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This instrument prepared by:

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Bradley, Arant, Rose & White
1400 Park Place Tower
Birmingham, Alabama 35203

ARTICLES OF INCORPORATION
OF
THE WILLIAM AND JOAN EDMONDS FOUNDATION

1. The name of the corporation is The William and Joan Edmonds Foundation.

2. The period of its duration is perpetual; provided, however, its existence may be terminated pursuant to the provisions pertaining to the dissolution of the corporation hereinafter set out and in accordance with the provisions of the Alabama Nonprofit Corporation Act pertaining to such dissolution.

3. The objects and purposes of this corporation and the powers which it may exercise are as follows:

A. The corporation is organized for the purpose of engaging in all religious, charitable, scientific, literary or educational purposes in which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as said Code and regulations now exist or as they may hereafter be amended (or the corresponding provision of any subsequent federal tax law, said Code, regulations and subsequent federal tax laws, if any, being hereinafter referred to together as the "Code"), and to promote and advance such purposes by any activity in which a corporation organized under the Alabama Nonprofit Corporation Act may engage, exclusively, either directly or by contributions to organizations qualifying as exempt organizations under Section 501(c)(3) of the Code, and to receive and maintain a fund or funds of real or personal property, or both, and to administer

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and apply the income and principal thereof, within the United States of America, for such purposes.

B. Without in any way limiting the foregoing purposes, to make contributions to organizations which are exempt from federal income taxation under Section 501(c)(3) of the Code and to the government of the United States of America, any state or local government, or any political subdivisions thereof.

C. The corporation shall possess and exercise all the powers and privileges granted by the Alabama Nonprofit Corporation Act or by any other law of the State of Alabama together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the corporation (limited only by the restrictions set forth in these Articles of Incorporation), including, but not limited to the following powers:

- (i) to acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise, and to hold, enjoy, possess, rent, lease, mortgage, farm, ranch, work, forest, and sell real property or any interest therein, and to construct, maintain and operate improvements thereon;
- (ii) to acquire by option, purchase, gift, grant, bequest, transfer or otherwise and to hold, enjoy, possess, use, run, work, pledge as security, sell, transfer or in any manner dispose of personal property of any class or description whatsoever;
- (iii) to retain any property, investments or securities originally received by the corporation or thereafter acquired by it so long as the directors of the corporation shall consider the retention thereof desirable;
- (iv) to invest any and all funds coming into the hands of the corporation on any account whatsoever in such property, investments or securities as the directors of the corporation may, in the discretion of the directors, deem advisable, however doubtful or hazardous or limited the description or nature of any property, in-

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vestments or securities so retained may be, whether or not the same may be currently producing income and whether or not the same are or may be such as are authorized or deemed proper for investment of trust funds under the Constitution or laws of the State of Alabama or of the United States;

- (v) to borrow and lend money to or from any person, persons, firm, business, partnership, or corporation, with or without security, and if with security, with such security as the directors of the corporation deem proper or appropriate, and, in connection with any borrowing of money by the corporation, to issue evidences of indebtedness of such borrowing and to secure the same by mortgage, pledge or other lien on the corporation's property;
- (vi) to convert real property owned by the corporation into personal property and personal property into real property;
- (vii) to improve or cause or permit real property to be improved and to abandon any property which the directors of the corporation deem to be without substantial value;
- (viii) to manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trust or association at any time acquired in any way by this corporation and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease or other disposition of the properties of any such corporation, trust or association the securities of which are held by this corporation and as owner thereof to vote any security of any corporation, trust or association held by this corporation at any meetings of the holders of the same class of security of the issuing entity and generally in all respects to exercise all of the rights of ownership therein;

- (ix) to guarantee or become surety for the obligations of any other nonprofit corporation or corporation not of a business character; and
- (x) to do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all of the objects and purposes of the corporation or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the objects and purposes of the corporation, and to have and exercise all rights and powers now conferred or which may hereafter be conferred on corporations not of a business character under the laws of the State of Alabama.

D. Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or the net earnings of the corporation shall at any time inure to the benefit of any director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse expenditures incurred in the performance of their duties by directors and officers and to make payments and distributions in furtherance of the objects and purposes set forth in this Article 3.

E. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or against any candidate for public office.

F. The foregoing clauses of this Article 3 shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the corporation expressly conferred by law, except as expressly stated.

G. The foregoing powers of the corporation shall be exercised subject to and consistently with the following affirmative duties:

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- (i) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- (ii) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (iii) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (iv) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- (v) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

H. Notwithstanding any other provisions of these Articles of Incorporation, this corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. The corporation is to have no members.

