

ARTICLES OF INCORPORATION OF
THE MONTEVALLO GOLF CLUB, INC.

The undersigned, acting as an incorporator of a corporation under the Alabama Non-Profit Corporation Act, §§10-3A-225 of the 1975 Alabama Code, hereby signs, verifies, and files the following articles of incorporation:

(1) The name of the corporation shall be: The Montevallo Golf Club, Inc.

(2) The period of duration of the corporation shall be perpetual.

(3) The purposes for which the corporation is organized shall be charitable, benevolent, eleemosynary, educational, civic, and to manage, operate, develop and improve the University of Montevallo golf course and related University recreational facilities pursuant to agreement(s) with the University of Montevallo and other interested parties for the health, recreation, enjoyment, and welfare of the University community, including students, faculty, and employees; and to do anything incidental to accomplishing the above. To these ends, the corporation shall be empowered to exercise all rights and powers of Alabama nonprofit corporations except as restricted herein or by law.

(4) No part of the earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of the corporation. Moreover, the corporation may indemnify its agents, directors, and officers. Any funds not presently needed for corporate purposes

Bishop, Calvin Johnson

may be invested in any way permitted municipal funds by §§11-81-21 and 11-81-19 of the 1975 Alabama Code. Any payments or withdrawals of corporate monies shall bear the signatures of two officers or their designees.

(5) The corporation may admit members on the terms and conditions and with such privileges as may be provided in its bylaws.

(6) (a) The management of the corporation shall be under the direction of a board of directors.

(b) The initial board of directors shall consist of 14 persons, whose names and addresses are:

John Agnew
618 Windwood Dr.
Birmingham, AL 35226

John P. Kelly
924 Brookwood
Montevallo, AL 35115

Lee Barclay
429 Crestview Dr.
Montevallo, AL 35115

Dr. Lewis Kirkland
266 Salem Rd N.
Montevallo, AL 35115

J. A. Brown
Box 24
Montevallo, AL 35115

Nathan McMinn
Station 3537
University of Montevallo
Montevallo, AL 35115

Dr. Leon G. Davis
198 Cherokee N.
Montevallo, AL 35115

Roderick McPherson
429 Crestview Dr.
Montevallo, AL 35115

Mark P. Eiland
1100 Emery Place
Anniston, AL 36201

Kenneth L. Martin
Station 6131
University of Montevallo
Montevallo, AL 35115

Dr. Collette S. Garrison
1201 Breckenridge Park
Helena, AL 35080

Dr. Milton Orr, Jr.
444 King St.
Montevallo, AL 35115

Donald H. Hughes
City Hall
53 South Main

Nemesio Ray Sosa
Rt. 2, Box 125
Clanton, AL 35045

(c) The permanent board of directors shall consist of eight ex-officio members: the Chairperson of the University of Montevallo Physical Education Department, the Director of the University of Montevallo Physical Plant, the Coach of the University of Montevallo Golf Team, the University of Montevallo Student Government Association President, the City Administrator

of the City of Montevallo, the President of the Club, the President-elect of the Club, and the Secretary-Treasurer of the Club; three members elected from the membership of the corporation; and three members appointed by the President of the University of Montevallo from among the University of Montevallo faculty and staff. The President of the Club shall serve as chairperson of the board of directors.

(d) A change in the number of directors or the manner of their selection shall be made only by amending these articles of incorporation. Otherwise, the internal affairs of the corporation shall be regulated by the bylaws, consistent with applicable law and these articles.

(7) The address of the corporation's initial registered office and the name of its initial registered agent at such address are:

Kenneth L. Martin
Station 6131
University of Montevallo
Montevallo, AL 35115

(8) The officers of the corporation shall consist of a president, a president-elect, a secretary-treasurer, and such other officers as may be provided in the bylaws. Each officer shall be elected by the membership of the Golf Club in accordance with procedures established by the bylaws and may be removed at such time and in such manner as may be prescribed by the bylaws. The name and address of each initial officer of the corporation is as follows:

Dr. Milton Orr, Jr.
444 King St.
Montevallo, AL 35115

President

Dr. Lewis Kirkland
266 Salem Road No.
Montevallo, AL 35115

President-elect

Lee Barclay
429 Crestview Drive
Montevallo, AL 35115

Secretary-Treasurer

The duties of each officer shall be prescribed by the bylaws.

