

This Instrument was prepared by:
H.C. Ireland, III
Porterfield, Harper, Mills & Motlow, P.A.
22 Inverness Center Parkway
Suite 600
Birmingham, Alabama 35242-4821

ARTICLES OF INCORPORATION
OF
OAK MOUNTAIN RUNNERS CLUB, INC.

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

We, the undersigned incorporators, being natural persons over the age of nineteen (19) years, for the purpose of forming a non-profit corporation pursuant to the provisions of the Alabama Nonprofit Corporation Act, Section 10-3A-1, *et seq. Code of Alabama*, do hereby certify as follows:

ARTICLE I - NAME

The name of the Corporation is: **OAK MOUNTAIN RUNNERS CLUB, INC.**

ARTICLE II - DURATION

The period of duration of the corporation shall be perpetual.

ARTICLE III - STATUS

The corporation is a nonprofit corporation and is not organized for the private gain of any person.

ARTICLE IV - STOCK

This corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members of the corporation.

ARTICLE V - MEMBERS

The members of the corporation shall be open to all individuals interested in promoting the sport of running in North Shelby County as well as individuals interested in supporting the running program of the Oak Mountain Schools. The active members of the Oak Mountain Runners Club, Inc. shall be defined by the Bylaws, which shall also outline applicable dues and

voting rights. The members shall not be personally liable for the debts of the corporation.

ARTICLE VI - PURPOSE

The purpose or purposes for which the Corporation is organized shall include but is not limited to the purposes established and stated in the "Alabama Non-Profit Corporation Act", Section 10-3A-20 of the Code of Alabama. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended, including for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue Law). Specifically, without waiving the generality stated above, the purposes of the Oak Mountain Runners Club, Inc. are:

- a. To assist with the running programs of the Oak Mountain Schools (i.e., Oak Mountain High School and Oak Mountain Middle School) by providing volunteers, fundraising opportunities and opportunities for students to compete in non-school competitions.
- b. To organize and promote group running opportunities for residents of North Shelby County.
- c. To provide information on the general spirit of running and to otherwise advance the sport of running to residents of North Shelby County.
- d. To provide opportunities for the coaches and students of the Oak Mountain Schools to participate in training opportunities to better the running programs of the Oak Mountain Schools.
- e. To solicit, receive and provide funds to the running programs of the Oak Mountain Schools and to provide instruction and training of coaches and students of the Oak Mountain Schools and improving their capability as to continue a tradition of

excellence.

- f. To serve as a community resource to assist with the running events scheduled at or by the Oak Mountain Schools.
- g. To promote and encourage long distance running and the education of the public to its benefits.
- h. To hold championships, races on the road or track, lectures, fun runs, other education activities, demonstrations, clinics and social events; to print and publish books, magazines and newsletters; make awards; and do all such other things as may be conducive to the encouragement of running.
- i. To publicize by appropriate means the benefits of long distance running as a means of physical fitness.

ARTICLE VII - POWERS

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

- 1. 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.
- 2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purpose of the corporation may require, subject to such limitations as may be prescribed by law.
- 3. To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debenture, promissory notes, bills of exchange, and other obligations of the corporation for moneys 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.

4. 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(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

5. 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 their 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 Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or a 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.

6. 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 this certificate, 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 under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section

170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII - DIRECTORS

- a. The number of Directors constituting the initial Board of Directors shall be four (4). Thereafter, the number of Directors shall be fixed in the manner provided in the Bylaws, and may be increased or decreased from time to time by amendment to, or in the manner provided in, the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director.
- b. The initial Board of Directors shall be composed of the following four (4) positions: President, Vice President, Secretary, and Treasurer. If, at any time, the titles of these officers shall be changed, the persons holding the corresponding offices shall continue to serve as Directors.
- c. The names and designated positions, if any, of the four persons who shall constitute the initial Board of Directors, and who do, hereby adopt these Articles of Incorporation, herein, are:

President: Dom Sutton
Vice President: Brian Jones
Secretary: Gen Williamson
Treasurer: Donna Peacock

- d. The Board of Directors shall be elected each year by the active members at an annual meeting on a date to be set by the Board of Directors with proper notice to the members. Only adult members, over twenty-one (21) years of age who have paid their annual membership dues are eligible to participate in the meeting and vote on the Board of Directors. The Bylaws may provide for certain Ex Officio members in addition to the elected members. The Bylaws may also impose requirements on Board Members to be members of affiliated organizations.
- e. The management of the business and affairs of the corporation shall be vested in its Board of Directors. The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by these Articles of Incorporation,

