

# STATE OF ALABAMA

## DOMESTIC NON-PROFIT CORPORATION

### STATEMENT OF INTENT TO DISSOLVE & ARTICLES OF DISSOLUTION GUIDELINES

#### INSTRUCTIONS: (PLEASE TYPE)

STEP 1: FILE ORIGINAL AND TWO COPIES WITH THE JUDGE OF PROBATE IN THE COUNTY WHERE THE NON-PROFIT CORPORATION'S ARTICLES OF INCORPORATION WERE FILED. ATTACH SECRETARY OF STATE AND JUDGE OF PROBATE FEES. THE JUDGE OF PROBATE'S COMBINED FILING FEE IS \$10. THE SECRETARY OF STATE'S FILING FEE IS \$0 FOR THE STATEMENT OF INTENT TO DISSOLVE & \$5 FOR THE ARTICLES OF DISSOLUTION.

PURSUANT TO 10-3A-140, CODE OF ALABAMA, 1975, THE UNDERSIGNED NON-PROFIT CORPORATION SUBMITS THE FOLLOWING STATEMENT OF INTENT TO DISSOLVE.

Statement I The name of the corporation:

Alabama Birthday Wish for Foster Children

Statement II Attach the names & addresses of the officers.

Statement III Attach the names & addresses of the directors.

Statement IV If the members are entitled to vote, attach a statement setting forth the date of the meeting of members at which a resolution to dissolve was adopted with a quorum present and at least a two-thirds vote.

OR

Attach a statement that such resolution was adopted by written consent of all members entitled to vote.

Statement V If there are no members or no members are entitled to vote, attach a statement of this fact, stating the date of the Board of Directors meeting at which the resolution was adopted and that the resolution was adopted by a majority vote of the directors.

Jamie Dollar

☒ President or ☐ Vice President (Check one)

Rhonda Hethcox

☒ Secretary or ☐ Assistant Secretary (Check one)

PURSUANT TO 10-3A-144, CODE OF ALABAMA, 1975, THE UNDERSIGNED NON-PROFIT CORPORATION SUBMITS THE FOLLOWING ARTICLES OF DISSOLUTION.

Article 1 The name of the corporation:

Alabama Birthday Wish for Foster Children

Article II The statement of Intent to Dissolve the corporation is being filed simultaneously with these Articles of Dissolution with the Judge of Probate of Shelby County on 5/28, 2010.

Article III All debts, obligations, and liabilities of the corporation have been paid and discharged or that adequate provisions have been made therefor.

Article IV All remaining property and assets of the corporation have been transferred, conveyed or distributed in accordance with the provisions of this chapter.

Article V There are no suits pending against the corporation in any court and adequate provision has been made for the satisfaction of any judgement, order or decree which may be entered against it in any pending suit.

Jamie Dollar

☒ President or ☐ Vice President (Check one)

Rhonda Hethcox

☒ Secretary or ☐ Assistant Secretary (Check one)

I, Phyllis D. Davis, a notary public in and for said State, do hereby certify that Jamie Dollar / Rhonda Hethcox personally appeared before me, who being duly sworn, declared that he/she is the President / Secretary of the above named Alabama nonprofit corporation, that he/she executed the foregoing document on behalf of the corporation and that the statements contained therein are true and correct, this 20<sup>th</sup> day of May, 2010.

May 20, 2010  
Date

Phyllis D. Davis 2/1/13  
Signature of Notary/Commission Expiration



**RESOLVED**, that the following named individuals are hereby elected to serve in the offices designated opposite their names at the pleasure of the board of directors of the Corporation:

<u>Name</u>	<u>Office</u>
Janie Dollar	President
Mary Windsor Saggus	Vice President
Rhonda Hethcox	Secretary
Phyllis Davis	Treasurer

**RESOLVED**, that the Corporation shall use the calendar year for federal income tax and financial accounting purposes;

**RESOLVED**, that the account documents, including without limitation any resolutions required to be adopted by the Corporation's directors to authorize the opening of one or more deposit, trust, endowment, or other accounts for and in the name of the Corporation, attached hereto as Exhibit B, are hereby approved and such resolutions are hereby adopted as the resolutions of the board of directors of the Corporation;

**RESOLVED**, that the officers of the Corporation are hereby authorized and directed to make application to the Internal Revenue Service for recognition of the Corporation's exemption from federal income taxation, including, but not limited to, the filing of Internal Revenue Service Form 1023, *Application for Recognition of Exemption Under Section 501(c)(3) of the Code*, and such other and further forms and documents as they, in consultation with counsel for the Corporation, deem necessary or appropriate, and in that connection, said officers are further authorized and directed to execute and deliver for and in behalf of the Corporation an IRS Form 2848, *Power of Attorney and Declaration of Representative*, authorizing K. Wood Herren, Esq. of Bradley Arant Boult Cummings LLP, counsel to the Corporation, to represent the Corporation before the Internal Revenue Service in connection with said application; and

**RESOLVED**, that the appropriate officers of the Corporation are hereby authorized to do any and all other or further things, and to execute any and all other or further documents, all on behalf of the Corporation, as they, in their sole discretion, may deem necessary or desirable to effectuate the purposes of the foregoing resolutions, to complete the organization of the corporation and to cause the corporation to commence the conduct of the charitable activities for which it was organized.

