

This Instrument was prepared by:
Wm. Randall May
Allison, May & Kimbrough, LLC
1300 Corporate Drive
Birmingham, Alabama 35242

ARTICLES OF INCORPORATION
OF
PAWS FOR CAUSE SOCIETY, INC.

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

We, the undersigned directors and incorporators:

NAME	ADDRESS	CITY, STATE, ZIP
1. H. Heath Henderson	420 N. 20 th Street	Birmingham, AL 35203
2. Benjamin W. Smith, III	3467 Brent Drive	Birmingham, AL 35243
3. Martha Lewis	P.O. Box 6	Montevallo, AL 35115
4. Jacqui Sweet	505 N. 20 th Street	Birmingham, AL 35203
5. Chris Wilder	123 Airpark Industrial Dr.	Alabaster, AL 35007
6. Thomas L. Wilder, Jr.	605 Richard Arrington Blvd. N.	Birmingham, AL 35203
7. Cody Sumners	P.O. Box 1095	Columbiana, AL 35051
8. Bill Wilson	716 South 30 th Street	Birmingham, AL 35233
9. Leah Anne Lowe	P.O. Box 1910	Columbiana, AL 35051

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:

- 1) NAME: The name of the Corporation is:

PAWS FOR CAUSE SOCIETY, INC.

- 2) DURATION: The period of duration of the corporation shall be perpetual.
- 3) STATUS: The Corporation is a nonprofit charitable corporation and is not organized for the private gain of any person.
- 4) NONSTOCK CORPORATION: This Corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members of the corporation.
- 5) MEMBERS: The members of the Corporation shall be the active members of the Corporation. The Board of Directors of the Corporation shall determine the qualification(s) for active member status. The members shall not be personally liable for the debts of the Corporation.

6) PURPOSES: 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. Additional and/or specific purposes shall be:

a. The primary purpose of the Corporation is to solicit, collect and/or otherwise raise funds for local humane societies.

b. To acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise, and to hold, enjoy, possess, rent, lease and sell lands or any interest therein as may be deemed to the interest of the corporation; to acquire by option, purchase, gift, grant, bequest, transfer or otherwise, and to hold, possess, pledge as security, sell, transfer or in any manner dispose of personal property or chose in action of any class or description whatsoever; to retain any property, investments or securities originally received by the corporation or thereafter acquired by it, so long as the Directors of the corporation shall consider the retention thereof desirable; to invest and re-invest any and all funds coming into the hands of the corporation, on any account whatsoever, in such property, investments or securities, as the Directors of the corporation may, in the discretion of the Directors, deem advisable, however doubtful or hazardous or limited the description or nature of any property, investments or securities so retained may be whether or not the same may be currently producing income and whether or not the same are, or may be such as are authorized or deemed proper for investment of trust funds under the Constitution or laws of the State of Alabama or of the United States, to register any shares of stock, certificates of interest, bonds, or other securities of any corporation, trust, or association, or any chose in action, in the name of any nominee; to convert real property owned by the corporation into personal property and personal property into real property; to improve or cause or permit real property to be improved and to abandon any property which the Directors of the corporation deem to be without substantial value, to manage and control any shares of stock, certificates of interest, bonds, or other securities of any corporation, trust or association at any time acquired in any way by this corporation and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease or other disposition of the properties of any such corporation, trust, or association the securities of which are held by this corporation and as owner thereof to vote any security of any corporation, trust, or association held by this corporation at any meetings of the holders of the same class of security of the issuing entity and generally in all respects to exercise all of the rights of ownership therein.

c. To employ the services of one or more banks having trust powers, or other agent, to perform all or any part of the powers granted by the preceding paragraph (b) and such other duties of the corporation as the directors deem appropriate on such terms and under such contractual arrangements as the directors may deem proper.

d. To do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all of the foregoing object and purposes or which maybe necessary or appropriate for the carrying out and accomplishment of any and all of the foregoing objects and purposes,

and to have and exercise all rights and powers now conferred or which may hereafter be conferred on non-profit corporation, under the Laws of the State of Alabama.

e. Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or of the net earnings of the Corporation shall at any time be used to the benefit of any member, officer, director or other individual except for the reimbursement to officers or directors for actual expenses incurred in the carrying out of their official duties, and for the payment of salaries to any person who may be employed by said corporation for the purpose of enabling the corporation to carry out the purposes herein described and except for those persons receiving gifts or loans under the provisions of paragraph (b) and (c) above. Nor shall any part of the assets or earnings of the corporation be applied to activities in carrying on propaganda or in attempting to influence legislation.