- or Bylaws to be hereafter adopted, and any amendments to the foregoing.
- f. The Board of Directors shall adopt Bylaws for the management, regulation, and control of the affairs, property and the operation of the corporation, provided, however, the said Bylaws shall not be inconsistent with the Articles of Incorporation of this corporation or the laws of the State of Alabama. 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.
 - g. The directors may waive, in writing, any requirement under the laws of the State of Alabama (where the laws permit such waiver) for the holding of a formal meeting with respect to any business to be transacted by this corporation, and may transact the business of the corporation by resolution executed or consented to in writing by all of the directors without the formality of a meeting, which resolution when so executed or consented to shall be valid and binding on this corporation in the same manner as if a meeting had been called with respect to such action and notice issued, as provided by the laws of the State of Alabama.

ARTICLE IX - POWERS OF THE BOARD OF DIRECTORS:

- a. Powers: Except as may be otherwise provided by law or in these Articles of Incorporation, all corporate powers of the Corporation shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under, the Board of Directors. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors shall have the following powers:
 - 1) The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the members, or either of them, provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw establishing what constitutes a quorum of a members' meetings or which was adopted by the members and specifically provides that it cannot be altered, amended or repealed solely by the action of the Board of Directors.
 - 2) To take any action required or permitted to be taken by the Board of Directors at a meeting without a meeting if consent in writing, setting forth the action so taken, is signed by all of the Directors.

The Corporation may, in its bylaws, confer powers upon its Board of Directors in addition to the powers and authorities expressly conferred upon Directors by statute.

- b. Conflicts of Interest: No contract or other transaction between this Corporation and any other person, firm, association or corporation and no other act of this Corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the Directors of the Corporation are, directly or indirectly, pecuniarily or otherwise interested in such contract, transaction or other act, related to or interested in (either as Director, officer, employee, member or otherwise) such person, firm, association or corporation. Any Director of the Corporation individually, or any firm or association of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he, individually, or such firm or association is so interested, shall be so disclosed or known. Any Director of this Corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the Board of Directors, or of such committee, at which action upon any such contract, transaction or act shall be taken, and may vote thereat with respect to such action with like force and effect as if he were not so related or interested. Any Director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a Director of such subsidiary or affiliated corporation.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the Corporation and the name of its initial registered agent at such address is as follows:

Dom Sutton
1211 Eagle Park Rd
Birmingham AL 35242

ARTICLE XI - BY-LAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors.

Thereafter, the Bylaws may be altered, amended or repealed by either the members or the Board of Directors, but no bylaw adopted by the members shall be altered, amended or repealed, directly or indirectly, by the Board of Directors if the bylaw so states.

ARTICLE XII - OPERATION OF INTERNAL AFFAIRS:

a. No part of the net earnings of the Corporation shall be used to the benefit of, or be distributable to, its members, trusts, officers, or other private persons. No 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

b. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation, exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Service Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Court of competent jurisdiction of the county in which the principal office of the 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.

ARTICLE XIII - INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

a. Subject to the provisions of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the Corporation as a Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

b. Subject to the provisions of this Article, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was serving at the request of the Corporation as a Director, officer, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

c. To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonable incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

d. Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this Article 12. Such determination shall be made (1) by the board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

e. Expenses (including attorney's fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit, or proceeding as authorized in the manner provided in this Article upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if, and to the extent that it shall be ultimately determined that, he is not entitled to be indemnified by the Corporation as authorized in this Article.

f. The indemnification authorized by this Article shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of these Articles of Incorporation, Bylaw, agreement, vote of members or disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and administrators of such a person.

g. The Corporation shall have power to purchase and maintain insurance on behalf of

