

CERTIFICATE OF FORMATION
OF
CHARACTER IN MOTION FOUNDATION, INC.
A NONPROFIT CORPORATION

ARTICLES OF INCORPORATION

For the purpose of forming a nonprofit corporation pursuant to Chapter 3 and Chapter 1 (to the extent the provisions thereof are applicable to nonprofit corporations) of the Alabama Business and Nonprofit Entities Code and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Entities Code"), the undersigned does hereby sign and adopt these Articles of Incorporation as and for the certificate of formation pursuant to the Entities Code, and, upon the filing for record of these Articles of Incorporation in the Office of the Judge of Probate of Shelby County, Alabama the existence of a corporation (hereinafter referred to as the "Corporation"), under the name set forth in Article 1 hereof, shall commence.

ARTICLE I

Name

The name of the corporation is: **CHARACTER IN MOTION FOUNDATION, INC.**

Article II

Type of Entity

The type of entity being formed under the Entities Code is a nonprofit corporation.

Article III

Term and Dissolution

The term of the corporation is unlimited and perpetual. In the event of dissolution, the Board of Directors 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 to any organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under and within the meaning of § 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine, or to the Federal Government, or to the state or local government, for a public

purpose and that any such assets not so disposed of be disposed of by a court of competent jurisdiction of the county where the principal office of the corporation is then located. Among other methods and reasons for dissolution, the Board of Directors may, by two-thirds vote, cease corporate activities and dissolve the corporation in accordance herewith.

ARTICLE IV **Purposes, Objectives and Powers**

1. The corporation is organized exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) and its specific purpose or purposes are as follows:

(a) To collect and distribute funds from corporations, individuals, government entities, other foundations, trusts and any entity disbursing such funds to charitable organizations organized in accordance with the purposes of this charitable and educational corporation.

(b) To strengthen America by providing \$10,000 scholarships to students seeking higher education;

(c) To encourage college bound students to develop strong moral character and leadership skills through consistent coaching during the scholarship application process. A student's rank in the application process increases by demonstration of a strong work ethic, accepting leadership roles, and giving back to the community through service groups;

2. Additionally, the purposes of the corporation are to receive and administer funds for the aforesaid purpose or purposes and for no other purpose, and to that end, to take and hold by contract, agreement, devise, bequest, gift, purchase, lease, either absolutely or in trust, for such objects and without limitations as to the amount or value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property, and to deal with such property for any of the aforementioned purposes, without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, and to exercise any, all and every power for which a non-profit corporation organized under the provisions of the Alabama Non-Profit Corporation Act, all for the public welfare which can be authorized to exercise, but not any other power.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 this Article IV. 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 or against any candidate for public office.

Notwithstanding any of the provisions of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law, or, (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or any other corresponding provision of any future United States Internal Revenue law.



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ARTICLE V
Registered Office and Registered Agent

The location of the initial registered office of the corporation is in the County of Shelby, State of Alabama. The address of the registered office in Alabama is: 2708 Stonehaven Place; Birmingham, Alabama 35242. The name of its registered agent at said address is: John C. Wright.

ARTICLE VI
Nonstock Publicly Supported Entity

The corporation is organized on a non-stock basis. Said corporation is to be financed by contributions to it of funds and property absolutely or in trust.

ARTICLE VII
Membership Status

The corporation shall have no members.

ARTICLE VIII
Incorporator

The name and address of the incorporator is as follows:

Name:	Address:
John C. Wright	2708 Stonehaven Place Birmingham, Alabama 35242

ARTICLE IX
Directors

1. The names and addresses of the initial Board of Directors of the corporation for the first year and until their respective successors are elected and qualified are as follows:

Name:	Address:
Jeffrey D. Hooker	5420 Hickory Ridge Drive Birmingham, Alabama 35242
John C. Wright	2708 Stonehaven Place Birmingham, Alabama 35242
Cathy L. Cothren	145 Highland Crest Parkway Hoover, Alabama 35226

The initial Board of Directors shall be those persons named in paragraph 1 above. The directors shall serve for one (1) year until the first annual meeting of the directors of the corporation. At that time

election of directors shall be by the official Board of Directors requiring a two-thirds (2/3) vote of the directors for the election of any person as a director of the corporation. The number of directors shall be not less than three (3), with a maximum number as may be determined from time to time by the By-laws of the corporation and any amendment thereto. Each director shall serve for three (3) years, and by action of the Board of Directors during any given year, the two-thirds (2/3) vote of the then directors shall elect those persons to serve as director and the number of persons to so serve.

