

**ARTICLES OF INCORPORATION
OF
ALABAMA CHAPTER #1 NINTH AND TENTH (HORSE) CAVALRY
ASSOCIATION "BUFFALO SOLDIERS", INC.
(An Alabama Non-Profit Corporation)**

STATE OF ALABAMA)

SHELBY COUNTY)

For the purpose of forming a non-profit corporation under the laws of the State of Alabama, and pursuant to the provisions of Section 10-3A-1, et. seq., of the 1975 Code of Alabama, the undersigned hereby adopts the following Articles of Incorporation and certifies the following:

Article I - Name The name of this Corporation is Alabama Chapter #1 Ninth and Tenth (Horse) Cavalry Association "Buffalo Soldiers", Inc.

Article II - Longevity The Corporation shall have perpetual existence.

Article III - Purpose (a) The Corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), including, without limiting the generality of the foregoing, the following specific purposes:

(1) to provide events intended to educate the public about and to promote and perpetuate the military history, the traditions, and knowledge about the outstanding contributions of the Ninth, Tenth, Twenty-Seventh and Twenty-Eighth Cavalry Regiments, and the Twenty-Fourth and Twenty-Fifth Infantry Regiments; toward the culture, development, and defense of the United States of America;

(2) to raise funds to support these efforts and for the design, location and construction of an appropriate memorial commemorating and memorializing all who served in the above-named military units; and

(3) to stimulate the public sentiment to these ends.

All funds, whether income or principal, and whether acquired by gift, contributions, or otherwise, shall be devoted to the support of and contribution to these purposes.

(b) The Corporation is not for profit. The Corporation, in its activities, shall be nonpartisan, nonsectional, and nonsectarian. It shall not, by resolution or otherwise, be committed to the support or endorsement of any candidate for public office or any cause related thereto.

Article IV - Members The members in this Corporation are defined in the bylaws. The Corporation does not contemplate the making of any pecuniary gain or profit to or for its members.

Article V - Location The street address of the initial registered office of the Corporation is 1053 Greystone Cove Drive, Birmingham, Alabama 35242. The name of the registered agent of the corporation at that address is Eligah D. Clark.

Article VI - Board of Directors (a) The government of the Corporation shall be vested in a Board of Directors, who shall be members of the Corporation, and such officers and committees as the Board of Directors may appoint in conformity with these Articles and with the Bylaws of the Corporation. The Board of Directors shall consist of no less than five (5) nor more than nine (9) members who shall be nominated and elected in the manner prescribed in the Bylaws.

(b) The initial Directors of the Corporation are:

Isaac L. Prentice - 138 Canter Way - Alabaster, Alabama 35007;

Warren S. Burke - P. O. Box 428 - Eutaw, Alabama 35462;

Margo L. Prentice - 138 Canter Way - Alabaster, Alabama 35007;

Eligah D. Clark - 1053 Greystone Cove Drive - Birmingham, Alabama 35242; and

James Welch - 14993 Gainsville Road - Fosters, Alabama 35463.

(3) The officers shall be a president, one or more vice presidents, a secretary and a treasurer.

Article VII - Incorporator The name and address of the incorporator shall be as follows:

Eligah D. Clark

1053 Greystone Cove Drive

Birmingham, AL 35242

Article VIII - Property The Corporation may acquire, take by gift, purchase, devise or bequest, real and personal property, and may lease, mortgage and dispose of real and personal property, including the right to take, hold and dispose of shares of stock in other companies.

Article IX - Dissolution The Corporation may be dissolved under the provisions of the Bylaws, by act of the legislature of the State of Alabama, or by operation of law. Upon dissolution of the Corporation, and after the payment, or provision for the payment, of all liabilities of the Corporation, all the assets of the Corporation shall be transferred and conveyed to an organization operated exclusively for charitable, educational, religious or scientific purposes qualifying as an exempt organization under Section 501(c)(3) and

170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of future United States Internal Revenue law), designated by the Board of Directors.

Article X - Meetings The meetings of the members of the Corporation and of the Board of Directors shall be held on the dates prescribed in the Bylaws, the hour and place to be set by the Board of Directors.

Article XI - Amendments (Bylaws) The Board of Directors of the Corporation shall adopt, amend, or repeal Bylaws by a vote of two-thirds of the Board.

Article XII - Amendments (Articles of Incorporation) These Articles of Incorporation may be amended by a vote of a majority of the members of the corporation in attendance at any regular meeting or at any meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting at which they are to be considered.

Article XIII - Liability The private property of the Directors of this Corporation and of the members of this Corporation shall not be liable for the debts of this corporation, but shall be wholly exempt.

