

STATE OF ALABAMA

DOMESTIC NON-PROFIT CORPORATION

STATEMENT OF CHANGE OF REGISTERED AGENT OR
REGISTERED OFFICE OR BOTH



20090505000166890 1/4 \$15.00
Shelby Cnty Judge of Probate, AL
05/05/2009 03:16:27 PM FILED/CERT

FILING INSTRUCTIONS: PLEASE TYPE. FILE THIS DOCUMENT WITH THE JUDGE OF PROBATE IN THE COUNTY WHERE THE NON-PROFIT CORPORATION'S ARTICLES OF INCORPORATION ARE FILED. THE JUDGE OF PROBATE'S MINIMUM FILING FEE IS \$5. THE SECRETARY OF STATE'S FILING FEE IS \$5.

PURSUANT TO THE PROVISIONS OF SECTION 10-3A-24 OF THE ALABAMA NON-PROFIT CORPORATION ACT, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT FOR THE PURPOSE OF CHANGING ITS REGISTERED AGENT, ITS REGISTERED OFFICE, OR BOTH IN THE STATE OF ALABAMA.

1. The name of the corporation:

Giving Hands, Inc.

2. The name of the **present** registered agent:

Wendy C. Mitchell

3. The street address of the **present** registered office:

3679 Cahaba Beach Road, Birmingham AL 35242

4. The name of its **successor** registered agent:

Wendy C. Mitchell

5. The **street address (NO PO BOX)** to which the registered office is to be changed (**street address of registered agent and registered office must be identical**):

3679 Cahaba Beach Road, Birmingham AL 35242
Street Number, Street Name City, State and Zip Code

6. Such change was authorized by resolution duly adopted by its board of directors.

7. Date: April 1, 2009

Giving Hands, Inc.
Name of Corporation

Wendy C. Mitchell
Signature of President or Vice President

Wendy C. Mitchell, Executive Director
Type or Print Corporate Officer's Name and Title

ARTICLES OF INCORPORATION GIVING HANDS, INC.

We, the undersigned incorporator(s), (a) natural person(s) 18 years of age or older, in order to form a corporate entity under the laws of the State of Alabama, adopt(s) the following articles of incorporation.

ARTICLE I NAME/REGISTERED OFFICE

The name of this corporation shall be: Giving Hands, Inc. The corporation's registered office is located at: 3679 Cahaba Beach Road, Birmingham, Alabama 35242. The corporation's registered agent is Wendy C. Mitchell.

ARTICLE II PURPOSE

This corporation is organized exclusively for charitable and scientific research purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the purpose of the corporation shall be to provide any service which is legal in the State of Alabama. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members!!], or guarantee to any person the payment of a loan by an officer or director of this corporation.



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ARTICLE IV DIRECTORS/MEMBERS

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

Wendy Mitchell 3679 Cahaba Beach Road, Birmingham, AL 35242

Robert J. Mitchell, Jr. 3679 Cahaba Beach Road, Birmingham, AL 35242

ARTICLE V DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VI DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 a 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 VII INCORPORATOR

The incorporators of this corporation are: Wendy Chatham Mitchell and Robert J. Mitchell, Jr. at 3679 Cahaba Beach Road, Birmingham, AL 35242. The undersigned incorporators certify both that they execute these Articles for the purposes herein stated, and that by such execution, they affirm the understanding that should any of the information in these Articles be intentionally or knowingly misstated, they are subject to the criminal penalties for perjury set forth in the laws of the State of Alabama as if this document had been executed under oath.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto subscribed their names on this the 1 day of April, 2009 at Birmingham, Alabama.


