

ARTICLES OF INCORPORATION
OF
SHELBY YOUTH SERVICES AND ATTENTION HOME, INCORPORATED

The undersigned individuals, being over the age of Nineteen(19) years, residents of the State of Alabama, and citizens of the United States and desiring to form a nonprofit corporation pursuant to the provision of Section 10-3-1 et seq. of the Alabama Code of 1975, as amended, commonly referred to as the "Alabama Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation:

FIRST: The name of the corporation shall be Shelby Youth Services and Attention Home.

SECOND: The period for which the corporation shall exist shall be perpetual, however, its directors may terminate its existence pursuant to the provisions pertaining to the dissolution of the corporation hereinafter set out.

THIRD: The purpose of the corporation is to finance, engage in, and promote research in the development and conservation of human resources without regard to race, color, national or ethnic origin through education and rehabilitation and operation of a residential treatment facility for youth.

FOURTH: The corporation shall have no members.

FIFTH: 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 of any prior or future law, or to the Federal State, or local government for exclusive public purpose.

Brenda K. Lee
Shelby Youth Services and Attention Home, Inc.
P.O. Box 1261
Alabaster, Alabama 35007

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

Notwithstanding any other provision of these articles, these purposes are limited to those described in Section 501(c)(3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

Without in any way limiting the foregoing stated purpose, and in addition to those powers specifically granted by the Alabama Non-Profit Corporation Act, the corporation shall have the following powers:

(a) To receive and maintain a fund or funds, and to administer and apply the income and principal thereof, to promote the purposes of the corporation.

(b) To make gifts or loans, with or without interest, to individuals, schools, universities, and publicly owned educational, penal and correctional institutions for use by them in promoting and advancing the basic purpose of the Foundation.

(c) To make grants to individuals or corporations to carry out research in education and rehabilitation.

(d) To acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise, and to hold, enjoy, possess, rent, lease and sell lands or any interest therein as may be deemed to the interest of the corporation; to acquire by option, purchase, gift, grant, bequest, transfer or otherwise, and to hold, possess, pledge as security, sell, transfer or in any manner dispose of personal property or choses in action of any class or description whatsoever; to retain any property, investments or securities originally received by the corporation or thereafter acquired by it, so long as the directors of the corporation shall consider the retention thereof desirable; to invest and re-invest any and all funds coming into the hands of the corporation, on any

account whatsoever, in such property, investments or securities, as the directors of the corporation may, in the discretion of the directors, deem advisable, however doubtful or hazardous or limited the description or nature of any property, investments or securities so retained may be whether or not the same may be currently producing income and whether or not the same are, or may be such as are authorized or deemed proper for investment of trust funds under the Constitution or laws of the State of Alabama or of the United States, to register any shares of stock, certificates of interest, bonds, or other securities of any corporation, trust, or association, or any chose in action, in the name of any moninee; to convert real property owned by the corporation into personal property and personal property into real property; to improve or cause or permit real property to be improved and to abandon any property which the Directors of the corporation deem to be without substantial value, to manage and control any shares of stock, certificates of interest, bonds, or other securities of any corporation, trust or association at any time acquired in any way by this corporation and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease or other disposition of the properties of any such corporation, trust, or association the securities of which are held by this corporation and as owner thereof to vote any security of any corporation, trust, or association held by this corporation at any meetings of the holders of the same class of security of the issuing entity and generally in all respects to exercise all of the rights of ownership therein.

(e) To employ the services of one or more banks having trust powers, or other agent, to perform all or any part of the powers granted by the preceding paragraph (d) and such other duties of the corporation as the directors deem appropriate on such terms and under such contractual arrangements as the directors may deem proper.

(f) To do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all of the foregoing object and purposes or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the foregoing objects and purposes, and to have and exercise all rights and powers now conferred or which may hereafter be conferred on non-profit corporation under the Laws of the State of Alabama.

