

CERTIFICATE OF FORMATION
OF
NOBLEHEART CRAFTS FOUNDATION
(a nonprofit corporation)

Pursuant to the provisions of the Alabama Nonprofit Corporation Law, the undersigned hereby adopts the following Certificate of Formation:

ARTICLE I

NAME

The name of the Corporation is NobleHeart Crafts Foundation.

ARTICLE II

TYPE OF ENTITY

The type of entity is a nonprofit corporation as defined in the Alabama Nonprofit Corporation Law.

ARTICLE III

DURATION

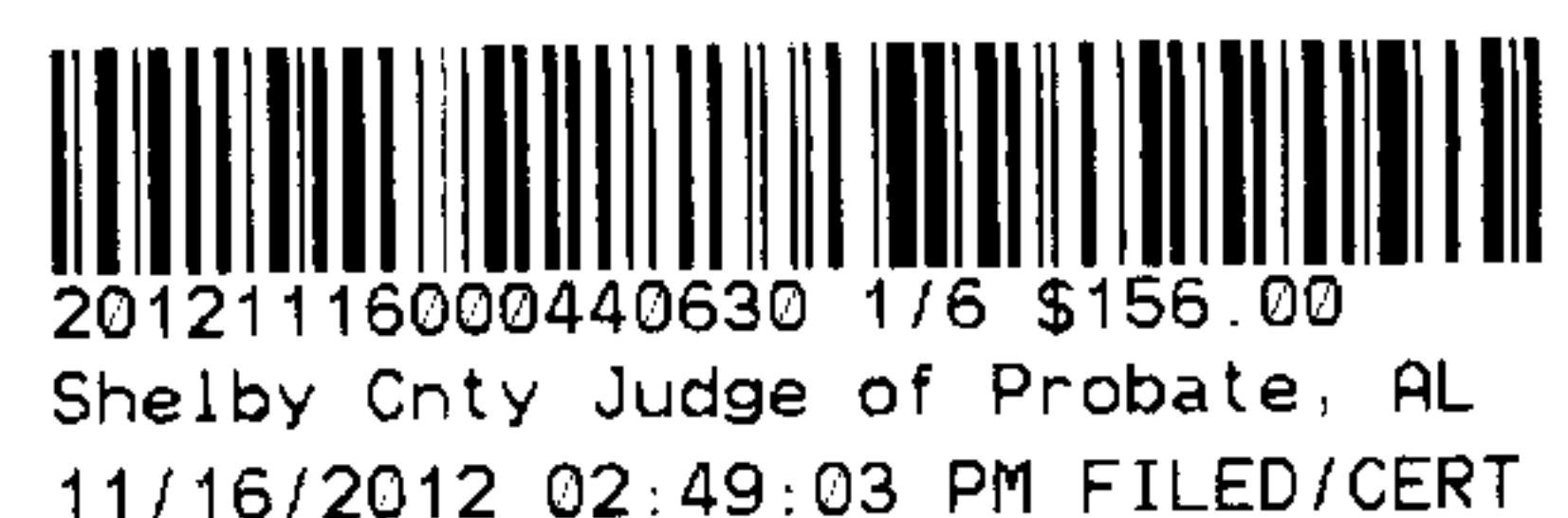
The Corporation shall have perpetual duration.

ARTICLE IV

PURPOSES

The Corporation has been organized for the following purposes:

1) To serve as a facilitator for home crafters' and hobbyists' to market and sell their products to the public in support of tax exempt charitable organizations, by means of such crafters and hobbyists donating the sales proceeds from each product sold to the tax exempt charitable organization specified by the crafter or hobbyist ; and



2) the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Nonprofit Corporation Law.

ARTICLE V

MEMBERS

The Corporation will have no members.

