

STATE OF ALABAMA
DOMESTIC NON-PROFIT CORPORATION
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION GUIDELINES

20110214000051040 1/9 \$168.00
Shelby Cnty Judge of Probate, AL
02/14/2011 10:56:51 AM FILED/CERT

INSTRUCTIONS (PLEASE TYPE)

FILE THE ORIGINAL AND TWO COPIES IN THE COUNTY WHERE THE ORIGINAL ARTICLES OF INCORPORATION ARE FILED. IF THE AMENDMENT CHANGES THE NAME, THE SECRETARY OF STATE'S FEE IS \$10. OTHERWISE, THERE IS NO FEE FOR FILING A NON-PROFIT AMENDMENT. THE PROBATE JUDGE'S MINIMUM FEE FOR FILING AN AMENDMENT IS \$10.

PURSUANT TO THE PROVISIONS OF THE ALABAMA NONPROFIT CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT.

Article I The name of the corporation:
Hoover Arts Alliance, Inc.

Article II The following amendment was adopted:
see attachment

Article III The date of the meeting of the members where the amendment was adopted, a quorum was present, and the amendment received at least two-thirds of the votes entitled to be cast: 02-10-2011

Article IV If there was no meeting, attach a statement that such amendment was adopted by written consent and signed by all members entitled to vote. see attachment

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

Date: 02/09/11

Linda Mastain
Signature of President or Vice President

STATE: Alabama

Barbara Lyons
Signature of Secretary or Assistant Secretary

COUNTY: Shelby


BEFORE ME THE UNDERSIGNED AUTHORITY IN AND FOR SAID COUNTY AND STATE, PERSONALLY APPEARED Barbara Lyons WHO BEING BY ME FIRST DULY SWORN, DOTH DEPOSE AND SAY THAT HE/
SHE IS THE Secretary OF Hoover Arts Alliance Inc., AN ALABAMA
CORPORATION, AND THAT THE FOREGOING STATEMENTS CONTAINED IN THIS AMENDMENT ARE TRUE, FULL AND CORRECT.

Barbara Lyons
SIGNATURE OF OFFICER ABOVE

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS THE 14th DAY OF February, 2011, IN WITNESS
WHEREOF I HERETO SUBSCRIBE MY NAME AND AFFIX THE SEAL OF MY OFFICE.

Kelly B. Mullin
SIGNATURE OF NOTARY
Kelly B. Mullin
Notary Public State At Large
MY COMMISSION EXPIRES
Commission Expires
June 28, 2013

Hoover Arts Alliance
EIN # 06-1816126
Attachment to the Amended
Articles of Inc.


20110214000051040 2/9 \$168.00
Shelby Cnty Judge of Probate, AL
02/14/2011 10:56:51 AM FILED/CERT

Articles of Amendment to the Hoover Arts Alliance Articles of Incorporation were adopted:

Article II The following amendment was adopted:

Article Three: items a. and b. and c. were deleted in their entirety.

The amended Article Three:

- a. Said organization is organized 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 corresponding section of any future federal tax code.
- b. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Tax Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.

The remaining sections were renamed but no content was amended, d. became c., e. became d. etc.

Article IV This amendment was adopted by written consent and signed by all members entitled to vote.


Linda Chastain 2/9/11


Linda Williams 2-9-11


Barbara Lyons 02-09-11



Beverly Bates 2/9/11


Martina Johnson 2/9/11


Sara Perry 2-9-11

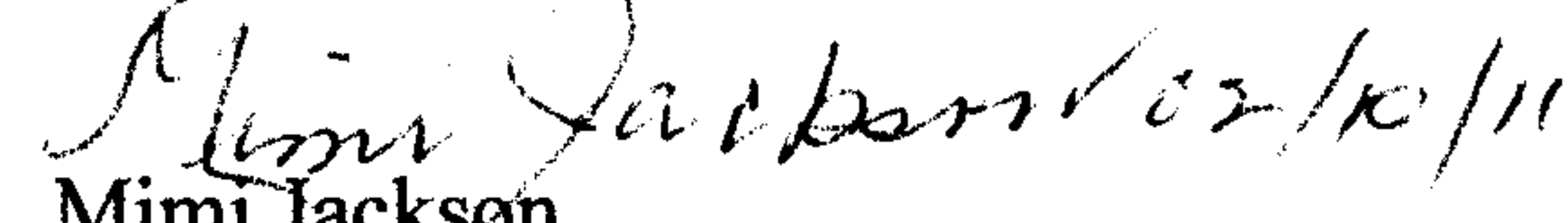

Winnie Cooper 2-10-11


Lori Salter 2/9/11


Jody Weston 2/10/11


Belle Jordan 2/9/11


Delores Wilkinson 2/10/11


Mimi Jackson 02/10/11


Roberta Atkinson 2/9/11



ARTICLES OF INCORPORATION
OF THE
HOOVER ARTS ALLIANCE, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Nonprofit Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE ONE

