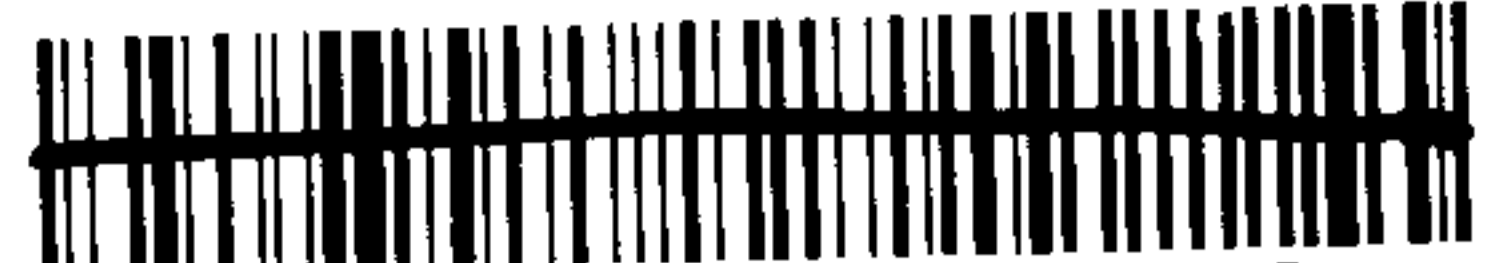



STATE OF ALABAMA

SHELBY COUNTY


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THIRD AMENDED

ARTICLES OF INCORPORATION

OF

SHELBY COUNTY ARTS COUNCIL

(Formerly Academy of Fine Arts of Shelby County)

KNOW ALL MEN BY THESE PRESENTS,

The Articles of Incorporation of The Columbiana Fine Arts Center originally filed for record in the Office of the Judge of Probate of Shelby County, Alabama, on September 15, 2004, and recorded in said Office as Instrument No. 20040915000514550, is hereby amended to read as follows:

That for the purpose of forming a non-profit corporation under and pursuant to the provisions of Section 10-3A-1, et seq., of the *1975 Code of Alabama*, as last amended, and Section 501 (c) (3) of the *Internal Revenue Code*, the undersigned persons desiring to effect a non-profit body corporate, in accordance with applicable law, have agreed upon and adopted these Articles of Incorporation, the same to constitute and become a charter for carrying on the activities hereinafter specified upon the proper filing hereof pursuant to law.

FIRST: The name of this non-profit corporation is hereby changed to **Shelby County Arts Council**.

SECOND: The period of duration of this non-profit corporation shall be perpetual.

THIRD: The purpose or purposes for which this non-profit corporation is organized are:

(a) Shelby County Arts Council is a non-profit organization that exists to support and stimulate reasonable interest in the arts, and to provide an environment where activities of artists and arts organizations flourish.

(b) To purchase, take, receive, lease, take by gift, devise or bequest, and otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, tangible or

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intangible, or any interest therein, wherever situated.

(c) To sell, convey, lend, mortgage, pledge, lease, exchange, invest, reinvest, take and hold as security, transfer and otherwise dispose of all or any part of its property and assets.

(d) 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.

(e) 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.

(f) To elect or appoint officers and agents of the corporation, who may be directors, and define their duties and fix their compensation, if any.

(g) 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.

(h) To make donations for the public welfare or for religious, charitable, scientific, or educational purposes, or otherwise.

(I) To engage in religious, charitable, scientific and educational training and school activities.

(j) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the law allows non-profit corporations, and generally to do and perform the acts and enjoy the powers conferred by the general laws of the State of Alabama, and to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these Articles.

FOURTH: POWERS AND OBJECTIVES.

The objectives of the corporation shall be:

(a) To carry on and conduct those activities and functions designed to promote and develop the developed mission above in an atmosphere designed to encourage the participation in such activities, functions, and programs by all interested persons, groups, governments, foundations, or other organizations, either political or private. Any monetary profit or other benefits which flow

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to members shall be merely incidental thereto.

