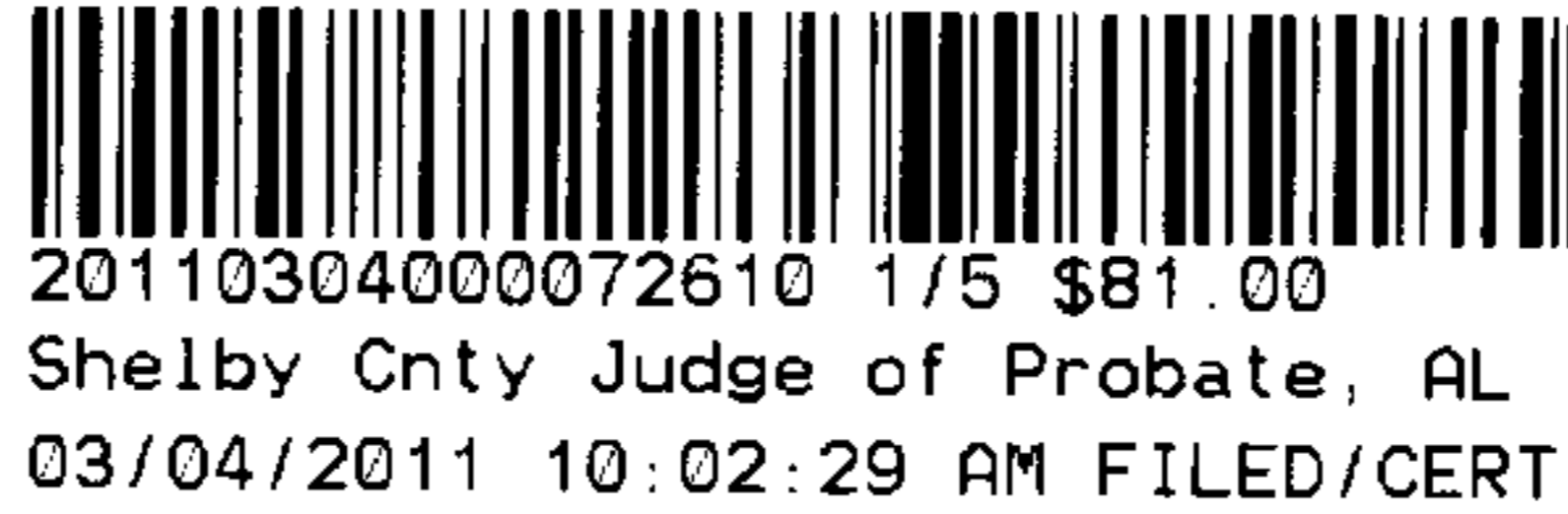


State of Alabama

Shelby County



Amended ARTICLES OF INCORPORATION

OF

ALABAMA ASSOCIATION ZETA PHI BETA SORORITY INCORPORATED
FOUNDATION

Pursuant to the provisions of the Alabama Non-Profit Corporation Act, the undersigned hereby sets forth and adopts the following Articles of Incorporation.

Article I--Name

The name of this organization shall be the Alabama Association Zeta Phi Beta Sorority Inc. Foundation, hereinafter referred to as the "Foundation."

Article II--Duration

The period of duration of the Foundation shall be perpetual.

