

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF INCORPORATION OF
OPERATION HELPING HANDS

We, the undersigned, being natural persons over the age of 21 years acting as incorporators of a corporation under the Alabama Non-Profit Corporation Act, adopted and do hereby adopt the following Articles of Incorporation for such corporation:

(a) The name of the corporation is:

Operation Helping Hands

(b) Period of duration of this corporation is perpetual.

(c) The purpose or purposes for which this corporation is organized shall be charitable to aid and assist in the care of the elderly and needy persons in Shelby County and to provide where and when possible financial and other assistance and aid to the elderly and needy; to hold, conduct, organize and participate in any and all programs of all kinds and character in connection therewith and to do all things which the Board of Directors of this corporation shall deem to be in the best interest of promoting the same in said area; and to buy, own and sell real estate in connection with said purposes; this corporation is not organized for pecuniary profit nor shall it 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.

(d) The initial charter members of said corporation shall be those persons who have heretofore paid the annual dues or membership fee. There shall be only one class of members in said corporation and each member shall have one vote. The rights and privileges of the members of this said corporation shall be set out in the By-Laws and rules and regulations adopted by said corporation. After the incorporation hereof, other persons may become members by making application and complying with the By-Laws regulating qualifications for membership in said corporation.

(e) The officers of said corporation shall consist of a president, vice-president, secretary, and treasurer, to be elected annually by the Board of Directors. Election of said officers shall be held at such time and in such manner as is provided for in the By-Laws of said corporation. The Board of Directors shall consist of five members, who shall be elected to serve for one year. The number of directors may be increased or decreased from time to time by amendment to the by-laws. Said Board of Directors shall be elected by the members of the corporation all as provided for and set out in the By-Laws of said corporation. The names and addresses of the initial officers and directors are as follows:

OFFICERS: President - ✓ Robert Thompson
Vice-President - Thomas Wood
Secretary - Mildred Wood
Treasurer - Inez Thompson

DIRECTORS: Robert Thompson
Inez Thompson
Ken Thompson
Thomas Wood
Mildred Wood

Any officer elected or appointed may be removed from said office by a majority of the membership of said corporation in meeting duly assembled whenever, in the judgment of said membership the best interest of the corporation will thereby be served.

(f) After the issuance of the certificate of incorporation of said corporation, an organizational meeting of the Board of Directors named in these articles of incorporation shall be held at the call of a majority of the incorporators for the purpose of adopting by-laws, electing officers, and the transaction of such other business as may come before the meeting. The incorporators calling the meeting shall give at least ten days notice thereof to each director so named, which said notice shall state the time and place of the meeting. The first meeting of the members of said corporation may be held at the call of the Board of Directors, or a majority of them, upon ten days notice being given for such purposes as may be stated in the notice of the meeting. Said notice shall be given either by mail, publication in the Shelby County Reporter for one week, or posting at least ten days in advance of said meeting at the normal place of meeting of said corporation. The initial by-laws of said corporation shall be adopted by the Board of Directors of said corporation and the same shall continue in effect as by-laws until the same are altered, amended, or repealed as provided for in the by-laws adopted.

(g) The address of the initial registered officer of the corporation is Thompson Lane, Sterrett, Alabama 35147, and the name of its initial registered agent at such address is Robert Thompson.

(h) Said corporation shall have all of the powers granted to non-profit corporations under the laws of the State of Alabama.

(i) The Board of Directors by resolution adopted by a majority of directors in office may designate such committees as they deem proper for the carrying out of the functions of said corporation, and the president may appoint members from the membership of said corporation to such committee, which committee shall serve for terms set out in the appointments.

(j) The names and addresses of the incorporators are:

Robert Thompson	Thompson Lane, Sterrett, Al. 35147
Inez Thompson	Thompson Lane, Sterrett, Al. 35147
Ken Thompson	Thompson Lane, Sterrett, Al. 35147
Thomas Wood	Route 1, Box 1740 Childersburg, Alabama 35044
Mildred Wood	Route 1, Box 1740 Childersburg, Alabama 35044.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this the 10th day of December, 1985.

