

**STATE OF ALABAMA
COUNTY OF SHELBY
DOMESTIC NON-PROFIT CORPORATION
ARTICLES OF INCORPORATION
UNIVERSITY FOR HOPE, INC., AKA UHOPE**

ARTICLE 1

The name of the corporation is University for Hope, Inc., aka UHOPE.

ARTICLE 2

The duration of existence of the corporation is perpetual.

ARTICLE 3

The objectives and purposes for which the corporation is organized are eventually: "To Educate the World for Free."

Expressly reserved and incorporated into this document are the General powers granted in Section 10-3A-20, of the Code of Alabama, (1975).

General powers.

(This non-profit) corporation shall have power:

- (1) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
- (2) To sue and be sued, complain and defend, in its corporate name.
- (3) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (4) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, tangible or intangible, or any interest therein, wherever situated.
- (5) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (6) To lend money to its employees other than its officers and directors and otherwise assist its employees, officers and directors.

- (7) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (8) To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.
- (9) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (10) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States, or in any foreign country.
- (11) To elect or appoint officers and agents of the corporation, who may be directors or members, and define their duties and fix their compensation.
- (12) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of Alabama, for the administration and regulation of the affairs of the corporation.
- (13) Unless otherwise provided in the articles of incorporation, to make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.
- (14) To indemnify any director or officer or former director or officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty; and to make any other indemnification that shall be authorized by the articles of incorporation or bylaws, vote of the board of directors, or resolution adopted after notice by the members entitled to vote.

(15) To pay pensions and establish pension plans or pension trusts for any or all of its directors, officers and employees.

(16) To cease its corporate activities and surrender its corporate franchise.

(17) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

ARTICLE 4

The Corporation has no members.

ARTICLE 5

The street address at the registered office is 67 Helms Drive, Chelsea, Alabama 35043 and the name of the registered agent at that office is Alex A. Yarbrough.

ARTICLE 6

The name and addresses of the Directors are as follows:

1. Alex Andrew Yarbrough, 67 Helms Drive, Chelsea, AL 35043.
2. Dorothy Kathryn Sellers, 116 Kings Crest Lane, Pelham, AL 35124.
3. Pamela Kay Graham, 511 Delaney Road NW, Huntsville, AL 35806.

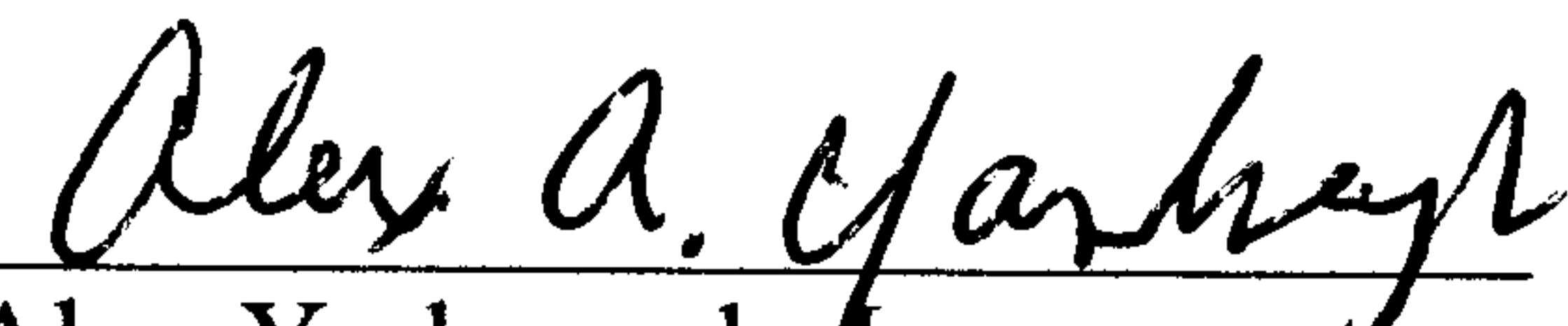
ARTICLE 7

The name and address of the incorporator of the corporation is Alex A. Yarbrough, 67 Helms Drive, Birmingham, AL 35043.

ANY PROVISION that is not inconsistent with the law for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation, may be added.

IN WITNESS THEREOF, the undersigned incorporator executes these Articles of Incorporation on this the 3rd day of January, 2007.

Alex A. Yarbrough


Alex Yarbrough, Incorporator

THIS DOCUMENT was prepared by Alex A. Yarbrough, Esq., 67 Helms Drive, Chelsea, AL 35043. ASB-8100-A38A

State of Alabama Shelby County

Certificate of Incorporation

Of University For Hope, Inc

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of Alabama Nonprofit University for Hope, 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 Alabama Nonprofit University for Hope, Inc. and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 3rd day of January 2007.

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

