

1308

**ARTICLES OF INCORPORATION
OF
THE FRIENDS OF DAYSPRING, INC.**

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

This is to certify that, for the purpose of forming a corporation pursuant to the provisions of Sections 10-3A-1 *et. seq.*, Code of Alabama, 1975, as amended (the "Alabama Nonprofit Corporation Act"), the undersigned does hereby make and file the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation (hereinafter referred to as the "Corporation") shall be:

THE FRIENDS OF DAYSPRING, INC.

ARTICLE II

Duration

The duration and existence of the Corporation shall be perpetual.

ARTICLE III

Purpose

3.01 The Corporation is organized and operated exclusively for the benefit of The Holy Innocents Ministry, Inc. an Alabama nonprofit corporation exempt from federal income tax under Sections 501(c)(3) and 509(a)(1) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provisions of any subsequent federal income tax law.

3.02 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. 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 any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any subsequent federal tax law, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any subsequent federal tax law.

Balch, Bingham

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ARTICLE IV

Board of Directors

5.01 The business and affairs of the Corporation shall be managed by a Board of Directors. The number of directors, the qualifications for directors, and the terms each shall serve shall be provided in the By-Laws of the Corporation. Vacancies in the Board of Directors shall be filled by the remaining directors. The initial Board of Directors shall consist of seven (7) directors.

5.02 The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Juliet Beale	3305 Brookwood Road Birmingham, Alabama 35223
Jan Hughey	2624 Heathermoor Road Birmingham, Alabama 35223
Celeta Manley	4506 Pine Mountain Road Birmingham, Alabama 35213
Frances Morris	49 Randolph Road Birmingham, Alabama 35213
Melanie Parker	3829 Brook Hollow Lane Birmingham, Alabama 35243
Diana Plosser	3049 Cherokee Road Birmingham, Alabama 35223
Joan Starnes	3551 Rockhill Road Birmingham, Alabama 35223

ARTICLE V

Members

Membership in the Corporation shall be subject to such requirements and conditions, and members shall have such rights and privileges as shall be provided in the By-Laws of the Corporation.

ARTICLE VI

By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors. Thereafter, the power to adopt, make, alter, and repeal the By-Laws of the Corporation shall be vested in the Board of Directors except to the extent that the By-Laws shall confer that power upon the members, either exclusively or concurrently with the Board of Directors.

ARTICLE VII

Initial Registered Office and Agent

The registered agent of the Corporation shall be Diana H. Plosser. The registered office of the Corporation shall be 201 Dayspring Drive, Chelsea, Alabama 35043.

ARTICLE VIII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the debts and other liabilities of the Corporation, distribute the remaining assets of the Corporation as specified in a plan of distribution adopted in accordance with Section 10-3A-142, Code of Alabama, 1975, or the corresponding provision of any subsequent nonprofit corporation statute. The plan of distribution shall provide for the distribution of the remaining assets to The Holy Innocents Ministry, Inc., an Alabama nonprofit corporation exempt from federal income tax under Code Section 501(c)(3). If, at the time of the dissolution of the Corporation, The Holy Innocents Ministry, Inc. or a successor organization, is no longer in existence, the remaining assets of the Corporation shall be distributed to those other entities and organizations which the Board deems organized and operated for purposes similar to those of The Holy Innocents Ministry, Inc.

ARTICLE IX

Incorporator

The name and address of the Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Diana H. Plosser	3049 Cherokee Road Birmingham, Alabama 35223

ARTICLE X

Amendment, Fundamental Corporate Change

These Articles may not be amended, nor may the Corporation adopt a plan of merger, consolidation, or dissolution without the affirmative votes of not less than two-thirds of the votes entitled to be cast by members present or represented by proxy at an annual or special meeting. Further, the Corporation may not sell, lease, exchange, mortgage, pledge or otherwise dispose of all or substantially all of its property without the affirmative votes of not less than two-thirds of the votes entitled to be cast by members present or represented by proxy at an annual or special meeting.

ARTICLE XI

Liability

No member of the Board of Directors shall be liable to anyone for any acts in behalf of the Corporation or any omissions with respect to the Corporation committed by such director, except for his or her own willful neglect or misconduct, nor shall any member of the Board be liable to anyone for any act of neglect or default on the part of any one or more of the other members of the Board of Directors.

IN WITNESS WHEREOF, the Incorporator has hereunto set her hand on this the 11th day of January, 1990.

Incorporator:



This Instrument was prepared by:

Alex B. Leath, III
Balch & Bingham
505 North 20th Street, Suite 700
Birmingham, Alabama 35203
(205) 251-8100

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State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

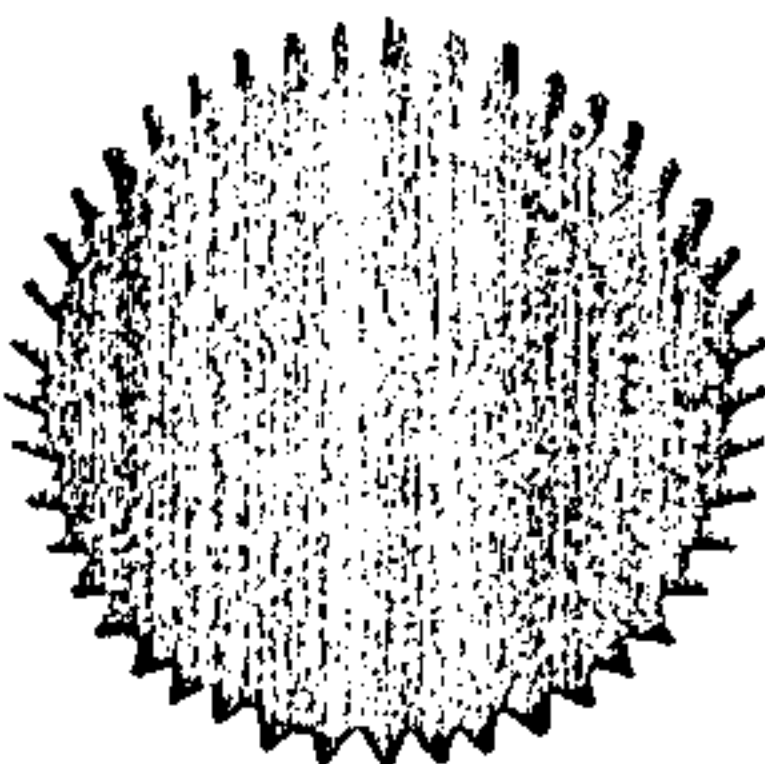
OF

THE FRIENDS OF DAYSPRING, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of THE FRIENDS OF DAYSPRING, INC., duly signed and verified pursuant to the provisions of Section 10-3A-1 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 FRIENDS OF DAYSPRING, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 18th day of JANUARY, 19 90.



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

90 JAN 18 PM 2:00

JUDGE OF PROBATE

Thomas A. Howden, Jr.
Judge of Probate

Recd 25.00
Jud 3.00
28.00

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