

ARTICLES OF INCORPORATION
OF
"P.R.A.I.S.E.", INCORPORATED

(Promoting Responsibility, Awareness, Integrity, Service and Education, Inc.)

A NON-PROFIT CORPORATION

TO THE HONORABLE JUDGE OF PROBATE IN AND FOR
SHELBY COUNTY, ALABAMA

The undersigned, desiring to organize a not-for profit corporation pursuant to the provisions of the Alabama Nonprofit Corporation Act, under Chapter 3A, Title 10, Code of Alabama, 1975, as amended, does hereby make, sign, file and adopt these Articles of Incorporation as follows:

ARTICLE I
NAME

The name of this non-profit corporation is Promoting Responsibility, Awareness, Integrity, Service and Education, Incorporated, (also known in short name version as "P.R.A.I.S.E.", Inc.)

ARTICLE II
DURATION

The period for the duration of this non-profit corporation is perpetual.

ARTICLE III
PURPOSES

This non-profit corporation has been organized for the following purposes:

(A). To engage in charitable, educational, cultural and civic activities within the meaning of Section 501(c)(3) of the Internal Revenue Code, and not for the purpose of engaging in a regular business of a kind ordinarily carried on for profit, and in this connection to engage in, but not be limited to, the following activities:

(i). To promote and support programs fostering character development primarily in youth, by focusing on children and teens that may be underprivileged in any aspect and those that need attention and education in this area. A goal is to lessen future burdens on society by combating juvenile delinquency, drug and alcohol abuse, unwanted pregnancy, and to build positive social skills so that youth can grow into adulthood making a positive influence on society.

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(ii). To work in conjunction with existing character development organizations (for example, Camp Fire USA, Better Basics, Character Counts, and Ethics Resource Center) and various educational character programs to assist in implementing positive character education in the schools and community.

(iii). To encourage and promote volunteerism within existing character development programs and to participate in fund raising activities for the purpose of funding character development and education programs.

ARTICLE IV
MEMBERS

The members of this non-profit corporation shall be all the members of the Board of Directors of "P.R.A.I.S.E.", Inc., and those members as such shall have the voting rights of this corporation. Each member shall be entitled to one (1) vote.

ARTICLE V
REGISTERED OFFICE
AND
REGISTERED AGENT

The location and street address of the registered office of this non-profit corporation is 3000 Arbor Bend, Hoover, (Shelby County), Alabama 35244, and the name of the registered agent at such address is Jessica D. Headley. In accordance with the requirements of the Alabama Non-Profit Corporation Act, the registered office and registered agent of this non-profit corporation may be changed by resolution of the Board of Directors, duly filed with the Judge of Probate of the County in which the principal office is established.

ARTICLE VI
DIRECTORS

The initial Board of Directors of this non-profit corporation will number three (3) and their names and addresses are as follows:

Jessica D. Headley
3000 Arbor Bend
Hoover, AL. 35244

Mary L. Headley
3000 Arbor Bend
Hoover, AL. 35244

William A. Headley
3000 Arbor Bend
Hoover, AL. 35244

The affairs of the corporation shall be managed by the Board of Directors. The number of directors may be changed by amendment to the By-Laws of the corporation and the terms of office of the Board of Directors may be set and changed by amendment to the By-Laws.

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ARTICLE VII
INCORPORATOR

The name and address of the incorporator of this non-profit corporation is as follows:
Jessica D. Headley, 3000 Arbor Bend, Hoover, AL. 35244.

ARTICLE VIII
BY-LAWS

The initial by-laws of this non-profit corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or any portion thereof or to adopt new By-Laws shall be vested in the Board of Directors and shall be exercised in such manner as shall be set forth in the By-Laws.

ARTICLE IX
POWERS

This non-profit corporation shall have all of the general powers allowed to non-profit corporations under Section 10-3A-20, Code of Alabama, 1975, as amended.

ARTICLE X
NON-PROFIT
ACTIVITY

Notwithstanding any other provision of these Articles, no part of the net earnings of this non-profit corporation shall inure to the benefit of, or be distributable to its directors, 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 III hereof. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code as it may be amended from time to time.