(g) Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or of the net earnings of the corporation shall at any time inure to the benefit of any member, officer, director or other individual except for the reimbursement to officers or directors for actual expenses incurred in the carrying out of their official duties, and for the payment of salaries to any person who may be employed by said corporation for the purpose of enabling the corporation to carry out the purposes herein described and except for those persons receiving gifts or loans under the provisions of paragraph (b) and (c) above. Nor shall any part of the assets or earnings of the corporation be applied to activities in carrying on propaganda or in attempting to influence legislation.

(h) Upon the dissolution of the corporation the Board of Directors shall, after paying or making provision of the payments of all the liabilities of the corporation dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal officer of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

(i) Anything herein concerned to the contrary notwithstanding, the corporation shall be empowered to refuse to accept any gift, bequest or devise.

SIXTH: The address of the initial registered office of this corporation is set forth; Shelby Youth Services and Attention Home, Inc., P. O. Box 1261 Alabaster, Alabama 35007, and the name of its initial registered agent as such address is Brenda Lee.

SEVENTH: The number of directors constituting the initial board of directors are two (2) and the name and address of the persons who are to serve as the initial directors are Mayor Burk Dunaway, Pelham City Hall, Pelham, Alabama 35124; Brenda Lee P. O. Box 1261, Alabaster, Alabama 35007.

EIGHTH: The name and address of the Incorporators are: Mayor Burk Dunaway, Pelham City Hall, Pelham, Alabama 35124; Brenda Lee, P. O. Box 1261, Alabaster, Alabama 35007.

NINTH: The manner in which the directors are elected or appointed and the provisions for the regulation and management of the affairs of the corporation shall be determined in accordance with the By-Laws adopted by the corporation.

Dated this the 22nd day of March 1983

BY-LAWS

SHELBY YOUTH SERVICES AND ATTENTION HOME

ARTICLE I

Purposes

The purpose and power of the Corporation are set out in the Article of Incorporation.

ARTICLE II

Offices

The principal office of the Corporation shall be at P. O. Box 1261, Alabaster, Alabama. It may have such other offices as the director from time to time may determine.

ARTICLE III

Management

Section 1. The entire management of the Corporation and its property is vested in the Board of Directors (herein called "the Board"), who shall be elected or appointed as provided in the Articles of Incorporation.

Section 2. The Board may provide by resolution for regular periodic meetings of which no notice shall be required. Special meetings may be held at any place or time upon three days notice to the director, either written or verbal, or by telephone or telegraph, or with or without notice be waived in writing by the director either before or after the meeting. The President shall call a special meeting of the Board within fourteen days of the receipt of a request therefore signed by the director. There shall be at least one meeting, an annual meeting, each year on a date to be selected by the Board.

Section 3. At all meetings of the Board, seven directors shall constitute a quorum authorized to transact business by a majority vote of the directors.

Section 4. The Board may, by resolution, create an Executive Committee as provided for by the Articles of Incorporation and such other committees, composed of directors or of persons of the corporation who are not directors, or both, to act for the corporation, as it shall, from time to time, seem appropriate. Such resolution shall prescribe the authority of such committee and the period of its existence. Any committee so created may adopt their own rules of procedure and practices.

ARTICLES IV

Officers

Section 1. The officers of the Corporation shall be a President, a Vice-President, a Secretary and a Treasurer each of whom shall be a director, and shall be elected by the Board, to serve for a period of one year or until their successors are elected and qualified. The Board shall also be entitled to contract with others to carry out the policies and contracts of the Foundation under the direction of the President thereof. The Board may elect or appoint such other officers, who need not be directors, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it deems desirable, to have such responsibilities and to exercise such authority as the Board may, from time to time, prescribe. Any one or more officers may be held at the same time by one individual and any officer may be removed at any time by the affirmative vote of a majority of the Board.

Section 2. The President shall be the chief executive officer of the Foundation and the Chairman of the Board of Directors. He shall preside at all meetings of the directors and shall generally perform all of the duties which usually pertain to the office of president of a corporation.

Section 3. The Vice-President, in the absence, disability or disqualification of the President, shall perform all the duties of the President. He shall also perform such other duties as may be prescribed, from time to time, by the directors.

Section 4. The Secretary shall keep an accurate record of the meetings of the Board, shall be responsible for the official correspondence and shall keep, or have kept, the records of the Foundation.

Section 5. The Treasurer shall be responsible, under the direction of the Board, for the handling of the funds of the Foundation, receive money due or given to it, make disbursements of funds in accordance with the orders and directors of the Board.

Section 6. The officers and directors of the Corporation shall serve without compensation. However, to the extent deemed necessary by the Board, such individuals may be employed by the Corporation and compensated for their services as the Board may, from time to time, find necessary or desirable, subject always however, to the termination of their employment at the discretion of the Board.

ARTICLE V

Administration of Funds

Section 1. All Gifts to the Foundation not otherwise designated shall go into the general fund of the Foundation, which shall be used and applied in accordance with the Articles of Incorporation.

Section 2. The Corporation may, through its Executive Director, contract with governmental, educational, and research agencies and corporations to receive and administer funds to conduct particular projects subject to such controls and audits as may be required by the contacting agencies.

Section 3. The Board shall provide by resolution for the investment and management of funds and property of the Corporation by a committee composed of members of the Board or by contractual arrangements with one or more banks having trust powers, or both.

Section 4. The Board shall, from time to time, by resolution, provide procedures for the establishment of such other special or designated funds to be administered by the Corporation in accordance with the Articles of Incorporation.

Section 5. The fiscal year of the corporation shall be established by the Board.

ARTICLE VI

Section 1. The seal of the Corporation shall be square with the words respect, responsibility, discipline and compassion surrounding the square and abstract pictures of children in the middle of the circle.

ARTICLE VII

Execution of Contracts, Deeds, Transfers and Representation with Reference to Securities

Section 1. Except as otherwise provided by resolution of the Board authorizing the execution thereof, all contracts, deeds, mortgages, pledges, transfers and other written instruments binding upon the corporation shall be executed on behalf of the Corporation by the President and Vice-President, and the corporation seal shall be therefore affixed and attested by the Secretary or an Assistant Secretary.

Section 2. Unless otherwise ordered by resolution of the Board, the President or the Vice-President shall have full power and authority on behalf of the Corporation, to attend and to act and to vote at any meetings of the stockholders, bondholders, or other security holders of any corporation trust or association in which the Foundation may hold securities and at any such meeting shall possess and may exercise any and all the rights and powers incident to the ownership of such securities and which, as owner thereof, the Corporation might have possessed and exercise if present, including the power and authority to delegate such power and authority to a proxy selected by them or either of them. The Board may, by resolution, from time to time, confer like powers upon any other person or persons.

ARTICLE VIII

Exculpation of Directors

Section 1. No director shall be liable to anyone for any acts on behalf of the Corporation or any omissions with respect to the Corporation committed by such director, except for his or her own willful neglect or default.

Section 2. No director shall be liable to anyone for any act of neglect or default on the part of any one or more of the other directors in the absence of specific knowledge on the part of such directors of such neglect or default.

ARTICLE IX

Amendments

Section I. These By-Laws may be amended at any time by a vote of a majority of the full membership of the Board, but no amendment may be made so as to avoid any limitations imposed by the Articles of Incorporation, as they may be amended from time to time.

Brenda A. Lee

President of Board of Directors
Shelby Youth Services and Attention Home

Sworn to and subscribed before me

this 22nd day of March 1983.

Don H. Atkinson
Notary Public

My Commission Expires June 30, 1984

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

Shelby Youth Services and Attention Home 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 Shelby Youth Services and Attention Home, Inc., 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 Shelby Youth Services and Attention Home, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 22nd day of March, 19 83

STATE OF ALA. SHELBY CO. *Re 10.00*
I CERTIFY THIS *Sub 11.00*
INSTRUMENT WAS FILED
1983 MAR 22 PM 12:08

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

