

**AMENDMENT****NON-PROFIT CORPORATION****STATE OF ALABAMA**

PURSUANT TO 10-2A-02, CODE OF ALABAMA 1975

ARTICLES OF AMENDMENT ARE FILED

THE ORIGINAL ARTICLES OF AMENDMENT ARE TO BE SUBMITTED TO THE JUDGE OF PROBATE

WITH APPROPRIATE FEES TO THE JUDGE OF PROBATE  
CONTACT THE LOCAL PROBATE OFFICE TO CONFIRM FEE

- (1) The name of the corporation is: Kids First, Inc
- (2) The following amendment was adopted: See attached  
III - A, B, C, D
- (3) date of the meeting of the members where amendment was adopted was 4-22-02 that a quorum was present and the amendment received at least 2/3s of the votes entitled to be cast.
- (4) If no meeting, a statement that such amendment was adopted by a consent in writing signed by all members entitled to vote.
- (5) If there are no members or no members entitled to vote, a statement of such fact, the date of the meeting of the members at which the amendment was adopted and the names of the members who signed the amendment, and the vote of a majority of directors in office.

DATE: 4-23-02

BY:

Melissa Greenawalt  
(It's President/Vice President)

BY:

(It's Secretary/Asst. Secretary)

STATE: AlabamaCOUNTY: Shelby

Before me, the undersigned authority in and for said County and State, personally appeared X Melissa Greenawalt who being by me first duly sworn, both depose and say that he/she is the President of Kids First, Inc., an Alabama corporation, and that the foregoing statements contained in this report are true, full and correct.

Melissa Greenawalt  
(Signature of Officer, above)

Subscribed and sworn to before me on this, the 23rd day of April, 2002 in witness whereof I hereunto subscribe my name and affix the seal of my office.

PREPARED BY:

Miriam Brasher  
(Signature of Notary)

(Commission Expires)

MY COMMISSION EXPIRES  
4-11-2004

ap 247

04/23/2002-18841  
12:54 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
005 HSD 15.00

## **MALISSA GREENAWALT**

149 Frances lane  
Helena, Al 35080

April 17, 2002

### **Articles Of Incorporation**

**Article I**      The name of the corporation: Kids First

**Article II**      The duration of the corporation is perpetual, unless otherwise stated.

**Article III**      The Corporation has been organized for the following purpose(s):  
To help single parent families that are not on welfare. Parents who work hard but just make enough to get by. To help with holiday's whether it is food or gifts or even help paying for childcare after school.

A. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section (h) of the code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the organization 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization whose contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code 1986 ( or corresponding provision of any future United States Internal Revenue Law).

D. 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 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 so disposed by the Court of Common Pleas of the country in which the principal office of organization of organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Article IV**

10-3A-26 A. corporation may have one or more classes of members or may have no members. if the corporation has one or more members, the designation of such class or classes, the manner of election or appointment and the qualifications and the rights of the members of each class shall be set forth in the articles of incorporation or the bylaws. If the corporation has no members, that fact shall be set forth in the articles of incorporation.. There are no members.

**Article V**

The **street address** of the registered office is 149 Frances Lane, Helena Al. 35080 and the name of the registered agent at that office Malissa Greenawalt.

**Article VI**

The names and addresses of the Directors:  
Malissa Greenawalt 149 Frances Lane Helena Al. 35080  
Troy Greenawalt 149 Frances Lane Helena Al. 35080  
Keith and Diane Latham 6304 Cherokee Drive Olive Branch Ms.38654  
Christy Wallace

**Article VII**

The name(s) and address(es) of the Incorporators(s):  
Malissa Greenawalt 149 Frances Lane Helena Al. 35080

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation, may be added.

**IN WITNESS THEREOF**, the undersigned incorporator executed these Articles of Incorporation on this the 4th day of October, 2001

Malissa Greenawalt

Type or Print Name of Incorporator

  
Signature of Incorporator

# State of Alabama

## SHELBY County

### CERTIFICATE OF INCORPORATION

OF  
Kids First, Inc.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama,  
hereby certifies that duplicate originals of Articles of INCORPORATION  
of Kids 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.

