

STATE OF ALABAMA)
COUNTY OF SHELBY)

735
This Instrument Prepared By:
Albert E. Ritchey
1910 28th Avenue South
Birmingham, Alabama 35209

ARTICLES OF INCORPORATION
OF
PELHAM BAND BOOSTERS, INC.

TO THE PROBATE JUDGE OF SHELBY COUNTY, ALABAMA:

UNDER AND BY VIRTUE of the Alabama Nonprofit Corporation Act, the undersigned sole incorporator does hereby make and file these Articles of Incorporation, pursuant to the provisions of said act of said law, to become thereunder a body corporate, for the purposes of carrying on the hereinafter described activities, and hereby declare and certify:

ARTICLE I

The name of the corporation shall be Pelham Band Boosters, Inc.

ARTICLE II

The principal office of the corporation in the County of Shelby, State of Alabama, is located at Pelham High School, Panther Drive, Pelham, Alabama 35124.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The objects and purposes for which this corporation is formed are:

1. To develop and initiate programs designed to stimulate the interests of students at Pelham High School and other members of the community in the Pelham High School Band.

2. To solicit, receive and provide funds for the Pelham High School Band for all purposes deemed necessary including instructing and training the band members and improving and directing their capability so as to continue their tradition of excellence.

3. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended, including for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenues Law).

4. No part of the net earnings of the corporation shall inure to the benefit of any director, officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and no director, officer of the corporation, or any 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, and the corporation shall not participate in, or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

5. Notwithstanding any other provision of these articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such code and regulations as they now exist or as they may hereafter be amended.

6. Upon the dissolution of the corporation, or the winding up of its affairs, 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 educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Judge of Probate of the County in which the principal office of the corporation is then located, exclusively for such purposes or to a non profit organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes as long as such organization or each of such organizations shall then qualify and be exempt from federal income taxation as such organizations described in Sections 501 (c) (3) and 170 (c) (2) of such Code or to the Federal, State or local government to be used

exclusively for public purposes.

ARTICLE V

As a means of accomplishing the foregoing purposes, the corporation shall have the following powers in addition to the general powers provided by statute:

1. To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated, whether now owned or hereafter to be acquired.

4. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

5. The corporation shall have the power to make payments for the purposes of the corporation herein referred to out of either the principal or the income of the corporation, and to accumulate income from the property in their possession as such, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in a denial to the corporation of exemption under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or a denial to the corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

6. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provisions of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI

The corporation shall have no members.

ARTICLE VII

The initial registered office of the corporation shall be at Pelham High School, Panther Drive, Pelham, Alabama 35124, and its initial mailing address shall be P.O. Box 38, Pelham, Alabama 35124, and the initial registered agent at such address shall be Larry Rosser.

ARTICLE VIII

The initial Board of Directors shall consist of thirteen (13) persons. The names and addresses of the persons who are to serve as the initial directors are as follows:

Thomas D. Ferguson
1841 Hamilton Road
Pelham, AL 35124

Larry S. Rosser
3601 Wyngate Lane
Birmingham, AL 35242

Charles D. Goldman
2628 Drennen Place
Birmingham, AL 35242

Robert L. Norris
3935 Willow Ridge Drive
Helena, AL 35080

Karon D. Ray
2740 Drennen Circle
Birmingham, AL 35242

Marc L. Motter
4621 Burning Tree Lane
Pelham, AL 35214

James H. Duren, Jr.
3456 N. Broken Bow Drive
Birmingham, AL 35242

Jim Coleman
Route 1 Box 427
Miller Circle
Helena, AL 35080

Michael A. Bennington
2459 Cuchura Drive
Birmingham, AL 35244

Penny G. Bennington
2459 Cuchura Drive
Birmingham, AL 35244

Earnest H. McSwain
1085 MacQueen Circle
Helena, AL 35080

Susan B. McSwain
1085 MacQueen Circle
Helena, AL 35080

Linda S. McCauley
1642 Quail Run Drive
Helena, AL 35080

ARTICLE IX

This corporation shall be organized and operated in accordance with the Alabama Nonprofit Corporation Act, Section 10-3A-1, et. seq. of the Code of Alabama, 1975, as amended, and shall have all the rights, powers, privileges and immunities conferred by said laws and all other laws applicable thereto, whether herein specifically set out or not, all of which are hereby referred to and made a part hereof as fully as though set out herein.

ARTICLE X

Since this corporation has no members of any class, the management of the business and affairs of the corporation shall be

vested in its Board of Directors. The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by these Articles of Incorporation, or By-Laws hereafter adopted, and any amendments to the foregoing.