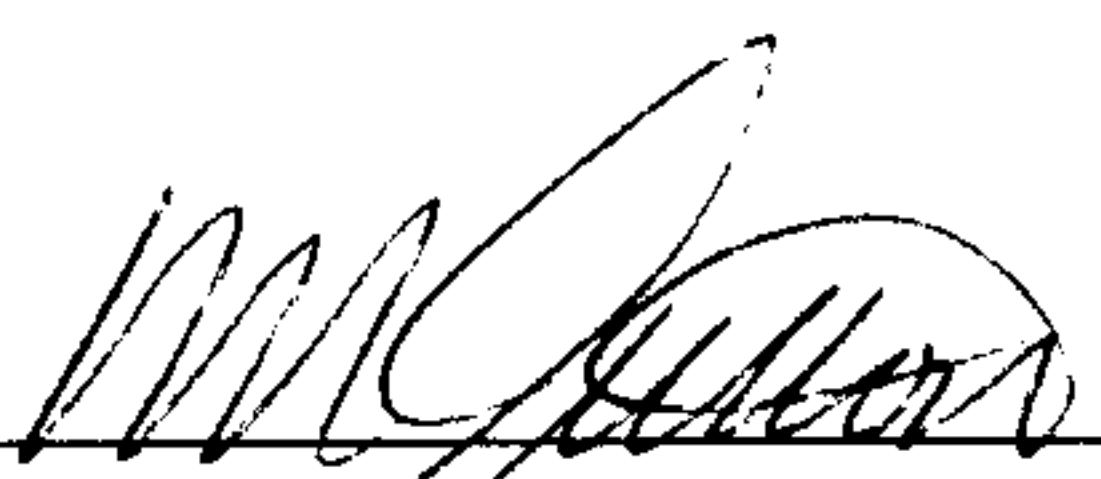
any person who is or was a Director, officer, employee or agent of the Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XIV - AMENDMENT

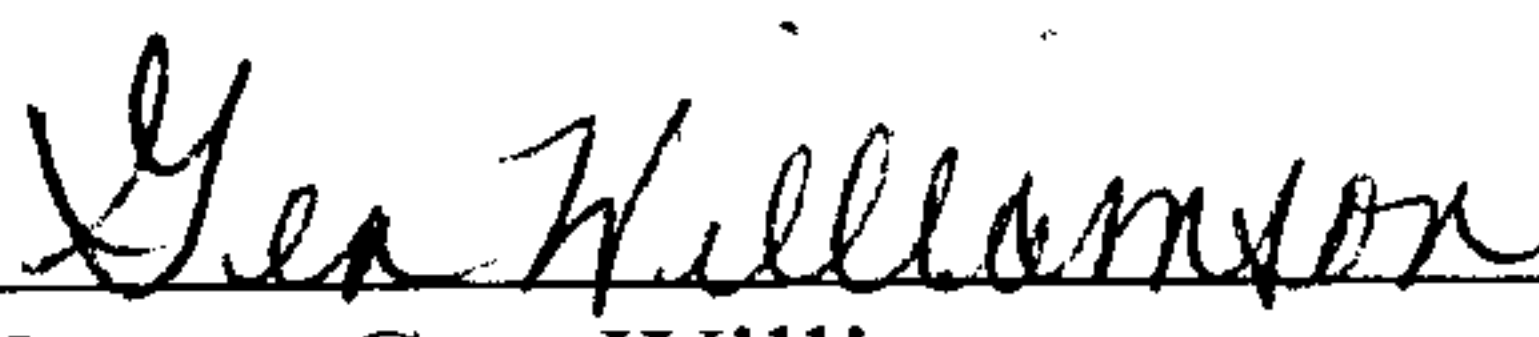
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors and members herein are granted subject to this reservation.

