

SKY – Skilled Knowledgeable Youth

ARTICLES OF INCORPORATION

ARTICLE I

NAME: The name of the Corporation shall be Sky – Skilled Knowledgeable Youth.

ARTICLE II

PURPOSE: The Sky Education Program is an in school, after school and weekend program for middle and/or high school students that teaches them hands-on skills in a variety of industries, academic skills, and job readiness/employability skills while completing projects.

ARTICLE III

MEMBERSHIP: **Section 1. Member**

The members of the Corporation shall be members of the Board of Directors who shall be selected from time to time.

Section 2. Transfer of Membership

Membership in the Corporation is not transferable or assignable.

ARTICLE IV

BOARD OF TRUSTEE –

MEMBERSHIP: **Section 1. Membership**

There shall be not less than three nor more than fifteen members on the board as shall be fixed from time to time by the Board of Directors. Each board member shall represent a business, education organization, and/or have specific interest in the promotion of youth in skilled trades.

Section 2. Powers

The business, property and affairs of the Corporation shall be managed by the Board of Directors.

Section 3. Term of Office

Each Director of the Corporation shall hold office until the Director's death, resignation or removal.

ARTICLE V

TRUSTEE MEETINGS

AND FUNCTIONS: Section 1. Date, Time, Place and Purpose

Annual Meeting. An annual meeting shall be held each year within three months of the end of the year. If the annual meeting is not held at that time, the board shall cause the meeting to be held as soon thereafter as is convenient.

Statement of Purpose. Neither the business to be translated at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice for the meeting.

Section 2. Special Meetings

Special Meetings. Special meetings of the Board of Directors may be called by the President or any two Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Director in any manner at least three days before the meeting.

Section 3. Notice

Written or typed notice of all such meetings shall be mailed or electronically transmitted to all Board of Directors at their addresses as they appear on the records. Such notice shall state the reasons that such meetings has been called, business to be transacted at the meeting and by whom called.

Section 4. Quorum

A majority of the Directors then in office constitute a quorum for the transaction of any business at any meeting of the Board. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board.

Section 5. Organization

The President of the Board or designee shall call meetings of the Directors and shall act as President of such meetings, unless otherwise determined by the majority of the Directors present in person.

Section 6. Power

All powers of the Corporation shall be exercised by and under the authority of the Board of Directors, and the property, business and affairs of the Corporation shall be managed under the Board's direction.

Section 7. Vacancy

Vacancies occurring on the Board, including those by resignation, removal or death, and any vacancy, may be filled by a majority vote of the remaining members of the Board.

Section 8. Resignation and Removal

Resignation. Any Director may resign at any time providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice.

Removal. Any Director may be removed with cause by the remaining Directors on the Board.

Section 9. Special Conditions

Meeting by Telephone or Similar Equipment. A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Consent to Corporate Action. Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action all directors consent to the action in writing. Written consents shall be filed with the minutes of the Board's proceeding.

Section 10. Compensation

Members of the Board of Directors shall receive no compensation for their services.

When authorized by the Board, a person shall be reasonably compensated for services rendered to the Corporation as an officer, director employee agent or independent contractors, except as prohibited by these By-laws.

ARTICLE VI

OFFICERS:

Section 1. Officers

Number. The officers of the Corporation shall be appointed by the Board. The officers shall be a President, a Vice President, a Secretary and a Treasurer. There may also be other officers as the board deems appropriate. The President shall be a voting member of the Board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the President or by the Board to be executed, acknowledged or verified by two or more officers.

Section 2. Term of Office

Each officer shall hold office for the term appointed and until a successor is appointed and qualified. An officer may resign at any time by providing written notice to the Corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

Section 3. Removal

A officer appointed by the Board may be removed with or without cause by vote of a majority of the Board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

Section 4. Vacancies

A vacancy in any office for any reason may be filled by the Board.

ARTICLE VII

DUTIES OF OFFICERS:

Section 1. President.

