

Amended & Restated

ARTICLES OF INCORPORATION


20070409000161480 1/7 \$30.00
Shelby Cnty Judge of Probate, AL
04/09/2007 11:55:12AM FILED/CERT

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned incorporator, for the purposes of forming a corporation under the Alabama Nonprofit Corporation Act as amended, states:

ONE: That the name of said corporation is Adaptive Aquatics, Inc.

TWO: The duration of the corporation shall be perpetual

THREE: The purposes for which this corporation is formed are:

- a)
 1. To provide people with physical disabilities an opportunity to experience sports as a recreational activity in which they may participate;
 2. To afford a frequent natural sports and recreation environment for people with physical disabilities for the purpose of producing positive psychological and therapeutic results;
 3. To develop a nucleus of sports and recreation programs and competent instructors to carry the program throughout the state and nation;
 4. To conduct other activities consistent with a charitable, non profit organization as defined in Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.
- b) To purchase, acquire, own, hold, manage, lease, use and enjoy, sell, exchange, subdivide, mortgage, convey in trust, improve, cultivate, develop, construct, maintain, equip, operate and generally deal in real property, good, wares and merchandise, personal property of every kind and description.
- c) To enter into, make, perform, and carry out contracts of any kind for any lawful purpose without limit as to the amount with any person firm, or corporation, municipality, county, state or federal government, or other municipal or governmental subdivision.
- d) To borrow money, to issue notes, bonds, debentures and other obligations from time to time for the purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise, or to issue the same unsecured.
- e) To lend money, to purchase, acquire, hold on guaranty, sell, assign, transfer, mortgage, pledge or otherwise dispose of and deal in shares, bonds, debentures, notes, or any other indebtedness of any person, firm, or corporation and whether now or hereafter organized and existing; and while a holder thereof to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon to the same extent as a natural person.



f) To accept gifts, donations, and receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to apply the principal or interest as may be directed by the donor thereof, or as the board of directors of the corporation may determine in the absence of such directions, in aid and furtherance of the purposes set forth hereinabove.

g) To do all other acts necessary or expedient for the administration of the affairs and to attain the purposes of the corporation.

h) To exercise all other such powers not otherwise enumerated herein as are authorized by the Alabama Nonprofit Corporation Act as the same may exist from time to time.

Notwithstanding any of the above statements of purposes or powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

FOUR: The Principal office of the corporation for the transaction of business shall be designated by the Board of Directors.

FIVE: The number and terms of office of said directors shall be fixed by the By-Laws. The names and addresses of the persons who are appointed to act as the first directors of the corporation until the election of their successors are as follows:

NAME	STREET	CITY, STATE
H. Neal Allen	385 Perry Rd	Vincent, Alabama
Robert Bynon, Jr.	716 Richard Arrington Blvd N	Birmingham, Alabama
David Corbally	3750 Abbeyglen Way	Birmingham, Alabama
Karen Dixon	517 Brentwood Dr	Hoover, Alabama
Jack Denver	725 Paden Dr	Birmingham, Alabama
Jo Fowler	4183 Willow Bend Dr	Gardendale, Alabama
Scott Hausman-Weiss	176 Ross Dr	Birmingham, Alabama
Tommy Mosley	2473 Tyler Rd	Hoover, Alabama
Steven Murray	5320 Woodford	Birmingham, Alabama
Keri Petrofsky	4201 Shiloh Ln	Birmingham, Alabama
Jennifer Remick	144 Emily Cir	Birmingham, Alabama
Ann Wade	4144 Montevallo Rd	Birmingham, Alabama

SIX: This Corporation shall not be authorized to issue shares of stock but shall be composed of members and it is not formed with a view to or for the pecuniary gain or profit of its members.

SEVEN: The authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of each class of membership, and the liability of each or all classes dues and assessments, the method of collection thereof, and any certificate of membership, including assignment and transfer rights shall be as set forth in the By-Laws of the corporation.

EIGHT: In addition to, and not limited by the above, the corporation shall have all the general powers conferred by law which may be used in furtherance of its principal activities. However, notwithstanding any other provision of these articles, the corporation 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 or the corresponding provisions of any future United States Internal Revenue law.

