


This instrument prepared by:
Joshua A. Andrews, esq.
The Outsourced Associate, LLC
One Perimeter Park South, Suite 100N
Birmingham, AL 35243


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Shelby Cnty Judge of Probate, AL
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ARTICLES OF INCORPORATION OF BIRMINGHAM ENTREPRENEUR, INC.

Pursuant to the provisions of Alabama Non-Profit Corporation Act, the undersigned hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be Birmingham Entrepreneur, Inc. ("the Corporation").

ARTICLE II DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III PURPOSE

The Corporation shall be formed for the purpose of assisting, encouraging and inspiring potential and current entrepreneurs to create thriving businesses. The Corporation may also perform any other charitable, literary, educational and religious purpose consistent with the Bylaws of the Corporation and Section 501(c)(3) of the Internal Revenue Code or corresponding sections or any future federal tax code.

The Corporation is organized exclusively for charitable, literary, educational and religious purposes, including the making of distributions that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections or any future federal tax code.

ARTICLE IV ONLY EXEMPT ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to its members, trustees, officers, or other private persons except that the Corporation shall have the power to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these Articles of Incorporation.

No substantial 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 provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or 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.

ARTICLE V DISSOLUTION

In the event of dissolution of the Corporation, the 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.

ARTICLE VI LOCATION OF REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The initial registered office of the Corporation shall be 1808 Morning Sun Circle, Birmingham, AL 35242 and the name of the initial registered agent at such address shall be Joshua A. Andrews, esq. The Corporation may change its registered office or change its registered agent, or both, in the manner prescribed by the laws of this State, but without an amendment to these Articles of Incorporation.

ARTICLE VII MEMBERS

The Corporation may have one or more classes of members, and the designation of such class or classes, the manner of election or appointment, and the qualifications and rights of the members of each class shall be set forth in the Bylaws of the Corporation adopted according to law. The organization of the classes or members of the Corporation shall reflect and promote the common interest of the members in achieving the purposes of the Corporation set forth under Article III of these Articles of Incorporation.

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Brian Cauble	7746 Dollar Road, Trussville, Alabama 35173

**ARTICLE IX
BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors, their terms of office, and qualification shall be fixed by the Bylaws of the Corporation, provided that the number of directors shall consist of no less than three (3) and not more than seven (7) members. The initial Board of Directors who shall serve as directors until such time as a board is elected in accordance with the Bylaws of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Brian Cauble	7746 Dollar Road, Trussville, Alabama 35173
Dale Callahan	144 Tall Timber Road, Alabaster, AL 35007
Johna Ledlow	6499 Ziklag Circle, Birmingham, AL 35235

**ARTICLE IX
OFFICERS**

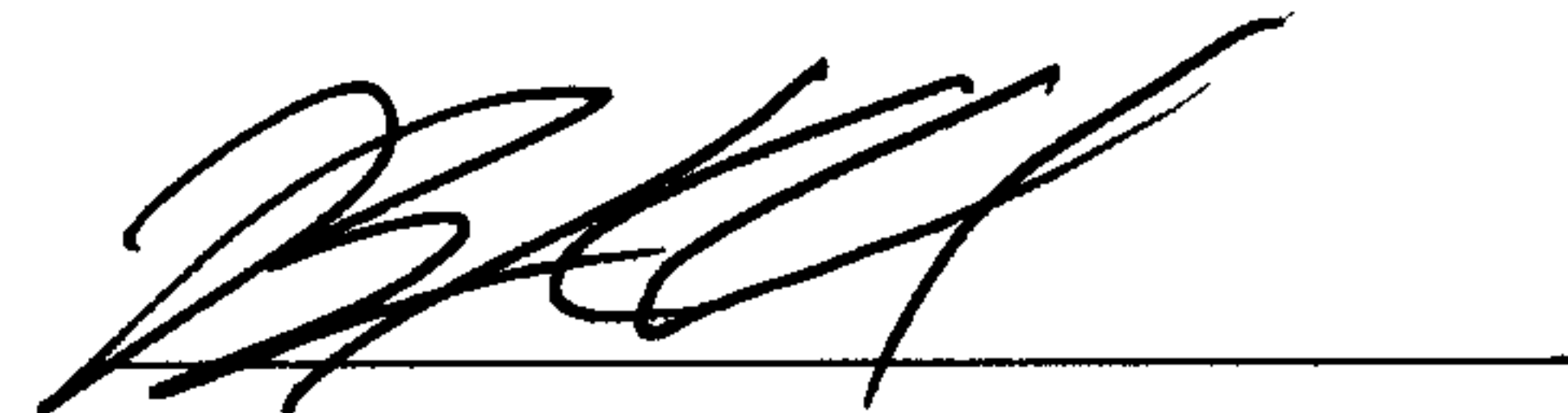
The officers of the Corporation shall include a President, Vice President, Secretary, and Treasurer or such other officers as may be required by law or as the Board of Directors may from time to time determine are necessary. Any one person may serve in more than one office, where not otherwise prohibited by law.

The officers of the Corporation need not be members of the Board of Directors, unless otherwise provided by the Bylaws of the Corporation.

**ARTICLE X
BYLAWS**

The Board of Directors shall have the power to make Bylaws for the regulation and government of the Corporation, its agent, servants, officers, and for all other purposes consistent with the laws of the State of Alabama. The Bylaws of the Corporation shall fix the dates on which the Board of Directors' annual meetings shall be held, the number of Directors and their terms of office, and the terms of office of the officers, and the powers and duties of the officers.

The undersigned, being the promoter of the Corporation, executes these articles of organization on June 23, 2009.



