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STATE OF ALABAMA            )  
SHELBY COUNTY                )

**RESTATED  
ARTICLES OF INCORPORATION  
OF  
SOCK MONKEY MINISTRIES, INC.**

Pursuant to the Code of Alabama, Sections 10-3A-84, the undersigned corporation, **Sock Monkey Ministries, Inc.** a nonprofit corporation organized and existing under the laws of the State of Alabama, hereby submits the following:

1. The Articles of Incorporation shall be restated as follows:

**ARTICLE I  
NAME**

The name of the Corporation shall be Sock Monkey Ministries, Inc., and shall be hereinafter referred to as the "Corporation."

**ARTICLE II  
PURPOSES**

**Section 1. Purposes.** The purposes for which the Corporation is organized are:

(a) To share a passion to offer God's love through a simple act of agape, inspiring hope in the lives of orphaned children, cancer patients, AIDS patients, homeless families, and those in need of encouragement. The Corporation will provide handmade sock monkeys made by volunteers to reach a life, one gift at a time;

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code as it now exists or as it may hereafter be amended ("Code") and the Treasury Regulations as they now exist or may hereafter be amended (the "Regulations").



**Section 2. Restrictions.** No part of the net earnings of the Corporation shall inure to the benefit of any director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no director, officer of the Corporation, or any 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 publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Under no circumstances shall the Corporation make loans to officers and directors.

**Section 3. Exempt Purposes Only.** Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and its Regulations, or by an organization to which contributions are deductible under Section 170(c)(2) of the Code and Regulations.

**Section 4. Dissolution.** Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as set forth in Article IV.

### **ARTICLE III**

#### **POWERS**

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers, in addition to the general powers provided by statute:

(i) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

(ii) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(iii) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

(iv) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 of the Code and Regulations.

(v) The Corporation shall have the power to make payments for the purposes of the Corporation herein referred to out of either the principal or the income of the Corporation, and to accumulate income from the property in its possession as such, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in a denial to the Corporation of exemption under Section 501(c)(3) of the Code and its Regulations, or a  
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denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

(vi) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Code and its Regulations and by an organization to which contributions are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

#### **ARTICLE IV** **DURATION**

The duration of this Corporation shall be perpetual. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its Regulations.

#### **ARTICLE V** **ADDRESS AND REGISTERED AGENT**

The street address of the registered office of the corporation is in Shelby County and is: 525 Lime Creek Cove, Chelsea, Alabama 35043, and the registered agent at such address is Elizabeth VanSickle.

#### **ARTICLE VI** **MEMBERS**

The Corporation shall have no members.

#### **ARTICLE VII** **DIRECTORS**

**Section 1. Powers.** The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by the Articles of Incorporation, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of directors of the Corporation shall never be less than three (3) and shall be elected for such term and in such manner as the Bylaws shall prescribe. Any member of the Board of Directors may be removed at any time and without assigning any cause therefor, by the affirmative vote of a majority of the remaining directors, as provided in the Bylaws, and written notification of such removal to such director so removed, who shall, forthwith upon receipt of such notice, be considered as removed from the Board of Directors.

**Section 2. Action by Unanimous Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee. Any such written consent shall have the same force and effect as a resolution, duly resolved at a meeting of the Board or of such committee.



**Section 3. Amendment of Bylaws.** In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the Bylaws of this Corporation.

**Section 4. Additional Powers.** The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

**ARTICLE VIII**  
**RIGHT TO AMEND PROVISIONS IN ARTICLES**

The Corporation 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, in the manner now or hereafter prescribed or permitted by the Alabama Nonprofit Corporation Act; provided, however, that the sole power to amend these Articles of Incorporation shall rest in the Board of Directors.

2. The above Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as heretofore amended, have been duly adopted as required by law, and shall supersede the original Articles of Incorporation and all amendments thereto.

The within Restated Articles are being filed in the Office of the Judge of Probate of Shelby County, Alabama, for the purpose of effecting such restatement in accordance with the requirements of Code of Alabama 1975, Section 10-3A-84.

