

STATE OF ALABAMA

§

§ ss.

SHELBY COUNTY

§

ARTICLES OF INCORPORATION

OF

ALABAMA LUTHERAN UNITED APPEAL FUND, INC.

KNOW ALL PERSONS BY THESE PRESENTS,

That I, the undersigned incorporator, for the purpose of forming a nonprofit corporation pursuant to the provisions of title 10, chapter 3B of the *Code of Alabama* (1975), as amended ("Alabama Nonprofit Corporation Act"), do hereby execute and deliver these articles of incorporation.

SECTION 1. NAME OF CORPORATION

The name of the corporation shall be Alabama Lutheran United Appeal Fund, Inc.

SECTION 2. DURATION

The duration of the corporation shall be perpetual unless the corporation is dissolved by law or otherwise terminated.

SECTION 3. DEFINITION OF "CODE"

"Code" as used herein is defined as the Internal Revenue Code of 1986, as from time to time amended or recodified, including any regulations promulgated thereunder. References to the Code and the provisions thereof shall be deemed to include references to the like provisions of any future revenue laws of the United States of America.

SECTION 4. PURPOSES AND POWERS

SECTION 4.1 Purposes and Powers

Whereas there are many indigent individuals who are in need of food, clothing, shelter, child care, medical care, and other basics of life, the purposes of the corporation are as follows:

SECTION 4.1.1 The general purpose of the corporation is to glorify God by raising funds to support the benevolence activities of the organizations that become

members of the corporation. "Benevolence" shall include, without limitation, the provision of food, clothing, shelter, child care, medical care, education, and other basics of life for indigent or needy individuals, whether the need for such support is short term or long term.

SECTION 4.1.2 The corporation shall engage in such fundraising activities as may be determined by the board of directors, with the net proceeds from such activities to be distributed to its members in support of their benevolence activities. Moreover, the corporation may provide coordination of benevolence activities among the members, the sharing of resources and information, counseling, and arrangements for the mutual support and encouragement of its members in their pursuit of benevolence activities.

SECTION 4.1.3 To receive, collect, maintain, and administer any real or personal property for the benefit of the benevolence programs of the members.

SECTION 4.1.4 To solicit contributions and services for the benefit of the benevolence programs of the members, and organize and finance fund-raising activities for the benevolence programs of the members.

SECTION 4.1.5 To receive contributions for the benefit of the benevolence programs of the members.

SECTION 4.1.6 To distribute funds and property to the benevolence programs of the members in a manner consistent with the standards set out herein. All funds not expended for the overhead and fundraising costs of the corporation shall be distributed by the corporation, no less often than annually, to its members in a proportion to be determined by the board of directors. Such funds shall be distributed exclusively for benevolent purposes as providing in Sections 4.1.1 and 4.1.2 of these articles.

SECTION 4.1.7 Subject to the foregoing paragraphs,

SECTION 4.1.7.1 The corporation shall be an organization all of the property of which, real and personal, shall be used exclusively for purely charitable purposes, as such term is used in Section 40-9-1(1) of the *Code of Alabama* (1975), as amended.

SECTION 4.1.7.2 The corporation shall be an organization which is a recognized charitable institution not operated for profit, and contributions to which are allowed as deductions for federal income tax purposes under Code section 170, as such terms are used in Section 40-18-15(a)(10) of the *Code of Alabama* (1975), as amended.

SECTION 4.1.7.3 The corporation shall be an organization not organized for profit and exempt from federal income tax under Code section 501(c)(3), as such terms are used in Section 40-18-32(a)(ii) of the *Code of Alabama* (1975), as amended.

SECTION 4.1.7.4 The corporation shall be a strictly benevolent organization, as defined in Article XII, Section 229, Amend. 27 of the Alabama Constitution.

SECTION 4.1.7.5 The corporation shall be a united appeal fund described in Section 40-9-12(a) of the *Code of Alabama* (1975), as amended.

SECTION 4.1.8 The following restrictions shall apply to the corporation at any time the corporation is a private foundation under Code section 509:

SECTION 4.1.8.1 The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code section 4942.

