g) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of Alabama, for the administration and regulation of the affairs of the corporation.

(h) To make donations for the public welfare or for religious, charitable, scientific, or educational purposes, or otherwise.

(i) To engage in religious, charitable, scientific and educational training and school activities.

(j) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the law allows non-profit corporations, and generally to do and perform the acts and enjoy the powers conferred by the general laws of the State of Alabama, and to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these Articles.

FOURTH: This corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, or shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as a non-profit corporation described in Section 501 (c) (3) of the *Internal Revenue Code*.

FIFTH: The location and mailing address of the initial registered office for the corporation shall be 202 Business Center Drive, Birmingham, Alabama 35244. The name of the initial registered agent at such address shall be Terri Sullivan.

SIXTH: The number of Directors constituting the initial Board of Directors shall be five (5), and the names and addresses of the persons who are to serve as the initial Directors shall consist of the following, who shall serve until their successors are named as provided in the bylaws:

Terri Sullivan, President
202 Business Center Drive
Birmingham, Alabama 35244

Thomas R. Seale, Vice President, Secretary, and Treasurer
P. O. Box 1354
Columbiana, Alabama 35051

Janice Falkner
P. O. Box 1376
Columbiana, Alabama 35051

Carol Hill
114 Arlington Avenue
Columbiana, Alabama 35051

Rachel Fowler
121 Bolton Lane
Columbiana, Alabama 35051

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

Terri Sullivan, President
202 Business Center Drive
Birmingham, Alabama 35244

Thomas R. Seale, Vice President, Secretary, and Treasurer
P. O. Box 1354
Columbiana, Alabama 35051

Janice Falkner
P. O. Box 1376
Columbiana, Alabama 35051

Carol Hill
114 Arlington Avenue
Columbiana, Alabama 35051

Rachel Fowler
121 Bolton Lane
Columbiana, Alabama 35051

EIGHTH: The following special provisions shall be applicable to this non-profit corporation:

(a) The corporation reserves the right to alter, amend, modify, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon the Directors herein are granted subject to this reservation.

(b) The corporation shall have the power to make bylaws for the regulation and government of this corporation, its agents, servants and officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Alabama.

(c) The voting directors of the corporation shall have the authority to adopt such rules, bylaws and regulations for the governing of the corporation as they may deem necessary or expedient.

NINTH: This document supersedes any and all former documents related to the material herein.

IN WITNESS WHEREOF, the incorporators of this non-profit corporation, have hereunto set their hands and seals, and pray that this instrument shall be filed and recorded as provided by the law to the end that these incorporators, their successors and assigns, shall constitute a non-profit body corporate under the name hereinabove set forth, with all powers to which said corporation may be entitled under the laws of the State of Alabama, on this _____ day of _____, 2004.

Terri Sullivan (SEAL)
Terri Sullivan

Sworn to and subscribed before me this
18 day of August, 2004.

Janice E. Culver
Notary Public

Thomas R. Seale (SEAL)
Thomas R. Seale

Sworn to and subscribed before me this
11 day of August, 2004.

Paula Head
Notary Public

Janice Falkner (SEAL)
Janice Falkner

Sworn to and subscribed before me this
10 day of Sept, 2004.

Paula Head
Notary Public

Carol Hill (SEAL)
Carol Hill

Sworn to and subscribed before me this
13 day of August, 2004.

Paula Head
Notary Public

Rachel Fowler (SEAL)
Rachel Fowler

Sworn to and subscribed before me this
13 day of Sept., 2004.

Paula Head
Notary Public

State of Alabama
Shelby County

Certificate of Incorporation

Of
THE COLUMBIANA FINE ARTS CENTER

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **THE COLUMBIANA FINE ARTS CENTER**, 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 **THE COLUMBIANA FINE ARTS CENTER**, and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the **15TH** day of **SEPTEMBER, 2004**

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

