

ARTICLES OF INCORPORATION

OF

CAHABA VALLEY LODGE, NO. 1738

BENEVOLENT AND PROTECTIVE ORDER OF ELKS
OF THE UNITED STATES OF AMERICA

A NONPROFIT CORPORATION

These articles of incorporation are signed and acknowledged by the incorporators for the purpose of forming a nonprofit corporation under the provisions of the Code of Alabama, 1975, known as the Alabama Nonprofit Corporation Act, as follows:

ARTICLE I: NAME

The name of the Corporation shall be "Cahaba Valley Lodge, No. 1738, Benevolent and Protective Order of Elks of the United States of America."

ARTICLE II: OBJECTS

The objects or purposes of the Corporation are as follows:

(a) To foster, develop and promote the principals of Charity, Justice, Brotherly Love and Fidelity; to promote the welfare and enhance the happiness of its members; to quicken the spirit of American patriotism; to cultivate good fellowship and to perpetuate itself as a fraternal organization.

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(b) To do all things necessary and incident to promote the general social, benevolent and charitable works of the corporation in the State of Alabama.

ARTICLE III: POWERS

(1) The Corporation shall have all the general powers enumerated in the Code of Alabama, 1975, § 10-3A-1 et seq.

(2) To receive and administer funds for the aforesaid purposes, and for no other purpose, and to that end to take and hold by contract, agreement, bequest, devise, gift, purchase, lease, either absolutely or in trust for such objects and purposes or trust and by membership fees received and contracts entered into for its purposes as herein stated and for no other purpose.

ARTICLE IV: INCORPORATORS

The names and addresses of each of the incorporators are as follows:

NAME	ADDRESS
Leon E. Johnston	2460 Burgundy Drive, Birmingham, Alabama
Harold Weston	306 12th Street, SW, Alabaster, Alabama
Gerald Watts	1121 Dearing Downs Drive, Helena, Alabama
John F. Cullens	324 Shenandoah Drive, Hoover, Alabama
Bruce Monical	3924 Willow Ridge Lane, Helena, Alabama

ARTICLE V: MEMBERSHIP

The membership shall be open to all persons who meet the requirements of the By-Laws of the Corporation and of Chapter 14 of the Statutes of the Benevolent and Protective Order of Elks of the United States of America.

ARTICLE VI: OFFICERS, DIRECTORS AND TRUSTEES

(a) The Officers, Directors and Trustees of the Corporation, their nominations, election or appointment, installation power and authority shall be in accordance with the provisions of the By-Laws of the Corporation.

(b) The governing body of the Corporation shall be its Board of Directors, which said Board of Directors shall consist of all of the following: the Officers of the Corporation, who are entitled EXALTED RULER (President), ESTEEMED LEADING KNIGHT (Executive Vice President), ESTEEMED LOYAL KNIGHT (First Vice President), ESTEEMED LECTURING KNIGHT (Second Vice President), and five persons who shall bear the title of Trustee.

(c) The names and addresses of the persons who are to act in the capacity of Directors of the Corporation until the selection of their successors are as follows:

NAME	ADDRESS
Robert Shinpaugh, ER (Pres)	672 Olde Towne Lane, Alabaster, Alabama
David Funk, ELDK (Ex VP)	32 The Oaks Circle, Hoover, Alabama

Fred Jacobson, ELYK (1 VP)	3904 Asbury Park Cir, Birmingham, Alabama
Ronald Kenny, ELRK (2 VP)	529 Cross Creek Trail, Pelham, Alabama
Leon Johnston, Trustee	2460 Burgundy Drive, Birmingham, Alabama
Harold Weston, Trustee	306 12th Street, SW, Alabaster, Alabama
Gerald Watts, Trustee	1121 Dearing Downs Drive, Helena, Alabama
John Cullens, Trustee	324 Shenandoah Drive, Hoover, Alabama
Bruce Monical, Trustee	3924 Willow Ridge Lane, Helena, Alabama

ARTICLE VII: BY-LAWS

The Board of Directors shall adopt By-Laws for the governance of the Corporation.

ARTICLE VIII: REGISTERED OFFICE AND REGISTERED AGENT

The location and address of the Corporation registered office is 1738 Morgan Park Drive in the City of Pelham, Alabama. The post office address of Palmer Maxwell, registered agent, is 1738 Morgan Park Drive in the City of Pelham, Alabama.

