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ARTICLES OF INCORPORATION
OF
FAIR CHASE HUNTING CLUB, 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:

Fair Chase Hunting Club, Inc.

ARTICLE II

Duration

The duration and existence of the Corporation shall be perpetual.

ARTICLE III

Purpose

3.01 The Corporation is organized exclusively for purposes which are within the meaning of Section 501 (c)(7) of the Internal Revenue Code of 1986, as amended, (the "Code"), including the provision of hunting, fishing and other outdoor sporting activities to its members and their guests. In furtherance of such purposes, the Corporation is organized primarily to purchase, lease, construct or otherwise acquire, and to operate and maintain, facilities for a hunting and fishing club where members of the Corporation may hunt, fish and enjoy other outdoor sporting activities and where such other persons may hunt, fish and enjoy other outdoor sporting activities as may be invited by members of the Corporation in accordance with the By-Laws of the Corporation and with such other operating rules and regulations as the Board of Directors may from time to time adopt.

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.

3.03 Except as hereinbefore limited, the Corporation shall have all the powers by law permitted a corporation organized under the Alabama Nonprofit Corporation Act.

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ARTICLE IV

Board of Directors

4.01 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 in accordance with the By-Laws of the Corporation. The initial Board of Directors shall consist of three (3) directors.

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

<u>Name</u>	<u>Address</u>
Samuel E. Gray	4435 Clairmont Ave. _____ Birmingham _____, Alabama 35222
Raymond J. Harbert	P.O. Box 1297 _____ Birmingham _____, Alabama 35201
William A. Terry	P.O. Box 55469 _____ Birmingham _____, Alabama 35255

ARTICLE V

Members

The Corporation shall have members. The classes, rights, powers and privileges of the members, and the terms and conditions of membership, shall be set out in and governed by the By-Laws of the Corporation.

ARTICLE VI

By-Laws

The power to adopt, make, alter, and repeal the By-Laws of the Corporation shall be vested in the Board of Directors.

ARTICLE VII

Initial Registered Office and Agent

The initial registered office of the Corporation shall be One Riverchase Parkway South, Birmingham, Alabama 35244, and the initial registered agent of the Corporation at said address shall be Raymond J. Harbert.

ARTICLE VIII

Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute the 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.

ARTICLE IX

Incorporator

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

<u>Name</u>	<u>Address</u>
William W. Brooke	One Riverchase Parkway South Birmingham, Alabama 35244

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 on 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. No member of the Corporation shall be liable to anyone for any acts on behalf of the Corporation or any omissions with respect to the Corporation committed by such member, except for his or her own willful neglect or misconduct, nor shall any member of the Corporation 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 Corporation.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand on this 13th day of September, 1991.

Incorporator:

W. Brooke

This Instrument was prepared by:

Alex B. Leath, III
Balch & Bingham
1901 Sixth Avenue North
Suite 2600
Birmingham, Alabama 35203
(205) 251-8100

STATE OF ALABAMA)

COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that William W. Brooke, whose name as Incorporator is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he, as such Incorporator and with full authority, executed the same voluntarily.

Given under my hand this the 13th day of September, 1991.

Dianne Horett
Notary Public

My commission expires: 3/20/94

[SEAL]

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

FAIR CHASE HUNTING CLUB, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of FAIR CHASE HUNTING CLUB, 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 FAIR CHASE HUNTING CLUB, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

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

I CERTIFY THIS INSTRUMENT WAS FILED

Judge of Probate

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JUDGE OF PROBATE

Recd 25.00
Jud 3.00
28.00

