

**STATE OF ALABAMA
SHELBY COUNTY**


20090728000288250 1/5 \$50.00
Shelby Cnty Judge of Probate, AL
07/28/2009 10:30:16 AM FILED/CERT

**ARTICLES OF INCORPORATION OF
ALCAP
A NON-PROFIT CORPORATION**

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a non-profit corporation under the provisions of the Alabama Non-Profit Corporation Act, as follows:

ARTICLE I

The name of the corporation is: ALCAP, a non-profit corporation.

ARTICLE II

The term of the corporation is unlimited and perpetual. In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to any organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under and within the meaning of §501(c)(4) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine, or to the Federal Government, or to the state or local government, for a public purpose and that any such assets not so disposed of be disposed of by a court of competent jurisdiction of the country where the principal office of the corporation is then located. Among other methods and reasons for dissolution, the Board of Directors may, by two-thirds vote, cease corporate activities and dissolve the corporation in accordance herewith.

ARTICLE III

1. The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of § 501(c)(4) of the Internal Revenue Code (or corresponding section of any future federal tax code) and its specific purpose or purposes are as follows:

(a) To engage in legislative, legal, public policy, and related areas concerning alcohol, tobacco, controlled substances, gambling, and other moral issues.

(b) To operate exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code (with the corresponding provision of any future United States Internal Revenue law).

2. Additionally, the purposes of the corporation are to receive and administer funds for the aforesaid purpose or purposes and for no other purpose, and to that end, to take and hold by contract, agreement, devise, bequest, gift, purchase, lease, either absolutely or in trust, for such objects and without limitations as to the amount or value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property, and to deal with such property for any of the aforementioned purposes, without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, and to exercise any, all and every power for which a non-profit corporation organized under the provisions of the Alabama Non-Profit Corporation Act, all for the public welfare which can be authorized to exercise, but not any other power.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 this Article III. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against any candidate for public office.

4. Notwithstanding any of the provisions of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(4) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

The location of the initial registered office of the corporation is the City of Birmingham, in the County of Shelby, State of Alabama. The address of the registered office in Alabama is: 2376 Lakeside Drive, Birmingham, AL 35244. The name of its registered agent at said address is: Dr. Joseph C. Godfrey.

ARTICLE V

The corporation is organized on a non-stock basis. Said corporation is to be financed by contributions to it of funds and property absolutely or in trust.

ARTICLE VI

The corporation shall have no members.

ARTICLE VII

The initial Board of Directors shall consist of three (3). In that there are no members in the corporation, the election of directors shall be by the initial Board of Directors. The directors shall serve for one year until the first annual meeting of the directors of the corporation. At that time election of directors shall be by the official Board of Directors requiring a two-thirds (2/3) vote of the directors for the election of any person as a director of the corporation. The number of directors shall be not less than three (3), with a maximum number as may be determined from time to time by the By-laws of the corporation, and any amendment thereto, and in the absence of the By-laws fixing the maximum number of directors, the number shall not be limited. From year to year, each director shall serve for one (1) year, and by action of the Board of Directors during any given year, the two-thirds (2/3) vote of the then directors shall elect those persons to serve as director and the number of persons to so serve. The number and designation of any committee or committees shall be provided for by the directors.

ARTICLE VIII

The name and address of the incorporator is as follows:

NAME

ADDRESS

Dr. Joseph C. Godfrey

**2376 Lakeside Drive
Birmingham, AL 35244**

ARTICLE IX

The names and addresses of the initial Board of Directors of the corporation chosen for the first year and until their respective successors are elected and qualified are as follows:

NAME

ADDRESS

Mike D. McLemore

**3137 Brookhill Drive
Birmingham, AL 35242-3703**

Bill Johnston

**100 Woodmont Drive
Birmingham, AL 35209-6647**

Jack Collins

**580 County Road 1184
Cullman, AL 35057-6576**

Joe Bob Mizzell

**7575 Lakeridge Drive
Montgomery, AL 36117-7499**

ARTICLE X

The names of the officers of the corporation chosen for the first year and until their respective successors are elected and qualified are as follows:

NAME

OFFICE

Mike D. McLemore

President

Jack Collins

Vice President

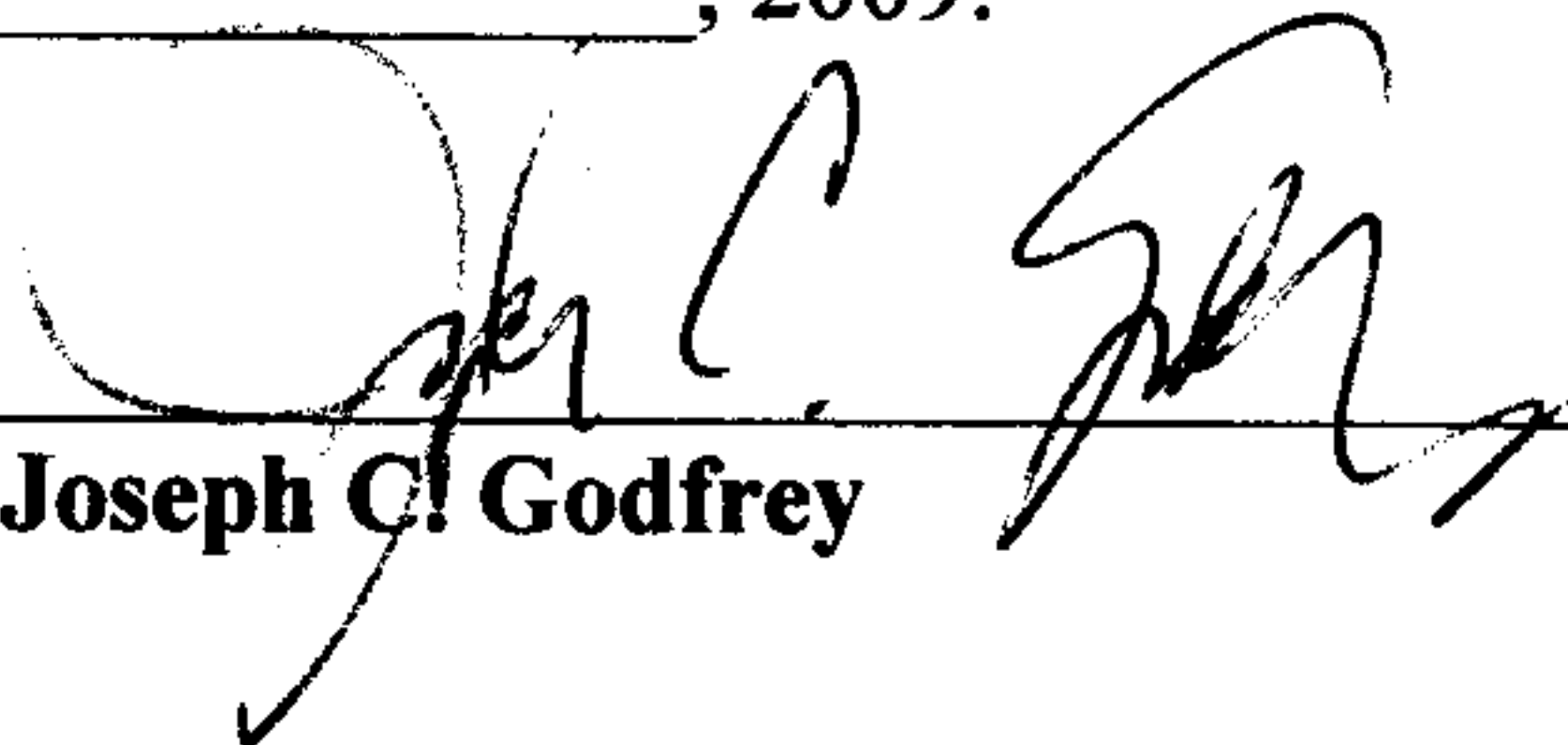
Bill Johnston

Secretary

Joe Bob Mizzell

Treasurer

IN WITNESS WHEREOF, the incorporators have hereunto signed these Articles of Incorporation, on this the 28th day of July, 2009.

