

*This instrument prepared by:*  
H. Emmanuel Scozzaro, Jr.  
Scozzaro Law, LLC  
4097 Helena Road, Suite A  
Helena, AL 35080  
(205) 624-3367

---

## DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

**FOR:**

***Helena's Buck Creek Festival***

---

TO THE HONORABLE JUDGE OF PROBATE  
OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of the Alabama Non-Profit Corporation Law, Code of Alabama, Sections 10A-3-1.01 et seq. (the "Act"), and Code of Alabama, Section 10A-2-10.07, the undersigned non-profit corporation hereby files the following Domestic Nonprofit Certificate of Formation (the "Certificate"):

### ARTICLE ONE

#### NAME


The name of the corporation (hereinafter referred to as the "Corporation") is **Helena's Buck Creek Festival**.

### ARTICLE TWO

#### STATEMENT OF PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which nonprofit corporations may be organized under the *Alabama Business and Nonprofit Entity Code*, including, but not limited to:

- Engaging in all charitable, scientific, literary, educational or religious purposes in which an organization may engage as an organization qualifying as an Internal Revenue Code Section 501(c)(3) entity, and within the scope of such rulings and regulations interpreting such code section.

  
20190729000270450 1/5 \$159.00  
Shelby Cnty Judge of Probate, AL  
07/29/2019 11:04:05 AM FILED/CERT

- Planning and coordinating a local community event which provides entertainment to families and individuals of all ages and donating the event's net proceeds to qualifying organizations such as schools, volunteer organizations and other nonprofit endeavors.
- The Corporation is to be deemed not-for-profit meaning that no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the Statement of Purpose hereof. The property of this corporation is irrevocably dedicated to the Corporation and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.
- The Corporation will not engage in prohibited political and legislative activity and 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 in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

### **ARTICLE THREE**

#### **DURATION OF CORPORATION**

The duration of the Corporation shall be perpetual.

### **ARTICLE FOUR**

#### **REGISTERED AGENT AND OFFICE**

The registered agent of the Corporation is Harry Emmanuel Scozzaro, Jr., as principal of Scozzaro Law, LLC, and the initial registered office of the Corporation shall be 511 Creekside Court, Helena, Alabama 35080.

### **ARTICLE FIVE**

#### **POWERS**

The Corporation shall have all the general powers enumerated in the Code of Alabama, (1975) § 10A-3-1.01 et. seq.

The Corporation shall receive and administer funds for the purposes stated above, and for no other purpose. The Corporation shall have authority to reasonably compensate any employees,

contractors, vendors, professionals or other agents for services rendering in achieving the purposes stated above.

## **ARTICLE SIX**

### **INCORPORATOR(s)**

The names and address of the incorporator(s) is(are):

- Laura Joseph, 2225 Old Cahaba Place, Helena, Alabama 35080.
- Scot Newman, 452 Old Cahaba Way, Helena, Alabama 35080.

## **ARTICLE SEVEN**

### **BOARD OF DIRECTORS**

The number of the directors constituting the initial Board of Directors of the Corporation is Five (5) and the names and addresses of the persons who are to serve as directors until successors are elected and qualify are:

- Laura Joseph, 2225 Old Cahaba Place, Helena, Alabama 35080.
- Scot Newman, 452 Old Cahaba Way, Helena, Alabama 35080.
- JoAnna McClellan, 129 White Cottage Road, Helena, Alabama 35080.
- Crystal McLoughlin, 697 Rosebury Road, Helena, Alabama 35080.
- H. Emmanuel Scozzaro, Jr., 110 Prescott Circle, Helena, Alabama 35080.


The Board of Directors of the Corporation may adopt by-laws for governance of the Corporation or acting by majority vote, may adopt, alter, amend, or repeal the By-Laws of the Corporation. 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.

## **ARTICLE EIGHT**

### **OFFICERS**

The following named persons will serve as officers of the corporation until successors are chosen and have qualified to serve:

- Scot Newman, President
- Laura Joseph, Vice President
- Crystal McLoughlin, Secretary
- JoAnna McClellan, Treasurer

  
20190729000270450 3/5 \$159.00  
Shelby Cnty Judge of Probate. AL  
07/29/2019 11 04:05 AM FILED/CERT

## ARTICLE NINE

### 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 distributed to the federal government, or to a state or local government, for a public purpose.


Any asset not disposed of shall be disposed of by the Court of Common Pleas in the county in which the principal office of the office is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for exclusively for such purposes.

## ARTICLE TEN

### CORPORATE LIABILITY

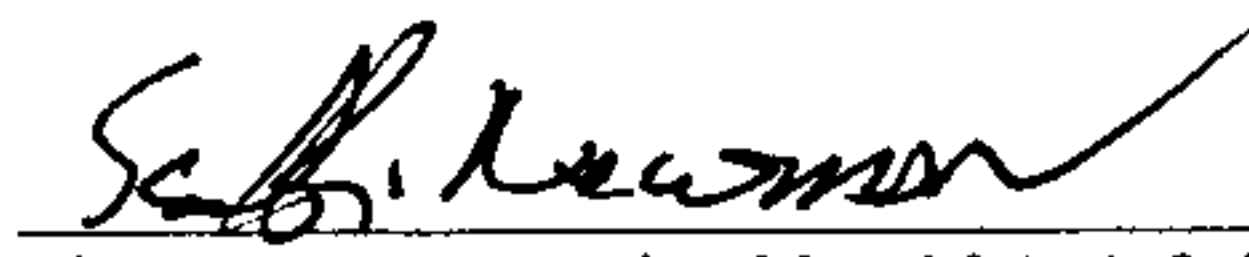
Except as otherwise provided by the *Alabama Business and Nonprofit Entity Code* as the same exists or may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any action taken or any failure to take any action. Any repeal or modification of this provision by the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned has signed this Alabama Domestic Nonprofit Certificate of Formation on this 24 day of July, 2019.

  
Signature as required by 10A-1-3.04


Laura Joseph  
Typed Name of Above Signature

Organizer  
Typed capacity to sign under 10A-1-3.04

  
Signature as required by 10A-1-3.04

Scot Newman  
Typed Name of Above Signature

Organizer  
Typed capacity to sign under 10A-1-3.04

  
20190729000270450 4/5 \$159.00  
Shelby Cnty Judge of Probate, AL  
07/29/2019 11:04:05 AM FILED/CERT



John H. Merrill  
Secretary of State

20190729000270450 5/5 \$159.00  
Shelby Cnty Judge of Probate, AL  
07/29/2019 11:04:05 AM FILED/CERT

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:

**Helena's Buck Creek Festival**

This name reservation is for the exclusive use of Laura Joseph, 2225 Old Cahaba  
Place, Helena, AL 35080 for a period of one year beginning June 11, 2019 and  
expiring June 11, 2020



RES843509

**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 11, 2019

Date

*J. H. Merrill*

**John H. Merrill**

**Secretary of State**