- (b) To assure no person shall have pecuniary interest in operation of the corporation.
- (c) To do any and all such further acts authorized by law as may be necessary, convenient or expedient to accomplish the foregoing purposes or as are incidental thereto.
- (d) To bring together persons interested in the mission above stated.
- (e) To serve as a liaison to other agencies, both government and private.

FIFTH: LIMITING OBJECTIVES.

(a) This corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code, as to preclude contributions to this corporation from being deductible for purposes of taxation.

(b) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it, in any manner, or to any extent, participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America or the State of Alabama, or any other jurisdiction where such activities are carried on; nor shall it engage in transactions defined at the time as "prohibited" under Section 503 of the Internal Revenue Code.

(c) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this corporation shall ever be organized or operated for purposes that are not exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(d) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, incorporator, or organizer of this corporation, or any contributor to it, except as a reasonable allowance for actual expenditures made or services actually rendered to or for this corporation; and neither the whole, nor any part or portion, of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the whole, nor any part or portion, of such assets or net earnings shall ever be sued for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(e) Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

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(f) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501(c)(3) purposes. 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 any political campaign on behalf of, or in opposition to, any candidate for public office (including the publishing or distribution of statements).

(g) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(h) Upon the dissolution of this 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.

SIXTH: This corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, or shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as a non-profit corporation described in Section 501 (c) (3) of the *Internal Revenue Code*.

SEVENTH: The location and mailing address of the initial registered office for the corporation shall be 202 Business Center Drive, Birmingham, Alabama 35244. The name of the initial registered agent at such address shall be Terri Sullivan.

EIGHTH: The number of directors constituting the Board of Directors heretofore was established at twelve (12), with an additional seven (7) members of the Board of Directors to be designated and named by Resolution of the then present Board of Directors at a regular or specially called meeting of the Board of Directors called as provided by the By-Laws, with both the initial Board of Directors and the expanded Board of Directors totaling twelve (12) to serve until their successors are named as provided in the By-Laws. The number of directors constituting the Board of Directors henceforth shall be in the discretion of the present Board of Directors up to a maximum of twenty (20) members with the members of the Board of Directors in addition to those currently serving being designated and named by Resolution of the present or then present Board of Directors at a regular or specially called meeting of the Board of Directors called as provided by the By-Laws. Both the present Board of Directors and the expanded Board of Directors totaling up to twenty (20) members shall serve until their successors are named as provided in the By-Laws.



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NINTH: The names and addresses of the current officers are as follows:

Terri Sullivan, President
 202 Business Center Drive
 Birmingham, Alabama 35244



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Carolyn Dorris, Vice President
 3910 Highway 42
 Calera, Alabama 35040

Debbie Shelton Anderson, Secretary
 P. O. Box 43036
 Birmingham, Alabama 35243

Thomas R. Seale, Treasurer
 P. O. Box 1354
 Columbiana, Alabama 35051

TENTH: The following special provisions shall be applicable to this non-profit corporation:

(a) The corporation reserves the right to alter, amend, modify, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon the Directors herein are granted subject to this reservation.

(b) The corporation shall have the power to make bylaws for the regulation and government of this corporation, its agents, servants and officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Alabama.

(c) The voting directors of the corporation shall have the authority to adopt such rules, bylaws and regulations for the governing of the corporation as they may deem necessary or expedient.

ELEVENTH: This document supersedes any and all former documents related to the material herein.

IN WITNESS WHEREOF, the incorporators of this non-profit corporation, have hereunto set their hands and seals, and pray that this instrument shall be filed and recorded as provided by the law to the end that these incorporators, their successors and assigns, shall constitute a non-profit body corporate under the name hereinabove set forth, with all powers to which said corporation may be entitled under the laws of the State of Alabama, on this 31 day of October, 2007.

[SIGNATURES/ACKNOWLEDGMENTS CONTINUED ON FOLLOWING PAGE]



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Terri Sullivan (SEAL)
Terri Sullivan, Member of Board of Directors

Acknowledged by and sworn to and subscribed before
me this 31 day of Oct, 2007.

