

**ARTICLES OF INCORPORATION  
OF  
DOULOS FOUNDATION**

The undersigned, acting as incorporator of a nonprofit corporation under the Alabama Nonprofit Corporation Act, adopts the following Articles of Incorporation for such nonprofit corporation.

**FIRST:** The name of the nonprofit corporation is Doulos Foundation (the "Nonprofit Corporation"). The period of duration for the Nonprofit Corporation is perpetual.

**SECOND:** The place in this State where the principal office of the Nonprofit Corporation is to be located is the City of Hoover, Shelby County, Alabama.

**THIRD:** The objects and purposes of the Nonprofit Corporation and the powers which it may exercise are as follows:

1. The Nonprofit Corporation is organized for the purpose of engaging in all charitable, scientific, literary or educational purposes in which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as said Code and regulations now exist or as they may hereafter be amended (or the corresponding provision of any subsequent federal tax law, said Code, regulations and subsequent federal tax laws, if any, being hereinafter referred to together as the "Code"), and to promote and advance such purposes by any activity in which a nonprofit corporation organized under the Alabama Nonprofit Corporation Act may engage, exclusively, either directly or by contributions to organizations qualifying as exempt organizations under Section 501(c)(3) of the Code, and to receive and maintain a fund or funds of real or personal property, or both, and to administer and apply the income and principal thereof, within the United States of America, for such purposes.

2. Without in any way limiting the foregoing purposes, to receive contributions and to make distributions of cash and property that qualify as "qualifying distributions," as defined in Section 4942(g) of the Code or that qualify as a "set-aside" as described in Section 4942(h) of the Code.

3. Subject to the Code, the Nonprofit Corporation shall possess and exercise all the powers and privileges granted by the Alabama Nonprofit Corporation Act (the "Act") or by any other law of the State of Alabama together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Nonprofit Corporation.

**FOURTH:** The Nonprofit Corporation will not have members as such term is used in Section 10-3A-26 of the Act.



**FIFTH:** The number of directors constituting the initial board of directors is three (3) and the names and addresses of the persons who are the initial board of directors of the Nonprofit Corporation are as follows:

NAME	ADDRESS
D. Wayne Myrick	Four Riverchase Ridge Hoover, Alabama 35244
M. Scott Gurosky	Four Riverchase Ridge Hoover, Alabama 35244
Paul J. Head	Four Riverchase Ridge Hoover, Alabama 35244

The number of directors constituting the board of directors of the Nonprofit Corporation thereafter shall be not less than three (3) and changes in the number of directors shall be as reflected in accordance with the Bylaws.

**SIXTH:** The members of the initial board of directors shall hold office until the first annual meeting of the directors and until their successors shall have been elected and qualified. Thereafter, the directors of the Nonprofit Corporation shall be elected in the manner and for the term specified in the Bylaws of the Nonprofit Corporation.

**SEVENTH:** No part of the net earnings of the Nonprofit Corporation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Nonprofit 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 Article Third hereof. No substantial part of the activities of the Nonprofit Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Nonprofit 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. Notwithstanding any other provision of these Articles, the Nonprofit 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.

**EIGHTH:** Upon the dissolution of the Nonprofit 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 so disposed of shall be disposed of by the District Court of the county in which the principal office of the Nonprofit Corporation 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.

**NINTH:** The address of the registered office of the Nonprofit Corporation is Four Riverchase Ridge, Hoover, Alabama 35244, and the name of its registered agent at such address is M. Scott Gurosky.

**TENTH:** The address of the initial incorporator is 3400 Wachovia Tower, 420 North Twentieth Street, Birmingham, Alabama 35203, and the name of the initial incorporator is C. Logan Hinkle.

**ELEVENTH:** The Nonprofit Corporation will not engage in any act of self-dealing as defined in Section 4941 of the Code, or corresponding section of any future federal tax code.

