

STATE OF ALABAMA

DOMESTIC NON-PROFIT CORPORATION ARTICLES OF INCORPORATION GUIDELINES

INSTRUCTIONS:

STEP 1: THIS FORM IS A GUIDELINE FOR COMPLETING YOUR ARTICLES OF INCORPORATION. TO INCORPORATE, FILE THE ORIGINAL AND TWO COPIES OF THE ARTICLES OF INCORPORATION IN THE COUNTY WHERE THE CORPORATION'S REGISTERED OFFICE IS LOCATED. THE SECRETARY OF STATE'S FILING FEE IS \$20. PLEASE CONTACT JUDGE OF PROBATE TO VERIFY FILING FEES.

STEP 2: NON-PROFIT CORPORATIONS **MUST** HAVE AT LEAST THREE DIRECTORS.

PURSUANT TO THE PROVISIONS OF THE ALABAMA NON-PROFIT CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

Article I The name of the corporation:
Hearts In Hands, Inc

Article II The duration of the corporation is perpetual, unless otherwise stated.

Article III The corporation has been organized for the following purpose(s):
See Attached Article III, 3.1

Article IV 10-3A-26. A corporation may have one or more classes of members or may have no members. If the corporation has one or more members, the designation of such class or classes, the manner of election or appointment and the qualification and rights of the members of each class shall be set forth in the articles of incorporation or the bylaws. If the corporation has no members, that fact shall be set forth in the articles of incorporation.

Article V The **street address** (NO PO BOX) of the registered office 172 Applewood
Stables Lane, Columbiana 35051 and the name of
registered agent at that office _____

Article VI The names and addresses of the Directors:
See Attached Article VI, 6.1

Article VII The name(s) and address(es) of the Incorporator(s):
FRANCIS H. BURDER III 172 Applewood Stables Lane
Columbiana AL 35051

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation, may be added.

IN WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation
on this the 19th day of November, 2010.

THIS DOCUMENT PREPARED BY:

FRANCIS H. BURDER III

Type or Print Name of Incorporator

Francis H. Burder III
Signature of Incorporator

**ARTICLES OF INCORPORATION
OF
HEARTS IN HANDS, INC.**

**ARTICLE I
NAME**

The name of the corporation shall be Hearts In Hands, Inc.

**ARTICLE II
PERIOD OF DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSE AND POWERS**

3.1 The purposes for which the corporation is organized are exclusively charitable and religious within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law (the "Code"), and the objects to be carried on and promoted by it are as follows:

- (1) To assist those in acute or immediate need, especially those without family resources, through providing nourishment, clothing, light housekeeping, yard work, or minor home addition or repair;
- (2) To promote community by connecting those in need with a local church;
- (3) Except as expressly negated in these Articles of Incorporation, to do all other acts and pursue all other purposes permitted to nonprofit corporations under the Alabama Nonprofit Corporation Act.

3.2 The corporation shall possess and exercise all the powers and privileges granted by the Alabama Nonprofit Corporation Act or by any other law of the State of Alabama, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the corporation (limited only by the restriction set forth in these Articles of Incorporation).

3.3 Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code, and the regulations promulgated thereunder, as

amended (the "Tax Regulations"), or by an organization, contributions to which are deductible under Section 170 of the Code and of the Tax Regulations.

3.4 Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or the net earnings of the corporation shall at any time inure to the benefit of any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse expenditures incurred in the performance of their duties by the members, directors, officers and employees and to make payments and distributions in furtherance of the objects and purposes set forth in this Article III.

3.5 No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code, 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.

3.6 The foregoing clauses of this Article III shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the corporation expressly conferred by law, except as expressly stated.

ARTICLE IV MEMBERSHIP

There shall be no members of the Corporation.

ARTICLE V REGISTERED AGENT

The address of the initial registered office of the Corporation is shall be located at 172 Applewood Stables Lane, Columbiana, Alabama 35051 and the name of the initial registered agent at such address shall be Francis H. Burder III.

ARTICLE VI BOARD OF DIRECTORS

6.1 The number of Directors constituting the initial Board of Directors of the Corporation is five (5) and the names and addresses of the persons who are to serve as the initial Directors are:

Name	Address
Francis H. Burder III	172 Applewood Stables Lane, Columbiana, AL 35051
Jimmy H Beard	3517 Pineywood Trace, Birmingham, AL 35242
Harris Cannon III	475 County Road 39, Chelsea, AL 35043
Jeffrey S. Pesnell	5056 Little Turtle Drive, Birmingham, AL 35242
Steve Roberson	215 Highway 310, Calera, AL 35040

After the filing of these Articles, the number of directors may be changed from time to time in the manner set forth in the bylaws of the corporation.

6.2 The current members of the first Board of Directors shall hold office until December 31, 2012 or until such later date as their successors shall have been elected and qualified. Thereafter, the directors of the corporation shall be elected in the manner and for the term specified in the bylaws of the corporation.

6.3 Any member of the Board of Directors may be removed from office, with or without cause, by the affirmative vote of two-thirds (2/3) of the directors then in office. Any vacancy in the Board of Directors created by the death, resignation, incapacity or removal of an elected director or by an increase in the number of directors may be filled in the manner set forth in the bylaws.

6.4 There shall be no personal or individual liability of any employee, member, director or officer for any debts, liabilities or obligations of the corporation of any kind whatsoever for acts done as an agent of the corporation unless such liability is due to gross negligence or willful misconduct.

