

**ARTICLES OF INCORPORATION  
OF  
Abortion Recovery Alabama**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not-for-profit corporation pursuant to the laws of the State of Alabama do hereby state the Articles of Incorporation of Abortion Recovery Alabama of Alabaster, Alabama and adopt the following Articles of Incorporation, and agree and certify as follows:

**ARTICLE I**

**NAME**

The name of this Corporation shall be  
Abortion Recovery Alabama

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence on the filing of these Articles of Incorporation and shall have perpetual existence unless dissolved according to law.

**ARTICLE III**

**PURPOSES AND GENERAL POWERS**

- (1) The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all the powers enumerated in the Alabama Non-Profit Corporation Act as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

- (2) The Corporation is organized exclusively for charitable, religious, educational, and social welfare purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The Corporation's primary purpose is the operation of a recovery center, with the purpose to do the following:

Develop and administer peer counseling and guidance programs to assist women and their families in confronting and dealing with the emotional and social problems associated with and/or arising after abortion.

- (3) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other Alabama Non-Profit Corporation Active persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision 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).

## ARTICLE IV

### MEMBERSHIP

The members of this not-for-profit corporation shall be qualified and admitted as set forth in the Bylaws of this Corporation.

## ARTICLE V

### REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 1225 Willow Creek Place, Alabaster, AL 35007, and the registered agent of the Corporation at that address shall be Cynthia Harless. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

## ARTICLE VI

### BOARD OF DIRECTORS

This Corporation shall have three directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws. The names and street addresses of the directors of this Corporation are the following:

Cynthia Harless, 1225 Willow Creek Place, Alabaster, Alabama 35007  
Jobie Lynn Brasher, 231 Adams Rd., Leeds, Alabama, 35094  
Heather Hanson Payne, 166 Pin Oak Dr., Chelsea, Alabama, 35043

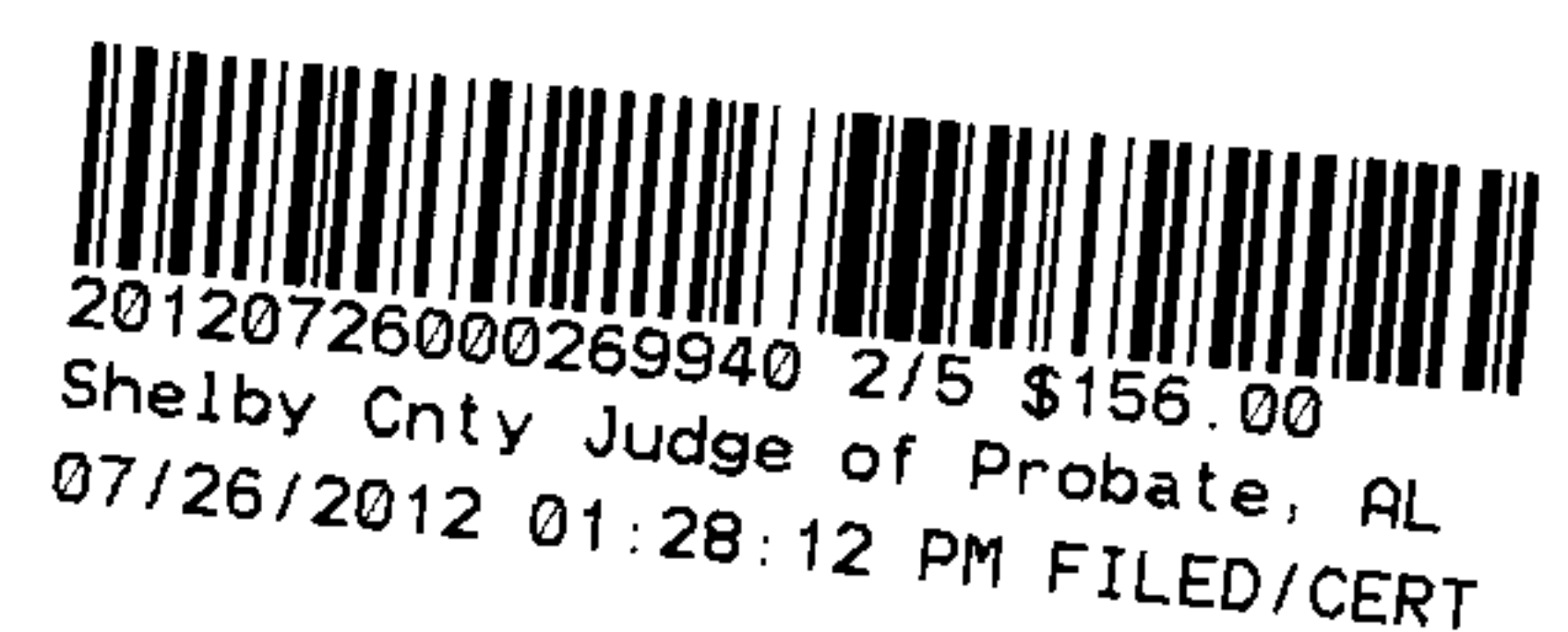
Directors may be removed without cause.

## ARTICLE VII

### INCORPORATORS

The names and street addresses of the persons signing these Articles as incorporators are the following:

Cynthia Harless, 1225 Willow Creek Place, Alabaster, Alabama 35007  
Jobie Lynn Brasher, 231 Adams Rd., Leeds, Alabama, 35094  
Heather Hanson Payne, 166 Pin Oak Dr., Chelsea, Alabama, 35043





## ARTICLE VIII

### BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend, or repeal the Bylaws shall be vested in the Board of Directors.

## ARTICLE IX

### INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees, and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees, and agents in their capacity as such, except for willful misconduct or gross negligence.