ARTICLE IX: AUTHORITY

The Corporation is organized on a nonstock basis. The Corporation is to be financed under the following general plan: by contributions to it of

funds and property absolutely or in any of them, any property real, personal or mixed, without limitations as to amount or value, except such limitation, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to deal with such property for any of the aforementioned purposes without limitation, except such limitations, if any, may be contained in the instrument under which such property is received; and to exercise any, all, and every power for which a nonprofit corporation organized the provisions of the Alabama Nonprofit Corporation Act, all for the public welfare can be authorized to exercise, but not any other power. No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE X: DURATION

This being a benevolent corporation, its term is unlimited and in perpetuity.

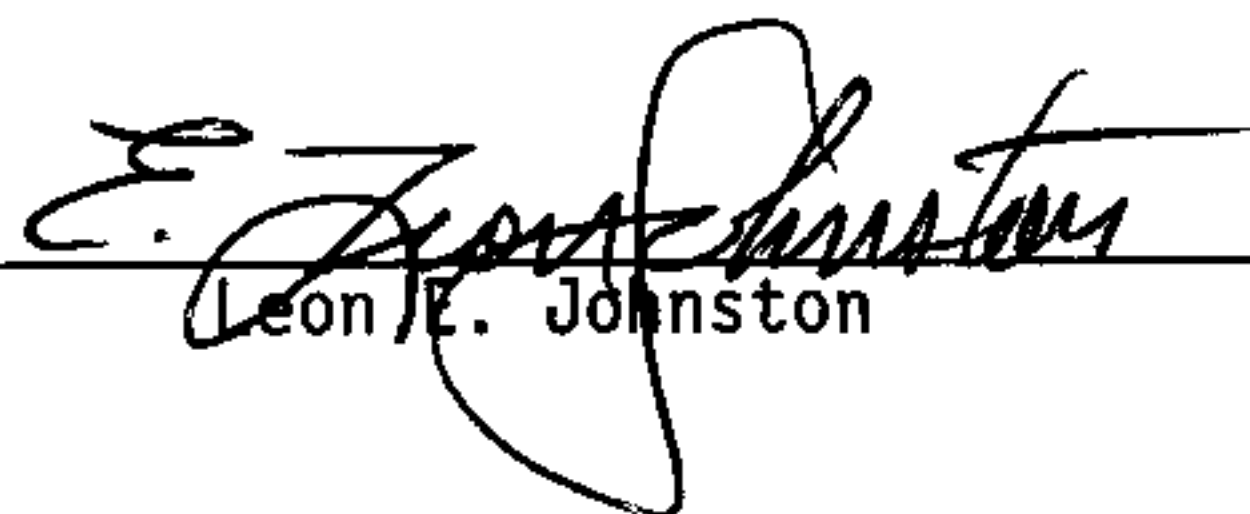
ARTICLE XI: DISSOLUTION

All property of the Corporation and accumulations thereof shall be held and administered to effectuate its purposes and to serve the general welfare of the people of the State of Alabama. Upon the dissolution of this nonprofit Corporation for any cause, the assets of the Corporation of whatever kind and wherever situated shall be transferred in total to the

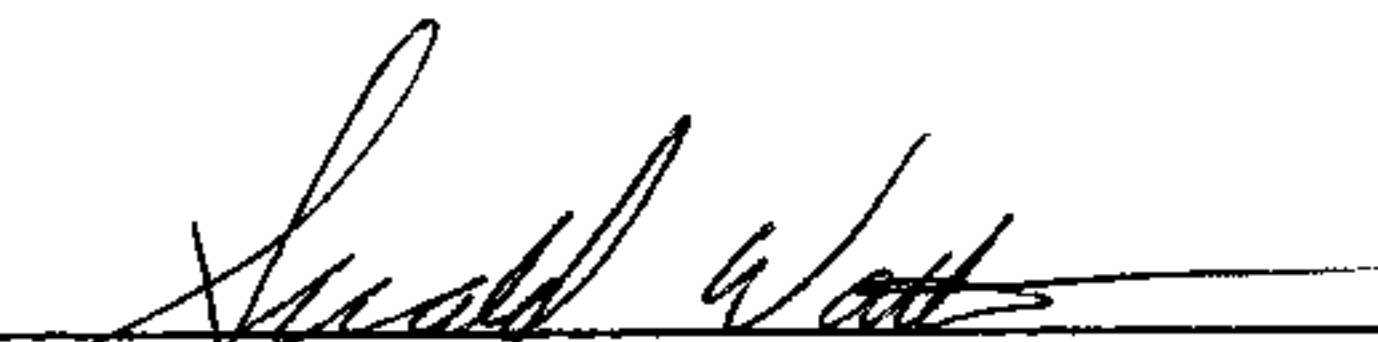
Alabama Elks Foundation, Incorporated. No distribution of the assets of the Corporation shall ever be made to any member, director, Trustee or Officer of the Corporation.

