

# Article of Incorporation for Friends of Helena Schools

## ARTICLE I Name

The name of the Association is the Friends of Helena Schools (hereinafter sometimes called "Association").

## ARTICLE II EXISTENCE

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

## ARTICLE III PURPOSE

**Section 1: MISSION STATEMENT:** The Friends of Helena Schools is non-profit organization (501.c3) dedicated to providing financial support and public outreach to programs that will enhance learning for students of Helena, Alabama.

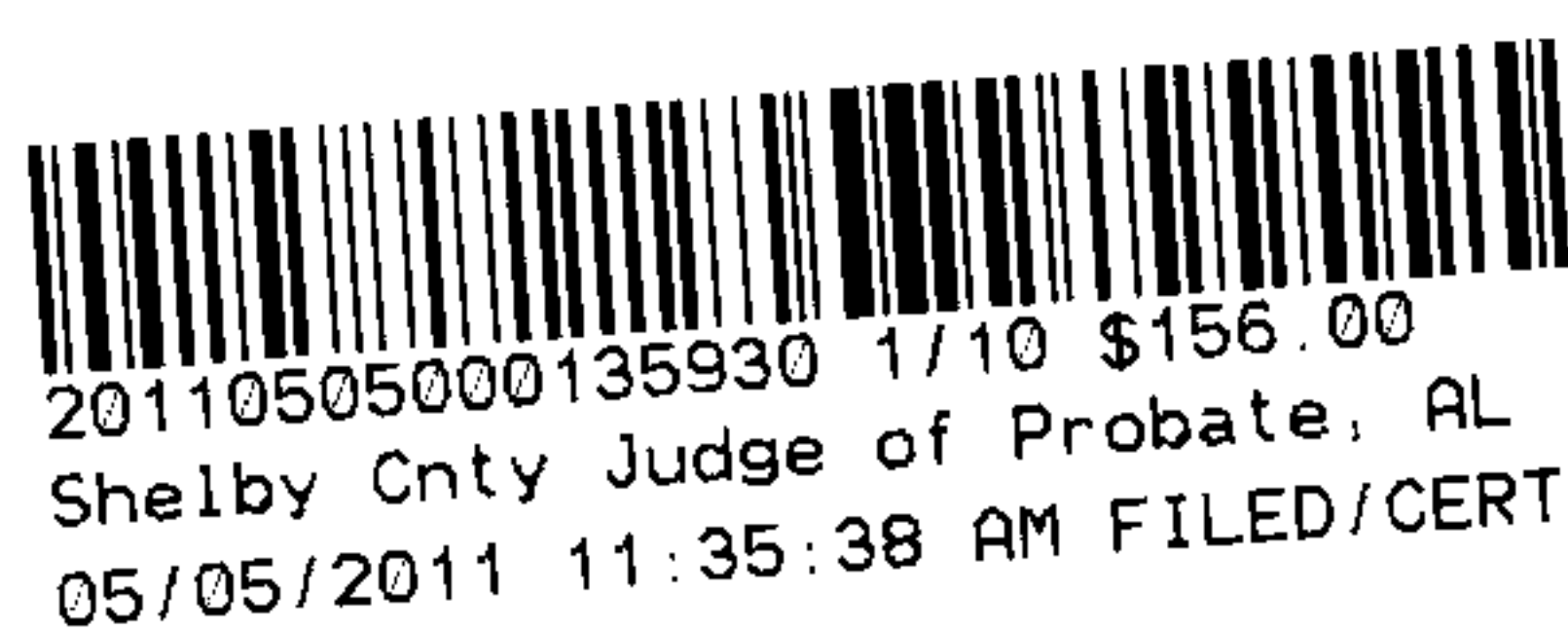
**Section 2:** The corporation has been organized to act and operate exclusively as a nonprofit corporation pursuant to the laws of the State of Alabama and as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and to act and operate as a public benefit, educational, scientific, and charitable organization in furthering education in Helena, Alabama.

