

STATE OF ALABAMA

SHELBY COUNTY

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ARTICLES OF INCORPORATION
OF
Alabama Peer Helpers Association

I, the undersigned incorporator, desiring to organize a nonprofit corporation under the Alabama Nonprofit Corporation Act, hereby sign and deliver the following articles of incorporation in accordance with section 10-3A-61 of the Code of Alabama (1975), as amended:

ARTICLE I

NAME OF CORPORATION: The name of the corporation ("Corporation") shall be the Alabama Peer Helpers Association.

ARTICLE II

PURPOSES: Whereas there are now, or may be in the future, students in schools and colleges of Alabama who will benefit from enhanced Peer Helping opportunities and activities, and improved relevant programs, and such students may require assistance to break the cycle of personal and/or dysfunctional problems burdening many of them, and to obtain for schools, communities and individuals, leadership that promotes effective Peer Helpers which assist students (peers) address personal, social, developmental, academic and substance abuse related problems, the purposes of the Corporation are as follows:

1. To promote the establishment of interdisciplinary approaches to Peer Helping Programming;
2. To promote and establish a variety of supportive services to Peer Helper organizations and their adult leaders for initial and continuing training of Peer Helpers.
3. To encourage programs that would encourage youth who are struggling with personal and/or dysfunctional related problems;
4. To provide leadership and to set standards for the selection of adult leaders who will work with and train Peer Helpers;
5. To provide leadership and to set standards for the selection of Peer Helpers;
6. To provide leadership and to set standards for training Peer Helpers to be unconditionally accepting

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and non-judgmental to peers who need help and assistance;

7. To provide leadership and to set ethical standards which are endorsed by the National Peer Helper Association;
8. To promote training that will empower Peer Helpers to become preventive agents who identify problems and encourage others peers to seek the necessary help form appropriate professionals;
9. To promote training to Peer Helpers that will provide other peers with opportunities for learning, guidance, emotional support and growth designed to reduce at-risk activities and behaviors, reduce HIV/AIDS and unwanted pregnancy, reduce conflict and violence, and increase higher academic skills, increase understanding of differences, and increase service to others;
10. To promote the development of joint school/community programs for youth from preschool through post-secondary levels;
11. To provide a state forum for sharing resources, materials, and models and for identifying national trends;
12. To coordinate with other state and local organizations dealing with similar issues.
13. To solicit contributions and services for the benefit of drug/alcohol related programs for such recipient schools, communities and individuals and organize and finance fund-raising activities for the Corporation.
14. To receive contributions for the benefit of such programs for recipients.
15. To distribute funds to such recipients in the amount and in the manner consistent with the standards adopted by the Corporation.
16. Notwithstanding any other provision of these articles, the Corporation shall not engage in any activities not permitted to by a corporation exempt from federal income tax under section 501(c) (3), or by a corporation, to which contributions are deductible under section 170(c) (2) of the Internal Revenue Code of 1986, as amended ("Code").
17. Subject to the foregoing paragraphs,
 - (a) The Corporation shall be an organization where all property, real and personal, shall be used exclusively for purely charitable purposes, as such term is used in section 40-9-1 (1) Code of Alabama (1975), as amended.

- (b) The Corporation shall be an organization which is a recognized charitable institution not operated for profit, and contributions to which are allowed as deductions for federal income tax purposes under section 170 of the internal Revenue Code, as such terms are used in section 40-18-15(a) (10) Code of Alabama (1975), as amended; and
 - (c) The Corporation shall be an organization not organized for profit and exempt from federal income tax under section 501(c) (3) of the Code, as such terms are used in section 40-19-32 (a) (11) Code of Alabama (1975), as amended.
 - (d) The Corporation shall be a strictly benevolent organization, as defined in Alabama Constitution article XII, 229, amend. 27.
18. The following restrictions shall apply to the Corporation at any time the Corporation is a private foundation under section 509 of the Code:
- (a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.
 - (b) The Corporation shall not engage in any act of self-dealing, as such is defined in section 4941(d) of the Code.
 - (c) The Corporation shall not retain any excess business holdings, as such are defined in section 4943 (c) of the Code.
 - (d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.
 - (e) The Corporation shall not make any taxable expenditures, as such are defined in section 4945(d) of the Code.
19. Notwithstanding any other provision hereof, no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its officers, directors, or any other persons, except that the Corporation shall be authorized and to make payments and distributions in furtherance of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

DURATION: The period of duration of the Corporation shall be perpetual.