ARTICLE XI
DISTRIBUTION
ON DISSOLUTION

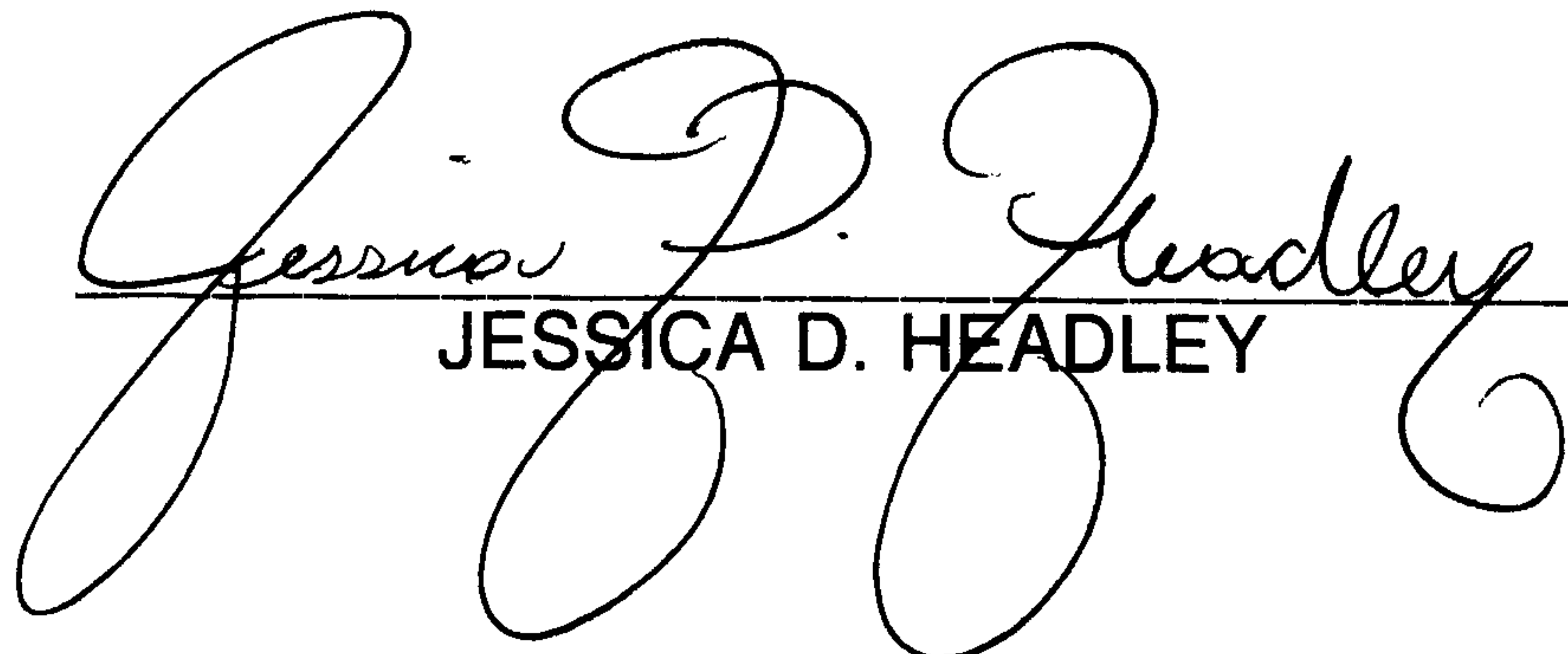
Upon the dissolution of this non-profit corporation, the Board of Directors shall after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of this corporation by transfer to such organizations organized and operated exclusively for charitable, educational, cultural or civic purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by the Circuit Court of Shelby County, Alabama, exclusively for such charitable purposes or to such organization or organizations, which are organized and operated exclusively for such charitable purposes, as said Court shall determine.

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ARTICLE XII
AMENDMENT

Amendments to these Articles of Incorporation for this non-profit corporation shall be adopted at a meeting of the Board of Directors upon receiving the vote of a majority of the Directors in office.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto subscribed her signature to these Articles of Incorporation of "P.R.A.I.S.E.", Incorporated this 15 day of October, 2005.


JESSICA D. HEADLEY

STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me the undersigned, a Notary Public in and for said County and State, personally appeared JESSICA D. HEADLEY, whose name is signed to the foregoing Articles of Incorporation and who acknowledged before me that she has read the foregoing Articles of Incorporation and that the facts stated therein are true and correct.

Given under my Hand and Seal this the 15th day of October, 2005.

SEAL


NOTARY PUBLIC

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Sep 18, 2007
BONDED THRU NOTARY PUBLIC UNDERWRITERS

State of Alabama Shelby County

Certificate of Incorporation

Of P R A I S E, Incorporated

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of P R A I S E 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 P R A I S E Incorporated, is hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the **21st day** of October 2005.

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

