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Constitution and Charter
of
The Jones-Bailey Cemetery Memorial

Know all men by these present:

That for the purpose of forming a non-profit organization to oversee and finance the continuing maintenance of the Jones-Bailey Cemetery in Shelby County, Alabama, the undersigned persons have associated themselves together and have agreed upon and adopted this charter for carrying on the activities hereinafter specified.

Article I: Name: The name of this organization shall be the Jones-Bailey Cemetery Memorial.

Article II: Location: The principal office of this organization shall be in Birmingham, Alabama.

Article III: Objectives: The objectives of this organization shall be:

- A. To care for and maintain the Jones-Bailey Cemetery located near Dargin in Shelby County and to supervise a permanent fund for the care and maintenance thereof.
- B. To assure that no person shall have pecuniary interest in operation of the organization.
- C. To do any and all such further acts authorized by law as may be necessary, convenient or expedient to accomplish the foregoing purposes or as are incidental thereto.

Article IV: Limiting objectives

1. This organization shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this organization from qualifying as an organization that would preclude contributions to this organization from being deductible for purposes of taxation.
2. No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it, in any manner, or to any extent, participate in, or intervene in (including the publishing of distributing of statements) any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America or the State of Alabama, or any other jurisdiction where such activities are carried on; nor shall it engage in transactions defined at the time as "prohibited" under the codes of the Internal Revenue Service.
3. This organization shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this corporation shall ever be organized or operated for the purposes that are not exclusively charitable.

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2735 Buyer Rd.
B'ham, AL 35216

4. No compensation or payment shall ever be paid or made to any member, officer, trustee, or organizer of this organization or any contributor to it, except as a reasonable allowance for actual expenditures made or services rendered to or for this organization; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this organization shall ever be distributed to or divided among any such persons except as provided for in Article IV, Section 4 of the organization's by-laws; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be sued for, accrue to, or inure to the benefit of any member or private individual except as provided for in Article IV, Section 4 of the organization's by-laws.

Article V: Membership

There shall be two types of membership. Charter membership shall be granted to a person upon contributing or pledging any amount to the fund at or before the establishment of the organization. Regular membership will be granted to a person contributing any amount to the fund at any time after the establishment of the organization. There shall be no limitations on the number of members except as provided for in the by-laws of the organization. All other qualifications, rights and duties of the members are set out and established in the organizational by-laws.

Article VI: Officers

The names and addresses of the officers are as follows:

Dr. Barbara Roberts, Trustee
2735 Smyer Road
Birmingham, AL 35216

Dr. Tom O.Caldwell, Co-trustee
3760 Locksley Drive
Birmingham, AL 35223

Article VII: Time Limit

The period of duration of this organization shall be perpetual except if conditions warrant enactment of Article IV, Section 4 of the organizational by-laws.

Article VIII: Special Provisions

A. The organization reserves the right to amend, alter, modify change or repeat any provision contained in this Constitution in the manner now or hereafter provided by law and all rights conferred upon the officers herein are granted subject to this reservation.

B. The organization shall have power to abide by its by-laws for the regulation and government of this organization, its agents, servants, and officers, and for all other purposes not inconsistent with the constitution and laws of the State of Alabama.

C. The voting members of the organization shall have the authority to adopt such rules, by-laws and regulations for the governing of the organization as they may deem necessary or expedient.

D. The fiscal year of the organization shall begin January 1 of each year and continue until December 31 of each year.

In witness whereof, the officers of this organization have hereunto set their hands and seals, and pray that this instrument shall be filed and recorded as provided by the Law, to the end that these officers, their successors and assigns, shall constitute an entity under the name therein above set forth, with all powers to which said organization may be entitled under the Laws of Alabama, on the 27th day of February, 1991.