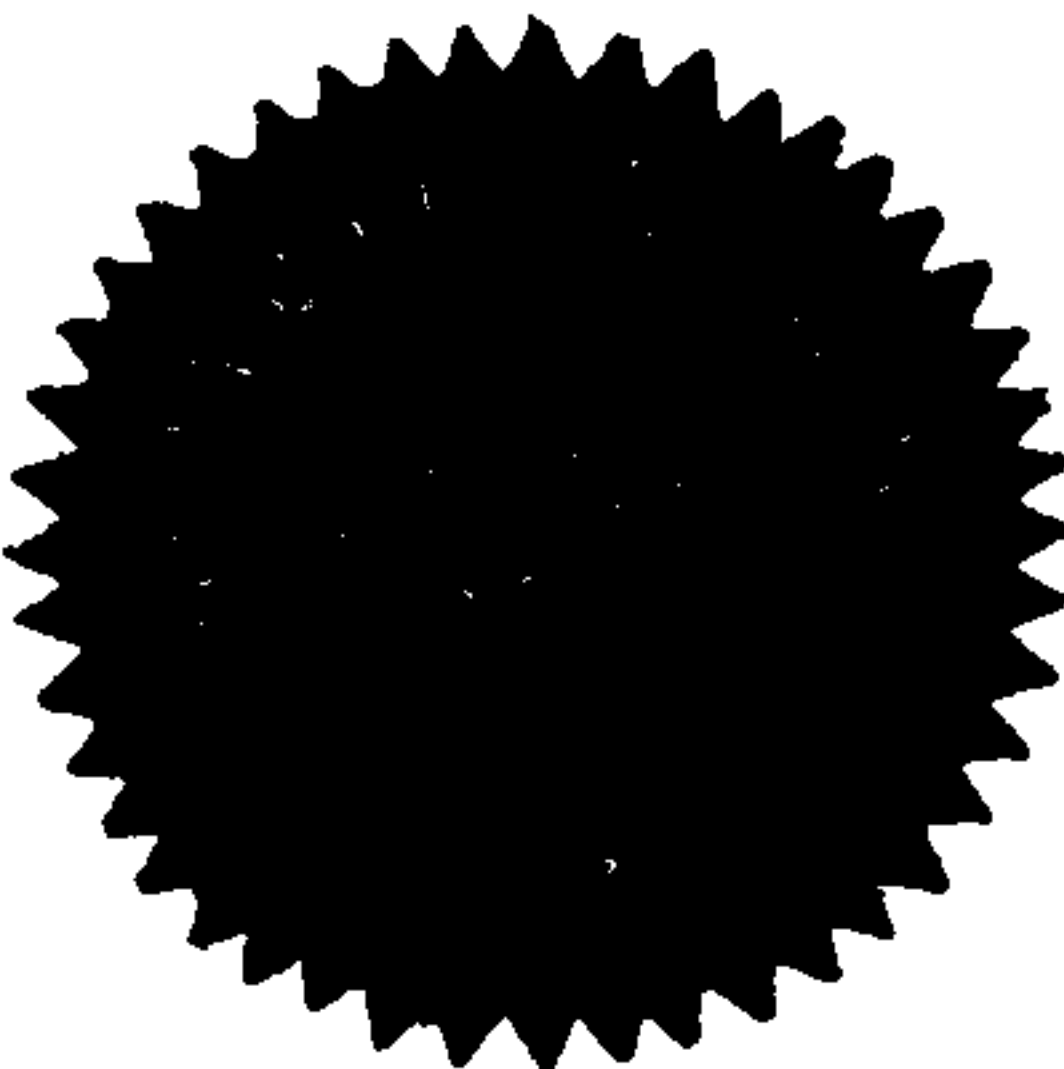
ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the  
authority vested in him by law, hereby issues this Certificate of INCORPORATION  
of Kids First Inc., and attaches

hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 23rd day of  
APRIL, 2002.

*Patricia Yeager Frohmeister*

Judge of Probate





Inst # 2002-18841

04/23/2002-18841

12:54 PM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

005 MSB 15.00