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ARTICLES OF INCORPORATION

OF

CALERA JAYCEES, INC.

STATE OF ALABAMA)

SHELBY COUNTY)

TO: THE HONORABLE JUDGE OF PROBATE,
SHELBY COUNTY, ALABAMA

The undersigned persons, all being over the age of twenty-one (21) years, desiring to organize a non-profit corporation under the provisions of the Alabama Nonprofit Corporation Act, with all of the rights, powers and privileges of a corporation organized under the said Act and under the Constitution and laws of the State of Alabama, hereby make and file these Articles of Incorporation as required by the said Alabama Non-profit Corporation Act, and certify as follows:

FIRST: The name of the corporation shall be Calera Jaycees, Inc. (hereinafter called "the corporation"). Its principal office shall be in Calera, Shelby County, Alabama.

SECOND: The period for which the corporation shall exist shall be perpetual; however, its directors may terminate it pursuant to the provisions pertaining to the dissolution of the corporation hereinafter set out.

THIRD: The objects and purposes of the corporation are generally to conduct its affairs as a corporation organized not for profit but for the purpose of establishing and building of good citizenship. The primary activity of the corporation shall be the development and promotion of activities, projects, and programs to develop in its members, their

David Bradshaw

associates and their communities, a high sense of responsibility toward common problems and to inspire good citizenship, strong civic pride and conscience. However, the corporation shall, as a secondary role, provide support for the community, state and nation through contributions to charitable causes.

Without in anywise limiting the generality of the foregoing, the immediate and specific purposes of the corporation hereby organized and the powers which it may exercise in addition to those powers specifically granted by Section 10-3A-20 of the Alabama Nonprofit Corporation Act, are as follows:

(a) To receive and maintain a fund or funds and to administer and apply the income and principal thereof, within the United States of America, for religious, charitable scientific, literary or educational purposes.

(b) To make gifts to other corporations, trusts or community chests, funds or foundations or associations created or organized in the United States of America and operated exclusively for religious, charitable, scientific, literary or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual having a personal or private interest in the activities of the organization, and no substantial part of the activities of any such organization is the carrying on of propaganda or otherwise attempting to influence legislation, and does not participate in, or intervene, in any way, in any political campaign on behalf of any candidate for public office, and to

make gifts and contributions to needy persons as permitted by the Internal Revenue Code and rules and regulations promulgated thereunder.

(c) To acquire by option, purchase, gift, grant, bequest, transfer or otherwise and to hold, enjoy, possess, pledge as security, sell, transfer or in any manner dispose of personal property of any class or description whatsoever; to retain any property of any class or description whatsoever; to retain any property, investment 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; to invest any and all funds coming into the hands of the corporation, on any account whatsoever, in such property, investment 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, investments 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 property for the investment of trust funds under the Constitution or laws of the State of Alabama or of the United States; to convert real property owned by the corporation into personal property and personal property into real

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property; 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; to manage and control and shares of stock, certificates or interest, bonds or other securities or any corporation, foundation, 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, organization 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.

(d) 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 foregoing objects and purposes or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the foregoing objects and purposes, and to have and exercise all rights and powers now conferred or which may hereafter be conferred on nonprofit corporations under the laws of the State of Alabama.

(e) Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or of the net earnings of the corporation shall at any time inure to the benefit of any private shareholder, director or individual or be applied to activities in carrying on propaganda or in attempting to influence legislation.

(F) The foregoing clauses 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 herein.

FOURTH: The corporation will be composed of members from the general public who possess the qualifications for membership provided for in the bylaws of the corporation.

FIFTH: The original board of directors shall consist of five members. This number may be increased or decreased from time to time by amendment of the bylaws of the corporation except that in no event shall it be reduced to a number less than three.

SIXTH: The affairs of the corporation shall be managed by the board of directors, and said board shall consist of the officers of the corporation together with the immediate past president.

SEVENTH: The decision of the board of directors in all matters shall be final. The board shall have general control over all officers and committees and may, for good cause, declare any office vacant.

EIGHTH: Should the directors elect to terminate or dissolve the corporation, they may do so by the vote of the majority of the

directors. Upon termination or dissolution, all of the assets of the corporation shall be disbursed as set out by the rules of the United States Jaycees, after deduction of expenses of liquidation and dissolution.

The corporation shall have the power to enact such rules and bylaws for its government as the performance of its functions shall require, provided all such rules and bylaws shall be such as not to conflict with any present or future provisions of the Constitution and laws of the State of Alabama, or with the bylaws of the United States Jaycees or with any provisions under the Articles of Incorporation, as from time to time amended.

The corporation shall not be authorized to issue shares of stock. The corporation is not of a business character and is not formed for pecuniary purposes or personal advantage or pecuniary profit of any of the directors or members thereof.

