

**ARTICLES OF INCORPORATION
OF
KARE FOR KIDS, INC.**

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Shelby Cnty Judge of Probate, AL
02/09/2004 13:52:00 FILED/CERTIFIED

Pursuant to the provisions of the Non-Profit Corporation Act of the State of Alabama, the undersigned hereby adopts the following Articles of Incorporation.

**Article I
Constitution**

The Articles of Incorporation of the Corporation, as the same may be amended from time to time, serve as the Constitution of the Corporation.

**Article II
Name**

The name of the Corporation: KARE FOR KIDS, INC.

**Article III
Purpose / Mission Statement**

The Corporation is organized exclusively for charitable purposes and the making of distributions to organizations that qualify as exempt organizations under section 501 C3 of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation is a nonprofit benefit corporation and is not organized for the private gain of any persons. It is organized under the Nonprofit Benefit Corporation Law for charitable/educational purposes to provide programs to individuals economically and socially deprived. The purposes of all the programs are to promote physical, mental, and academic success among youth between ten (10) and twenty (20) years of age. The Corporation seeks to empower youth with increased vision of life, broadened perspective of humanity, academic assistance, and physical education.

All of our programs emphasize character formation through a mentor relationship. We believe that persons of good character possess a highly refined sense of right and wrong, self-control, courage, and a powerful ability to define themselves through genuinely free acts. The development of these dispositions lays the foundation of a leader who has the willingness to serve the community and the strong convictions to make a difference in the life of a young person in need. The programs will consist of, but not be restricted to the following:

1. **Academic Assistance:** Academic assistance is our number one tool for success. This enrichment program enhances skills for a positive education and social success designed for a transition from Elementary School to Middle School. Then to continue with the transition from Middle School to High School and early preparation for college entry involving study guides and tutors with ACT and SAT testing.
2. **Cultural Activities:** Cultural field trips will be provided to our young people. These trips are planned to expose and cultivate positive relations with different people of different cultures. Exposure to different cultures is imperative in the acceptance and understanding of the many differences that make up society as a whole.
3. **Sports and Physical Awareness:** Youth from different social, financial, and cultural backgrounds coming together to compete and striving for physical excellence in planned athletic events. Our focus shall be on respect for one another, dedication to the team, promotion of individual talents and self-discipline of each athlete.

Article IV
Board of Directors

1. **General Powers:** All corporate powers shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Board of Directors shall not receive any compensation for their services but may receive reimbursement for their travel and other related expenses incurred on behalf of the Corporation in accordance with Kare for Kids Organization, Inc. Policies and Procedures approved rates.
2. **Number, Election and Tenure:** The number of Directors shall be no less than three (3) and no more than twenty-one (21) who serve two (2) year staggered terms which are renewable. Directors shall be self-perpetuating and shall elect new Directors at the annual meeting. Any Director may resign by giving written notice to the other Directors. The resignation shall be effective at the next regular meeting of the Board of Directors. The other Directors may remove with or without cause a Director. The Directors will name replacement Directors. The Board of Directors can nominate new members of the Board of Directors. These nominations agreed upon and approved by the Executive Committee and ratified by the Board of Directors.
3. **Regular Meetings:** Regular monthly meetings of the Board of Directors shall be held each month, at such date, time, and place as shall be fixed by the Board of Directors or the Executive Committee and set forth in the notice of the meeting. The Board of Directors may provide, by resolution of the holding of additional regular meetings. Regular monthly meeting place shall be determined by the Board of Directors and set forth in the notice of the meeting.
4. **Vacancies:** Vacancies occurring in the Board of Directors for any reason shall be filled pursuant to the process described in Paragraph 2. A Director appointed to fill a vacancy shall serve (subject to earlier resignation or removal) for the unexpired term of his or her predecessor. Newly created Directorships shall be filled by appointment pursuant to Paragraph 2.
5. **Special Meetings:** Special meetings of the Board of Directors may be called by the Board of Directors, the Executive Committee, the President, the Executive Director, or any 6 Directors.
6. **Notice:** Notice of any Special meeting (and of any regular meeting for which the date, time or place provided for in the Bylaw or resolution establishing the meeting has been changed) shall be given at least seven (7) days prior to the meeting by written notice delivered personally or mailed to each Director at his or her address as shown on the records of corporation, or by telephone/fax. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If delivered personally or by telephone, such notice shall be deemed to be delivered when received by the Directors. Any Director may waive notice of any meeting. Notices shall comply with the requirements of the Alabama Non-profit Corporation Act, and a notice at which a change in these Bylaws is to be considered shall also comply with Article X of these Bylaws.
7. **Quorum; Number of Acting; Presence:** A majority of the Directors present at any meeting shall constitute the quorum for purposes of transacting any business of Kare for Kids

