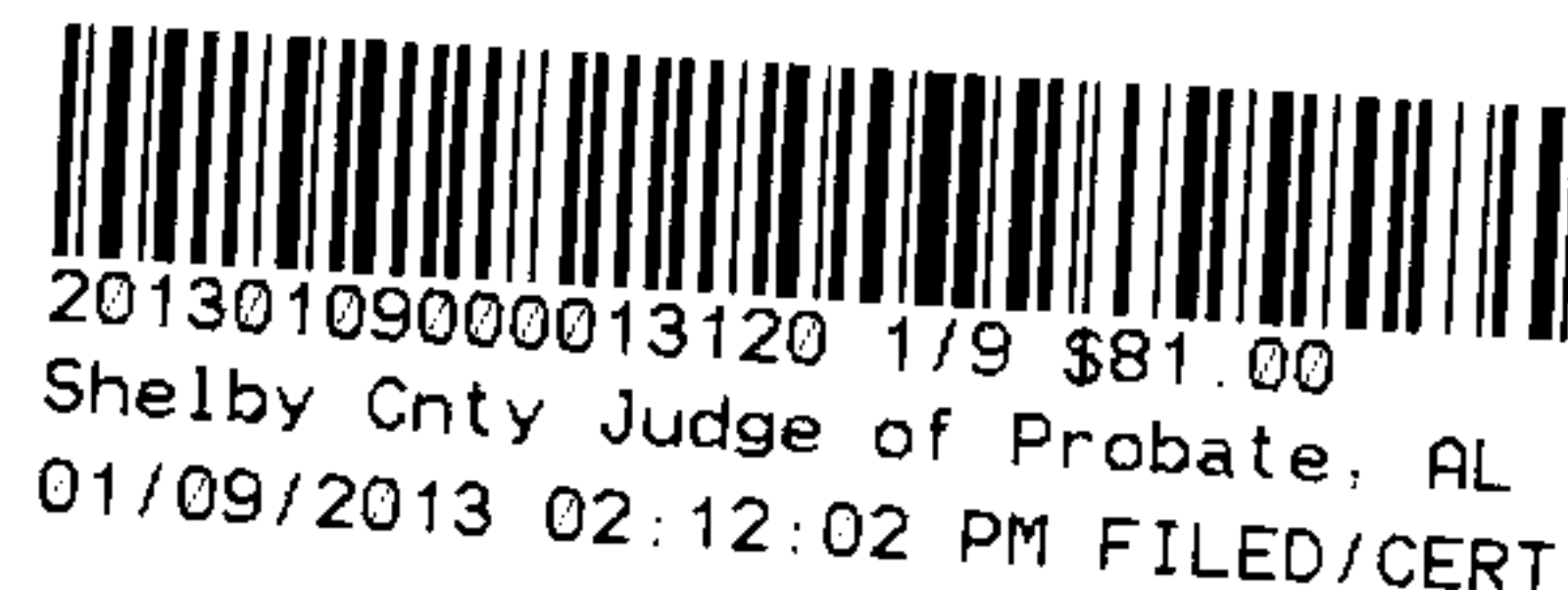


STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION
AMENDMENT TO FORMATION/ARTICLES

PURPOSE: In order to amend a Nonprofit Corporation's Certificate of Formation/Articles of Incorporation under Section 10A-3-4.02 and 10A-1-3.13 of the Code of Alabama 1975 this Amendment and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation was initially formed/incorporated.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's Certificate of Formation was recorded. Contact the Judge of Probate's Office to determine the county filing fees. Make a separate check or money order payable to the **Secretary of State for the state filing fee of \$50.00 for standard processing or \$150.00 if expedited processing within 3 business days of receipt by the Office of the Secretary of State is requested (10A-1-4.31)** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Amendment to the Office of the Secretary of State within 10 days after the filing is recorded. Once the Secretary of State's Office has indexed the filing, the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name or number. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your Amendment will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.



