

**ARTICLES OF INCORPORATION
OF
ALABAMA ASSOCIATION FOR GIFTED CHILDREN**

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 Association for Gifted Children, 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 serve as a public advocate concerning the needs of gifted young people.
- (b) To facilitate the exchange of information concerning gifted students.
- (c) To encourage research on the best ways of effectively addressing the cognitive and affective needs of gifted youth, and on the social significance of properly educating them.
- (d) To facilitate and assist the development of local organizations to support gifted education.

FOURTH: Membership shall be open to any interested person. Members shall be those persons who maintain their status by proper payment of dues in the Association.

Each Association membership shall be entitled to a single vote in elections and official actions of the Association. Members are eligible for election to office, to serve on committees, and are encouraged to attend all meetings of the Association.

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 five 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, until such Directors are removed, are as follows:

<u>Name</u>	<u>Address</u>
✓ Lusia Mac Pherson	✓ 665 Overland Road Montevallo, Alabama 35115
Laura Rose	1906 Gardens Place Birmingham, Alabama 35216
Kathy Arcangeli	804 Cheaha Circle Auburn, Alabama 36830

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Inst # 1995-12287

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Laura Griffo

2503 Shades Crest Road
Birmingham, Alabama 35216

Linda Evans

350 Cloverdale Road
Montgomery, Alabama 36104

SIXTH: The address of the Association's initial registered office is 665 Overland Road, Montevallo, Alabama 35115, and the name of its initial registered agent is Lusia Mac Pherson, 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 or 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:

NAME

Lusia Mac Pherson

ADDRESS

665 Overland Road
Montevallo, Alabama 35115

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 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 10th day of may, 1995.

Lusia Mac Pherson

Lusia Mac Pherson
Incorporator

State of Alabama

SHELBY **County**

CERTIFICATE OF INCORPORATION

OF

ALABAMA ASSOCIATION FOR GIFTED CHILDREN

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of ALABAMA ASSOCIATION FOR GIFTED CHILDREN, 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 ASSOCIATION FOR GIFTED CHILDREN, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 10 day of

MAY, 19 95.

Patricia Geyer Schmeider

Judge of Probate

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