Organization, Inc. All matters shall be determined and binding by a majority vote of those present and voting at any meeting at which a quorum is present, except as otherwise provided in these Bylaws.

8. **Voting:** Members may designate in writing an official representative; however, each representative can only serve for one member of the Board of Directors. Members or others officially designated by members will vote in the election of officers, and other issues which require an official vote. Members unable to attend and unable to officially designate a representative, may vote by written proxy on those issues to be discussed at the next Board of Director's meeting. Such proxy votes shall be delivered (facsimile and or email acceptable) to the President prior to the beginning of the Board of Director's meeting.
9. **Advisory Board:** The Board of Directors may elect and or appoint for an indefinite period of time any person who the Board of Directors may feel have a special interest in, or contribution to make to, the work of the Corporation to an Advisory Board. Such persons may attend meetings and at such meetings said members shall sit ex-officio, without privilege or voting. All such Advisory Board members shall be issued minutes of all meetings or any additional information deemed to be in the best interest of the Corporation.

Article V **Officers**

1. **Officers; Election; Tenure:** There shall be a President, a Vice President, a Secretary, and a Treasurer elected annually from the membership of the Board of Directors in August of each year beginning in 2005 following the appointment of all Directors, to hold offices (subject to earlier resignation or removal) until the next annual meeting or until his or her successor shall have been chosen or installed. Each officer in office at the time these Bylaws are adopted shall continue to hold the office (subject to earlier resignation or removal) until his or her successor has been chosen and installed.
2. **The President:** The President shall preside at all meetings of the Board of Directors. The President shall serve as chairman of the Executive committee, shall approve and sign the official minutes of the Board of Director's meetings, shall execute in the name of the Corporation and shall be an ex-officio (without privilege or voting) member of all committees. The President shall supervise and conduct the activities and operations of Kare for Kids Organization, Inc. He or she may sign, in the name of Kare for Kids Organization, Inc., all contracts and documents authorized by the Board of Directors. The President shall have the custody of the funds and securities of the Corporation and shall be a cosigner with the Vice President on the corporate checking account. The President and Vice President shall be authorized to act together as disbursing officers for the operating accounts of the Corporation, both officers signatures being required on all check disbursements and orders. The Board of Directors may require by resolution that this position be bonded.
3. **The Vice-President:** In the absence of the President, the Vice President or a Director selected by the Board of Directors present at such meeting shall preside. The Vice President is empowered to execute all of the functions of the President in the absence or incapacity or unavailability of the President. The Vice President shall have the custody of the funds and securities of the Corporation and shall be a cosigner with the President on the corporate checking account. The President and Vice President shall be authorized to act together as disbursing officers for the operating accounts of the Corporation, both officers signatures

being required on all check disbursements and orders. The Board of Directors may require by resolution that this position be bonded.