(For County Probate Office Use Only)

This form must be typed or laser printed.

1. The name of the corporation from the Certificate of Formation/Articles of Incorporation:

Greater Shelby County Community Foundation

2. The date the Certificate of Formation was filed in the county: 02 / 11 / 2000 (format MM/DD/YYYY)

3. Alabama Entity ID Number (Format: 000-000): 592 - 679 **INSTRUCTION TO OBTAIN ID NUMBER TO COMPLETE FORM:** If you do not have this number immediately available, you may obtain it on our website at www.sos.alabama.gov under the Government Records tab. Click on Business Entity Records, click on Entity Name, enter the registered name of the entity in the appropriate box, and enter. The six (6) digit number containing a dash to the left of the name is the entity ID number. If you click on that number, you can check the details page to make certain that you have the correct entity – this verification step is strongly recommended.

(For SOS Use Only)

This form was prepared by: (type name and full address)

Kirk R. Mancer, IOM, CCE
Greater Shelby County Community Foundation
1301 County Services Drive
Pelham, AL 35124

DOMESTIC NONPROFIT CORPORATION AMENDMENT

4. The county in which the Certificate of Formation was filed: Shelby County
5. The titles, dates, and places of filing of any previous Amendments: There have been no previous amendments

Attach a listing if necessary.

[Instruction on Amendment completion: Be very specific about what must be changed if you are amending existing information. If the amendment includes a name change, a copy of the Name Reservation form issued by the Office of Secretary of State **must** be attached.]

Registered agents and registered agent addresses are changed by filing a Change Of Registered Agent Or Registered Office By Entity form directly with the Office of the Secretary of State (the new agent's signature is required agreeing to accept responsibility). You may file the information as an Amendment also, but the change form must be on file with the Secretary of State per 10A-1-3.12(a) (2) to effect the change in the public records database.]

6. The following amendment was adopted on 12 / 18 / 2012 (format MM/DD/YYYY):

See attached (highlighted)

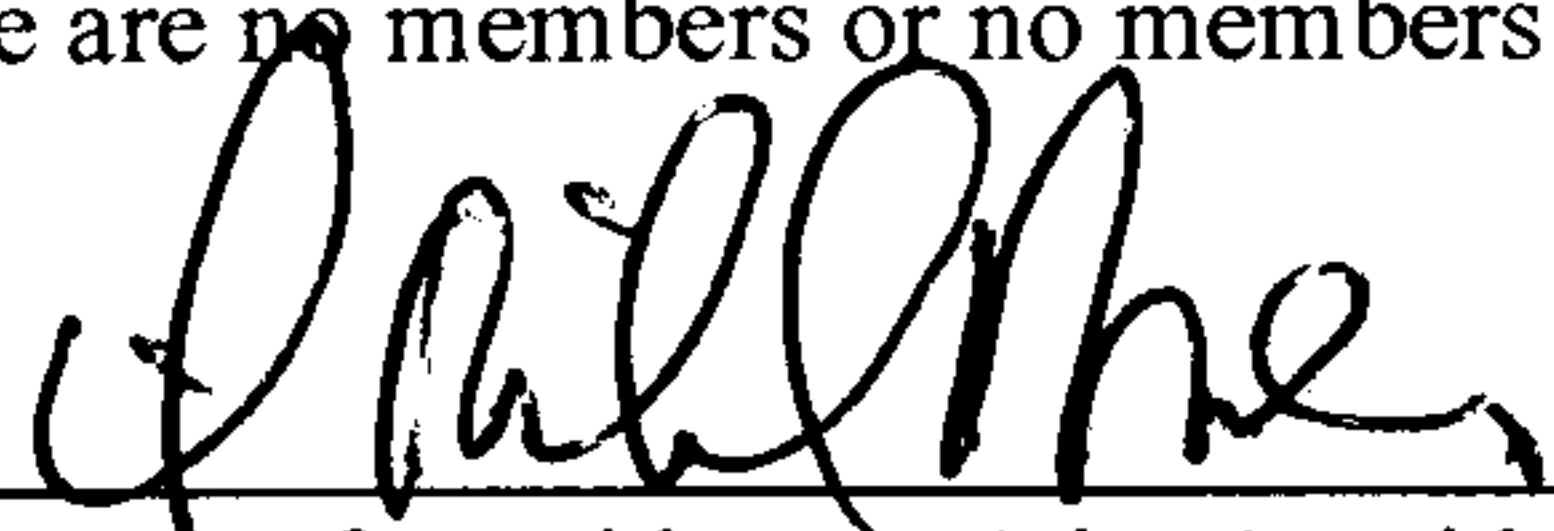
☐ Additional Amendments and the dates on which they were adopted are attached.