ARTICLE VI

REGISTERED OFFICE/AGENT

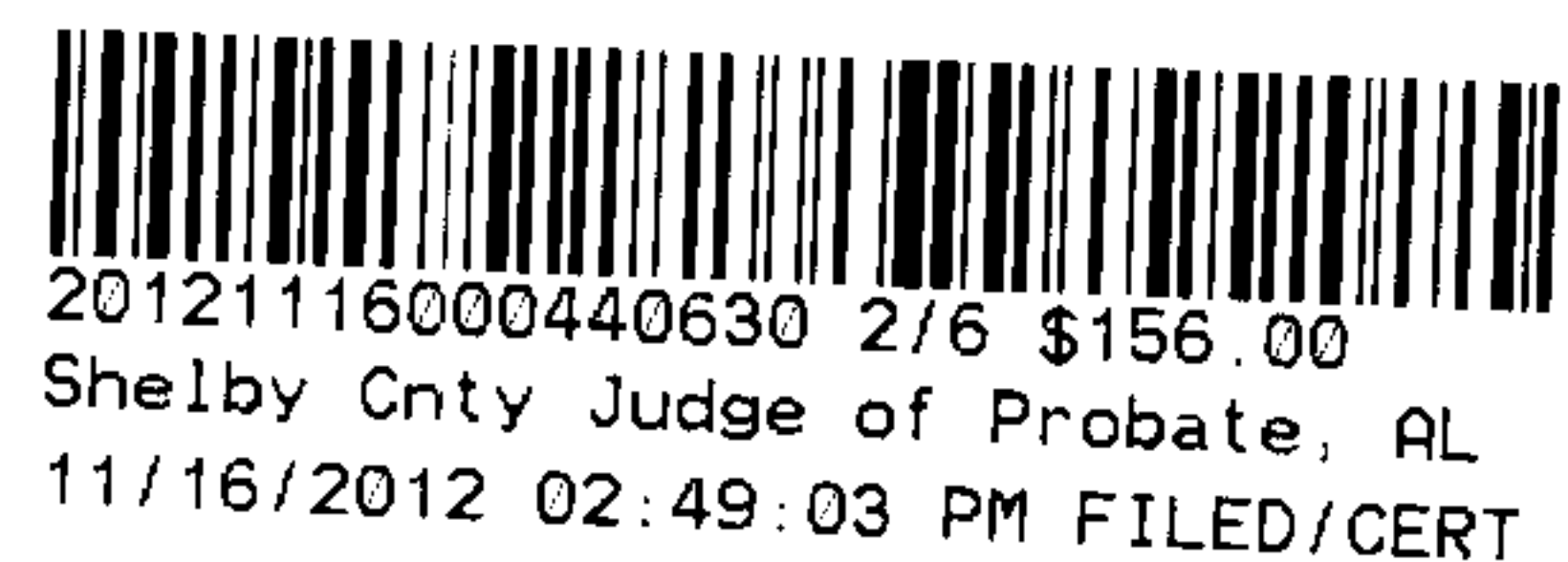
The location and street address of the initial registered office shall be 5134 Colonial Park Road, Birmingham, Alabama 35242, and the name of its initial registered agent at such address shall be Kellyann G. German.

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors shall be three. The names and addresses of the initial Board of Directors are:

Kellyann G. German	5134 Colonial Park Road Birmingham, AL 35242
Tammy S. Eanes	219 Odum Crest Lane Hoover, AL 35226-1090
Kristin M. Allison	385 Park Avenue Hoover, AL 35226



ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is as follows:

Ross N. Cohen
Haskell Slaughter Young & Rediker, LLC
2001 Park Place, Suite 1400
Birmingham, AL 35203