**TWELFTH:** The Nonprofit Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future federal tax code.

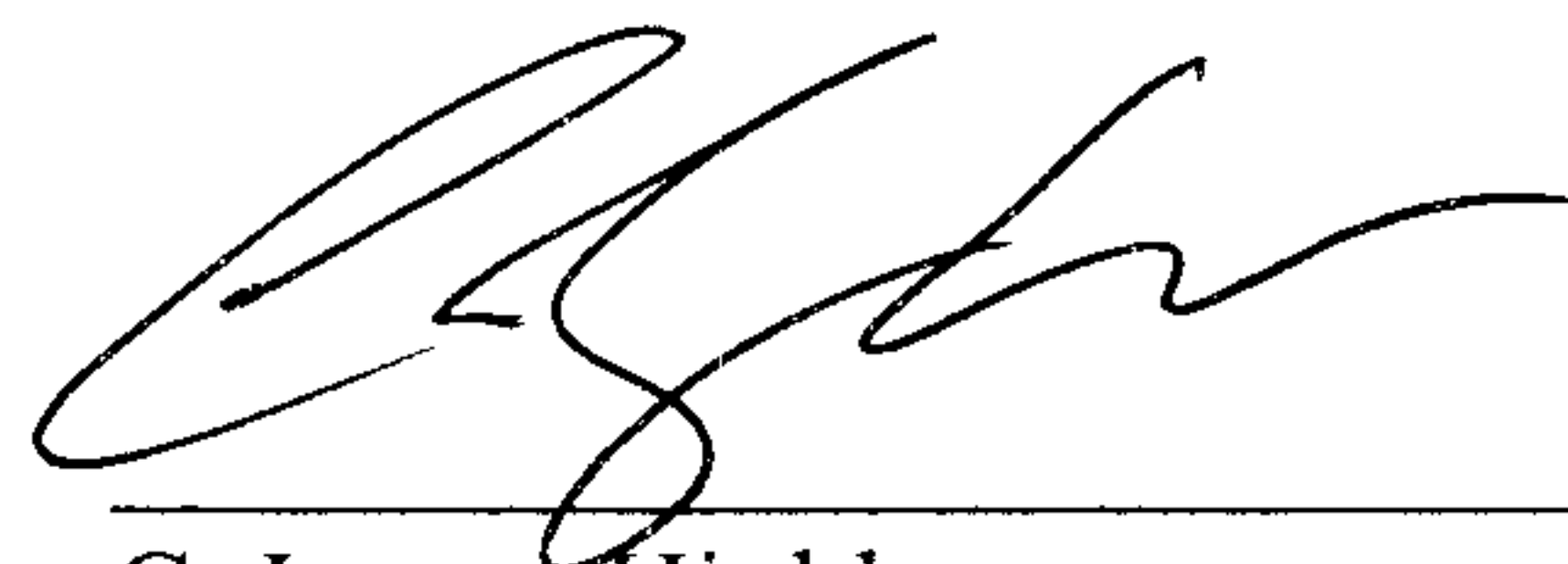
**THIRTEENTH:** The Nonprofit Corporation will not retain any excess business holdings as defined in Section 4943 of the Code, or corresponding section of any future federal tax code.

**FOURTEENTH:** The Nonprofit Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax code.

**FIFTEENTH:** The Nonprofit Corporation will not engage in any act that will jeopardize its status as a private foundation under the Code.

**IN WITNESS WHEREOF,** I have here unto subscribed my name this the 18th day of January, 2008.

**INCORPORATOR:**



C. Logan Hinkle

This document prepared by:

C. Logan Hinkle  
Burr & Forman LLP  
420 North 20th Street  
Suite 3400  
Birmingham, Alabama 35203  
(205) 458-5154



# State of Alabama Shelby County

## Certificate of Incorporation

### Of Doulos Foundation

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

Given under my hand and Official Seal on  
this the 18<sup>th</sup> day of January, 2008.

*Patricia Yeager Fuhrmeister*

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Patricia Yeager Fuhrmeister  
Judge of Probate