7. The Amendment or Amendments have been approved in the manner required by Title 10A of the Code of Alabama 1975 and the governing documents of the entity.

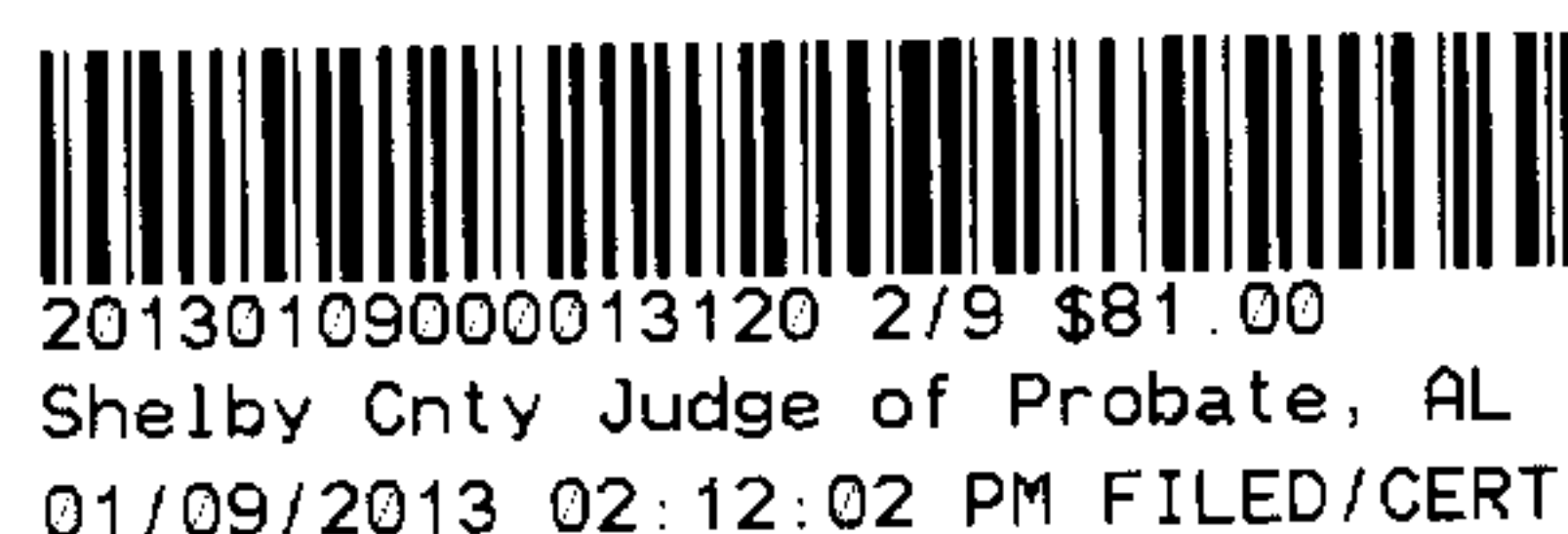
Item 8, 9, or 10 MUST be checked.