The President shall be the Chief Executive Officer of the Corporation and shall have authority over the general control and management of the business and affairs of the Corporation. The president shall have power to appoint or discharge employees, agents or independent contractors, to determine their duties and to fix their compensation, if any. The president shall sign all corporate documents and agreements on behalf of the Corporation, unless the President or the Board instructs that the signing be done with or by some other officer, agent or employee. The President shall see that all actions taken by the Board are executed and shall perform all other duties incident to the office. This is subject, however, to the President's right and the right of the board to delegate any specific power to any other officer of the Corporation.

Section 2. Vice President

The vice president shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

Section 3. Secretary

The Secretary shall (a) keep minutes of the Board meetings; (b) responsible for providing notice to each Director as required by law, the Articles of Incorporation, or these By-laws; (c) be the custodian of Corporate records; (d) keep a register of the names and addresses of each officer and Director; and (e) perform all duties incident to the office and other duties assigned by the President or the Board.

Section 4. Treasurer



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The Treasurer shall (a) have charge and custody over Corporate funds and securities; (b) keep accurate books and records of Corporate receipts and disbursements; (c) deposit all moneys and securities by the Corporation at such depositories in the Corporation's name that may be designated by the Board; (d) complete all required corporate filings; and (e) perform all duties incident to the office and other duties assigned by the president or the Board.

ARTICLE VIII

EXECUTIVE DIRECTOR:

The Board shall employ, when needed, an Executive Director to conduct the day-to-day business of the Board. The Executive Director shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall be the custodian of records, books, reports, statements, certificates, and other documents. The Executive Director shall also have the authority to employ clerical and other assistants and employees, subject to the prior approval of the Board of Directors.

ARTICLE IX

FINANCE:

Section 1.

The President acting for and under the Board of Directors, shall cause to have prepared, with the assistance of the Treasurer of the Corporation, an operating budget and a capital budget for each fiscal year of the Corporation for approval by the Board of Directors.

Section 2.

The Board of Directors shall authorize certain financial institutions to act as depositories for corporate funds and to delegate authority for depositing of such funds and shall authorize the accepting and managing funds.



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ARTICLE X

COMMITTEES: The Board, by resolution adopted by a vote of a majority of its Directors, may designate one or more committees, each committee consisting of one or more Directors. The Board may also designate one or more Directors as alternate committee members who may replace as absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, then members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the Board shall serve at the pleasure of the Board.

A committee designated by the Board may exercise any powers of the Board in managing the Corporation's business and affairs, to the extent provided by resolution of the Board. However, no committee shall have the power to:

- (a.) amend the Articles of Incorporation;
- (b.) adopt an agreement of merger or consolidation;
- (c.) amend the By-laws of the Corporation
- (d.) fill vacancies on the Board; or
- (e.) fix compensation of the Directors for serving on the Board or on a committee

ARTICLE XI

GENERAL LIABILITY, INDEMNIFICATION AND INSURANCE:

Section 1. Indemnification

The board of directors shall indemnify the officers and members of the Board of Directors. The Corporation shall indemnify the officers and members of the Board of Directors of the Corporation to the maximum extent permitted by the Act 89-904 of the 1989 Regular Session of the Legislature of the State of Alabama, as amended from time to time.

Additionally, the Corporation shall indemnify any person who is or was a party or who is threatened to be made a party to any threatened, pending, or completed claim, action, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative by reason that he is or was an officer or Director of the Corporation or that he is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, grant, or other enterprise against expenses (including attorney's fees), judgments, costs, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such claim, action, lawsuit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful. Determination of any claim, action, lawsuit, proceeding, or prosecution by judgment, order, settlement, conviction, or upon plea of nolo-contendere or its equivalent shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful; except that no indemnification shall be made with respect to 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, a court of equity or the court in which such claim, action, lawsuit, or proceeding was brought shall determine upon application that, despite the adjudication of liability, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the court of equity or other court shall deem proper.

