

1475

ARTICLES OF INCORPORATION

OF

CAWACO RESOURCE CONSERVATION AND DEVELOPMENT AREA

KNOW ALL MEN BY THESE PRESENTS:

That for the purpose of forming a non-profit corporation under and pursuant to the provisions of Section 10-3A-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 Cawaco Resource Conservation and Development Area.

ARTICLE II: LOCATION

The principal office of the corporation shall be located at P. O. Box 1113, c/o U. S. Soil Conservation, Highway 70 West, Agricultural Center, Columbiana, Alabama 35051. The registered agent at said address is Lawrence W. Garrett.

ARTICLE III: OBJECTIVES

The objectives of the corporation shall be:

A. The Cawaco Resource Conservation and Development Area shall comprise all of the counties of Blount, Chilton, Jefferson, Shelby and Walker in the State of Alabama.

B. The organization is to provide local leadership needed for developing, making necessary amendments to and carrying out a plan for the orderly development, conservation improvement, and wise use of the area's natural resources, and to educate, collect, coordinate and disseminate information for development of human resources, thereby improving the economic opportunities of the people within the Cawaco Resource Conservation and Development Area. Said organization is organized exclusively for charitable, educational, or scientific purposes under Section 501(c)(3) of the Internal Revenue Code.

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.

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 501 (c) (3) 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

The corporation shall have membership composed of community representatives, land owners, and public officials selected by the corporation membership. 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.

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ARTICLE VI: INCORPORATORS

The names and addresses of the incorporators are as follows:

Lawrence W. Garrett, Chairman
Route 2, Box 540
Calera, Alabama 35040

Grady Perry, Vice Chairman
P. O. Box 1447
Jasper, Alabama 35501

Anita Lacy Boles, Secretary/Treasurer
3812 Knollwood Drive
Birmingham, Alabama 35243

Chester Black
Route 10, Box 115
Jasper, Alabama 35501

Thomas A. Snowden, Jr.
Route 5, Box 35
Montevallo, Alabama 35115

Mack Yeargan
Route 2, Box 1124
Clanton, Alabama 35045

Frank Green
Blount County Courthouse
Oneonta, Alabama 35121

Quinton Cummings
Route 3, Box 238
Maplesville, Alabama 36750

Ezra E. Nash
Route 1
Blountsville, Alabama 35031

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:

Lawrence W. Garrett
Route 2, Box 540
Calera, Alabama 35040

Grady Perry
P. O. Box 1447
Jasper, Alabama 35501

Anita Lacy Boles
3812 Knollwood Drive
Birmingham, Alabama 35243

Chester Black
Route 10, Box 115
Jasper, Alabama 35501

Thomas A. Snowden, Jr.
Route 5, Box 351
Montevallo, Alabama 35115

Mack Yeargan
Route 2, Box 1124
Clanton, Alabama 35045

Frank Green
Blount County Courthouse
Oneonta, Alabama 35121

David Orange
Jefferson County Commission, Rm. 212
Birmingham, Alabama 35253

Quinton Cummings
Route 3, Box 238
Maplesville, Alabama 36750

Ezra E. Nash
Route 1
Blountsville, Alabama 35031

The directors, as provided in the by-laws, shall be comprised of the Chairman of the County Commission and the Chairman of the Soil and Water Conservation District in the counties of Blount, Chilton, Jefferson, Shelby and Walker and in addition thereto each delegation thus selected to the Board of Directors from each of the aforesaid counties shall have the right to select a third member of the board of directors from each of said counties.

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:

Lawrence W. Garrett, Chairperson
Route 2, Box 540
Calera, Alabama 35040

Grady Perry, Vice Chairperson
P. O. Box 1447
Jasper, Alabama 35501

Anita Lacy Boles, Secretary-Treasurer
3812 Knollwood Drive
Birmingham, Alabama 35243.

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 October 1 of each year and continue until September 30 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 _____ day of _____, 1988.

Mack Hearn
Incorporator

Thomas A. Howden, Jr.
Incorporator

Lawrence W. Smith
Incorporator

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Tracy Perry

Incorporator

Frank J. Brown

Incorporator

Chester M. Black

Incorporator

E. E. Clark

Incorporator

Robert J. Manning

Incorporator

Opita Lucy Boles

Incorporator

State of Alabama

Shelby County

CERTIFICATE OF Incorporation OF

CAWACO RESOURCE CONSERVATION AND DEVELOPMENT AREA

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of Cawaco Resource Conservation and Development Area, duly signed and verified pursuant to the provisions of Section 10-3A-1 et seq. of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

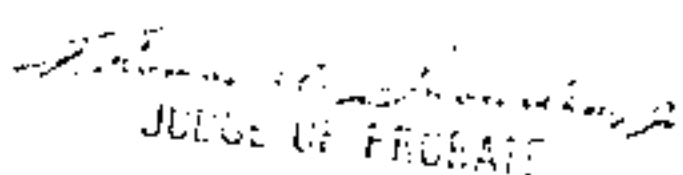
ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of Cawaco Resource Conservation and Development Area, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 21 day of July, 19 88.


Judge of Probate

STATE OF ALABAMA
I CERTIFY THIS
INSTRUMENT WAS FILED

88 JUL 21 PH 4:06


JUDGE OF PROBATE