8. ☐ The members met on / / (MM/DD/YYYY) and adopted the Amendment by at least two-thirds of the votes entitled to be cast by members present or represented by proxy – a quorum was present.
9. ☐ The Amendment was adopted by a consent in writing signed by all members entitled to vote.
10. ☒ The board of directors met on 12 / 18 / 2012 (MM/DD/YYYY) and adopted the Amendment by majority vote of the directors in office – there are no members or no members entitled to vote.

01 / 07 / 2013
Date (MM/DD/YYYY)

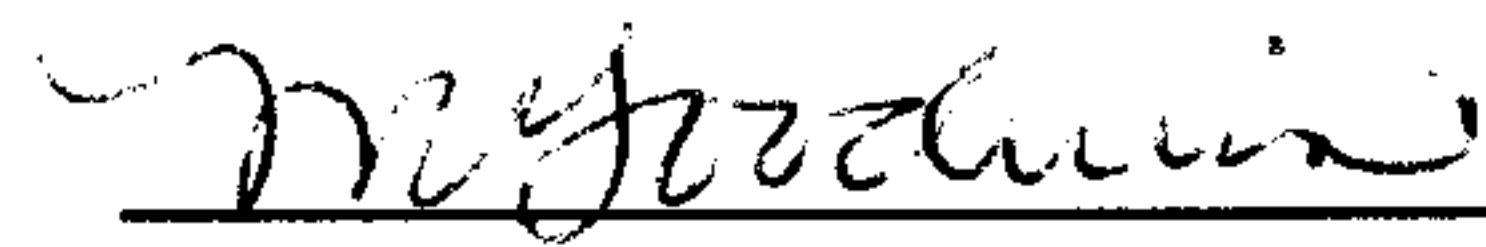

Signature of President or Vice President required by 10A-3-4.02

Kirk R. Mancer, President & CEO
Typed Name and Title of Above Signature



DOMESTIC NONPROFIT CORPORATION AMENDMENT

01 / 07 / 2013
Date (MM/DD/YYYY)


Signature of Secretary or Assistant Secretary required by 10A-3-4.02

Melanie Goodwin, Secretary
Typed Name and Title of Above Signature

01 / 07 / 2013
Date (MM/DD/YYYY)


Witness Signature of Officer Signing Original Formation/Articles
required by 10A-3-4.02

Lisa Shapiro, Director of Communications, GSCC
Typed Name and Title of Above Signature

**ARTICLES OF INCORPORATION
OF
GREATER SHELBY COUNTY COMMUNITY FOUNDATION**

KNOW ALL MEN BY THESE PRESENTS:

That for the purpose of forming a non-profit corporation under and pursuant to the provisions of Section 10-3A-1 et seq. of the 1975 Code of Alabama as last amended, and Section 501 (c) (3) of the Internal Revenue Service Code, the undersigned persons have associated themselves together and have agreed upon and adopted these Articles of Incorporation, the same to constitute and become a charter for carrying on the activities hereinafter specified upon the proper filing hereof pursuant to law.

ARTICLE I: NAME

The name of this corporation shall be Greater Shelby County Community Foundation.

ARTICLE II: LOCATION

The principal office of the corporation shall be located at Pelham, Shelby County, Alabama and the registered agent shall be Kirk R. Mancer whose mailing address is 1301 County Services Drive, Pelham, AL 35124, and whose physical address is 1301 County Services Drive, Pelham, AL, 35124.

ARTICLE III: OBJECTIVES

The objectives of this corporation shall be:

A. This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. Said corporation shall have the power to assist, support and foster the broad community and charitable programs, opportunities and services of the Shelby County area and to encourage gifts and other contributions and to receive, hold and administer for said purposes. The expenditure of all such funds by said corporation shall be only as related to such functions and programs and only in furtherance of the exempt purposes and powers of this corporation.