The Board of Directors shall adopt by-laws for the management, regulation and control of the affairs, property and the operation of the corporation, provided, however, the said By-Laws shall not be inconsistent with the Articles of Incorporation of this corporation or the laws of the State of Alabama. The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE XI

Every person (and the heirs, executors and administrators of such person) who is or was an officer, director or employee of the corporation, or of any other corporation which such person served as such at the request of the corporation, may be indemnified by the corporation against any and all liability and reasonable expense that may be incurred by such person in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the corporation or such other company or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which such person may become involved, as a party or otherwise, by reason of such person being or having been an officer, director or employee of the corporation or such other corporation, or by reason of any employee of the corporation or such other corporation, or by reason of any action taken or not taken by such capacity, whether such person continues to be an officer, director or employee at the time such liability or expense shall have been incurred, provided such person acted in good faith in what such person reasonably believed to be the best interests of the corporation or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. As used herein, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid and settlements by or for such person. The termination of any claim, action, suit or proceeding, civil or criminal by judgment, settlement (whether with or without court approval) or conviction shall not create a presumption that such person does not meet the standards of conduct set forth herein.

Any indemnification hereunder shall be made at the discretion of the corporation, but only if the Board of Directors shall find that such person has met the standards of conduct set forth in the preceding paragraph.

Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the corporation prior to the final disposition thereof upon receipt of any undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification hereunder.

The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled under any by-law, agreement, or otherwise.


ARTICLE XII

The directors may waive, in writing, any requirement under the laws of the State of Alabama (where the laws permit such waiver) for the holding of a formal meeting with respect to any business to be transacted by this corporation, and may transact the business of the corporation by resolution executed or consented to in writing by all of the directors without the formality of a meeting, which resolution when so executed or consented to shall be valid and binding on this corporation in the same manner as if a meeting had been called with respect to such action and notice issued, as provided by the laws of the State of Alabama.

ARTICLE XIII

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner, now or hereafter prescribed by statute.

IN TESTIMONY WHEREOF, the sole Incorporator has hereunto signed and subscribed his name and files these Articles for record in the Office of the Probate Judge of Shelby County, Alabama, for the purpose of forming a nonprofit corporation, in pursuance of said law, effective as of the 14th day of December, 1990.


Larry S. Rosser

State of Alabama

Shelby

County

CERTIFICATE OF Non-Profit Corporation

OF

Pelham Band Boosters, Inc.

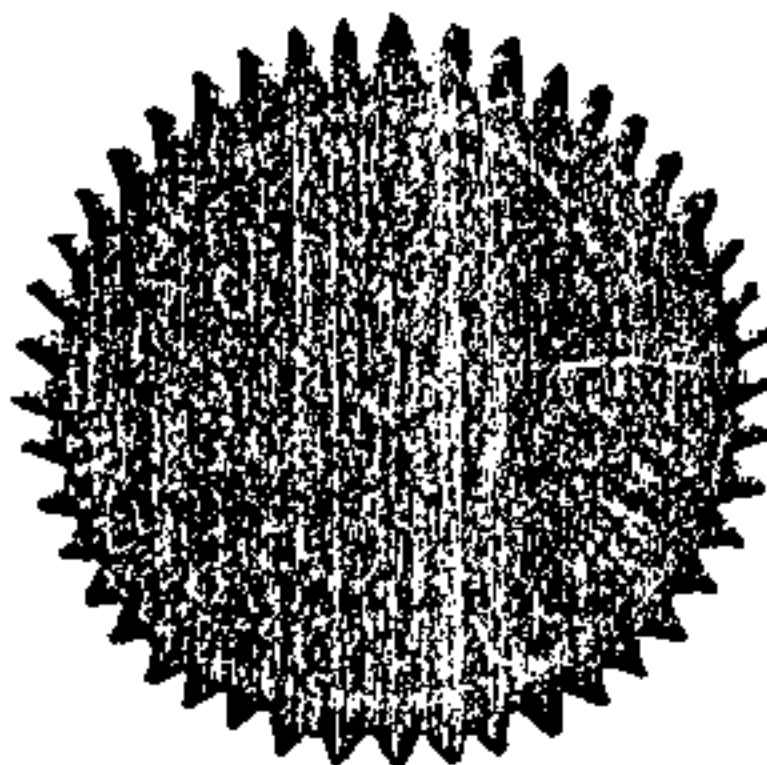
The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Non-Profit of Pelham Band Boosters, Inc., duly signed and verified pursuant to the provisions of Section Non-Profit of the Alabama Business Corporation Act, have been received 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 Non-Profit of Pelham Band Boosters, Inc., and attaches hereto a duplicate original of the Articles of Non-Profit

GIVEN Under My Hand and Official Seal on this the 13th day of March, 19 91

Thomas A. Snowden, Jr.

Judge of Probate



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

91 MAR 13 AM 9:09

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec 25.00
Jud 3.00
28.00