

ARTICLES OF INCORPORATION
OF
ACADEMIC BENEFIT TRUST CORPORATION

The undersigned, W. Hal Shepherd, who is a citizen of the United States, being desirous of forming a non-profit corporation for the purposes hereinafter stated, under the Alabama Non-Profit Corporation Act, does hereby adopt these Articles of Incorporation.

ARTICLE I

The name of the corporation shall be and is the **Academic Benefit Trust Corporation** (hereinafter referred to as the "Corporation").

ARTICLE II

The Corporation shall have perpetual succession and shall exist until it is dissolved pursuant to law.

ARTICLE III

The Corporation is organized exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its successors, and regulations issued thereunder. To that end, the following provisions shall apply:

(a) The Corporation shall receive and administer funds for scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its successors, and regulations issued thereunder, specifically, to provide medical care and other benefits to students, school personnel and others related to athletics, and in connection therewith, the Corporation shall take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount or value. It shall have the power to sell, convey and otherwise dispose of any such property and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation,

or any laws applicable thereto. The Corporation shall have the power to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or officers.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its incorporators, directors, officers, benefactors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth herein. No incorporator, director, officer, benefactor, or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 of the provisions of these Articles, the 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 of 1986, as amended, or its successor, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or its successor.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or its successor.

(d) The Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or its successor.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or its successor.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, as amended, or its successor.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or its successor.

(h) No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the charitable or educational purposes or if it would require serving a private as opposed to public interest.

(i) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized or operating exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successors, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Probate Court of Shelby County, Alabama, or by the Probate Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV

The Corporation shall have no members.

ARTICLE V

(a) The Board of Directors shall be the governing body of the Corporation. The Directors shall be elected in the manner set forth in the By-Laws of the Corporation. In the event of a vacancy on the Board of Directors created by resignation, death or inability of any Director to serve, the remaining Directors shall, by vote, fill such vacancy. The number of Directors may be changed by amendment to the By-Laws, but in no case shall there be less than three (3) Directors.

(b) The names and addresses of the initial Directors until the first annual meeting of the Corporation are:

<u>Name</u>	<u>Address</u>
W. Hal Shepherd	800 Corporate Parkway, Ste. 100 Birmingham, Alabama 35242
Walter Bradford	800 Corporate Parkway, Ste. 100 Birmingham, Alabama 35242
Holly S. Lollar	800 Corporate Parkway, Ste. 100 Birmingham, Alabama 35242

ARTICLE VI

The location of the initial registered office of the Corporation shall be 800 Corporate Parkway, Ste. 100, Birmingham, Alabama 35242, and its initial registered agent at said address shall be W. Hal Shepherd.

ARTICLE VII

These Articles may not be altered or amended without the affirmative vote of a majority of the entire Board of Directors of the Corporation.

ARTICLE VIII

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
W. Hal Shepherd	800 Corporate Parkway, Ste. 100 Birmingham, Alabama 35242


ARTICLE IX

The Corporation shall adopt appropriate By-Laws by action of its active Board of Directors at any regular meeting for such purpose, which such By-Laws may be amended from time to time in the same manner.


ARTICLE X

(a) The Corporation shall have such powers as are prescribed by the Alabama Non-Profit Corporation Act as contained and set forth in Section 10-3A-1, et seq., Code of Alabama of 1975, as amended, and may perform any acts permitted thereby.

(b) Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.


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Shelby Cnty Judge of Probate, AL
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IN WITNESS WHEREOF, the undersigned have hereunto affixed their hands and seals on
this the 27 day of October, 2009.

 (SEAL)
W. HAL SHEPHERD

PREPARED BY:
Glenn E. Estess, Jr., Esq.
Wallace, Jordan, Ratliff & Brandt, L.L.C.
Post Office Box 530910
Birmingham, Alabama 35253
(205) 870-0555

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State of Alabama
Shelby County