**Section 3:** Unless otherwise prohibited, the Association shall have all of the authority defined in Section 10A-3-1.01 et seq. of The Code of Alabama, 1975, as amended. Also such authority shall include any and all acts necessary and/or convenient in the pursuit of the purposes of the Association. However, the Association shall not engage in any activity which would jeopardize its Section 501 (c)(3) standing

## ARTICLE IV Members

**Section 1:** Membership in the Association is open to anyone interested in helping Helena schools, upon receipt of application and membership dues.

**Section 2:** Membership dues shall be set by the Board of Directors and the said Board shall see due notice is given of same.



**Section 3:** Membership shall be revoked or denied for any good cause, which the Board of Directors deems is unbecoming of a member.

## **ARTICLE V**

### **Registered Agent and Principal Office**

The Initial registered agent will be Samy El-Feraly at 205 Bridgewater Terrace, Helena, Alabama (205) 664-9857.

The Association shall at all times maintain on file with the office of the Secretary of State of the State of Alabama, the name of its registered agent, and the address of its registered office, in all respects as required by the Alabama Nonprofit Corporation Act. The successive registered agents and registered addresses shall be designated by resolutions of the Board of Directors.

## **ARTICLE VI**

### **Directors**

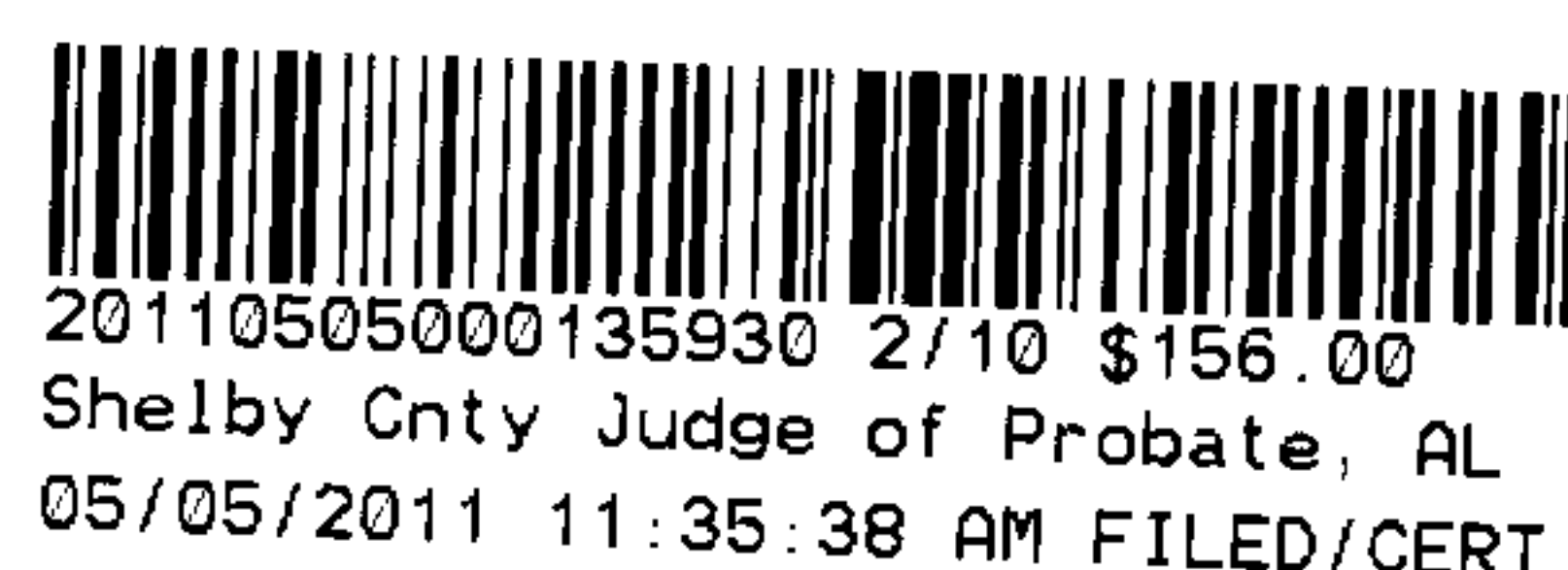
**Section 1. Number and Qualification.** The Board of Directors shall consist of not more than twenty-six (26) members and not less than fourteen (14) members, including ex-officio members. The exact number of Directors who shall serve on the Association's Board of Directors shall be fixed from time to time by the action or resolution of a majority of the Directors then in office. The affairs of this Association shall be managed by its Board of Directors. All of the elected members of the Board of Directors shall have reached the legal age of majority in the State of Alabama and residents of Helena, Alabama.