ARTICLE IX

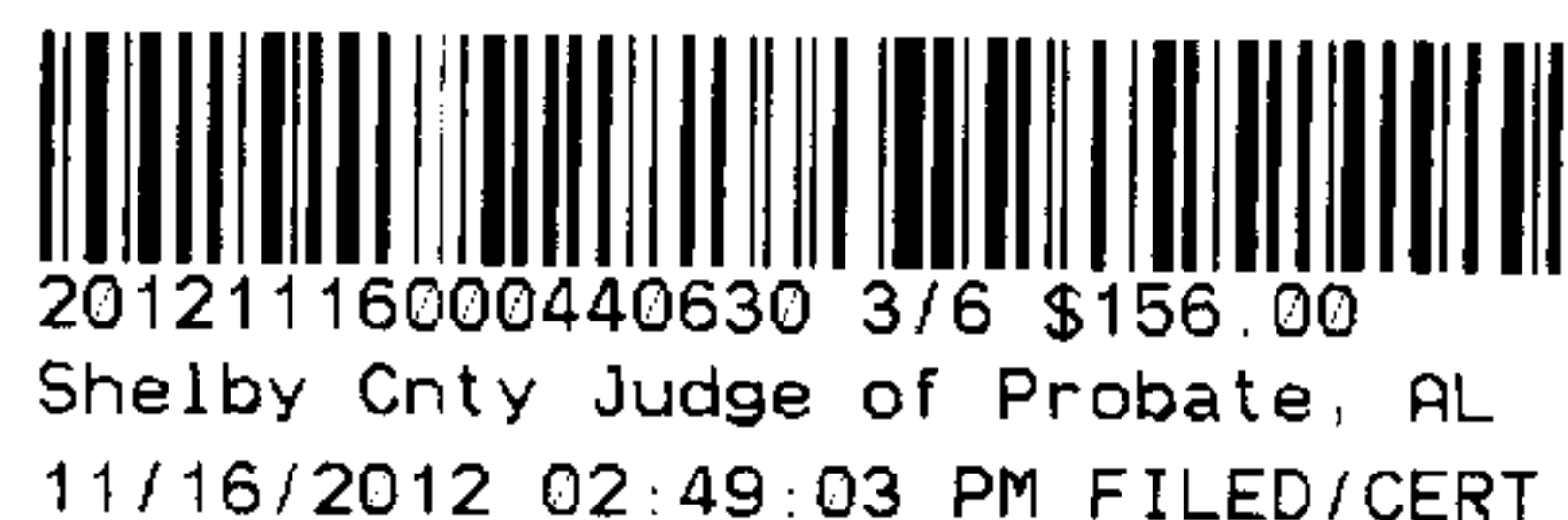
EXCLUSIVE CHARITABLE PURPOSE

(1) The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

(2) Notwithstanding any other provision in these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

(3) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

(4) The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of, or be distributed to, any director, officer or member thereof or to the benefit of any private person except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.



ARTICLE X

DISTRIBUTIONS UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, 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 Corporation 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 XI

LIMITATIONS IMPOSED BY INTERNAL REVENUE CODE OF 1986, AS AMENDED

The Corporation, for each year it is determined to be a private foundation under the Internal Revenue Code of 1986, as amended, or any future tax code:

