

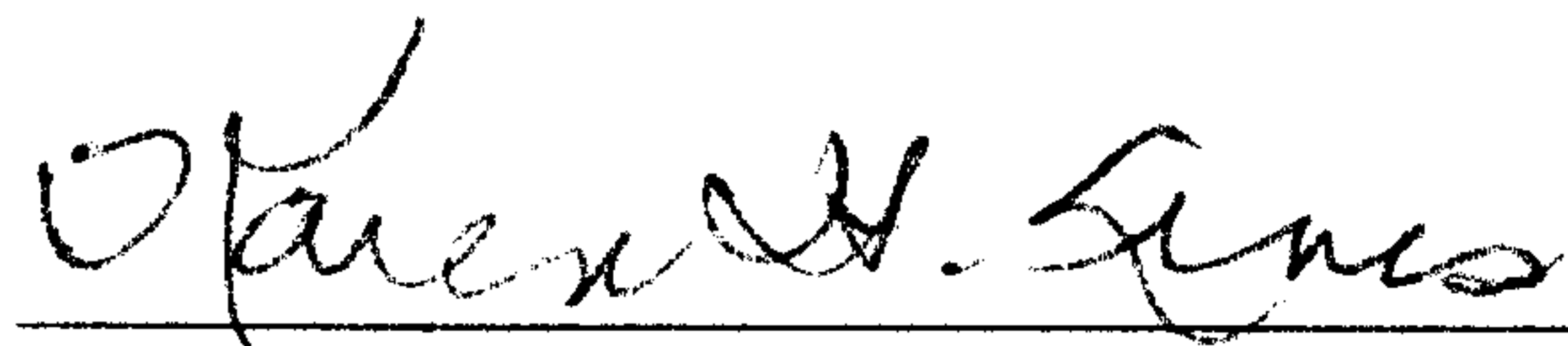
**ARTICLES OF AMENDMENT**  
**To**  
**THE ARTICLES OF INCORPORATION**  
**For**  
**CAHABA CHORALE, INC.**  
**A Non-Profit Organization**

For the purpose of Continuing an existent non-profit corporation under the Alabama Nonprofit Corporation Act and any act amendment thereof, supplementary thereto or substituted therefore (hereinafter referred to as The Act), the undersigned non-profit corporation, through its directors, does hereby sign, verify and adopt this AMENDED AND RESTATED ARTICLES OF INCORPORATION, and, upon the filing for record in the Office of the Judge of Probate of Shelby County, Alabama, the existence of a non-profit corporation (hereinafter referred to as the "Organization"), under the revised Articles as set forth below, shall continue to exist and shall replace to the extent indicated the prior Articles of Incorporation filed or recorded on **December 11, 2003** by Instrument No. **20031211000801560** in the office of the Judge of Probate for Shelby County, Alabama. This amendment is filed to alter the non-profit or tax exempt qualifying language as required by notification from the Internal Revenue Service.


**AMENDMENT ARTICLE I**

All Articles in the Original Articles as indicated above are hereby **deleted** in their entirety **and hereafter replaced** with the following Restated and Amended Articles attached hereto.

Done this the 15<sup>th</sup> day of **September 2006** by the directors of the corporation.



Karen H. Lines  
**Director**



Barbara Davis  
**Director**



Lynne Meeks  
**Director**



Michael Meeks  
**Director**



**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CAHABA CHORALE, INC.  
*A NON-PROFIT CORPORATION***

For the purpose of remaining as a non-profit corporation under the Alabama Nonprofit Corporation Act and any act amendment thereof, supplementary thereto or substituted therefore (hereinafter referred to as the Act), the undersigned corporation does hereby sign, verify and adopt these Amended and Restated Articles of Incorporation, and, upon the filing for record of these Amended and Restated Articles of Incorporation in the Office of the Judge of Probate of Shelby County, Alabama, the existence of a non-profit corporation (hereinafter referred to as the "Organization"), under the name set forth in Article I hereof, shall continue.

**ARTICLE I.**

NAME

The Name of the Organization shall be "**Cahaba Chorale, Inc.**"

**ARTICLE II**

PERIOD OF DURATION

The duration of the Organization shall be perpetual.

**ARTICLE III**

PURPOSES AND POWERS

3.1 Subject to the limitations set out in paragraphs 3.3 and 3.4 below, the purposes for which the Organization is organized are:

- (a) The Organization is organized exclusively for benevolent, charitable, educational, social and civil purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law (the "Code").
- (b) In connection with the foregoing actively to solicit, accept, receive, maintain and disburse contributions, and income therefrom, and to



apply for, accept and expend grants in accordance with their requirements.