Robert Thompson
Robert Thompson

Inez Thompson
Inez Thompson

Ken Thompson
Ken Thompson

Thomas Wood
Thomas Wood

Mildred Wood
Mildred Wood

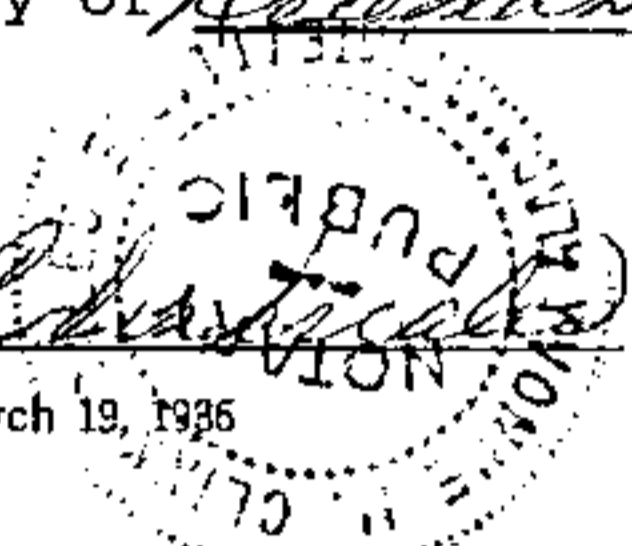
STATE OF ALABAMA

SHELBY COUNTY

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Robert Thompson, Inez Thompson, Ken Thompson, Thomas Wood, and Mildred Wood, whose names are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that, being informed of the contents of this instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 10th day of November 1985.

Yvonne M. Christensen
Notary Public
My Commission Expires March 19, 1986



I, the undersigned, a Notary Public in WALKER COUNTY, in said State, hereby certify that KEN THOMPSON whose name 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 this instrument, that he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 9th day of Dec 1985.

Barbara Eulenstein
NOTARY PUBLIC MY COMMISSION EXPIRES JUNE 6, 1989



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STATE OF ALABAMA

SHELBY COUNTY

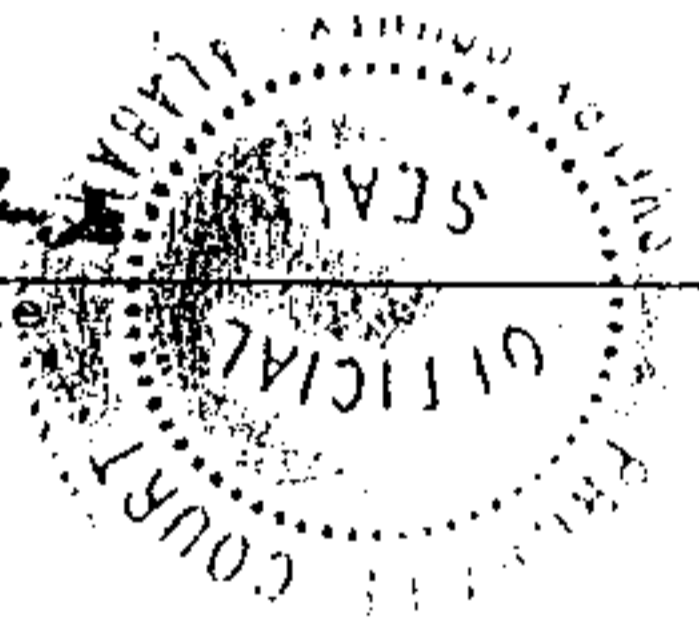
CERTIFICATE

I, the undersigned, Thomas A. Snowden, Jr., Judge of Probate of Shelby County, Alabama, hereby certify that the Certificate of Incorporation of Operation Helping Hands has this date been filed for record in the Probate Office of Shelby County, Alabama, and that the certificate of incorporation has been examined and approved by me as being in compliance with the provisions of the 1975 Code of Alabama, as amended, and that the incorporators of said corporation, their successors and assigns, and the said Operation Helping Hands, constitute a body corporate under the name set forth in said corporation, namely: Operation Helping Hands.

In witness whereof I, the said Thomas A. Snowden, Jr., as Judge of Probate of Shelby County, Alabama, hereunto set my name and affix my seal of said office on this the 10TH day of DECEMBER, 1985.

Thomas A. Snowden, Jr.

Judge of Probate



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

1985 DEC 10 AM 11:10

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec. 25⁰⁰
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