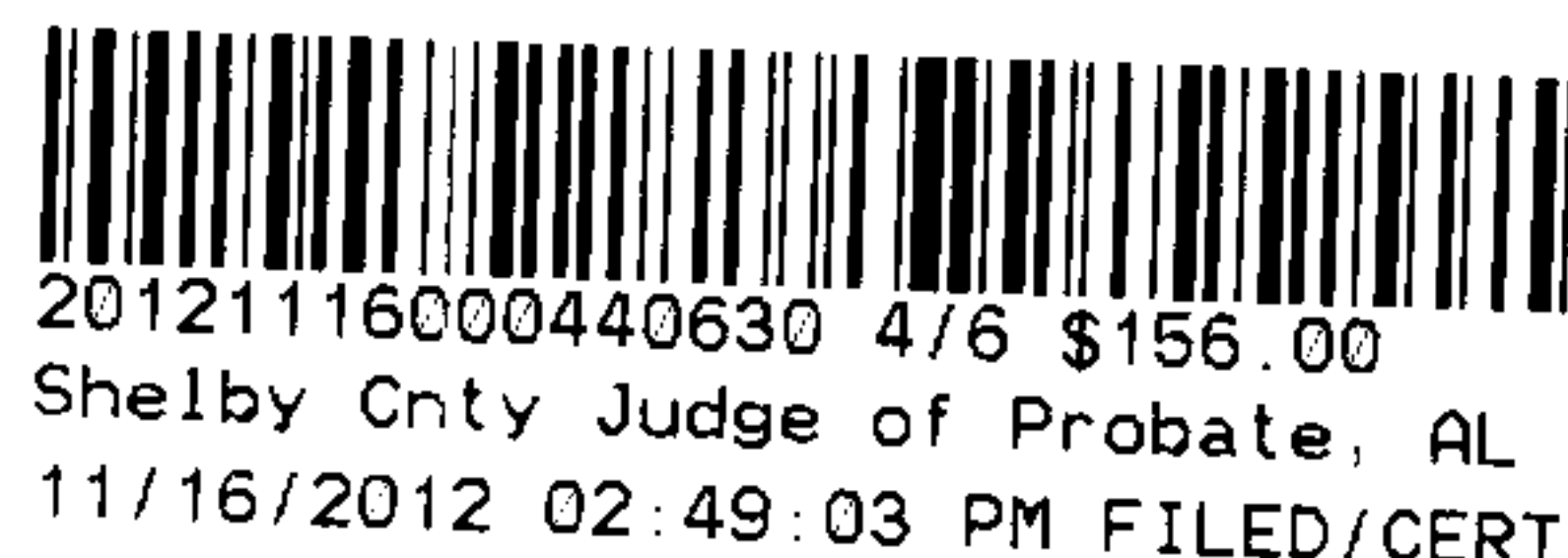
(1) will distribute its income for such tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code;

(2) will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code;

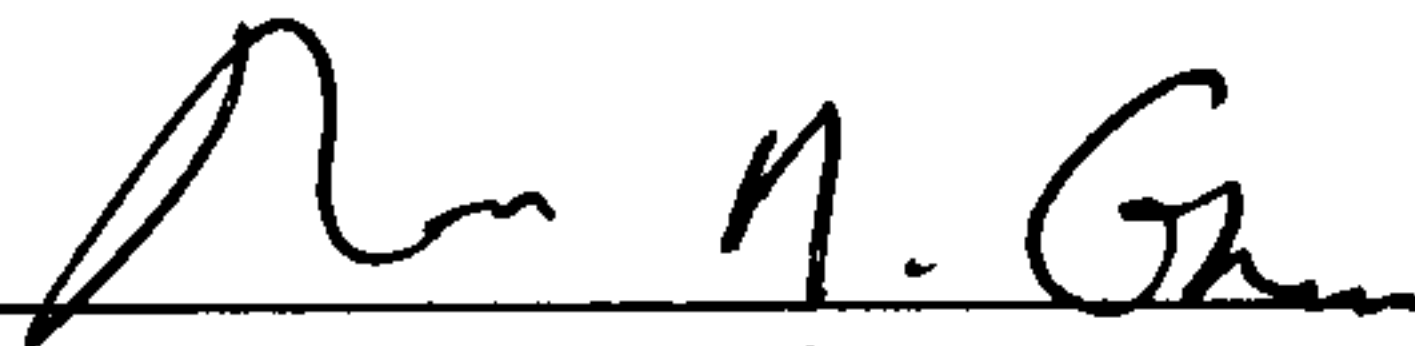
(3) will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code;

(4) will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code; or

(5) will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.



IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate of Formation, on this the 15th day of November, 2012.



Ross N. Cohen

This instrument prepared by:

Ross N. Cohen
Haskell Slaughter Young & Rediker, LLC
2001 Park Place, Suite 1400
Birmingham, Alabama 35203

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Beth Chapman
Secretary of State

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

STATE OF ALABAMA

**I, Beth Chapman, Secretary of 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:

NobleHeart Crafts Foundation

This domestic nonprofit corporation is proposed to be formed in Alabama and is
for the exclusive use of Haskell Slaughter Young & Rediker, 2001 Park Place,
Birmingham, AL 35203 for a period of one hundred twenty days beginning
November 1, 2012 and expiring March 2, 2013.



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**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.**

November 1, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State