

This instrument prepared by: Warren C. Matthews, Burr & Forman, 420 North 20th Street, Suite 3000, Birmingham, Alabama 35203.

**ARTICLES OF INCORPORATION
OF
ALABAMA CHILDREN'S EDUCATION FOUNDATION**

The undersigned, acting as the incorporator of a nonprofit corporation under the Alabama Nonprofit Corporation Act, Code of Alabama 1975 §§10-3A-1 et seq., (the "Act"), adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation shall be the Alabama Children's Education Foundation, hereinafter referred to as "Association."

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the Association is organized are as follows:

(a) To participate in fund raising activities pursuant to which the net proceeds derived therefrom (after deducting expenses related thereto and reserves for future activities) are contributed to public schools in Alabama selected by the Executive Committee of the Board of Directors. The principal fund raising activity shall be to engage in activities designed to raise money for public education in Alabama including but not limited to: selling advertising; entering into a license agreement whereby the Association will pay American Bulletinboards for Community Education, Inc. for its services and know-how; and receiving gifts and grants of money to further the funding of public education.

(b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial, engineering, accounting, bookkeeping and other services of every nature, kind and character, which a corporation may legally render;

(c) To engage in any industrial, manufacturing, mining, merchantable, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

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(d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof.

(g) To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; and,

(h) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

FOURTH: The Members of the Association shall initially consist of the following individuals:

<u>Name</u>	<u>Address</u>
Milton Lawrence Culver	150 Inverness Corners Suite 205 Birmingham, Alabama 35242
John A. Taber	418 Scott Street Montgomery, Alabama 36104

Each member shall be entitled to one vote on each matter submitted to the Membership. A member may withdraw from the Membership at any time upon written notice of withdrawal to the Association. A member shall not have the right to transfer all or any portion of his interest as a member of the Association.

The Association may admit additional members with the affirmative vote of not less than two-thirds of the members entitled to vote thereon; provided that an additional member may be admitted with the approval of the Board of Directors if there are no members at the time the additional member is proposed for

admission. Additional members may be proposed and submitted to the members for approval in accordance with the By-Laws.

A member may be a natural person, a partnership, a professional association, or professional corporation, or a corporation for profit or a nonprofit corporation.

FIFTH: The affairs of the Association shall be managed by a Board of Directors consisting of the number of directors as shall be determined by the By-Laws; provided, however, that the Board of Directors shall consist of not less than three directors, and in the absence of a provision in the By-Laws shall consist of three Directors. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

The initial Board of Directors shall have three directors. The names and addresses of the members of the Board of Directors who shall hold office until their successors are elected and have qualified, or until such Directors are removed, are as follows:

<u>Name</u>	<u>Address</u>
John A. Taber	418 Scott Street Montgomery, Alabama 36104
Milton Lawrence Culver	150 Inverness Corners Suite 205 Birmingham, Alabama 35242
June Mizell	2225 Arlington Avenue Birmingham, AL 35205

Any director may be removed, either with or without cause, at any time, by the affirmative vote of two-thirds of the members at a meeting called for that purpose, and the vacancy in the Board caused by any such removal may be filled by the members at such meeting or at any subsequent meeting in the manner prescribed in the By-laws for the filling of vacancies on the Board.

SIXTH: The address of the Association's initial registered office is 150 Inverness Corners, Suite 205, Birmingham, Alabama 35242, and the name of its initial registered agent is Milton Lawrence Culver, with the same address.

SEVENTH: The Association shall have the right to indemnify each person who shall serve as a director, officer, employee, or agent of the Association, or shall serve at the request of the Association in a similar capacity with another corporation, joint venture, trust, or other enterprise, to the extent to which this Association is granted the power to so indemnify such persons by

any and every statute of the State of Alabama or act of the legislature of the State of Alabama.

EIGHTH: No contract or other transaction between the Association and any person, firm, association or corporation and no other act of the Association shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors or the Association are directly or indirectly, pecuniarily or otherwise interested in such contract, transaction or other act, or related to or interested in (either as director, stockholder, officer, employee, member or otherwise) such person, firm, association or corporation. Any director of the Association individually, or any firm or association of which any director may be a member of, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Association, provided that the fact that he, individually, or such firm or association, is so interested, shall be disclosed or known to the Board of Directors or a majority of the members thereof as shall be present at any meeting of the Board of Directors, or of any committee of directors having the powers of the full Board, at which action upon any such contract, transaction or other act is taken; and if such fact shall be so disclosed or known, any director of the Association so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the Board of Directors, or of such committee, at which action upon any such contract, transaction or act shall be taken, and may vote with respect to such action with like force and effect as if he were not so related or interested. Any director of the Association may vote upon any contract or other transaction between the Association and any affiliated corporation without regard to the fact that he is also a director of such affiliated corporation.

NINTH: Dissolution of the Association shall be accomplished as set forth in the Act. Upon dissolution of the Association, all of its assets shall be distributed in the following order of priority:

(a) All liabilities and obligations of the Association shall be paid and discharged, or adequate provision shall be made therefor;

(b) Assets held by the Association upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and

(c) The remaining assets shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or organizations engaged in activities substantially similar to those of the Association pursuant to a plan of distribution adopted in accordance with the Act.


TENTH: The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles in the manner now or hereafter provided by law, and all rights conferred upon officers and directors herein are granted subject to this reservation.

ELEVENTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Milton Lawrence Culver	150 Inverness Corners Suite 205 Birmingham, AL 35242

WHEREFORE, the incorporator files this, its Articles of Incorporation, and tenders to the Probate Judge of Shelby County, Alabama, the lawful fees and charges, and pray that these Articles may be examined and approved, and that the Association may be deemed to be incorporated for the purposes herein set out.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation this 1st day of March, 1993.


Milton Lawrence Culver
Incorporator

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

ALABAMA CHILDREN'S EDUCATION FOUNDATION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of NON-PROFIT of ALABAMA CHILDREN'S EDUCATION 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 ALABAMA CHILDREN'S EDUCATION FOUNDATION, and attaches hereto a duplicate original of the Articles of NON-PROFIT.

GIVEN Under My Hand and Official Seal on this the 1 day of

MARCH, 19 93.



Judge of Probate

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