## ARTICLE X

### AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the directors is subject to this reservation.

## ARTICLE XI

### DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or county in which the principal office of the corporation is then 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 XII

### HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said heading or captions.

IN WITNESS WHEREOF, the undersigned, being the Directors of the Corporation, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Alabama to do business both within and without the State of Alabama, hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 26 day of July, 20 12.

(Signatures of incorporators)

Cynthia Hules

Jobie Lynn Brasher

Heather Hanson Payne

STATE OF Alabama

COUNTY OF Jefferson

Before me, the undersigned notary public authorized to take acknowledgments in the state and county set forth above, personally appeared and known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county

Aforesaid, this 26 day of July, 20 12.

(NOTARY SEAL)

Shirley Hay  
Notary Public

My commission expires MY COMMISSION EXPIRES APRIL 26, 2016

Prepared by:

John F. McDuff, Attorney  
237 Caliente Dr.  
Birmingham, AL  
35226  
205-451-8747

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Beth Chapman  
Secretary of State

P. O. Box 5616  
Montgomery, AL 36103-5616

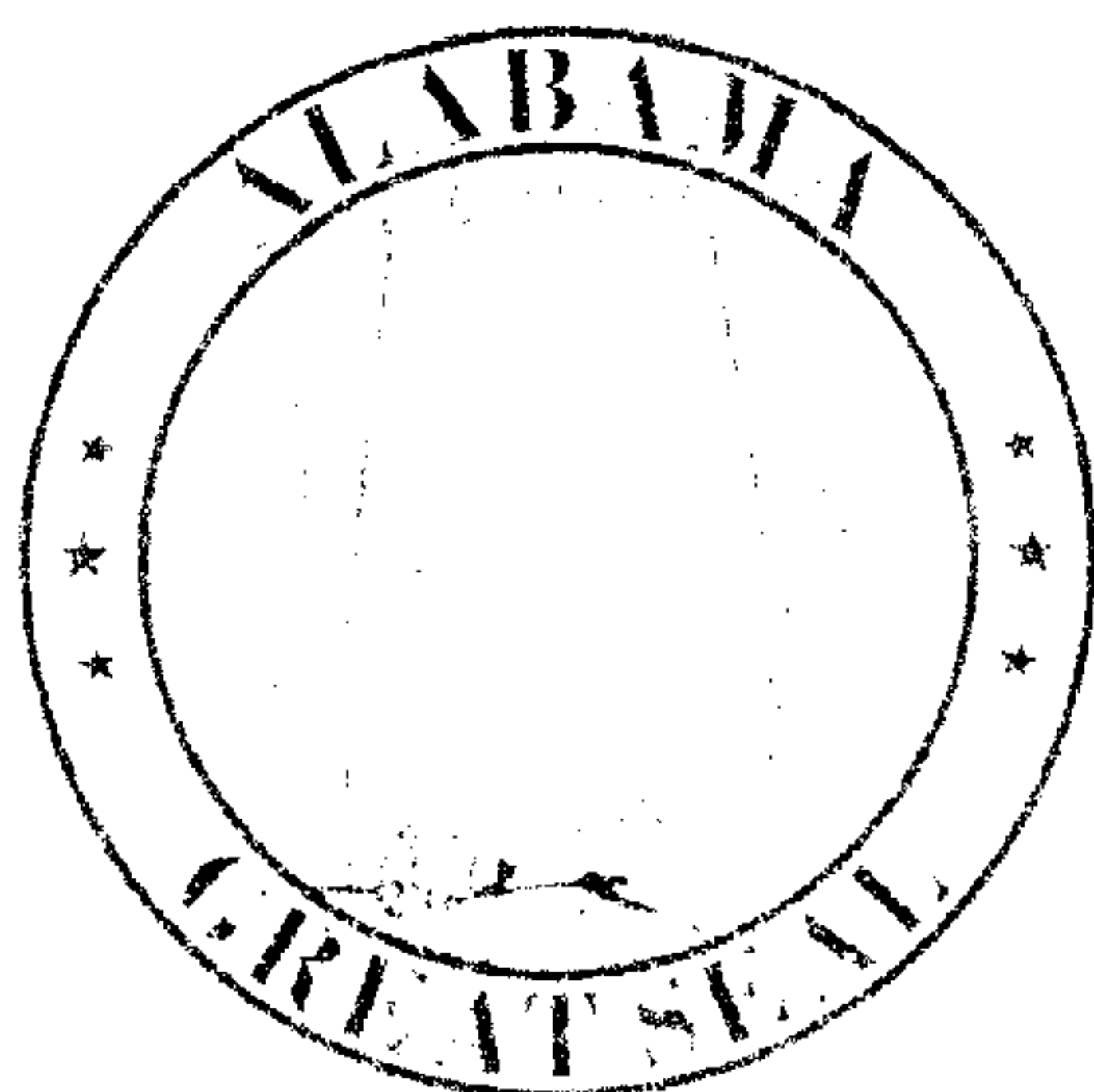
# STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*  
1975, and upon an examination of the entity records on file in this office, the  
following entity name is reserved as available:

**Abortion Recovery Alabama**

This domestic nonprofit corporation is proposed to be formed in Alabama and is  
for the exclusive use of Abortion Recovery Alabama, 1225 Willow Creek Place,  
Alabaster, AL 35007 for a period of one hundred twenty days beginning June 25,  
2012 and expiring October 23, 2012.



**In Testimony Whereof, I have hereunto set my  
hand and affixed the Great Seal of the State, at the  
Capitol, in the city of Montgomery, on this day.**

June 25, 2012

Date

*Beth Chapman*

605-977

Beth Chapman

Secretary of State

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