SECTION 4.1.8.2 The corporation shall not engage in any act of self-dealing as such is defined in Code section 4941(d).

SECTION 4.1.8.3 The corporation shall not retain any excess business holdings as such are defined in Code section 4943(c).

SECTION 4.1.8.4 The corporation shall not make any investments in such manner as to subject it to tax under Code section 4944.

SECTION 4.1.8.5 The corporation shall not make any taxable expenditures, as such are defined in Code section 4945(d).

SECTION 4.2 Certain Prohibited Activities

Notwithstanding any other provision of these articles, the corporation shall not engage in any activities that are not permitted to be carried on by a corporation exempt from federal income tax under Code section 501(c)(3), or by a corporation contributions to which are deductible under Code section 170(c)(2).

Notwithstanding any other provision hereof, no part of the net earnings of the corporation shall inure to the benefit of or be distributed to its officers, directors, or any other 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 this Section. 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 any candidate for public office.

Notwithstanding any provision hereof, the corporation shall not have any authority or control over the internal affairs of any congregation of churches, including its member congregations. Moreover, the corporation shall not undertake to determine matters of doctrine, faith, or theology.

SECTION 5. QUALIFICATIONS OF MEMBERS

To become a member of the corporation, an organization must (a) be an organization described in section Code 501(c)(3), (b) must not be a private foundation as defined in Code section 509, (c) must be approved by the board of directors, and (d) must either be a congregation of a Lutheran church located within the State of Alabama ("Church") or an organization affiliated with such a Church through common cause, ministry, membership, or otherwise ("Church Affiliate"). Membership fees or dues shall be required to become or remain a member of the corporation in the discretion of the board of directors. If any member for any reason ceases to be described in clause (a), (b), or (d), that organization shall immediately and automatically cease to be a member and no further payments shall be made to that organization from the corporation.

SECTION 6. INITIAL MEMBERS

The initial members of the corporation shall be Christ the King Lutheran Church, Birmingham, Alabama and Shades Valley Lutheran Church, Birmingham, Alabama.

SECTION 7. MEMBERS

The governing body of each member shall vote or otherwise exercise the rights of each. In the absence of the appointment of a governing body with respect to any church that is a member, the church shall be represented in the matters as to which the member has a right or a vote by such person or persons as may be designated by the membership of such church. Moreover, the governing body of any member may designate any one or more persons, who may or may not be members of the governing body of that member, to represent that congregation in all matters as to which the member has a right or a vote.

SECTION 8. VOTING

Except as otherwise provided in the bylaws with respect to the election of directors, at any meetings of the members of the corporation, the members of record shall be entitled to one vote.

SECTION 9. DIRECTORS

SECTION 9.1 Initial Directors

The initial board of directors shall consist of four directors, and successor board of directors shall be composed of not less than three and no more than nineteen directors, as from time to time designated in the bylaws. The names and addresses of the persons who are to serve as the initial directors are as follows:

NAME

ADDRESS

Thomas I. Nelson

5237 Meadow Garden Lane
Birmingham, AL 35242

Jeff Branch

2567 Royal Way
Pelham, AL 35124

Carl Martin

1139 Lake Forest Circle
Birmingham, AL 35244

Blaine Minton

2032 King Charles Place
Alabaster, AL 35007

The initial directors shall serve as such for one year and for so long thereafter until their successors are duly elected by the members. Thereafter, the directors shall be appointed in the manner and for the terms provided in the bylaws.

SECTION 9.2 Removal

A director may be removed as provided in the bylaws. The board of directors may, immediately upon such removal, elect a successor to fill such removed director's unexpired term.

SECTION 10. MANAGEMENT

The business and affairs of the corporation shall be managed and conducted by the board of directors in accordance with the bylaws of the corporation.