- (c) To engage in any other charitable or benevolent activities or any lawful act or activity for which a corporation may be organized under the Act, provided that such act or activity is on permitted by an organization exempt under Section 501(c)(3) of the Code and the regulations promulgated thereunder (the "Regulations").

3.2 Subject to the limitations set out in paragraphs 3.3 and 3.4 below, the Organization shall have all the powers now or hereafter conferred on a non-profit corporation under the Act and other laws of the State of Alabama.

3.3 The Organization shall be subject to the following restrictions and limitations, notwithstanding any other provisions of these Articles:

- (a). The organization is organized exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.
- (b). No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 other provision of this document, the organization shall not carry on any other purpose not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- (c) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, far a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of Shelby County Alabama or the Circuit



Court in the county in which the principal office of the organization 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.

(d) If the Organization should be classified as a private foundation within the meaning of Section 509 of the Code, the officers of the Organization shall:

1. Distribute all income of the Foundation at such times and in such manner as not to subject the Foundation to tax under Section 4942 of the Code.

2. Refrain from causing the Foundation to engage in any act of "self dealing" as defined in Section 4941 (d) of the Code.

3. Refrain from retaining any excess business holdings as defined in Section 4943 (c) of the Code in a manner that would subject the Foundation to tax under Section 4943(a) of the Code.

4. Refrain from making any investments in such manner as to subject the Foundation to tax under Section 4944 of the Code.

5. Refrain from making any taxable expenditure as defined in Section 4945(d) of the Code.

#### ARTICLE IV.

#### MEMBERS

The method and conditions on which members shall be accepted and discharged or expelled are as follows: audition and discretion of the Music Director. However, the Corporation shall have no shareholders and shall not issue any shares of stock or certificates.

#### ARTICLE V

#### AGENT AND REGISTERED OFFICE OF CORPORATION

5.1 The address and location of the registered office of the Organization shall be at

**3601 Wyngate Lane  
Birmingham, Alabama 35242**

5.2 The registered agent at such address is **Barbara Davis**

## ARTICLE VI

### BOARD OF DIRECTORS

The number of directors constituting the present Board of Directors shall be four (4). The names and addresses of the persons who are to serve as directors as provided in By-laws

#### DIRECTORS

#### ADDRESSES

**Karen H. Lines**

**226 Vineyard Lane  
Indian Springs, Alabama 35242**

**Barbara Davis**

**3601 Wyngate Lane  
Birmingham, Alabama 35242**

**Lynne Meeks**

**4037 Greystone Drive  
Birmingham, Alabama 35242**

**Michael Meeks**

**4037 Greystone Drive  
Birmingham, Alabama 35242**

## ARTICLE VII

### INCORPORATOR

The name and address of the incorporators are the Directors listed above.

## ARTICLE VIII

### INTERNAL AFFAIRS

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

8.1 The bylaws of the Organization shall be adopted by the Board of Directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, except to the extent otherwise provided in the bylaws, which power may be exercised in the manner and to the extent provided in the bylaws. The bylaws may contain any provisions for the regulation and conduct of the affairs of the



Organization and the directors not inconsistent with the Act or these Articles of Incorporation, including, but not limited to, the election of officers and members.

8.2 All corporate power of the Organization shall be exercised by or under authority of, and the business and affairs of the Organization shall be managed under the direction of, the Board of Directors. The number of directors comprising the initial Board of Directors shall be four (4). Directors shall be elected in the manner provided in the bylaws. The number of directors of the Organization shall be fixed from time to time by the bylaws, or, in the absence of such a bylaw provision, the number of director shall be four. The number of directors may be increased or decreased from time to time by amendment to the bylaws or in the manner provided of therein, provided that the Board of Directors shall consist of not less than three, and that no decrease shall have the effect of shortening the term of any incumbent director. The term of each director in office shall be one year and until successor shall have been elected and qualified.

8.3 Any contract or other transaction, which is fair and reasonable to the Organization and is in furtherance of the Organization's exempt purpose, between the Organization and one or more of its directors, or between the Organization and any corporation, partnership or other entity of which one or more of its directors are shareholders, directors, officers, partners, members or employees, or in which they are financially interested shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors or such committee shall, nevertheless, authorize or ratify the contract or transaction. The interested director or directors shall, not be counted in determining whether a quorum is present and shall not be entitled to vote on such authorization or ratification. This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it. Each and every person who may become a director of the Organization is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Organization for the benefit of himself or any corporation, partnership or other entity in which he may be in any wise interested.

