

STATE OF SHELBY COUNTY

SHELBY COUNTY

ARTICLES OF INCORPORATION

OF

SHELBY COUNTY FAMILY CHILDCARE ASSOCIATION, INC.

Inst # 2002-05492

02/01/2002-05492
10:37 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
50.00
007 CH

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 Code, the undersigned persons desiring to effect a non-profit body corporate, in accordance with applicable law, 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.

FIRST: The name of this non-profit corporation shall be Shelby County Family Childcare Association, Inc.

SECOND The period of duration of this non-profit corporation shall be perpetual.

THIRD: The purpose or purposes for which this non-profit corporation is organized are:

(a) To establish a non-profit body corporate to enhance professional child care services in Shelby County, Alabama and dedicated to educate and support licensed childcare providers and advocates on behalf of the children of Shelby County, Alabama and to be a resource to parents and the community in order to provide the highest quality of childcare in Shelby County, Alabama.

(b) To purchase, take, receive, lease, take by gift, devise or bequest, and otherwise acquire, own, hold, improve, use and otherwise deal in with real or personal property, tangible or intangible, or any interest therein, wherever situated.

(c) To sell, convey, lend, mortgage, pledge, lease, exchange, invest, reinvest, take and hold as security, transfer and otherwise dispose of all or any part of its property and assets.

(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(e) To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

(f) To elect or appoint officers and agents of the corporation, who may be directors or members, and define their duties and fix their compensation, if any.

(g) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of Alabama, for the administration and regulation of the affairs of the corporation.

(h) To make donations for the public welfare or for religious, charitable, scientific, or educational purposes, or otherwise.

(i) To engage in religious, charitable, scientific and educational training and school activities.

(j) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the law allows non-profit corporations, and generally to do and perform the acts and enjoy the powers conferred by the general laws of the State of Alabama, and to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these Articles.

FOURTH: This corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, or shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as a non-profit corporation described in Section 501(c)(3) of the Internal Revenue Code.

FIFTH: The corporation shall have one class of members. There shall be no limitation of the number of members except as provided by in the bylaws of the corporation. All other qualifications, rights, and duties of the members of said corporation shall be set out and established in the bylaws of the corporation.

SIXTH: The location and mailing address of the initial registered office for the corporation shall be 307 New Gate Court, Alabaster, Alabama 35007 . The name of the initial registered agent at such address shall Roxann Edsall.

SEVENTH: The number of Directors constituting the initial Board of Directors shall be nine (9) and the names and addresses of the persons who are to serve as the initial Directors shall consist of the following, who shall serve until their successors are named as provided in the bylaws:

Roxann Edsall
307 Newgate Court
Alabaster, Alabama 35007

Joan Stinson
30 Glenn Road
Wilsonville, Alabama 35186

Kristi Guy
105 Meadow Green Road
Montevallo, Alabama 35115

Christine Brashier
4210 Plantation Circle
Helena, Alabama 35080

Sherry Mizell
4210 Plantation Circle
Helena, Alabama 35115

Amy Waine
4546 Little Ridge Drive
Birmingham, Alabama 35242

Tammy Lipham
5632 Double Tree Circle
Birmingham, Alabama 35242

Dena Vice
225 Willow Point Circle
Alabaster, Alabama 35007

Ouida Gordon
4515 Old Tavern Road
Birmingham, Alabama 35242

Sherry Arnone
1350 Pow Wow Circle
Alabaster, Alabama 35007

EIGHTH: The names and addresses of the incorporators are as follows:

Roxann Edsall
307 Newgate Court
Alabaster, Alabama 35007

Joan Stinson
30 Glenn Road
Wilsonville, Alabama 35186

Amy Waine
4546 Little Ridge Drive
Birmingham, Alabama 35242

NINTH: The following special provisions shall be applicable to this non-profit corporation:

(a) The corporation reserves the right to alter, amend, modify, change, or repeat any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon the Directors herein are granted subject to this reservation.