**Section 2. Ex-Officio Members.** The Principal of Helena Middle, Principal of Helena Intermediate, Principal of Helena Elementary, and Mayor of Helena shall be non-voting members of the Board of Directors during their respective terms of office. The Immediate Past President of the Association shall be a non-voting member for a term concurrent with the President elected to follow him/her. The Board of Directors may add additional Ex-Officio members when new schools open in Helena.

**Section 3. Voting Members' Election and Term of Office.** The voting members of the Board of Directors shall be selected as follows:

**A. President and Vice President.** The President of the Association and the Vice President of the Association shall be elected as stated in Article X and serve as voting members of the Board of Directors of the Association.

**B. Voting Directors.** Beginning at the Initial Annual Meeting, there shall be ten (10) members of the Board of Directors who shall be elected as provided in Article X. Four Directors shall be elected annually for terms of four (4) years from the date of the Annual Meeting at which their election was announced. Three Directors shall be elected annually for terms of three (3) years from the date of the Annual Meeting at which their election was announced. Three Directors





shall be elected annually for terms of two (2) years from the date of the Annual Meeting at which their election was announced.

These elected members of the Board shall be voting members of the Board. It is the intent that the term of Board members elected at the initial meeting will serve through a term slightly longer due to the annual meeting being in October.

The initial Board of Directors consists of twelve (12) persons whose names and addresses are:

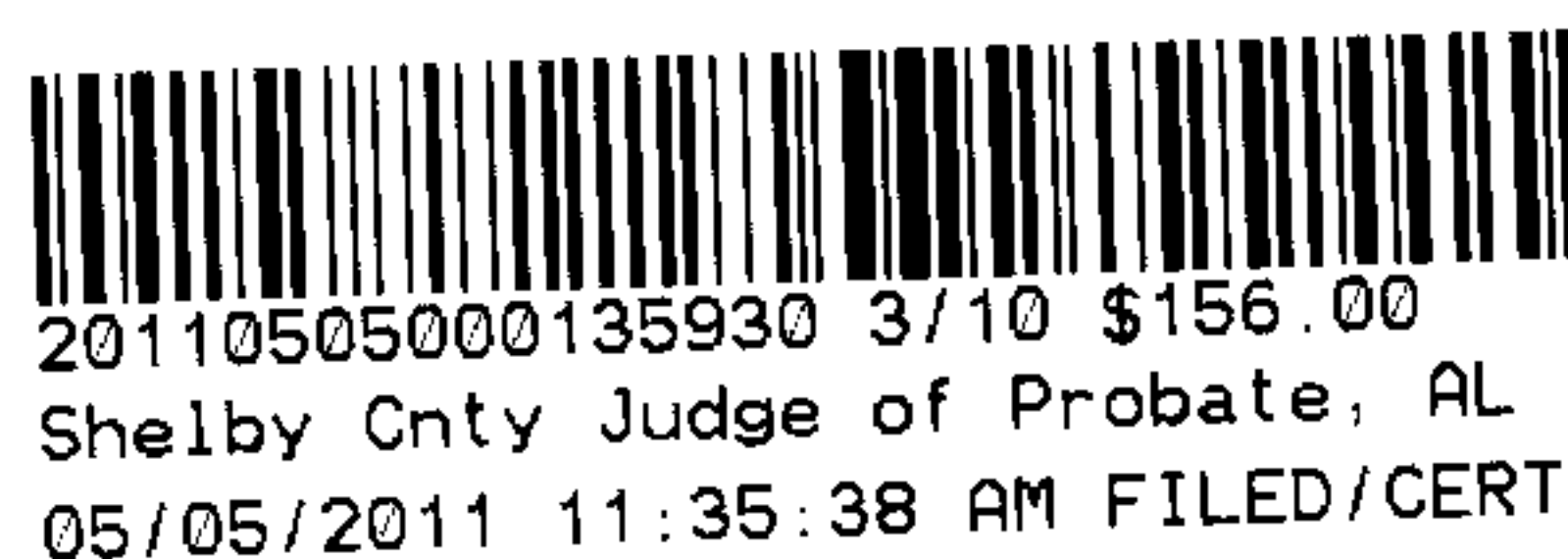
Name	Address
Samy El-Feraly	205 Bridgewater Terrace, Helena, AL
Missy Brooks	7197 Hwy 13, Helena, AL
Jeff Chapman	486 Old Cahaba Way, Helena, AL
Paul Icolano	1384 Belmont Lane, Helena, AL
Kate Cleveland	2844 Bridlewood Terrace, Helena, AL
Dennis Hulsey	1247 Southwind Drive, Helena, AL
Alan Thomas	8015 Rockhampton Circle, Helena, AL
Nikkie Pittman	2908 Dublin Drive North, Helena, AL
Ashley Gassner	2028 Stonecreek Court, Helena, AL
Charity Miller	2105 Hwy 58, Helena, AL
Kym Rollan	2732 Bridlewood Parc Road, Helena, AL
Scott Hassler	2737 Bridlewood Terrace, Helena, AL