ARTICLE VII AMENDMENTS

These articles of incorporation may be amended from time to time by the vote of two-thirds (2/3) of all the directors then in office; provided, however, that no such amendment shall be made which would in any way result in the operation of the corporation for the private advantage or pecuniary profit of any director or member thereof or permit the operation in the corporation for any purpose other than charitable, religious, literary and educational purposes.

**ARTICLE VIII
INCORPORATORS**

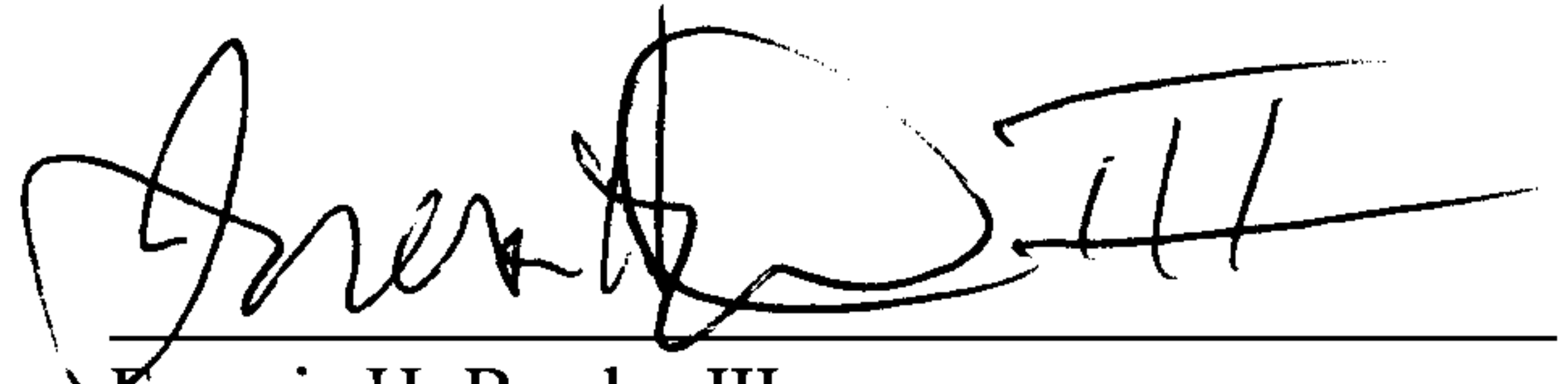
The name and address of the initial incorporator of the corporation is:

Francis H. Burder III
172 Applewood Stables Lane,
Columbiana, AL 35051

**ARTICLE IX
DISSOLUTION**

The corporation is not organized for pecuniary profit and no part of its net earnings shall inure to the benefit of any individual. Upon dissolution of the corporation, the residual assets of the corporation, if any, after the payment in full of all debts and obligations of the corporation, shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code for exclusively public purposes.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal, this the 19th day of November, 2010.


Francis H. Burder III

This Instrument Prepared by:
Francis H. Burder, III
172 Applewood Stables Lane
Columbiana, AL 35051

State of Alabama
Shelby County

Certificate of Corporation

Of

HEARTS IN HANDS, INC.

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

HEARTS IN HANDS, INC.

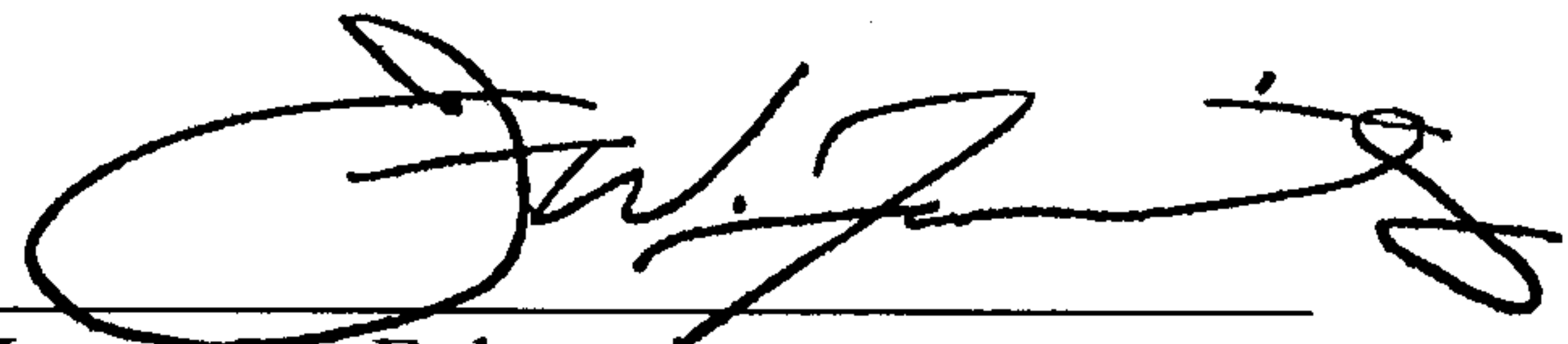
duly signed and verified pursuant to the provisions of Section Non Profit of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

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

HEARTS IN HANDS, INC.

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

Given under my hand and Official
Seal on this the 22nd day of
November, 2010



James W. Fuhrmeister
Judge of Probate

