

IN THE STATE OF ALABAMA)
COUNTY OF SHELBY)
)


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Shelby Cnty Judge of Probate, AL
10/13/2006 09:31:27AM FILED/CERT

(RESTATED)
ARTICLES OF INCORPORATION
OF
THE LADIES AUXILIARY OF HANNAH HOME SHELBY COUNTY, INC.

COMES NOW, The Ladies Auxiliary of Hannah Home Shelby County, Inc., by and through the undersigned President and Secretary, and according to the Alabama Non-Profit Corporation Act, does hereby adopt and restate these Articles of Incorporation. These restated articles correctly set forth the provisions of the articles of incorporation as theretofore amended, that they have been duly adopted as required by law and that they supercede the original articles of incorporation and all amendments thereto.

ARTICLE I

The name of the corporation shall be and is **The Ladies Auxiliary of Hannah Home Shelby County, Inc.**

ARTICLE II

The Corporation shall have perpetual succession and shall exist until it is dissolved pursuant to law.

ARTICLE III

The Corporation is organized exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its successors, and regulations issued thereunder. To that end, the following provisions shall apply:

(a) The Corporation shall receive and administer funds for scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its successors, and regulations issued thereunder, and in connection therewith, the Corporation shall take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount or value. It shall have the power to sell, convey and otherwise dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of the Corporation, or any laws applicable thereto. The Corporation shall have the power to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or officers.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its incorporators, directors, officers, benefactors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth herein. No incorporator, director, officer, benefactor, or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 of the provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successor, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or its successor.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or its successor.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or its successor.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or its successor.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, as amended, or its successor.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or its successor.

(h) No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the charitable or educational purposes or if it would require serving a private as opposed to public interest.

(i) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized or operating exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successors, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Probate Court of Shelby County, Alabama, or by the Probate 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 IV

The Corporation shall be composed of the following classes of members:

(a) Those individuals who are directors of the Corporation.

(b) All retired directors of the Corporation who shall be known as "honorary" directors.

(c) Those individuals sympathetic to the purposes of the Corporation who have paid their dues or obtained a waiver for payment.

(d) The Corporation may have such other classes of membership with the qualifications and rights, not inconsistent with these Articles, as may be provided for in the By Laws.

ARTICLE V

(a) The Board of Director shall be the governing body of the Corporation. The Directors shall be elected annually by a majority vote of the members. In the event of a vacancy on the Board of Directors created by resignation, death or inability of any Director to serve, the remaining voting Directors shall, by vote, fill such vacancy. The number of Directors maybe changed by amendment to the By-Laws, but in no case shall there be less than three Directors.

(b) The names and addresses of the initial Directors until the annual meeting of the Corporation are:

Marsha Drennen, President
121 Deerwood Lake Drive
Harpersville, AL 35078

Suevaughn Hicks, First Vice-President
2005 Shandwick Terrace
Birmingham, AL 35242

Sarah Moseley, Second Vice-President
4976 Heather Point
Birmingham, AL 35242

Lois Tipton, Treasurer
116 Deerwood Lake Drive
Harpersville, AL 35078

Judy Sargent, Recording Secretary
2456 Mountain Vista
Birmingham, AL 35243

Jennifer Alden, Corresponding Secretary

3329 Afton Lane
Birmingham, AL 35242

Joyce Ehl, Historian
3049 Valley Ridge Road
Birmingham, AL 35242

Jo Self, Parliamentarian
2250 Highland Avenue South
#67
Birmingham, AL 35205

Lucy Mason
156 Deerwood Lake Drive
Harpersville, AL 35078

Mary Byrd
6212 Waterford Place
Pelham, AL 35124

Rita Wood
1214 Buckhead Circle
Birmingham, AL 35226

Sandy Wood
3405 Tequesta Lane
Birmingham, AL 35226

Brenda Belcher
1581 Balmoral Drive
Birmingham, AL 35244

Christa Lewis
56 Burnham Street
Birmingham, AL 35242

Cindy Slemmons
3008 Shandwick Court
Birmingham, AL 35242

June Robey
89 Deerwood Lake Drive
Harpersville, AL 35078

Darline Lewis
236 Highland View Drive

Birmingham, AL 35242

Peggy Devane
1097 Greymoor Road
Birmingham, AL 35242

Billie Holleman
6161 Eagle Point Circle
Birmingham, AL 35242

Brenda Hill
141 Stratford Circle
Pelham, AL 35124

ARTICLE VI

The principal place of business of the Corporation shall be Shelby County, Alabama, or such other location as the Board of Directors shall from time to time designate.

ARTICLE VII

The street address of the registered office is 121 Deerwood Lake Drive, Harpersville, Alabama 35078. The name of the registered agent at that address is Marsha Drennen.

ARTICLE VIII

These Articles may not be altered or amended without the affirmative vote of two-thirds of all Directors of the Corporation.

