

**ARTICLES OF INCORPORATION OF**  
**A PLACE OF HOPE CHILDREN'S HOME**  
**AN ALABAMA NON-PROFIT CORPORATION**

**ARTICLE ONE**  
**NAME**

The name of the corporation is **A Place of Hope Children's Home**.

**ARTICLE TWO**  
**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE**  
**PURPOSE**

1. The purposes for which the corporation is organized and formed are and may hereafter, from time to time, be amended include, but are not limited to:

(a) To provide an orphanage and place of love, support, refuge and safe harbor, in the United States of America or abroad, for any and all children under the age of nineteen (19) years, regardless of race, religion, national origin, ethnicity, gender, physical/mental handicap, etc.

(b) To receive, hold, and disburse gifts, support, bequests, and funds arising from any and all sources, to the intended beneficiaries listed in sub-paragraph (a) above.

(c) To acquire, own, and maintain real estate, buildings, and other property real or

personal, incidental, necessary and/or proper to carry out said objects.

(d) To do any and all things necessary or incident to the accomplishment of such purposes as allowed under applicable local and federal laws of the United States or any country in which the corporation operates abroad.

(e) Generally, to have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Alabama or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; collect, hold and disburse or use monies; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this non-profit corporation.

#### **ARTICLE FOUR**

##### **POWERS**

1. The corporation shall have the power to receive, acquire, and hold title, in trust or otherwise, real and personal property, and to improve, encumber, lease, sell, convey, and dispose of all such properties.

2. The corporation shall have the power to receive, acquire, and hold title, in trust or otherwise, any and all monies and gifts received from all persons or entities, and to use and/or disburse those monies in accordance with the purpose(s) of the corporation not inconsistent with the laws of the State of Alabama or of the United States.

3. The corporation shall have the power to purchase, erect, maintain, lease and/or rent buildings and for the purposes associated with the corporation.



4. Any and all other powers not inconsistent with the federal, state and local laws available for non-profit charitable corporations.

**ARTICLE FIVE**  
**CHARITABLE STATUS**

1. The corporation's activities shall qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

4. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5. The corporation shall not make any investments in such manner as to subject it to

tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

6. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

7. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said regulations as they now exist or as they may hereafter be amended.

8. Upon the dissolution, abandonment, discontinuance, and/or ceasing of operations of the corporation, the Board of Directors/Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively to the United Methodist Church, pursuant to said *Discipline* of the United Methodist Church, and if it should not be in existence to any successor United Methodist organization, then to and for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt



organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law), as the Board of Directors/Trustees shall determine. Any residual of such assets not so disposed of shall be disposed of by the Circuit Court of Shelby County, Alabama, in which the principal office of the corporation is 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 SIX** **DIRECTORS**

1. There shall be seven (7) members of the initial Board of Directors/Trustees of such corporation and shall serve as provided in the by-laws. The names and addresses of the persons who are to serve as the initial Directors/Trustees of the corporation and the initial terms of office are as follows:

<u>Name</u>	<u>Address</u>	<u>Term of Office</u>
i. <b>Cynthia L. Poore</b>	3349 Afton Lane Birmingham, Alabama 35242	
ii. <b>James E. Poore</b>	3349 Afton Lane Birmingham, Alabama 35242	<b>2 years</b>
iii. <b>James Melton Barkley, Jr.</b>	220 Camellia Drive Chelsea, Alabama 35043	<b>3 years</b>
iv. <b>H.B. Lee, III.</b>	1019 Fairmont Circle Birmingham, Alabama 35242	<b>3 years</b>

v. <b>Barbara Harris</b>	6065 Eagle Point Circle Birmingham, Alabama 35242	<b>2 Years</b>
vi. <b>Dan Trotman, MD</b>	Simon-Williamson Clinic 833 Princeton Avenue S.W. Birmingham, Alabama 35211	<b>1 Year</b>
vii. <b>Juanita Williams</b>	1331 34 <sup>th</sup> Street Apartment 1 Birmingham, Alabama 35205	<b>1 Year</b>

**Cynthia L. Poore** shall serve as the initial **Executive Director and Chairperson** of such corporation and her term will continue in said capacity until either her resignation or such time as voted upon and changed in accordance with the by-laws by required vote.

