


**STATE OF ALABAMA
SHELBY COUNTY**


20090821000323540 1/5 \$50.00
Shelby Cnty Judge of Probate, AL
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**ARTICLES OF INCORPORATION
DOMESTIC NON-PROFIT CORPORATION**

ARTICLE I

The name of the corporation shall be **SUNFLOWER SCOUTS OF AMERICA, INCORPORATED** and shall conduct any and all business of the corporation as **SUNFLOWER SCOUTS OF AMERICA, INCORPORATED** or **SUNFLOWER SCOUTS OF AMERICA, INC.** (hereinafter referred to as the Corporation).

ARTICLE II

The duration of the Corporation is perpetual notwithstanding a voluntary dissolution by a majority vote of the members who shall receive one (1) vote per share owned or judicial dissolution pursuant to the laws of the State of Alabama.

ARTICLE III

The Corporation has been organized for the purpose of growing and nurturing young women in a Christian environment, preparing them to make ethical and moral choices based on the teachings of the Holy Bible and/or any other lawful purpose(s) consistent therewith and with the Alabama Nonprofit Corporation Act, Ala. Code §10-3A-1 et seq. and in particular Ala. Code § 10-3A-4(1)(a)(8).

ARTICLE IV

The Corporation shall have no members. If the Board of Directors, by a two-thirds majority vote, deems it reasonable and necessary in their judgment for the best interests of the Corporation to allow members these Articles of Incorporation shall be amended to reflect same and to identify and set forth any and all terms for membership, classes of members, and voting rights of members in the amended Articles of Incorporation.

ARTICLE V

The Corporation and its registered office shall be physically located at 4500 Oxford Road, Birmingham, Alabama 35242. Martha Shaw shall be the registered agent at said registered office located at 4500 Oxford Road, Birmingham, Alabama 35242.

ARTICLE VI

The Corporation shall maintain a minimum of three (3) Directors who shall constitute the Board of Directors. A change in the number of Directors shall be made only by amendment to the Bylaws by a two-thirds majority vote of the existing Board of Directors or as otherwise

permitted by the laws of the State of Alabama. The first Directors of the Corporation shall serve until the first annual appointment of Directors pursuant to the bylaws.

The name and address of the first Directors of the Corporation:

Martha Shaw
4500 Oxford Road
Birmingham, Alabama 35242

Brandy Wood
2641 Butte Woods Drive
Birmingham, Alabama 35242

Turner Jackson Shaw
4500 Oxford Road
Birmingham, Alabama 35242

ARTICLE VII

The name and address of the Incorporators of the Corporation:

Martha Shaw
4500 Oxford Road
Birmingham, Alabama 35242

Brandy Wood
2641 Butte Woods Drive
Birmingham, Alabama 35242

ARTICLE VIII

The Corporation shall maintain a separate bank account from its Incorporators, Officers, Directors, or otherwise and be used solely for any and all operational expenses or otherwise of the Corporation as deemed reasonable and necessary by the President of the Corporation.

ARTICLE IX


The name and address of the initial President of the Corporation is:

Martha Shaw
4500 Oxford Road
Birmingham, Alabama 35242

The name and address of the initial Vice-President of the Corporation is:

Brandy Wood

2641 Butte Woods Drive
Birmingham, Alabama 35242


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The name and address of the initial Secretary and Treasurer of the Corporation is:

Turner Jackson Shaw
4500 Oxford Road
Birmingham, Alabama 35242

ARTICLE X

The Director(s) and/or Officer(s) of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (A) the amount of a financial benefit received by a director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or the shareholders; (C) a violation of Section 10-2B-8.33 of the Code of Alabama; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.

ARTICLE XI


The Board of Directors may remove any Director, including the Chairperson, when the Board determines that the Director or Chairperson is no longer serving the best interest of the Corporation. Removal of a Director shall be done during a special meeting of the Board called for that purpose. The Board may remove a Director, including the Chairperson, by a two-thirds vote of the Board of Directors.


