

**ARTICLES OF INCORPORATION
OF
EAST LAKE INITIATIVE,
a Nonprofit Corporation**

**TO THE HONORABLE JUDGE OF PROBATE IN AND FOR
SHELBY COUNTY, ALABAMA**

The undersigned incorporators, desiring to organize a nonprofit body corporate under Chapter 3A, Title 10, Code of Alabama 1975, as amended, do hereby make, sign, and file these Articles of Incorporation as follows:

**ARTICLE I
NAME**

The name of this corporation is **EAST LAKE INITIATIVE, a Nonprofit Corporation.**

**ARTICLE II
PERIOD OF DURATION**

The period for the duration of the corporation shall be perpetual.

**ARTICLE III
PURPOSES**

The purposes for which the corporation is formed are:

- (a) To engage in and carry on the business of assisting elderly, low income and other in need residents in maintaining a single family housing presence in the East Lake neighborhood as community transformation occurs, through acquisition and/or refurbishment of currently distressed or abandoned property.

(b) The transaction of any or all lawful activities for which nonprofit corporations may be incorporated under the Alabama Nonprofit Corporation Act.

(c) Notwithstanding any other provision herein, exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV **NO MEMBERS**

The corporation shall have no Members.

ARTICLE V **POWERS**

The powers of the corporation are and shall be those provided by the Alabama Nonprofit Corporation Act, Section 10-3A-20, as the same may be amended from time to time.

ARTICLE VI **RESTRICTIONS ON DISTRIBUTIONS, ACTIVITIES**

No part of the net earnings of the 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 set forth in Article Third hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 a Court of Competent Jurisdiction 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 VIII
REGISTERED OFFICE AND REGISTERED AGENT

The location and street address of the initial registered office of the corporation shall be **5191 Caldwell Mill Road, Birmingham, Alabama 35244**, and its initial registered agent at such address shall be **Pamela C. Bates**. In accordance with the requirements of the Alabama Nonprofit Corporation Act, the registered office and registered agent of the corporation may be changed by filing a statement of change with the Secretary of State of Alabama.

ARTICLE IX
DIRECTORS

(a) The number of directors constituting the initial Board of Directors shall be Four (4). The names and addresses of the members of the initial Board of Directors who shall hold office until the first annual meeting of shareholders, and until their successors shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Pamela C. Bates	5191 Caldwell Mill Road Birmingham, AL 35244
Cheney Paul Lawler	2345 Altadena Crest Drive Birmingham, AL 35242
Benga H. Harrison	2329 Woodland Circle Birmingham, AL 35242

Michael Glenn

**240 Great Horse Way
Columbiana, AL 35051**

(b) All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors except as may be otherwise provided in these Articles of Incorporation or by statute. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) To alter, amend, or repeal the By-Laws or adopt new By-Laws.
- (2) To take any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof without a meeting, if a written consent thereto is signed by all the members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee. Action taken under this section is effective when the last director or committee member signs the written consent, unless the consent specifies a different effective date.
- (4) To remove any officer or agent of the corporation whenever, in the judgment of the Board of Directors, the best interest of the corporation will be served thereby.
- (5) The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authority expressly conferred upon the directors by statute.

ARTICLE X **INCORPORATOR**

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Pamela C. Bates	5191 Caldwell Mill Road Birmingham, AL 35244

ARTICLE XI **STATUTORY CHANGES**


Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the shareholders of corporations organized under general laws

of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action by any part less than all of the shareholders of any such corporation, shall apply to this corporation and shall be binding upon not only this corporation but upon every shareholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

ARTICLE XII
AMENDMENT

The corporation reserves the right to amend, alter, change, restate or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors, and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation this 10 day of February, 2010.


Pamela C. Bates
Incorporator

This Instrument Prepared By:
Charles H. Moses, III
Moses & Moses PC
3500 Blue Lake Drive, Suite 495
Birmingham, AL 35243
(205) 967-0901



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Shelby Cnty Judge of Probate, AL
02/19/2010 08:09:04 AM FILED/CERT

State of Alabama
Shelby County
Certificate of Corporation

Of

EAST LAKE INITIATIVE

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

EAST LAKE INITIATIVE

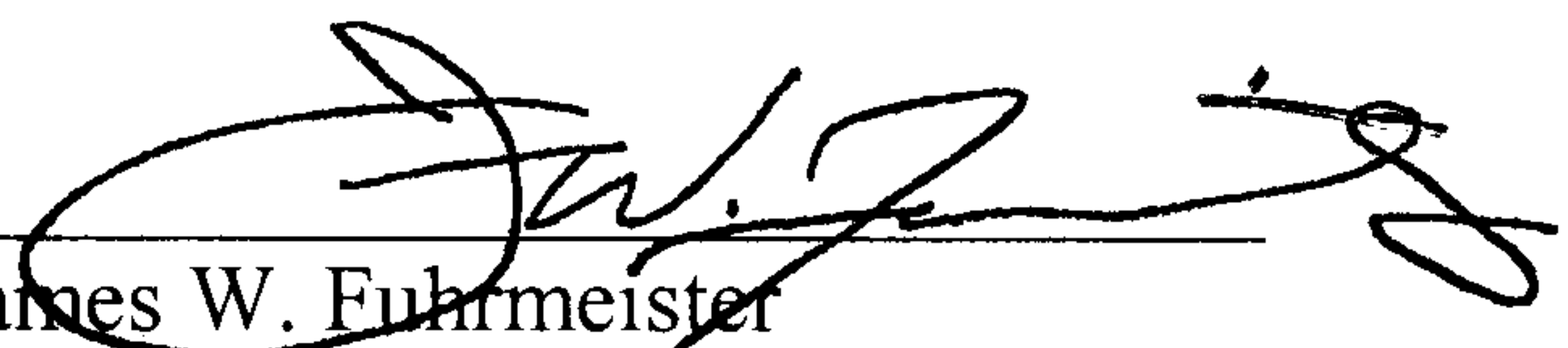
duly signed and verified pursuant to the provisions of Section Non Profit of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

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

EAST LAKE INITIATIVE

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

Given under my hand and Official
Seal on this the 19th day of
February, 2010


James W. Fuhrmeister
Judge of Probate

