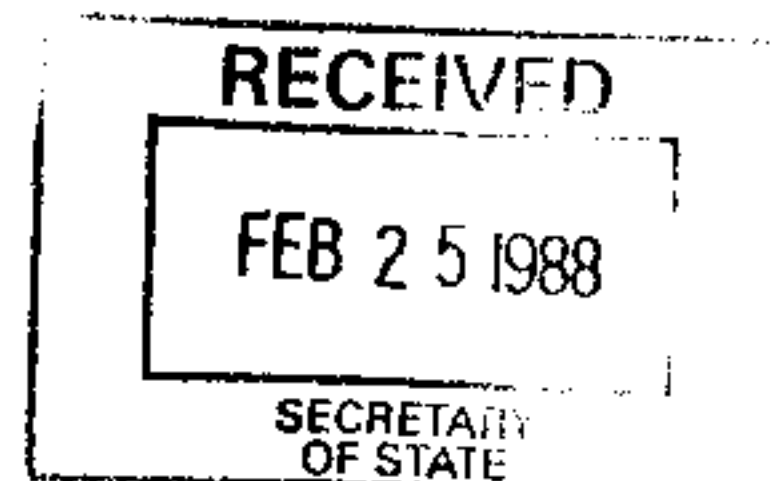


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ARTICLES OF INCORPORATION
OF
SHELBY CONFEDERATE CEMETERY FUND



KNOW ALL MEN BY THESE PRESENTS:

That for the purpose of forming a non-profit corporation under and pursuant to the provisions of Section 10-3-1 et seq. of the 1975 Code of Alabama, as last amended, and Section 501 (c) (3) of the Internal Revenue Service Code, the undersigned persons have associated themselves together and have agreed upon and adopted these Articles of Incorporation, the same to constitute and become a charter for carrying on the activities hereinafter specified upon the proper filing hereof pursuant to law.

ARTICLE I: NAME

The name of this corporation shall be Shelby Confederate Cemetery Fund.

ARTICLE II: LOCATION

The principal office of the corporation shall be located in Shelby County, Alabama.

ARTICLE III: OBJECTIVES

The objectives of the corporation shall be:

A. To care for and maintain the Shelby County Confederate Cemetery located near Shelby Springs and to establish a permanent fund for the care and maintenance thereof.

B. To assure no person shall have pecuniary interest in operation of the corporation.

C. To do any and all such further acts authorized by law as may be necessary, convenient or expedient to accomplish the foregoing purposes or as are incidental thereto.

ARTICLE IV: LIMITING OBJECTIVES

1. This corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in Section 501 (c) (3) of the Internal Revenue Code, as to preclude contributions to this corporation from being deductible for purposes of taxation.

The name of the registered agent is:

Dr. Barbara Roberts, registered address:
2735 Smyer Road
Birmingham Alabama 35216

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Barbara Roberts
2735 Smyer Rd.

2. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it, in any manner, or to any extent, participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America or the State of Alabama, or any other jurisdiction where such activities are carried on; nor shall it engage in transactions defined at the time as "prohibited" under Section 503 of the Internal Revenue Code.

3. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this corporation shall ever be organized or operated for purposes that are not exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

4. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, incorporator or organizer of this corporation, or any contributor to it, except as a reasonable allowance for actual expenditures made or services actually rendered to or for this corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be sued for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE V: MEMBERSHIP

There shall be two types of membership. Charter membership shall be granted to a person upon contributing or pledging any amount to the fund at or before the establishment of the program. Regular membership will be granted to a person contributing any amount to the fund at any time after the establishment of the program. There shall be no limitations on the number of members except as provided for in the by-laws of the corporation. All other qualifications, rights and duties of the members shall be set out and established in the corporation by-laws.

ARTICLE VI: INCORPORATORS

The names and addresses of the incorporators are as follows:

Dr. Barbara Roberts, Chairperson
2735 Smyer Road
Birmingham, Alabama 35216

Dr. Tom O. Caldwell, Vice Chairperson
3760 Locksley Drive
Birmingham, Alabama 35223

Mr. Karl C. Harrison, Secretary-Treasurer
P. O. Box 557
Columbiana, Alabama 35051

Mr. Ken Penhale
P. O. Box 28
Helena, Alabama 35080

~~Dr. Mr.~~ Ethel Rasmussen Rasmussen
107 Kiowa Street
Montevallo, Alabama 35115

~~Judge Mr.~~ Tommy Snowden
Route 1, Box 351
Montevallo, Alabama 35115

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ARTICLE VII: DIRECTORS

The initial Board of Directors shall consist of the following, who shall serve until their successors are named as provided in the by-laws:

Dr. Barbara Roberts
2735 Smyer Road
Birmingham, Alabama 35216

Dr. Tom O. Caldwell
3760 Locksley Drive
Birmingham, Alabama 35223

Mr. Karl C. Harrison
P. O. Box 557
Columbiana, Alabama 35051

Mr. Ken Penhale
P. O. Box 28
Helena, Alabama 35080

Ms. Ethel Rasmussen
107 Kiowa Street
Montevallo, Alabama 35115

Mr. Tommy Snowden
Route 1, Box 351
Montevallo, Alabama 35115

ARTICLE VIII: OFFICERS

The officers of the corporation shall consist of a Chairperson, Vice-Chairperson, and Secretary-Treasurer. The initial officers of the corporation shall be as follows:

Dr. Barbara Roberts, Chairperson
2735 Smyer Road
Birmingham, Alabama 35216

Dr. Tom O. Caldwell, Vice Chairperson
3760 Locksley Drive
Birmingham, Alabama 35223

Mr. Karl C. Harrison, Secretary-Treasurer
P. O. Box 557
Columbiana, Alabama 35051.

