

THE CHARTER OF INCORPORATION OF
THE BIRMINGHAM AREA VOLLEYBALL ASSOCIATION

ARTICLE I.

The corporate title of said company is: Birmingham Area Volleyball Association.

Article II.

"Be it resolved by the members of the Birmingham Area Volleyball Association, an unincorporated association of individuals, that it is in the best interests of this association that it be forthwith incorporated as a nonprofit corporation under the laws of the State of Alabama applicable thereto and that Rodney Go, Connie Knutsson, John Knutsson, George Murphy, and Coral Lamartiniere are elected, appointed, designated and authorized to act as incorporators in applying for a charter of this association to be named Birmingham Area Volleyball Association; that they are fully empowered to do so and perform any and all other acts necessary to secure said charter and authorize the expenditure of such funds of the association as may be necessary to do."

The names and addresses of the incorporators are:

✓ Rodney Go
6636 Remington Drive
Helena, AL 35080

Connie Knutsson
3408 Norwich
Birmingham, AL 35243

George Murphy
107 Havenwood Court
Homewood, AL 35209

Coral Lamartiniere
1312 Wayne Dr
Hoover, AL 35226

John Knutsson
3408 Norwich
Birmingham, AL 35243

All incorporators are adult resident citizens of Alabama.

ARTICLE III.

SERVICE OF NOTICE AND REGISTERED OFFICE.

The registered office of the corporation shall be at 6636 Remington Dr., Helena, AL 35080. The registered agent shall be [unclear]

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ARTICLE IV.

The corporation is nonprofit and no shares of stock shall be issued. This is a Volleyball Association.

ARTICLE V.

The period of existence of the corporation shall be perpetual.

ARTICLE VI.

The purpose for which the corporation is created, not contrary to law including a statement of the rights and powers that are to be exercised by said corporation which said rights and powers shall be limited to those reasonably necessary to accomplish the stated purposes of the association being incorporated, are as follows:

1. To provide technical assistance and other resources necessary or supportive to the construction, operation, or maintenance of all sporting activities, sports equipment, and facilities for such sporting activities.
2. To develop, organize, assist and operate educational and training programs of all types and provide practical training and education for activities designated as sporting activities, and to provide such other services as may be necessary or supportive to such programs.
3. To develop, organize, assist and operate community development programs for charitable purposes including programs to assist education nonprofit and profit organizations. Programs to erect or maintain public buildings, monuments, or works; programs for lessening the burdens of government and combating community deterioration and juvenile delinquency; programs for promotion and development of the arts and humanities; and to provide such other services as may be necessary or supportive of such programs.
4. To conduct research and develop activities and to provide information in locating sites for sporting facilities, operations, and in rendering technical advice directed toward improving or expanding existing operations and facilitating growth and to render any and all such services to individuals and corporations, public and private.
5. To conduct research and carry out programs directed toward the full development of sporting activities and sporting resources of the State of Alabama and its various sporting subdivisions.

6. To conduct research and to prepare, print, publish and distribute written and/or video materials and programs in direct relationship and the furtherance of the stated educational, charitable, athletic, scientific, and sporting purposes of this corporation.
7. To make application for, receive, expend, or otherwise dispose of such funds and property (real or personal) as may be available from Federal, State, County, Municipal or other governmental authority of same, including such funds and properties which might be contributed or made available by foundations, business concerns, individuals or others; so long as the expenditure and/or the disposal of such funds or properties are for the purposes which this corporation is established to perform.
8. To make and alter by-laws through its Board of Directors, not inconsistent with this charter or with the laws of the United States, for the administration and regulation of the affairs of the corporation.
9. To elect or appoint directors, officers and agents to the corporation consistent with the by-laws and this charter and not in violation of State law.
10. To employ and/or discharge under such terms and conditions as the corporation considers desirable an Executive Director and other staff of employees required for its proper operation.
11. To itself make provisions for implementing, operating, and/or administering such programs as it may consider desirable in order to accomplish its purposes as defined herein, and/or to otherwise delegate authority to, or contract with, or make provisions whereby such programs, services and activities may be activated, operated, administered, or supervised by voluntary organizations, and others as it deems advisable; making such financial arrangements for allocation of funds for this purpose to same as it considers desirable.
12. To sponsor, contract for and otherwise engage in any and all business and other enterprises whether for itself or others in the implementation, operation or administration of any of its programs.
13. To make contacts with other persons, firms or corporations, to manage and or operate any or all of the corporation's activities.
14. To lend its credit and to advance money and other property to individuals, firms and corporations, public or private, on such terms and at such rates of interest, if any, as the Board of Directors may determine, for activities consistent with the purposes of the corporation.