4. **The Secretary:** The Secretary shall be responsible for keeping the minutes of the Board of Directors meetings and shall perform such other duties as may be assigned by the Board of Directors. The keeping of the official Board of Directors minutes may be assigned to the Vice President or Treasurer by the Board of Directors, but in such event the Secretary as well as the President shall approve and sign such minutes.
5. **The Treasurer:** The Treasurer shall not have the custody of the funds and securities of the Corporation and shall not be a signer with the President and Vice President on the corporate checking account. The Treasurer shall keep, or cause to be kept, books of account showing all financial transactions of the Corporation. The Treasurer's account shall be audited annually by a certified public accountant or a firm of certified public accountants. The Board of Directors may require by resolution that this position be bonded.
6. **Parliamentarian:** the President shall appoint The Parliamentarian. The Parliamentarian will be responsible for keeping the Board of Director's meetings running smoothly and according to the By-laws and or deferring to *Roberts Rules of Order*.
7. **Election:** Officers of the Corporation shall be elected as hereinabove provided in Article V, Paragraph 1.
8. **Removal of Officers and or Agents:** Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors by a two-thirds vote of the Board of Directors, rather than be in a office whenever in its judgment the best interests of the Corporation would be served by such removal. Such removal, however, shall be without prejudice to the contract right, if any, of the person so removed.
9. **Vacancies:** The Board of Directors may fill a vacancy in the office for any reason, for the unexpired portion of the term.
10. **Members:** The Corporation shall consist of a Board of Directors as provided in Article V, and Committees as provided in Article VI. The Corporations shall have no members outside of the Board of Directors and Committees.

Article VI **Committees**

1. **General:** The Board of Directors shall have the authority and power to designate and appoint committees of the Board of Directors and to define the authority and duties of such committees to the fullest extent permitted by the Alabama Non-profit Corporation Act.
2. **Standing Committees:** There shall be seven (7) standing committees of the Board of Directors, members of which, except otherwise provided herein, shall be appointed annually by the Board of Directors with the concurrence of the President. The standing committees shall be the Executive Committee, Fund Development Committee, and the Public Relations Committee.

3. **Executive Committee:** The Executive Committee shall consist of the officers. The Executive Committee shall consider all questions referred to it by the Board of Directors; and shall act for the Board of Directors between meetings and in emergencies when it is not possible to convene the Board of Directors. All actions taken by the Executive Committee shall be reported to the Board of Directors at its regular meetings, and all actions which commit the Board of Directors to actions, procedures, or policies not terminating by the date of such regular meeting shall be voted on by the Board of Directors.
4. **Fund Development Committee:** The Fund Development Committee shall consist of the Treasurer as Chairperson with not less than two (2) other members of the Board of Directors. The Fund Development Committee shall have the general supervision of all accounts of the Corporation and shall serve in an advisory committee to the President, Vice President, and Treasurer in the investment of funds and in the establishment of financial policies and practices. The Fund Development Committee shall submit an annual budget to the Board of Directors for its approval and a copy to any fund raising agency. The Fund Development Committee shall act as an advisory committee to the Board of Directors in matters relating to raising of funds, writing grants for funding, and any and all financial interests that shall fund the activities of the Corporation. The Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgement of the Board of Directors and will best promote the purposes of the Corporation.
5. **Public Relation Committee:** The Public Relation Committee shall include one or more individuals. In tandem with the Board of Directors, it shall identify potential opportunities to heighten the profile of the organization within the community and offer suggested courses of action based on well-defined goals and objectives. Responsibilities include but are not restricted to media relations, identification of opportunities to work with other community-based organizations and events, and participate in the development of local promotional materials such as brochures and other promotional endeavors. The Public Relation Committee shall represent the Corporation and its interests to the public at large without compromise to the dignity and integrity of the Corporation. No public statement shall be released without consent of the Board of Directors.
6. **Special Committees:** Special committees may be authorized by the Board of Directors from time to time as needed, and appointed by the Board of Directors with the concurrence of the President. Such committees shall be temporary committees; shall be assigned specific duty; and shall exist only until the Board of Directors shall have relieved the committee of its assignment.
7. **Committee Meetings:** All committees meet at the call of the Chairperson of the committee, at the request of the Executive Committee, at the request of the President, at the request of the Board of Directors, or at the request of any two (2) committee members.