**Section 4. Vacancies of Voting Members.** A vacancy on the Board may be filled by vote of a majority of the continuing voting Directors, provided that there are ten (10) or more such continuing Directors. If there be fewer than ten (10) continuing Directors at the time of such vacancy, the Directors shall call a Special Meeting of the Members of the Association for the purpose of electing persons to fill all such vacancies then existing on the Board of Directors. A vacancy may remain unfilled if ten (10) or more elected Directors are still serving. Each Director elected to fill a vacancy shall serve the remaining portion of the unexpired term or until his/her successor is elected and qualified.

**Section 5. Removal from Office of Voting Members.** Any voting member of the Board of Directors who fails to attend more than five (5) consecutive regular or Special Meetings of the Board of Directors shall be considered as being automatically removed from membership of the Board of Directors, unless the remaining members of the Board of Directors by the affirmative vote of a majority thereof, determine that the absences of said Director were reasonable under the circumstances, in which event the absences shall be deemed waived. Any Director may be removed at any time with or without cause by vote of a two thirds (2/3) majority of the voting members of the Board of Directors.

**Section 6. Executive Committee.** The Board of Directors shall have an Executive Committee consisting of the President of the Association, Vice President, Secretary, Treasurer and the chairs of the committees of the Board of Directors. The Executive Committee shall be empowered to act in emergencies provided there is 2/3 membership of the committee in agreement.

**Section 7. Annual Meetings of the Board of Directors.** The Annual meeting of the Board of Directors shall be held in or near the City of Helena in October and no notice shall be required of the Annual Meeting of the Board of Directors.





**Section 8. Regular Meetings of the Board of Directors.** Regular meetings of the Board of Directors shall be held at a time established by the President. Unless otherwise provided according to the Bylaws or by previous specific action of the Association, the authority by which business meetings shall be conducted is the *Robert's Rules of Order*, most current edition.

**Section 9. Special Meetings of the Board of Directors.** Special Meetings of the voting members of the Board of Directors may be called by the President, or any four (4) voting Directors to be held at any place within or without Alabama, at the hour designated, but notice of the time and place of such meeting shall be transmitted to each voting Director at his/her last known place of residence via facsimile or electronic mail at least five (5) days before the time of the meeting. Such notice shall state the special purpose for the meeting. A majority of voting Directors may waive the five-day notice.

**Section 10. Quorum.** A majority of the voting members of the entire Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board.

**Section 11. Conduct of Meetings.** Meetings of the Board of Directors shall be presided over by the President of the Association, the Vice President of the Association, or if he/she is not present, by the President's designate from the Board of Directors. The Secretary, or a person designated by the Secretary, shall act as secretary of the meeting.

## **ARTICLE VII Officers**

The officers of the Association shall include a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Bylaws shall state.