Frank G. Gresham
Notary Public



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Carolyn Dorris (SEAL)
Carolyn Dorris, Member of Board of Directors

Acknowledged by and sworn to and subscribed before
me this 31 day of Oct, 2007.

Frank G. Gresham
Notary Public

Debbie Shelton Anderson (SEAL)
Debbie Shelton Anderson, Member of Board of Directors

Acknowledged by and sworn to and subscribed before
me this 31 day of Oct, 2007.

Frank G. Gresham
Notary Public

Thomas R. Seale (SEAL)
Thomas R. Seale, Member of Board of Directors

Acknowledged by and sworn to and subscribed before
me this 31 day of October, 2007.

Frank G. Gresham
Notary Public

Teresa Vick (SEAL)
Teresa Vick, Member of Board of Directors

Acknowledged by and sworn to and subscribed before
me this 31 day of Oct, 2007.

Frank G. Gresham
Notary Public

[SIGNATURES/ACKNOWLEDGMENTS CONTINUED ON FOLLOWING PAGE]



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Rhonda Wharton (SEAL)
Rhonda Wharton, Member of Board of Directors



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Acknowledged by and sworn to and subscribed before
me this 31 day of October, 2007.

Frank Gresh
Notary Public

Barbara Reese (SEAL)
Barbara Reese, Member of Board of Directors

Acknowledged by and sworn to and subscribed before
me this 31 day of October, 2007.

Frank Gresh
Notary Public

Wayne Morris (SEAL)
Wayne Morris, Member of Board of Directors

Acknowledged by and sworn to and subscribed before
me this 31 day of October, 2007.

Frank Gresh
Notary Public

Janice Falkner (SEAL)
Janice Falkner, Member of Board of Directors

Acknowledged by and sworn to and subscribed before
me this 31 day of October, 2007.

Frank Gresh
Notary Public

Carol Hathcock Hill (SEAL)
Carol Hathcock Hill, Member of Board of Directors

Acknowledged by and sworn to and subscribed before
me this 31 day of October, 2007.

Frank Gresh
Notary Public

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Scott Meyer (SEAL)
Scott Meyer, Member of Board of Directors

Acknowledged by and sworn to and subscribed before
me this 31 day of October, 2007.

Frank G. Wash
Notary Public

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Judy Quick (SEAL)
Judy Quick, Member of Board of Directors

Acknowledged by and sworn to and subscribed before
me this 31 day of October, 2007.

Frank G. Wash
Notary Public

Janet W. Seaman (SEAL)
Janet Seaman, Member of Board of Directors

Acknowledged by and sworn to and subscribed before
me this 31 day of October, 2007.

Frank G. Wash
Notary Public

Bob Whetstone (SEAL)
Bob Whetstone, Member of Board of Directors

Acknowledged by and sworn to and subscribed before
me this 31 day of October, 2007.

Frank G. Wash
Notary Public

Teresa Whiting (SEAL)
Teresa Whiting, Member of Board of Directors

Acknowledged by and sworn to and subscribed before
me this 31 day of October, 2007.

Frank G. Wash
Notary Public

State of Alabama
Shelby County

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Certificate of Incorporation
Amendment
Of

SHELBY COUNTY ARTS COUNCIL, INC.