8.4 In amplification and not in limitation of the provisions of applicable law:

(a) Pursuant to Section 10-11-1, Code of Alabama, 1975, as amended, all non-compensated directors, trustees, members of governing bodies, and officers of the Organization shall be immune from suit and shall not be subject to civil liability arising from the conduct of the affairs of the Organization except when the act or omission of such person which gives rise to the case of action amounts to willful or wanton misconduct or fraud, or gross negligence.



(b) The Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Organization), by reason of the fact that he is or was a director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that there person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Organization, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(c) The Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of, the Organization to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Organization and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Organization unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(d) To the extent that a director, officer, employee or agent of the Organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding



that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

(e) Any indemnification under subsections (a) and (b) (unless ordered by a court) shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsections (a) and (b). Such determination shall be made (1) by the Board of Directors by a majority vote of the directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to such claim, action, suit or proceeding, or (2) if a majority of disinterested directors so directs, by independent legal counsel in a written opinion.

(f) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, Suit or proceeding may be paid by the Organization in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in subsection (d) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent that it shall ultimately be determined that he is not entitled to be indemnified by the Organization as authorized in this Section.

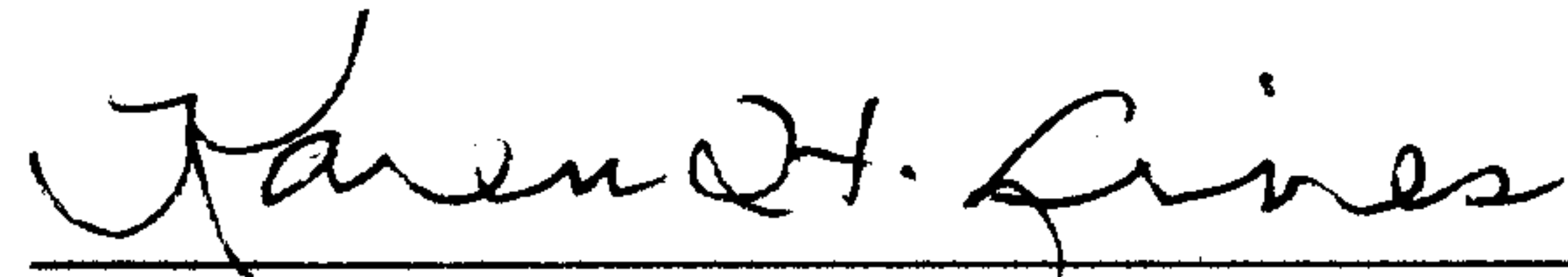
(g) The indemnification authorized by this Section shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of articles or certificate of incorporation, By-laws, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(h) The Organization shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Organization would have the power to indemnify him against such liability under the provisions of this Section.



8.5 The Organization 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, upon a vote of a majority of the directors then in office.

**IN TESTIMONY WHEREOF**, the directors below have unanimously approved this Amendment and Restatement of the Articles of Organization for this corporation. Signed and witnessed by the directors on this the 15<sup>th</sup> day of **September 2006**.



Karen H. Lines  
**Director**



Barbara Davis  
**Director**



Lynne Meeks  
**Director**



Michael Meeks  
**Director**

This document drawn by:  
Gerald A. Templeton, Esq.  
Templeton Group, PC  
1000 Providence Park, Suite 200  
Birmingham, AL 35242  
205 980 8828 or [jerry@ttgpc.com](mailto:jerry@ttgpc.com)



**Unanimous Written Consent  
For a Board of Directors Meeting  
by the  
Board of Directors  
of  
Cahaba Chorale, Inc.**

The undersigned, being all of the directors of the Organization, hereby consent to the adoption of the following resolutions without a meeting of the Board of Directors and consent that the following shall be effective as of the date of this consent as fully as if unanimously adopted at a duly called organization meeting of directors held on said date:

**RESOLVED** that all actions taken by the directors in forming the corporation and in filing the necessary legal and tax documents, including but not limited to, filing of an application with the Internal Revenue Service for a non-profit designation for the corporation is hereby ratified, approved and duly adopted as an act of the Board of Directors and for the Corporation.

**RESOLVED FURTHER**, that the By-laws drafted and reviewed by the directors are hereby adopted as the By-laws of the Organization, and that the copy of the By-laws shall be placed in the Minute Book of the Organization.

**RESOLVED FURTHER**, that the Conflict of Interest Policy attached hereto as **Exhibit A** is hereby adopted, and that a copy of the Policy shall be placed in the Minutes Book of the Organization.