**ANY PROVISION THAT IS NOT INCONSISTENT WITH THE LAW FOR THE
REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION OR FOR
THE RESTRICTION OF THE TRANSFER OF SHARES MAY BE ADDED IN
ACCORDANCE WITH THE BYLAWS OF THE CORPORATION.**

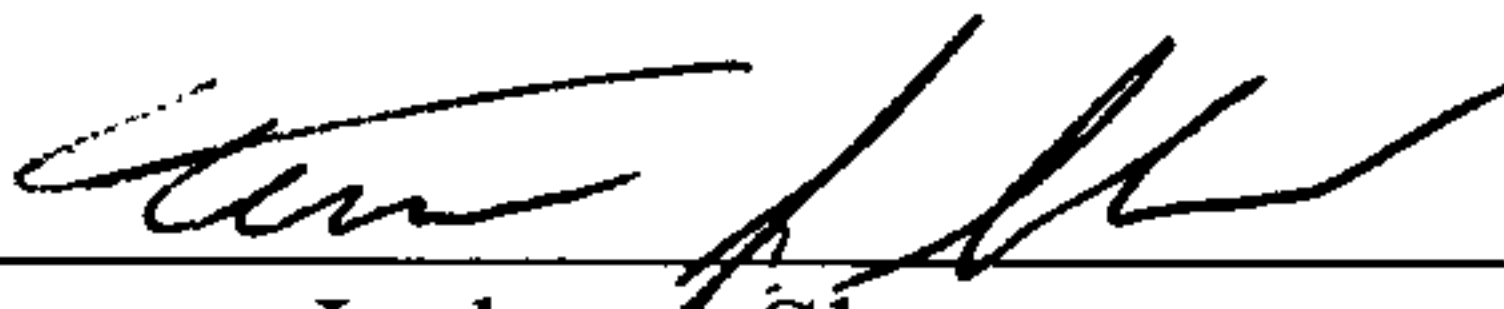
IN WITNESS THEREOF, the undersigned Incorporator executed these Articles of Incorporation on this the 13th day of August, 2009.



Martha Shaw
4500 Oxford Road
Birmingham, Alabama 35242


Brandy Wood
2641 Butte Woods Drive
Birmingham, Alabama 35242


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Turner Jackson Shaw
4500 Oxford Road
Birmingham, Alabama 35242

STATE OF ALABAMA)
SHELBY COUNTY)

Before me, the undersigned authority, a Notary Public in and for said county and state, personally appeared Martha Shaw, Brandy Wood and Turner Jackson Shaw who is made known to me and, who, upon oath, deposes and says that the foregoing is true and correct.

Given under my hand and seal this 13th day of August 2009.


NOTARY PUBLIC

NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Oct 21, 2012
BONDED THRU NOTARY PUBLIC UNDERWRITERS

My commission expires: _____

Prepared by:
C. Brian Davidson, Esq.
OF COUNSEL:
DAVIDSON LAW FIRM, P.C.
P.O. Box 267
Helena, Alabama 35080



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State of Alabama Shelby County

