

**ARTICLES OF INCORPORATION**  
**OF**  
**GREATER SHELBY COUNTY COMMUNITY FOUNDATION**

**KNOW ALL MEN BY THESE PRESENTS:**

That for the purpose of forming a non-profit corporation under and pursuant to the provisions of Section 10-3A-1 et seq. of the 1975 Code of Alabama, as last amended, and Section 501 (c) (3) of the Internal Revenue Service Code, the undersigned persons have associated themselves together and have agreed upon and adopted these Articles of Incorporation, the same to constitute and become a charter for carrying on the activities hereinafter specified upon the proper filing hereof pursuant to law.

**ARTICLE I: NAME**

The name of this corporation shall be Greater Shelby County Community Foundation.

**ARTICLE II: LOCATION**

The principal office of the corporation shall be located at Pelham, Shelby County, Alabama, and the registered agent shall be Karen K. Ream, whose mailing address is P. O. Box 324, Pelham, Alabama 35124, and whose physical address is Chamber Depot, Ball Park Road, Pelham, Alabama 35124.

**ARTICLE III: OBJECTIVES**

The objectives of the corporation shall be:

A. This corporation is organized exclusively for economic development, educational, scientific, charitable, and economic research purposes of Shelby County and to assist in fulfilling and performing the community services thereof, said purpose specifically including the making of distributions to Shelby County, its qualified municipal corporations, development boards, and authorities that qualify as exempt organizations pursuant to Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). Said corporation shall have the power to assist, support and foster the economic development, broad community and charitable programs, opportunities and services of the Shelby County area and to encourage gifts and other contributions and to receive, hold and administer same for said purposes. The expenditure of all such funds by said corporation shall be only as related to such functions and programs and only in furtherance of the exempt purposes and powers of this corporation.

B. To accept, hold, invest and administer any gift, bequest, devise, benefit of trust and property of any worth, without limitation as to the amount or value, or to refuse the same, and to use, disburse or donate the income thereof for exclusively economic development of the Greater Shelby County area, charitable, educational or scientific purposes as limited herein.

C. To give, convey, assign, lease or loan any of its property of any kind whatsoever upon any terms to any organization which directly or indirectly supports the economic development of Shelby County, Alabama or its programs or functions, provided that such organization is organized and operated exclusively for charitable, scientific or educational purposes and qualifies

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as an organization exempt from income tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal law); and provided further that transfers of property to such organizations shall, to the extent permitted under the Statutes of The United States, be exempt from gift, succession, inheritance, estate or death taxes imposed by The United States and The State of Alabama.

D. To receive, administer and maintain separately, if desired, funds for educational, scientific and charitable purposes and to that end, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, corporation, partnership or association of any kind whatsoever, any property (real, personal, tangible, intangible or mixed) or any undivided interest therein, without limitation as to amount or value; to sell, convey, give, loan, transfer or otherwise dispose of such property and to invest, reinvest or deal with the principal or income thereof in such manner as, in the exclusive judgment of the directors, will best promote the purposes of the corporation without limitation, except as set out in these articles of incorporation.

E. To acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise, and to hold, enjoy, possess, rent, lease, mortgage, pledge, and sell lands or any interest therein as may be deemed by the directors to be in the interest of the corporation; to acquire by lease, option, purchase, gift, grant, bequest, transfer or otherwise, and to hold, enjoy, possess, pledge as security, encumber, sell or transfer, or in any manner dispose of property or choses in action of any class or description whatsoever; to retain any property, investment or securities originally received by the corporation or thereafter acquired by it, so long as the directors of the corporation shall consider the retention thereof desirable; to invest and reinvest any and all funds coming into the hands of the corporation, on any account whatsoever, in such property, investment or securities as the directors of the corporation may, in the discretion of the directors, deem advisable, however doubtful or hazardous or limited the description or nature of any property, investments or securities so retained may be, whether or not the same may be currently producing income and whether or not the same are, or may be such, as are authorized or deemed proper for investment of trust funds under the Constitution or laws of the State of Alabama or of the United States; to register any shares of stock, certificates of interest, bonds, or other securities of any corporation, trust or association, or any choses in action, in the name of the nominee; to convert real property owned by the corporation into personal property and personal property into real property, and to improve the same, and to abandon any property which the directors of the corporation deem to be without substantial value; to manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trust or association at any time acquired in any way by this corporation and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease, sale or other disposition of the properties of any such corporation, trust or association, the securities of which are held by this corporation, and as owner thereof to vote any security of any corporation, trust or association held by this corporation at any meeting of the holders of the same class of security of the issuing entity and generally in all respects to exercise all of the rights of ownership therein.