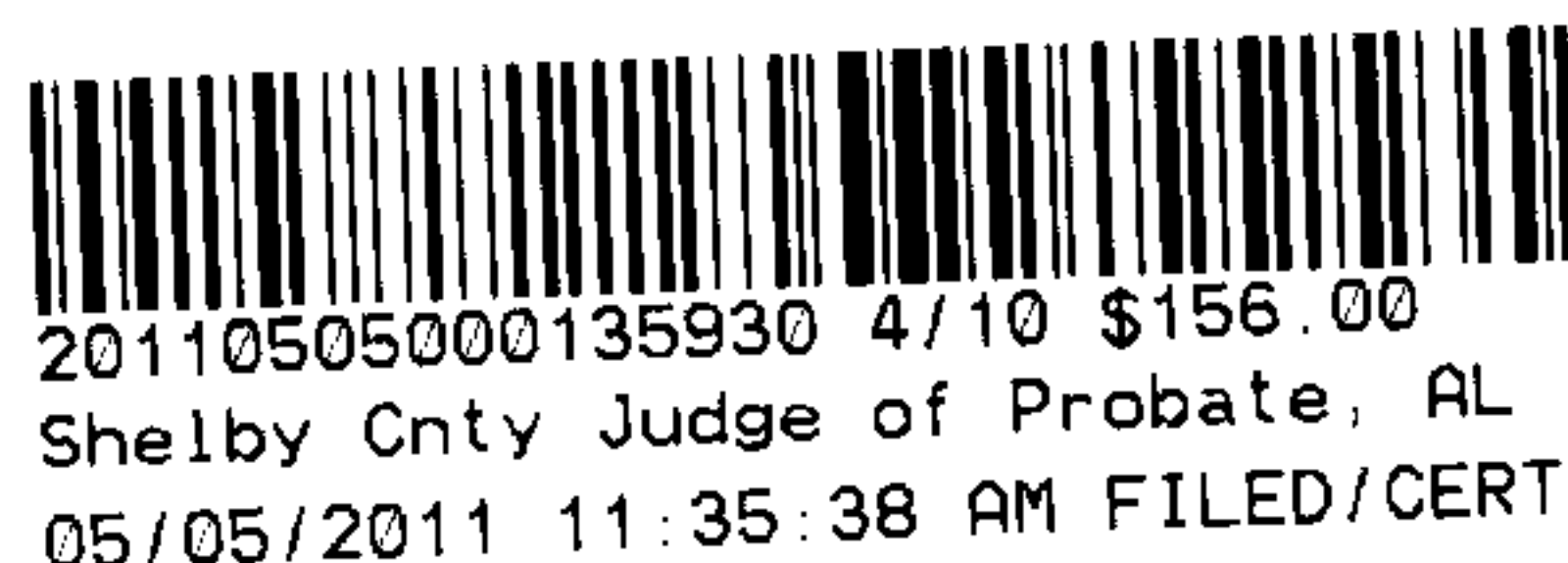
**Section 1. Election or Appointment:** The officers of the Association shall be elected or appointed in the following manner:

**A. President and Vice President:** The President and Vice President of the Association shall be elected as stated in Article X and announced at the Annual Meeting of the Association.

**B. Secretary:** The Board of Directors of the Association shall elect a Secretary of the Association, who shall serve at the pleasure of the Board and shall participate as a voting member of the board.

**C. Treasurer:** The Board of Directors of the Association shall elect a Treasurer of the Association, who shall serve at the pleasure of the Board and shall participate as a voting member of the board.

**D. Other Officers/Agents.** The Board of Directors of the Association may also appoint such other officers and agents as they may deem necessary for the transaction of the business of the Association.





**Section 2. Term of Office.** The term of office of elected officers, President and Vice President, shall be a two-year term from the Annual Meeting at which their selection was announced or until their respective successors are chosen, but any officer may be removed from office by the Board of Directors by the affirmative vote of a two thirds (2/3) majority of the voting Directors then in office.