(9) The name and address of the incorporator is:

Kenneth L. Martin
Station 6131
University of Montevallo
Montevallo, AL 35115

(10) Notwithstanding any of the powers or purposes of the corporation contained in this certificate of incorporation or granted by law, this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, nor shall it engage in any activity of any kind whatever involving the carrying on of propoganda, nor shall it attempt in any manner to influence legislation, nor shall it engage in any activities which are not in themselves tax-exempt under the Internal Revenue Code of the United States of America. If the corporation is ever dissolved, its assets shall be distributed in accordance with the provisions of §10-3A-141 of the 1975 Alabama Code, or successor legislation then in effect, and also in accordance with §501(c)(3) and other provisions of the United States Internal Revenue Code regulating nonprofit corporations.

Witness my hand and seal, at Montevallo, this 3rd day of ~~June~~, 1989.
July


Kenneth L. Martin, Incorporator

State of Alabama)
County of Shelby)

I, a notary public in and for the state of Alabama at large, do hereby certify that Kenneth L. Martin, whose name is signed to the foregoing Articles of Incorporation of The Montevallo Golf Club, Inc., and who is known to me, acknowledged before me on this day that, being informed of the contents of the said articles of incorporation of The Montevallo Golf Club, Inc., he, as such incorporator, and with full authority, executed the same voluntarily and does hereby verify the facts contained therein.

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In witness whereof, I have hereunto placed my hand and affixed my seal of office on this the 3 day of ~~June~~, 1989.
July

Lillie Mae Stosson
Notary Public

CERTIFICATE

Whereas, Kenneth L. Martin, did on this 19TH day of ~~June~~, 1989, file in the office of the Judge of Probate of Shelby County Alabama a declaration of organization of The Montevallo Golf Club, Inc., setting forth the objects and purposes of said corporation according to the law in such cases made and provided:

Now therefore, pursuant the authority by law vested in me, I, Judge of Probate of Shelby County, do hereby certify that The Montevallo Golf Club, Inc., is duly and legally incorporated, and is fully authorized to transact business under its charter.

Given under my hand and official seal on this 19TH day of ~~June~~, 1989.
July

Thomas A. Brander, Jr.
Judge of Probate

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State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

OF

THE MONTEVALLO GOLF CLUB, INC.

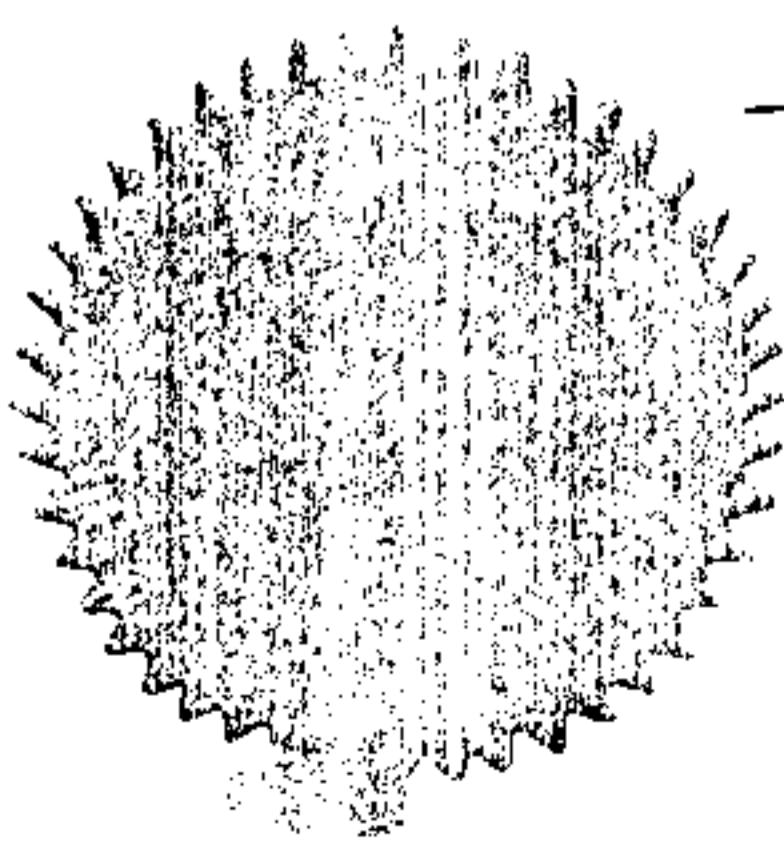
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of THE MONTEVALLO GOLF CLUB, INC., duly signed and verified pursuant to the provisions of Section 10-3A-225 of the Alabama Business Corporation Act, have been 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 MONTEVALLO GOLF CLUB, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 19th day of JULY, 19 89

25.00
3.00
28.00

Thomas A. Snowden, Jr.
Judge of Probate



RECORDED & INDEXED
FEBRUARY 1990

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JUDGE OF PROBATE

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