C. To accept, hold, invest and administer any gift, bequest, devise, benefit of trust and property of any worth, without limitation as to the amount or value, or to refuse the same and to use, disburse or donate the income thereof for exclusively educational and workforce development programs of the Greater Shelby County area, charitable, educational or scientific purposes as limited herein.

D. To give, convey, assign, lease or loan any of its property of any kind whatsoever upon any terms to any organization which directly or indirectly supports the educational or workforce development programs of Shelby County Alabama or its programs or functions, provided that such organization is organized and operative exclusively for charitable, scientific or educational purposes and qualifies as an organization exempt from income tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code; and provided further that transfers



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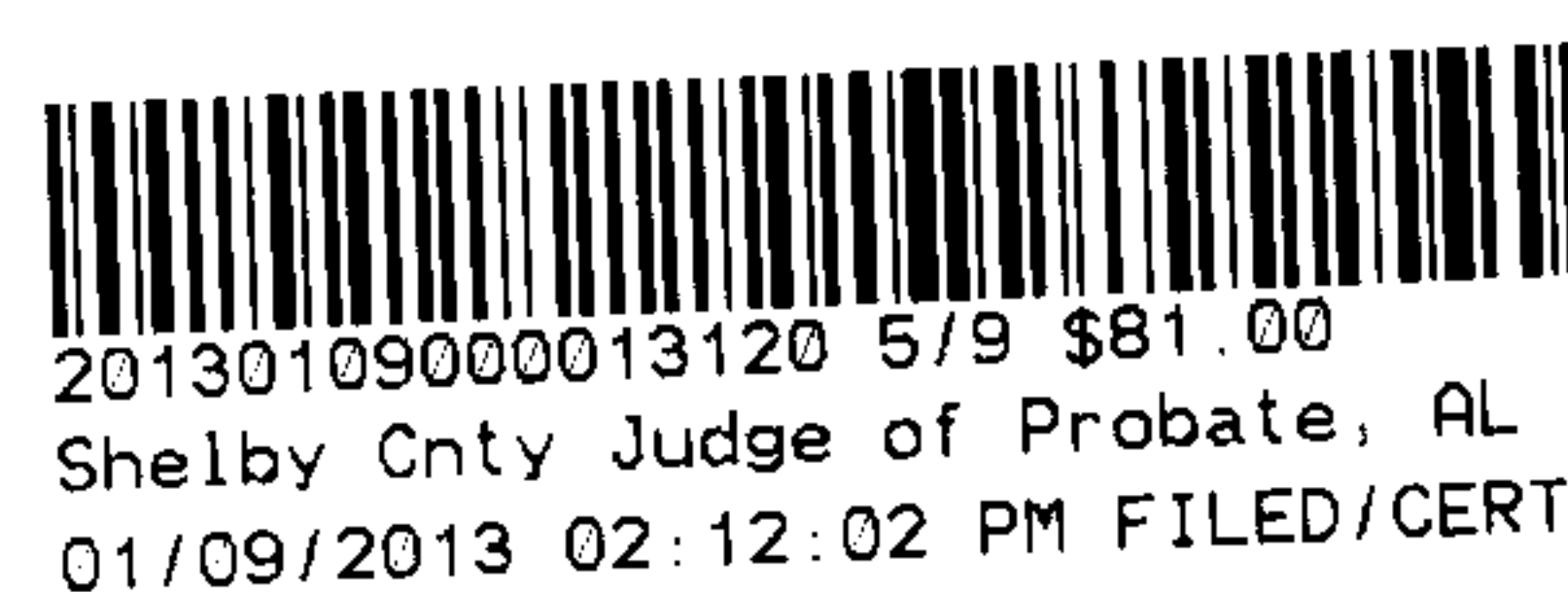
of property to such organizations shall to, the extent permitted under the Statutes of The United States, be exempt from gift, succession, inheritance, estate or death taxes imposed by The United States and The State of Alabama.

