


STATE OF ALABAMA
SHELBY COUNTY


20061114000556070 1/7 \$30.00
Shelby Cnty Judge of Probate, AL
11/14/2006 09:01:54AM FILED/CERT

RESTATED ARTICLES OF INCORPORATION
OF
SPIRIT OF HOPE YOUTH RANCH, INC.

Pursuant to the provisions of the Alabama Non-Profit Corporation Act, the undersigned hereby sets forth and adopts the following Restated Articles of Incorporation of Spirit of Hope Youth Ranch, Inc.

Article I - Name

The name of the non-profit corporation shall be Spirit of Hope Youth Ranch, Inc. (hereinafter the "Corporation").

Article II - Duration


The period of duration of the Corporation shall be perpetual.

Article III - Purposes and Powers

This Corporation 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. The Corporation shall have all powers now conferred or which may be conferred upon a non-profit corporation under the laws of the State of Alabama which are not in conflict with the terms of these Restated Articles. The purposes include, but are not limited to, the promotion and support of equine-assisted activities for individuals in need of hope and restoration or those with special needs, and to use rescued horses to achieve such ends whenever possible.

Article IV – Membership

The Corporation shall have no members.


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Article V – Incorporator

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address:</u>
Debra C. Quenelle, D.V.M., Ph.D.	6398 Highway 55 Wilsonville, Alabama 35186

Article VI – Officers

The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer, any two (2) or more of which may be held by one (1) person, except that the same person shall not hold the offices of both Secretary and Treasurer. Each said officer shall be elected or appointed at such time and in such manner and for such term and shall have the powers and duties as may be prescribed in the Bylaws.

Article VII – Directors

The names and addresses of the initial directors of the Corporation are as follows:

Director #1: Debra C. Quenelle, D.V.M., Ph.D.
6398 Highway 55
Wilsonville, Alabama 35186

Director #2: Angie House
41 Marigold Road
Shelby, Alabama 35143

Director #3: Joy O'Neal
2500 Mountain Brook Parkway
Birmingham, Alabama 35223



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Article VIII - Registered Office and Agent

The registered office of the Corporation shall be 6398 Highway 55, Wilsonville, Alabama 35186. The registered agent of the Corporation shall be Debra C. Quenelle, D.V.M., Ph.D.

Article IX – Bylaws

The Corporation as hereinabove provided shall have the power to adopt bylaws for the regulation of its internal affairs and for all other purposes not inconsistent with the constitution and laws of the State of Alabama, and with these Restated Articles of Incorporation.

Article X – Indemnification

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer at the time such expense are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors' and officers' liability insurance providing coverage to the officers and directors of the Corporation at the expense of the Corporation.

Article XI – Amendment

Amendments to the Restated Articles of Incorporation shall be made in the following manner: The board of directors may adopt amendments to the Restated Articles of Incorporation by majority vote.

Article XII - Dissolution

Upon the dissolution of the Corporation, 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, for a public purpose. Any such assets not disposed of shall be disposed of by the circuit court of 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.

Article XIII – Other Provisions

No substantial part of the activities of this Corporation shall consist of carrying on 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, or in opposition to, any candidate for public office.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 the purpose clause hereof.

Notwithstanding any other provision of these Restated Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation 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 (2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or any future federal tax code.

Article XIV

These Restated Articles of Incorporation correctly set forth the provisions of the original Articles of Incorporation filed by Spirit of Hope Youth Ranch, Inc., as theretofore amended, and supersede the original Articles of Incorporation and all amendments thereto.

A meeting of the Members of the Board of Directors of the Spirit of Hope Youth Ranch, Inc. was held on November 11, 2006. At said meeting, these Restated Articles of Incorporation were duly adopted by a majority vote of the directors then in office.



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IN WITNESS WHEREOF, the undersigned incorporators have executed these
Restated Articles of Incorporation on this the 11th day of November, 2006 in
Shelby County, Alabama.

INCORPORATORS:

Debra C. Quenelle
President, Spirit of Hope Youth Ranch, Inc.

Joy O'Neal
Secretary, Spirit of Hope Youth Ranch, Inc.

BEFORE ME THE UNDERSIGNED AUTHORITY IN AND FOR THE SAID COUNTY AND STATE,
PERSONALLY APPEARED Debra C. Quenelle WHO BEING BY ME FIRST DULY
SWORN, DOTH DEPOSE AND SAY THAT HE/SHE IS THE President OF
SPIRIT OF HOPE YOUTH RANCH, INC., AN ALABAMA CORPORATION, AND THAT THE
FOREGOING STATEMENTS CONTAINED IN THIS AMENDMENT ARE TRUE, FULL AND CORRECT.

SIGNATURE OF OFFICER ABOVE

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS THE 13 DAY OF November,
2006, IN WITNESS WHEREOF I HERETO SUBSCRIBE MY NAME AND AFFIX THE SEAL OF
MY OFFICE.

SIGNATURE OF NOTARY

MY COMMISSION EXPIRES:

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: May 12, 2010
BONDED THRU NOTARY PUBLIC UNDERWRITERS

State of Alabama Shelby County

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Certificate of Incorporation Amendment Of

SPIRIT OF HOPE YOUTH RANCH, Inc.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **SPIRIT OF HOPE YOUTH RANCH, 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 **SPIRIT OF HOPE YOUTH RANCH, Inc.** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 14TH day of NOVEMBER, 2006

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

