

**ARTICLES OF INCORPORATION**  
**OF**  
**THE ALABAMA FIREFIGHTERS MUSEUM & EDUCATION CENTER**  
**FOUNDATION**

TO: The Honorable Judge of Probate of  
Shelby County, Alabama

The undersigned, desiring to incorporate a Fire Museum & Education Center Foundation as a body corporate under the provisions of Chapter 92A, Title 11, Code of Alabama 1975 (herein called the "Authorizing Statute"), and being all of the incorporators of the corporation hereby incorporate, do make, sign, execute, acknowledge and file these Articles of Incorporation as follows:

1. The names of the incorporators are Ray E. Hamilton, Mitt Schroeder, and Joseph D. (J.D.) King.

2. The name of the corporation, as incorporated, shall be:

THE ALABAMA FIREFIGHTERS MUSEUM & EDUCATION CENTER FOUNDATION

3. The duration of the existence of the corporation shall be perpetual, unless it shall be sooner dissolved by proceedings taken pursuant to the applicable provisions of the Authorizing Statute or other applicable law.

4. The corporation is incorporated and organized pursuant to the provisions of the Authorizing Statute. Permission and authority to incorporate the corporation have been granted by resolutions duly adopted by the Shelby County Commission on the 28th day of November, 2011 and on the 23<sup>rd</sup> day of April, 2012.

5. The initial location of the office of the corporation shall be the Shelby County Department of Development Services / 1123 County Services Drive / Pelham, Alabama 35214-6128 and subsequently at the Alabama Firefighters Museum & Education Center.

6. The corporation shall have all powers conferred on corporations of like nature by the provisions of the Authorizing Statute and any amendment hereafter made, and all other powers conferred upon corporations generally by the laws of the State of Alabama not in conflict with the provisions of the Authorizing Statute, as hereafter amended.

7. The board of directors of the corporation shall consist of five members. All members shall be approved and appointed by the Shelby County Commission, and shall serve at the pleasure of the Shelby County Commission, and who shall be so appointed that they shall hold office for staggered terms. The Shelby County Fire/EMS Association and the City of Calera will recommend an appointee for the board to the Shelby County Commission. The initial board of directors of the corporation shall be made up of two appointment groups: group one consisting of two directors and a second group consisting of three directors. The first term of the directors included in the first group shall be two years. The first term of the directors included in the second group shall be three years. Thereafter, the terms of all directors shall be four years; provided that, if at the expiration of any term of office of any director a successor thereof shall not have been appointed, then the director whose term of office shall have expired shall continue to hold office until his successor shall be so appointed.

8. All powers of the corporation shall be vested in its board of directors, which shall be responsible for the general management and operation of the corporation. The board of directors of the corporation shall have the power (i) to execute, or provided for the execution of, all powers of the corporation, (ii) to elect or appoint all necessary officers of the corporation, (iii) to employ all such employees as shall be necessary to conduct the business and operations of the corporation, (iv) to establish the compensation and benefits of such persons, (v) to prescribe the duties of such persons, and (vi) to dismiss any elected or appointed officer, employee or agent of the corporation. The directors of the corporation may adopt such rules and regulations for the conduct of their meetings and the general management of the corporation as they deem proper, by resolution or otherwise.

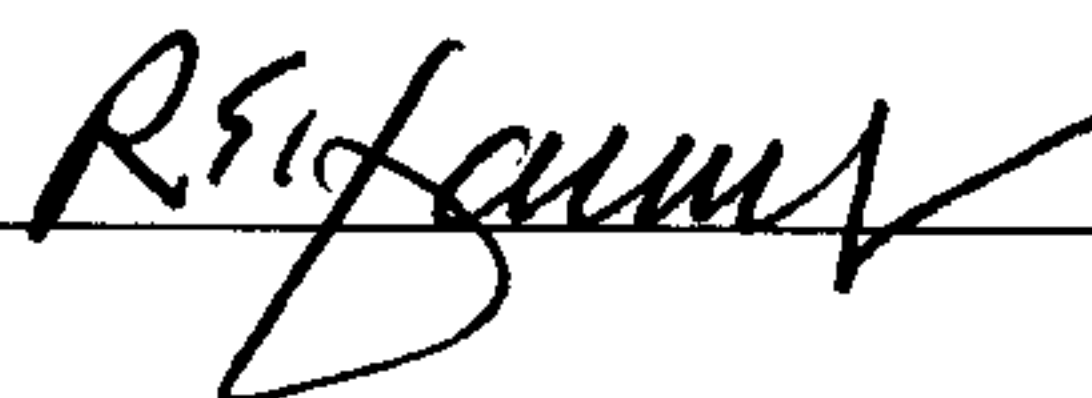
9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services