ARTICLE IV

INCORPORATOR: The name and address of the incorporator is:

(TO BE FILLED IN LATER)

ARTICLE V

DIRECTORS: The management of the Corporation shall be vested in a board of directors. The initial board of directors shall be composed of no more than 25 members. The following personnel shall serve as the initial directors:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM</u>
Anne Hartline	2612 Swiss Lane Birmingham, AL 35226	3 years
Ed Belue	3418 Indian Lake Trail Pelham, AL 35124	3 years
Larry Robinson	4264 Highway 18 Montevallo, AL 35115	3 years
Bob Wynn	P.O. Box 1225 Pelham, AL 35124	3 years
James W. Anderson	1025 Montgomery Hwy Vestavia, AL 35216	3 years
Martha Parker	2100 18th Street, South Birmingham, AL 35209	3 years
Martha Mcnish	P.O. Box 228 Huntsville, AL 36804	3 years
Patricia D. Crawford	P.O. Box 1327 Mobile, AL 36633	3 years
Clara Swader	1325 Point Mallard Pkwy Decatur, AL 35601	3 years
Beverly Dixon	P.O. Box 10007 Birmingham, AL 35202	3 years
Julia A. Rice	7 Hollywood Blvd Homewood, AL 35209	3 years

Cheryl Bailey	7 Hollywood Blvd Homewood, AL 35209	3 years
Leslie Cross	3 Church St Mountain Brook, AL 35213	3 years
Kenneth Harkless	3 Church St Mountain Brook, AL 35213	3 years
Jenifer Brewer	1318 Alabama St Tarrant, AL 35217	3 years
Jim Jeffrey	2020 Pizitz Dr Vestavia Hills, AL 35216	3 years
Michael Semon	4337 Heritage View Rd Birmingham, AL 35242	3 years
Norm Lacey	12115 Frank Larry Rd Northport, AL 65476	3 years
Don Lewis	39 Mill Road Springville, AL 35146	3 years
Linda Peveler	1141 Mountainwood Lane Birmingham, AL 35244	3 years
Penny Deavers	Room 3318 Gordon Person Building 50 North Ripley Street Montgomery, AL 36130-2101	3 years

Thereafter, the directors shall be appointed in the manner and for the terms provided in the bylaws.

REMOVAL: A director may be removed by a two-thirds vote of the remaining members of the board of directors. The board of directors may, immediately upon such removal, elect a successor to fill such removed director's unexpired term.

ARTICLE VI

REGISTERED OFFICE AND AGENT: The address of the initial registered office of the Corporation shall be 3418 Indian Lake Trail, Pelham, Alabama 35124. The registered agent of the Corporation shall be Ed Belue.

ARTICLE VII

AMENDMENT: These articles of incorporation and the bylaws of the Corporation may only be amended by a two-thirds vote of the board of directors, or such organization or association as may succeed to its functions. In no event may any amendment to these articles of incorporation be made that would authorize the board to conduct the affairs of the Corporation contrary to the provisions of section 501 (c) (3) of the codes or that would adversely affect the

Corporation's qualification as an organization exempt from federal income tax under section 501 (c) (3) and contributions to which are deductible under section 170(c) (1) of the Code.

IN WITNESS WHEREOF, I, the said incorporators, have hereunto set my hand on this the 9 day of

Nov., 1995.

A handwritten signature in cursive script, appearing to read "Edwin F. Belue", is written over a horizontal line.

Edwin F. Belue

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

OF

ALABAMA PEER HELPERS ASSOCIATION, INC.

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

GIVEN Under My Hand and Official Seal on this the 9 day of NOVEMBER, 1995.

Patricia Geager Zehmischer

Judge of Probate

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