

3781

ARTICLES OF INCORPORATION
OF
SOUTHEASTERN WRITING CENTER ASSOCIATION, INC.

The undersigned incorporators, all of whom are natural persons of an age of more than nineteen years, do hereby file, pursuant to the Alabama Non-Profit Corporation Act of 1955 (Title 10, S 10-3A-1, et seq., Alabama Code of 1975), these Articles of Incorporation and do declare and certify as follows:

FIRST, that the name of this corporation is SOUTHEASTERN WRITING CENTER ASSOCIATION, INC.

SECOND, that the duration of this corporation shall be perpetual.

THIRD, that this corporation is organized for and will at all times be operated exclusively for educational, literary, charitable, benevolent or scientific purposes within the contemplation of S 501 (c)(3) of the Internal Revenue Code of 1954 and regulations issued pursuant thereto and within the scope of this section its aims are those set forth in this paragraph. No part of the net earnings of this corporation shall inure to the benefit of any private person.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code

of 1954 or the corresponding provision of any future United States Internal Revenue law.

FOURTH, that this corporation shall have no capital stock and no shareholders. The title to all property which may from time to time be owned by the corporation and the control and management of the affairs of the corporation shall be vested in its Board of Directors.

FIFTH, that the initial Board of Directors shall consist of four (4) persons hereinafter named, which number may be increased from time to time by amendment of the By-Laws of the corporation; provided, that at no time shall such number be fewer than four (4) nor more than fifteen (15). The original Board of Directors shall serve until the 1990 Annual Conference. The Board of Directors, subsequent to the original members herein, shall be elected for a term of two (2) years. Election of the Board of Directors shall be by majority vote of members, voting at the Annual Conference, every other year, beginning with the Annual Conference of 1990.

SIXTH, that the internal affairs of the corporation shall be managed and regulated by the Board of Directors pursuant to provisions of these Articles and the By-Laws of the corporation. In so doing, the Board of Directors shall have all the powers hereinabove stated, provided, that such powers shall be used by said Board only as may be in furtherance of the purposes of the corporation herein stated.

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In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under S 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Revenue Law), as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by the Circuit Judge of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH, that the name and address of the initial Registered Agent of this corporation shall be Loretta Cobb, Station 6420, English Department, University of Montevallo, Montevallo, Alabama 35115. The Registered Office shall be the same address.

EIGHTH, that the initial Board of Directors shall consist of four (4) persons, whose names and addresses shall be as follows:

Janet M. Fisher, English Department, Jacksonville University, Jacksonville, Florida 32217;

Barry Brunetti, Writing Center, Gulf Coast Community College, Panama City, Florida 32401-1041;

Richard Straub, Florida State University, 406 Williams Building, Tallahassee, Florida 32306; and

Loretta Cobb, Station 6420 English Department, University of Montevallo, Montevallo, Alabama 35115.

NINTH, that this corporation shall have members, and that membership shall be open to any individual. All members shall have one vote in the election of members to the Board of Directors.

TENTH, that this corporation shall have the right to amend, modify, alter or repeal any provision contained in this Certificate of Incorporation so long as consistent with the laws of the State of Alabama and so long as any such amendment, modification, alternation or repeal shall not affect its tax exempt status, or the deductibility from income taxes of gifts to it, but any such amendment shall be by a vote of not less than a majority vote of the members of the Board of Directors.

ELEVENTH, the name and address of each incorporator of the corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Janet M. Fisher	English Department, Jacksonville University, Jacksonville, Florida 32217;
Barry Brunetti	Writing Center, Gulf Coast Community College, Panama City, Florida 32401-1041;
Richard Straub	Florida State University, 406 Williams Building, Tallahassee, Florida 32306; and
Loretta Cobb	Station 6420 English Department, University of Montevallo, Montevallo, Alabama 35115.

IN WITNESS WHEREOF, we have subscribed our names the
dates inscribed hereinafter below.

Janet M. Fisher Date: 8-23-89
JANET M. FISHER

Barry Brunetti Date: 8-15-89
BARRY BRUNETTI

Richard Straub Date: 9-1-89
RICHARD STRAUB

Loretta Cobb Date: 9-18-89
LORETTA COBB

STATE OF Florida)
COUNTY OF Bay)

On this 15th day of August, 1989, before
me, a Notary Public in the aforesaid State and County, personally
appeared Barry Brunetti
who is known to me to be the person named in and who executes the
foregoing instrument and who severally acknowledged that He
executed the same freely.

James D. Smith
(NOTARY PUBLIC
My Commission Expires: Sept. 8, 1992
Notary Public, State of Florida
My Commission Expires Sept. 8, 1992
Bonded Thru Troy Fain - Insurance Inc.

STATE OF Florida)

COUNTY OF Duval)

On this 23 day of August, 1989, before me, a Notary Public in the aforesaid State and County, personally appeared Janet M. Fisher who is known to me to be the person named in and who executes the foregoing instrument and who severally acknowledged that she executed the same freely.

Betty D. Wicks
NOTARY PUBLIC
My Commission Expires Feb. 3, 1993
Notary Public, State of Florida
Bonds & Trusts - Insurance Inc.

STATE OF Alabama)

COUNTY OF Shelby)

On this 6th day of OCTOBER, 1989, before me, a Notary Public in the aforesaid State and County, personally appeared LORETTA COBB who is known to me to be the person named in and who executes the foregoing instrument and who severally acknowledged that she executed the same freely.

Milton L. Parrott
NOTARY PUBLIC
My Commission Expires: June 20, 1992

STATE OF Florida)

COUNTY OF Leon)

On this 1st day of September, 1989, before me, a Notary Public in the aforesaid State and County, personally appeared Richard Straub who is known to me to be the person named in and who executes the foregoing instrument and who severally acknowledged that he executed the same freely.

Sandra C. Crum
NOTARY PUBLIC
My Commission Expires:

Notary Public, State of Florida
My Commission Expires Oct. 16, 1989
Bonded thru Tery Fair Insurance Inc.

This instrument was prepared by Milton G. Garrett, Attorney at Law, 1025 Frank Nelson Building, Birmingham, Alabama 35203.
Telephone: (205) 323 - 1656.

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State of Alabama

Shelby

County

CERTIFICATE OF Incorporation

OF

Southeastern Writing Center Association, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of Southeastern Writing Center Association, Inc., 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 Southeastern Writing Center Association, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 17 day of October, 19 89.

STATE OF ALABAMA
I CERTIFY THIS
INSTRUMENT WAS

89 OCT 17 PM 3:14

Thomas A. Howald
JUDGE OF PROBATE

Thomas A. Howald
Judge of Probate

Rec 25.00
Jud 3.00
28.00