

ARTICLES OF INCORPORATION
OF
WHIM - WOMEN OF HELENA IN MOTION, INC.

For the purpose of forming a corporation under the provisions of the Alabama Nonprofit Corporation Act, Section 10-3A-1, et seq, Code of Alabama, 1975, and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Act"), the undersigned does hereby sign and adopt these Articles of Incorporation and, upon the filing for record of these Articles of Incorporation in the Office of the Judge of Probate of the county in which the initial registered office is established under Article V hereof, the existence of a corporation (hereinafter referred to as the "Corporation"), under the name set forth in Article I hereof, shall commence.

ARTICLE I.

NAME

1.1 The name of the Corporation shall be WHIM - WOMEN OF HELENA IN MOTION, INC.

ARTICLE II.

PERIOD OF DURATION

2.1 The duration of the Corporation shall be perpetual.

ARTICLE III.

PURPOSES, OBJECTS AND POWERS

3.1 The purposes and objects and powers of the Corporation are:

- (a) To engage in any lawful business, act or activity for which a not-for-profit corporation may be organized under the Act, it being the purpose and intent of this Article III to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under the Act.
- (b) Without limiting the scope and generality of the foregoing, the Corporation shall have the following specific purposes, objects

and powers:

- (1) To organize and operate exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax law).
- (2) To provide assistance to women, children and families in need in the Helena, Alabama area.
- (3) To do all such other things as may be necessary or convenient to achieve the foregoing purposes.

ARTICLE IV.

MEMBERS

4.1 The Corporation shall be organized on a nonstock basis and shall have no members initially. The directors of the Corporation may, through appropriate by-laws, prescribe qualifications at a later date for one or more classes of members of the corporation.

ARTICLE V.

REGISTERED OFFICE AND REGISTERED AGENT; PRINCIPAL OFFICE

- 5.1 The location and mailing address of the initial registered office of the Corporation shall be 2732 Bridlewood Parc Road, Helena, Alabama 35080.
- 5.2 The initial registered agent at such address shall be Kimberly Childers Jordan.

ARTICLE VI.

INITIAL BOARD OF DIRECTORS

- 6.1 The number of directors constituting the initial Board of Directors shall be five (5).
- 6.2 The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

DIRECTOR	ADDRESS
Kimberly Childers Jordan	2732 Bridlewood Parc Road Helena, AL 35080
Diane Shirah	850 Old Cahaba Drive Helena, AL 35080
Joy Childers	1214 Dunham Circle Helena, AL 35080
Charles W. Penhale	130 Lake Davidson Lane Helena, AL 35080
Judy Ellington	2600 Vixen Street Helena, AL 35080

ARTICLE VII.

INCORPORATORS

7.1 The name and address of the incorporators are:

NAME	ADDRESS
Kimberly Childers Jordan	2732 Bridlewood Parc Road Helena, AL 35080
Diane Shirah	850 Old Cahaba Drive Helena, AL 35080

ARTICLE VIII

INTERNAL AFFAIRS

8.1 The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation and the directors are hereby adopted:

- (a) The initial bylaws of the Corporation shall be adopted by the board of directors. The board of directors shall have the sole authority to amend, repeal or alter the bylaws in whole or in part. The bylaws

may contain any provisions of the affairs of the Corporation and directors not inconsistent with the Act or these Articles of Incorporation.

- (b) The business and affairs of the Corporation shall be managed by the Board of Directors. The number of directors comprising the initial Board of Directors shall be the number of persons listed as directors in Article VI hereof. Thereafter, the number of directors of the Corporation shall be fixed from time to time by the bylaws, or, in the absence of a bylaw fixing the number of directors, the number of directors shall be the same as the number comprising the initial Board of Directors. The number of directors may be increased or decreased from time to time by amendment to the bylaws, provided that the Board of Directors shall consist of not less than one natural person, and that no decrease shall have the effect of shortening the term of any incumbent director.
- (c) The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Act.

ARTICLE IX

INTERNAL REVENUE SERVICE EXEMPTION STATUS

- 9.1 No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its directors, officers, or other private 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 Article III hereof. No substantial part of the activities of the Corporation shall be the carrying on or 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.
- 9.2 Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on:
 - (a) by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue

