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Shelby Cnty Judge of Probate, AL  
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ARTICLES OF INCORPORATION  
OF  
OUTDOOR SPECIALISTS, INC.

THE UNDERSIGNED NATURAL PERSON BEING THE AGE OF EIGHTEEN (18) YEARS OR MORE, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE ALABAMA NONPROFIT CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

ARTICLE I  
CORPORATE NAME

1.1 THE NAME OF THE CORPORATION IS OUTDOOR SPECIALISTS, INC.

ARTICLE II  
DURATION

2.1 THE PERIOD OF DURATION OF THIS CORPORATION IS PERPETUAL.

ARTICLE III  
PURPOSES

3.1 THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES AND NOT FOR PROFIT, INCLUDING:

(a) TO ACT AND OPERATE EXCLUSIVELY AS A NONPROFIT CORPORATION PURSUANT TO THE LAWS OF THE STATE OF ALABAMA, AND TO ACT AND OPERATE AS A CHARITABLE ORGANIZATION IN LESSENING THE BURDENS OF GOVERNMENT, PROVIDING RELIEF OF THE POOR, THE HUNGRY, THE HOMELESS, AND DISTRESSED BY EDUCATIONAL TRAINING PROGRAMS, SELF-HELP PROGRAMS, PROVIDING FINANCIAL SUPPORT AND PROVIDING FOOD AND CLOTHING TO THE AFORESAID, AS WELL AS INTRODUCING UNDER-PRIVILEGED AND SPECIAL NEEDS CHILDREN TO OUTDOOR ACTIVITIES IN A SAFE CHRISTIAN LEARNING ENVIRONMENT.

(b) TO ENGAGE IN ANY AND ALL ACTIVITIES AND PURSUITS AND TO SUPPORT OR ASSIST SUCH OTHER ORGANIZATIONS, AS MAY BE RELATED TO THE FOREGOING AND FOLLOWING PURPOSES.

(c) TO ENGAGE IN ANY AND ALL OTHER LAWFUL PURPOSES, ACTIVITIES AND PURSUITS, WHICH ARE SUBSTANTIALLY SIMILAR TO THE FOREGOING AND WHICH ARE OR MAY HEREAFTER BE AUTHORIZED BY SECTION 501(c)(3) OF THE INTERNAL REVENUE CODE AND ARE CONSISTENT WITH THOSE POWERS DESCRIBED IN THE ALABAMA NONPROFIT CORPORATION ASSOCIATION ACT, AS AMENDED AND SUPPLEMENTED.

(d) TO SOLICIT AND RECEIVE CONTRIBUTIONS, PURCHASE, OWN AND SELL REAL PERSONAL PROPERTY, TO MAKE CONTRACTS, TO ENGAGE IN ANY ACTIVITY "IN FURTHERANCE OF, INCIDENTAL TO, OR CONNECTED WITH ANY OF THE OTHER PURPOSES."

3.2 THE CORPORATION SHALL HAVE THE POWER TO CONDUCT ACTIVITIES AND ENGAGE IN TRANSACTIONS INCIDENTAL TO THE ACCOMPLISHMENT OF THE ABOVE PURPOSES, INCLUDING THE POWER TO ACCEPT CONTRIBUTIONS, SUBJECT TO THE FOLLOWING LIMITATIONS:

(a) NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED AND EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED TO THE CORPORATION AND



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TO MAKE PAYMENTS AND DISTRIBUTIONS IN FUTHERANCE OF THE PURPOSES SET FORTH ABOVE;

(b) 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 EXCEPT AS AUTHORIZED UNDER THE MOST CURRENT INTERNAL REVENUE CODE;

(c) NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON (1) BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW); OR (2) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(c)(2) OF SAID INTERNAL REVENUE CODE.

3.3 IF THE CORPORATION IS EVER CLASSIFIED BY THE INTERNAL REVENUE SERVICE AS A PRIVATE FOUNDATION, THE FOLLOWING PROVISIONS WILL PREVAIL:

(a) THE CORPORATION SHALL DISTRIBUTE ITS INCOME FOR EACH TAX YEAR AT SUCH TIME AND IN SUCH MANNER AS NOT TO BECOME SUBJECT TO THE TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942.

(b) THE CORPORATION SHALL NOT ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941(d).

(c) THE CORPORATION SHALL NOT RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION 4943(c).

(d) THE CORPORATION SHALL NOT MAKE ANY INVESTMENTS IN SUCH MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944.

(e) THE CORPORATION SHALL NOT MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4949(d).

3.4 ANY REFERENCES HEREIN TO "SECTION" REFERS TO A SECTION OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND TO ANY CORRESPONDING SUBSEQUENT FEDERAL TAX LAWS.