7) **DIRECTORS:**

a. The number of Directors constituting the initial Board of Directors shall be nine (9). 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 Board of Directors shall be composed of the following 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 serve as Directors.

c. The names and designated positions, if any, of the two persons who shall constitute the initial Board of Directors, and who do, hereby adopt these Articles of Incorporation, herein, are:

President:	H. Heath Henderson
Vice President:	Jacqui Sweet
Secretary:	Martha Lewis
Treasurer:	Benjamin W. Smith, III

d. The officers/directors composing the Board of Directors shall be elected by the procedure established in the Bylaws.

8) **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, shareholder, 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.

- 9) 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:

Benjamin W. Smith, III
3467 Brent Drive
Birmingham, Alabama 35243

- 10) 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.

- 11) 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, 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 purposes set forth in Item 6 hereof. 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.

12) INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS:

a. Subject to the provisions of Article 12 (d) below, 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 preceding, had reasonable cause to believe that his conduct was unlawful.

b. Subject to the provisions of Article 12 (d) below, 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 Article 12 (a) and (b) above, 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 Article 12 (a) and (b) above (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 Article 12 (a) and (b) above. 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, quit 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 Article 12 (d) above 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 12.

f. The indemnification authorized by this Article 12 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,

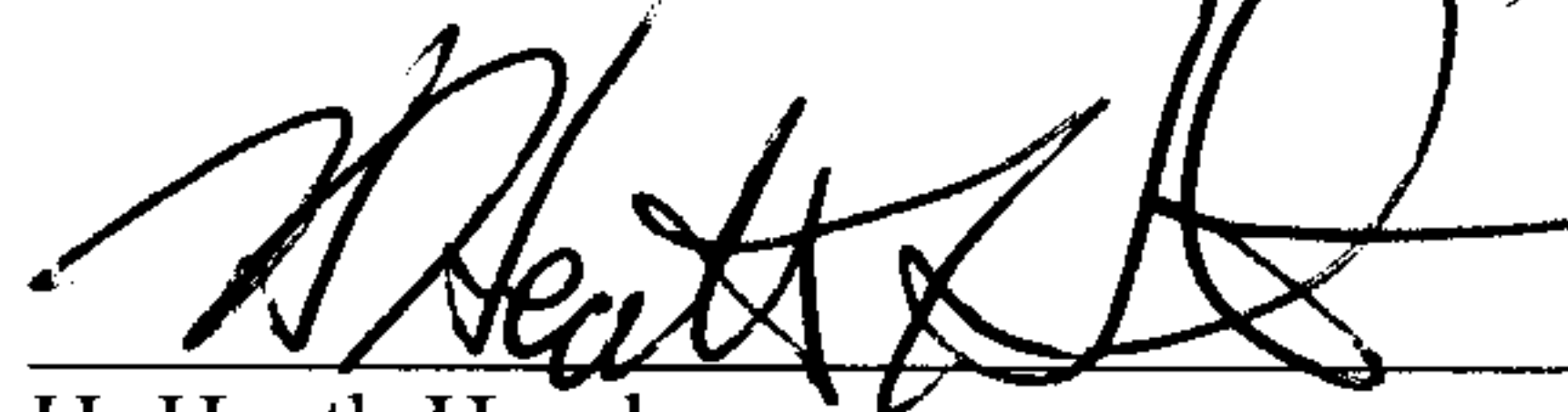
provisions of these Articles of Incorporation, Bylaw, agreement, vote of members or disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, 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 12.

