

STATE OF ALABAMA)

COUNTY OF SHELBY)

ARTICLES OF INCORPORATION

OF

THE ALABAMA ASSOCIATION OF PUBLIC EMPLOYEES, INC.
(AAOPE)

We, the undersigned residents of the State of Alabama, being nineteen (19) years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Alabama.

ARTICLE ONE
NAME AND LOCATION

The name of the corporation shall be The ALABAMA ASSOCIATION OF PUBLIC EMPLOYEES, INC. (AAOPE), and its location shall be Post Office Box 400, City of Pelham, County of Shelby, State of Alabama.

ARTICLE TWO
DURATION

The period of duration of this nonprofit corporation shall be perpetual.

ARTICLE THREE
PURPOSE CLAUSE

The business and purpose of this corporation shall be to unite public employees within the state of Alabama, whether employed by the state of Alabama or by any political subdivision thereof, into an association to promote their mutual interests through mutual effort and cooperation; to represent these public employees in all matters concerning their employment and related working conditions as these employees may require; to protect, defend and improve the merit and civil service systems and retirement systems in the public sector and to do any other thing the interests of the employees may require as allowed by the laws and regulations of the State of Alabama and the United States.

ARTICLE FOUR
NONSTOCK CORPORATION

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE FIVE
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as initial directors are as follows:

Lindell Graham, Route 1, Delta, AL 36258
William H. Montgomery, Route 1 Box 479, Coker, AL 35452
William M. Martin, Post Office Box 400, Pelham, AL 35124

ARTICLE SIX
ELECTION OF DIRECTORS

The directors are to be elected by the members in a manner to be determined and fixed by the bylaws.

ARTICLE SEVEN
OFFICERS AND THEIR FUNCTIONS

The general officers of the corporation shall be president, vice-president, secretary, and treasurer.

The principal duties of the president shall be to preside at all meetings of the members and the board of directors and to have general supervision of the affairs of the corporation.

The principal duties of the vice-president shall be to discharge the duties of the president in the event of absence or disability, for any cause whatsoever, of the president.

The principal duties of the secretary shall be to countersign all deeds, leases, and conveyances executed by the corporation, affix the seal of the corporation thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the board of directors, and to safely and systematically keep all books, papers, records, and documents belonging to the corporation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the treasurer.

The principal duties of the treasurer shall be to keep an account of all monies, credits, and property of any and every nature of the corporation which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed, and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand, and generally of all matters pertaining to his office, as shall be required by the board of directors.

The board of directors may provide for the election of such additional officers as they may deem for the best interest of the corporation.

Whenever the board of directors may so order, any two offices, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the board of directors, or as may be prescribed from time to time by the bylaws.

ARTICLE EIGHT
ELECTION OF OFFICERS

The officers shall be elected by the members in a manner to be determined and fixed by the bylaws.

ARTICLE NINE
NEGATION OF PECUNIARY GAIN

This corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, or individual. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatever kind or nature, shall be used and distributed exclusively for charitable, scientific, and educational purposes.

ARTICLE TEN
INITIAL REGISTERED OFFICE AND AGENT

The address of the corporation's original registered office in the State of Alabama, is Post Office Box 400, City of Pelham, County of Shelby, and the name of the initial registered agent at such address is William M. Martin.

ARTICLE ELEVEN
MEMBERSHIP REQUIREMENTS

The method and conditions on which members shall be accepted and discharged or expelled shall be determined and fixed in the bylaws.

ARTICLE TWELVE
CONDITIONS OF MEMBERSHIP TO BE GOVERNED BY BYLAWS

The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws.

ARTICLE THIRTEEN
LIMITATION ON MEMBERS' LIABILITY

The private property of the members of this corporation shall not be liable for its corporate debts.

ARTICLE FOURTEEN
EXTENT OF MEMBERS' LIABILITY

The members of this corporation shall not be responsible in any manner whatsoever for the debts or other obligations of this corporation.

ARTICLE FIFTEEN
VOTING POWER

The voting power and property rights and interests of the members shall be determined and fixed in the bylaws.

ARTICLE SIXTEEN
PROHIBITION AGAINST ENCUMBERING PROPERTY

This corporation shall never mortgage or place a deed of trust or other lien on any of its properties for any purpose, nor shall it, save for current expenses, incur indebtedness at any time during its term of existence.