We, the undersigned, each being over twenty-one years of age represent all of the members of Cahaba Valley Lodge, No. 1738, Benevolent and Protective Order of Elks of the United States of America and hereby certify that we are duly constituted members of the said Corporation and represent all of its members and desire to become incorporated as set forth above.

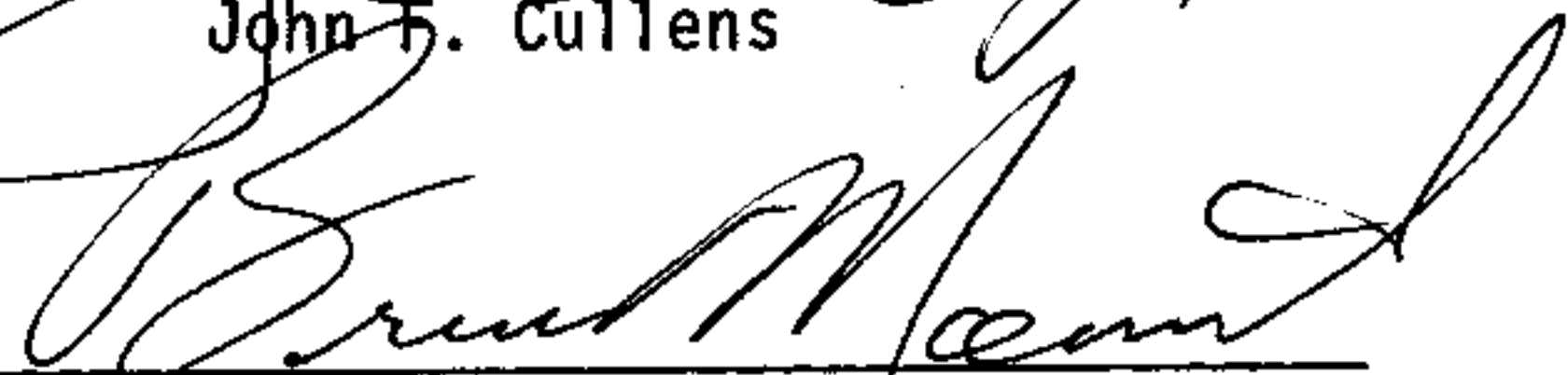
In Witness Whereof the incorporators have signed the Articles of Incorporation on this the 3rd day of May....., 1993.


Leon E. Johnston


Harold Weston


Gerald Watts


John F. Cullens


Bruce Monical

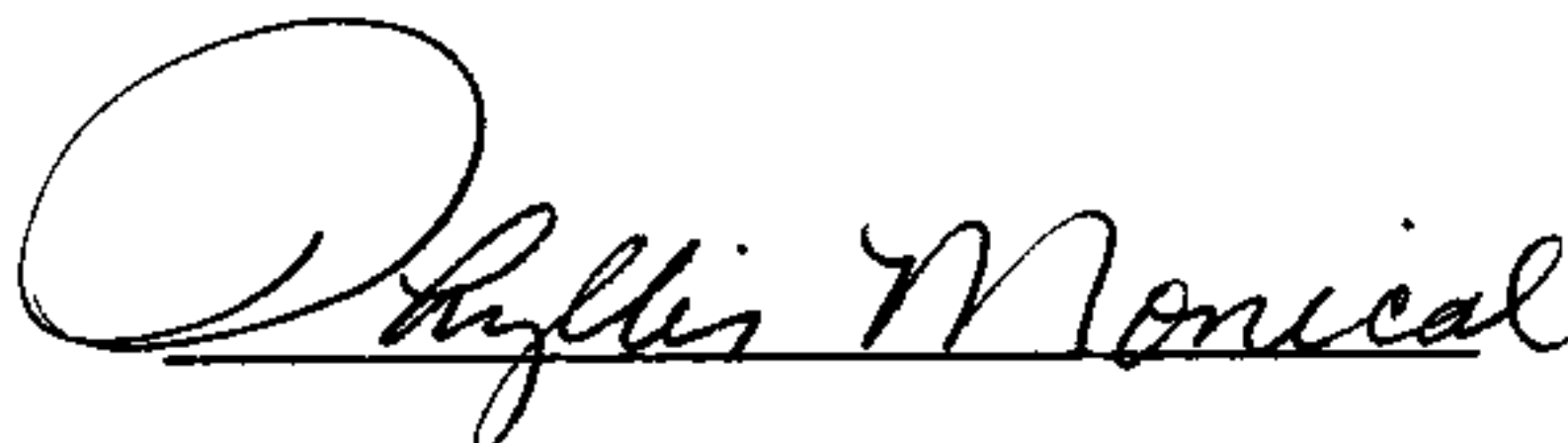
STATE OF ALABAMA)