Article III--Purpose

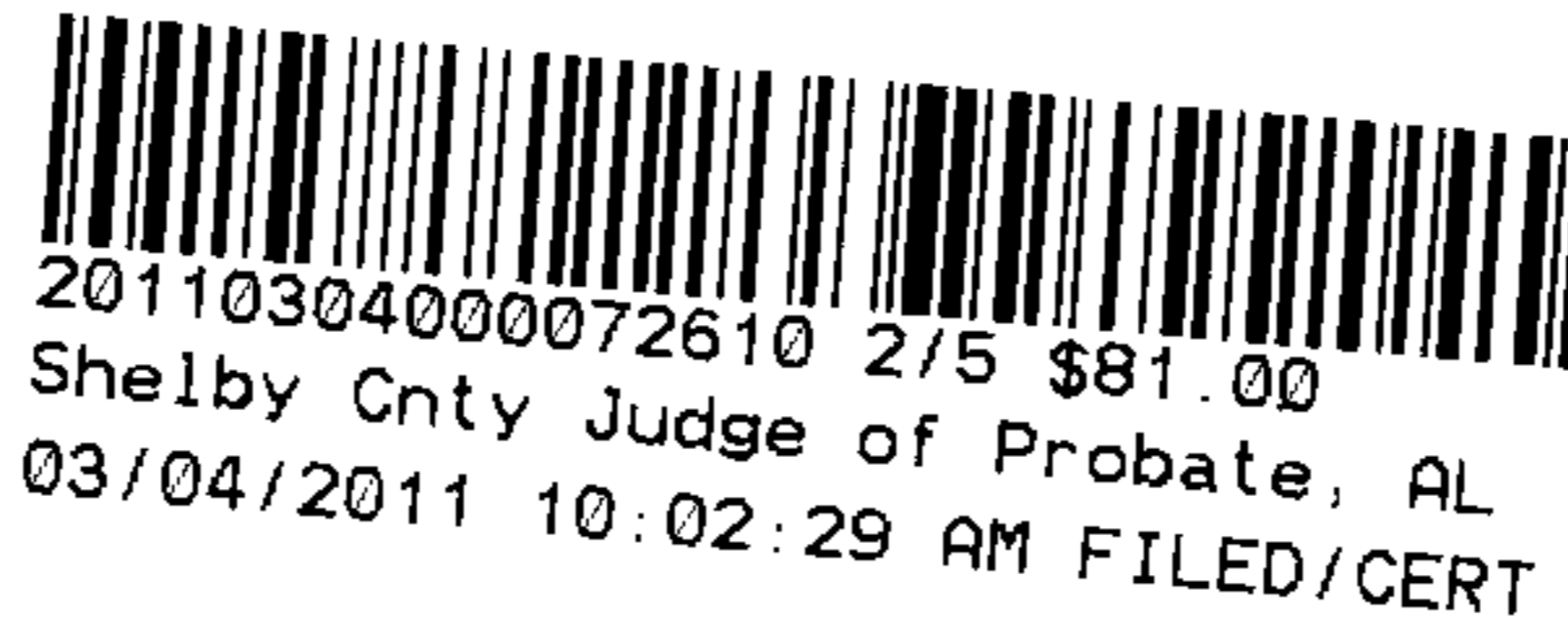
The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Article IV—Purposes and Powers

The Foundation is organized exclusively for charitable, educational and community efforts, 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. It shall be the purpose of the Alabama Association Zeta Phi Beta Sorority Inc. Foundation to be a charitable organization within the sorority for establishing scholarships for undergraduate and graduate Sorors of Zeta Phi Beta Sorority, Inc. and to fulfill the charities and endeavors of Z-Hope (Zetas Helping Others to Excel) through community efforts. The Foundation shall have all powers now conferred or which may be conferred upon a non-profit corporation under the laws of the State of Alabama which are not in conflict with the terms of these Articles.

Article V--Membership

The Foundation shall have members, with rights and duties as conferred in the Foundation's By-laws.



Article VI-Incorporator

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Vivian Marvray	5184 Caldwell Mill Road Suite 204 Box 228 Hoover, AL 35244

Article VII-Officers

The officers of the foundation shall consist of a President, Vice-President, Secretary and Treasurer, any two (2) or more which may be held by one (1) person, except the President shall not be the Secretary or Treasurer. Each said officer shall be elected or appointed at such time and in such manner and for such term and shall have the powers and duties as may be prescribed in the By-laws.

Article VIII-Directors

The business of this organization shall be managed by a Board of Directors consisting of members of Zeta Phi Beta Sorority and community leaders, together with the officers of this organization. At least one of the directors elected shall be a member of Zeta Phi Beta Sorority.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.

Three of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

The President of the organization by virtue of his office shall be Chairman of the Board of Directors.

A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by



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counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.

The initial directors of the Foundation with their respective addresses are as follows:

Director # 1: Calandra Jones-McDonald
112 2nd Avenue South
Birmingham, AL 35205

Director #2: Vivian Marvray
4020 Crossings Lane
Hoover, AL 35242

Director#3: Bonnie Banks
152 Andover Lane
Huntsville, AL 35811

Director #4: Ricky McClure
1116 5th Avenue West
Birmingham, AL 35204

Article IX-By-laws

The Foundation as hereinabove provided shall have the power to adopt By-laws for the regulation of its internal affairs and for all other purposes not inconsistent with the constitution and laws of the State of Alabama and with these Articles of Incorporation.

