

ARTICLES OF INCORPORATIONOF

SOCIAL SERVICES DEVELOPMENT GROUP, INC.

To: THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA.

The undersigned, John H. Fancher, Ph.D., LPC, Joyce T. Fancher, MSW, LGSW, desire to form a body corporate for the purpose of carrying on a lawful business in pursuance of the laws of the State of Alabama relating to corporation, and for that purpose do make, sign and file this Certificate of Incorporation pursuant to the provisions of the Alabama Business Corporation Act:

ARTICLE II

NAME

The name of the corporation shall be "Social Services Development Group", INC.

ARTICLE II

DURATION

The duration and existence of the corporation shall be perpetual.

ARTICLE III

OBJECTIVES, PURPOSE AND POWERS

The nature of the business and the objectives, purpose and powers of the incorporation are as follows:

1. To engage in the business of child care in a safe and therapeutic environment in a residential setting as approved by and under the rules of the State of Alabama governing child care as set forth by the Department of Pensions and Security of Alabama and the Department of Education of Alabama, in accordance with Alabama law, in addition to all acts or things necessary or incidental to the carrying on of the said business.

2. To lend money on open notes and to take security therefore by way of pledge, chattel mortgage, mortgages on real estate; to borrow money and to pledge or mortgage assets of said corporation as security; therefore, to buy, sell, mortgage, convey, encumber real and personal

John H. Fancher
159 Monticello Estate
Rt. 1 - Decaturville, Ala 35647

BOOK 26 PAGE 300

property; to buy and sell stock or interest in any corporations, partnerships or companies.

3. To borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise without limit as to amount, and to secure the same by mortgage, pledge or otherwise without limit as to amount, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.

4. To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in, lands and leaseholds, interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses, or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

5. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of, or turn to account or deal with, all or any part of the property of the corporation, and from time to time vary any investment or employment of capital of the corporation.

6. To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge, or otherwise deal with or dispose of stocks, bonds, or any other obligations or securities of any corporation or corporations including this corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stock, bonds or other obligations are held in any manner guaranteed by the corporation, or in which the corporation is in any way interested; to do any other acts or things for the preservation, protection, improvements, or enhancement of the value of any such stock, bonds or other obligations, or to do any acts or things designed for such purpose, and while the owner of any such stock, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or interest, or both, or any bonds or other obligations, and the performances of any contracts.

7. The business or purpose of the corporation is from time to time to do any one or more of the acts and things hereinabove set forth, and

shall have power to conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any of its corporate powers and rights in the State of Alabama, and in the various other states, territories, colonies, and dependencies of the United States, in the District of Columbia, and in allor any foreign countries.

ARTICLE IV

CAPITAL STOCK

The total authorized capital stock of the corporation is One hundred and no/100 (\$100.00) Dollars, which shall be divided into 100 shares of non-assessable common stock of the par value of \$1.00 per share.

The amount of the paid-in capital stock whith which said corporation shall begin busuness in One Hundred and no/100 Dollars.

ARTICLE V

PRE-EMPTIVE RIGHTS OF STOCKHOLDERS TO NEW STOCK

The stockholders may, before they issue any new or additional stock of the corporation, determine that the same or any part thereof shall be offered in the first instance to all of the then stockholders in proportion to the number of shares of stock then held by them, respectively, or may make any other provision or restriction restricting the issue or allotment of new or additional shares, but in default of any such determination or insofar as the same shall extend, the new or additional shares may be dealt with by the Board of Directors as in their judgement may seem best.

ARTICLE VI

AGENT DESIGNATED TO RECEIVE SUBSCRIPTIONS

John H. Fancher, Ph.D., LPC, 159 Monticello, Rt. 1, Duncanville, Alabama, is the officer designated by the incorporators to receive subscriptions to the capital stock.

ARTICLE VII

SPECIAL PROVISIONS

The following provisions forthe regulation of the business and for the conduct of the affairs of the corporation, the Directors, and the

stockholders are hereby established:

1. All corporate powers shall be exercised by the Board of Directors except as otherwise provided by statute or by this Certificate; and in furtherance, not in limitation of the powers conferred by the statute and by this Certificate, the Board of Directors is expressly authorized to make and alter the By-Laws of this corporation but By-Laws of this corporation but By-Laws so made by the Directors may be altered or repealed as provided therein.