)

SHELBY COUNTY)

Before me, Phyllis Monical..., a Notary Public in and for the State at Large, personally appeared Leon E. Johnston, Harold Weston, Gerald Watts, John F. Cullens, and Bruce Monical, who each being by me first duly sworn, states that they are the persons named as the Incorporators of Cahaba Valley Lodge, No. 1738, Benevolent and Protective Order of Elks of the United States of America and that they, as such Incorporators are bona fide members and each are over twenty-one years of age and make this affidavit to comply with the Statutes and Laws of the State of Alabama relative to the Incorporation of a Nonprofit Organization, under the Alabama Nonprofit Corporation Act.

This the 3rd day of May....., 1993.



Notary Public, state at Large

My Commission Expires 7/8/93

(Seal)

DRAFT

CERTIFICATE

I, the undersigned, Secretary of Cahaba Valley Lodge, No. 1738, Benevolent and Protective Order of Elks of the United States of America, do hereby certify that the following proceedings were duly and regularly held in connection with the proposed incorporation of said Lodge under Section 16.020, and other applicable provisions of the Annotated Statutes of the Grand Lodge:

That on the 22. day of March....., 1993, a written proposal to incorporate said Lodge was duly filed with me as Secretary.

That at the first meeting of the Lodge held after the receipt of such proposal, on the 22. day of March....., 1993, the Exalted Ruler did fix the regular Lodge meeting to be held on the 5th day of April....., 1993, as the time and place at which such proposal should be acted upon, and that pursuant thereto, I did give notice of the proposal to incorporate said Lodge by mailing a notice of the proposal to each member of said Lodge, at his last known address, at least ten (10) days prior to the date on which the vote was taken.

That at the regular session of said Lodge held on the 5th day of April....., 1993, at which a quorum was present, said proposal to incorporate was presented, approved, and adopted by majority vote of those attending such session.

That none of the actions or proceedings set forth above has been repealed, modified, or set aside, but they each remain in full force and effect, and are properly and fully reflected in the regular minutes and records of this Lodge.

IN WITNESS WHEREOF, I have hereunto affixed my signature as Secretary, and have caused the seal of said Lodge to be affixed, this 3rd day of May....., 1993.

Johnnie B. Moore
Secretary

(SEAL)

DRAFT

RESOLUTION OF LODGE INCORPORATION

Whereas, at a regular meeting of Cahaba Valley Lodge, No. 1738, Benevolent and Protective Order of Elks of the United States of America, held on *April 5*....., 1993, a proposal to incorporate said Lodge under Section 16.020 and other applicable provisions of the annotated Statutes of the Grand Lodge, was approved and adopted, and the Officers of said Lodge duly authorized and directed to institute and complete proceedings for such incorporation.

NOW, THEREFORE, BE IT RESOLVED: that immediately after the completion of said incorporation and the approval thereof by the Committee on Judiciary of the Grand Lodge, that the proper Officers of this Lodge be and are hereby authorized and directed to convey all of the property of this Lodge, both real and personal, held in trust or otherwise, to the incorporated Lodge.

CERTIFICATION

I, the undersigned Secretary of said Lodge, do hereby certify that the foregoing resolution was duly presented and adopted by said Lodge at a regular meeting thereof, held on *April 5*....., 1993, and that said action has not been repeated, modified, or set aside, and that said resolution remains in full force and effect.

IN WITNESS WHEREOF, I have hereunto affixed my signature as Secretary, and have caused the seal of said Lodge to be affixed, this *3rd* day of *May*....., 1993.

Johnie B. Moore
Secretary

(SEAL)

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

OF

CAHABA VALLEY LODGE, NO. 1738

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of CAHABA VALLEY LODGE, NO. 1738, 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 CAHABA VALLEY LODGE, NO. 1738, and attaches hereto a duplicate original of the Articles of NON-PROFIT INCORPORATION.

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

JULY, 1993.

Thomas A. Snowden, Jr.

Judge of Probate

Inst # 1993-19392

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