ARTICLE SEVENTEEN
PROHIBITIONS AGAINST SPECIFIED ACTIVITIES

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by 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) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE EIGHTEEN
DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business property, and assets of the corporation shall go and be distributed to such nonprofit charitable corporation, municipal corporation, or corporations as may be selected by the board of directors of this corporation so that the business properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying on a nonprofit charitable corporation. In no way shall any of the assets or property of this corporation, or the proceeds of any of the assets or property, in the event of dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated, or contributed by such members, or for any other such purpose, it being the intent in the event of the dissolution of this corporation, or upon its ceasing to carry out the object and purposes herein set forth, that the property and assets then owned by the corporation shall be devoted to a nonprofit purpose.

ARTICLE NINETEEN
AMENDMENTS

These articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE TWENTY
INCORPORATORS

The names and residences of persons forming this corporation are as follows:

Lindell L. Graham

Route 1, Delta, AL 36258

William H. Montgomery

Route 1 Box 479, Coker, AL 35452

William M. Martin

Post Office Box 400, Pelham, AL 35124

Lindell L. Graham
Lindell L. Graham

Date: December 12, 1982

William H. Montgomery
William H. Montgomery

Date: December 7, 1982

William M. Martin
William M. Martin

Date: December 9, 1982

State of Alabama)
County of Shelby)

I, Talmadge Butler, a Notary Public in and for said County in said State, hereby certify that Lindell L. Graham, whose name as incorporator, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument he, in his capacity as such incorporator, executed the same voluntarily on the day the same bears date.

Given under my hand this 12th day of December 1982.

Talmadge Butler
Talmadge Butler, Notary Public
My commission expires Jan. 7, 1984

State of Alabama)
County of Shelby)

I, Talmadge Butler, a Notary Public in and for said County in said State, hereby certify that William H. Montgomery, whose name as incorporator, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument he, in his capacity as such incorporator, executed the same voluntarily on the day the same bears date.

Given under my hand this 7th day of December 1982.

Talmadge Butler
Talmadge Butler, Notary Public
My commission expires Jan. 7, 1984

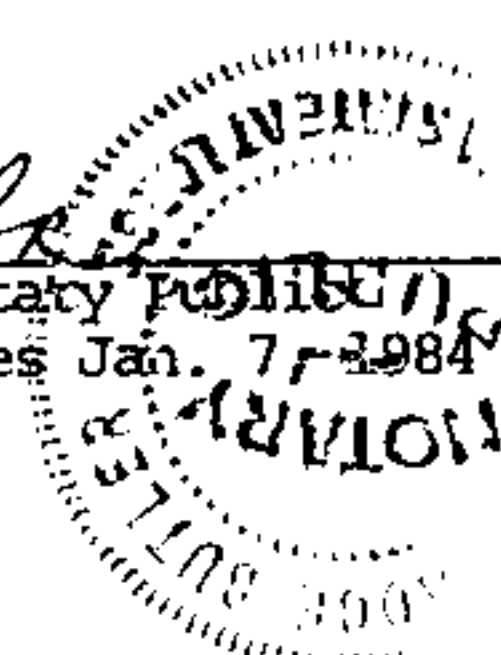
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State of Alabama)
Shelby County)

I, Talmadge Butler, a Notary Public in and for said County in said State, hereby certify that William M. Martin, whose name as incorporator, is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument he, in his capacity as such incorporator, executed the same voluntarily on the day the same bears date.

Given under my hand this 24 day of December 1982.

Talmadge Butler
Talmadge Butler, Notary Public
My commission expires Jan. 7, 1984



State of Alabama

County

SHELBY

CERTIFICATE OF INCORPORATION

OF

THE ALABAMA ASSOCIATION OF PUBLIC EMPLOYEES, INC.

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 THE ALABAMA ASSOCIATION OF PUBLIC EMPLOYEES, INC. 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 THE ALABAMA ASSOCIATION OF PUBLIC EMPLOYEES, INC. and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 13th day of

DECEMBER, 19 82

STATE OF ALA. SHELBY CO.
I HEREBY THIS
13th DAY OF DECEMBER 1982

1982 DEC 13 PM 3:32 *Thomas A. Snowden, Jr.*

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Judge of Probate



Recd 10.00
Jud 1.00
11.00