

This instrument was prepared by:
Steve E. Martin, Esq.
2700 Highway 280 East, Suite 180
Birmingham, Al 35223
(205) 871-7732

STATE OF ALABAMA)
COUNTY OF SHELBY)

Inst # 2001-03220
01/30/2001-03220
09:39 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MMB 50.00

ARTICLES OF INCORPORATION

OF

WIDOWS FIRST, INC.

AN ALABAMA NONPROFIT CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby
form a corporation under the Alabama Nonprofit Corporation Act, and does declare:

ARTICLE I

NAME

The name of the Corporation shall be **Widows First, Inc.**

ARTICLE II

PURPOSES

The purposes for which this Corporation is formed are as follows:

- a. The Corporation is organized as a not for profit charitable organization in accordance with code section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The

mission of the corporation shall be to help preserve and maintain the family homes of widows and single moms by helping with odd jobs around the house. The corporation shall seek contributions from the general public.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the organization 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.

b. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

c. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

d. To invest its funds in real estate, mortgages, stocks and bonds or any other type of investment.

e. To have and exercise all powers necessary or convenient to effect its corporate purposes.

f. To have one or more offices and to conduct any or all of its operation and business and to promote its objects, within or without the State of Alabama, without restriction as to place or amount.

g. To do any and all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others, whether such others be individuals, corporations, associations or in partnership.

h. To exercise all powers now granted, or which in the future may be granted, by the Alabama Non profit Corporation Act to corporations formed thereunder, subject to any limitation imposed or any provision of any other statute of the State of Alabama.

ARTICLE III

LOCATION AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the Corporation shall be as follows:

5212 Meadow Brook Road
Birmingham, AL 35242

The name of the Corporation's registered agent at said address shall be **Michael L. Patterson.**

ARTICLE IV

SHARES OF STOCK

The corporation shall neither have nor issue shares of stock. No dividend shall be paid and no part of the income or profit of the corporation shall be distributed to the Directors or Officers. The corporation may pay compensation in a reasonable amount to its Employees, Directors, or Officers for services rendered, may confer benefits upon its Employees, Directors, or Officers in conformity with its purposes, and upon dissolution or final liquidation may make distributions as permitted by

Alabama law, and no such payment, benefit, or distribution shall be deemed to be a dividend or distribution of profit.

ARTICLE V

NAME AND ADDRESS OF INCORPORATOR

The name and mailing address of the incorporator is as follows:

NAME

MAILING ADDRESS

Steve E. Martin

2700 Highway 280 East, Suite 180
Birmingham, AL 35223
(205) 414-0011

ARTICLE VI

NUMBER OF DIRECTORS AND NAME AND ADDRESS OF INITIAL DIRECTORS

The initial Board of Directors shall consist of one (1) Director. The name and mailing address of the persons to serve as the initial Director is as follows:

NAME

MAILING ADDRESS

Michael L. Patterson

5212Meadow Brook Road
Birmingham, AL 35242

ARTICLE VII

DURATION

The duration of this Corporation shall be perpetual.

ARTICLE VIII

INTERNAL AFFAIRS

The following provisions for the regulation for the conduct of the affairs of the Corporation are hereby adopted:

(a) The initial By-Laws of the Corporation shall be adopted by the Directors. The power to alter, amend, and repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors which power may be exercised in the manner and to the extent provided in the By-Laws.

The By-Laws may contain any provisions for the regulation of the conduct of the affairs of the Corporation not inconsistent with the Alabama Nonprofit Corporation Act or these Articles of Incorporation.

(b) The affairs of the Corporation shall be managed by the Board of Directors. The number of Directors comprising the initial Board of Directors shall be the number of persons listed as Directors in Article VI hereof. Thereafter, the number of Directors of the Corporation shall be fixed by, or in the manner provided in the By-Laws or, in the absence of a By-Law providing for the number of Directors, the number of Directors shall be the same as the number comprising the initial Board of Directors. The number of Directors may be increased or decreased from time to time, in the manner provided in the By-Laws.

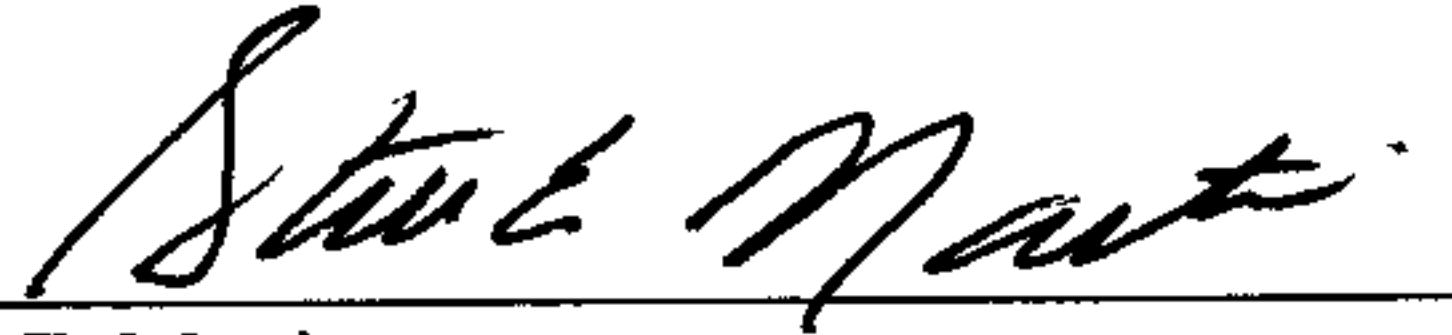
(c) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board entitled to vote thereon.