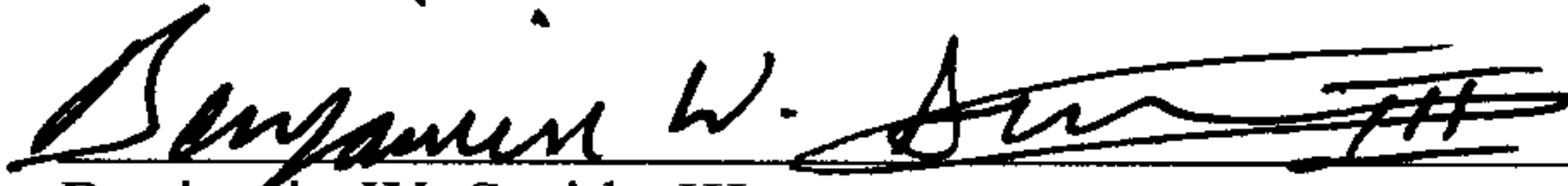
- 13) AMENDMENT: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors and members herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto subscribed their name of these Articles of Incorporation on the 8th day of APRIL, 2009.

PAWS FOR CAUSE SOCIETY, INC.



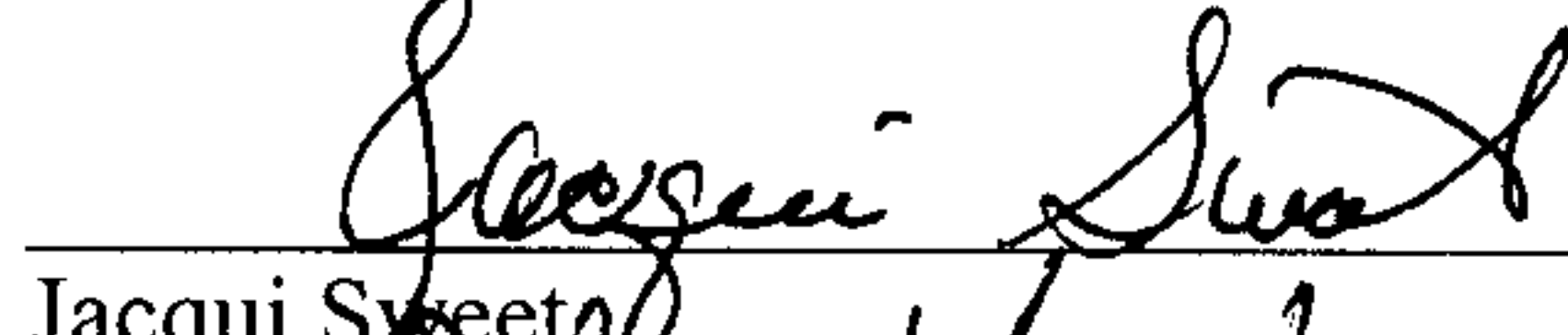
H. Heath Henderson



Benjamin W. Smith, III



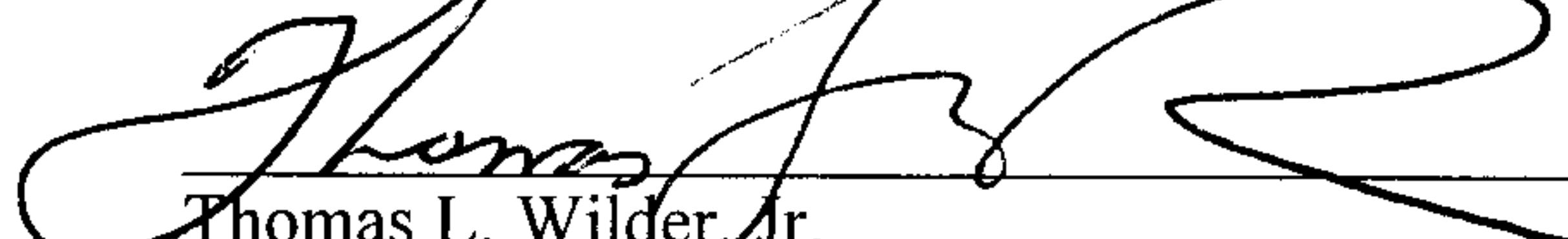
Martha Lewis



Jacqui Sweet



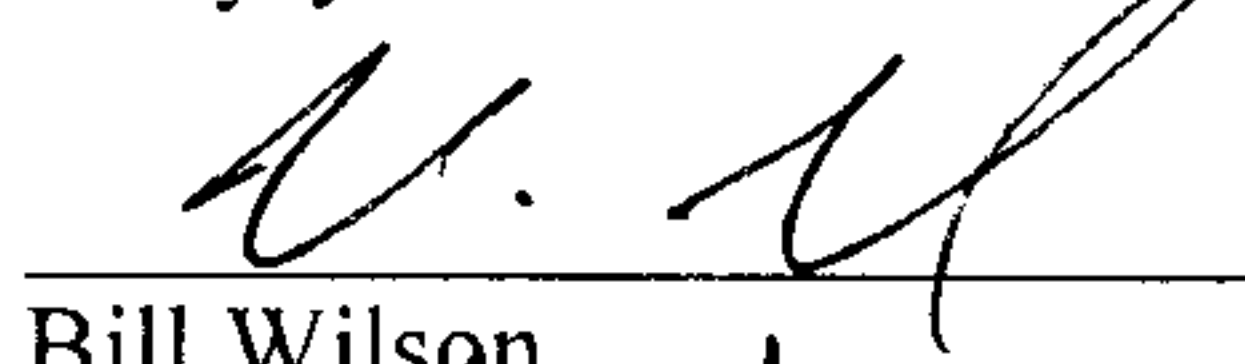
Chris Wilder



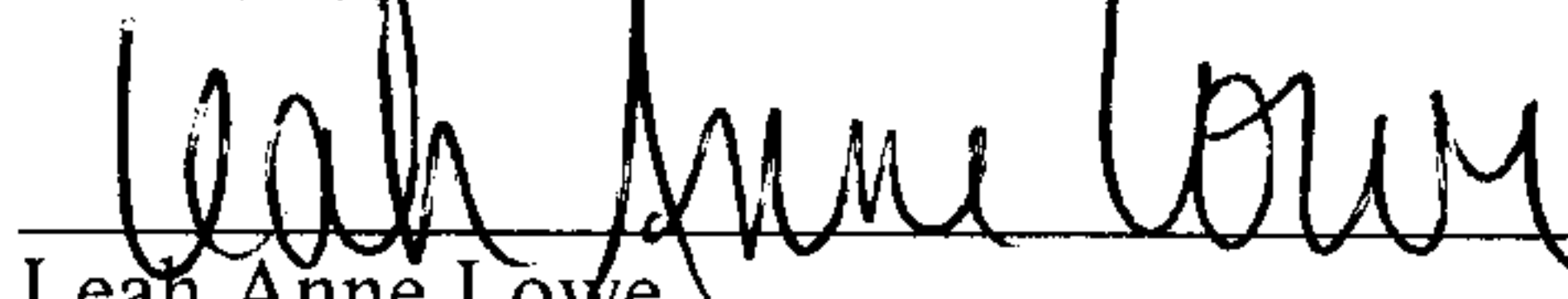
Thomas L. Wilder, Jr.