## **ARTICLE VII BOARD OF DIRECTORS**

(a) The number of directors constituting the initial board of directors of the Corporation shall be six (6). The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Vicki Bailey	6880 McFrancis Road Trussville, Alabama 35173
Phyllis Davis	3043 Weatherton Drive Birmingham, Alabama 35233
Janie Dollar	5088 Greystone Way Birmingham, Alabama 35242
Rhonda Hethcox	1686 Patton Chapel Road Birmingham, Alabama 35226
Mary Windsor Saggus	3088 Thrasher Lane Birmingham, Alabama 35244
Susan Todt	5421 Hickory Ridge Drive Birmingham, Alabama 35242

(b) The number of directors constituting the board of directors of the Corporation thereafter shall be that number set forth in the bylaws of the Corporation. The manner of electing directors, filling vacancies created by the resignation or removal of directors, and increasing or decreasing the number of directors constituting the board of directors is set forth in the bylaws of the Corporation. A director may be removed from office, with or without cause, by the vote of two-thirds the number of directors constituting the board of directors at the time such vote is taken.

## **ARTICLE VIII INCORPORATOR**

The name and address of the incorporators of the Corporation are Janie Dollar, 5088 Greystone Way, Birmingham, Alabama 35244, and Mary Windsor Saggus, 3088 Thrasher Lane, Birmingham, Alabama 35244.

## **ARTICLE IX BYLAWS**

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors of the Corporation.



**From:** Vccbailey@aol.com  
**To:** dollarfam1997@cs.com; Dollarfam1997@cs.com  
**Cc:** msaggus1@yahoo.com; Pdaydavis@aol.com; rhondahethcox@yahoo.com; stodt@churchandstagg.com  
**Subject:** Re: ABW Board Meeting Follow Up from April 26th, 2010  
**Date:** Mon, May 17, 2010 4:45 am

Janie:

I agree with all the recommendations.

Vicki

Re: ABW Board Meeting Follow Up from April 26th, 2010

Page 1 of 1

**From:** Mary Saggus <msaggus1@yahoo.com>  
**To:** Dollarfam1997@cs.com; Janie Dollar <dollarfam1997@cs.com>  
**Cc:** Pdaydavis@aol.com; rhondahethcox@yahoo.com; vccbailey@aol.com; stodt@churchandstagg.com  
**Subject:** Re: ABW Board Meeting Follow Up from April 26th, 2010  
**Date:** Mon, May 17, 2010 7:31 am

I agree with all recommendations.