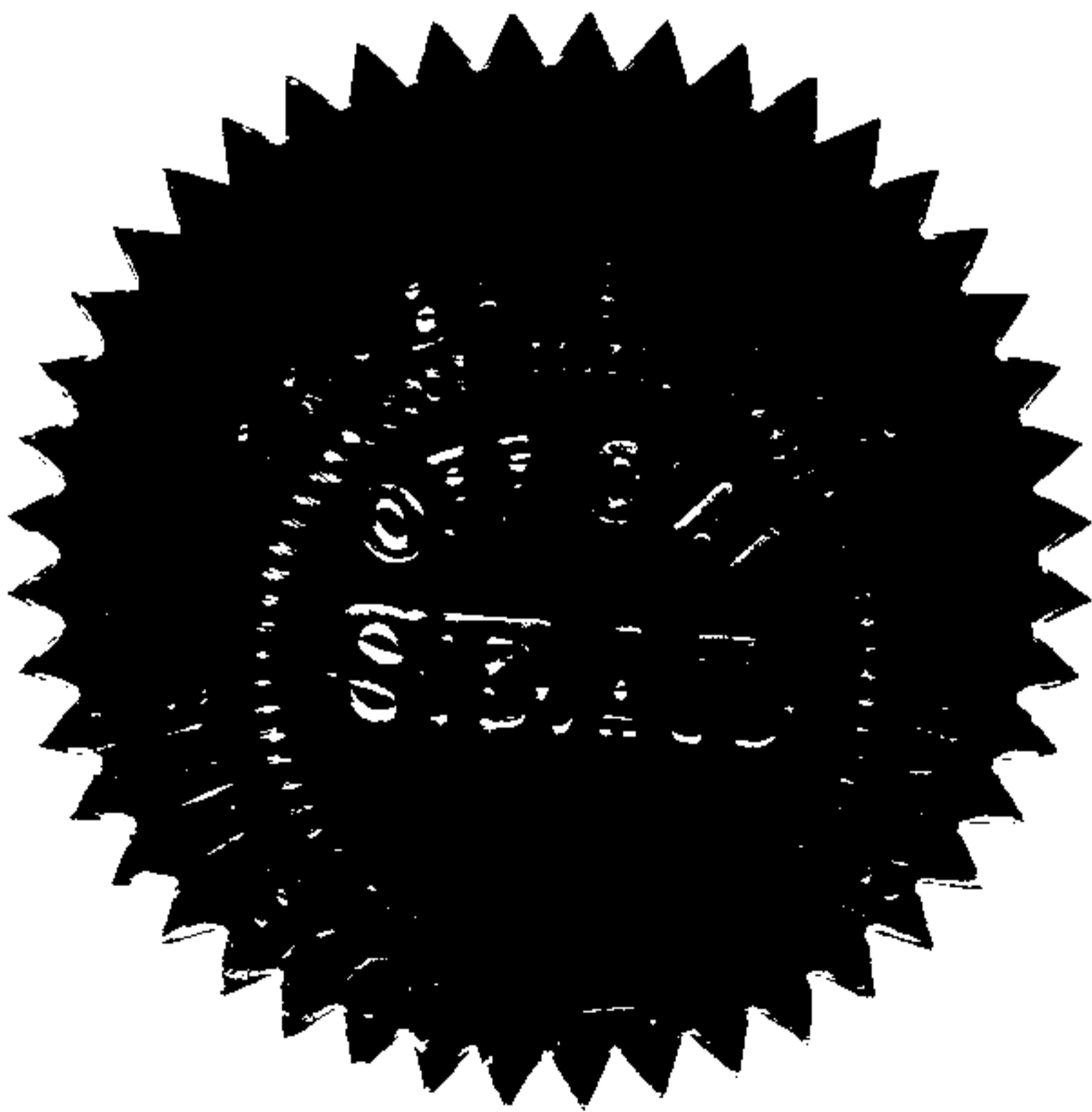
The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **SHELBY COUNTY ARTS COUNCIL, INC.** duly signed and verified pursuant to the provisions of Section Non Profit of the Alabama Business Corporation Act, have 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 **SHELBY COUNTY ARTS COUNCIL, INC.** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 6TH day of NOVEMBER, 2007

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate





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State of Alabama Shelby County

Certificate of Incorporation Amendment Of

SHELBY COUNTY ARTS COUNCIL

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **SHELBY COUNTY ARTS COUNCIL** 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 **SHELBY COUNTY ARTS COUNCIL** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 6TH day of NOVEMBER, 2007

Patricia Yeager Fuhrmeister

Patricia Yeager Fuhrmeister
Judge of Probate

