

ARTICLES OF INCORPORATION
OF
BIRMINGHAM MUSIC TEACHERS ASSOCIATION

The undersigned, Joyce B. Jennings and Teresa P. Capra, who are citizens of the United States, being desirous of forming a non-profit corporation for the purposes hereinafter stated, under the Alabama Non-Profit Corporation Act, do hereby adopt these Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be and is BIRMINGHAM MUSIC TEACHERS ASSOCIATION.

ARTICLE II

The Corporation shall have perpetual succession and shall exist until it is dissolved pursuant to law.

ARTICLE III

The Corporation is organized exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its successors, and regulations issued thereunder. To that end, the following provisions shall apply:

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(a) The Corporation shall receive and administer funds for scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its successors, and regulations issued thereunder, and in connection therewith, the Corporation shall take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount or value. It shall have the power to sell, convey and otherwise dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of the Corporation, or any laws applicable thereto. The Corporation shall have the power to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or officers.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its incorporators, directors, officers, benefactors, or other private persons, except

that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth herein. No incorporator, director, officer, benefactor, or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part 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. Notwithstanding any of the provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successor, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or its successor.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or its successor.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or its successor.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or its successor.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, as amended, or its successor.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or its successor.

(h) No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the charitable or educational purposes or if it would require serving a private as opposed to public interest.

(i) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of all of the assets of the Corporation, equally to the music departments of Samford University, Birmingham Southern College, and the University of Alabama at Birmingham, or if said music departments no longer

exist, to such organization or organizations organized or operating exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successors, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Probate Court of Jefferson County, Alabama, or by the Probate Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

The Corporation shall be composed of the following classes of members:

(a) Active members shall be music teachers, or former music teachers, who are sympathetic to the purposes of the Corporation who have paid their dues or obtained a waiver for payment.

(b) Associate members may be music teachers or music lovers interested in the work of the Corporation. Associate members have voting privileges, but may not enter students in auditions sponsored by the Corporation.

(c) Patrons will be recognized as supporters of the Corporation.

(d) Honorary membership shall be bestowed upon members at the discretion of the Board of Directors.

(e) The Corporation may have such other classes of membership with the qualifications and rights, not inconsistent with these Articles, as may be provided for in the ByLaws.

ARTICLE V

(a) The Board of Director shall be the governing body of the Corporation. The Board of Directors is composed of the Officers of the Corporation and the Chairmen and Co-Chairmen of all committees of the Corporation. The Officers shall serve a term of two years and shall be elected at the March meeting every other year by a majority vote of the Active Members present at such meeting. The Chairmen and Co-Chairmen of Committees of the Corporation serve a term of one year and are appointed by the President. In the event of a vacancy on the Board of Directors created by resignation, death or inability of any Director to serve, the remaining voting Directors shall, by vote, fill such vacancy. The number of Directors may be changed by amendment to the By-Laws, but in no case shall there be less than three Directors.

(b) The names and addresses of the initial Directors until the first annual meeting of the Corporation are:

<u>Name</u>	<u>Address</u>
Joyce B. Jennings	4710 Shady Waters Lane Birmingham, AL 35243
Teresa P. Capra	2501 Altadena Forest Circle Birmingham, AL 35243
Cyndi Landers	4420 Briarglen Drive Birmingham, AL 35243
Sandra Burtch	4144 Ashington Drive Birmingham, AL 35242
Lucy T. Victory	522 Bennett Drive Alabaster, AL 35007
Patricia Hartsfield	3509 East Street Birmingham, AL 35243
Brenda Jackson	418 Brian Drive Adamsville, AL 35005
Margie Maughan	2204 Lynncrest Lane Birmingham, AL 35216
Amy Casey	2520 Savoy Street Birmingham, AL 35226
Anitra Alexender	1104 Kingsbury Avenue Birmingham, AL 35213
Kathy H. Nailen	2837 Five Oaks Lane Birmingham, AL 35243
Elbert P. Lingo	401 Conover Drive Birmingham, AL 35206

Virginia E. Dismukes	4317 Bon Dell Drive Birmingham, AL 35243
Jane H. Davis	2839 Five Oakes Lane Birmingham, AL 35243
Rosalind R. Rust	121 Crestwood Drive Birmingham, AL 35209
Betty Bridges	2376 Savoy Street Birmingham, AL 35226
Alice Buchanan-Butler	7425 4th Avenue South Birmingham, AL 35206
Jane Hudson	Route 9, Box 82 Jasper, AL 35501
Donna Shugart	105 Inverness Lane Birmingham, AL 35242
Constance Moore	41 Sunburst Drive Birmingham, AL 35215
Melinda Dressler	4241 Old Leeds Lane Birmingham, AL 35213
Heather Byars	801 Hickory Knoll Birmingham, AL 35226

ARTICLE VI

The principal place of business of the Corporation shall be 2517 Elizabeth Drive, Pelham, Alabama, 35124, or such other location as the Board of Directors shall from time to time designate.

ARTICLE VII

The initial registered office of the Corporation shall be 2517 Elizabeth Drive, Pelham, Alabama, 35124 and its initial registered agent at said address shall be Laura L. Steele.

ARTICLE VIII

These Articles may not be altered or amended without the affirmative vote of two-third of all Active Members of the Corporation present, provided the changes have been presented in writing and read at the previous meeting.

ARTICLE IX

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Joyce B. Jennings	4710 Shady Waters Lane Birmingham, AL 35243
Teresa P. Capra	2501 Altadena Forest Circle Birmingham, AL 35243

ARTICLE X

The Corporation shall adopt appropriate By-Laws by action of a majority of its active Board of Directors at any regular meeting for such purpose, which such By-Laws may be amended from time to time in the same manner.

ARTICLE XI

(a) The Corporation shall have such powers as are prescribed by the Alabama Non-Profit Corporation Act as contained and set forth in Section 10-3A-1, et seq., Code of Alabama of 1975, as amended, and may perform any acts permitted thereby.

(b) Notwithstanding any other provision 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, as amended, or the corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their hands and seals on this the 25 day of November, 1997.

Joyce B. Jennings (Seal)
JOYCE B. JENNINGS

Teresa P. Capra (Seal)
TERESA P. CAPRA

STATE OF ALABAMA

JEFFERSON COUNTY

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that ~~Joyce B. Jennings and~~ Teresa P. Capra, whose names are signed to the foregoing Articles of Incorporation of Birmingham Music Teachers Association, and who ~~are~~ ^{is} known to me, acknowledged before me on this day that, being informed of the contents of said instrument, ~~they~~ ^{she} executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 25th day of Nov., 1997.

Glenn E. Estess, Jr.
Notary Public

PREPARED BY AND RETURN TO:
Glenn E. Estess, Jr., Esq.
SPAIN & GILLON, L.L.C.
2117 Second Avenue North
Birmingham, AL 35203

My Commission Expires: 12/9/97

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

BIRMINGHAM MUSIC TEACHERS ASSOCIATION

1997-39507

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Inst

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of BIRMINGHAM MUSIC TEACHERS ASSOCIATION, duly signed and verified pursuant to the provisions of Section NONPROFIT 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 BIRMINGHAM MUSIC TEACHERS ASSOCIATION, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 4TH day of DECEMBER, 19 97.

Patricia George Williams

Judge of Probate

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