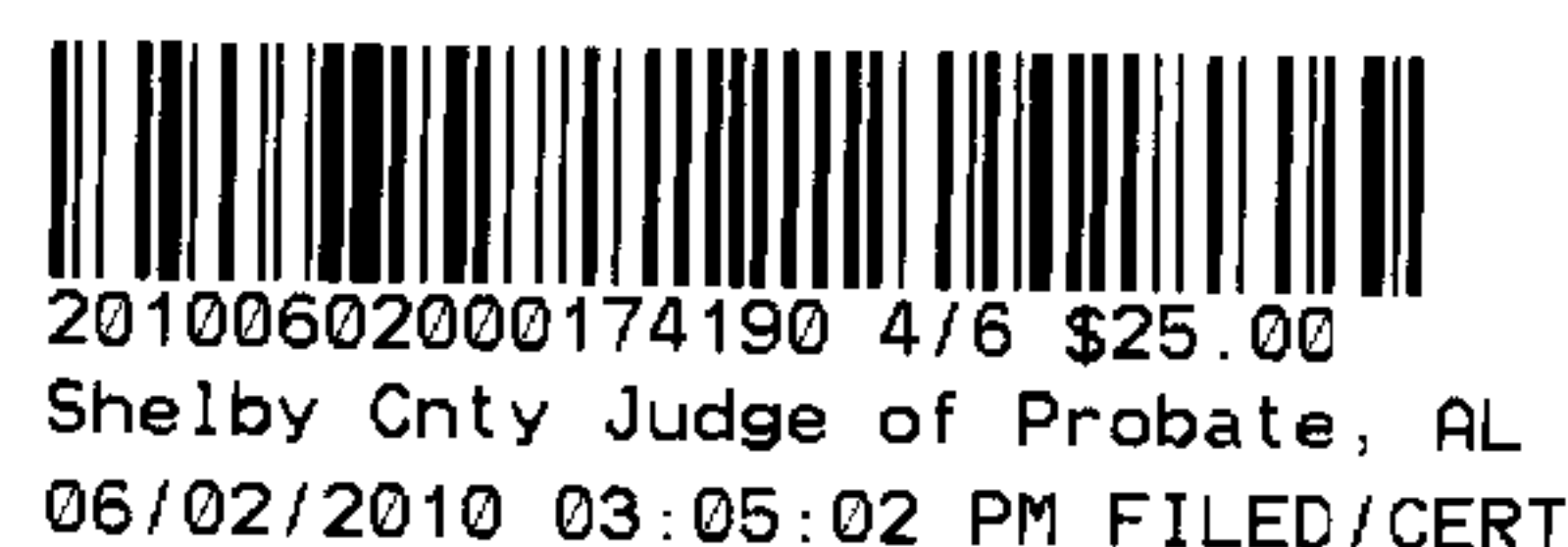
Mary Windsor Saggus  
[msaggus1@yahoo.com](mailto:msaggus1@yahoo.com)  
205/999-1735

Re: ABW Board Meeting Follow Up from April 26th, 2010

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**From:** Rhonda Hethcox <rhondahethcox@yahoo.com>  
**To:** Dollarfam1997@cs.com; Janie Dollar <dollarfam1997@cs.com>  
**Cc:** msaggus1@yahoo.com; Pdaydavis@aol.com; vccbailey@aol.com; stodt@churchandstagg.com  
**Subject:** Re: ABW Board Meeting Follow Up from April 26th, 2010  
**Date:** Mon, May 17, 2010 10:19 am

I agree with all recommendations and what a great job Janie and Mary have done.



**From:** Susan Todt <STodt@churchandstagg.com>  
**To:** Janie Dollar <dollarfam1997@cs.com>  
**Subject:** RE: ABW Vote  
**Date:** Wed, May 19, 2010 9:11 am

I vote yes to all of the proposals!

*Susan*

Susan Todt  
205-531-2221

Re: ABW Board Meeting Follow Up from April 26th, 2010

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**From:** Pdaydavis@aol.com  
**To:** dollarfam1997@cs.com  
**Subject:** Re: ABW Board Meeting Follow Up from April 26th, 2010  
**Date:** Mon, May 17, 2010 10:49 am

I agree with the recommendations.

Phyllis



20100602000174190 5/6 \$25.00  
Shelby Cnty Judge of Probate, AL  
06/02/2010 03:05:02 PM FILED/CERT