The name of the corporation is the HOOVER ARTS ALLIANCE, INC.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Nonprofit Corporation Act. Without limiting the foregoing, the following provisions apply:

- a. Said organization is organized 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 corresponding section of any future federal tax code.
- b. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for such purposes.
- c. To provide art educational opportunities through scholarships.

d. To take, receive, own, hold, administer, distribute, and dispose of property, gifts, or donations of all kinds whether owned by it or others, whether real, personal, or mixed, acquired by gift, bequest, devise, or otherwise, either absolutely or in trust, without limitation as to amount of value, except such limitation, if any, as may be imposed by law, for the advancement, promotion, extension, or maintenance of the Corporation's purposes and objects, or any of them; and in addition hereto, and not in limitation of, the foregoing purposed and powers, the Corporation may acquire, take, receive, own, hold, administer, distribute, and dispose of gifts or donations of property, real, personal, or mixed, designated by the givers or donors for the causes or objects herein mentioned, now or at any time hereafter.

e. To encourage, solicit, receive, and administer gifts, bequests, donations, benefactions, by deed, will, or otherwise, for the advancement of the purposes listed above, and to supply and provide an instrumentality for securing greater continuity and uniformity in the control, management and distribution of such gifts, bequests, donations, and benefactions in furtherance of these objectives.

f. To acquire by lease, option, purchase, gift, grant, devise or conveyance, or otherwise to hold, enjoy, possess, rent, lease and sell real property or any interest therein as may be deemed to be in the interest of the Corporation.

g. To acquire by option, purchase, gift, grant, bequest and transfer, or otherwise to hold, enjoy, possess and pledge its security, sell, lease, transfer, or in any manner dispose of personal property of any class or description whatsoever; to retain any property, investments or securities originally received by the Corporation or thereafter acquired by it, so long as the Board of Directors of the Corporation shall consider the retention thereof desirable; to invest any and all funds coming into the hands of the Corporation, on any account whatsoever, in such property, investments or securities as the Board of Directors of the Corporation may, in the discretion the Directors deem advisable, however doubtful, hazardous or limited the description or nature of any property, investment or securities so retained may be, whether or not the same may be currently producing incomes and whether or not the same are, or may be, such as are authorized or deemed property for investment of trust funds under the Constitution or the laws of the State of Alabama or of the United States; to convert real property owned by the Corporation into personal property and personal property into real property; to improve or cause or permit real property to be improved and to abandon any property which the Board of Directors of the Corporation deem to be without substantial value; to manage and control any shares of stock certificates of interest, bonds or other securities of any corporation, and with respect to the same to concur in any plan, scheme, conversion, recapitalization, reorganization, or dissolution or the lease or other disposition of the properties of any such corporation, trusts or associations, the securities of which are held by this Corporation and as owner thereof to vote, or give or grant proxy or proxies to vote, any security of any corporation, trusts or

associations held by this Corporation at any meeting of the holders of the same class of security of the issuing entity, and generally, in all respects to exercise all of the rights of ownership therein.

h. To sell, convey, and dispose of any such property and to invest and reinvest the principal and income thereof in such property, real, personal and mixed, including, without limitation, securities in, of or issued or created by any person, firm, partnership, limited liability company, association, corporation, joint venture, government or subdivision, agency or instrumentality thereof, or any other legal entity of any kind and nature.

i. To transfer and pay over any amount held hereunto to any other organization organized exclusively for religious, charitable, scientific, literary, and educational purposes which is an exempt organization as defined under Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws.

j. To receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, or any of them (but for no other purposes), and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received including the expenditure of the principal, as well as the income, for one or more than one of such purposes, if authorized or directed in the trust instrument under which it is received.

k. To receive, take title to, hold and use the proceeds and income of securities, but only for the foregoing purposes, or some of them.

l. In order to carry out the purposes herein above set forth, the Corporation shall have and exercise any and every power conferred on it by the laws of the State of Alabama, exclusively for religious, charitable, scientific, literary, and educational purposes, all for the public welfare, for which a nonprofit corporation, organized under the provisions of the Alabama Nonprofit Corporation Act, as from time to time amended, can be authorized to exercise, but not any other power.

m. The Corporation shall have no purpose and shall exercise no power which would prevent it from qualifying as an organization described in Section 501(c) of the Internal Revenue Code of 1954 (the "Code") as exempt from taxation under Section 501(a), so long as said Internal Revenue Code shall contain such provisions.

