

STATE OF ALABAMA

SHELBY COUNTY

ARTICLES OF INCORPORATION

OF

TARA OWEN MEMORIAL 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 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 Tara Owen Memorial Foundation.

**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 encourage and promote compassionate and appropriate care of the terminally ill and to support causes related thereto.

(b) To purchase, take, receive, lease, take by gift, devise or bequest, and otherwise acquire, own, hold, improve, use and otherwise deal in and 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 interests 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

Wallace, Ellis

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 1011 Chelsea Road, Columbiana, Alabama 35051. The name of the initial registered agent at such address shall be Gail Joseph Owen.

**SEVENTH:** The number of Directors constituting the initial Board of Directors shall be four (4), 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:

Gail Joseph Owen, President  
1011 Chelsea Road  
Columbiana, Alabama 35051

Alvin Mac Stinson, Vice President  
6151 Chelsea Road  
Columbiana, Alabama 35051

Carolyn Joseph  
870 Ash Brooke Trail  
Columbiana, Alabama 35051

Nina McCord  
2700 Highway 39  
Chelsea, Alabama 35043

Frank C. Ellis, Jr.  
P. O. Box 587  
105 Ellis Farm Road  
Columbiana, Alabama 35051

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

Gail Joseph Owen, President  
1011 Chelsea Road  
Columbiana, Alabama 35051

Alvin Mac Stinson, Vice President  
6151 Chelsea Road  
Columbiana, Alabama 35051

Carolyn Joseph  
870 Ash Brooke Trail  
Columbiana, Alabama 35051

Nina McCord  
2700 Highway 39  
Chelsea, Alabama 35043

Frank C. Ellis, Jr.  
P. O. Box 587  
105 Ellis Farm Road  
Columbiana, Alabama 35051

**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 \_\_\_\_ day of February, 2003.

Gail Joseph Owen (SEAL)  
Gail Joseph Owen

Sworn to and subscribed before  
me this 24 day of February, 2003.

Blenda B. Bradley  
Notary Public  
My Commission Expires 01-10-2006

Alvin Mac Stinson (SEAL)  
Alvin Mac Stinson

Sworn to and subscribed before  
me this 25 day of February, 2003.

Blenda B. Bradley  
Notary Public  
My Commission Expires 01-10-2006

Carolyn Joseph (SEAL)  
Carolyn Joseph

Sworn to and subscribed before  
me this 25 day of February, 2003.

Blenda B. Bradley  
Notary Public

My Commission Expires 01-10-2006

Sworn to and subscribed before  
me this 24 day of February, 2003.

Blenda B. Bradley  
Notary Public

My Commission Expires 01-10-2006

Sworn to and subscribed before  
me this 25 day of February, 2003.

Paula Head  
Notary Public

Nina McCord (SEAL)  
Nina McCord

Frank C. Ellis, Jr. (SEAL)  
Frank C. Ellis, Jr.

# State of Alabama Shelby County

## Certificate of Incorporation Of **TARA OWEN MEMORIAL FOUNDATION**

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **TARA OWEN MEMORIAL 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 her by law, hereby issues this Certificate of Incorporation of **TARA OWEN MEMORIAL FOUNDATION**, and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on  
this the 5<sup>TH</sup> day of MARCH, 2003.

*Patricia Yeager Fuhrmeister*

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Patricia Yeager Fuhrmeister  
Judge of Probate