Cody Sumners



Bill Wilson



Leah Anne Lowe

State of Alabama Shelby County

Certificate of Corporation

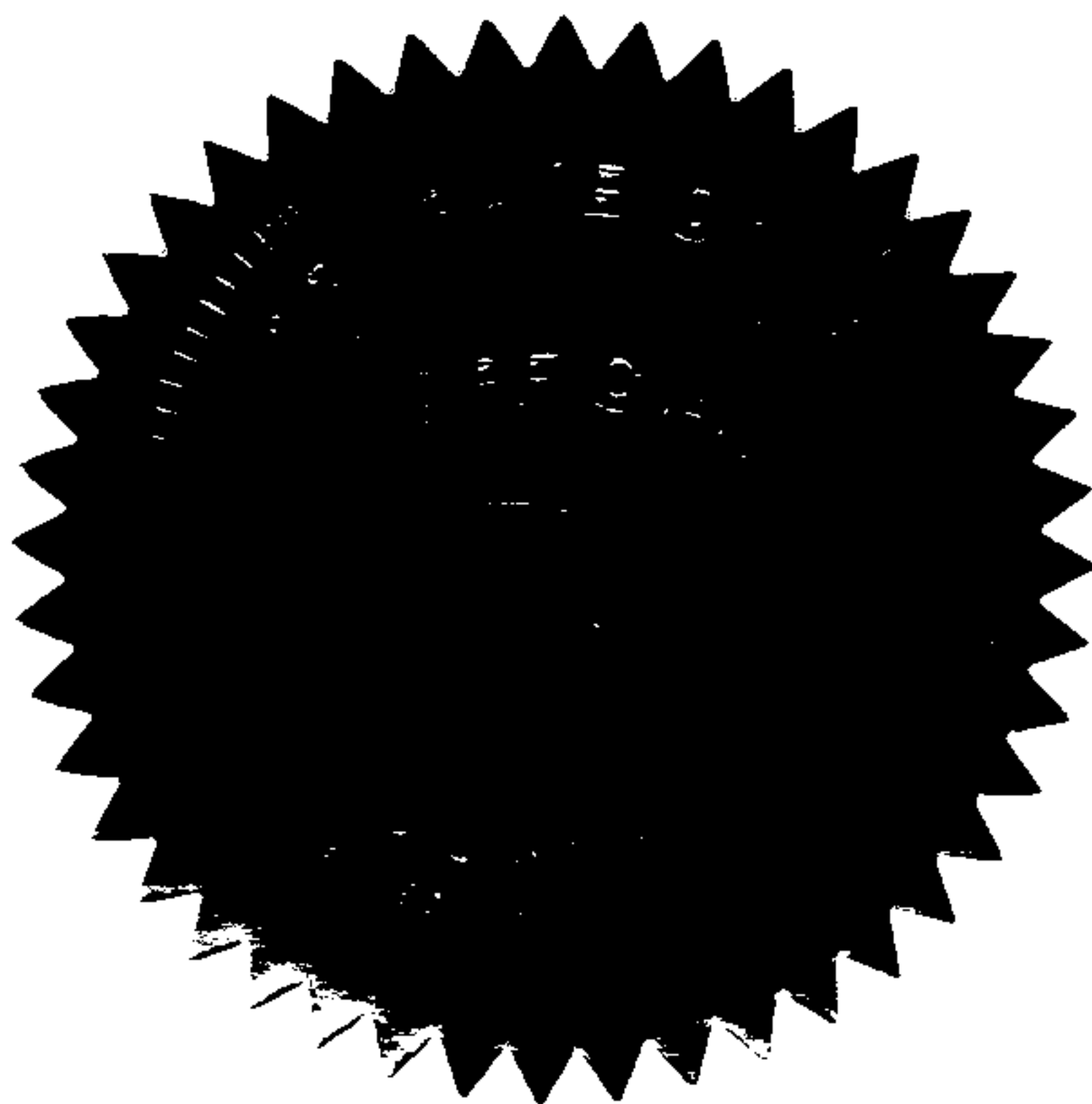
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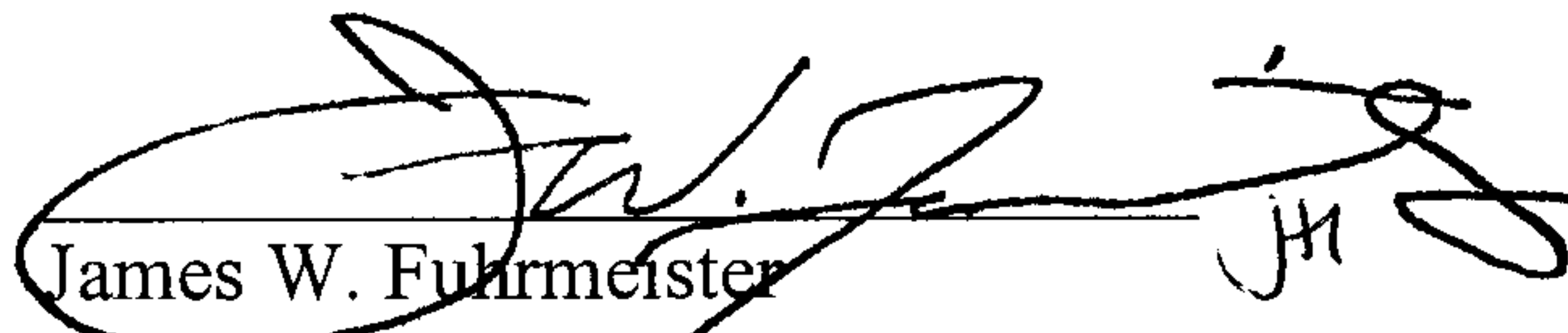
PAWS FOR CAUSE SOCIETY INC

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of PAWS FOR CAUSE SOCIETY 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 PAWS FOR CAUSE SOCIETY 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, 2009




James W. Fuhrmeister
Judge of Probate