ARTICLE IX

RIGHT TO AMEND PROVISIONS IN ARTICLES

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Nonprofit Corporation Act.

THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a nonprofit corporation pursuant to the Alabama Nonprofit Corporation Act, has executed the foregoing Articles of Incorporation on this the 29th day of January, 2000.



Steve E. Martin
(Incorporator)

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

WIDOWS FIRST, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of WIDOWS FIRST, INC., duly signed

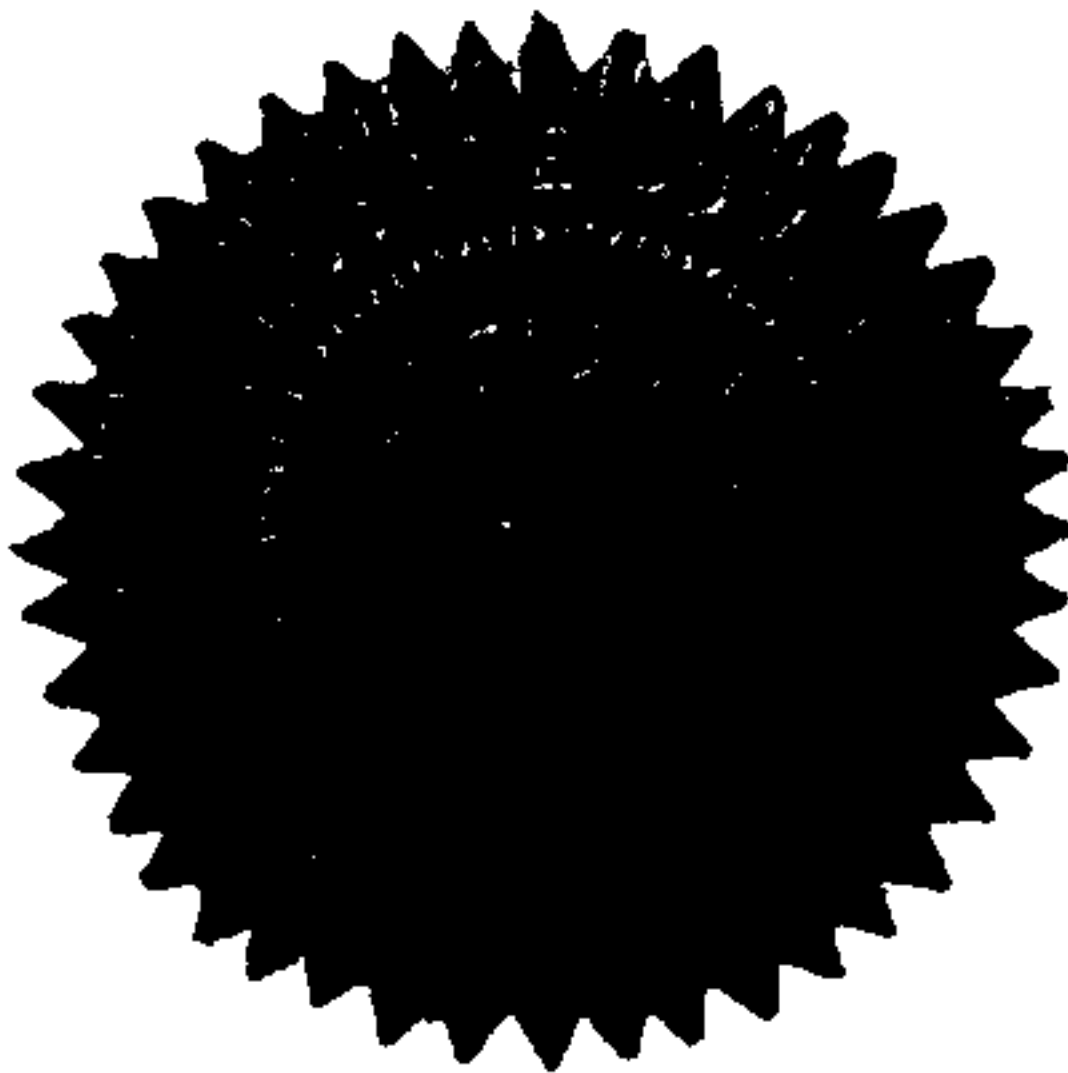
and verified pursuant to the provisions of Section NON PROFIT of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

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 WIDOWS FIRST, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 30TH day of JANUARY, 2001.

Patricia Geyer Schmitt

Judge of Probate



Inst # 2001-03220

01/30/2001-03220
09:39 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MMB 50.00