Brian Cauble

State of Alabama Shelby County

Certificate of Corporation

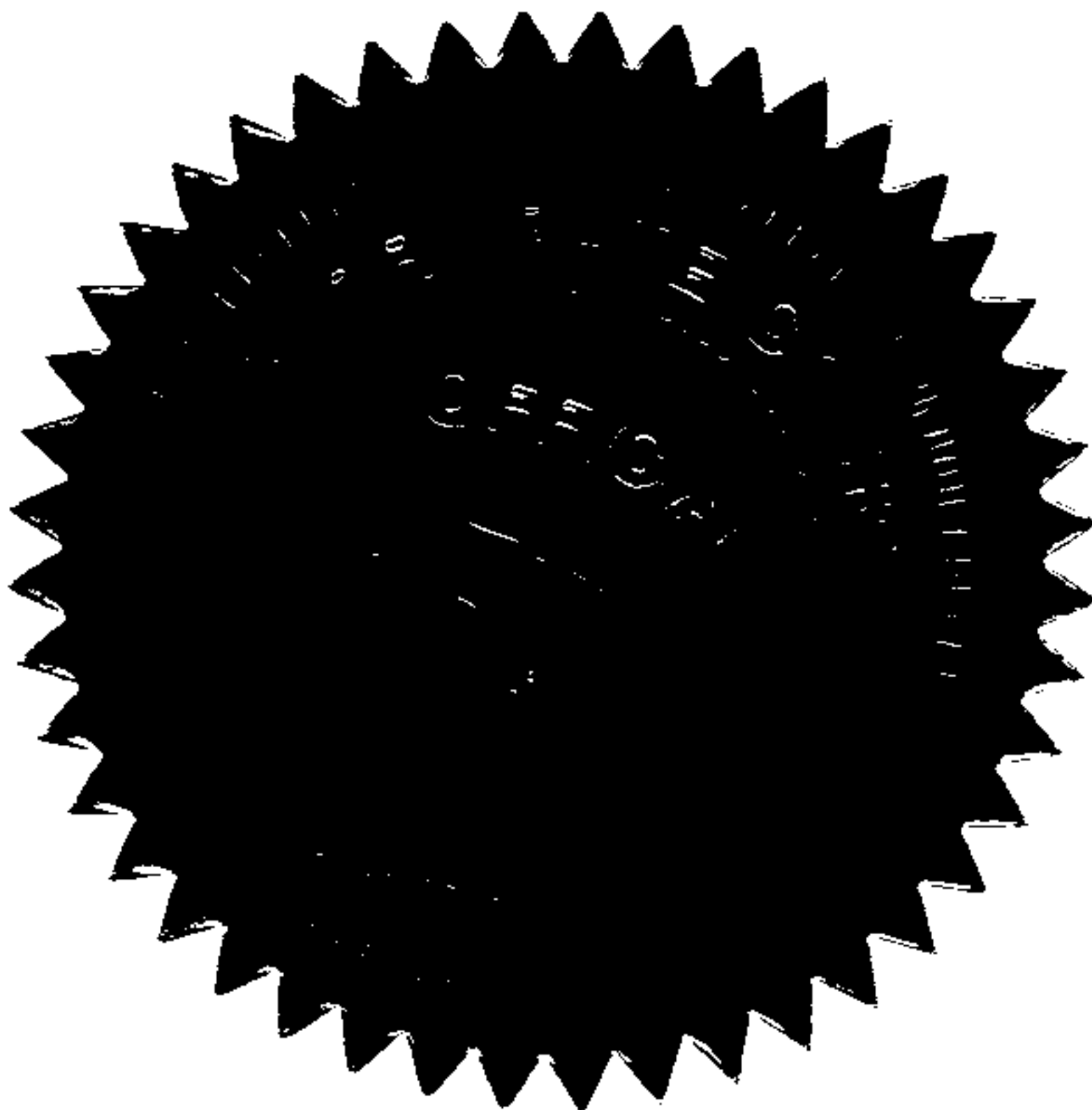
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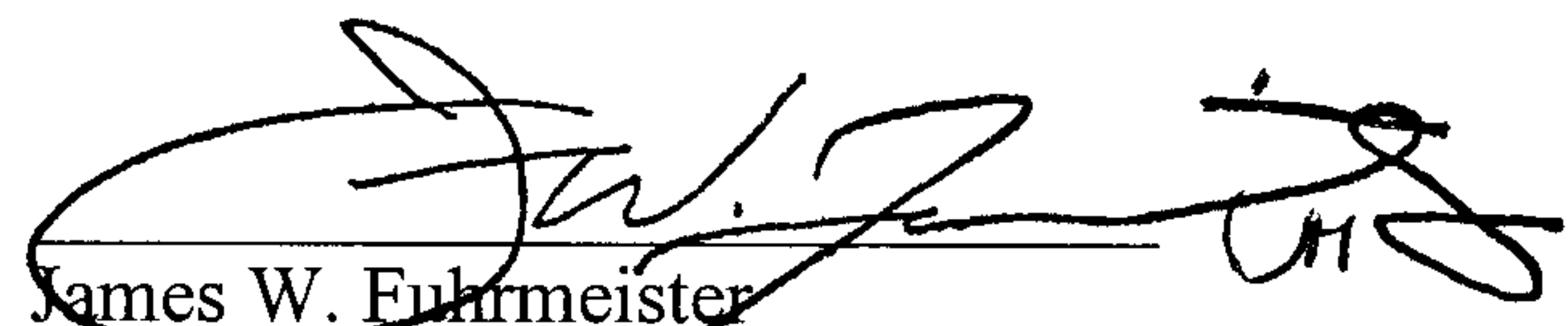
BIRMINGHAM ENTREPRENEUR INC

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

Given under my hand and Official Seal on
this the 24th day of June, 2009




James W. Fuhrmeister
Judge of Probate