**Section 3. Vacancies.** A vacancy occurring prior to the expiration of the term of the position of President shall be filled by the Vice President. A vacancy prior to the expiration of the term of the Vice President shall be filled by vote of a majority of the elected Board of Directors. Each officer elected to fill a vacancy shall serve the remaining portion of the unexpired term or until his/her successor is elected and qualified. The election of a member of the Board of Directors to fill the un-expired term of the Vice President shall not be deemed to create a vacancy on the Board of Directors nor affect that Director's term as a member of the Board of Directors. Vacancies in un-elected positions shall be filled as stated in Section 1 of this Article.

## **ARTICLE VIII**

### **Duties of Officers**

**Section 1. President.** The President shall preside at the Annual Meeting, at all meetings of the Board of Directors, and any Special Meetings of the Association. He/She shall serve as Chief Executive Officer of the Association and perform such other duties as usually pertain to the office of President including executing legal documents on behalf of the Association. The President shall serve as an ex-officio member of all committees of the Board of Directors with the right to vote.

**A. Chairperson in Absence of President.** The President may appoint the Vice President or a member of the Board of Directors to act in his/her stead at such times as may be required, except for such action as may legally require the President to act.

**B. Committee Appointments.** The President shall appoint such committees as may be required with the approval of the Board of Directors. He/She must appointment a Fundraiser, and may establish an Advisory committee. Any committee appointments made by the President shall be subject to ratification by a majority of the voting members of the Board.

**Section 2. Vice President.** The Vice President shall serve in the absence of the President of the Association and with the same powers and duties as the President of the Association when serving in his/her absence.

**Section 3. Secretary:** The Secretary will maintain all records of meetings.

**Section 4. Treasurer.** The Treasurer shall have complete access to all Association financial records. The Treasurer shall review the financial records of the Association and make recommendations from time to time regarding the finances of the Association. The custody of all funds of the Association, and of all gifts and contributions of whatsoever nature, shall be the duty and responsibility of the Treasurer of the Association. The Treasurer of the Association shall keep all funds in his/her charge separate and in an official depository approved by the Board of

Directors of the Association. He/She shall pay out money for the Association by checks, signed by himself/herself as Treasurer, and the President, or by another person designated by the President, and in accordance with the Bylaws of the Association.

**6. Other Duties.** All officers shall perform such other duties as may be assigned to them by the Board of Directors, and the Board of Directors may delegate any of the duties enumerated above to other qualified individuals.

## **ARTICLE IX**

### **Fiscal Matters**

**Section 1. Fiscal Year.** The fiscal year of the Association shall be from January 1st to December 31<sup>st</sup>.

**Section 2. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, in addition to the officers so authorized by the Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Contracts and instruments executed outside of the regular course of business of operating the Association shall be approved by the Board of Directors and executed by the President.

## **ARTICLE X**

### **Election of Officers and Directors**

**Section 1.** President, Vice-President and Directors shall be elected by the membership at the annual business meeting by a majority vote of the members present.

