

STATE OF ALABAMA)
SHELBY COUNTY)

ARTICLES OF INCORPORATION
OF
HKM, INC.

The undersigned, Peter E. Barber, Esq., who is a citizen of the United States, being desirous of forming a non-profit corporation for the purposes hereinafter stated, under the Alabama Non-Profit Corporation Act (§10-3A-1 et.seq. of the Alabama Code (1975)), does hereby adopt these Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be and is HKM, INC.

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, religious, educational and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its successors, and regulations issued thereunder. More particularly, the Corporation is a non-denominational Christian ministry and exists to serve God and provide centralized administrative and development services to The King's Ranch and Hannah Homes, Inc., a qualified 501(c)(3)

Inst # 1998-35974

09/14/1998-35974
02:37 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
50.00

Alabama non-profit corporation, Christian Service Mission, a qualified 501(c)(3) Alabama non-profit corporation, and such other charitable organizations as the Corporation in the future agrees to support, and otherwise assist such charitable organizations in providing a healing environment and services in which compassion, competence and Christ combine to meet the needs of individuals and families. To that end, the following provisions shall apply:

(a) The Corporation shall receive and administer funds for charitable, religious, educational and scientific 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, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized or operating exclusively for charitable, religious, educational and scientific 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 Shelby 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 have no members or classes of members.

ARTICLE V

(a) The Board of Directors shall be the governing body of the Corporation. The initial Board of Directors shall consist of thirty-two (32) Directors. The names and addresses of the initial

Directors and their terms of office are set forth on Exhibit "A" which is attached hereto and incorporated herein by reference.

(b) At the annual meeting of the Board of Directors for the year in which a Director's term is to expire, the Board of Directors shall either re-elect said Director or elect a new Director as a replacement. The Board of Directors may delegate the responsibility of nominating Directors for consideration to a committee composed of Directors and organized for that purpose in accordance with the Bylaws of the Corporation. Directors shall be chosen by majority vote of the Directors, voting either in person or by proxy. After the expiration of an initial Director's term as set forth on Exhibit "A", all Director's terms shall be for a period of three (3) years whether they be re-elected Directors or new Directors, or until the election and qualification of their respective successors, except as hereinafter otherwise provided for filling vacancies.

(c) In the event of a vacancy on the Board of Directors created by resignation, removal, death or inability of any Director to serve, the Board of Directors shall, by majority vote of the remaining Directors, voting either in person or by proxy, fill such vacancy for the unexpired term of the former Director.

(d) The number of Directors may be increased or decreased from time to time by amendment to the By-Laws, provided that in no case shall there be less than three (3) Directors. When the number of Directors is decreased by amendment to the Bylaws adopted by the Board of Directors, each Director in office shall serve until his term expires, or until his resignation, removal, death or inability to serve as provided in the Bylaws.

ARTICLE VI

The principal place of business of the Corporation shall be 201 Dayspring Drive, Chelsea, Alabama 35043, 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 201 Dayspring Drive, Chelsea, Alabama 35043, and its initial registered agent at said address shall be Lee A. Kinnebrew.

ARTICLE VIII

These Articles may not be altered or amended without the affirmative vote of two-thirds (2/3) of all Directors of the Corporation.

ARTICLE IX

The name and address of the incorporator is as follows:

Name

Address

Peter E. Barber, Esq.

800 Shades Creek Parkway, Suite 400
Birmingham, Alabama 35209

ARTICLE X

The Corporation shall adopt appropriate By-Laws by action 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) In addition to the powers conferred herein, the Corporation shall have such powers as are prescribed by the Alabama Non-Profit Corporation Act as contained and set forth in §10-3A-1 et. seq. of the Alabama Code (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 has hereunto affixed his hand and seal on this the 14th day of September, 1998.



Peter E. Barber, Esq.

(SEAL)

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that Peter E. Barber, Esq., whose name is signed to the foregoing Articles of Incorporation of HKM, Inc., and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 14th day of September, 1998.