law); and

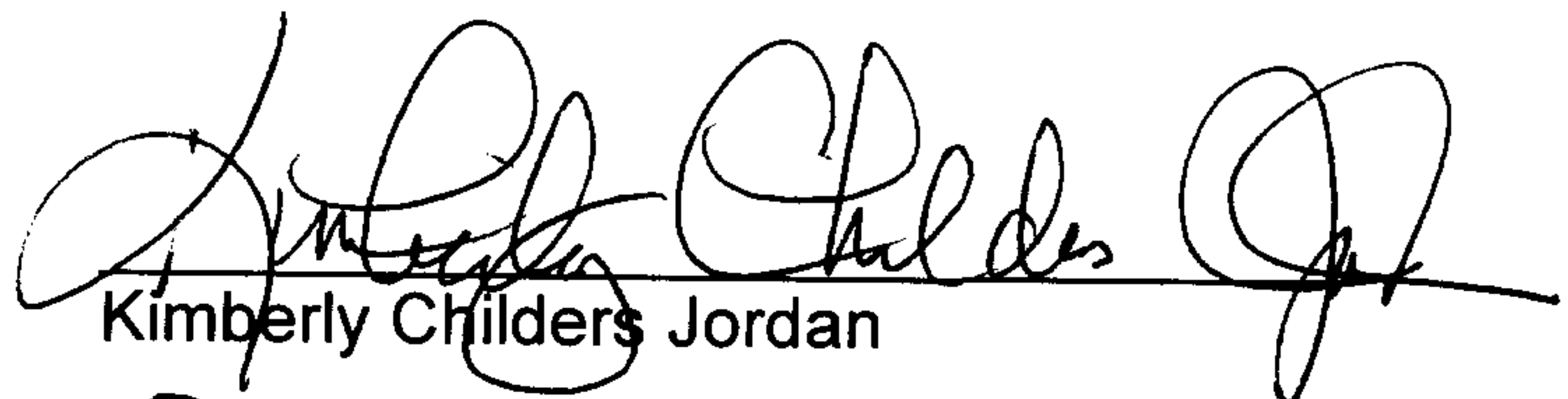
- (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future federal tax law).

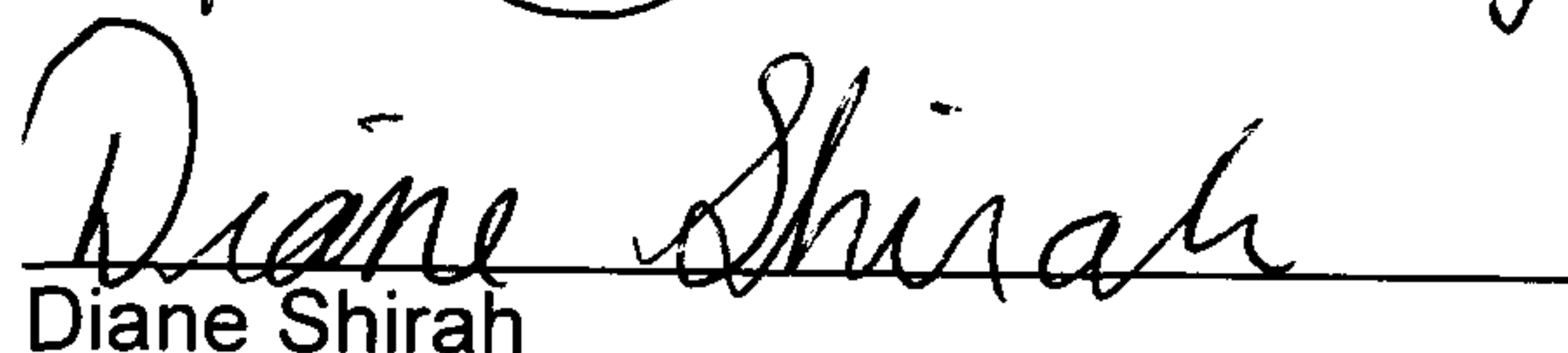
ARTICLE X

DISSOLUTION AND LIQUIDATION

- 10.1 Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the board of directors shall determine. Such disposition of assets shall be made to such organization or organizations as shall at the time qualify as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law) or to such organization or organizations as shall at the time qualify as an exempt organization pursuant to Section 501(c)(4) of the Internal Revenue Code of 1986, or (or the corresponding provision of any future United States Internal Revenue Law).. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals on this the 16th day of March, 2004.


Kimberly Childers Jordan


Diane Shirah

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, a Notary Public in and for said County and State, hereby certify that Kimberly Childers Jordan whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

GIVEN UNDER MY HAND AND SEAL on this the 16th day of Mar, 2004.

Notary Public: [Signature]
State of Alabama at Large

(SEAL)

My Commission Expires: 3/1/08

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, a Notary Public in and for said County and State, hereby certify that Diane Shirah whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

GIVEN UNDER MY HAND AND SEAL on this the 16th day of Mar, 2004.

Notary Public: [Signature]
State of Alabama at Large

(SEAL)

My Commission Expires: 3/1/08

This document prepared by:

✓ Harry W. Gamble
4290 Hwy 52, Suite G
Helena, AL 35080

State of Alabama Shelby County

Certificate of Incorporation

Of **WHIM-WOMEN OF HELENA IN MOTION, INC.**

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **WHIM-WOMEN OF HELENA IN MOTION, 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 **WHIM-WOMEN OF HELENA IN MOTIONK, INC.**, and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the **19TH** day of **MARCH, 2004.**

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

