


STATE OF ALABAMA

SHELBY COUNTY

  
20090807000305410 1/5 \$50.00  
Shelby Cnty Judge of Probate, AL  
08/07/2009 03:53:37 PM FILED/CERT

**ARTICLES OF INCORPORATION**  
**OF**  
**FRIENDS OF PI KAPPA PHI, ALPHA ETA, INC.**

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

**ARTICLE I - NAME**

The name of the nonprofit corporation shall be Friends of Pi Kappa Phi, Alpha Eta, Inc. (hereinafter the Corporation).

**ARTICLE II - DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III - PURPOSE AND POWERS**

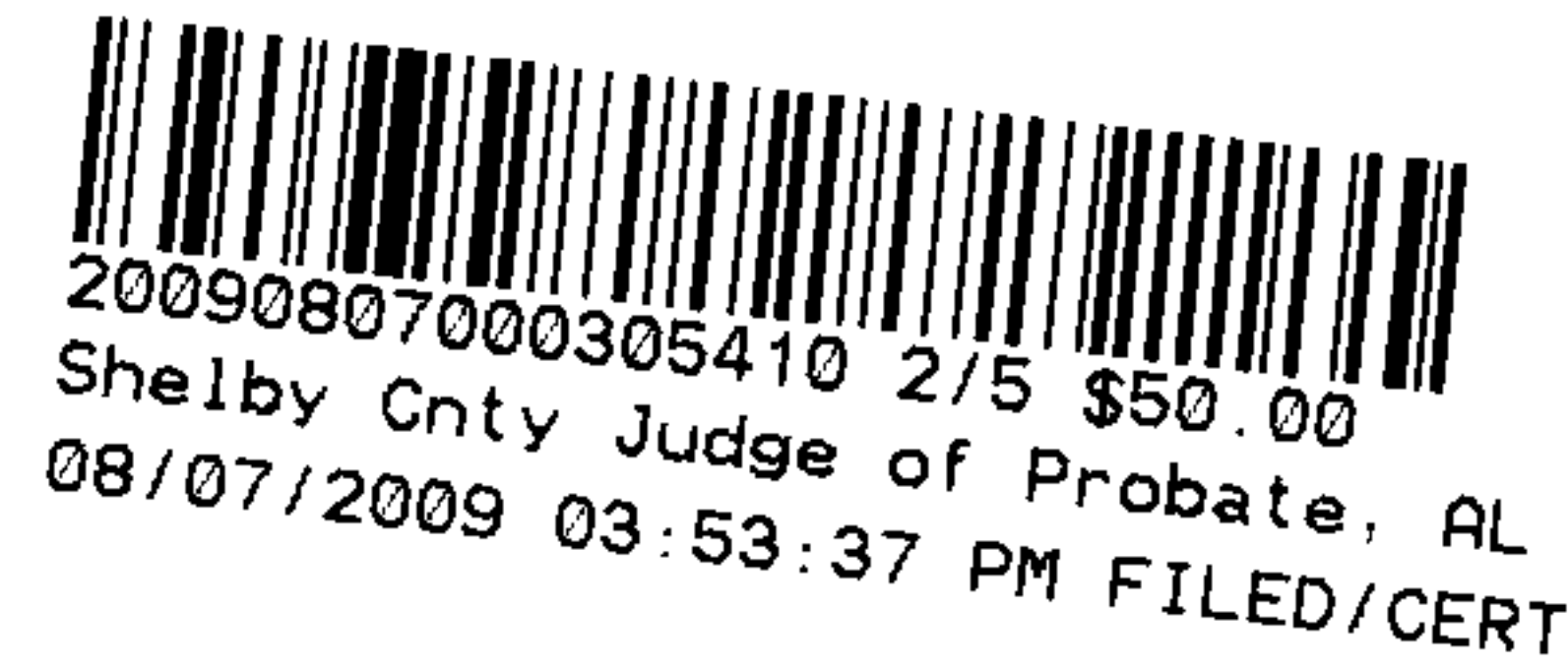
The Corporation has been organized for the purpose of the provision of scholarships and charitable endeavors for the organization and for any other lawful purpose. The Corporation shall have all powers now conferred, or which may be conferred upon a non-profit corporation, under the laws of the State of Alabama which are not in conflict with the terms of these Articles.