Barbara Roberts

Trustee

Sam O Caldwell MD

Co-trustee

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Charter
of
the Jones-Bailey Cemetery Memorial

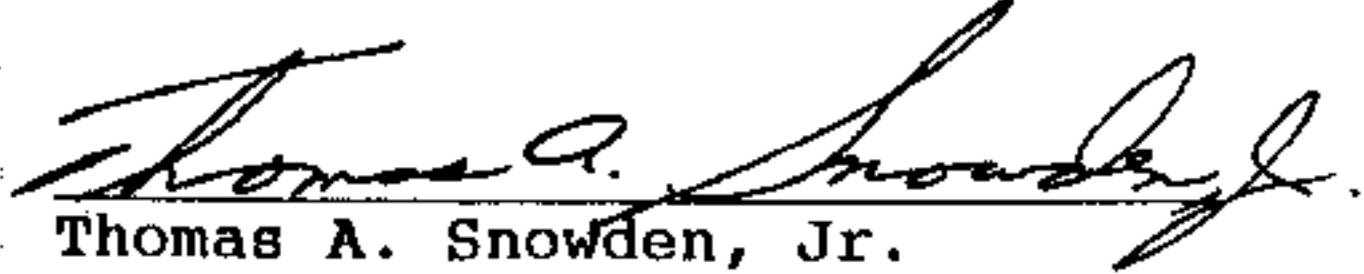
STATE OF ALABAMA

SHELBY COUNTY

I, the undersigned Thomas A. Snowden, Jr., Judge of the Probate of Shelby County, Alabama, hereby certify that the Charter of the Jones-Bailey Cemetery Memorial has this day been filed for record in Probate Court of Shelby County, Alabama; and that the Charter has been examined and approved by me as being in compliance with the provisions of the 1975 Code of Alabama, as last amended, pertaining to non-profit organizations as contained in Section 10-3-1 et seq., thereof, and Section 501 (c) (3) of the Internal Revenue Service code, and the officers of said non-profit organization, their successors and assigns, constitute a body under the name set forth in said certificate, namely:

The Jones-Bailey Cemetery Memorial

IN WITNESS WHEREOF, I, the said Thomas A. Snowden, Jr., as Judge of Probate of Shelby County, Alabama, hereunto set my name and affix my seal of said Probate Court on this the 27 day of FEBRUARY, 1991.


Thomas A. Snowden, Jr.
Judge of Probate

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State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

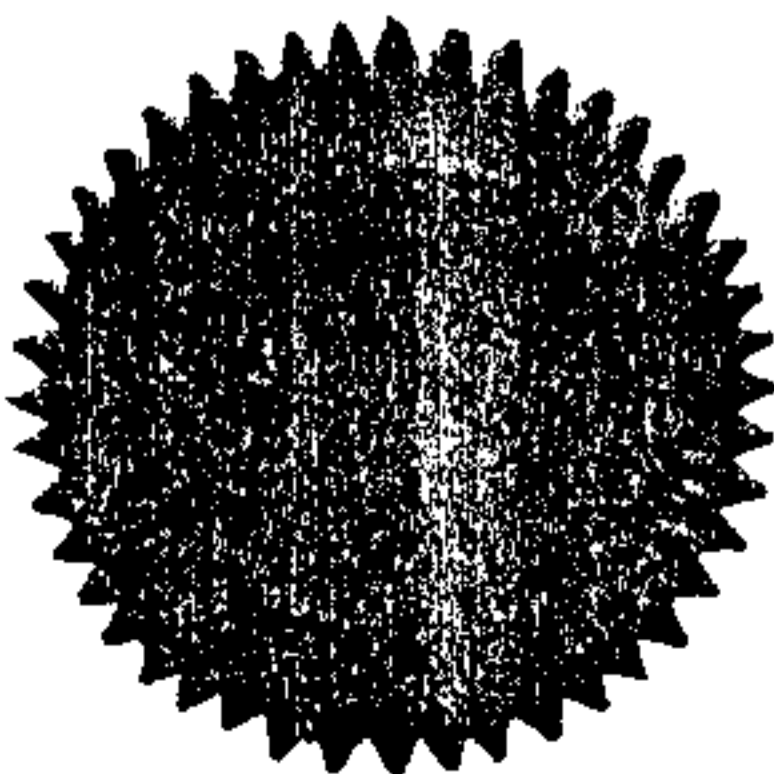
OF

THE JONES-BAILEY CEMETERY MEMORIAL

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of THE JONES-BAILEY CEMETERY MEMORIAL, duly signed and verified pursuant to the provisions of Section NON-PROFIT 10-3-1 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 JONES-BAILEY CEMETERY MEMORIAL, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 27th day of FEBRUARY, 19 91.



STATE OF ALABAMA
I CERTIFY THIS
INSTRUMENT WAS FILED

91 FEB 27 PM 1:48

JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

Rec 25.00
Jud 3.00
28.00