Article XIV - Powers The foregoing enumeration of specific powers shall be held not to limit or restrict the powers of this Corporation, as may be permitted by the laws of the State of Alabama, but it shall have no other powers either implied or as expressly granted by law, to the corporations formed under General Non-Profit Corporation Laws of the State of Alabama (Section 10-3A-1, et. seq., 1975 Code of Alabama), inconsistent with the specific and general purposes for which it has been formed, as set forth hereinabove.



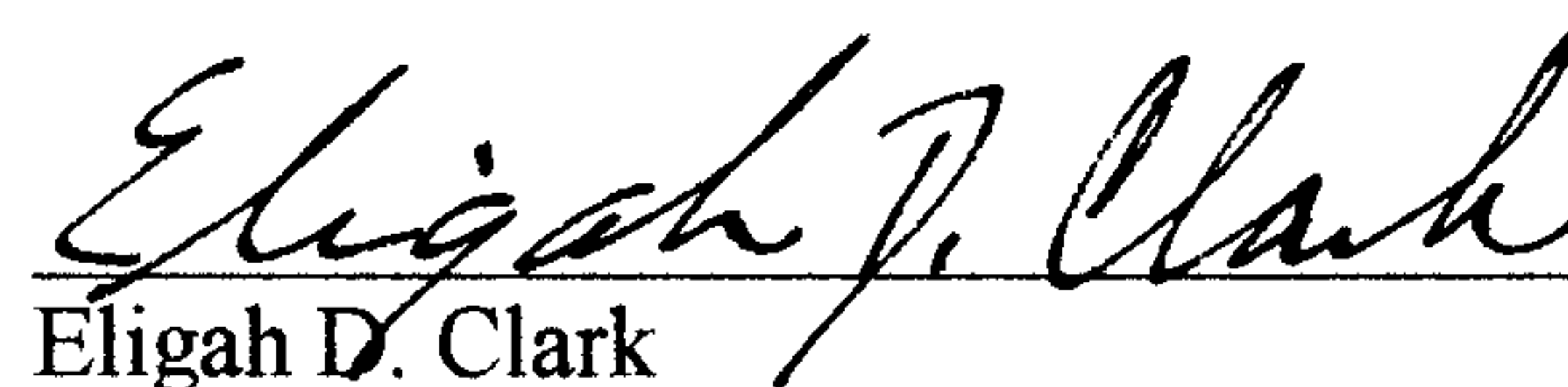
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Article XV - Officers The officers of the Corporation for the first year, or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>TITLE</u>
Isaac L. Prentice	President
Warren S. Burke	First Vice President
Margo L. Prentice	Second Vice President
Eligah D. Clark	Secretary
James Welch	Treasurer

Article XVI - Prohibited Activities No part of the net earnings of the 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 herein. 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 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 of 1986 (or the corresponding provisions of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

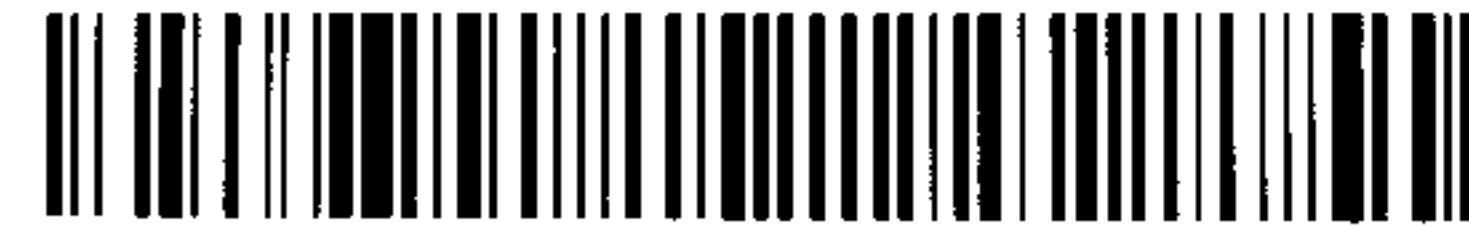
IN WITNESS WHEREOF, the undersigned Incorporator has hereunto
subscribed his name to these Articles of Incorporation on this the 20th day of
March, 2008.



Eligah D. Clark
Incorporator



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State of Alabama Shelby County

Certificate of Incorporation

Of ALABAMA CHAPTER #1 NINTH AND TENTH (HORSE) CAVALRY ASSOCIATION "BUFFALO SOLDIERS", INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of ALABAMA CHAPTER #1 NINTH AND TENTH (HORSE) CAVALRY ASSOCIATION "BUFFALO SOLDIERS", INC., 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 him by law, hereby issues this Certificate of Incorporation of ALABAMA CHAPTER #1 NINTH AND TENTH (HORSE) CAVALRY ASSOCIATION "BUFFALO SOLDIERS", INC., and attaches hereto a duplicate original of the Articles of Incorporation.



Given under my hand and Official Seal on
this the 20TH day of MARCH 2008.

James W. Fuhrmeister

CCB