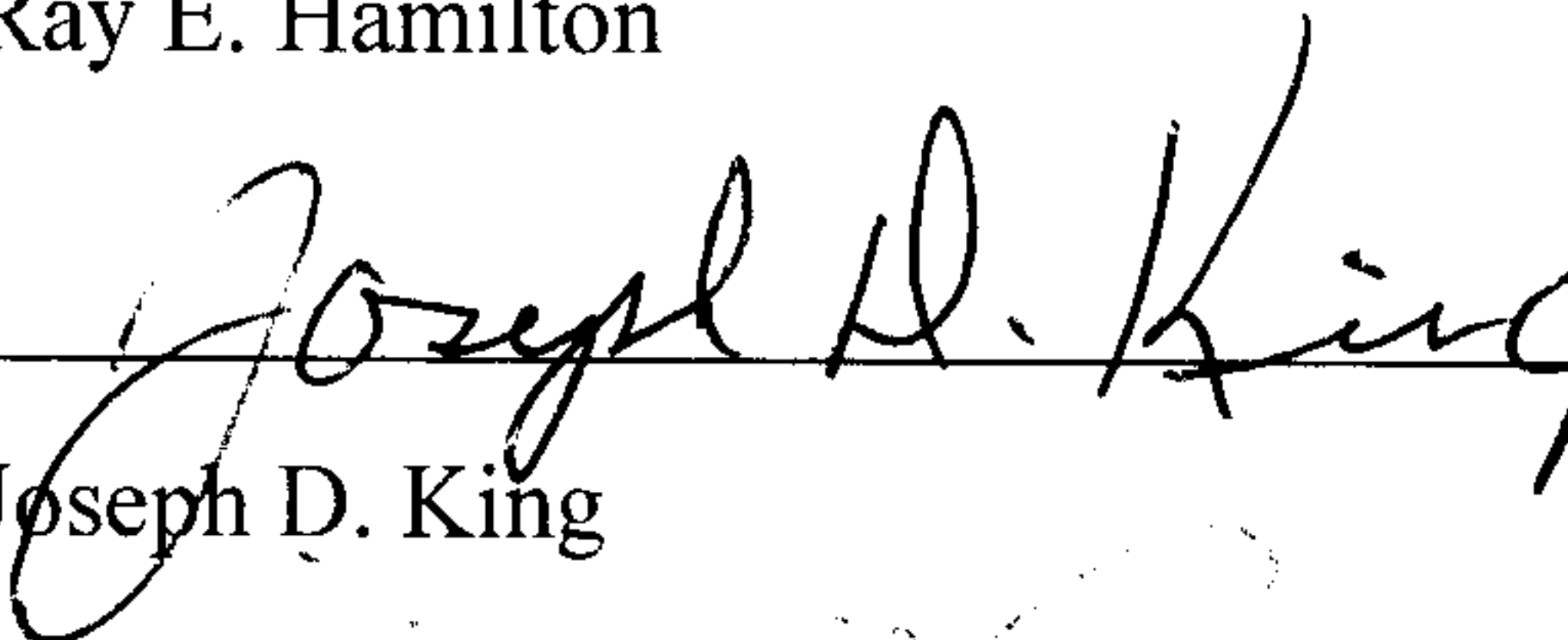
rendered. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation 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 by (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.

10. The corporation shall be a not-for-profit corporation, and no part of the net earnings thereof shall inure to the benefit of any individual or private corporation. Upon the dissolution of the corporation in accordance with the provisions of the Authorizing Statute, title to all its assets and properties shall be vested in the County Commission.

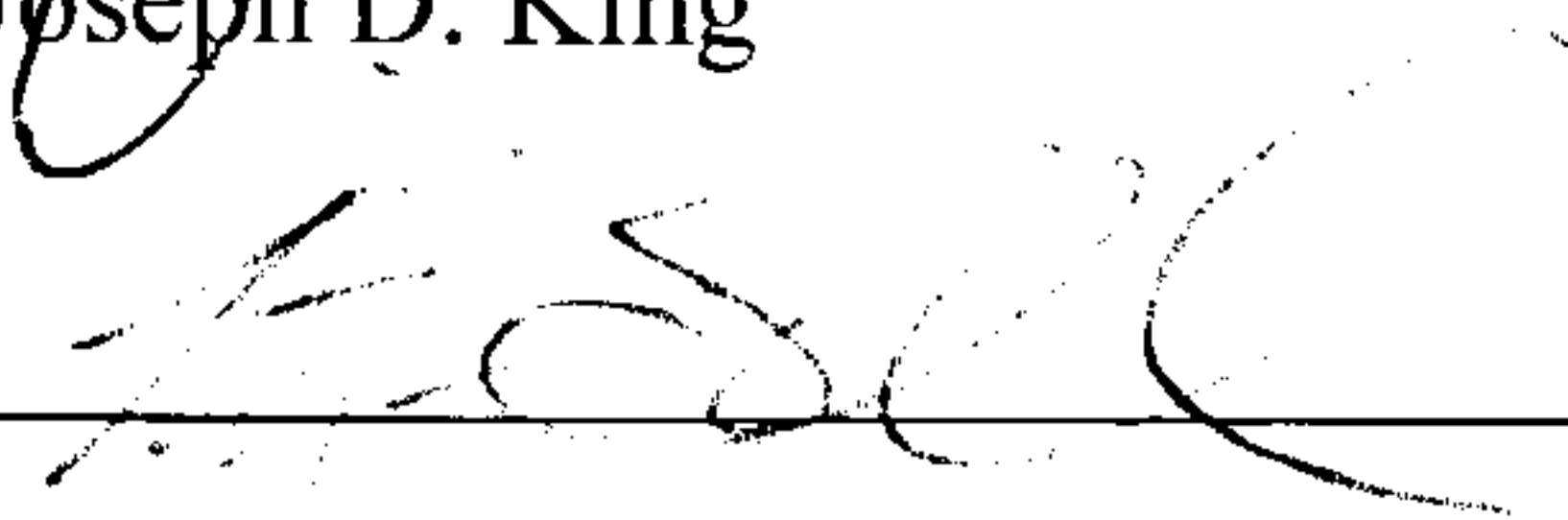
IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures this 1<sup>st</sup> day of June, 2012.

  
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Ray E. Hamilton

  
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Joseph D. King

  
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Mitt Schroeder

  
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Shelby Cnty Judge of Probate, AL  
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