

STATE OF ALABAMA)

SHELBY COUNTY)



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Shelby Cnty Judge of Probate, AL
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ARTICLES OF INCORPORATION

OF

MY SISTER'S PLACE, INC.

an Alabama Nonprofit Corporation

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

In accordance with the Alabama Nonprofit Corporation Act, the undersigned incorporator, being of full legal age and capacity, hereby makes and files these Articles of Incorporation and certifies that:

ARTICLE I NAME

The name of the Corporation shall be: **My Sister's Place, Inc.**

ARTICLE II PURPOSE

The Corporation is a charitable and religious organization dedicated to and operated exclusively for, nonprofit purposes; and no part of the income, net earnings or assets of the Corporation shall be distributed to, or inure to the benefit of, any individual.

ARTICLE III POWERS

The objects and purposes of this Corporation and the powers which it may exercise are as follows:

A. The Corporation is organized for the purpose of engaging in all purposes in which a public charity may engage under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as said Code and regulations now exist or as they may hereafter be amended (or the corresponding provision of any subsequent federal tax laws, said Code, regulations and subsequent federal tax laws, if any, being hereinafter referred to together as the "Code"), including to solicit and accept contributions made to the Corporation. The Corporation shall promote and advance such purposes by any activity in which a Corporation organized under the Alabama Nonprofit Corporation Act may engage. The Corporation shall receive and maintain a fund or funds of real or personal property, or both, and shall administer and apply the income and principal thereof, within the United States of America, for such purposes.

B. 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 restrictions set forth in these Articles of Incorporation), including, but not limited to the following powers:

(i) to acquire by lease, option, purchase, gift, donation, grant, devise, conveyance, or otherwise, and to hold, enjoy, possess, rent, lease, mortgage, farm, ranch, work, forest, and sell real property or any interest therein, and to construct, maintain and operate improvements thereon;

(ii) to acquire by option, purchase, gift, grant, donation, bequest, transfer or otherwise and to hold, enjoy, possess, use, run, work, pledge as security, sell, transfer or in any manner dispose of personal property of any class or description whatsoever;

(iii) to retain any property, investments or securities originally received by the Corporation or thereafter acquired by the Corporation so long as the directors of the Corporation shall consider the retention thereof desirable;

(iv) 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 directors of the Corporation may, in the discretion of the directors, deem advisable, however doubtful or hazardous or limited the description or nature of any property, investments or securities so retained may be, whether or not the same may be currently producing income and whether or not the same are or may be such as are authorized or deemed proper for investment of trust funds under the Constitution or laws of the State of Alabama or of the United States;

(v) to borrow and lend money to or from any person, persons, firm, business, partnership, or Corporation, with or without security, and if with security, with such security as the directors of the Corporation deem proper or

appropriate, and, in connection with any borrowing of money by the Corporation, to issue evidences of indebtedness of such borrowing and to secure the same by mortgage, pledge or other lien on the Corporation's property;

(vi) to convert real property owned by the Corporation into personal property and personal property into real property;

(vii) to improve or cause or permit real property to be improved and to abandon any property that the directors of the Corporation deem to be without substantial value;

(viii) to manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trust or association at any time acquired in any way by this Corporation and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease or other disposition of the properties of any such corporation, trust or association the securities of which are held by this corporation and as owner thereof to vote any security of any corporation, trust or association held by this Corporation at any meetings 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;

(ix) to guarantee or become surety for the obligations of any other nonprofit corporation or corporation not of a business character; and

(x) to do and perform all other acts and things that may be incidental to and come legitimately within the scope of any and all of the objects and purposes of the Corporation or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the objects and purposes of the Corporation, and to have and exercise all rights and powers now conferred or which may hereafter be conferred on corporations not of a business character under the laws of the State of Alabama.

C. 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 members, directors and officers and to make payments and distributions in furtherance of the objects and purposes set forth in this Article III.

