

STATE OF ALABAMA

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§ ss.

SHELBY COUNTY

§

ARTICLES OF INCORPORATION
OF
RIVERCHASE UNITED APPEAL FUND, INC.

KNOW ALL PERSONS BY THESE PRESENTS,

That I, the undersigned incorporator, for the purpose of forming a nonprofit corporation pursuant to the provisions of title 10, chapter 3B of the *Code of Alabama* (1975), as amended ("Alabama Nonprofit Corporation Act"), do hereby execute and deliver these articles of incorporation.

SECTION 1. NAME OF CORPORATION

The name of the corporation shall be Riverchase United Appeal Fund, Inc.

SECTION 2. DURATION

The duration of the corporation shall be perpetual unless the corporation is dissolved by law or otherwise terminated.

SECTION 3. PURPOSES AND POWERS

SECTION 3.1 Purposes and Powers

Whereas there are many indigent individuals who are in need of food, clothing, child care, medical care, and other basics of life, the purposes of the corporation are as follows:

SECTION 3.1.1 The general purpose of the corporation is to glorify God by raising funds to support the benevolence activities of the organizations that become members of the corporation. "Benevolence" shall include, without limitation, the provision of food, clothing, child care, medical care, and other basics of life for indigent individuals, whether the need for such support is short term or long term.

SECTION 3.1.2 The corporation shall engage in such fundraising activities as may be determined by the board of directors, with the net proceeds from such activities to be distributed to its members in support of their benevolence activities. Moreover, the

corporation may provide coordination of benevolence activities among the members, the sharing of resources and information, counseling, and arrangements for the mutual support and encouragement of its members in their pursuit of benevolence activities.

SECTION 3.1.3 To receive, collect, maintain, and administer any real or personal property for the benefit of the benevolence programs of the members.

SECTION 3.1.4 To solicit contributions and services for the benefit of the benevolence programs of the members, and organize and finance fund-raising activities for the benevolence programs of the members.

SECTION 3.1.5 To receive contributions for the benefit of the benevolence programs of the members.

SECTION 3.1.6 To distribute funds and property to the benevolence programs of the members in the amount and in the manner consistent with the standards set out herein.

SECTION 3.1.7 Subject to the foregoing paragraphs,

SECTION 3.1.7.1 The corporation shall be an organization all of the property of which, real and personal, shall be used exclusively for purely charitable purposes, as such term is used in Section 40-9-1(1) of the *Code of Alabama* (1975), as amended.

SECTION 3.1.7.2 The corporation shall be an organization which is a recognized charitable institution not operated for profit, and contributions to which are allowed as deductions for federal income tax purposes under section 170 of the Internal Revenue Code, as such terms are used in Section 40-18-15(a)(10) of the *Code of Alabama* (1975), as amended.

SECTION 3.1.7.3 The corporation shall be an organization not organized for profit and exempt from federal income tax under section 501(c)(3) of the Code, as such terms are used in Section 40-18-32(a)(ii) of the *Code of Alabama* (1975), as amended.

SECTION 3.1.7.4 The corporation shall be a strictly benevolent organization, as defined in Article XII, Section 229, Amend. 27 of the Alabama Constitution.

SECTION 3.1.7.5 The corporation shall be a united appeal fund described in Section 40-9-12(a) of the *Code of Alabama* (1975), as amended.

SECTION 3.1.8 The following restrictions shall apply to the corporation at any time the corporation is a private foundation under section 509 of the Code:

SECTION 3.1.8.1 The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.

SECTION 3.1.8.2 The corporation shall not engage in any act of self-dealing as such is defined in section 4941(d) of the Code.

SECTION 3.1.8.3 The corporation shall not retain any excess business holdings as such are defined in section 4943(c) of the Code.

SECTION 3.1.8.4 The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

SECTION 3.1.8.5 The corporation shall not make any taxable expenditures, as such are defined in section 4945(d) of the Code.

SECTION 3.2 Certain Prohibited Activities

Notwithstanding any other provision of these articles, the corporation shall not engage in any activities that are not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3), or by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code").

Notwithstanding any other provision hereof, no part of the net earnings of the corporation shall inure to the benefit of or be distributed to its officers, directors, or any other persons, except that the corporation 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 this Section. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation 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 provision hereof, the corporation shall not have any authority or control over the internal affairs of any congregation of the churches, including its member congregations. Moreover, the corporation shall not undertake to determine matters of doctrine, faith, or theology. All funds not expended for the overhead and fundraising costs of the corporation shall be distributed by the corporation, no less often than annually, to the member congregations in proportion to the membership of each congregation as determined in accordance with the bylaws of the corporation. Such funds shall be distributed exclusively for benevolent purposes as provided in Sections 3.1.1 and 3.1.2 of these articles.

SECTION 4. QUALIFICATIONS OF MEMBERS

To become a member of the corporation, an organization must (a) be an organization described in section 501(c)(3) of the Code, (b) must not be a private foundation as defined in section 509 of the Code, (c) must be approved by the board of directors, and (d) must either be a congregation of a United Methodist church located within the State of Alabama ("Church"), an organization affiliated with such a church in such a manner as to be an organization that supports such a congregation in the manner described in Code section 509(a)(3) ("Church Affiliate"), or an independent ministry, outreach, or benevolence program with which at least one Church member has had an ongoing relationship (an "Independent Program"). There shall be no membership fee or dues required to become and remain a member of the corporation. If any member for any reason ceases to be described in clause (a), (b), or (d), that organization shall immediately and automatically cease to be a member and no further payments shall be made to that organization from the corporation.