15. To sell, donate or otherwise dispose of any or all of its property on such terms as the Board of Directors may determine.
16. To invest and reinvest funds from time to time in any and all securities and property, including, without limitation, common, preferred, and other stocks, bonds, debentures, notes and evidence of indebtedness of the United States and other corporations and persons.
17. To carry on operations, have offices and facilities and exercise the powers granted by these articles of incorporation.
18. To sue and be sued, complain and defend, in its corporate name.
19. To solicit, receive, and administer grants, gifts, and bequests and make grants to others.
20. To purchase, take, lease or otherwise acquire, own, hold, improve, and use real and personal property or any interest therein.
21. To indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he/she shall be adjudged in such action, suit or proceeding to be liable for gross and willful negligence or misconduct in the performance of duty, or a violation of Alabama Nonprofit Corporation Act, Act No. 84-290, and to make other incorporation of a by-law or resolution adopted by members of the corporation after notice.
22. To have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.
23. The corporation shall not contribute to, or in any way participate in, a campaign for any person for election or nomination to any political office.
24. To borrow money and to execute notes, bonds or other debentures, and mortgages, deeds of trusts and other instruments to effectuate a loan.
25. All assets of the corporation shall be principally and directly dedicated exclusively to the above stated charitable, educational, scientific, athletic, or sporting purposes. No part of any net earnings of the corporation

shall inure to the benefit of any member, director, or officer of the corporation, or any private individual, save and except that reasonable compensation may be paid for services rendered to or for the corporation, affecting one or more of its purposes, and no member, director, or officer of the corporation, or private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Notwithstanding any other provision of this Charter, the corporation shall not conduct or carry on any activities not permitted by an organization under Section 501 (c) (3) of the Internal Revenue Code of 1974 and its regulation as they now exist or as they may hereafter be amended, or by any organization, contribution to which are deductible under Section 170 (c) (2) of such Code and Regulations.

26. In the event of dissolution, 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 Internal Revenue Code of 1974. or corresponding sections of any prior or future law, or to the Federal, State, or Local government for exclusive public purpose.
27. This corporation shall not be required to make publication of its charter, shall issue no shares of stock, shall divide no dividends or profits among its members, shall vest in each member the right to one vote in the election of all officers, shall make the loss of membership, by death or otherwise, the termination of all interest of such members in the corporation assets, and there shall be no individual liabilities against the members for corporate debts but the entire corporate property shall be liable for the claims of creditors.

CERTIFICATE

I, CONNIE KNUTSSON, do hereby certify that I am the duly elected, qualified and acting Secretary of the above named unincorporated association of individuals, and that the foregoing is true and correct copy of a Resolution adopted at a meeting thereof held on the day of August, 1995 at 6636 Remington Drive, Irvine, CA at which a majority of the members were present, and said meeting was duly and properly called and held.

Witness my signature, this the
day of August 14, 1990

Secretary *Charmie Kuitert*

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

THE BIRMINGHAM AREA VOLLEYBALL ASSOCIATION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of THE BIRMINGHAM AREA VOLLEYBALL ASSOCIATION, 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 BIRMINGHAM AREA VOLLEYBALL ASSOCIATION, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 16th day of AUGUST, 1990.

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

90 AUG 16 PM 12:45

JUDGE OF PROBATE

Thomas A. Shoad
Judge of Probate

Rec 25.00
Jud 3.00
28.00