Article X-Indemnification

Every director and officer of the Foundation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party of in which he or she may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except when the director or office is adjudged guilty of willful misfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such director or officer may be entitled.

Article XI Amendments

Amendments to the Articles of Incorporation shall be made in the following manner: The Board of Directors may adopt amendments to the Articles of Incorporation by majority vote.



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Article XII—Dissolution

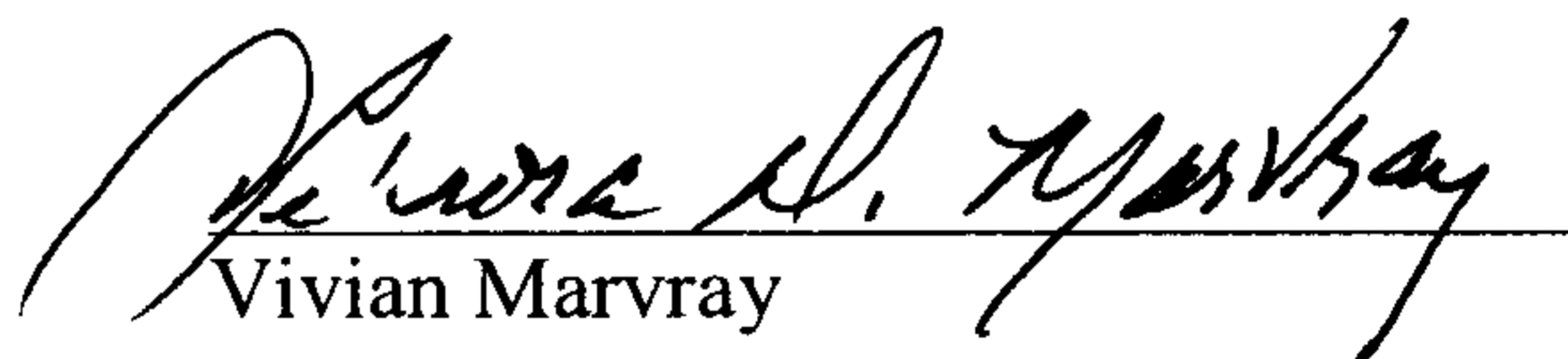
Upon the dissolution of the Foundation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the foundation 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 XIII—Other Provisions

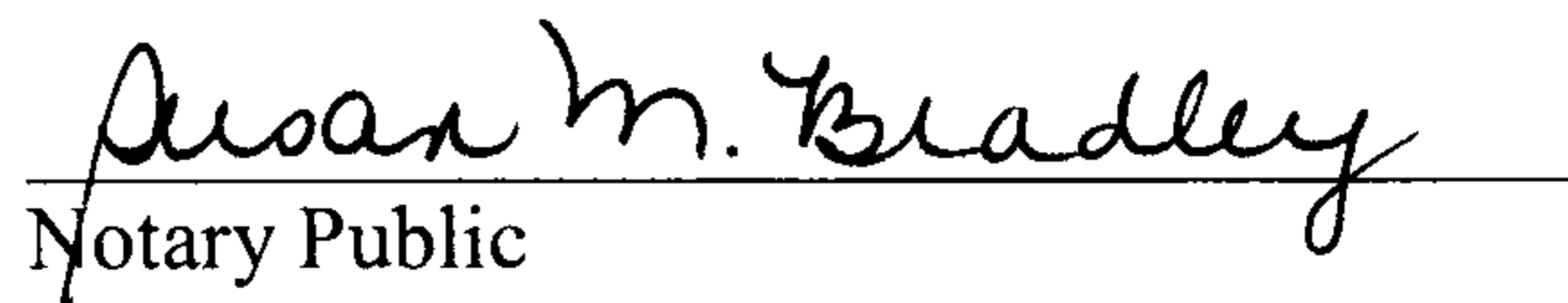
No part of the net earnings of this Foundation shall inure to the benefit of, or be distributable to, its members, officers or other private person, except that Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this the 1st day of March, 2011

INCORPORATOR:


Vivian Marvray

Affirmed to and subscribed before me on this the 1st day of March, 2010.