F. Anything contained herein to the contrary notwithstanding, the corporation shall be empowered to refuse to accept any gifts, bequests or devises.

G. In addition to the objects, powers and purposes as aforesaid, the corporation shall have the power to conduct and carry on any business or activity and perform any act not prohibited by law or required by law to be specifically stated in these Articles of Incorporation, but subject to the limitation relating to the exempt functions and purposes of the corporation as



originally and as hereafter set out in this document.

H. To assure no person shall have pecuniary interest in operation of the corporation.

I. To do and all such further acts authorized by law as may be necessary, convenient or expedient to accomplish the foregoing purposes or as are incidental thereto.

Any monetary profits or other benefits which flow to members shall be merely incidental thereto.

#### ARTICLE IV: LIMITING OBJECTIVES

A. This corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in Section 501 (c) (3) of the Internal Revenue Code, as to preclude contributions to this corporation from being deductible for purposes of taxation.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it, in any manner, or to any extent, participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America or the State of Alabama, or any other jurisdiction where such activities are carried on; nor shall it engage in transactions defined at the time as "prohibited" under Section 503 of the Internal Revenue Code.

C. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this corporation shall ever be organized or operated for purposes that are not exclusively charitable, scientific, literary or educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

D. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, incorporator or organizer of this corporation, or any contributor to it, except as a reasonable allowance for actual expenditures made or services actually rendered to or for this corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be sued for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

#### ARTICLE V: MEMBERSHIP

Membership in the corporation shall be limited to persons, firms, and corporations interested in the economic development and progress of Shelby County and the Shelby County community and shall be in accord with provisions for membership established from time to time in the By-laws of the corporation. This provision shall not prevent the issuance of receipts, certificates of appreciation, acknowledgments of contributions and gifts, acknowledgments to or agreements with donors; nor shall it prevent the issuance of "membership certificates" or the awarding of plaques of membership in the various funds operated and maintained by the corporation from time to time. "Membership" of any class or type shall create no rights of

ownership, control, or management or any right or interest of any kind whatsoever in any member nor in the holder thereof in the corporation.

## ARTICLE VI: INCORPORATORS

The names and addresses of the incorporators are as follows:

John McBrayer  
Attorney at Law  
P. O. Box 177  
Pelham, AL 35124

Jim Strickland  
First Real Estate  
P. O. Box 9  
Pelham, AL 35124

Denise Graham, CPA  
201 Yeager Parkway  
Pelham, AL 35124

Tony Holmes  
Regions Bank of Shelby County  
P. O. Box 216  
Pelham, AL 35124

Bobbie Williams  
National Bank of Commerce  
700 Montevallo Road  
Alabaster, AL 35007

Kim Price  
Shelby County Reporter  
115 North Main Street  
Columbiana, AL 35051

Susan Schein  
Susan Schein Chrysler  
P. O. Box 215  
Pelham, AL 35124

Jimmy Walker  
AmeriSource of Birmingham  
172 Cahaba Valley Parkway  
Pelham, AL 35124

Keith Scott  
Neil Bailey Insurance  
P. O. Box 875  
Pelham, AL 35124

Renee Clayton  
Clayton Rehab  
P. O. Box 1795  
Alabaster, AL 35007

Jimmy Gould  
City of Alabaster  
P. O. Box 277  
Alabaster, AL 35007

Jerry Owensby  
City of Helena  
P. O. Box 262  
Helena, AL 35080

Peggy Bates  
City of Pelham  
P. O. Box 1419  
Pelham, AL 35124

Karen Ream  
Greater Shelby County Chamber of Commerce  
P. O. Box 324  
Pelham, AL 35124

## ARTICLE VII: DIRECTORS

Full control and management over the activities and affairs of the corporation shall be vested in the Board of Directors. Except for the number of the initial Board of Directors as

hereinafter set out, the number of directors of the corporation, subject to a minimum of not less than seven (7) and a maximum of twenty-one (21), shall be established in the By-laws by the then existing Board of Directors.