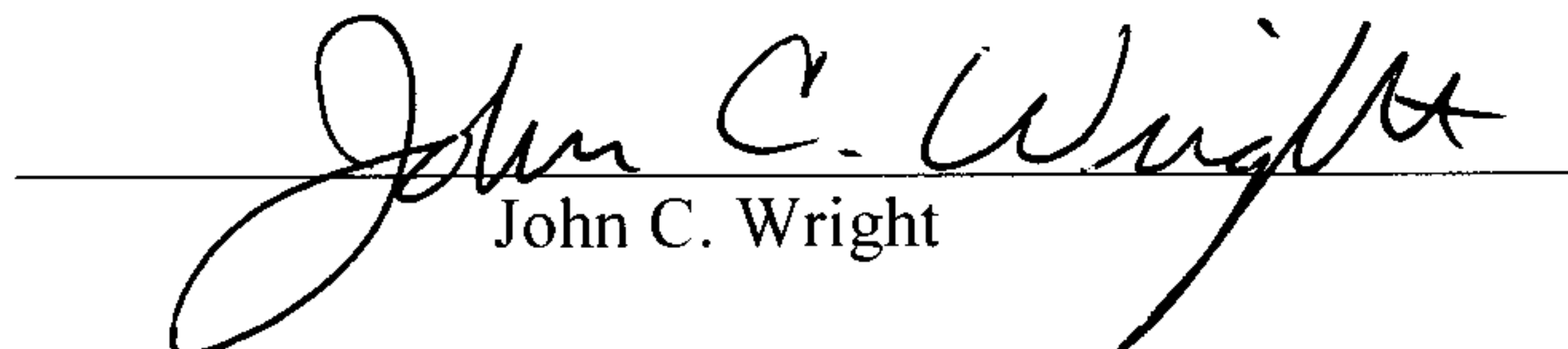
ARTICLE X


Officers

The names of the officers of the corporation chosen for the first year and until their respective successors are elected and qualified are as follows:

Name:	Office:
John C. Wright	Chairman
Jeffrey D. Hooker	Vice-Chairman
Cathy L. Cothren	Secretary-Treasurer

IN WITNESS WHEREOF, the incorporator has hereunto signed these Articles of Incorporation, on this the 21 day of April, 2011.


John C. Wright


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STATE OF ALABAMA)
COUNTY OF SHELBY)


I, Cathy L. Cothren, a Notary Public in and for said County and State, hereby certify John C. Wright, whose name as incorporator of CHARACTER IN MOTION FOUNDATION, INC., a nonprofit corporation, is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day, that being informed of the contents of the Articles of Incorporation, he, as such incorporator and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 21 day of April, 2011.

Cathy L. Cothren
NOTARY PUBLIC

My Commission Expires: April 14, 2013

THIS INSTRUMENT PREPARED BY:
ROBERT A. "TONY" COTHREN, ESQUIRE
P.O. Box 361686
Birmingham, AL 35236-1686
(205) 979-8818
tonycothren@bellsouth.net


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State of Alabama
Shelby County