# State of Alabama Shelby County

## Certificate of Dissolution

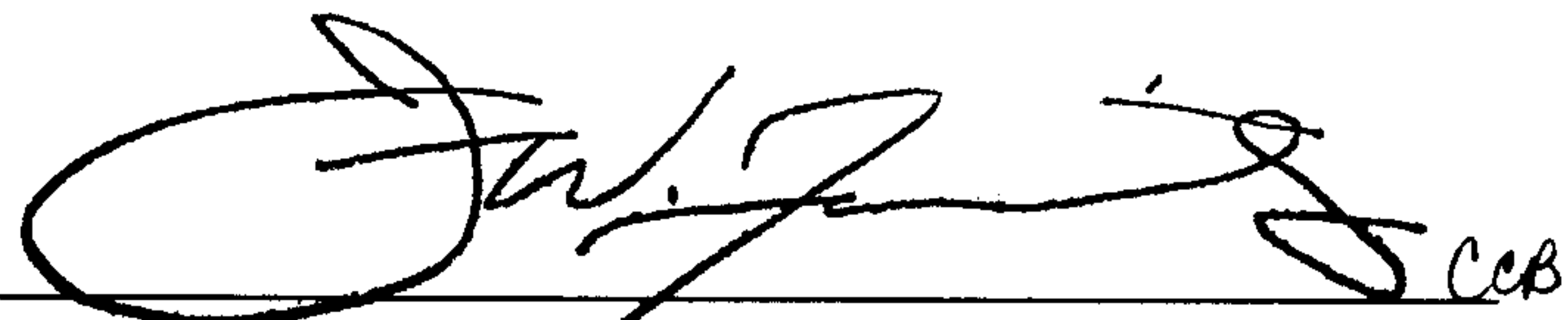
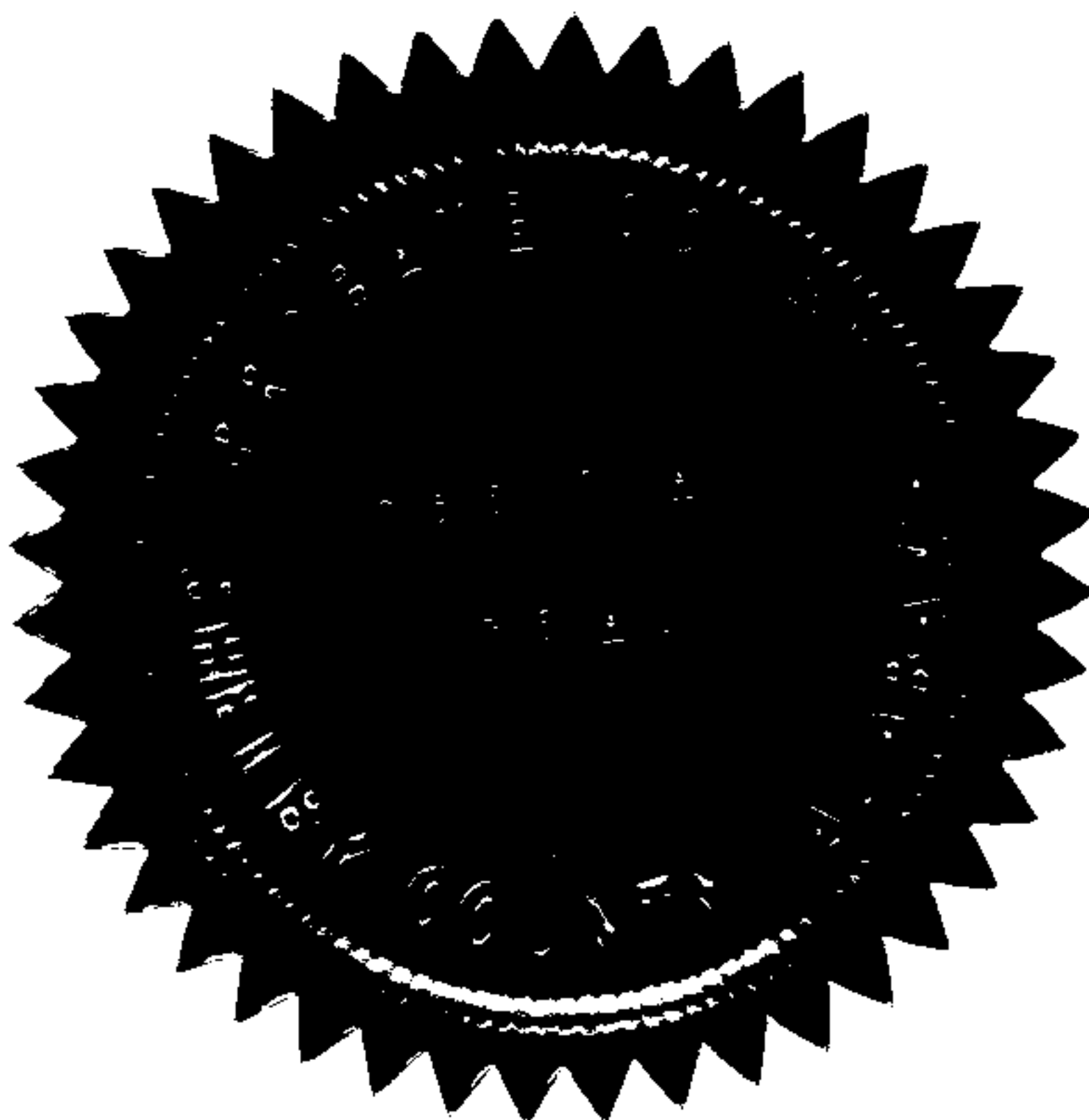
### Of ALABAMA BIRTHDAY WISH FOR FOSTER CHILDREN

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The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Dissolution of ALABAMA BIRTHDAY WISH FOR FOSTER CHILDREN, 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 Dissolution of ALABAMA BIRTHDAY WISH FOR FOSTER CHILDREN, and attaches hereto a duplicate original of the Articles of Dissolution.

Given under my hand and Official Seal on  
this the 2ND day of JUNE, 2010



James W. Fuhrmeister  
Judge of Probate



20100602000174190 6/6 \$25.00  
Shelby Cnty Judge of Probate, AL  
06/02/2010 03:05:02 PM FILED/CERT