

STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION  
CERTIFICATE OF FORMATION

PURPOSE: In order to form a Nonprofit Corporation under Section 10A-1-3.05 and 10A-3-3.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's initial registered office is located. **The information required in this form is required by Title 10A.**

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's registered office is/will be located. Contact the Judge of Probate's Office to determine the county filing fees. **Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. Once the Secretary of State's Office has indexed the filing the information will appear at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your corporation will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

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Shelby Cnty Judge of Probate: AL  
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(For County Probate Office Use Only)

**This form must be typed or laser printed.**

1. The name of the corporation: Alabama Rugby Foundation
2. A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.
3. This nonprofit corporation (MUST check one):  
☒ has Members or ☐ has no Members

This form was prepared by: (type name and full address)

Ethan Picone, 379 Allison Ave SW, Apt 4, Roanoke VA 24016

(For SOS Office Use Only)

**DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION**

4. Street (**No PO Boxes**) address of principal office of the corporation: 151 Birmingham St., Montevallo, AL 3511

Mailing address of principal office (if different from street address): \_\_\_\_\_

5. The name of the Registered Agent: Matthew Colson

6. Street (**No PO Boxes**) address of Registered Agent (if different from principal office address): \_\_\_\_\_

Mailing address of Registered Agent (if different from street address): \_\_\_\_\_

7. Purpose for which corporation is formed: to support rugby at the University of Alabama and facilitate growth in

the sport at a statewide level; the

purpose includes the transaction of any lawful business for which nonprofit corporations may be incorporated in Alabama under Title 10A, Chapter 3 of the Code of Alabama.

8. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

9. The name(s) of the Incorporator(s): Ethan Picone

Street (**No PO Boxes**) address of Incorporator(s): 379 Allison Ave SW, Apt 4, Roanoke, VA 24016

\_\_\_\_\_ Mailing address of Incorporator(s) – (if different from street address): \_\_\_\_\_

**Attach a listing if more Incorporators need to be added (type “see attached” in the name line).**

10. The number of Directors constituting the initial Board of Directors is 4. (Minimum of 3 under section 10A-3-2.09) The initial Directors names and addresses must be listed in this Certificate of Formation.

Director's Name: See Attached

Street (**No PO Boxes**) address of Director: \_\_\_\_\_

\_\_\_\_\_ Mailing address of Director(s) - (if different from street address): \_\_\_\_\_



**DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION**

Director's Name: Matthew Colson

Street (**No PO Boxes**) address of Director: 151 Birmingham St., Montevallo, AL 35115

\_\_\_\_\_  
Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_

Director's Name: Robert Summerville

Street (**No PO Boxes**) address of Director: 91 County Road 59, Faunsdale, AL 36738

\_\_\_\_\_  
Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_

**Attach listing if more Directors need to be added (type "see attached" in the name line for the first Director on this form).**

11. Unless an attachment to this Certificate of Formation provides that a change in the number of directors shall be made only by amendment to the Certificate of Formation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the Certificate of Formation is inconsistent with a bylaw, the provision of the Certificate of Formation shall be controlling.

- ☒ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or regulation of the internal affairs of the nonprofit corporation, including any provisions for distribution of assets on dissolution or final liquidation.

02 / 01 / 2018

Date (MM/DD/YYYY)



Signature as required by 10A-1-3.04

Ethan Picone

Typed Name of Above Signature


Organizer, Founder, Director

Typed Title/Capacity to Sign under 10A-1-3.04

**ADDITIONAL DIRECTORS**

Ethan Picone  
379 Allison Ave SW, Apt 4, Roanoke, VA 24016

Matthew Schick  
401 Thompson Rd, Coldspring, TX 77331

  
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# **CHARTER OF THE ALABAMA RUGBY FOUNDATION**

## **MISSION**

The mission of the Alabama Rugby Foundation (“ARF”) is to further the interests of the Alabama Rugby programs through a robust parent and alumni network. Alabama’s rugby programs can and should continue to compete at the highest level and provide a quality experience to participating student athletes. Building and maintaining a strong rugby program will make The University of Alabama more desirable for high school rugby players and international students.

The ARF will seek to provide:

- i. financial resources to supplement what normal University funding does not provide (e.g. travel, uniforms, training equipment, trainers, facilities, recruiting, etc.);
- ii. structured alumni, fan, and parent events;
- iii. career programming, mentoring, relationship-building, and related support that reflects the cohesiveness and enthusiasm found in the broad UA Rugby alumni network; and
- iv. a strong and unified organization supporting rugby programs at the University of Alabama and statewide.