Indemnification provided by these By-laws shall not be exclusive of any other rights to which those indemnified may be otherwise entitled under any statute, rule of law, provision of Articles of Re-incorporation or By-laws, agreement, vote of 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 a person who has ceased to be an officer or director and shall inure to the benefit of his personal representatives, legatees, distributes, heirs, next-of-kin, successors, and assigns. If such other provisions provide broader rights of indemnification than these By-laws, such other provisions shall control and take precedence.

Section 2. Insurance

The Corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, officer, employee or agent of the Corporation, or (b) was or is serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such or arising out of his or her status as s such, whether or not the Corporation would have power to indemnify against such liability under this article or the laws of the state of Alabama.

Section 3. General Liability

Expenses, including, but not limited to, attorney's fees, incurred in defending a civil claim, action, lawsuit, or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, lawsuit, or proceeding upon receipt of an undertaking by or on behalf of the officer or director to repay such amount if and only to the extent that it shall ultimately be determined that he is not entitled to the indemnified by the Author.

ARTICLE XII

AMENDMENTS: The Board of Directors at any regular or special meeting may amend or repeal these By-laws, or adopt new bylaws by vote of a majority of the Directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the Board.

ARTICLE XIII

FISCAL YEAR: The fiscal year of the Corporation shall end on December 31.

As adopted by the Board of Directors of the Corporation at a meeting held on the 14 Day of July, 2009.



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BOARD MEMBERS:

James Chambliss, MagnoliaLand Films

James Chambliss

Marvin Copes, Shop Rat/Southeast

Marvin K. Copes

Bobby Jon Drinkard, On The Job

Bobby Jon Drinkard

Frank Freeman, Tuff Torq

Frank Freeman

Tim Foster, AL Municipal Electric Authority

Tim Foster

Troy Gurkin, Lincoln Electric

Troy Gurkin

Andy Hatley, Jeff State Community College

Andy Hatley

Lee Hurley, Hesco

Lee Hurley

James Cooley, AWS

James Cooley

Tom Walton, Bloom Engineering Company

Tom Walton

Rodney Scott, Alabama Legislature, District 55

Rodney Scott

Brian Copes

Brian Copes

James Clanton

James Clanton

State of Alabama Shelby County

Certificate of Corporation

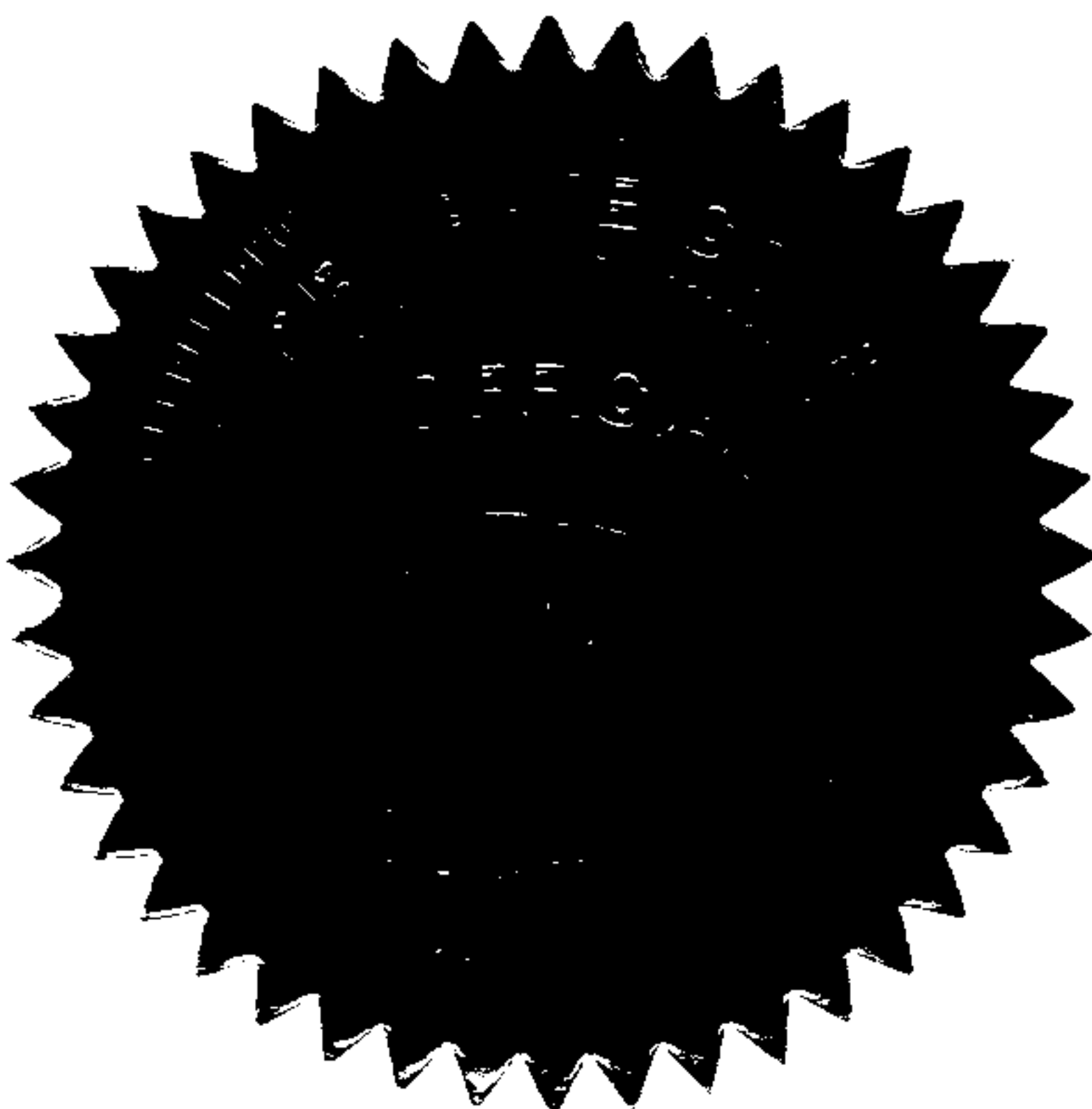
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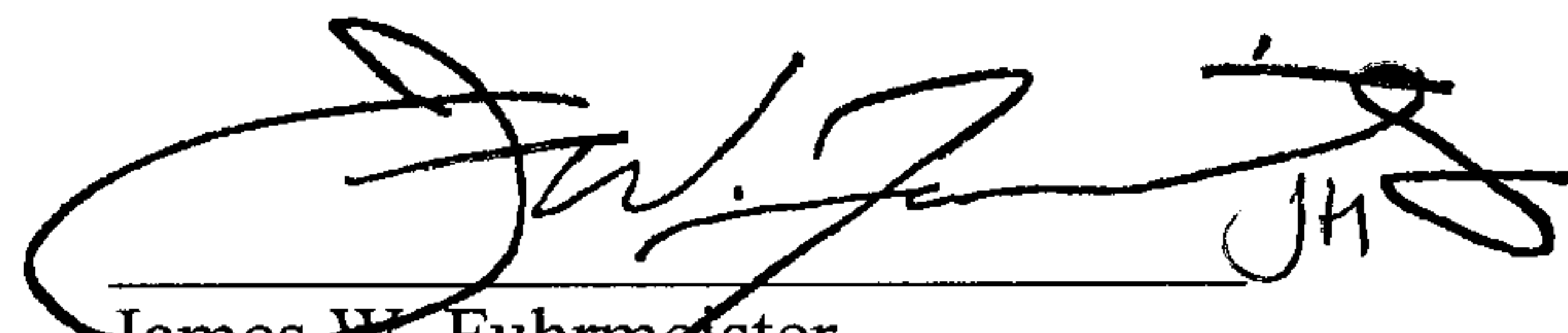
SKY – SKILLED KNOWLEDGEABLE YOUTH

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of SKY – SKILLED KNOWLEDGEABLE YOUTH, 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 SKY – SKILLED KNOWLEDGEABLE YOUTH and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 20th day of July, 2009




James W. Fuhrmeister
Judge of Probate