

**ARTICLES OF INCORPORATION  
OF THE  
Alabama Storytelling Association, Inc.**

The undersigned, acting as incorporator of a nonprofit corporation, to wit:  
Alabama Storytelling Association, Inc. under the Code of Alabama, adopts the following  
Articles of Incorporation of such nonprofit corporation:

FIRST: The Name of the Corporation shall be:

Alabama Storytelling Association, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the Corporation is formed are:

1. The Corporation is organized exclusively for charitable, educational, and cultural purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically:
  - a. To receive and administer funds for such charitable, educational, and cultural purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any as may be imposed by law;
  - b. To sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received;
  - c. To receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devised of any such property shall be received and accepted if it is conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt

organization” or for other than “exempt purposes” within the meaning of Section 501 ( c ) (3) of the Internal Revenue Code of 1986, as now in force or later amended.

- d. To receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and
  - e. In general, to exercise any, all an every power for which a nonprofit corporation organized under the applicable provisions of the Code of Alabama for charitable, educational, and cultural purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, it 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 the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except that, if the Corporation so elects, it may make such expenditures in conformity with Section 501 (h) of the Internal Revenue Code), and the Corporation shall not participate in or intervene in (including publishing or distributions of statements) any political campaign or behalf of, or in opposition to, 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 1986 (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 1986 ( or the corresponding provisions of any future Untied States Internal Revenue Law).
3. Included among the charitable, educational and cultural purposes for which the Corporation is organized, as qualified and limited by subparagraphs 1 and 2 of this Article Third are the following: The Corporation will be established as a Section 501 ( c ) (3) to promote the educational and cultural opportunities in Alabama and facilitate cooperation among public, private, nonprofit and governmental entities to create facilities that will promote cultural



opportunities, with a particular emphasis on the Form and Art of Storytelling, and all other arts, and education for Alabama's people, leveraging all funding opportunities for the Art of Storytelling, the development of individual artist skills in storytelling and provision of unique displays and opportunities concerning the art of storytelling.

4. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid object or purposes of any art or parts thereof, provided the same are not inconsistent with the laws under which this Corporation is organized.

FOURTH: There is one class of members, unless otherwise modified, as set forth in the Bylaws of the Corporation.

FIFTH: The location and mailing address of the initial registered office of the Corporation is: 1900 Indian Lake Drive, Birmingham, Alabama 35244 and the name of its initial registered agent at such address is: Henry E. Lagman.

SIXTH: A Board of Directors, the number of members of which shall not be less than three; shall manage the affairs of the Corporation and the exact number shall be fixed by the Bylaws of the Corporation. At or before each annual meeting of the Directors, they shall appoint such Directors to manage the affairs of the Corporation for the ensuing year or until their successors are duly appointed as provided for in the Bylaws; and those Directors shall be appointed for nominations submitted pursuant to the provisions of the Bylaws. The names, addresses, and respective tenures of the persons who are to serve as initial Directors until replaced are:

<u>Name</u>	<u>Address</u>	<u>Tenure</u>
Bruce Walker	123 Walker Avenue Huntsville, Alabama 35801	Interim
Pamula Spivey	117 College Ave Boaz, Alabama 35957	Interim
Henry E. Lagman	1900 Indian Lake Drive Birmingham, Alabama 35244	Interim

SEVENTH: The powers of this Corporation shall include all those provided by law for such nonprofit corporations within the meaning of all Alabama Statutes

and codes that are applicable, and shall have all the powers and privileges under such applicable State of Alabama statutes or codes which now or hereinafter may be vested in similar corporations.