**ARTICLE IV - MEMBERSHIP**

The Corporation shall have a Managing Director and a Secretary/Treasurer, and any other class of members as shall be set forth in the Corporation's Bylaws, which shall include the manner of election or appointment and the qualifications and rights of each class. No Director shall have any right, title or interest in or to any property of the Corporation.

**ARTICLE V - REGISTERED ADDRESS**

The registered office and name of the Registered Agent at the office for the Corporation



is as follows:

Name: Richard E. Smith      Address: 1517 Wingfield Court  
Birmingham, AL 35242

## **ARTICLE VI - DIRECTORS**

The names and addresses of the initial Directors for the Corporation are as follows:

	<u>Name:</u>	<u>Address:</u>
1.	Richard E. Smith	1517 Wingfield Court Birmingham, AL 35242
2.	David Clark	656 Ayshire Circle Franklin, TN 37064-8232
3.	Gilmer T. Simmons	4389 Galen Court Birmingham, AL 35242

## **ARTICLE VII - INCORPORATORS**

The names and addresses of the incorporators of the Corporation are as follows:

Name:	Richard E. Smith	Address:	1517 Wingfield Court Birmingham, AL 35242
Name:	David Clark	Address:	656 Ayshire Circle Franklin, TN 37064-8232
Name:	Gilmer T. Simmons	Address:	4389 Galen Court Birmingham, AL 35242

## **ARTICLE VIII - BYLAWS**

The Corporation as hereinabove provided shall have the power to adopt Bylaws for the regulation of its internal affairs and for all other purposes not inconsistent with the constitution and laws of the State of Alabama, and with these Articles of Incorporation.

## **ARTICLE IX - DEBTS AND PERSONAL LIABILITY**

No member, officer or Director of the Corporation shall be personally liable for the debts,

obligations or liabilities, or costs and expenses of the Corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to payment of the debts, obligations or liabilities, or costs and expenses of the Corporation. The foregoing shall be in addition to and not exclusive of all rights to which such member, officer or Director may be entitled.

#### **ARTICLE X- AMENDMENT**

Amendments to the Articles of Incorporation shall be made in the following manner: The Board of Directors may adopt amendments to the Articles of Incorporation by majority vote.

#### **ARTICLE XI - DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors 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, 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 the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court determines are organized and operated exclusively for such public purpose.

#### **ARTICLE XII - OTHER PROVISIONS**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, 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 of the Corporation as set forth above. Notwithstanding any other provision of these Articles, this 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 or a corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this the 7<sup>th</sup> day of August, 2009.

**THIS DOCUMENT PREPARED BY:**

**INCORPORATOR:**

Richard E. Smith  
Richard E. Smith



20090807000305410 4/5 \$50.00  
Shelby Cnty Judge of Probate, AL  
08/07/2009 03:53:37 PM FILED/CERT

Affirmed to and subscribed before me on this the 7<sup>th</sup> day of August,  
2009.