Furthermore, the powers and authority of the corporation shall be exercised so that:

a) No part of the income of the corporation shall inure to the benefit of any 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 officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate property upon dissolution of the corporation.

b) The corporation shall distribute its income for each taxable year at the same time and in such manner so as not to subject to tax under section 4942 of the Internal Revenue Code of 1986, as amended, and the corporation shall not:

engage in any act of self dealing as defined in Section 4941(d) of the code;
retain any excess business holdings as defined in Section 4943© of the code;
make any investments in such manner as to subject the corporation to tax under Section 4944 of the code; or

Make any taxable expenditure as defined in Section 4945(d) of the Code.

c) No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office, except as such activities may be permitted by law, regulation, or authoritative interpretation of the Internal Revenue Code.

NINE: In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Tax code to be exclusively devoted or used by them in furtherance of exempt purposes, or to the Federal, State, or local government for exclusively public purposes.

The name of the initial registered agent of this corporation and that of its initial registered office is: Joseph A. Ray, 1092 Paradise Cove Lane, Wilsonville, Alabama 35186.

IN WITNESS WHEREOF, the undersigned incorporator of said corporation has executed these articles of incorporation this 14 day of March, 2007.

The name and address of the incorporator of this corporation is:

Joseph A. Ray, 1092 Paradise Cove Lane, Wilsonville, Alabama 35186.

Signed this 2nd day of April, 2007.

Jennifer Remick

David Annan

Secretary of the corporation
(Signed and sealed)

MY COMMISSION EXPIRES FEBRUARY 23, 2011

Adaptive Aquatics 2007 Board of Directors

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Mr. H. Neal Allen
385 Perry Rd
Vincent, AL 35178 (205) 257-6579 w (205) 525-0094 h (205) 613-0837 c
Manager Economic Evaluations, Alabama Power
hnallen@southernco.com

Mr. Robert P. Bynon, Jr.
510 Jefferson County Courthouse, 716 Richard Arrington Blvd. N.
Birmingham, AL 35203 (205) 325-5328 w (205) 823-4865 h (205) 915-9849 c
District Judge, 10th Judicial Circuit of Alabama
bynonr@aol.com

Mr. David Corbally
3750 Abbeyglen Way
Birmingham, AL 35226-6629 (205) 916-0854 h (205) 253-3700 c
CFO, Signature Healthcare Resources
dcorbally@signature-mr.com

Ms. Karen T. Dixon, Ph.D. – Board Chairman of Adaptive Aquatics
517 Brentwood Dr
Hoover, AL 35226 (205) 996-4939 w (205) 979-2021 h (205) 706-6524 c
Civitan International Research Center, University of Alabama at Birmingham
kdixon@nrc.uab.edu

Mr. Jack D. Denver, M.D.
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Medical Director, Inpatient Rehabilitation Brookwood Hospital
Medical Director, Outpatient HealthSouth Lakeshore Rehabilitation Hospital
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Ms. Jo Fowler
4183 Willow Bend Dr
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Facility Assignment Specialist, BellSouth
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Rabbi Scott J. Hausman-Weiss
176 Ross Dr
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Rabbi, Temple Emanu-El
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Mr. Tommy M. Mosley
2473 Tyler Rd
Hoover, AL 35226
2001 USA World Disabled Ski Team Coach
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(678) 468-0158 c

Mr. Steven A. Murray
106 Talmadge Dr
Pelham, AL 35124
President and Owner of Biotech
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([REDACTED])

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Ms. Keri Petrofsky
4201 Shiloh Ln
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Aquatics Specialist, Lakeshore Foundation
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(205) 957-0437 h

(205) 914-1713 c

Ms. Jennifer Remick
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Development and Special Events, Lakeshore Foundation
jenr@lakeshore.org

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Ms. Ann E. Wade, M.D.
4144 Montevallo Rd
Birmingham, AL 35213 (205) 879-8668 h
Physician Advisor, Blue Cross Blue Shield of Alabama
annfish123@bellsouth.net

([REDACTED])

(205) 529-2917 c

State of Alabama
Shelby County

Certificate of Incorporation
Amendment
Of

ADAPTIVE AQUATICS, INC.

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

Given under my hand and Official Seal on
this the 9TH day of APRIL, 2007

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