**SOCK MONKEY MINISTRIES, INC.**

By: Elizabeth VanSickle  
Elizabeth VanSickle  
President

By: Julie Blackstone  
Julie Blackstone  
Secretary

STATE OF ALABAMA )

SHELBY COUNTY )

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Shelby Cnty Judge of Probate, AL  
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**VERIFICATION**

I, Julie Blackstone, Secretary of Sock Monkey Ministries, Inc., hereby verify that the foregoing Restated Articles of Incorporation of Sock Monkey Ministries, Inc. were duly and correctly adopted by the directors of the Corporation and that the signatures appearing thereon are genuine and correct in all respects.

Dated the 5TH day of MARCH, 2007.

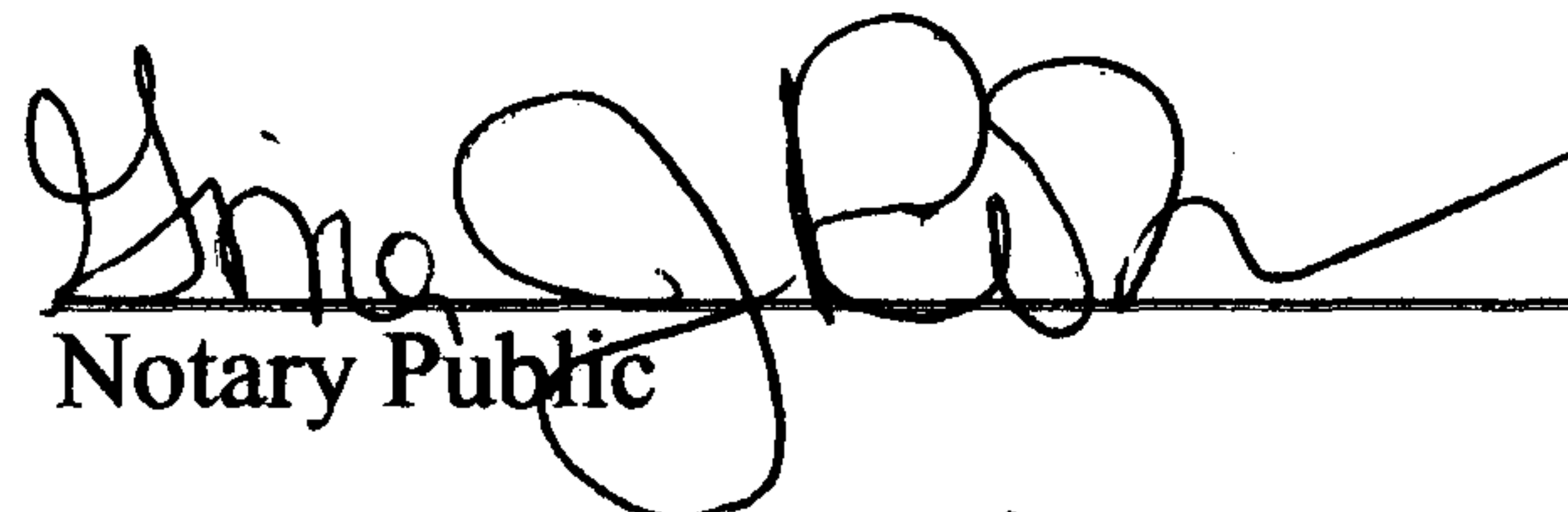
  
\_\_\_\_\_  
Julie Blackstone  
Secretary

STATE OF ALABAMA )

SHELBY COUNTY )

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Julie Blackstone, whose name is signed as Secretary to the foregoing Restated Articles of Incorporation (and the Verification thereof), and who is known to me, acknowledged before me on this day that, being informed of the contents of said Restated Articles of Incorporation, she executed the same voluntarily on the day the same bears date.

Subscribed and sworn to before me on this the 5<sup>th</sup> day of March, 2007.

  
\_\_\_\_\_  
Notary Public

My Commission expires: MY COMMISSION EXPIRES DECEMBER 10, 2008





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Shelby Cnty Judge of Probate, AL  
03/14/2007 02:07:18PM FILED/CERT

# State of Alabama Shelby County

## Certificate of Incorporation Restated and Amended Of SOCK MONKEY MINISTRIES, INC.

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

Given under my hand and Official Seal on  
this the 14<sup>th</sup> day of March, 2007.

*Patricia Yeager Fuhrmeister*

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Patricia Yeager Fuhrmeister  
Judge of Probate