Article VII

Order of Business

1. **Agenda for Meeting:** The agenda of business for regular or special meetings of the governing Board of Directors shall be established by the President, subject to change by the action of the governing Board of Directors. A written agenda of each meeting shall be

mailed, faxed or emailed to the Board of Directors at least five (5) days prior to each meeting.

2. **Parliamentary Procedure:** On questions of parliamentary procedure not covered by these bylaws, a ruling by the President shall be based upon *Roberts Rules of Order*.

Article VIII **Fiscal Matters**

1. **Contracts:** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of, and on behalf of the Corporation and such authority may be general or confined to specific instances.
2. **Loans:** No Loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.
3. **Checks and Drafts:** All checks, drafts, or other order for the payment of money shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by at least two officers of the Corporation.
4. **Deposits:** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.
5. **Gifts:** The Board of Directors may authorize any officer to accept, on behalf of the Corporation, contributions, gifts, bequest, or devises for the purposes of the Corporation. The Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgement of the Board of Directors and will best promote the purposes of the Corporation.

Article IX **Books and Records**

The Corporation shall maintain complete and accurate books and record of accounts, minutes of meetings, and actions of the Board of Directors. Any member of the Board of Directors may inspect all books and records of the Corporation at any reasonable time. The Board of Directors shall cause the records of the Corporation to be subject to annual enumerated auditing procedures performed by the independent Certified Public Accountant.

Article X **Fiscal Year**

The fiscal year of the Corporation shall begin on the first day of January and end on the thirtieth (31st) day of December in each year.

Article XI **Amendments**

These Bylaws may be amended by an affirmative vote of two-thirds of those present and voting at any meeting of the Board of Directors at which a quorum is present, provided that notice of the proposed amendment shall have been given at the preceding meeting and shall have been included in a written notice of the meeting at least one week (7 days) prior to the meeting.

Article XII

Address of the Corporation

The initial address in the state of Alabama of the initial registered office of the Corporation is:

5308 Riverbend Trail

Hoover, Alabama 35244

The name of the registered agent at the office is:

Billie C. Tidwell

Article XIII

Initial Board of Directors

President	Hiram Avery	1913 Park Brook Ln, Birmingham, AL 35215
Vice President	Janice Towns	1413 Rolling Ridge Cir, Pleasant Grove, AL 35127
Treasurer / Secretary	Billie C. Tidwell	5308 Riverbend Trail, Hoover, AL 35244

Article XIV

Name and Address of the Incorporator

Billie C. Tidwell

5308 Riverbend Trail

Hoover, AL 35244

Article XV

Restrictions of the Corporation

The following restrictions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, or officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, or 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.
2. In the even of the dissolution of the Corporation and upon adequately providing for the debts or obligations of the Corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501 C3 of the Internal Revenue Code of 1986 or corresponding provision of any future United States Internal Revenue Law.
3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, 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.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these ARTICLES OF

INCORPORATION on this the 9th day of

February, 2004.

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Shelby Cnty Judge of Probate, AL
02/09/2004 13:52:00 FILED/CERTIFIED

STATE OF ALABAMA
SHELBY COUNTY

Kare for Kids, Inc.
Name of Corporation

Billie C. Tidwell
Name of Incorporator

Billie C. Tidwell
Signature of Incorporator

The foregoing instrument was acknowledged before me on this the

9th Day of February, Year of 2004.