#### ARTICLE IV MEMBERSHIP

4.1 THE CORPORATION SHALL HAVE NO MEMBERS.

#### ARTICLE V SHARES

5.1 THE CORPORATION SHALL NOT ISSUE ANY SHARES OF ANY STOCK.



ARTICLE VI  
BY-LAWS

6.1 PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE TO BE DETERMINED AND SET FORTH IN THE BY-LAWS. THE ORIGINAL BY-LAWS SHALL BE ADOPTED BY THE BOARD OF DIRECTORS OF THE CORPORATION. THEREAFTER, BY-LAWS MAY BE ADOPTED, AMENDED OR REPEALED BY THE BOARD OF DIRECTORS IN ACCORDANCE WITH THE BY-LAWS.

ARTICLE VII  
DISSOLUTION

7.1 UPON THE DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISION FOR THE PAYMENT OF ALL LIABILITIES OF THE CORPORATION, DISPOSE OF ALL THE ASSETS OF THE CORPORATION IN SUCH A MANNER TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZE AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS OR SCIENTIFIC PURPOSES AS SHALL AT TIME QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION 501(c)(3).

7.2 ANY SUCH ASSETS NOT SO DISPOSED OF BY THE BOARD OF DIRECTORS SHALL BE DISPOSED OF BY THE DISTRICT 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.

ARTICLE VIII  
DIRECTORS

8.1 THE NUMBER OF THE DIRECTORS OF THIS CORPORATION SHALL BE THREE, OR MORE THAN THREE, AS FIXED FROM TIME TO TIME BY THE BY-LAWS OF THE CORPORATION. THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS IS FOUR, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

NAMES AND ADDRESS

DR. BART ALLEN WEST, 4016 SHANDWICK LANE, HOOVER, ALABAMA 35242  
MRS. MISSY ROBERSON 312 MILLS WAY, PELHAM, ALABAMA 35124  
MR. RENE L. WEST 3460 EDINBURGH DRIVE, PACE, FLORIDA 32571  
MR. CRAIG HANEY 2559 DUNMORE DRIVE, HOOVER, ALABAMA 35226

8.2 IN ORDER TO QUALIFY, DIRECTORS NEED NOT BE A RESIDENT OF THE STATE OF ALABAMA.

ARTICLE IX  
INCORPORATORS

9.1 THE NAME AND ADDRESS OF THE INCORPORATOR IS:

DR. BART ALLEN WEST, 4016 SHANDWICK LN, HOOVER, ALABAMA 35242



ARTICLE X  
PRINCIPAL PLACE OF BUSINESS

10.1 THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION IS:

4016 SHANDWICK LANE, HOOVER, ALABAMA 35242

THE BUSINESS OF THIS CORPORATION MAY BE CONDUCTED IN ALL COUNTIES OF THE STATE OF ALABAMA AND IN ALL STATES OF THE UNITED STATES, AND IN ALL TERRITORIES THEREOF, AND IN ALL FOREIGN COUNTRIES AS THE BOARD OF DIRECTORS SHALL DETERMINE.

ARTICLE XI  
REGISTERED OFFICE AND AGENT

11.1 THE NAME AND ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE SHALL BE:

DR. BART ALLEN WEST, 4016 SHANDWICK LANE, HOOVER, ALABAMA 35242

SUCH OFFICE MAY BE CHANGED AT ANY TIME BY THE BOARD OF DIRECTORS WITHOUT AMENDMENT OF THESE ARTICLES OF INCORPORATION. SUCH AGENT HEREBY ACKNOWLEDGES AND ACCEPTS APPOINTMENT AS CORPORATE REGISTERED AGENT.

IN WITNESS WHEREOF, I, BART ALLEN WEST, HAVE EXECUTED THE ARTICLES OF INCORPORATION IN DUPLICATE THIS 21 DAY OF APRIL 2004, AND SAY THAT I AM THE INCORPORATOR HEREIN AND HAVE READ THE ABOVE AND FOREGOING ARTICLES OF INCORPORATION AND KNOW THE CONTENTS THEREOF.

DATED THIS 21 DAY OF APRIL 2004.

INCORPORATOR:

  
BART ALLEN WEST

REGISTERED AGENT

  
BART ALLEN WEST

# State of Alabama Shelby County

## Certificate of Incorporation Amendment Of **OUTDOOR SPECIALISTS INC.**

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

Given under my hand and Official Seal on  
this the 6<sup>TH</sup> day of JANUARY, 2006

*Patricia Yeager Fuhrmeister*

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Patricia Yeager Fuhrmeister  
Judge of Probate

