

A special meeting of the Board of Directors of the Shelby County Historical Society, Inc., a non-profit corporation, was held at Palham City Hall, Alabama, at 4 o'clock P.M. on the 8 day of Dec, 1977.

answered present: ~~Mr. Robert Cleveland~~ Mr. W. P. Johnston
~~Mr. Kermit Graham~~
 Ken Penhale ~~Dr. Tom Caldwell~~ Harold Lin
~~Miriam Fowler~~ ~~Hugh Graham~~ Jimmy Lee
 The following members of the said Board of Directors were absent: ~~Barb Frazer~~

The following members of the said Board of Directors were absent:

The Chairman declared a quorum present and the meeting opened for the transaction of business.

The Chairman stated to the Board that it was necessary to amend the Articles of Incorporation of the Shelby County Historical Society, a non-profit corporation, in order to become a tax exempt organization under the applicable sections of the Internal Revenue Code. The Chairman read to the Board the documentation received from the District Director of the Internal Revenue Service, and after a thorough discussion concerning the amendment to the Articles of Incorporation, the following resolution was introduced by Miriam Fowler

and read at length:

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE SHELBY COUNTY HISTORICAL SOCIETY, INC., A NON-PROFIT CORPORATION, AS FOLLOWS:

That the Shelby County Historical Society, Inc., is a non-profit corporation, organized pursuant to Title 10, Sections 203, et.seq., Code of Alabama 1940, as amended; that the Board of Directors do hereby propose that the Articles of Incorporation of said corporation be amended as follows:

By deleting therefrom all language which appears in Article III and by substituting in lieu thereof the following:

This corporation shall not be for profit, that is to say, no part of any income which it may have shall ever be distributed to its members, directors, or officers, and no part of the net earnings of the corporation shall ever inure to the benefit of any private member, director, or officer, or any other individual. All property of this corporation shall be irrevocably dedicated to the educational, charitable and non-profit purposes herein set forth. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954, or corresponding sections in any prior or future law, or to the Federal, State, or local government for exclusive public purposes.

Notwithstanding any other provision of these articles, this corporation will 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 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or

Mrs. David
William Fowler
2700 Corsair dr.
YB'ham



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any other corresponding provision of any future United States Internal Revenue Law.

By adding sub-paragraph (e) to Article IV as follows:

This organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, as making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws.)

Thereupon, W.L.D. Johnston, a member of the Board of Directors seconded the above said resolution and moved for its immediate adoption. Upon a roll call vote of the members of the Board of Directors, a majority of said members voted in favor of said resolution and the Chairman declared the same duly passed and adopted.

The following resolution was then introduced as follows by Miriam Fowler:

That Whereas, the Board of Directors of the Shelby County Historical Society, Inc., has proposed the amendments to the Articles of Incorporation of said corporation as set forth hereinabove,

BE IT RESOLVED, that said proposed amendment be submitted to a vote of the membership of the Shelby County Historical Society, Inc., a non-profit corporation, at a meeting scheduled for the 22 day of January, 1978, and that notice of the proposed amendments and the action to be taken at said meeting be given to the membership of the Shelby County Historical Society, Inc., as provided by law and that said proposed amendments shall be adopted upon receiving two-thirds of the vote entitled to be cast by the members present or represented by proxy at such meeting.

Thereupon, Barbara Roberts, a member of the Board of Directors seconded the above resolution and moved for its immediate adoption. Upon a roll call vote of the members of the Board of Directors, a majority of said members voted in favor of said resolution and the Chairman declared the same duly passed and adopted.

There being no further business, the meeting was adjourned on motion duly made and seconded.

ATTEST:

MINUTES APPROVED:

Luigi M. Maulow
Secretary

Miriam Fowler
Chairman

VERIFICATION

I, the undersigned, as Secretary of the Shelby County Historical Society, Inc., a non-profit corporation, certify that this is a true and correct copy

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of the minutes of the special meeting of the Board of Directors of the aforesaid corporation on the 8 day of Dec., 1977.

Dated this 8 day of Dec., 1977.

Lulu McMeans Mauldin
Secretary

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

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F. Thomas A. Shivers, Jr.
JUDGE OF PROBATE

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