## **ARTICLE XI**

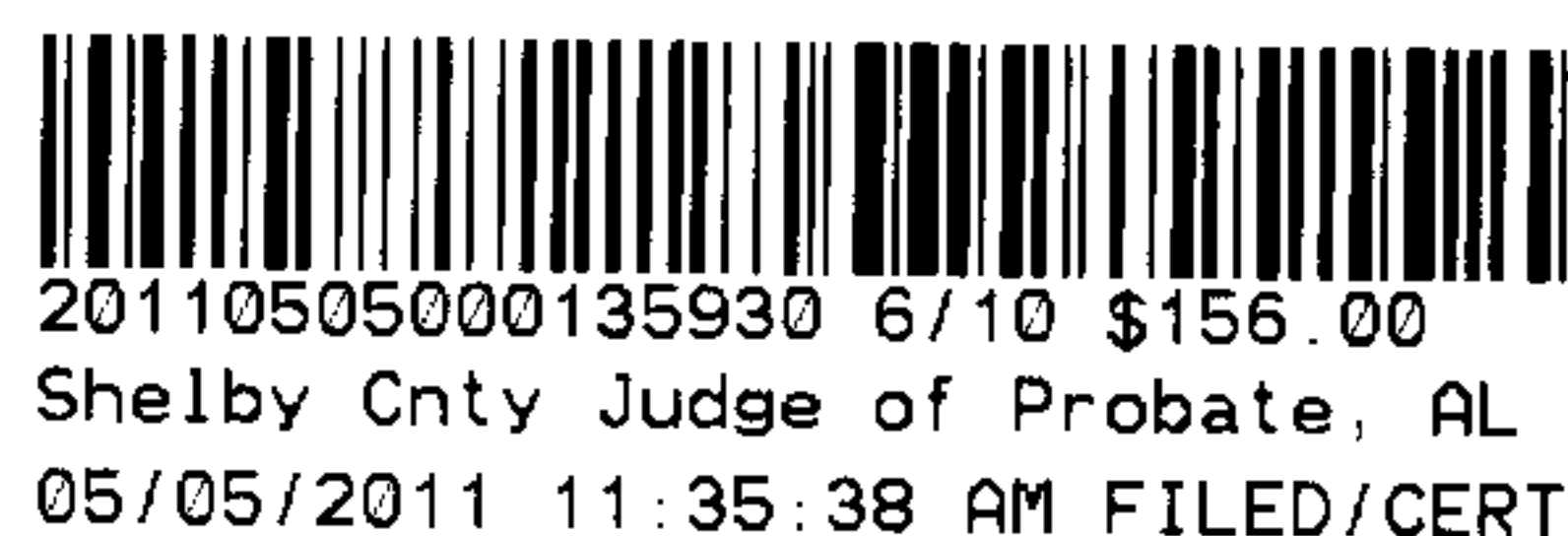
### **Indemnification**

The Association shall, to the full extent allowed by, permissible under and provided for by the Laws of Alabama, indemnify any individual made a party to a proceeding because such individual is or was a Director or Officer of the Association against liability and reasonable expenses incurred in the proceeding in accordance with the provisions of the Alabama Nonprofit Corporation Code (or the future provisions of any future Alabama law governing indemnification of officers and directors of a nonprofit Corporation).

## **ARTICLE XI**

### **NON-PROFIT PRACTICES AND DISSOLUTION PROVISIONS**

**Section 1:** No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 Section 501 (c)(3) purposes.





**Section 2:** No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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.

**Section 3:** Notwithstanding any other provision of these articles, the Association shall not carry on any activities not permitted to be carried on (a) by an Association exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by an Association, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

**Section 4:** The assets of the Association are permanently dedicated to the exempt purposes of Section 501 (c)(3) of the Internal Revenue Codes, as amended.

**Section 5:** Upon the dissolution of this 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 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.

## **ARTICLE XIII**

### **Amendments**

Except as otherwise provided by law, these Articles of Incorporation may be amended by Two-Thirds(2/3) of the Total Votes of the Board of Directors.


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.

## **ARTICLE XIV**

### **Incorporators**

Kate Cleveland  
2844 Bridlewood Ter.  
Helena, AL 35080

Harold Edward Woodman  
1286 Old Cahaba Trace  
Helena, AL 35080  
(205) 585-3000