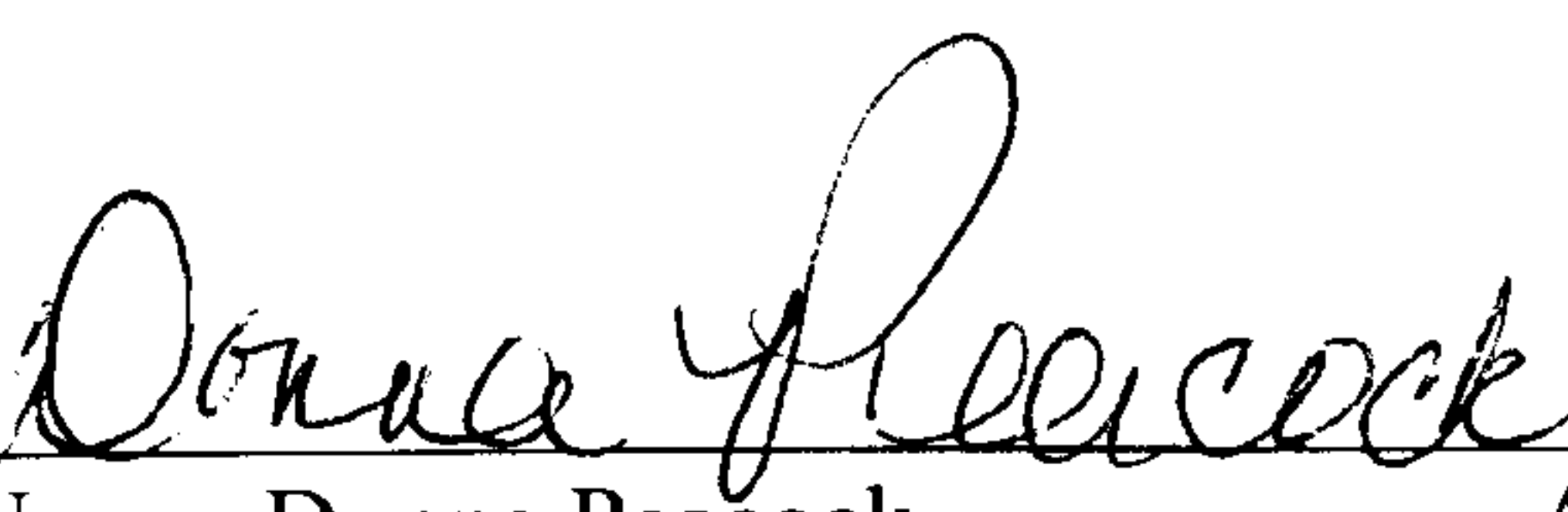
IN WITNESS WHEREOF, the undersigned Incorporators have hereunto subscribed their name of these Articles of Incorporation on the 18 day of July, 2008.

OAK MOUNTAIN RUNNERS CLUB, INC.

 1211 EAGLE PARK RD Birmingham, AL 35242
Name: Don Sutton Address City/State/Zip

 5172 JAMESWOOD LN Birmingham, AL ³⁵²⁴⁴ ~~35242~~
Name: Brian Jones Address City/State/Zip

 Birmingham, AL 35242
Name: Gen Williamson Address City/State/Zip

 3069 Brookhill Dr. Birmingham, AL 35242
Name: Donna Peacock Address City/State/Zip

20080725000301350 12/12 \$50.00
Shelby Cnty Judge of Probate, AL
07/25/2008 03:15:52PM FILED/CERT

State of Alabama
Shelby County

Certificate of Corporation

Of

OAK MOUNTAIN RUNNERS CLUB, INC.

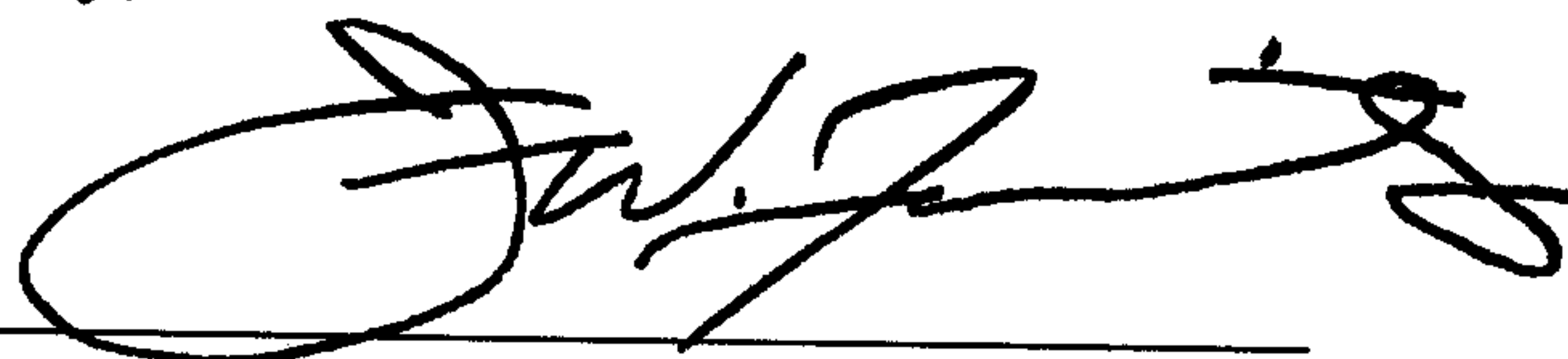
The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **OAK MOUNTAIN RUNNERS CLUB, INC.**

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 him by law, hereby issues this Certificate of Incorporation of **OAK MOUNTAIN RUNNERS CLUB, INC.**

and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official
Seal on this the 25TH day of
July, 2008



James W. Fuhrmeister
Judge of Probate

