

ARTICLES OF INCORPORATION  
OF  
BETTER BUSINESS ASSOCIATION OF ALABAMA, INCORPORATED  
A NONPROFIT CORPORATION

FIRST, The name of this corporation shall be "Better Business Association of Alabama, Incorporated," and is chartered under the rules and regulations of Better Business Associations of America, Inc., of which this corporation is an affiliate member.

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 State of Alabama against fraudulent solicitation for funds by telephone or other means.

FOURTH, There shall be two (2) classes of members as follows:

1. Class 1 members shall be designated as "registered members," and shall consist of those companies or individuals engaged in the solicitation for funds by telephone who:

a. voluntarily furnish the required information to the corporation;

b. pay the required fee for becoming a registered member; and

c. meet the requirements of the corporation's "Code of Ethics for Telephone Solicitation."

2. Class 2 members shall be designated as "sponsor members," and shall consist of those business and commercial establishments, and professional or other self-employed persons doing business in the State of Alabama, who wish to avail themselves of the services of the corporation and who pay the required fee for becoming a sponsor member.

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Neither class of members shall hold meetings nor have the right to vote regarding the actions of the corporation, its directors or its officers. They shall, however, 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

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

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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.

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  
J. CONRAD WILLMON, Incorporator

Stephen D. Willmon  
STEPHEN D. WILLMON, Incorporator

David R. Willmon  
DAVID R. WILLMON, Incorporator

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION

OF

BETTER BUSINESS ASSOCIATION OF ALABAMA, 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 ASSOCIATION OF ALABAMA, INCORPORATED 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 ASSOCIATION OF ALABAMA, 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 10:17

*Thomas A. Snowden, Jr.*  
JUDGE OF PROBATE

*Thomas A. Snowden, Jr.*  
Judge of Probate

Rec 10.00  
Jud 1.00  
11.00