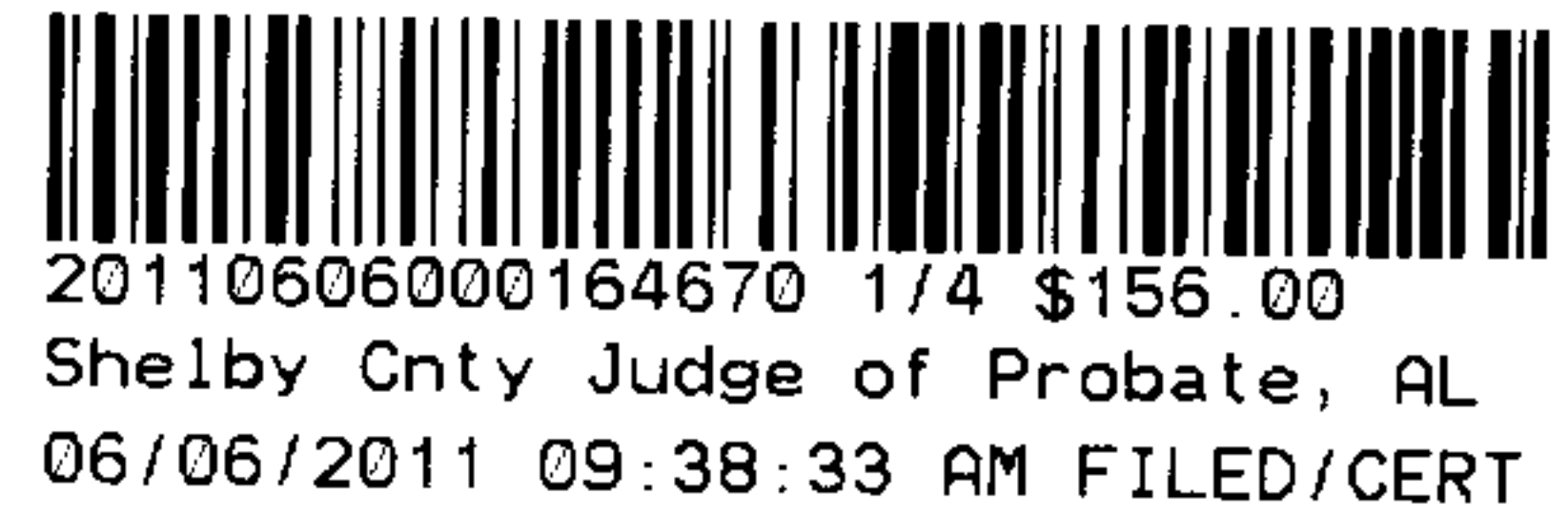




ARTICLES OF INCORPORATION
OF
SCOTT ARMSTRONG MEMORIAL SCHOLARSHIP FUND,
AN ALABAMA NONPROFIT CORPORATION

The undersigned, whether one or more, for the purpose of forming a nonprofit corporation under the Alabama Nonprofit Corporation Law, hereby adopts the following:

ARTICLE ONE

NAME

The name of this nonprofit corporation (hereinafter "the Fund") is Scott Armstrong Memorial Scholarship Fund.

ARTICLE TWO

PURPOSES

The purposes for which the Fund is organized are exclusively charitable and educational: to provide scholarships to graduates of Shelby County High School for secondary education. Solely for the above purposes, the Fund is empowered to engage in any lawful activities related to the stated purposes and in performing or engaging in those activities to exercise all rights and powers conferred upon nonprofit corporations under the Alabama Nonprofit Corporation Law, including, but without limitation, the right or power to receive gifts, devises, bequests, grants, donations, and contributions in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or award or distribute the same to graduates of Shelby County High School.

ARTICLE THREE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Fund is:

113 North Main Street, Columbiana, AL 35051

The initial registered agent at that address is:

Frank Corley Ellis III

The mailing address of the initial registered office of the Fund is:

P.O. Box 1177, Columbiana, AL 35051

ARTICLE FOUR

NO MEMBERS

The Fund is to have no members.

ARTICLE FIVE

DIRECTORS

The number of directors constituting the initial Board of Directors shall be the same number as the number of persons listed in this Article Five. The names and addresses of the persons constituting the initial Board of Directors and who are to serve as directors until their successors are elected and qualify as provided in the bylaws are as follows:

Frank Corley Ellis III	P.O. Box 1177, Columbiana, AL 35051
Rux LeRoy Bentley	116 Arlington Street, Columbiana, AL 35051
John M. Denney	404 Deborah Drive, Columbiana, AL 35051
Donald Wayne Armstrong	3066 Hwy 55, Wilsonville, AL 35186
David Shane Armstrong	235 Hwy 56, Wilsonville, AL 35186
Mark Alan Armstrong	116 Stinson Drive, Wilsonville, AL 35186

ARTICLE SIX

INCORPORATOR

The name and address of the incorporator of the Fund are:

Frank Corley Ellis III	P.O. Box 1177, Columbiana, AL 35051
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ARTICLE SEVEN

TAX EXEMPTION PROVISIONS

No part of the net earnings of the Fund shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Fund 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 Article Two hereof. No substantial part of the activities of the Fund shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Fund 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 Fund 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 code.

ARTICLE EIGHT

DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Fund, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Fund 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.

Executed by the undersigned this 6th day of June, 2011.


Frank Corley Ellis III

Beth Chapman
Secretary of State

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:

Scott Armstrong Memorial Scholarship Fund

This domestic non-profit corporation name is proposed to be formed in Shelby County and is for the exclusive use of WILLIAM R JUSTICE, PO BOX 587, COLUMBIANA, AL 35051 for a period of one hundred twenty days beginning May 20, 2011 and expiring September 18, 2011



581-161

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.

May 24, 2011

Date

Beth Chapman
Beth Chapman Secretary of State