D. 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
TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE V
MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Cynthia Hildebrand	414 Highway 63 Calera, Alabama 35040

ARTICLE VII
DIRECTORS

7.1 Number. The affairs of the Corporation are to be managed by a Board of Directors consisting of no fewer than one (1) and no more than twelve (12) members, the exact number of Directors to be specified in the Bylaws of the Corporation

7.2 Election and Term of Office. The Directors of the Corporation shall be nominated and elected for terms and in the manner as shall be fixed in the Bylaws from time to time.

7.3 Powers. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation.

7.4 Initial Board. The initial Board of Directors of the Corporation shall consist of five (5) members. The name and address of the member of the first Board of Directors who shall hold office until his successor is elected and has qualified, or until his death, resignation or removal, are as follows:



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<u>Name</u>	<u>Address</u>
Mark B. Davis	634 Sawyers Cove Road Calera, Alabama 35040
Rickey L. Gilmore	22055 Highway 25 Apt. D3 Columbiana, Alabama 35051
Cynthia Hildebrand	414 Highway 63 Calera, Alabama 35040
Brett S. Sheedy	2400 Cahaba Road Mountain Brook, Alabama 35223
William D. Walker	131 Canyon Place Pelham, Alabama 35124

ARTICLE VIII **OFFICERS**

8.1 Number. The officers of the Corporation shall be a President, a Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided for in the Bylaws of the Corporation. Any two offices may be held by the same person, other than President and Secretary.

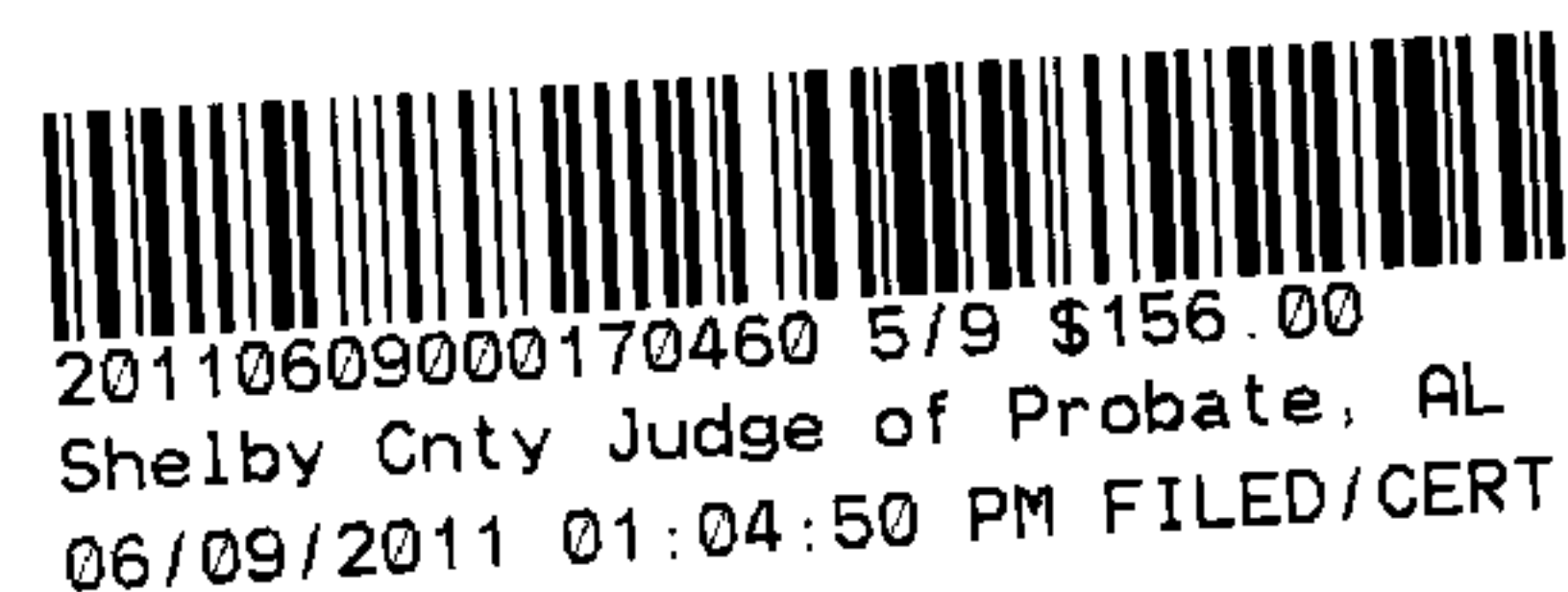
8.2 Election and Term of Office. Officers shall be elected for terms of one (1) year by the Board of Directors at its annual meeting in the manner set forth in the Bylaws.