Brenda H. Adams

Notary Public

My Commission Expires: 9/6/99

Exhibit "A"
Directors Names, Addresses and Term of Office

| <u>Name</u> | <u>Address</u> | <u>Term Ends</u> |
|--------------------------|---|------------------|
| Ms. Elena Aldridge | c/o The King's Ranch P.O. Box 162 Chelsea, Alabama 35043 | 2000 |
| Ms. Kelly Buck | 2084 Brook Highland Ridge Birmingham, Alabama 35242 | 2000 |
| Mr. Tom Tartt Brown, Jr. | 2660 10th Avenue South, Suite 225 Birmingham, Alabama 35205 | 1999 |
| Ms. Jennifer Bullock | 2828 Berkeley Drive Birmingham, Alabama 35242 | 2000 |
| Mr. David Byers, Jr. | c/o Capitol Strategies Group 2 Metroplex Drive, Suite 111 Birmingham, Alabama 35209 | 1999 |
| Mr. Jack Criswell | 2773 Cherokee Road Mountain Brook Alabama 35216 | 1999 |
| Mr. Bob David | 3011 Cherokee Road Birmingham, Alabama 35223 | 1998 |
| Ms. Peggy Devane | 1097 Greymoor Road Hoover, Alabama 35242 | 2000 |
| Mr. Jack Erber | 677 Shades Crest Road Birmingham, Alabama 35226 | 2000 |
| Mr. David Fikes | 9445 Pineview Road Dora, Alabama 35026 | 1999 |
| Mr. C.E. (Bubba) Garrett | P.O. Box 320677 Birmingham, Alabama 35232 | 2000 |
| Ms. Judy Gilbert | 5410 Saddle Creek Lane Birmingham, Alabama 35242 | 2000 |

| | | |
|-------------------------|--|------|
| Mr. Bill Hails | 322 Delcris Court Homewood, Alabama 35209 | 1999 |
| Mr. Dave Hardwick | 4047 Saddle Run Circle Pelham, Alabama 35124 | 2000 |
| Mr. Hewes Hull | c/o Berkowitz, Lefkovits, Isom & Kushner 1600 SouthTrust Tower Birmingham, Alabama 35203 | 1999 |
| Mr. David Johnson | 1909 Strawberry Lane Hoover, Alabama 35244 | 2000 |
| Mr. Tommy Johnson | 8440 Will Keith Road Trussville, Alabama 35173 | 1999 |
| Mr. Geoff Ketcham | c/o Energen Corporation 2101 6th Avenue North Birmingham, Alabama 35203 | 2000 |
| Mr. Kal Kimbrough | 1465 Mountain View Odenville, Alabama 35120 | 2000 |
| Mr. Lee Kinnebrew | c/o King's Ranch, Inc. P. O. Box 162 Chelsea, Alabama 35043 | 2000 |
| Mr. George Ladd | 1032 43rd Street West Birmingham, Alabama 35208 | 2000 |
| Mr. Charles Miller, Jr. | c/o Birmingham Realty 2118 1st Avenue North Birmingham, Alabama 35203 | 1998 |
| Mr. Rian L. Montgomery | 801 Princeton Avenue, S.W. P.O. Box # 1 Suite 624 Birmingham, Alabama 35211 | 2000 |
| Mr. Brent Pienhardt | 2100-A SouthBridge Parkway, Suite 480 Birmingham, Alabama 35209 | 2000 |

| | | |
|------------------------------|---|------|
| Mr. Charlie Phillips | 2951 Pine Haven Drive Mountain Brook, Alabama 35223 | 1999 |
| Mr. Leonard Pitts | 1336 Badham Drive Birmingham, Alabama 35216 | 2000 |
| Mr. Richard R. Randolph, III | 4149 Winston Way Birmingham, Alabama 35213 | 1998 |
| Mr. Mabry Smith, III | c/o J.F. Day Company P.O. Box 10368 Birmingham, Alabama 35202 | 2000 |
| Mr. Cullom Walker, Jr. | c/o Empire Pipe P.O. Box 101149 Birmingham, Alabama 35210 | 1999 |
| Mr. Dewey White, Jr. | 1764 Highway 35 Pelham, Alabama 35124 | 1998 |
| Mr. Hunter Williams | c/• Brigham-Williams Commercial Properties 200 Union Hill Drive Birmingham, Alabama 35209 | 1999 |

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

HKM, INC.

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

GIVEN Under My Hand and Official Seal on this the 14 day of

SEPTEMBER, 19 98.



Patricia Genger Schumacher

Judge of Probate

Inst # 1998-35974

09/14/1998-35974
02:37 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
012 HEL 50.00