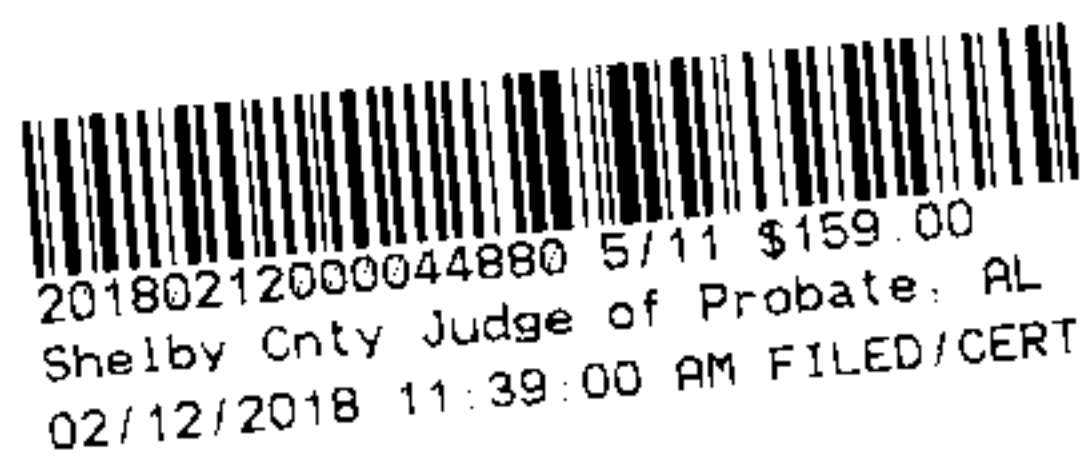
## **PARTICIPATION**

Membership in the ARF is open to any Alabama Rugby alumnus, parents of current players or alumni, and other interested supporters of Alabama Rugby.

## **BOARD OF DIRECTORS**

The Board of Directors shall consist of up to but no more than 10 officers. The Board will be responsible for guiding the affairs of the ARF including:

- i. fundraising in support of short-term needs and planning and/or campaigning in support of long-term goals;
- ii. planning events and networking opportunities in coordination with the University and current team;





- iii. building and maintaining enthusiasm and general support of Alabama Rugby alumni, parents, and other friends of the program; and
- iv. supporting rugby development programs across the state.

The work of the Board will be done by individual members as well as through committees whose chairs shall be appointed by the Board.

- Meetings: The Board of Directors will meet no less than two times per year. One of those meeting shall take place in Tuscaloosa, AL; and, if possible the other in an Alabama metro area. Meetings may be attended by phone.
- Officers: Any member of the ARF is eligible for nomination as an Officer, of which there are four positions. Officers will be elected by a popular vote of membership.<sup>1</sup> Officers are responsible for carrying out the duties above, and will serve for a three year term, with the possibility of re-election.
  - o President - The President shall serve as Chairman & preside over all business of the Membership and the Board. He shall oversee Board and committee efforts and direct the ARF in such a way that reflects its mission. The President may break any votes brought to a tie.
  - o Vice President - The Vice President shall assist the President in all matters pertaining to the ARF. He shall act in the absence or during the disability of the President and shall perform duties as authorized by the Chairman.
  - o Fundraising/Treasurer - The Fundraising officer shall oversee the finances of the ARF, to include team finances, in conjunction with the President. He shall render financial statements at all meetings of the Board and Membership.
  - o Secretary - The Secretary shall be responsible for keeping an updated Membership directory and the minutes and records of the Board and Membership. He is expected to perform Membership acquisition and retention via new graduates and senior alumni.

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<sup>1</sup> I honestly think that the Board should decide (for the first few years, at least). It's easier and cleaner. After reading the "Elections & Appointments" section below, I still think the Board should decide.

- o Current Player Parent Representative
  - o Student Player Representative<sup>2</sup>
  - o Professional Liaison
  - o At Large Position (3)
- Elections & Appointments: Elections shall be held at the Alumni Weekend event. Members are not required to be present; votes will be accepted by other means, as well.<sup>3</sup> While not required, it is highly recommended that officer candidates have reasonably close proximity to UA. In the event an officer must vacate his position appointments shall be made based on the following:
    - i. VP shall fill the President's position until the following scheduled election;
    - ii. President may appoint an interim replacement for all other positions or they may remain unfilled until the following scheduled election;
    - iii. The former President shall hold one of the At Large Board positions unless he chooses to waive his placeholder at the beginning of the term. If he does waive, the placeholder may be used for other members or remain unfilled.
  - Committees: There shall be four major committees which will be chaired by Officers, though participation is not restricted to Board members as described in the Committees section.
  - Board Member Responsibilities:
    - o Committee membership: The Board is expected to chair or co-chair a committee during their three year term, and may actively participate in other Committees, in order to further the mission of the ARF.
    - o Giving: The Board is expected to make an annual gift to Alabama Rugby commensurate with their means.

<sup>2</sup> Membership fee waived for student liaison, of course.

<sup>3</sup> I would recommend we also tally votes on facebook or email.