ARTICLE IX: TIME LIMIT

The period of duration of this corporation shall be perpetual.

ARTICLE X: SPECIAL PROVISIONS

A. The corporation reserves the right to amend, alter, modify, change or repeat any provision contained in this certificate of incorporation in the manner now or hereafter provided by law and all rights conferred upon the officers, directors herein are granted subject to this reservation.

B. The corporation shall have power to make by-laws for the regulation and government of this corporation, its agents, servants and officers, and for all other purposes not inconsistent with the constitution and laws of the State of Alabama.

C. The voting members of the corporation shall have the authority to adopt such rules, by-laws and regulations for the governing of the corporation as they may deem necessary or expedient.

D. The fiscal year of the corporation shall begin January 1 of each year and continue until December 31 of each year.

IN WITNESS WHEREOF, the incorporators of this corporation have hereunto set their hands and seals, and pray that this instrument shall be filed and recorded as provided by the Law, to the end that these incorporators, their successors and assigns, shall constitute a body corporate under the name thereinabove set forth, with all powers to which said Corporation may be entitled under the Laws of Alabama, on this 23 day of FEBRUARY, 1988.

Barbara Roberts
Incorporator

Tom O'Connell Mrs
Incorporator

Harold G Harrison
Incorporator

Kim Penhale
Incorporator

Ethel E. Ramseyson
Incorporator

Thomas A. Snowden, Jr.
Incorporator

CERTIFICATE OF INCORPORATION
OF
SHELBY CONFEDERATE CEMETERY FUND

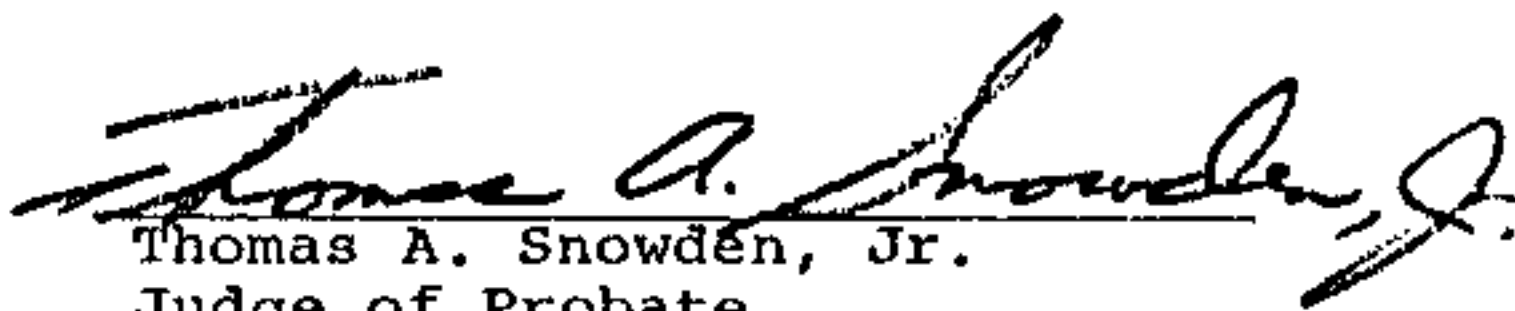
STATE OF ALABAMA

SHELBY COUNTY

I, the undersigned Thomas A. Snowden, Jr., Judge of Probate of Shelby County, Alabama, hereby certify that the Certificate of Incorporation of Shelby Confederate Cemetery Fund has this day been filed for record in Probate Court 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 last amended, pertaining to non-profit corporations as contained in Section 10-3-1 et seq., thereof, and Section 501 (c) (3) of the Internal Revenue Service Code, and the incorporators of said non-profit corporation, their successors and assigns, constitute a body corporate under the name set forth in said certificate, namely:

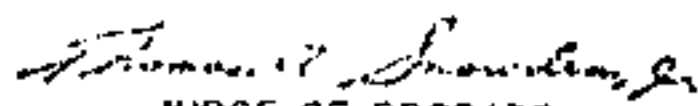
"SHELBY CONFEDERATE CEMETERY FUND"

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 Probate Court on this the 23 day of February, 1988.


Thomas A. Snowden, Jr.
Judge of Probate

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

88 FEB 23 AM 11:04


JUDGE OF PROBATE