E. To receive, administer and maintain separately, if desired, funds for educational, scientific and charitable purposes and to that end, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, either absolutely or jointly with any other person, corporation, partnership or association of any kind whatsoever, any property (real, personal, tangible, intangible or mixed) or any undivided interest therein, without limitation as to amount or value; to sell, convey, give, loan, transfer or otherwise dispose of such property and to invest, reinvest or deal with the principal or income thereof in such a manner as, in the exclusive judgment of the directors, will best promote the purposes of the corporation without limitation, except as set out in these Articles of Incorporation.

F. To acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise, and to hold enjoy, possess, rent, lease, mortgage, pledge and sell lands or any interest therein as may be deemed by the directors to be in the interest of the corporation; to acquire by lease, option, purchase, gift, grant, bequest, transfer or otherwise, and to hold, enjoy, possess, pledge as security, encumber, sell or transfer, or in any manner dispose of property or chooses in action of any class or description whatsoever; to retain any property, investment or securities originally received by the corporation or thereafter acquired by it, so long as the directors of the corporation shall consider the retention thereof desirable; to invest and reinvest any and all funds coming into the hand of the corporation, on any account whatsoever, in such property, investment 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; to register any shares of stock, certificates of interest, bonds, or other securities of any corporation, trust or association, or any chooses in action, in the name of the nominee; to convert real property owned by the corporation into personal property and personal property into real property, and to improve the same, and to abandon any property which the directors of the corporation deem to be without substantial value; 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, sale 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 meeting 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.

G. Anything contained herein to the contrary notwithstanding, the corporation shall be empowered to refuse to accept any gifts, bequests or devises.

H. In addition to the objects, powers and purposes as aforesaid, the corporation shall have the power to conduct and carry on any business or activity and perform any act not prohibited by law or required by law to be specifically stated in these Articles of Incorporation, but subject to the limitation relating to the exempt functions and purposes of the corporation as originally and as hereafter set out in this document.



I. To assure no person shall have any pecuniary interest in operation of the corporation.

J. To do and all such further acts authorized by law as may be necessary, convenient, or expedient to accomplish the foregoing purposes or as are incidental thereto.

Any monetary profits or other benefits which flow to members shall be merely incidental thereto.

ARTICLE IV: LIMITING OBJECTIVES

A. This corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in Section 501 (c) (3) of the Internal Revenue Code, as to preclude contributions to this corporation from being deductible for purposes of taxation.

