

ARTICLES OF INCORPORATION
OF
ZOOLOGICAL GARDENS FOUNDATION

To: The Honorable Thomas A. Snowden, Probate Judge of Shelby
County, Alabama

The undersigned, acting as incorporators of the non-profit corporation known as Zoological Gardens Foundation and being natural persons of the age of 21 years or more, do hereby adopt, sign, verify and file these stated articles of incorporation pursuant to ALA. CODE(1975) 10-3A-1, et seq.

ARTICLE I

The name of the corporation shall be Zoological Gardens Foundation hereinafter called the Corporation.

ARTICLE II

The duration of this Corporation shall be perpetual.

ARTICLE III

Section 1. Purposes. The Corporation is organized exclusively for educational and scientific purposes within the provisions of Section 501(c)(3) of the Internal Revenue Code, as now in force or afterwards amended, and, within the provisions of said section, the Corporation's specific purposes are as follows:

(a) To operate and maintain a Zoological and Botanical Garden(s), a Wild Animal Park(s), Wildlife Preserve(s), and Wildlife Habitat(s).

(b) To exhibit and propagate collections of invertebrates, fish, amphibians, reptiles, birds, mammals, and plants with appropriate botanical surroundings and environments for education, instruction, and for scientific study.

(c) To actively engage in biological research and participate in wild and domestic animal and plant conservation and educational programs; to financially assist and/or finance and foster growth of like minded institutions, associations, and societies.

(d) To provide scholarships, grants and similar programs to worthy individuals to further conservation, education and research on zoological and botanical matters.

(e) To do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of the objectives and purposes of the Corporation.

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(f) Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Section 2. Restrictions.

(a) No part of the gross or net earnings of this Corporation shall inure to private benefit or shall be distributable to its incorporators, contributors, trustees or officers except as a reasonable allowance, compensation or salary for services actually rendered to or for the Corporation or as reimbursement for expenses actually incurred on the Corporation's behalf.

(b) No substantial part of the activities of the Corporation shall consist of attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(c) The Corporation shall not engage in any of the prohibited transactions described in Section 503(c) of the Internal Revenue Code, nor unreasonably accumulate income within the meaning of Section 504 of the Internal Revenue Code, as now in force or afterwards amended. The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or afterwards amended.

Section 3. Dissolution. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations with purposes similar to the Corporation so long as such organizations themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively conservational, educational or environmental purposes.

ARTICLE IV

The Corporation shall have members.

ARTICLE V

In addition to all powers generally set forth by applicable statutes, the Corporation shall, subject to Article III, Section 3 have power:

(a) to accept the contributions and gifts of real or

personal property for the furtherance of the general or specific purposes of the Corporation; and

(b) to manage, invest, retain or distribute the assets of the Corporation, real or personal, in the fashion that best accomplishes the general or specific purposes of the Corporation as determined at the discretion of the Board of Trustees; and

(c) to designate, by action of the Board of Trustees, certain scientific, educational, and environmental organizations, or other exempt organizations as beneficiaries, so long as the institutions and any other recipient organizations are recognized as exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code; and

(d) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

In the investment of said funds, the Corporation shall not be confined to investments legal for trust funds in the State of Alabama, and it shall be entitled to hold or register any and all stocks, bonds, notes, or other property in its own name or in the name of any other person, partnership, or corporation or in the name of a nominee with or without disclosing any fiduciary relationship, and the Corporation shall be authorized to employ and to compensate out of any funds held by it accountants, brokers, attorneys, realtors, rental agents, tax specialists, and other assistants or advisors deemed by it to be necessary in the administration of the funds held by it.

ARTICLE VI

The internal affairs of the Corporation shall be managed and regulated by a Board of Directors, to be known as the Board of Trustees. The Board of Trustees shall manage the affairs of the Corporation pursuant to the provisions of these articles and the by-laws of the Corporation. Any right, title or interest to any real or personal property which may from time to time be owned or controlled by the Corporation shall be vested in the Board of Trustees. Said by-laws of the Corporation shall be adopted by the Board of Trustees and may be amended from time to time by majority action of the Board of Trustees. The Board of Trustees shall have all the powers hereinabove stated, provided that such powers shall be used by said Board only as may be in the furtherance of the purposes of the Corporation herein stated.

ARTICLE VII

The officers of the Corporation shall be elected by the Board of Trustees in accordance with the by-laws. The Corporation shall have a President, First Vice President, Second Vice President, Secretary, Treasurer, Executive Director and such other officers as may be

provided for in the by-laws. Officers may, but need not be trustees. Officers serve at the pleasure of the Board of Trustees and may be removed with or without cause, at any time by the Board of Trustees.

ARTICLE VIII

The registered office of the Corporation shall be:

✓ Zoological Gardens Foundation
1234 David Dr.
Pelham, AL 35124

and, the name of its registered agent at such address shall be:

✓ Jeff Price

ARTICLE IX

Section 1. Board of Trustees. The Board of Trustees shall consist of the five (5) persons named below who shall serve for so long as they chose to serve on the Board of Trustees. Any vacancy on the Board of Trustees may be filled by concurrence of a majority of the remaining trustees. All trustees must be twenty-one (21) years old or older.

