

STATE OF ALABAMA

SHELBY COUNTY

**ARTICLES OF AMENDMENT
TO THE
CERTIFICATE OF FORMATION
AND
ARTICLES OF INCORPORATION
OF
FATBACK COLLECTIVE CHARITABLE FOUNDATION**

Pursuant to the provisions of Sections 10A-1-3.13, 10A-3-4.01 and 10A-3-4.02 of the Alabama Business and Nonprofit Entity Code, Code of Alabama, 1994, as amended (the "Alabama Code"), the undersigned Corporation adopts the following Articles of Amendment to the Certificate of Formation and Articles of Incorporation of Fatback Collective Charitable Foundation, an Alabama nonprofit corporation (the "Corporation"):

FIRST

The name of the Corporation is **FATBACK COLLECTIVE CHARITABLE FOUNDATION**.

SECOND

The Certificate of Formation and Articles of Incorporation (the "Articles of Incorporation") of the Corporation were recorded in the office of the Judge of Probate of Shelby County, Alabama on January 9, 2014, Instrument Number 20140109000008960.

THIRD

The Corporation has no members. In accordance with the provisions of Section 10A-3-4.01 of the Alabama Code, the Board of Directors of the Corporation on May 31, 2016, approved and adopted a resolution to amend the Articles of Incorporation to modify and expand the purposes of the Corporation.

FOURTH

Pursuant to the resolution of the Board of Directors, the Articles of Incorporation are amended as follows:

(a) ARTICLE III, PURPOSE, is stricken in its entirety and the following substituted in lieu thereof:

“ARTICLE III PURPOSE

The objects and purposes for which the Corporation is organized are to operate exclusively for charitable, scientific, literary and educational purposes, including the promotion of social welfare, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision thereto Code, and any and all lawful acts for which nonprofit corporations may be incorporated under the Alabama Nonprofit Corporation Law, including, any and all of the things hereafter set forth, namely:

(a) To increase awareness regarding agricultural and farming issues, and to provide resources and support to farmers and farming activities in rural regions and marginalized communities in the State of Alabama and throughout the United States of America.

(b) To stimulate agricultural commerce and generally improve the conditions of the agricultural industry in rural regions and marginalized communities in the State of Alabama and throughout the United States of America.

(c) To identify, and invest in opportunities that will uplift and enhance farming activities in rural and marginalized communities in the United States of America in order to facilitate farmers ability to access and compete in new markets and local and regional food systems can be developed and sustained because of a strengthened relationship between producers / suppliers and buyers / restaurants / retailers.

(d) To enable participants in the above-described commerce and industry to overcome substantial economic, social and other barriers to relevant markets by providing low-cost facilities, services, research and training more efficient and accessible than, and superior in quality to, that otherwise available;

(e) To invest funding, in-kind support, and intellectual capital into other nonprofits, community-based organizations, social enterprises, and private businesses with a clearly defined social mission and impact designed to enhance farming activities in rural and marginalized communities in the State of Alabama and throughout the United States of America.

(f) To operate as a vehicle for partnering with and funding organizations and businesses that demonstrate market-based potential or goals, but require seed funding to enter new markets or as bridge loan financing that allows such organizations to operate during a start-up period, and in connection therewith, value pursue and/or provide funding that can act as a "catalyst" and/or "incubator" and/or

"social impact investment" that specifically achieves the purposes set forth in subparagraphs (a) - (e) above.

(g) To receive and administer funds exclusively for charitable, scientific, literary and educational purposes, all for the public welfare, and for no other purposes;

(h) To take, receive, own, hold, administer, distribute, and dispose of property, gifts, or donations of all kinds whether owned by it or others, whether real, personal, or mixed, acquired by governmental grant, private grant, gift, bequest, devise, or otherwise, either absolutely or in trust, without limitation as to amount of value, except such limitation, if any, as may be imposed by law, for the advancement, promotion, extension, or maintenance of its purposes and objects, or any of them; and in addition hereto, and not in limitation of, the foregoing purposes and powers, the Corporation may acquire, take, receive, own, hold, administer, distribute, and dispose of governmental grants or gifts or donations of property, real, personal, or mixed, designated by the givers or donors for the causes or objects herein mentioned, now or at any time hereafter;