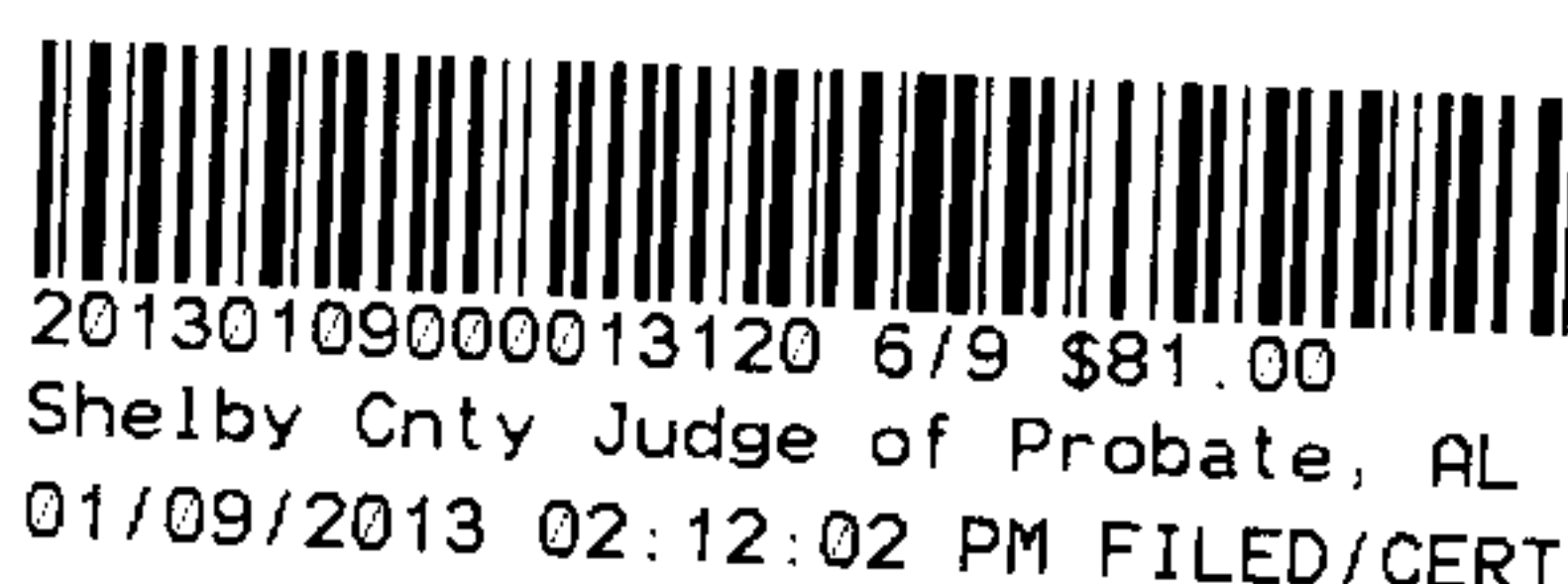
B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it, in any manner, or to any extent, participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of The United States of American or The State of Alabama, or any other jurisdiction where such activities are carried on; nor shall it engage in transactions defined at the time as “prohibited” under Section 503 of the Internal Revenue Code.

C. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part of portion, of the assets or net earnings of this corporation shall ever be organized or operated for the purposes that are not exclusively charitable, scientific, literary or educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

D. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, incorporator or organizer of this corporation, or any contributor to it, except as a reasonable allowance for actual expenditures made or services actually rendered to or for this corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part of portion of such assets or net earnings shall ever be sued for, accrued to, or inure to the benefit of any member or private individual within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE V: MEMBERSHIP

Membership in the corporation shall be limited to persons, firms and corporations interested in the educational and workforce development progress of Shelby County and the Shelby County community and shall be in accord with provisions for membership established from time to time in the By-Laws of the corporation. This provision shall not prevent the issuance of receipts, certificates of appreciation, acknowledgements of contributions and gifts, acknowledgements to or agreements with donors; nor shall it prevent the issuance of “membership certificates” or the awarding of plaques of membership in various funds operated and maintained by the corporation from time to time. “Membership” of any class or type shall create no rights of ownership, control or management or any right or interest of any kind whatsoever in any member nor in the holder thereof in the corporation.



ARTICLE VI: INCORPORATORS

The names and addresses of the incorporators are as follows:

**John McBrayer
Attorney at Law
PO Box 177
Pelham, AL 35124**

**Jim Strickland
First Real Estate
PO Box 9
Pelham, AL 35124**

**Denise Graham, CPA
201 Yeager Parkway
Pelham, AL 35124**

**Tony Holmes
Regions Bank of Shelby County
PO Box 216
Pelham, AL 35124**

**Bobbie Williams
National Bank of Commerce
700 Montevallo Road
Alabaster, AL 35007**

**Kim Price
Shelby County Reporter
115 North Main Street
Columbiana, AL 35051**

**Susan Schein
Susan Schein Chrysler
PO Box 215
Pelham, AL 35124**

**Keith Scott
Neil Bailey Insurance
PO Box 875
Pelham, AL 35124**

**Renee Clayton
Clayton Rehab
PO Box 1795
Alabaster, AL 35007**

**Jimmy Gould
City of Alabaster
PO Box 277
Alabaster, AL 35007**

**Jerry Owensby
City of Helena
PO Box 262
Helena, AL 35080**

**Peggy Bates
City of Pelham
PO Box 1419
Pelham, AL 35124**

**Karen Ream
Greater Shelby County Chamber
PO Box 324
Pelham, AL 35124**

**Jimmy Walker
AmeriSource of Birmingham
172 Cahaba Valley Parkway
Pelham, AL 35124**

ARTICLE VII: DIRECTORS

Full control and management over the activities and affairs of the corporation shall be vested in the Board of Directors. Except for the number of the initial Board of Directors as hereinafter set out, the number of directors of the corporation, subject to a minimum of not less than seven (7) and a maximum of (21), shall be established in the By-Laws by the then existing Board of Directors.