There shall be no personal or individual liability of any director, officer or member for any debts or obligations of the corporation.

NINTH: The corporation hereby guarantees discontinuance of the use of the Jaycees name, emblem, insignia and other paraphernalia appertaining in any way to the United States Jaycees should the corporation lose its official charter issued by the United States Jaycees, or should the corporation cease to be affiliated with or sponsored by a Jaycees club.

TENTH: The registered office of the corporation shall be located at Route 3, Box 436, Calera, Alabama. The name of the registered agent at such address is David A. Bradshaw. The initial Board of Directors shall consist of five persons whose names and addresses are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
David Bradshaw	Route 3, Box 436 Calera, Alabama 35040
Dale Glass	Route 1, Box 405 Calera, Alabama 35040
Scott Vaughn	P. O. Box 1063 Calera, Alabama 35040
Perry Barnett	P. O. Box 739 Calera, Alabama 35040
Lauriann Loveless	P. O. Box 797 Calera, Alabama 35040

ELEVENTH: The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
David Bradshaw	Route 3, Box 436 Calera, Alabama 35040
Dale Glass	Route 1, Box 405 Calera, Alabama 35040
Scott Vaughn	P. O. Box 1063 Calera, Alabama 35040
Perry Barnett	P. O. Box 739 Calera, Alabama 35040
Lauriann Loveless	P. O. Box 797 Calera, Alabama 35040

TWELFTH: The name and address of the officers and their positions for the first year and until their successors are elected are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
David Bradshaw	President	Route 3, Box 436 Calera, Alabama 35040
Dale Glass	Management Development Vice President	Route 1, Box 405 Calera, Alabama 35040
Scott Vaughn	Community Development Vice President	P. O. Box 1063 Calera, Alabama 35040

Perry Barnett

Individual Development
Vice President

P. O. Box 739
Calera, Alabama 35040

Lauriann Loveless

Secretary/Treasurer

P. O. Box 797
Calera, Alabama 35040

IN WITNESS WHEREOF, we the undersigned incorporators have hereunto
set our hands and seals this 20th day of June, 1989.

David Bradshaw
DAVID BRADSHAW

Dale Glass
DALE GLASS

Scott Vaughn
SCOTT VAUGHN

Perry Barnett
PERRY BARNETT

Lauriann Loveless
LAURIANN LOVELESS

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State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

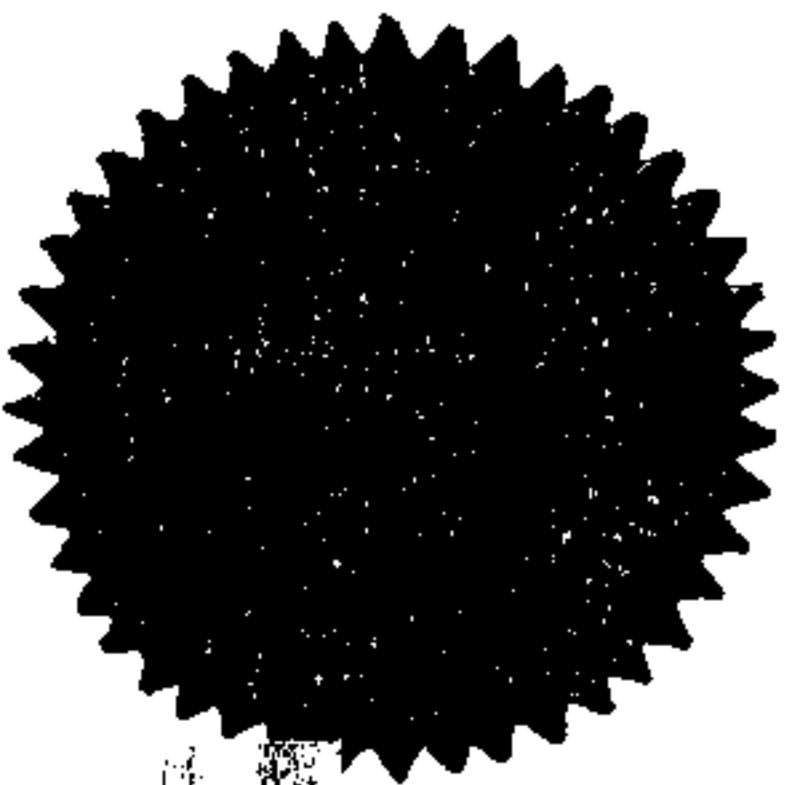
CALERA JAYCEES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of CALERA JAYCEES, INC., duly signed and verified pursuant to the provisions of Section 10-3A--20 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 CALERA JAYCEES, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 20th day of

JUNE, 19 89



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

89 JUN 20 PM 1:05

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

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