Notary Public Name Logan Mayfield

State of Alabama

My Commission Expires MY COMMISSION EXPIRES SEPTEMBER 12, 2004

SEAL

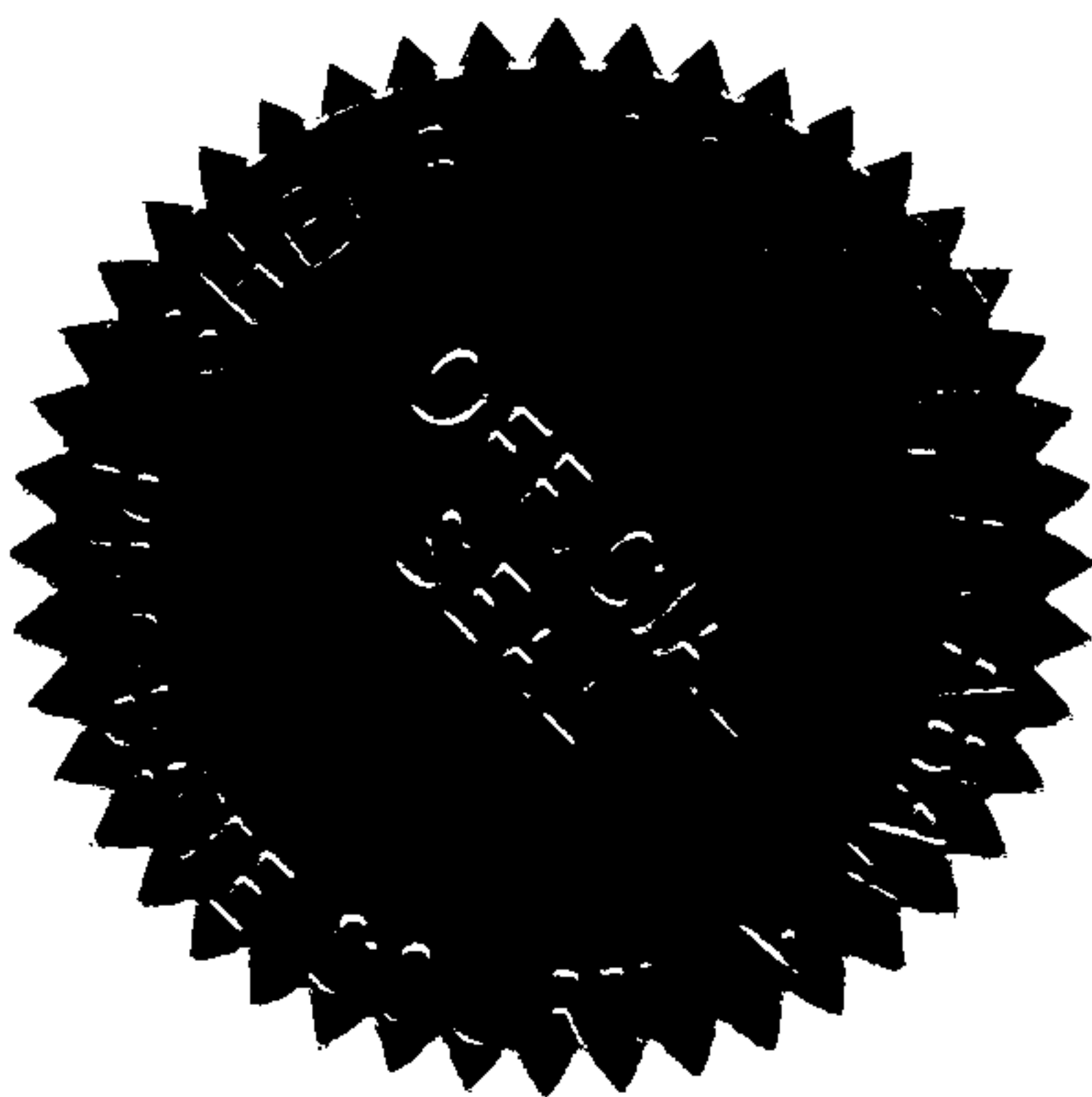
State of Alabama Shelby County

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Certificate of Incorporation Of KARE FOR KIDS, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of CARE FOR KIDS 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 CARE FOR KIDS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.



Given under my hand and Official Seal on this the 9TH
Day of FEBRUARY 2004

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate