

456
ARTICLES OF INCORPORATION

OF

BETTER BUSINESS ASSOCIATIONS OF AMERICA, INCORPORATED
A NONPROFIT CORPORATION

FIRST, The name of this corporation shall be
"Better Business Associations of America, Incorporated."

SECOND, The duration of the corporation shall be
perpetual or until such time as it may be dissolved
according to the laws of the State of Alabama.

THIRD, The purpose or purposes for which the
corporation shall be organized shall be the protection of
retail and wholesale merchants, business establishment
owners and managers, and professional or other persons
engaged in lawful business pursuits in the United States of
America against fraudulent solicitation for funds by
telephone or other means.

FOURTH, There shall be only one (1) class of
members which shall be known as "affiliate members," and
which shall consist of no more than one (1) nonprofit
corporation from each state of the United States of America,
chartered under the rules and regulations of this corporation
and incorporated under the laws of its respective state, each
of which shall bear the name, "Better Business Association
of _____ (name of state) _____, Incorporated," and shall
identify itself as "An Affiliate of Better Business
Associations of America, Inc."

Affiliate members shall not hold meetings
nor have the right to vote regarding the actions of the
corporation, its directors or its officers. The elected
president of each affiliate member, however, shall be a member
of the Advisory Board of the corporation and have the right to
advise the board of directors from time to time and in such
manner as circumstances may warrant.

FIFTH, The name of the corporation's registered
agent and address of its initial registered office shall be:

✓ Dr. J. Conrad Willmon
2163 Highway 31 South
Pelham, Alabama 35124

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SIXTH, The number of directors constituting the initial board of directors shall be three (3), and the names and addresses of the persons who are to serve as the initial directors until their successors are elected and qualify are:

✓ Dr. J. Conrad Willmon
132 Three Sons Drive
Birmingham, Alabama 35226

Stephen D. Willmon
2033 Little Mountain Circle, B-8
Pelham, Alabama 35124

David R. Willmon
453 Woodland Hills
Tuscaloosa, Alabama 35405

SEVENTH, The names and addresses of the incorporators are:

Dr. J. Conrad Willmon
132 Three Sons Drive
Birmingham, Alabama 35226

Stephen D. Willmon
2033 Little Mountain Circle, B-8
Pelham, Alabama 35124

David R. Willmon
453 Woodland Hills
Tuscaloosa, Alabama 35405

EIGHTH, The directors shall have the power to hold their meetings and keep the books, documents, records and papers of the corporation outside the State of Alabama, at such places as may from time to time be designated by the bylaws or by resolution of the directors, except as otherwise required by the laws of the State of Alabama.

NINTH, The corporation shall not have nor issue shares of stock, nor shall dividends be paid nor any part of the income of the corporation be distributable to its members, directors or officers, nor shall the corporation make loans to its members, directors or officers.

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TENTH, All powers of the incorporators, except that of calling an organizational meeting of the initial board of directors under the provisions of Article 1, Section 10-3-21 of the Alabama Nonprofit Corporation Act (1975 as amended), shall terminate upon filing of these articles of incorporation.

ELEVENTH, Any amendment of these articles of incorporation shall require a two-thirds vote of the directors then in office.

WE, THE UNDERSIGNED, for the purpose of forming a non-profit corporation under the laws of the State of Alabama, do hereby file and record these Articles of Incorporation, and do certify that the facts herein are true, and we have accordingly set our hands and seals.

DATED AT April 5, 1983
STATE OF ALABAMA
COUNTY OF SHELBY

Leonard Willmon
G. CONRAD WILLMON, Incorporator

Stephen D. Willmon
STEPHEN D. WILLMON, Incorporator

David Willmon
DAVID R. WILLMON, Incorporator

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State of Alabama

Shelby

County

CERTIFICATE OF Incorporation

OF

Better Business Associations of America, Incorporated

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of Better Business Associations of America, Incorporated, duly signed and verified pursuant to the provisions of Section _____ 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 Better Business Associations of America, Incorporated, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 11th day of

April, 1983

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

1983 APR 11 AM 10:16

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