Joyce Ann Carroll  
Notary Public  
My Commission Expires:  
06/01/10

# State of Alabama Shelby County

## Certificate of Corporation

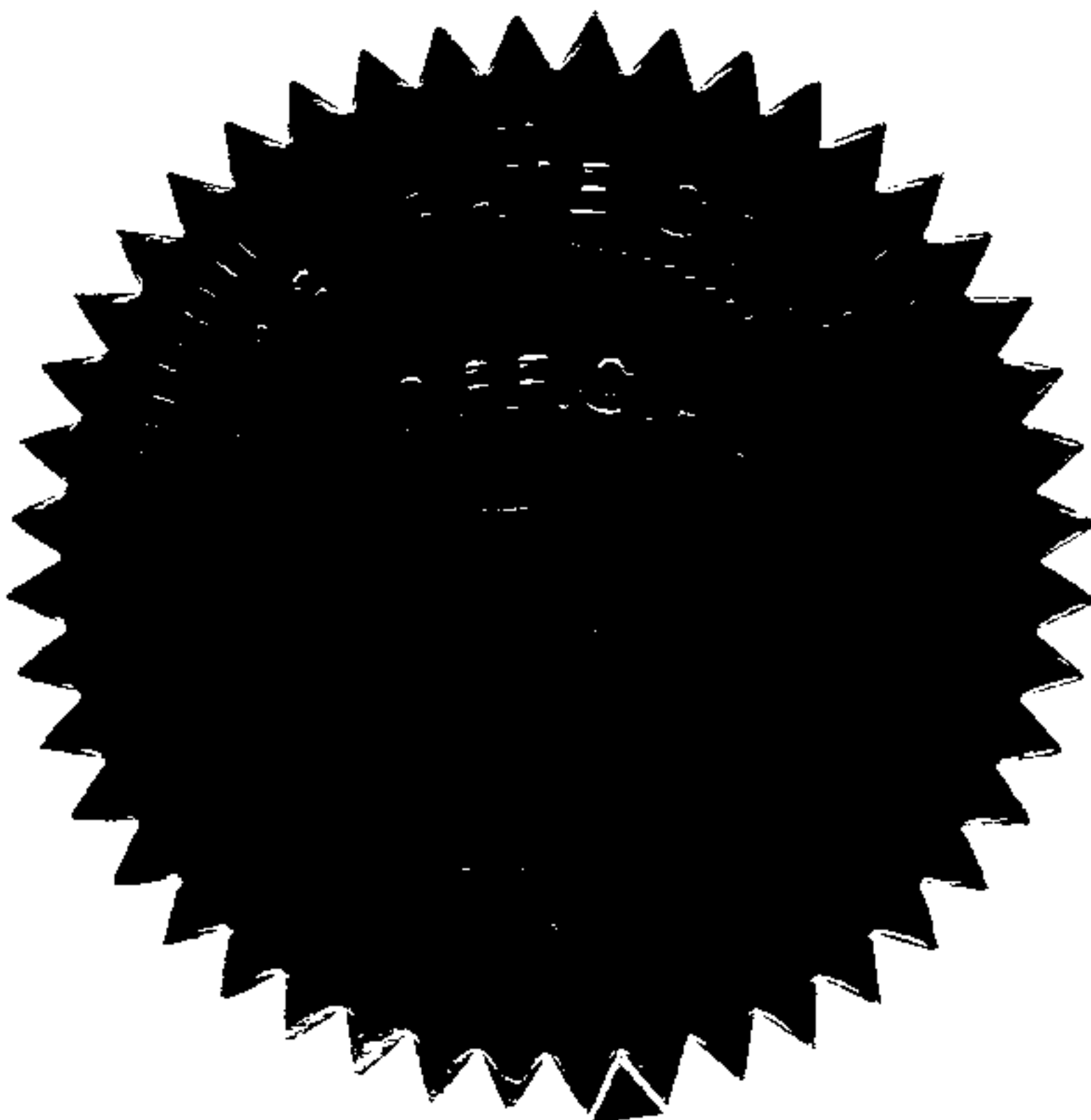
Of

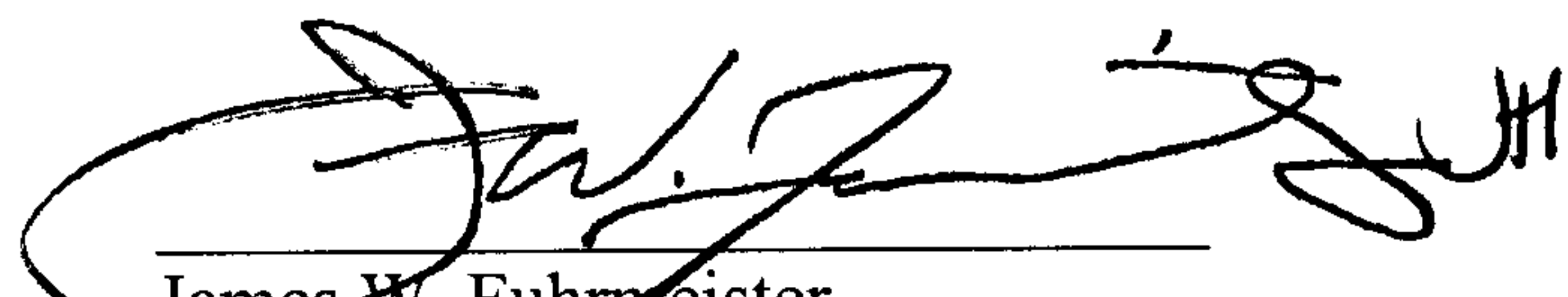
### FRIENDS OF PI KAPPA PHI ALPHA ETA INC

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of FRIENDS OF PI KAPPA PHI ALPHA ETA 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 FRIENDS OF PI ALPHA ETA INC and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on  
this the 7th day of August, 2009



  
James W. Fuhrmeister  
Judge of Probate