(I) To encourage, solicit, receive, and administer grants, gifts, bequests, donations, benefactions, by deed, will, or otherwise, for the advancement of the purposes listed above, and to supply and provide an instrumentality for securing greater continuity and uniformity in the control, management and distribution of such grants, gifts, bequests, donations, and benefactions in furtherance of these objectives;

(j) To acquire by lease, option, purchase, gift, grant, devise or conveyance, or otherwise to hold, enjoy, possess, rent, lease and sell real property or any interest therein as may be deemed to be in the interest of the Corporation;

(k) To acquire by option, purchase, gift, grant, bequest and transfer, or otherwise to hold, enjoy, possess and pledge its security, sell, lease, transfer, or in any manner dispose of personal property of any class or description whatsoever; to retain any property, investments or securities originally received by the Corporation or thereafter acquired by it, so long as the Board of Directors of the Corporation will consider the retention thereof desirable; to invest any and all funds coming into the hands of the Corporation, on any account whatsoever, in such property, investments or securities as the Board of Directors of the Corporation may, in the discretion of the Directors deem advisable, however doubtful, hazardous or limited the description or nature of any property, investment or securities so retained may be, whether or not the same may be currently producing incomes and whether or not the same are, or may be, such as are authorized or deemed proper for investment of trust funds under the Constitution or the laws of the State of Alabama or of the United States; to convert real property owned by the Corporation into personal property and personal

property into real property, to improve or cause or permit real property to be improved and to abandon any property which the Board of Directors of the Corporation deem to be without substantial value; to manage and control any shares of stock certificates of interest, bonds or other securities of any corporation, and with respect to the same to concur in any plan, scheme, conversion, recapitalization, reorganization, or dissolution or the lease or other disposition of the properties of any such corporation, trusts or associations, the securities of which are held by this Corporation, and as owner thereof to vote, or give or grant proxy or proxies to vote, any security of any corporation, trusts or associations held by this Corporation at any meeting of the holders of the same class of security of the issuing entity, and generally, in all respects to exercise all of the rights of ownership therein;

(l) To sell, convey, and dispose of any such property and to invest and reinvest the principal and income thereof in such property, real, personal and mixed, including, without limitation, securities in, of or issued or created by any person, firm, partnership, association, corporation, joint venture, government or subdivision, agency or instrumentality thereof, or any other legal entity of any kind and nature;

(m) To transfer and pay over any amount held hereunder to any other organization organized exclusively for charitable, scientific, literary and educational purposes, or for conducting and administering of the Corporation, provided such organization is an exempt organization as defined under Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws;

(n) To receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, or any of them (but for no other purposes), and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received including the expenditure of the principal, as well as the income, for one or more than one of such purposes, if authorized or directed in the trust instrument under which it is received; and

(o) To receive, take title to, hold and use the proceeds and income of securities, but only for the foregoing purposes, or some of them.

In order to carry out the purposes herein above set forth, the Corporation will have and exercise any and every power conferred on it by the laws of the State of Alabama, exclusively for charitable, scientific, literary and educational purposes, including the promotion of social welfare, all for the public welfare, for which a nonprofit corporation, organized under the provisions of the Alabama Nonprofit Law, as from time to time amended, can be authorized to exercise.


The foregoing clauses will be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers, will not be construed or held to limit or restrict in any manner the powers of the Corporation as expressly conferred by law, except as expressly stated herein.

FIFTH

All other provisions of the Articles of Incorporation of the Corporation shall remain in effect and are ratified and reaffirmed hereby.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to the Certificate of Formation and Articles of Incorporation of Fatback Collective Charitable Foundation to be executed in its name by its President and by its Secretary and verified, all on this 17th day of June, 2016.

FATBACK COLLECTIVE CHARITABLE
FOUNDATION, an Alabama non profit corporation

By: 
Mark Waldo - Its President
6/17/16

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Shelby Cnty Judge of Probate, AL
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