SECTION 5. INITIAL MEMBERS

The initial members of the corporation shall be Riverchase United Methodist Church, Hoover, Alabama, and The United Methodist Childrens Home of Alabama and West Florida, Inc., an Independent Program with which Riverchase United Methodist Church has had an ongoing relationship.

SECTION 6. MEMBERS

The duly elected or appointed board of director, board of trustees, or other governing body ("Governing Body") of each member shall serve as the representatives of the member in all matters as to which the member has a right or a vote. In the absence of the appointment of the Governing Body with respect to any Church, the Church shall be represented in the matters as to which the member has a right or a vote by such person or persons as may be designated by the membership of such Church. Moreover, the Governing Body of any member may designate any one or more persons, who may or may not be members of that Governing Body, to represent such member in all matters as to which the member has a right or a vote.

SECTION 7. MANAGEMENT

The business and affairs of the corporation shall be managed and conducted by the board of directors in accordance with the bylaws of the corporation.

SECTION 8. DISSOLUTION

Upon dissolution or final liquidation of the corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute all the remaining assets of the corporation exclusively to the members in proportion to their gross receipts for their most recently ended fiscal years.

SECTION 9. VOTING

At any meetings of the members of the corporation, the members of record shall be entitled to one vote for \$1,000 of gross receipts of the member for the member's most recently ended fiscal year.

SECTION 10. REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation shall be, 1953 Old Highway 31, Hoover, Alabama 35244, and the initial registered agent at such address shall be Stuart Garrette.

SECTION 11. DIRECTORS

SECTION 11.1 Initial Directors

The initial board of directors shall consist of five directors, and successor board of directors shall be composed of not less than five and no more than nineteen directors, as from time to time designated in the bylaws. The names and addresses of the persons who are to serve as the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Craig Tolbert	1953 Old Highway 31 Hoover, AL 35244
Stuart Garrette	1953 Old Highway 31 Hoover, AL 35244
Glenn Antee	1953 Old Highway 31 Hoover, AL 35244
Rick Hershey	1953 Old Highway 31 Hoover, AL 35244
John Traywick	1953 Old Highway 31 Hoover, AL 35244

The initial directors shall serve as such for one year and for so long thereafter until their successors are duly elected by the members. Thereafter, the directors shall be appointed in the manner and for the terms provided in the bylaws.

SECTION 11.2 Removal

A director may be removed as provided in the bylaws. The board of directors may, immediately upon such removal, elect a successor to fill such removed director's unexpired term.

SECTION 12. INCORPORATOR

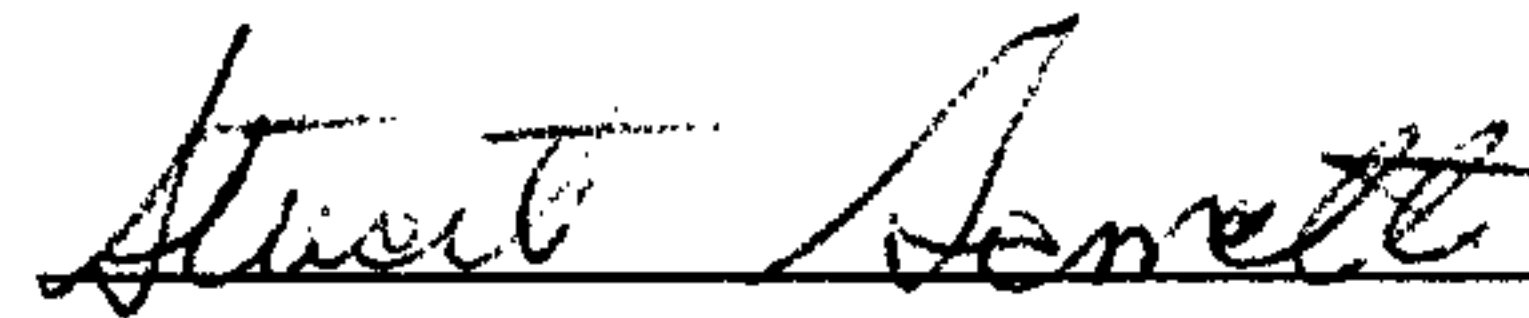
The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stuart Garrette	1953 Old Highway 31 Hoover, AL 35244

SECTION 13. AMENDMENTS

In no event may any amendment to these articles be made that would authorize the board of directors to conduct the affairs of the corporation contrary to the provisions of section 501(c)(3) of the Code, or that would adversely affect the corporation's qualification as an organization exempt from federal income tax under section 501(c)(3) and section 170(c)(1) of the Code. The articles may be amended by majority vote of the entire board of directors, without consent or approval of the members.

IN WITNESS WHEREOF, I, the said incorporator, have hereunto set my hand on this the 15 day of December, 2003.



Stuart Garrette
Incorporator

THIS INSTRUMENT PREPARED BY:

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State of Alabama Shelby County

Certificate of Incorporation

Of **Riverchase United Appeal Fund, Inc.**

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **Riverchase United Appeal Fund, 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 her by law, hereby issues this Certificate of Incorporation of **Riverchase United Appeal Fund, Inc.** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 16th day of December, 2003 .

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