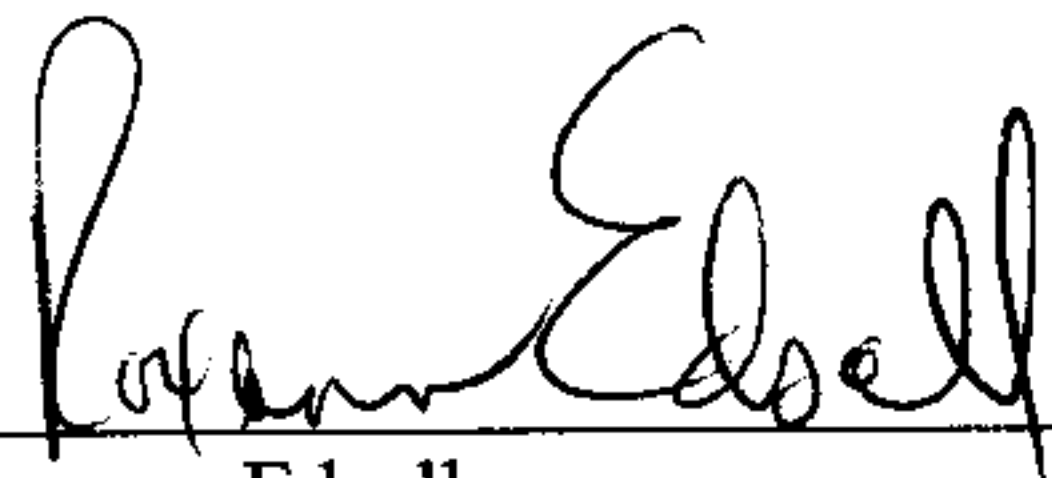
(b) The corporation shall have the power to make bylaws for the regulation and government of this corporation, its, agents, servants and officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Alabama.

(c) The voting members of the corporation shall have the authority to adopt such rules, bylaws and regulations for the governing of the corporation as they may deem necessary or expedient.


TENTH: This document supersedes any and all former documents related to the material herein.

IN WITNESS WHEREOF, the incorporators of this non-profit 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 non-profit body corporate under the name hereinabove set forth,

with all powers to which said corporation may be entitled under the laws of the State of Alabama, on this the _____ day of _____, 2002.



Roxann Edsall

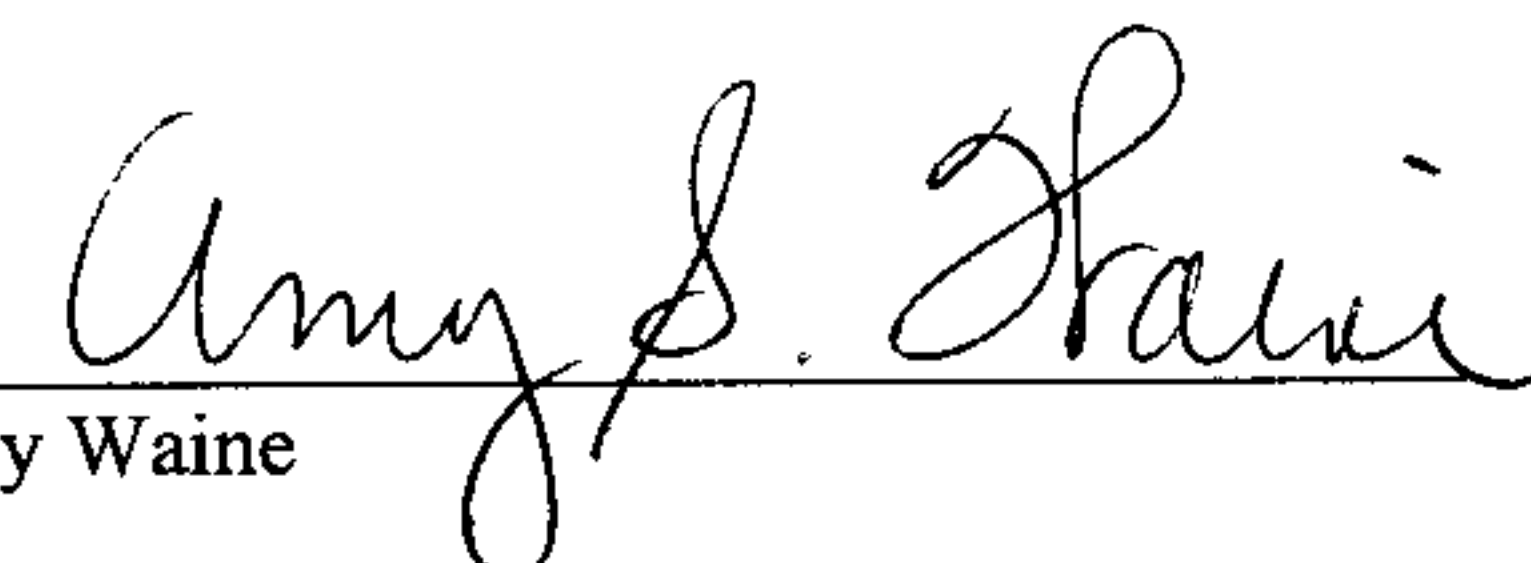
Sworn to and subscribed before
me this the 30th day of January, 2002.