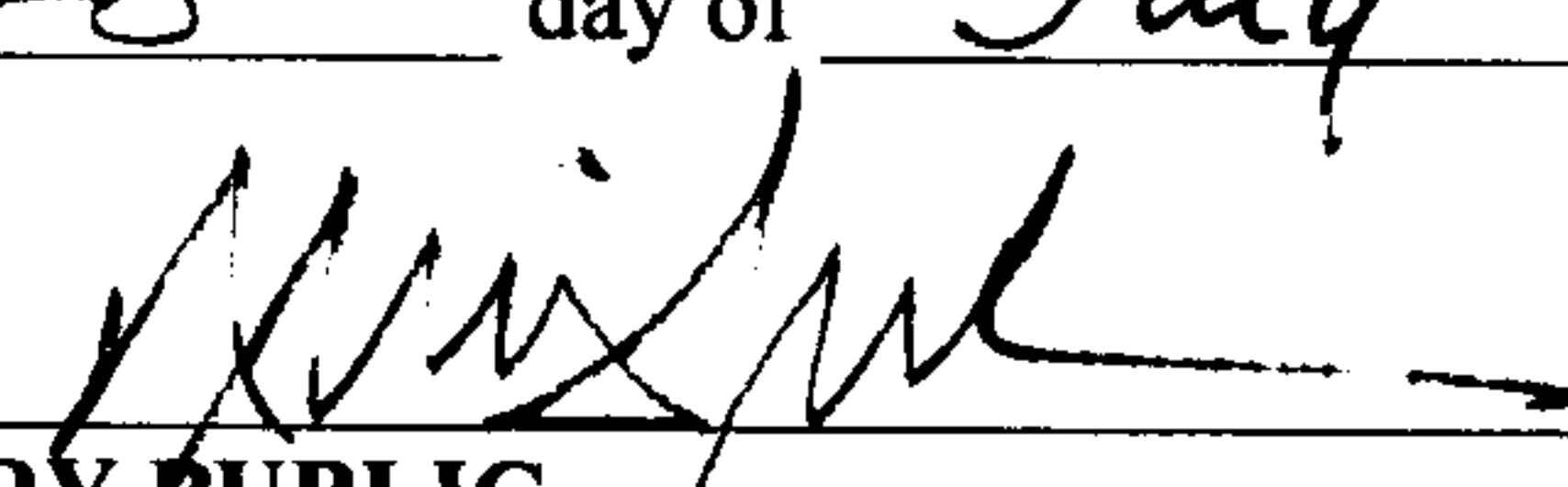


Dr. Joseph C. Godfrey

**STATE OF ALABAMA)
COUNTY OF SHELBY)**

I, the undersigned, a Notary Public in and for said County and State, hereby certify Joe Godfrey whose name as incorporator of ALCAP, a non-profit corporation, is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day, that being informed of the contents of the Articles of Incorporation, he, as such incorporator and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 28th day of July, 2009.



NOTARY PUBLIC

My Commission Expires: 2.12.12

This instrument prepared by:
A. Eric Johnston, Esquire
1200 Corporate Drive, Suite 107
Birmingham, AL 35242
(205) 408-8893
(205) 408-8894 – facsimile
eric@aericjohnston.com



20090728000288250 5/5 \$50.00
Shelby Cnty Judge of Probate, AL
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State of Alabama Shelby County

Certificate of Corporation

Of

ALCAP

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of

ALCAP

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

ALCAP

and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official
Seal on this the 28th day of
July, 2009

James W. Fuhrmeister
Judge of Probate