**RESOLVED FURTHER**, that the officers named below are hereby elected to serve as such officers as specified in the By-laws:

President:	Barbara Davis
Secretary:	Karen Lines
Director of Music	Michael Meeks
Treasurer	Bob L. Brown

**RESOLVED FURTHER**, that the President of the Organization be and he is, hereby authorized to execute on behalf of the Organization any and all deeds, mortgages, notes, contracts, leases and other written agreements or instruments, including, but not limited to, bank accounts, investment accounts, capital fund accounts, and that the



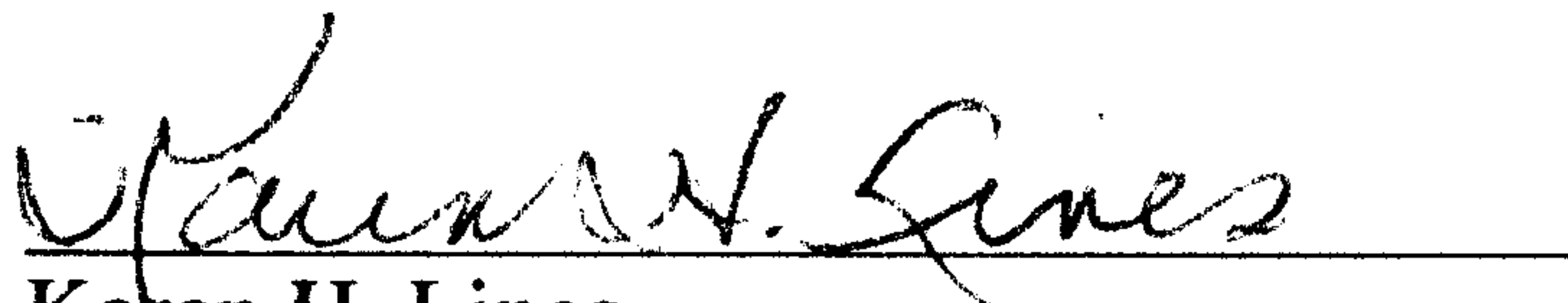
**Unanimous Written Consent Minutes**  
**Cahaba Chorale, Inc.**  
**September 15, 2006**  
**Page 2 of 2.**

  
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Shelby Cnty Judge of Probate, AL  
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Secretary or Assistant Secretary of the Organization is hereby authorized to attest the same and affix the corporate seal thereto.

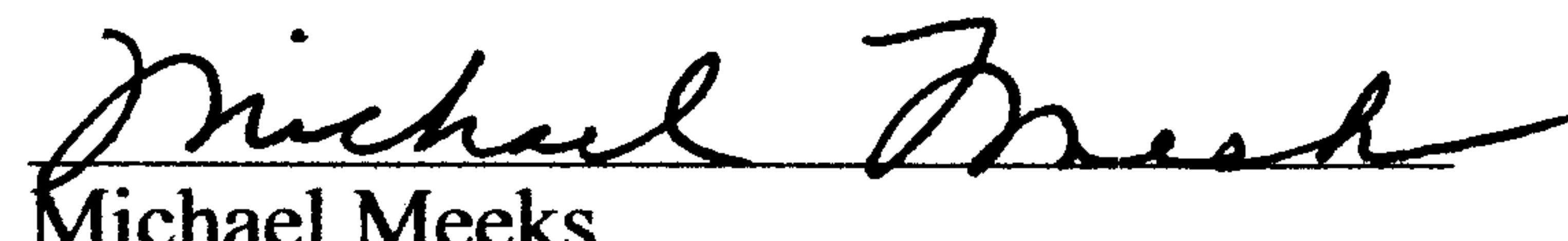
**RESOLVED FURTHER**, that correspondence from the Internal Revenue Service indicates that changes and amendments are necessary for the corporation to qualify as a non-profit organization to receive and use tax free donations and grants. Therefore, the board unanimously agrees to the filing of a restated and amended Articles of Incorporation for the organization. A proposed amendment and restatement received from legal counsel Gerald A. Templeton was reviewed, considered and is adopted unanimously by all directors of the organization. Legal Counsel is instructed to file and record the Restatement and Amendment to the Articles, with the Judge of Probate for Shelby County Alabama and thereafter file the needed changes with the Internal Revenue Service, including any needed changes to Form 1023 to obtain Non-Profit status.

**Done this the 15<sup>th</sup> day of September 2006.**

  
Karen H. Lines  
**Director and Secretary**

  
Barbara Davis  
**President and Director**

  
Lynne Meeks  
**Director**

  
Michael Meeks  
**Director of Music and Director**





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# State of Alabama Shelby County

## Certificate of Incorporation Amendment Of

### **CAHABA CHORALE, INC.**

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

Given under my hand and Official Seal on  
this the 19<sup>TH</sup> day of SEPTEMBER, 2006

*Patricia Yeager Fuhrmeister*

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Patricia Yeager Fuhrmeister  
Judge of Probate