ARTICLE IX

The name and address of the incorporator is as follows:

Name

Marsha Drennen, President
121 Deerwood Lake Drive
Harpersville, AL 35078

ARTICLE X

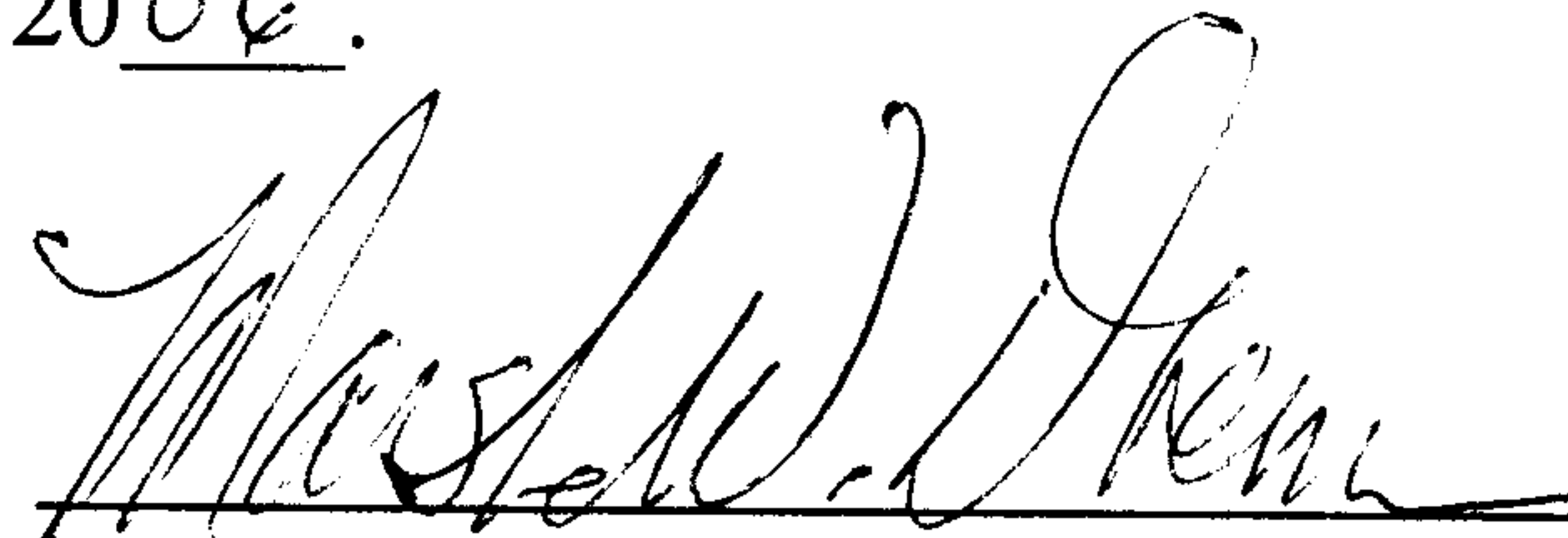
The Corporation shall adopt appropriate By-Laws by action of its active Board of Directors at any regular meeting for such purpose, which such By-Laws may be amended from time to time in the same manner.

ARTICLE XI

(a) The Corporation shall have such powers as are prescribed by the Alabama Non-Profit Corporation Act as contained and set forth in Section 10-3A-1, et seq., Code of Alabama of 1975, as amended, and may perform any acts permitted thereby.

(b) Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under 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.

IN WITNESS WHEREOF, the undersigned has hereunto affixed his hand and seal on this the 13 day of Oct, 2006.

 (SEAL)

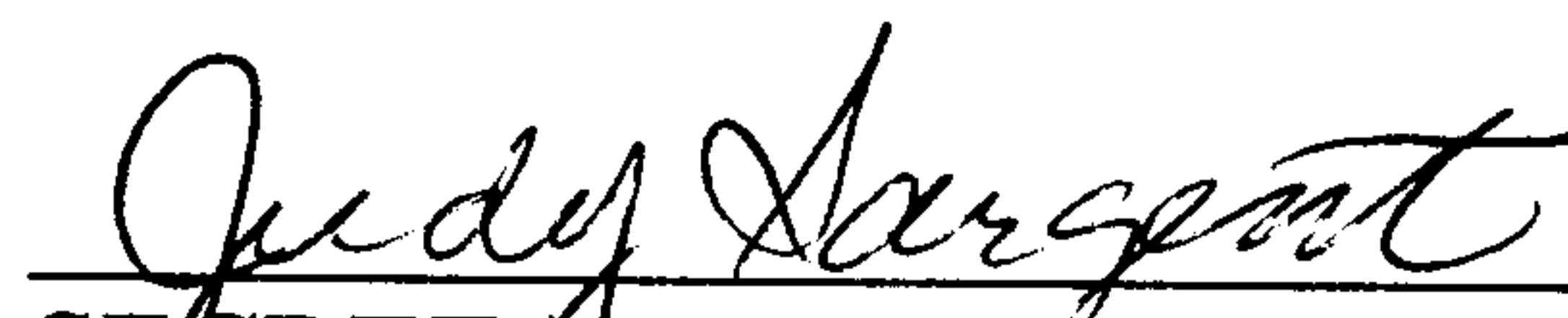
STATE OF ALABAMA
SHELBY COUNTY

I, the undersigned, a Notary Public in and for said county, in said state, hereby certify that _____, whose name is signed to the foregoing Restated Articles of Incorporation of The Ladies Auxiliary of Hannah Home Shelby County, Inc., and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this _____ day of _____, 2006.

Notary Public

My Commission Expires: _____


SECRETARY