A. The Chairman of this corporation, who shall also serve as Chairman of the Board of Directors, together with the Vice-Chairman and the Secretary and Treasurer, shall be selected by the Board of Directors for such terms as the Board of Directors shall designate. The Board of Directors shall be appointed for such terms as are established by the By-laws by resolution of the members adopted at a regular meeting after due and proper notice thereof.

B. If, at any given time, there are less than twenty-one (21) members of the Board of Directors actually appointed and legally holding office, a majority of the number of Board of Directors actually appointed shall constitute a quorum for the purpose of conducting official business of this corporation.

C. The initial Board of Directors shall consist of the following, who shall serve until their successors are named as provided in the By-laws:

D. Upon the death or resignation of a director, or in the event that a director shall fail, refuse or be unable to serve, the remaining members of the Board will elect a director to fill the vacated position. Once a director is named or elected, he shall continue in office and exercise full powers thereof until his successor shall have been elected and qualified, or named, as the case may be.

E. Any director may be removed from office by vote of the other directors for any cause whatsoever; the position of a director removed from office shall be filled by the election of the remaining directors.

F. The corporation and the Board of Directors, in their capacity as directors of the corporation, shall not be subject to direction or control by Shelby County nor any municipal corporation located partly or wholly therein in the fulfillment of their duties and obligations to this corporation.

#### ARTICLE VIII: OFFICERS

The officers of the corporation shall consist of a Chairman, Vice-Chairman and Secretary and Treasurer. The initial officers of the corporation shall be as follows:

John McBrayer, Chairman  
Attorney at Law  
P. O. Box 177  
Pelham, AL 35124

Jim Strickland, Vice Chairman  
First Real Estate  
P. O. Box 9  
Pelham, AL 35124

Tony Holmes, Treasurer  
Regions Bank of Shelby County  
P. O. Box 216  
Pelham, AL 35124

#### ARTICLE IX: TIME LIMIT

The period of duration of this corporation shall be perpetual.



## ARTICLE X: SPECIAL PROVISIONS

A. The corporation reserves the right to amend, alter, modify, change or repeat any provision contained in this certificate of incorporation in the manner now or hereafter provided by law and all rights conferred upon the officers, directors herein are granted subject to this reservation.

B. The corporation shall have power to make By-laws for the regulation and government of this corporation, its agents, servants and officers, and for all other purposes not inconsistent with the constitution and laws of the State of Alabama.

C. The Board of Directors of the corporation shall have the authority to adopt such rules, By-laws and regulations for the governing of the corporation as they may deem necessary or expedient.

D. The fiscal year of the corporation shall begin October 1 of each year and continue until September 30 of each year.

E. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations exempt as organizations described in Sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government or exclusive public purpose.

IN WITNESS WHEREOF, the incorporators of this corporation have hereunto set their hands and seals, and pray that this instrument shall be filed and recorded as provided by the Law, to the end that these incorporators, their successors and assigns, shall constitute a body corporate under the name hereinabove set forth, with all powers to which said Corporation may be entitled under the Laws of Alabama, on this \_\_\_\_\_ day of \_\_\_\_\_, 1999.

