

State of Alabama

SHELBY

County

CERTIFICATE OF DISSOLUTION

OF

END ZONE, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of DISSOLUTION of _____, duly signed and verified pursuant to the provisions of Section 10-2A-180 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of DISSOLUTION of END ZONE, INC., and attaches hereto a duplicate original of the Articles of DISSOLUTION

GIVEN Under My Hand and Official Seal on this the 10th day of MAY, 1982



Thomas A. [Signature]
Judge of Probate

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ARTICLES OF INCORPORATION
OF
HORIZON 280 ASSOCIATION
(an Alabama non-profit corporation)

TO THE HONORABLE JUDGE OF PROBATE IN
AND FOR SHELBY COUNTY, ALABAMA:

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We, the undersigned persons, all being over the age of twenty-one years, desiring to organize a non-profit corporation under the provisions of the Alabama Non-Profit Corporation Act (Act. No. 578 of 1955, General Acts of Alabama of 1955 pp. 1254 et. seq., also appearing in the Code of Alabama of 1975 as Sections 10-3-1 et. seq. thereof) with all of the rights, powers and privileges of a corporation organized under said Act and under the Constitution and laws of the State of Alabama (except to the extent such powers are expressly limited hereinafter), have agreed upon and do hereby make and file these Articles of Incorporation under the provisions of said Act and certify as follows:

ARTICLE ONE

The name of the corporation is Horizon 280 Association.

ARTICLE TWO

The period of duration of the corporation shall be perpetual.

McMILLAN & SPRATLING

1500 FIRST NATIONAL - SOUTHERN NATIONAL BUILDING
BIRMINGHAM, ALABAMA 35203

ARTICLE THREE

The purpose or purposes for which the corporation is organized are:

- (a) To exercise, promote and protect the privileges and interests of the general public and owners of real property on or near the Highway 280 corridor in the development, land use, and traffic flow of the Highway 280 corridor in Jefferson and Shelby Counties, Alabama and to foster a healthy interest in the civic affairs of the area along the Highway 280 corridor; and to inquire into civic abuses and to seek reformation thereof;
- (b) To cooperate with the State of Alabama, Jefferson County, Shelby County and other municipalities in the beautification of Highway 280; to encourage the planting of trees, shrubbery, and flowers; to encourage landowners, architects and developers to develop land which fronts or is adjacent to Highway 280 in Jefferson and Shelby Counties in an aesthetically pleasing and harmonious manner; to enhance the public use and enjoyment of the area; and to support other charitable and educational organizations whose interest is to preserve and develop the beauty of the area.

(c) To oppose unnecessary and wasteful expenditure of public funds; to promote and encourage the enactment of just and reasonable laws and ordinances affecting real estate, land use and development and traffic on or adjacent to Highway 280 in Jefferson and Shelby Counties; and to oppose the enactment of laws and ordinances in these areas that would be unjust and unreasonable.

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In furtherance of all of the foregoing stated objects and purposes and without in any way limiting the same, the corporation shall have all powers that now or hereafter may be granted to non-profit corporations by the Alabama Non-Profit Corporation Act as it now exists or hereafter may be amended or that now or hereafter may be conferred on such corporations generally under the laws of the State of Alabama and, without limiting the generality of the foregoing, shall have the power and authority to guarantee or become surety for the obligations of any other non-profit corporation or corporations not of a business character, whether incorporated under the Alabama Non-Profit Corporation Act or organized under, or created by, any statute of the State of Alabama.

Except as expressly stated herein, the foregoing enumeration of specific objects, purposes and powers of the corporation shall not be held to limit or restrict in any manner its powers otherwise conferred by law.

ARTICLE IV

The corporation shall have no stockholders and shall not issue any shares of stock or declare or pay any dividends. Notwithstanding any other provisions of law or of these Articles of Incorporation,

- (1) The corporation shall not possess or exercise any power or authority either expressly, or by interpretation, or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a Corporation described in Section 501 (c) (4) and of the Internal Revenue Code of 1954, as amended, hereinafter referred to as the Code; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification;
- (2) No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and, except as restricted by this Article IV, to make payments and distributions in furtherance of the objects and purposes set forth in Article III hereof;

- (3) No part of the assets or net earnings of the Corporation shall ever be used, nor shall the corporation ever be organized or operated for purposes that do not exclusively promote the purposes set forth within the meaning of Section 501 (c) (4) of the Code;
- (4) The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- (5) At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, Alabama, or any other jurisdiction where its activities are carried on.
- (6) The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V

In the event of the dissolution of the corporation, all assets of the corporation shall be applied and distributed as follows:

- (a) All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefor;

- (b) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of said dissolution, shall be returned, transferred or conveyed in accordance with such requirements; and
- (c) All of the remaining assets of the corporation shall be transferred or conveyed, as directed by the board of directors of the corporation, to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) and 170 (c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code or to the federal, state or local government. Any such assets not so applied and distributed for exclusive public purposes shall be applied and distributed by the Circuit Court of the county in which the principal office of the corporation is then located in the same manner and for the same purposes as directed in the previous sentence of this article.

ARTICLE VI

The corporation shall have two classes of non-voting members, regular and ex-officio. Except as herein otherwise provided the annual dues for regular members shall be a minimum of \$25.00 per annum, or such other amount as fixed

by the Board of Directors. Ex-officio members shall be appointed by the Board of Directors in their discretion.

ARTICLE VII

The affairs of the corporation shall be managed by a board of directors, the number of which shall be set forth in the by-laws of the corporation, but shall not be less than 3 persons. The number of persons constituting the first board of directors shall be set forth in these Articles of Incorporation and the directors constituting the first board of directors shall hold office until April 1, 1983, or until their successors are elected and qualify. The directors of the corporation other than those constituting the first board of directors shall be elected or appointed by the board of directors of the corporation then in office and for the terms provided in the by-laws of the corporation.