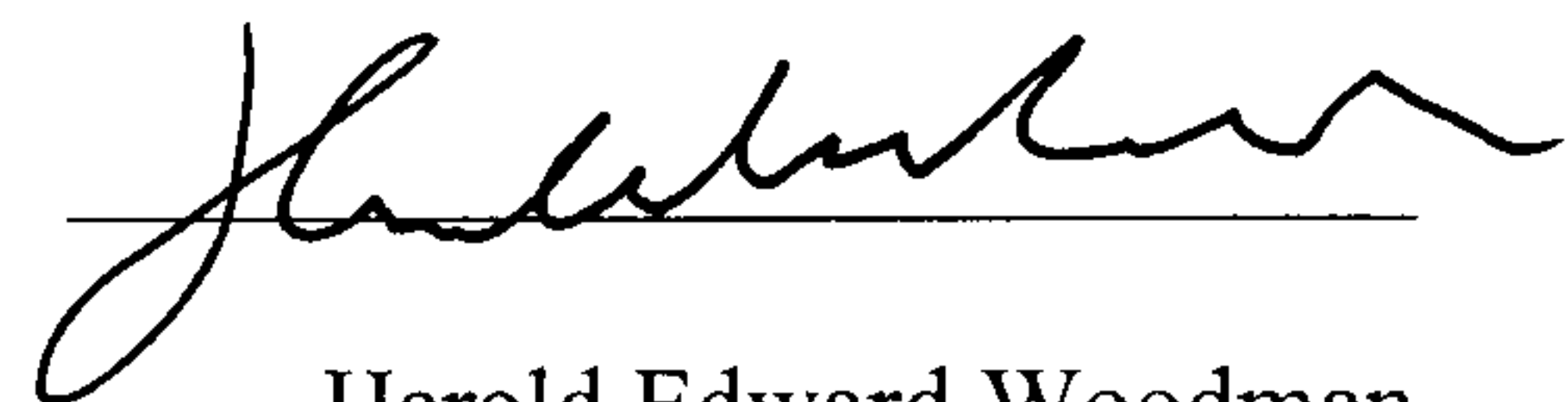


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Shelby Cnty Judge of Probate, AL  
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IN WITNESS THEREOF, the undersigned incorporator executed these Articles of  
Incorporation on this the 4<sup>th</sup> day of May, 2011.



Kate Cleveland



Harold Edward Woodman

  
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Beth Chapman  
Secretary of State

20110505000135930 9/10 \$156.00  
Shelby Cnty Judge of Probate, AL  
05/05/2011 11:35:38 AM FILED/CERT

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

Pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

## Friends of Helena Schools

This domestic non-profit corporation name is proposed to be formed in Shelby County and is for the exclusive use of Harold Woodman, 1286 Old Cahaba Trace, Helena, AL 35080 for a period of one hundred twenty days beginning March 18, 2011 and expiring July 17, 2011

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.



March 18, 2011  
Date

Beth Chapman JM  
Beth Chapman Secretary of State



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Shelby Cnty Judge of Probate, AL  
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# State of Alabama Shelby County

## Certificate of Corporation

Of

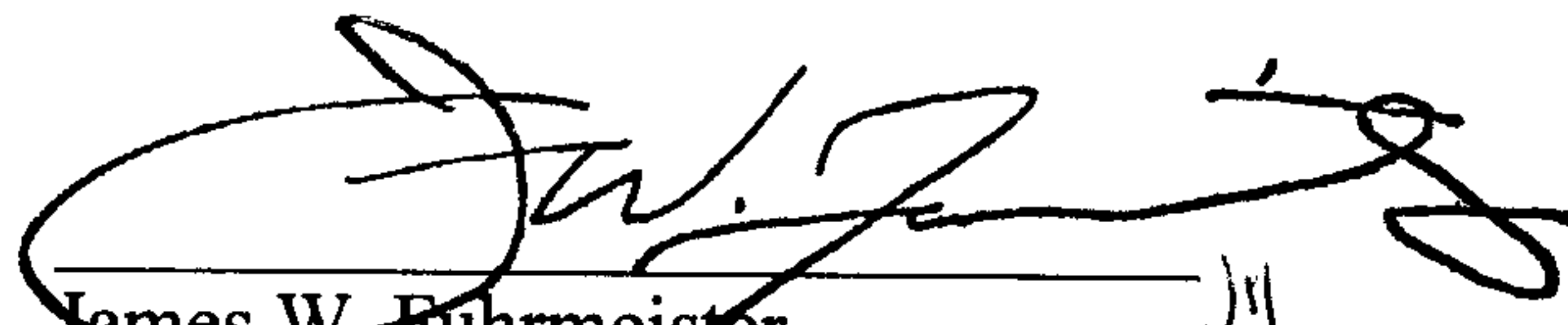
### FRIENDS OF HELENA SCHOOLS

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of **FRIENDS OF HELENA SCHOOLS** 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 **FRIENDS OF HELENA SCHOOLS** and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on  
this the 5th day of May, 2011



  
James W. Fuhrmeister  
Judge of Probate