Notary Public

My Commission Expires:

6-20-2013

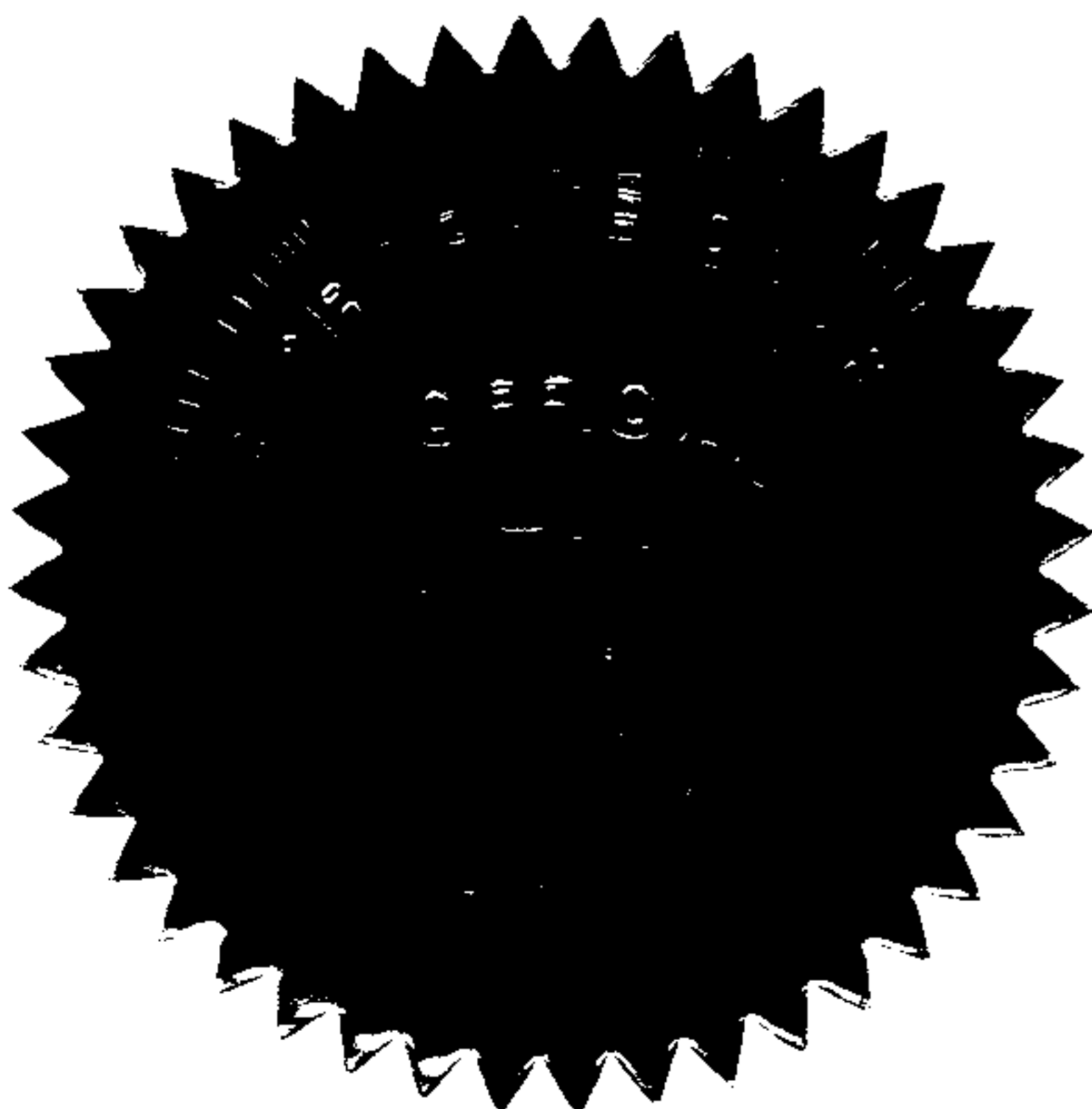
State of Alabama Shelby County

Certificate of Incorporation Amendment Of

Alabama Association Zeta Phi Beta Sorority Incorporated Foundation

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate Alabama Association Zeta Phi Beta Sorority Incorporated Foundation 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 Alabama Association Zeta Phi Beta Sorority Incorporated Foundation and attaches hereto a duplicate original of the Articles of Incorporation.



Given under my hand and Official Seal on
this the 4th day of March, 2011.

James W. Fuhrmeister
Judge of Probate