Certificate of Corporation

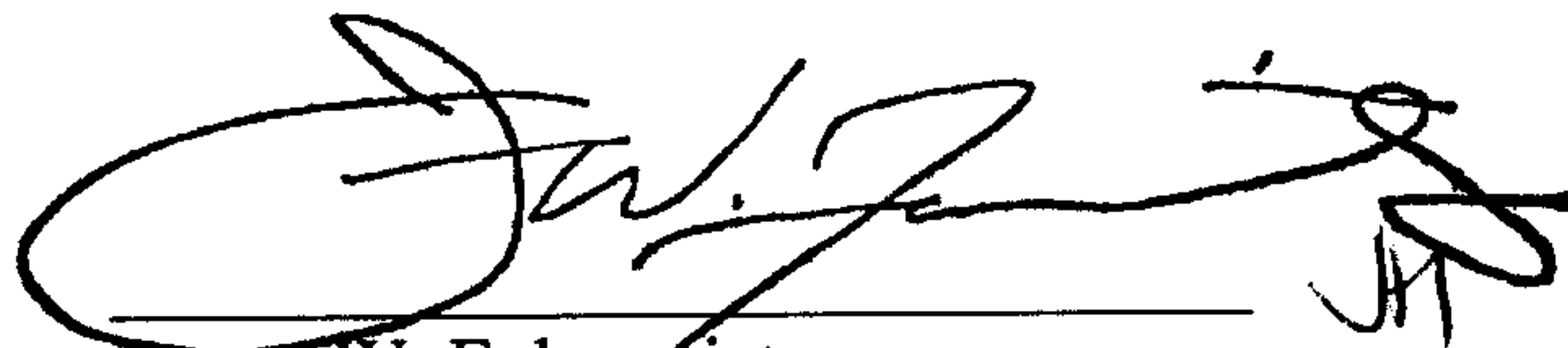
Of

CHARACTER IN MOTION FOUNDATION INC


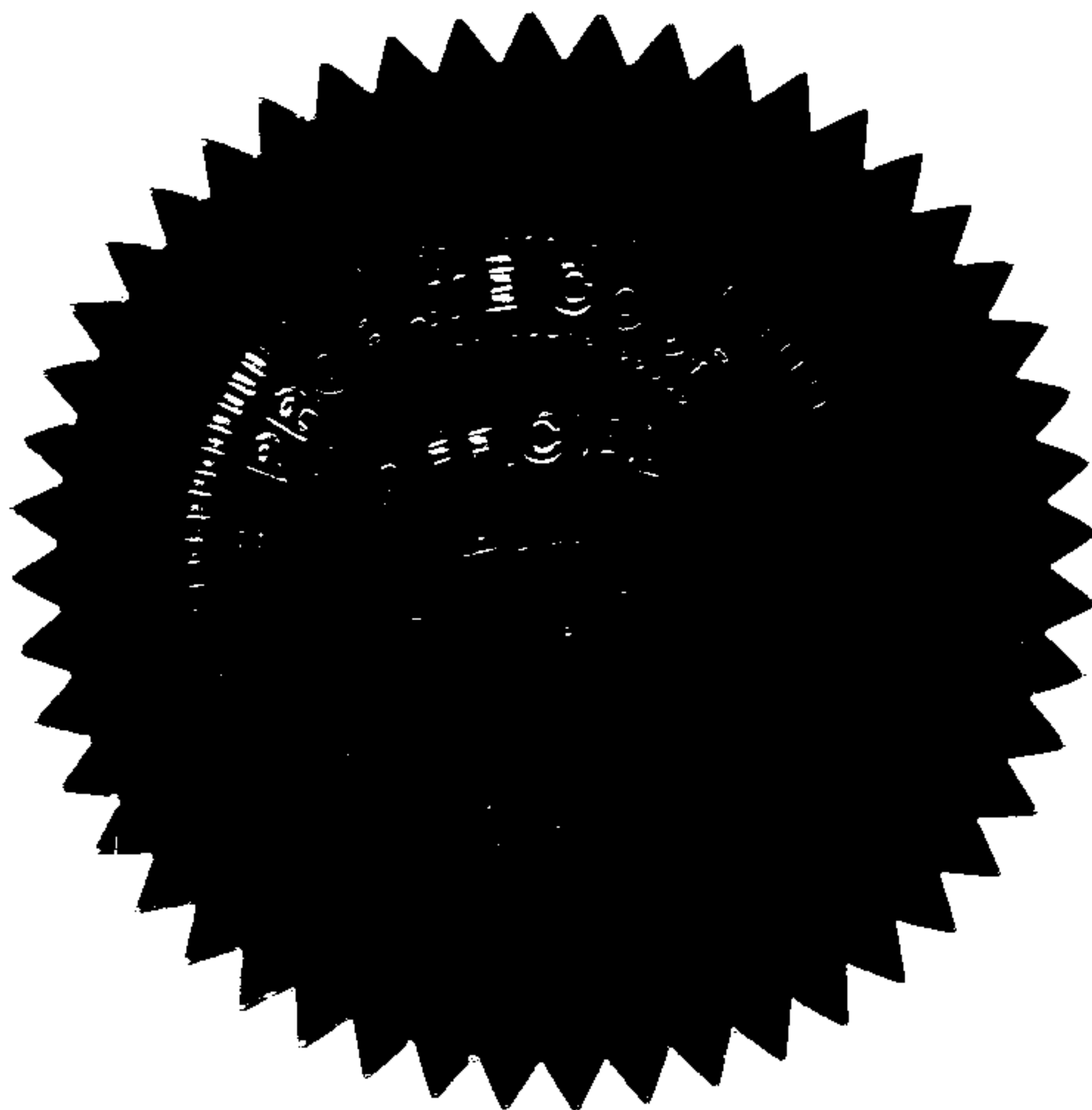
The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **CHARACTER IN MOTION FOUNDATION INC** duly signed and verified pursuant to the provisions of Section Non Profit of the Alabama Business Corporation Act, 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 him by law, hereby issues this Certificate of Incorporation of **CHARACTER IN MOTION FOUNDATION INC** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 22nd day of April, 2011



James W. Fuhrmeister
Judge of Probate



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