SECTION 11. DISSOLUTION

Upon the dissolution of the corporation, and after payment of all its liabilities, all its remaining assets shall be distributed for one or more exempt purposes within the meaning of Code section 501(c)(3), or 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 disposed of shall be disposed of by the Circuit Court of Shelby County, Alabama, or the Circuit Court of the county in which the principal office of the corporation is then located if not in Shelby County, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECTION 12. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be 611 Riverchase Parkway West, Birmingham, Alabama 35244, and the initial registered agent at such address shall be Thomas I. Nelson.

SECTION 13. INCORPORATOR

The name and address of the incorporator is as follows:

NAME

ADDRESS

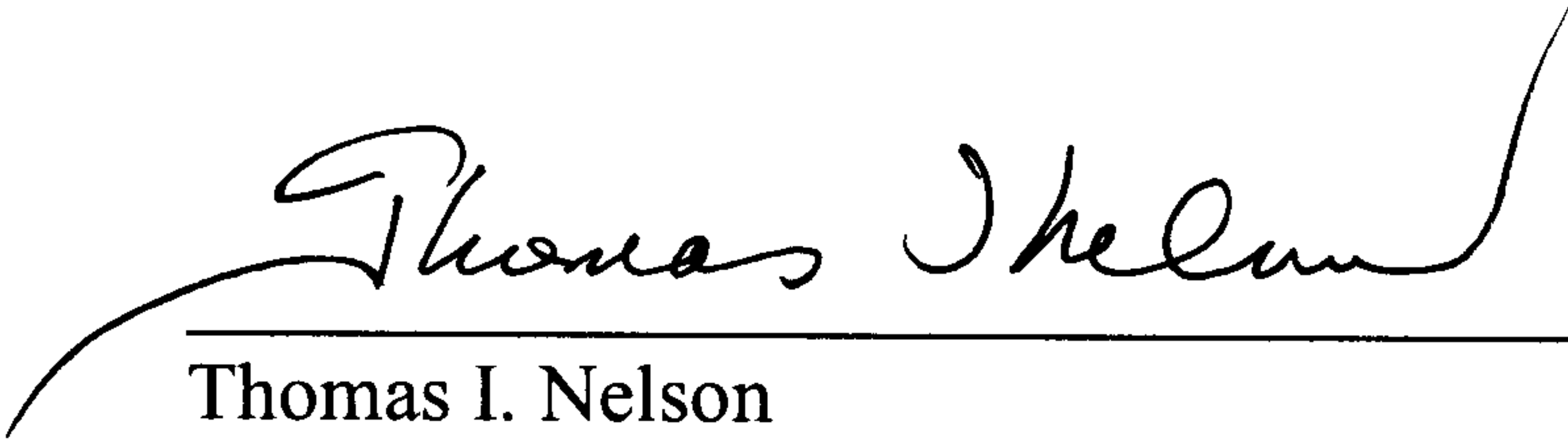
Thomas I. Nelson

5237 Meadow Garden Lane
Birmingham, AL 35242

SECTION 14. AMENDMENTS

In no event may any amendment to these articles be made that would authorize the board of directors to conduct the affairs of the corporation contrary to the provisions of Code section 501(c)(3), or that would adversely affect the corporation's qualification as an organization exempt from federal income tax under Code section 501(c)(3) and Code section 170(c)(1). The articles may be amended by majority vote of the entire board of directors, without consent or approval of the members.

IN WITNESS WHEREOF, I, the said incorporator, have hereunto set my hand on
this the 13th day of March, 2005.


Thomas I. Nelson
Incorporator

THIS INSTRUMENT PREPARED BY:

Blake A. Madison
TANNER & GUIN, LLC
Counselors at Law
Capitol Park Center
2711 University Boulevard (35401)
P. O. Box 3206
Tuscaloosa, Alabama 35403
Telephone: (205) 633-0200
Facsimile: (205) 633-0290
www.tannerguin.com

State of Alabama Shelby County

Certificate of Incorporation

Of

ALABAMA LUTHERAN UNITED APPEAL FUND, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of ALABAMA LUTHERAN UNITED APPEAL FUND, 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 ALABAMA LUTHERAN UNITED APPEAL FUND, INC, and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official
Seal on this the 24TH day of May
2005

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