8.3 Additional Officers. The Corporation may, at the discretion of the Board of Directors, provide for different categories of officers, and may have additional officers, including, without limitation, one or more Assistant Vice Presidents, Assistant Secretaries, and Assistant Treasurers.

8.4 Powers and Duties. The powers and duties of the officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of the Corporation.

ARTICLE IX **BYLAWS**

The power to make, alter, amend, repeal, or adopt the Bylaws of this Corporation shall be vested in the Board of Directors, so long as they are not inconsistent with the provisions of these Articles or the Alabama Nonprofit Corporation Act.



ARTICLE X
AMENDMENTS

The power to make, alter, amend, repeal, or adopt these Articles of Incorporation shall be vested in the Board of Directors and shall require a greater than 2/3 vote of Directors duly elected and holding office as prescribed in the By-Laws at the time of such vote.

ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE

The address of the initial registered office of the Corporation is **414 Highway 63, Calera, Alabama 35040**. The registered agent at such address shall be **Cynthia Hildebrand**.

ARTICLE XII
DISSOLUTION

Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 9th day of June, 2011.


Cynthia Hildebrand
Incorporator


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STATE OF ALABAMA)
)
COUNTY OF SHELBY)

Before me, personally appeared **Cynthia Hildebrand**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

20 11 Witness my hand and official seal, this 9 day of June,

Cynthia Hildebrand
Notary Public

My Commission Expires:

My Commission Expires July 2, 2012

(SEAL)


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ACCEPTANCE

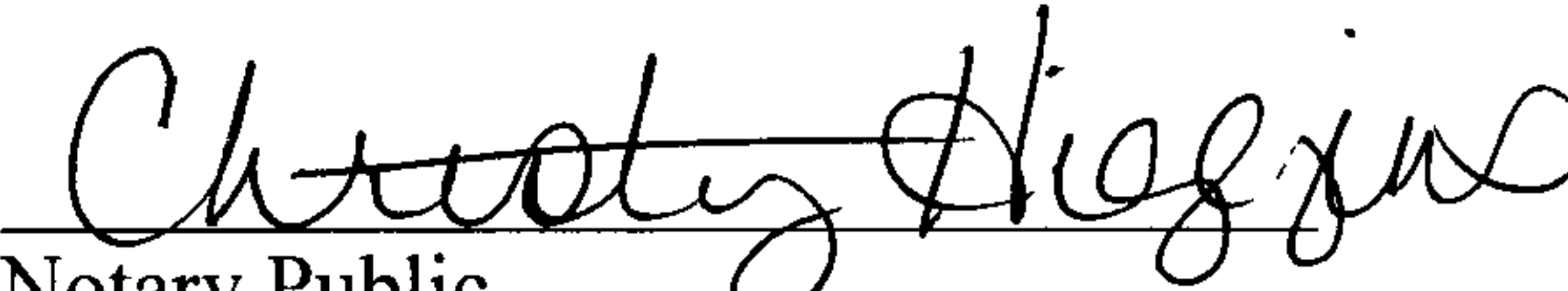
The undersigned hereby agrees to act as initial Registered Agent for My Sister's Place, Inc. as stated in the Articles of Incorporation of said Corporation.


Cynthia Hildebrand
Registered Agent

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

I, the undersigned Notary Public in and for said County and State, hereby certify that **Cynthia Hildebrand**, whose name is signed to the above and foregoing, and who is known to me, acknowledged before me on this day that, being informed of the contents of the same, he executed the same voluntarily on the day the same bears date.

