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ARTICLES OF INCORPORATION  
OF  
ANN C. MITCHELL MEMORIAL FOUNDATION, INC.

The undersigned, acting as incorporator of a nonprofit corporation under the Alabama Nonprofit Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is the ANN C. MITCHELL MEMORIAL FOUNDATION, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are: To provide scholarships for students pursuing degrees in education or related fields. To solicit, collect, receive, accumulate, administer and disburse funds and property in such a manner as will, in the sole discretion of the board of directors, most effectively operate to further religious, charitable, or educational purposes, either directly or by contributions to any organization described in Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, with the exception of organizations testing for public safety. To do any or all of the things hereinabove set forth, and all things usual, necessary or proper in furtherance of or incidental to said purposes. Said corporation is organized exclusively for charitable, religious, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as

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Michael K. Wisner, Esq.  
Bell, Richardson & Sparkman, P.A.  
P.O. Box 2008  
Huntsville, AL 35804

exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

FOURTH: There shall be four (4) members of the initial board of directors of the corporation, and the names and addresses of the persons who are to serve as members of the board of directors until the first election thereof are as follows:

PAUL J. MITCHELL, JR.	2057 SHAGBARK RD. BIRMINGHAM, AL 35244
YVETTE L. FAUGHT	840 BEACON PARKWAY EAST BIRMINGHAM, AL 35209
DANA S. MASON	1124 RIME VILLAGE BIRMINGHAM, AL 35216
GAIL HERMAN	3325 DUNBROOKE DR. BIRMINGHAM, AL 35243

FIFTH: The corporation shall have members.

SIXTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, 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 in Article Third hereof. 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 statement) any political

campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SEVENTH: The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.

EIGHTH: The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

NINTH: The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

TENTH: The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding section of future federal tax code.

ELEVENTH: The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

TWELFTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

THIRTEENTH: The address of the initial registered office of the corporation is 2057 SHAGBARK RD., BIRMINGHAM, ALABAMA 35244 and the name of its initial registered agent at such address is PAUL J. MITCHELL, JR.

FOURTEENTH: The name and address of the incorporator of the corporation is:

PAUL J. MITCHELL, JR.      2057 SHAGBARK RD.  
BIRMINGHAM, AL 35244

Dated this the 14 day of August, 1990.

  
PAUL J. MITCHELL, JR.

STATE OF ALABAMA     )  
                                      :  
COUNTY OF MADISON    )

I, the undersigned, a Notary Public in and for said County and State,  
hereby certify that the above signed incorporator who is known to me  
appeared before me and subscribed his name.

Robert L. Dickey  
Notary Public

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This instrument prepared by:  
Michael K. Wisner  
BELL, RICHARDSON & SPARKMAN, P.A.  
P.O. Box 2008  
Huntsville, Alabama 35804  
205/533-1421

# State of Alabama

SHELBY

## County

CERTIFICATE OF INCORPORATION

OF

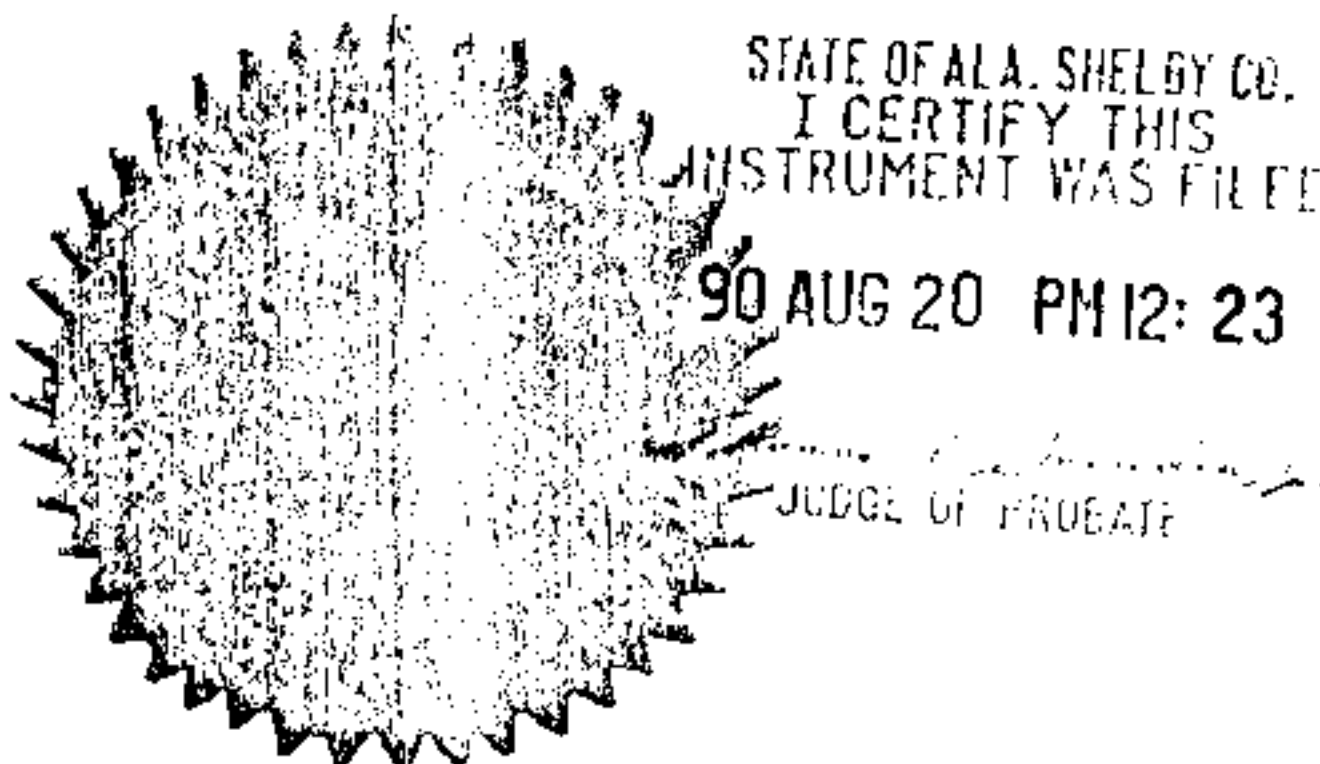
ANN C. MITCHELL MEMORIAL FOUNDATION, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of ANN C. MITCHELL MEMORIAL FOUNDATION, 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 ANN C. MITCHELL MEMORIAL FOUNDATION, 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

AUGUST, 1990



Thomas A. Snowdon Jr.  
Judge of Probate

Recd 25.00  
Jud 3.00  
28.00