ARTICLE FOUR

Section 1. MEMBERSHIP

Membership in this corporation shall be open to all individuals interested in the Objectives of Article III and membership shall become effective immediately upon receipt of payment of annual dues.

Section 2. GROUP MEMBERSHIPS

Each art group requesting participation on the Board of Directors shall submit one name to represent the group, paying the sum of one annual dues.

Section 3. MEMBERSHIP RIGHTS

A Board of Directors as defined in the By-Laws of the Corporation shall provide operations of the Corporation and shall represent the best interests of the general membership and Corporation. Each member, both individual and group, shall have the privilege of serving on committees as needed and appointed by the Board, and shall render to the Board their advice and opinion in connection therewith. There will be no meeting of the general membership during any year unless specially called, with due public notice, by the Board. Unless specially granted by the Board, general members shall not have any voting rights with respect to the Corporation or its actions.

Section 4. RESIGNATION OF MEMBER

The resignation of any member in writing shall become effective immediately upon its delivery to the Secretary of the Corporation. No member of the Corporation shall be permitted to transfer its membership to another person, firm, partnership, limited-liability company, joint venture, association, corporation or other form of business entity without consent of the Board of Directors.

ARTICLE FIVE

The street address of the initial registered office of the corporation is 4616 South Lakeridge Drive, Hoover, Alabama 35244. The initial registered agent at such address is Mrs. Barbara Lyons.

ARTICLE SIX

The number of directors constituting the initial board of directors of the Corporation is three. The names and addresses of the persons who are to serve as directors for the initial period of their position, and until their successors are elected and qualified at the organizational meeting are:

| | | |
|---------------------|----------------------------|------------------|
| Mrs. Linda Chastain | 2341 Brookline Drive | Hoover, AL 35226 |
| Mrs. Linda Williams | 400 Shadeswood Circle | Hoover, AL 35226 |
| Mrs. Barbara Lyons | 4616 South Lakeridge Drive | Hoover, AL 35244 |

ARTICLE SEVEN

The bylaws of the corporation shall contain provisions for the regulation and management of the affairs of the corporation not inconsistent with any provisions of the articles of incorporation, and not inconsistent with the laws of the State of Alabama. The initial bylaws of the corporation shall be adopted by the Board of Directors. The bylaws of the corporation shall be subject to alteration, amendment or repeal, and new bylaws may be adopted as provided therein. No amendment decreasing the number of directors shall have the effect of shortening the term of any incumbent director.

ARTICLE EIGHT

The corporate powers shall be exercised by the board of directors, except as otherwise provided by statute or by these articles of incorporation. Any action required or permitted to be taken at any meeting of the board of directors or any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all 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. The corporation may, in its bylaws, confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.


ARTICLE NINE

The name and address of the incorporator is:

| | | |
|--------------------|----------------------------|------------------|
| Mrs. Barbara Lyons | 4616 South Lakeridge Drive | Hoover, AL 35244 |
|--------------------|----------------------------|------------------|

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of [Incorporation on this the 14 day of February, 2011.

Hoover Arts Alliance, Inc
EIN # 06-1816126
Amended Attachment #1


20110214000051040 8/9 \$168.00
Shelby Cnty Judge of Probate, AL
02/14/2011 10:56:51 AM FILED/CERT

Mrs. Barbara Lyons
Typed Name of Incorporator

Mrs. Barbara Lyons
Signature of Incorporator

State of Alabama Shelby County

20110214000051040 9/9 \$168.00
Shelby Cnty Judge of Probate, AL
02/14/2011 10:56:51 AM FILED/CERT


Certificate of Incorporation Restated and Amended Of HOOVER ARTS ALLIANCE, INC.

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of HOOVER ARTS ALLIANCE, 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 HOOVER ARTS ALLIANCE, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 14th day of February, 2011.




James W. Fuhrmeister
Judge of Probate