Certificate of Corporation

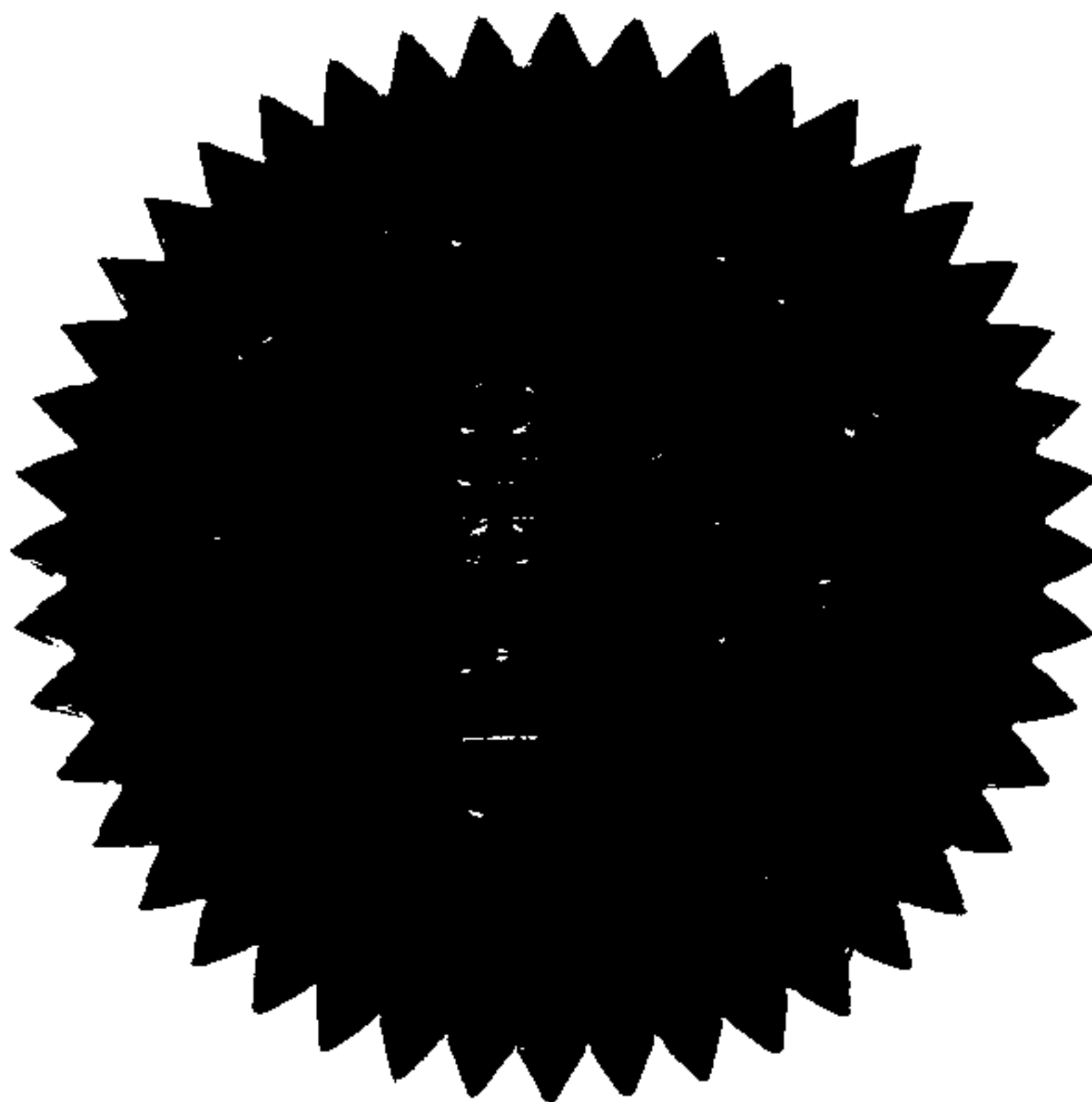
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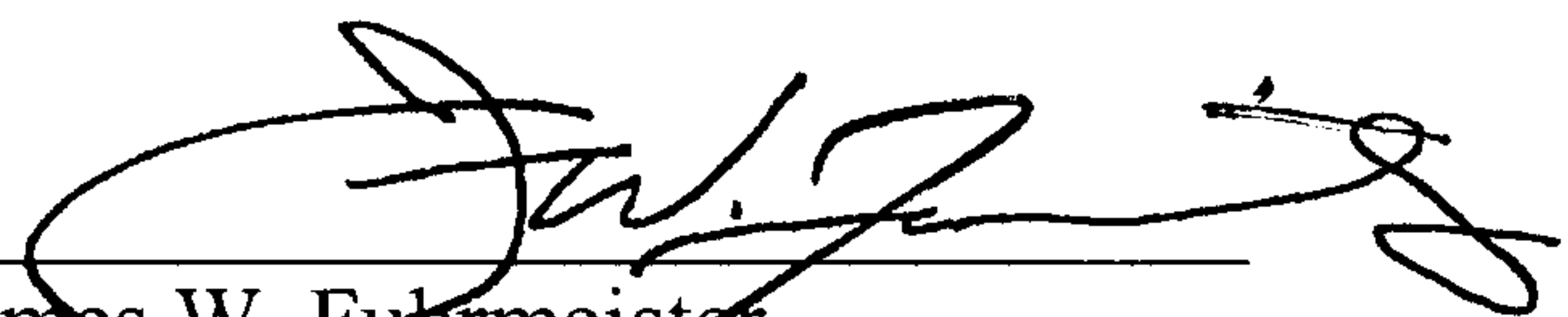
SUNFLOWER SCOUTS OF AMERICA INCORPORATED

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **SUNFLOWER SCOUTS OF AMERICA INCORPORATED** 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 **SUNFLOWER SCOUTS OF AMERICA INCORPORATED** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official
Seal on this the 21st day of
August, 2009




James W. Fuhrmeister
Judge of Probate