5. The number of directors constituting the initial board of directors of the corporation shall be three. The names and addresses of the initial directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William F. Edmonds	5224 Meadowbrook Road Birmingham, Alabama 35242
Henry Morris Edmonds	710 West End Apt. 6F New York, New York 10025
Bryson Glass Edmonds	5224 Meadowbrook Road Birmingham, Alabama 35242

The number of directors constituting the board of directors of the corporation thereafter shall be determined in the manner set forth in the bylaws of the corporation.

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6. The members of the first board of directors shall hold office until their death or resignation or until they are sooner removed from office as herein provided. Successor directors of the corporation shall be elected in the manner and for the term specified in the bylaws of the corporation.

7. Any member of the board of directors may be removed from office, with or without cause, by the affirmative vote of a majority of the directors of the corporation.

8. In the event of dissolution of the corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or to the Federal, State, or any local government exclusively for public purposes.

9. There shall be no personal or individual liability of any director or officer for any debts, liabilities or obligations of the corporation of any kind whatsoever.

10. The initial registered office of the corporation shall be located at 5224 Meadowbrook Road, Birmingham, Alabama and its mailing address shall be 5224 Meadowbrook Road, Birmingham, Alabama 35242. The name of the initial registered agent of the corporation at such address is William F. Edmonds.

11. The name and address of the incorporator of the corporation is William F. Edmonds, 5224 Meadowbrook Road, Birmingham, Alabama 35242.

12. These articles of incorporation may be amended from time to time in accordance with the terms and provisions of the Alabama Nonprofit Corporation Act; provided, however, that no such amendment shall be made which would in any way result in the operation of the corporation for the private advantage or pecuniary profit of any director thereof or permit the operation of the corporation for any purpose other than religious, charitable, scientific, literary and educational purposes.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Nonprofit Corporation Act, executes these Articles of Incorporation this 16th day of December, 1988.


William F. Edmonds

State of Alabama

Shelby

County

CERTIFICATE OF Incorporation

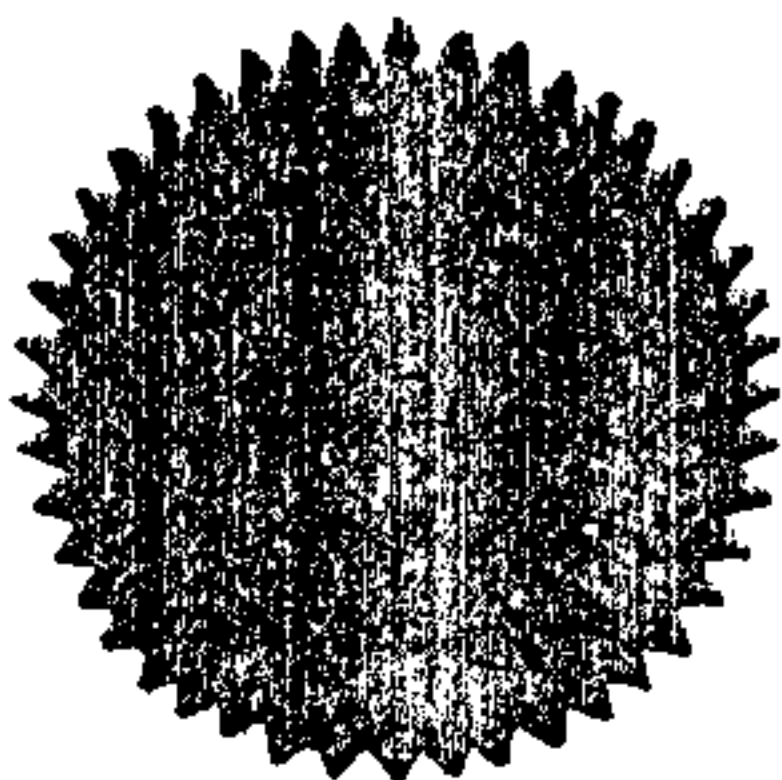
OF

The William And Joan Edmonds Foundation

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of The William And Joan Edmonds Foundation, duly signed and verified pursuant to the provisions of Section Non-Profit 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 The William And Joan Edmonds Foundation, and attaches hereto a duplicate original of the Articles of Incorporation.

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



STATE OF ALABAMA
I CERTIFY THIS
INSTRUMENT WAS FILED

Thomas A. Snowden, Jr.
Judge of Probate

88 DEC 19 PM 12:14

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec 25.00
Jud 1.00
26.00