Certificate of Corporation

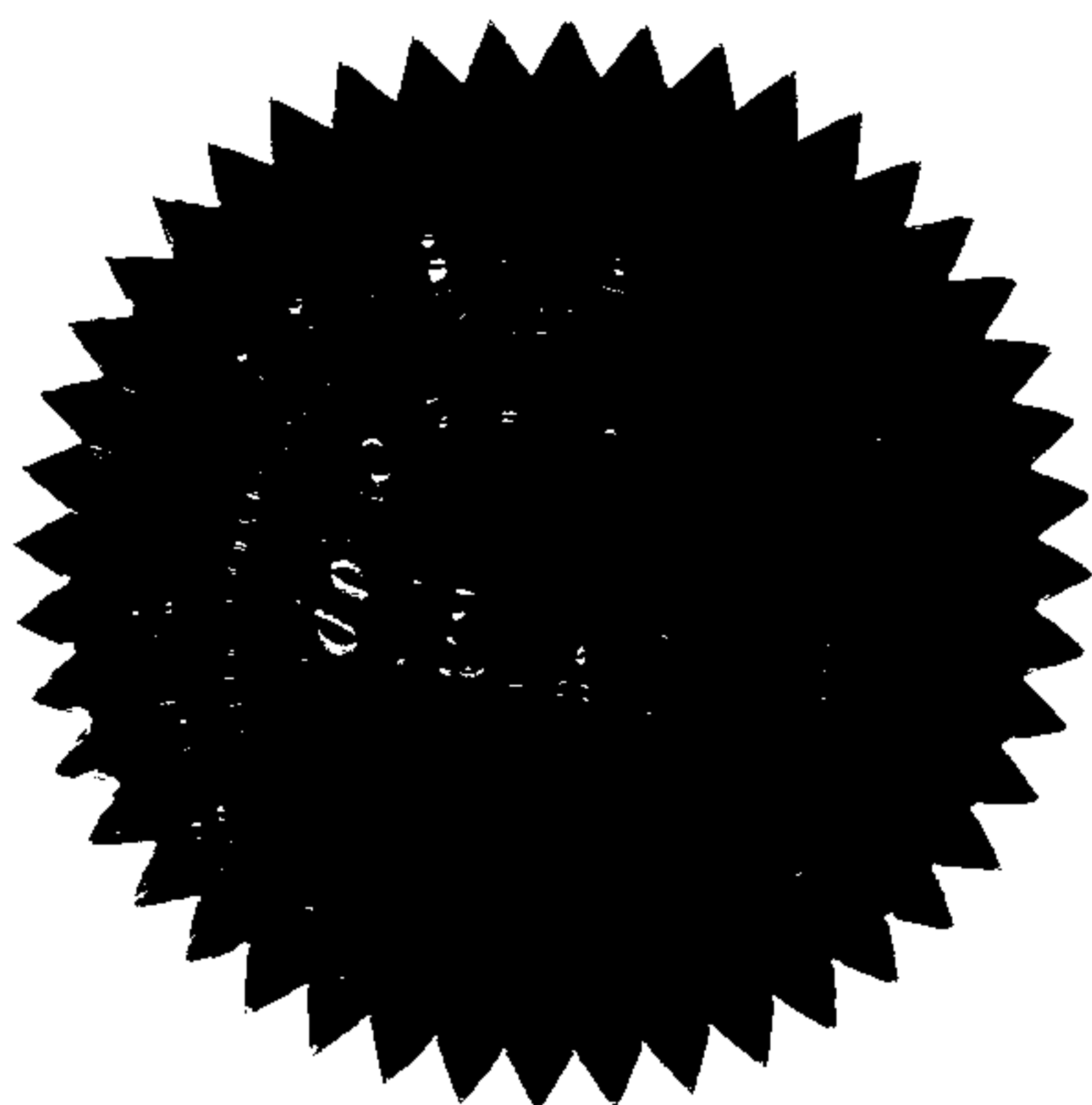
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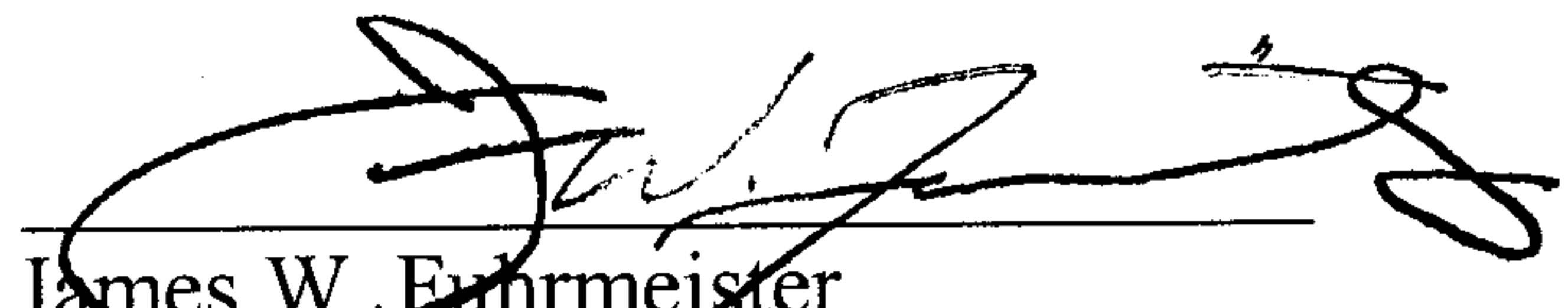
ACADEMIC BENEFIT TRUST CORPORATION

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **ACADEMIC BENEFIT TRUST CORPORATION** 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 **ACADEMIC BENEFIT TRUST CORPORATION** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official
Seal on this the 9th day of
November, 2009




James W. Fuhrmeister
Judge of Probate