Wendy Chatham Mitchell, Incorporator


Robert J. Mitchell, Jr., Incorporator

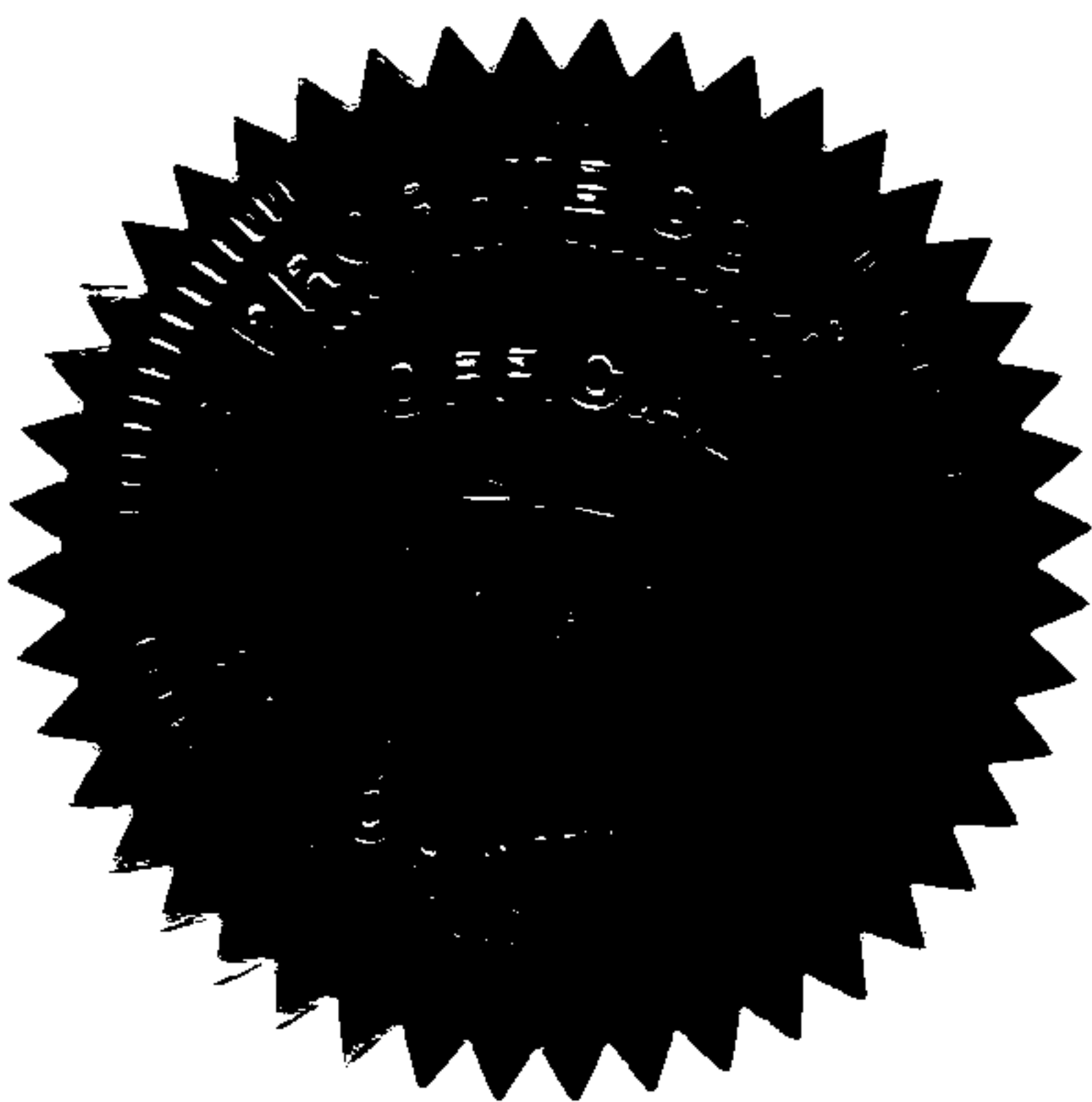

Witness

State of Alabama Shelby County

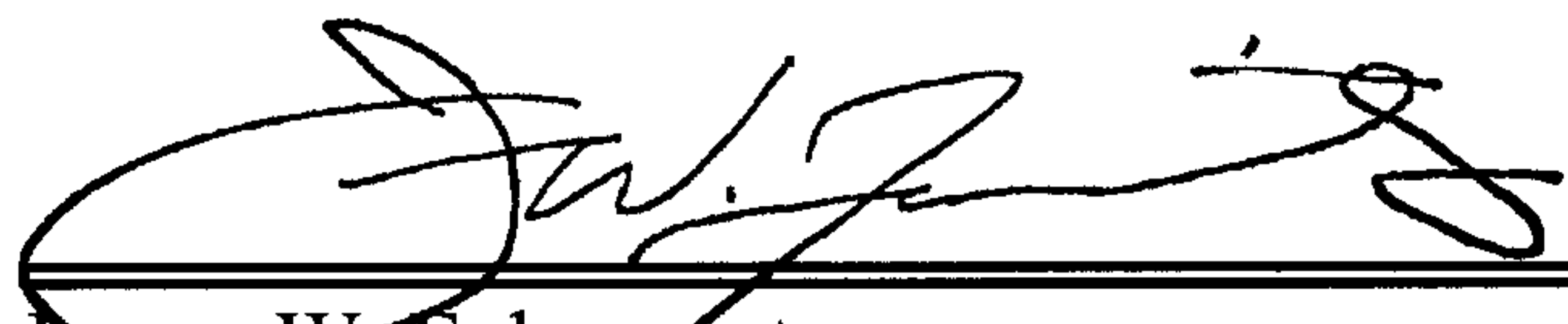
Certificate of Incorporation Amendment Of GIVING HANDS, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate GIVING HANDS 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 GIVING HANDS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.



Given under my hand and Official Seal on
this the 5th day of May, 2009.


James W. Fuhrmeister
Judge of Probate