Notary Public

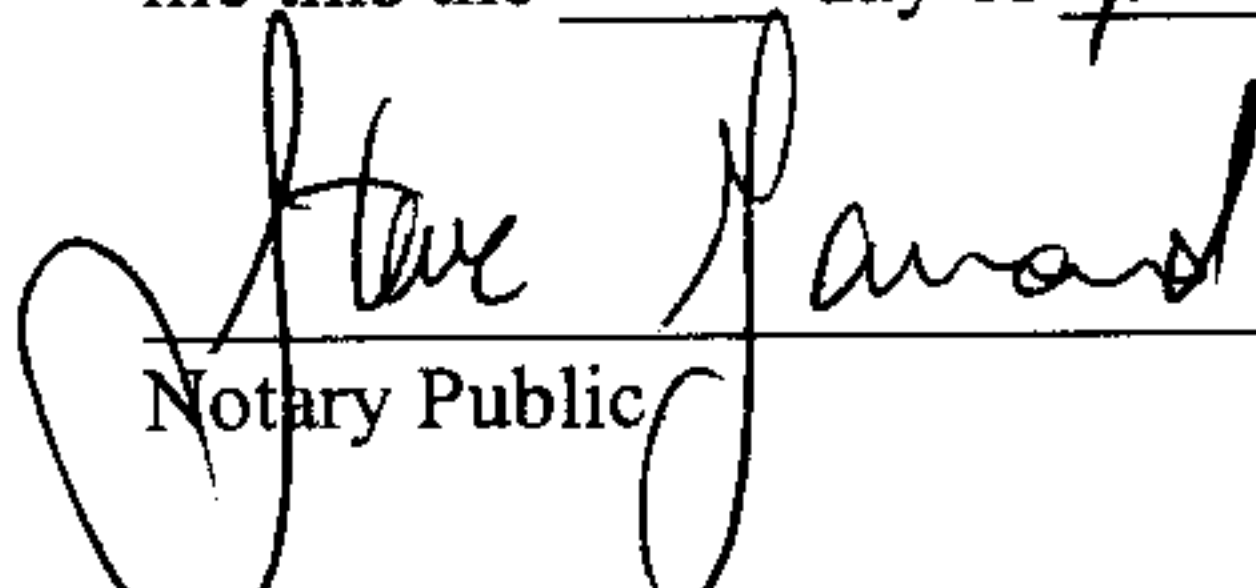

Joan Stinson

Sworn to and subscribed before
me this the 1st day of February, 2002.


Notary Public


Amy Waine

Sworn to and subscribed before
me this the 25 day of January, 2002.


Notary Public

MY COMMISSION EXPIRES SEPTEMBER 24, 2005

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION

OF

Shelby County Family Childcare Association, Inc.