The members of the initial Board of Trustees of the Corporation and their addresses are as follows:

<u>Name</u>	<u>Address</u>
Jeff Price, President	1234 David Dr. Pelham, AL 35124
Gina Price First Vice President	319 Dearden Road, Hwy. 105 Pelham, AL 35124
Stephen M. Frost Second Vice President	205 13th Ave. N.E. Birmingham, AL 35215
Rick Pierce Treasurer	117 Cedar Cove Ln. Pelham, AL 35124
Gail Wilkins Secretary	Rt. 1 Box 167-A Arley, AL 35041

Section 2. Advisory Board of Trustees. The by-laws may provide for an Advisory Board of Trustees.

ARTICLE X

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Fred Duncan	557 Shades Crest Road Birmingham, AL 35226
Elizabeth Brown	2992 Green Valley Road Birmingham, AL 35243
Britt Reoch	2361 Farley Place Birmingham, AL 35226

ARTICLE XI

The Corporation shall have the right to amend, modify, or repeal any provision contained in these Articles of Incorporation, so long as consistent with the laws of the State of Alabama and so long as any such amendment, modification, alteration or repeal shall not affect its tax exempt status, or the deductibility from income taxes of contributions to it, but any such amendments shall be by an affirmative vote by majority action of the Board of Trustees in office.

IN WITNESS WHEREOF, we, the said incorporators in accordance with ALA. CODE(1975) 10-3A-1 et seq., hereunto set our hands and seals on this 19~~th~~ day of NOVEMBER, 1992.

Fred Duncan
Incorporator

Elizabeth L. Brown
Incorporator

Britt Reoch
Incorporator

STATE OF ALABAMA)

SHELBY COUNTY)

I, Sara E. Gainer, a Notary Public in and for said County and said State, hereby certify that on the 19 day of November, 1992, personally appeared before me Fred Duncan, Elizabeth Brown, and Britt Reoch, who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

Sara E. Gainer
Notary Public
My Commission Expires: Aug 1994

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

OF

ZOOLOGICAL GARDENS FOUNDATION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of ZOOLOGICAL GARDENS FOUNDATION, 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 ZOOLOGICAL GARDENS FOUNDATION, and attaches hereto a duplicate original of the Articles of INCORPORATION.

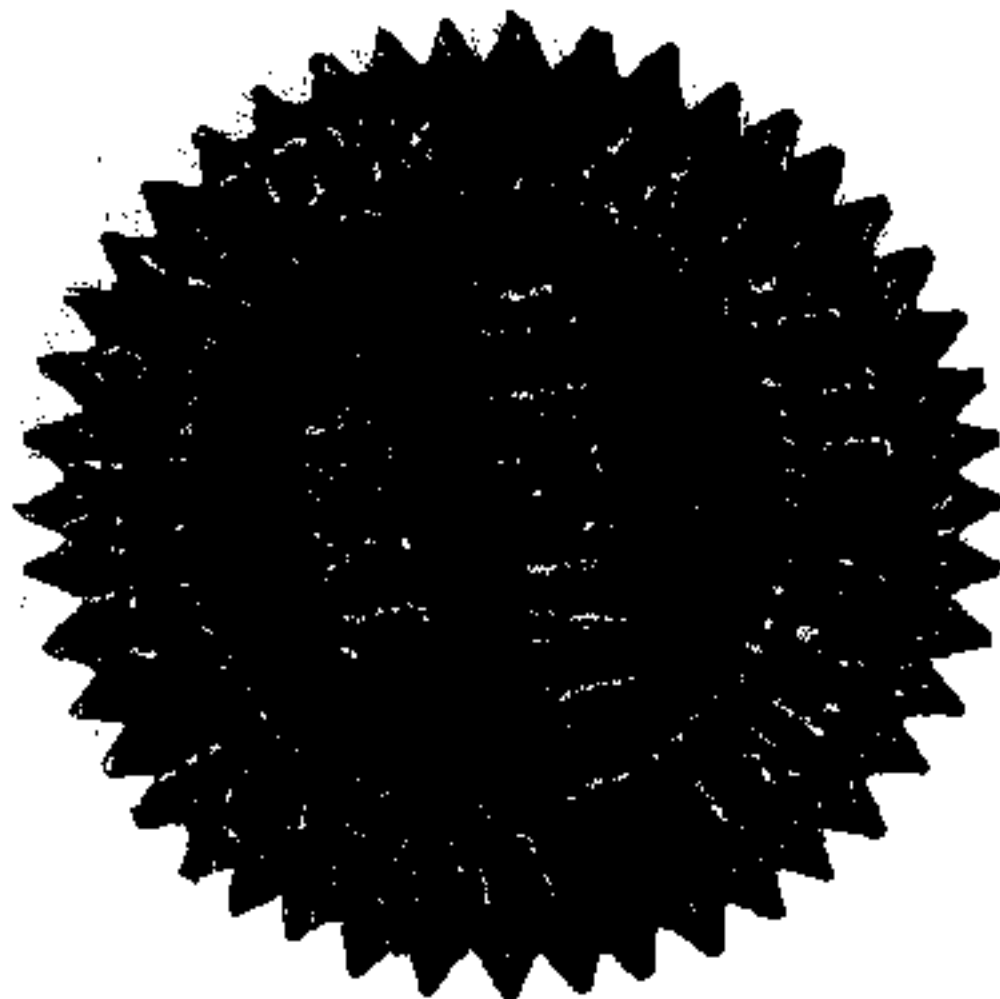
GIVEN Under My Hand and Official Seal on this the 20 day of

NOVEMBER, 1992

Thomas A. Snowden, Jr.

Judge of Probate

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