A. the Chairman of this corporation, who shall also serve as Chairman of the Board of Directors, together with the Vice-Chairman and the Secretary and Treasurer, shall be selected by the Board of Directors for such terms as the Board of Directors shall designate. The Board of Directors shall by



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appointed for such terms as are established by the By-Laws by resolution of the members adopted at a regular meeting after due and proper notice thereof.

B. If, at any given time, there are less than twenty-one (21) members of the Board of Directors actually appointed and legally holding office, a majority of the number of Board of Directors actually appointed shall constitute a quorum for the purpose of conducting official business of this corporation.

C. The initial Board of Directors shall consist of the following, who shall serve until their successors are named as provided in the By-Laws.

D. Upon the death or resignation of a director, or in the event that a director shall fail, refuse or be unable to serve, the remaining members of the Board will elect a director to fill the vacated position. Once a director is named or elected, he shall continue in office and exercise full powers thereof until his successor shall have been elected and qualified, or named, as the case may be.

E. Any director may be removed from office by vote of the other directors for any cause whatsoever; the position of a director removed from office shall be filled by the election of the remaining directors.

F. the corporation and the Board of Directors, in their capacity as directors of the corporation, shall not be subject to direction or control by Shelby County nor any municipal corporation located partly or wholly therein in the fulfillment of their duties and obligations to this corporation.

ARTICLE VIII: OFFICERS

The officers of the corporation shall consist of a Chairman, Vice-Chairman, Secretary and Treasurer. The initial officers of the corporation shall be as follows:

John McBrayer, Chairman
Attorney at Law
PO Box 177
Pelham, AL 35124

Jim Strickland, Vice Chairman
First Real Estate
PO Box 9
Pelham, AL 35124

Tony Holmes, Treasurer
Regions Bank of Shelby County
PO Box 216
Pelham, AL 35124

ARTICLE IX: TIME LIMIT

The period of duration of this corporation shall be perpetual.



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ARTICLE X: SPECIAL PROVISIONS

A. The corporation reserves the right to amend, alter, modify, change or repeat any provision contained in this certificate of incorporation in the manner now or hereafter provided by law and all rights conferred upon the officers, directors herein are granted subject to this reservation.

B. The corporation shall have power to make By-laws for the regulation and government of this corporation, its agents, servants and officers, and for all other purposes not inconsistent with the constitution and laws of the State of Alabama.

C. The Board of Directors of the corporation shall have the authority to adopt such rules, By-laws and regulations for the governing of the corporation as they may deem necessary or expedient.

D. The fiscal year of the corporation shall begin October 1 of each year and continue until September 30 of each year.

E. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations exempt as organizations described in Sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government or exclusive public purpose.

IN WITNESS WHEREOF, the incorporators of this corporation have hereunto set their hands and seals, and pray that this instrument shall be filed and recorded as provided by the Law, to the end that these incorporators, their successors and assigns, shall constitute a body corporate under the name hereinabove set forth, with all powers to which said Corporation may be entitled under the Laws of Alabama, on this _____ day of _____, 1999.

James O. Walker
Incorporator

Jim Strickland
Incorporator

Tony Holmes
Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

Bobbie Y. Williams
Incorporator

Ryan N. Price
Incorporator

Paul W. Bruce
Incorporator

Incorporator

Incorporator

Incorporator

Incorporator

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