

2317
ARTICLES OF INCORPORATION

OF

BRIARWOOD EDUCATIONAL FOUNDATION

EX-105 P292

TO THE HONORABLE J. PAUL PEERS, Probate Judge of Jefferson County, Alabama:

The undersigned incorporators of Briarwood Educational Foundation, all of whom are natural persons of an age of more than twenty-one years, do hereby file, pursuant to the Alabama Non-Profit Corporation Act of 1955 (Title 10, Section 203, et seq, Alabama Code of 1940 as amended) these Articles of Incorporation and do declare and certify as follows:

FIRST, that the name of this corporation is Briarwood Educational Foundation.

SECOND, that the duration of this corporation shall be perpetual.

THIRD, that this corporation is organized exclusively for educational, charitable, benevolent and religious purposes. No part of the net earnings of this corporation shall inure to the benefit of any private person and no substantial part of its activities shall consist of carrying on propaganda or otherwise attempting to influence legislation.

FOURTH, that this corporation shall have no members, no capital stock and no shareholders. The title to all property which may from time to time be owned by the corporation and the control and management of the affairs of the corporation shall be vested in its Board of Trustees (the term "Trustee" as herein used being the same as the term "Director" as used in the aforesaid Statute of the State of Alabama).

FIFTH, that the initial Board of Trustees shall consist of six persons hereinafter named, which number may be increased or decreased from time to time by amendment of the By-Laws of

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are deductible, by donors in computing State and Federal income taxes and are fully exempt from any gift taxes. In the event of dissolution and/or liquidation of this corporation, no part of the assets shall be distributed to or shall inure to the benefit of any Trustee or officer of this corporation or any private person.

EIGHTH, that the name and address of the initial registered agent of this corporation shall be:

Mrs. Richard H. Smith
3001 U. S. Highway-280 South
Birmingham, Alabama 35243

NINTH, that the initial Board of Trustees shall consist of six persons, whose names, addresses and terms of office shall be as follows:

Name	Address	Term of Office
Frank M. Barker, Jr.	3181 Dolly Ridge Drive	3 years
Robert E. Barnes	3109 Dolly Ridge Drive	3 years
Richard A. Smith	3108 Dolly Ridge Drive	2 years
Joe E. Jones	2041 Columbiana Road	2 years
Charles K. McEwen, Jr.	2704 Vestavia Forrest Place	1 year
John L. Glasser	3303 East Briarcliff Road	1 year

TENTH, that this corporation shall have the right to amend, modify, alter or repeal any provision contained in this certificate of incorporation, so long as consistent with the laws of the State of Alabama and so long as any such amendment, modification, alteration or repeal shall not affect its tax exempt status, or the deductibility from income taxes of gifts to it, but any such amendment shall be by a vote of not less than two-thirds of the members of the Board of Trustees.

IN WITNESS WHEREOF, we, the said incorporators (who are the same persons as the Trustees comprising the initial

the corporation; provided, that at no time shall such number be fewer than three nor more than fifteen. The Board of Trustees shall be self-perpetuating and all members thereof, herein called "Trustees", subsequent to the original members thereof, shall be elected by the Board of Trustees for a term of three years. Election of the Board of Trustees shall otherwise be governed by the By-Laws of the corporation.

SIXTH, that the corporation shall have the power;

- a) To sue and be sued, complain and defend, in its corporate name.
- b) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed or affixed or in any manner reproduced.
- c) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, sell, pledge, or otherwise dispose of, and otherwise use and deal in, or obligations of or stock in other corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- f) To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- h) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- i) To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

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j) To indemnify any director or officer or former director or officer of the corporation, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreement, vote of board of directors or members, or otherwise.

k) To operate a school or schools for the general and/or religious education of children or adults; to make contracts for the improvement of property in furtherance of such operations; to make contracts with teachers, directors and other such persons as may be necessary to carry out such purposes; to participate in all forms of educational activity including, without being so limited, programs in aid of such activities sponsored by the federal, State and local governments; to make agreements with other educational institutions in furtherance of such purposes.

l) To have and to exercise all powers necessary or convenient to effect and carry out any and all of the purposes for which the corporation is organized.

SEVENTH, that the internal affairs of the corporation shall be managed and regulated by the Board of Trustees pursuant to provisions of these Articles and the By-Laws of the corporation. In so doing, the Board of Trustees shall have all the powers hereinabove stated, provided, that such powers shall be used by said board only as may be in furtherance of the purposes of the corporation herein stated. In the event of any dissolution or liquidation of the corporation, the assets thereof shall be distributed to some other non-profit institution operated exclusively for educational, charitable, benevolent or religious purposes, no part of the net earnings of which shall inure to the benefit of any private stockholder or individual and no substantial part of the activities of which shall be the carrying on of propaganda or otherwise attempting to influence legislation and which otherwise is qualified as exempt from all Federal and State income taxes, gifts to which

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board of Trustees) have herunto set our hands and seals on
this the 28th day of April, 1965.

Frank M. Barker, Jr.
Frank M. Barker, Jr.

Robert E. Barnes
Robert E. Barnes

Richard H. Smith
Richard H. Smith

Joy E. Jones
Joy E. Jones

Charles K. McEwen, Jr.
Charles K. McEwen, Jr.

John L. Glasser
John L. Glasser

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STATE OF ALABAMA)

JEFFERSON COUNTY)

Before me, the undersigned authority, a Notary Public in and for said County, personally appeared Frank M. Barker, Jr., Robert E. Barnes, Richard H. Smith, Joe E. Jones, Charles K. McEwen, Jr. and John L. Glasser, who are known to me and who, having been first duly sworn, have deposed and said on oath that the statements of fact contained in the foregoing Articles of Incorporation are true and correct to the best of their knowledge, information and belief.

Frank M. Barker, Jr.
Frank M. Barker, Jr.

Robert E. Barnes
Robert E. Barnes

Richard H. Smith
Richard H. Smith

Joe E. Jones
Joe E. Jones

Charles K. McEwen, Jr.
Charles K. McEwen, Jr.

John L. Glasser
John L. Glasser

Sworn and subscribed
before me on this the 24th
day of April, 1965.

Henry Dean Austin
Notary Public

STATE OF ALA. SHERIFF DEPT.
CERTIFY THIS
INSTRUMENT WAS FILED
1965 APR - 11 AM 8:22
U.C.C. FILE NUMBER 105
REC. BK. & PAGE AS SHOWN ABOVE
Correctly recorded
JUDGE OF PROBATE

STATE OF ALA. SHERIFF DEPT.
I CERTIFY THIS INSTRUMENT
WAS FILED ON
105 #292
APR 30 11 39 AM '65
RECORDED & INDEXED
FAC HAS BEEN
FILED IN INSTRUMENT
J. H. HARRIS
JUDGE OF PROBATE

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