James O. Walker  
Incorporator

Jim Stripland  
Incorporator

Tony Johnson  
Incorporator

\_\_\_\_\_  
Incorporator

\_\_\_\_\_  
Incorporator

\_\_\_\_\_  
Incorporator

\_\_\_\_\_  
Incorporator

Bebbie Y. Williams  
Incorporator

Kevin R. Price  
Incorporator

Paul W. Brown  
Incorporator

James H. Smith  
Incorporator

Frank H. Smith  
Incorporator

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Incorporator

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Incorporator

# State of Alabama

SHELBY

## County

CERTIFICATE OF INCORPORATION

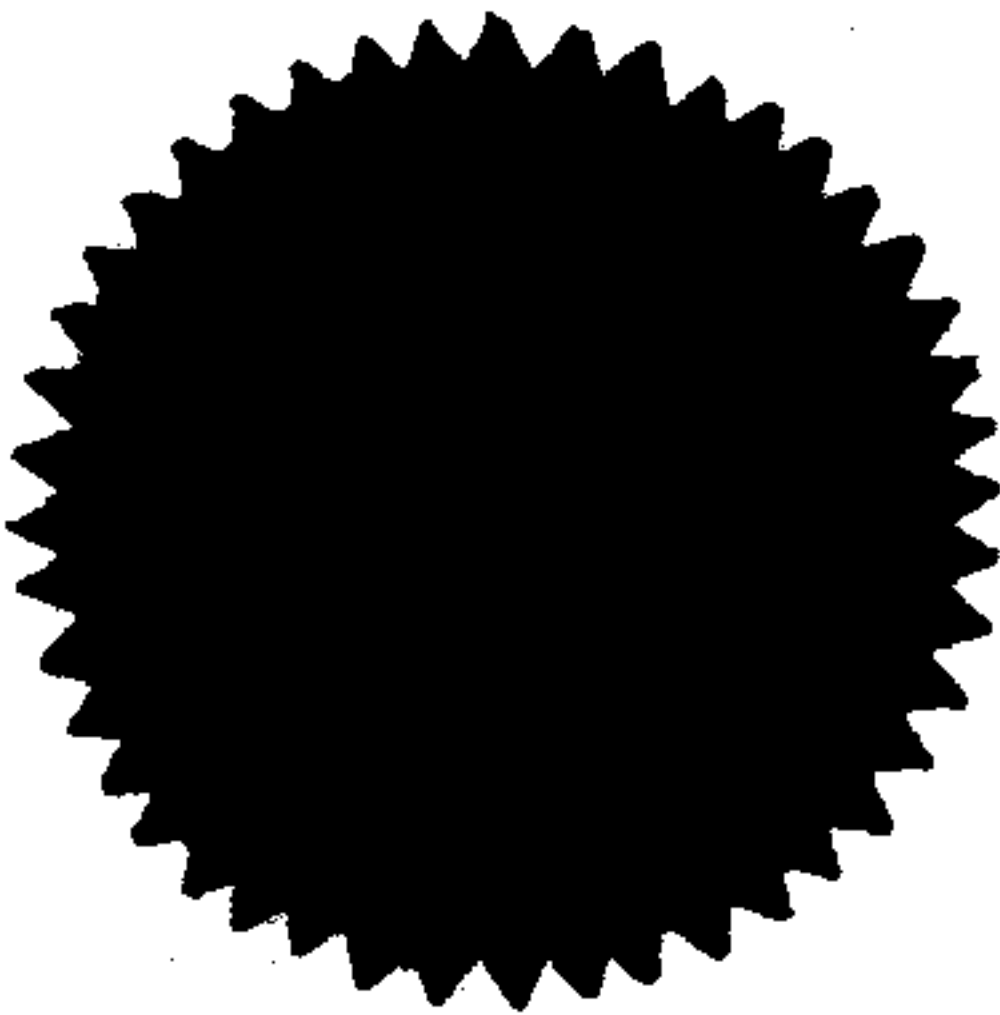
OF

GREATER SHELBY COUNTY COMMUNITY FOUNDATION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of GREATER SHELBY COUNTY COMMUNITY FOUNDATION, 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 GREATER SHELBY COUNTY COMMUNITY FOUNDATION, and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 11TH day of FEBRUARY, 2000



*Patricia Geyer Subminal*

Judge of Probate

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