2. Terms of office of subsequent Directors shall be elected or appointed and serve their respective term in accordance with the by-laws. A Director may serve unlimited consecutive terms. The initial Board of Directors shall continue to serve in this office until their successors are elected or appointed by the Board of Directors/Trustees.

## **ARTICLE SEVEN**

### **MEMBERS**

The corporation shall have no members other than the Board of Directors as indicated herein or as hereinafter elected in accordance with the by-laws.

## **ARTICLE EIGHT**

### **ELECTION OF DIRECTORS**

The directors are to be elected by the members of the Board of Directors at the



corporation's annual meeting. The date of the annual meeting and the procedure of such election shall be as stated in the by-laws of the corporation.

**ARTICLE NINE**  
**CHANGE IN THE NUMBER OF DIRECTORS**

A change in the number of Directors may be made in accordance with the by-laws and as voted upon by the existing Board of Directors.

**ARTICLE TEN**

**BY-LAWS**

The Board of Directors shall have the authority to establish by-laws for the operation and government of the corporation, which said by-laws may be amended from time to time by the Board of Directors.

**ARTICLE ELEVEN**  
**VOTING**

Unless otherwise specified in these articles of corporation, or in the by-laws of the corporation, all issues whether before the Board of Directors shall be decided by a simple majority vote. Initially, and until such time as amended, the following persons shall have the initial voting rights: **Cynthia L. Poore, James E. Poore, James Melton Barkley, Jr., H.B. Lee, III., Barbara Harris, Dan Trotman, MD and Juanita Williams.**

**ARTICLE TWELVE**  
**REGISTERED OFFICE AND AGENT**

The address of the initial registered office is **3349 Afton Lane, Birmingham, Alabama 35242.**

The name of the initial Registered Agent at such office is **Cynthia L. Poore**.

**ARTICLE THIRTEEN**  
**INCORPORATOR**

The name and address of each of the incorporators is:

<u>NAME</u>	<u>ADDRESS</u>
<b>Cynthia L. Poore</b>	3349 Afton Lane Birmingham, Alabama 35242

**ARTICLE FOURTEEN**  
**GENERAL PROVISIONS**

1. In addition to the powers and duties granted to this corporation, the corporation assumes for itself all the rights, powers, and privileges and immunities which are now, and which may be during the existence thereof, be conferred by law upon this corporation with a similar character.

2. Notwithstanding the above, however, at no time shall any of the amendments, by-laws, or regulations of this corporation be prohibited by or in conflict with the non-profit corporate laws of the State of Alabama.

**IN WITNESS WHEREOF**, I, the said Incorporator, have hereunto set my hand and seal on this the 10<sup>th</sup> day of October, 2005.

Cynthia L. Poore (L.S.)  
**CYNTHIA L. POORE**



STATE OF ALABAMA )

SHELBY COUNTY )

I, Linda Gail Ashe, a Notary Public in and for said County and State, hereby certify that the above Incorporator, **CYNTHIA L. POORE** appeared before me on the 10<sup>th</sup> day of October, 2005, and on oath, stated that the matters contained in said certificate are true.

WITNESS my hand and seal, this the 10<sup>th</sup> day of October, 2005.

Linda Gail Ashe  
NOTARY PUBLIC

Commission Expires: 06/23/06.

**THIS INSTRUMENT PREPARED BY:**

**LAW OFFICES OF  
STEVEN F. LONG, P.C.  
2163 Pelham Parkway  
Suite 220  
Pelham, Alabama 35124  
(205) 987-8484**

# State of Alabama Shelby County

## Certificate of Incorporation Of **A Place of Hope Children's Home**

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The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of A Place of Hope Children's Home, Incorporated, 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 A Place of Hope Children's Home, Incorporated, is hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on  
this the 10<sup>th</sup> day of October 2005.

*Patricia Yeager Fuhrmeister*

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Patricia Yeager Fuhrmeister  
Judge of Probate