2. That affairs of the corporation shall be conducted according to law and these articles of incorporation and also according to such By-Laws as may be adopted by the stockholders, which may be amended, added to or repealed as may be therein provided.

3. Insofar as the same is not contrary to the laws of the State of Alabama, no contract or other transaction between this corporation and any other corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors of this corporation is or are interested therein or is a Director or officer or are Directors or officers of such other corporation, and any Director or Directors of this corporation individually or jointly may be a party or parties to or may be interested in any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation shall be affected or invalidated by reason of the fact that any Director or Directors of this corporation is a party or are parties to or interested in such contract, act or transaction or is or are in any way connected with such person or persons, firm, association or corporation, and each and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with this corporation for the benefit of himself or any firm, association or corporation, in which he may otherwise be interested.

4. Any and all rights, powers, privileges or restrictions in this Certificate of Incorporation granted and contained, conferred or or imposed may be enlarged, amended, altered or changed, in any manner

and to any extent repealed by a Certificate of Amendment authorized, made, executed and filed in the manner now or hereafter permitted or authorized by the laws of the State of Alabama.

ARTICLE VIII

PRINCIPAL AND REGISTERED OFFICE

The principal office of the corporation shall be located on Monticello Drive, Box 159, Route 1, Duncanville, Alabama, 35456, but the corporation shall have the right, as it may desire, to establish and transact its business, or, any part thereof, elsewhere within or without the State of Alabama.

The registered office of the corporation shall be located at Monticello Drive, Box 159, Route 1, Duncanville, Alabama, 35456, and the registered agent shall be John H. Fancher, Ph.D., Monticello Drive, Box 159, Route 1, Duncanville, Alabama, 35456.

ARTICLE IX

DIRECTORS AND OFFICERS

The names and post office addresses of the Directors chosen for the first year and until their successors are elected, and qualified are as follows:

<u>Name</u>	<u>Address</u>
John H. Fancher, Ph.D., LPC	Box 159 Monticello Drive, Rt. 1 Duncanville, Alabama 35456
Joyce E. Fancher, MSW, LGSW	Box 159 Monticello Drive, Rt.1 Duncanville, Alabama 35456

The names and post office addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Joyce E. Fancher, MSW	President	Box 159 Monticello Drive, Rt.1 Duncanville, Alabama 35456
John H. Fancher, Ph.D.	Secretary/ Treasurer	Box 159 Monticello Drive, Rt.1 Duncanville, Alabama 35456

ARTICLE X
INCORPORATORS

The names and post office addresses of the several incorporators follows:

<u>Names</u>	<u>Addresses</u>
Joyce E. Fancher, MSW	Box 159 Monticello Drive, Rt. 1 Duncanville, Alabama 35456
John H. Fancher, Ph.D.	Box 159 Monticello Drive, Rt. 1 Duncanville, Alabama 35456

BOOK 26 PAGE 305

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals, on this the 31st day of August, 1984.

John H. Fancher, Ph.D. (L.S.)
John H. Fancher, Ph.D.

Joyce E. Fancher, MSW (L.S.)
Joyce E. Fancher, MSW

Sworn to and subscribed before me this the 31st day of August, 1984.

NOTARY PUBLIC
MY COMMISSION EXPIRES FEB. 14, 1988

Donna J. Correll
NOTARY PUBLIC



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Social Services Development Group, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Social Services Development Group, Inc. for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is _____. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 23, 1984 - expires 12-22-84

Date

Don Siegelman

Don Siegelman

Secretary of State



State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

SOCIAL SERVICES DEVELOPMENT GROUP

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 SOCIAL SERVICES DEVELOPMENT GROUP, 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 SOCIAL SERVICES DEVELOPMENT GROUP, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 5th day of SEPT., 19 84.

Thomas A. Brundage, Jr.

Judge of Probate



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

1984 SEP -5 AM 9:12 Rec. 3500

Ind. 100

3600

Thomas A. Brundage, Jr.
JUDGE OF PROBATE