## COMMITTEES

The Board shall form committees to carry out its work. The committees shall be composed of members of the Board and other interested members. Each committee shall be chaired or co-chaired by an Officer. Other members shall be appointed by the Chair or Co-Chairs and be acceptable to the same. Standing committees will include:

- **Fundraising Committee**: The Fundraising Committee will be responsible for developing, coordinating, and executing the annual fundraising goals targeted to all Alabama Rugby alumni, current player parents and recent (but lapsed) donors to Alabama Rugby. The committee will also work with the UA Recreation Department and UA Division of Advancement to leverage leading practices and available resources to maximize effectiveness of fundraising efforts. Treasurer is expected to chair or co-chair. *Expected Commitment: 6-8hrs/Month on Avg.*
- **Events Committee**: The Events Committee will be responsible for organizing and executing various events designed to further the mission. Events will include, but not be limited to, Homecoming, annual fundraising events, Alumni Weekend(s), and ad hoc events around rugby team fixtures or other non-Alabama rugby events (e.g. USA matches). \*\*Current Player Parent Board Member is expected to participate. *Expected Commitment: 3-5hrs/Month, but significantly more prior to major event(s).*
- **Communication Committee**: The Communication Committee will be responsible for coordinating and producing necessary communication with Rugby alumni, current player parents and current donors to Alabama Rugby. This will include, but is not limited to, the Annual Report, newsletters (email and paper), email blasts, game day Twitter feeds, video feeds, and other communication opportunities available in cooperation with the UA Recreation Department. The Committee is also expected to



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02/12/2018 11:39:00 AM FILED/CERT



maintain and ensure the viability of the ARF website and social media outlets. \*\*A current student other than or in addition to Alumni Liaison is expected to participate. *Expected Commitment: 3-5hrs/Month, except individuals charged with website operations and social media activity who should expect to commit 6-8hrs/Month.*

- **Career Mentoring & Networking Committee**: The Career Mentoring & Networking committee will be responsible for organizing career mentoring event opportunities for current players and networking opportunities for alumni players. This committee will liaise frequently with other committees/members. *Expected Commitment: 3-5hrs/Month.*

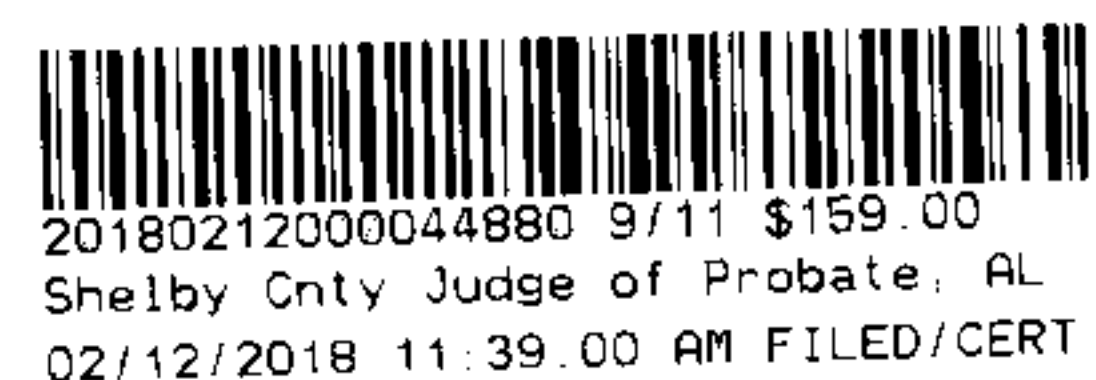
The Board may terminate, merge, re-purpose, or reconstitute any standing committee as necessary to carry out the mission of the ARF. In addition to the standing committees, the Board may, from time to time, also form ad hoc committees or sub-committees as necessary to carry out certain tasks that it determines appropriate to delegate to a committee.

## **OTHER INVOLVED PARTIES**

The Board members and committees shall make use of individuals (“representatives”) who step forward to help support the mission but are not themselves officers/board members. Organizing these members shall be one main task of the Rugby Alumni Liaison. Two types of parties are envisioned: Representatives based on Geography (e.g. “Birmingham” reps) and Era (e.g. “early 2000’s”). These representatives shall be utilized as an informal mechanism to drive attendance at events and coordinate information distribution campaigns, and/or to assist Coach(es) as needed with recruiting and other in-person events in the respective geographies.

## **DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be dis-



tributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the 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.



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John H. Merrill  
Secretary of State

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

# STATE OF ALABAMA

**I, John H. Merrill, 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:

**Alabama Rugby Foundation**

This name reservation is for the exclusive use of Ethan Picone, 379 Allison Ave  
SW, Apt 4, Roanoke, VA 24016 for a period of one year beginning October 04,  
2017 and expiring October 04, 2018



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**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.**

October 04, 2017

Date

John H. Merrill

Secretary of State