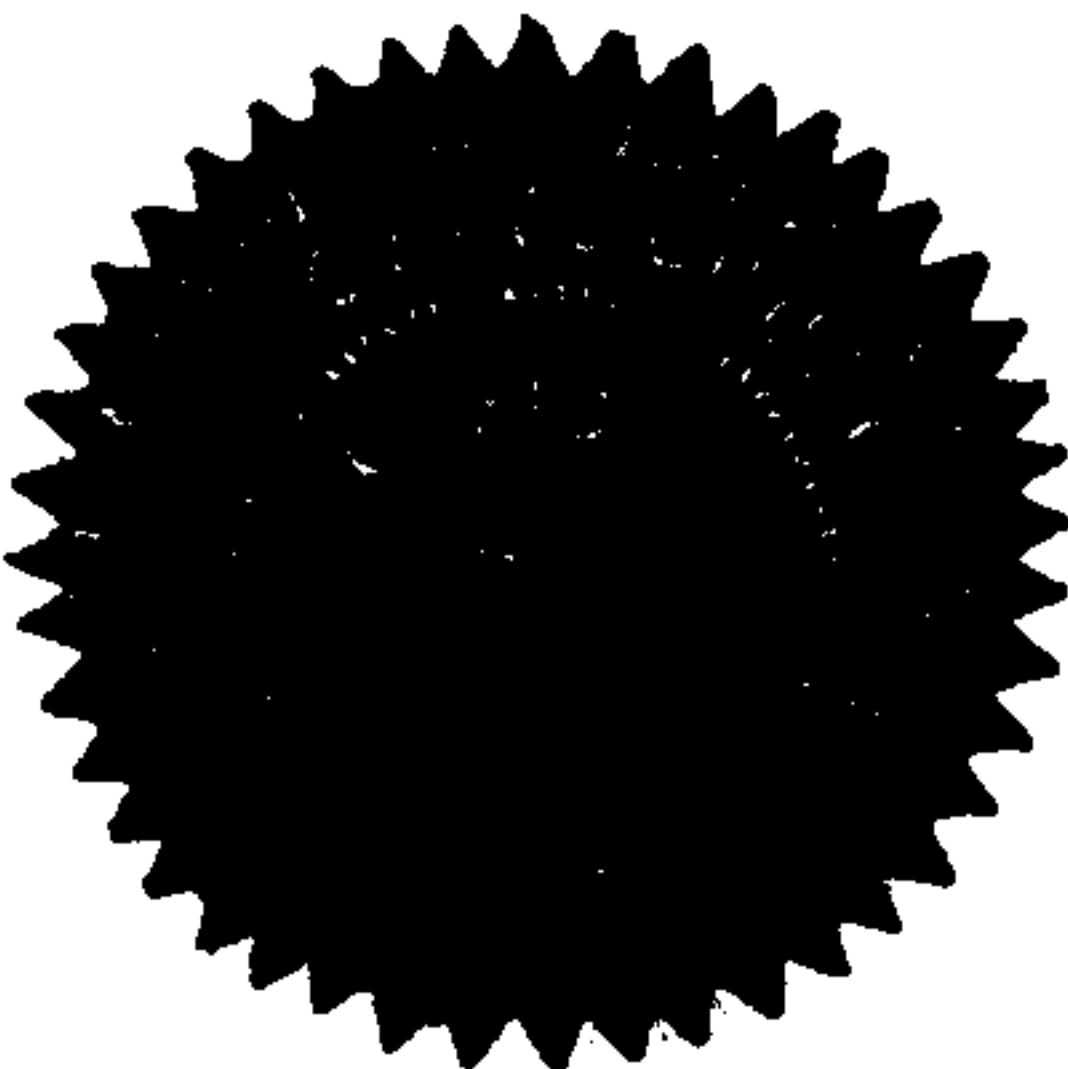
The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of Shelby County Family Children Association, Inc., duly signed and verified pursuant to the provisions of Section NON PROFIT of the Alabama Business Corporation 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 Shelby County Family Children Association, Inc., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 01st day of February, 20 02.

Patricia Yeager Brumister

Judge of Probate



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SHELBY COUNTY JUDGE OF PROBATE
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