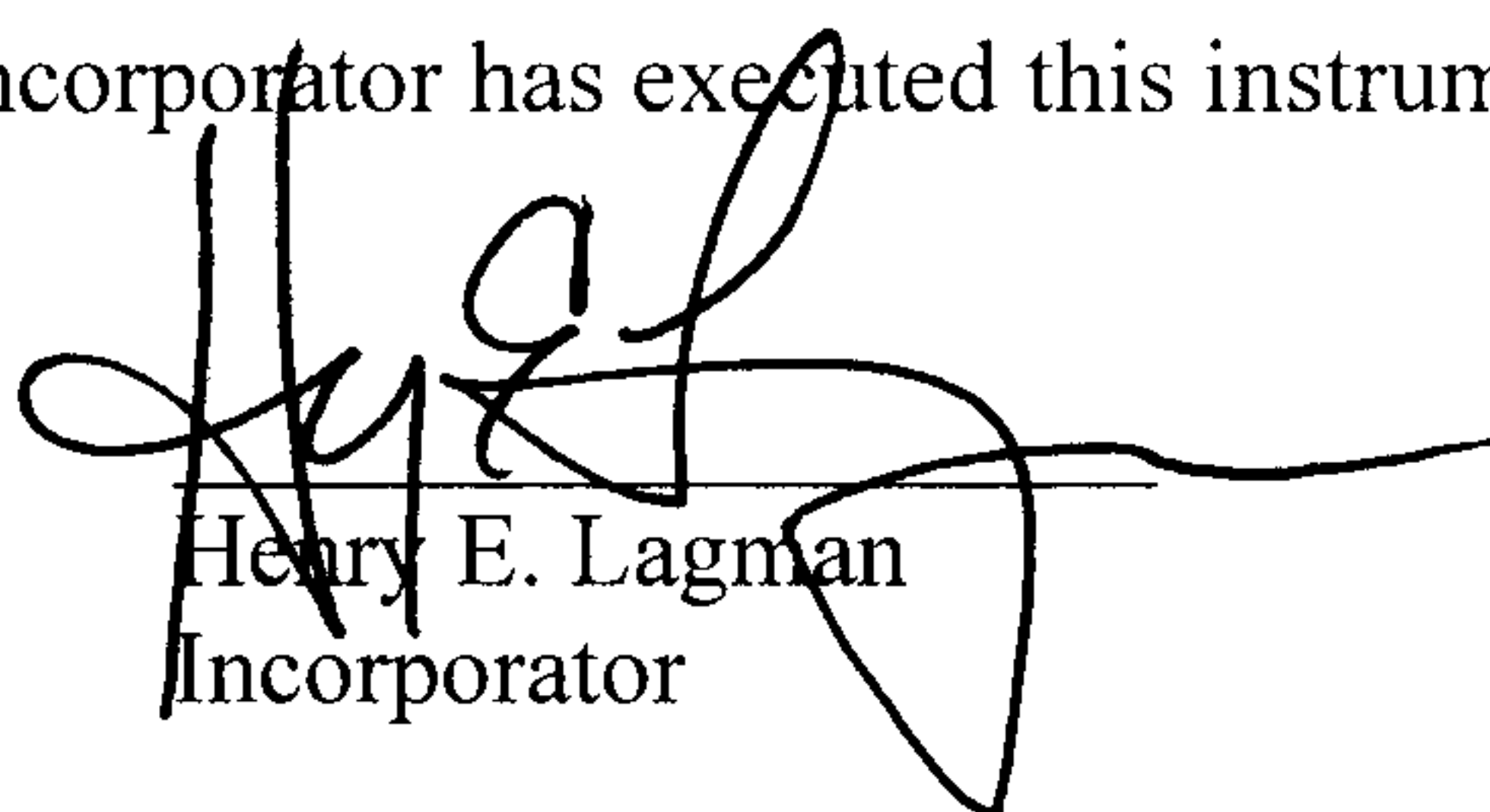
EIGHTH: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes with the meaning of Section 501 ( c ) ( 3 ) and Section 170( c ) ( 2 ) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed by the Circuit Court of the count in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the Corporation.

NINTH: The Corporation may by it Bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same are not inconsistent with these Articles of Incorporation nor contrary to the laws of the State or of the United States.

TENTH: The name and address of the incorporator is:

Henry E. Lagman  
Attorney at Law  
1900 Indian Lake Drive  
Birmingham, Alabama 35244

IN WITNESS WHEREOF, the incorporator has executed this instrument on this the 6<sup>th</sup> day of February 2009.

  
Henry E. Lagman  
Incorporator

This instrument was prepared by:

Henry E. Lagman  
Attorney at Law  
1900 Indian Lake Drive  
Birmingham, Alabama 35244  
(205) 987-2005



# State of Alabama Shelby County

## Certificate of Corporation

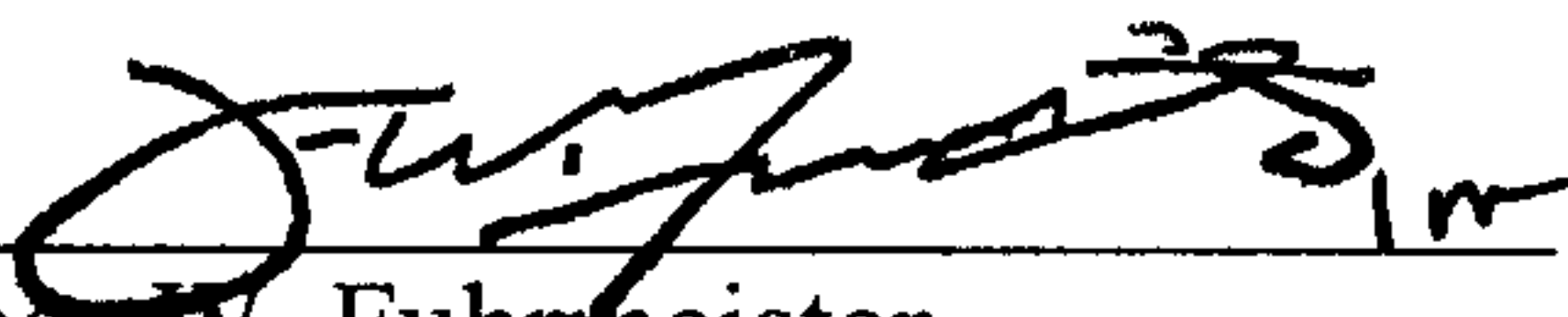
Of

### ALABAMA STORYTELLING ASSOCIATION, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of ALABAMA STORYTELLING ASSOCIATION, 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 ALABAMA STORYTELLING ASSOCIATION, 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 February, 2009

  
James W. Fuhrmeister  
Judge of Probate