The officers of the corporation shall be elected by its board of directors at such time, in such manner and at the pleasure of the board of directors or for such terms as may be prescribed in the by-laws of the corporation.

ARTICLE VIII

The address of the corporation's initial registered office shall be 2 Inverness Parkway, Shelby County, Alabama 35243. The initial registered agent of the Corporation at said address shall be Leo Karpeles.

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ARTICLE VIII

The initial board of directors of the corporation shall consist of the following five directors whose addresses are as follows:

Sidney W. Smyer, Jr.	2118 First Avenue North Birmingham, Alabama 35203
Charles W. Daniel	200 Office Park Drive Birmingham, Alabama 35203
Leo Karpeles	# 2 Inverness Parkway Birmingham, Alabama 35243
Phillip Morris	Post Office Box 523 Birmingham, Alabama 35201
Elton B. Stephens, Jr.	300 Bagby Drive Birmingham, Alabama 35209

ARTICLE X

The name and address of each incorporator of the corporation is as follows:

Steven A. Brickman	1550 First National-Southern Natural Building Birmingham, Alabama 35203
David M. Olive	1550 First National-Southern Natural Building Birmingham, Alabama 35203
J. Bentley Owens, III	1550 First National-Southern Natural Building Birmingham, Alabama 35203

ARTICLE XI

These Articles of Incorporation and any provisions thereof may be amended, altered or repealed in the manner now or hereafter provided by law, and all rights conferred herein are subject to that reservation.

IN WITNESS WHEREOF, we, the undersigned incorporators, have hereunto set our hands and seals this 6 day of May, 1982.

Jean Carrell
WITNESS

Jean Carrell
WITNESS

Jean Carrell
WITNESS

Steven A. Brickman
STEVEN A. BRICKMAN

David M. Olive
DAVID M. OLIVE

J. Bentley Owens, III
J. BENTLEY OWENS, III

STATE OF ALABAMA)
JEFFERSON COUNTY)

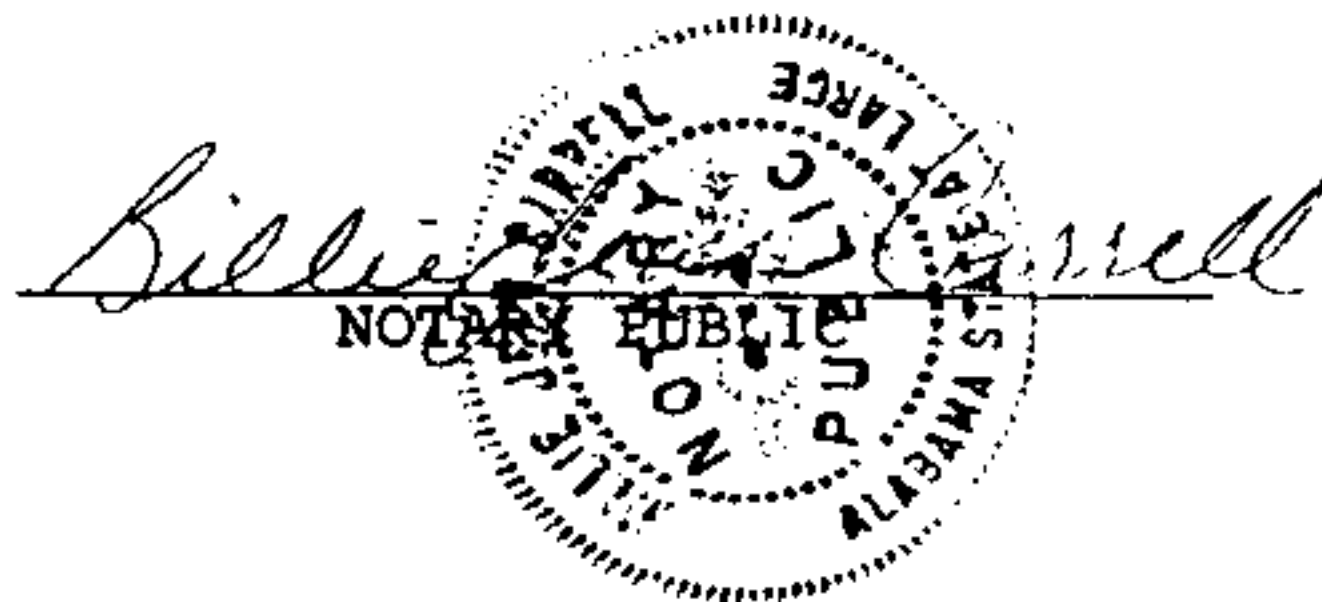
I, the undersigned, a notary public in and for said county, in said state, hereby certify that Steven A. Brickman, David M. Olive and J. Bentley Owens, III, whose names are signed to the foregoing Articles of Incorporation and who are known to me, personally appeared before me on this day and, upon being by me first duly sworn, verified that the statements therein contained are true and correct and acknowledged that, being informed of the contents of said Articles, they executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 6th day of May, 1982.

My Commission Expires October 5, 1985
MY COMMISSION EXPIRES

This instrument was prepared by:

Mr. Steven A. Brickman
McMillan & Spratling
1550 First National-Southern
Natural Building
Birmingham, Alabama 35203



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State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

HORIZON 280 ASSOCIATION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of HORIZON 280 ASSOCIATION, duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of HORIZON 280 ASSOCIATION, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10th day of MAY, 19 82.



Thomas A. Snowden Jr.
Judge of Probate
STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1982 MAY 10 AM 10:43
Thomas A. Snowden Jr.
JUDGE OF PROBATE

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