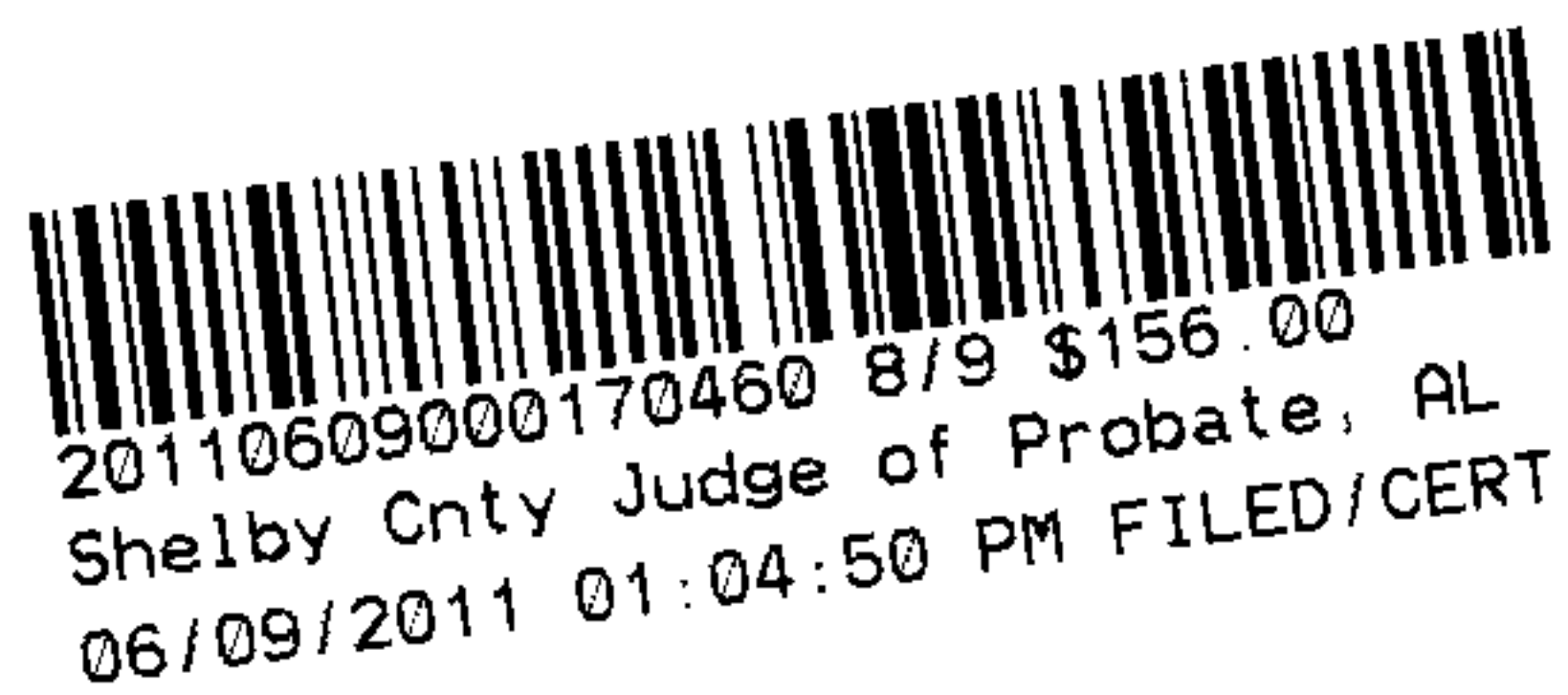
Given under my hand this 9 day of June, 2011


Notary Public

My Commission Expires:

My Commission Expires July 2, 2012

(SEAL)



Beth Chapman
Secretary of State

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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:

My Sister's Place, Inc.

This domestic corporation name is proposed to be formed in Shelby County and is for the exclusive use of CYNTHIA HILDEBRAND, 414 HWY 63, CALERA, AL 35040 for a period of one hundred twenty days beginning May 31, 2011 and expiring September 29, 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.

June 2, 2011

Date

Beth Chapman

Beth Chapman

Secretary of State



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