

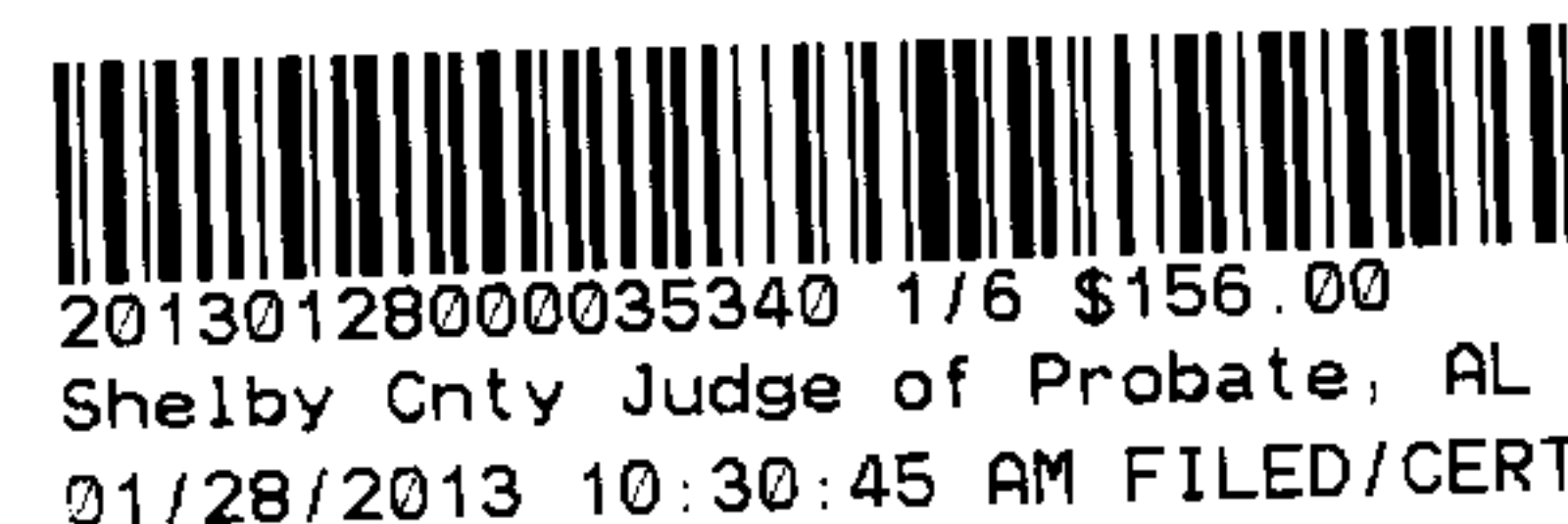
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**CERTIFICATE OF FORMATION**

**OF**

**MEDHOPE AFRICA**

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TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

This is to certify that, for the purpose of forming a corporation pursuant to the provisions of Sections 10-3A-1, *et seq.*, Code of Alabama (1975) as amended (the "Alabama Nonprofit Corporation Act"), the undersigned does hereby make, adopt, and file the following Certificate of Formation:

**ARTICLE I**

**Name**

The name of the corporation (hereinafter referred to as the "Corporation") shall be:

MEDHOPE AFRICA

**ARTICLE II**

**Duration**

The duration and existence of the Corporation shall be perpetual.

**ARTICLE III**

**Purpose**

3.1 The Corporation is organized exclusively for charitable, religious, educational, literary, 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 of 1986, as amended (the "Code"), or the corresponding provision of any subsequent federal tax law. In furtherance of such purposes, the Corporation is organized to support relief for low-resource communities in sub-Saharan African countries by addressing dire physical and spiritual needs through (a) medical, dental and vision care and community health interventions, (b) Christian evangelism and discipleship training, (c) to lease, purchase or otherwise own such real and personal property as may be necessary for the purpose of the Corporation; and (d) for the purposes above specified, to receive donations, to receive, manage, take and hold real and personal property, by gift, grant, devise or bequest.

3.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall



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be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. 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 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 provisions of this Certificate of Formation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any subsequent federal tax law, or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any subsequent federal tax law.

3.3 The property of the Corporation is irrevocably dedicated to religious, charitable and educational purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director or officer thereof, or to the benefit of any private person.

3.4 Notwithstanding any other provisions in this Certificate of Formation, the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall distribute its income for each taxable 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.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

#### **ARTICLE IV**

##### **Board of Directors**

4.1 The property, business, and affairs of the Corporation shall be managed by a Board of Directors. The qualifications for directors, and the terms each shall serve shall be provided in the By-Laws of the Corporation. The Board of Directors shall consist of not less than three (3) and no more than nine (9) directors, and the directors named in Section 4.2 below are to serve until the first annual meeting of the Board of Directors. Vacancies in the initial board shall be filled by the remaining directors to serve for the unexpired portion of the term related to such vacancy.

4.2 The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
M. Gail Hill	3416 7 <sup>th</sup> Court South Birmingham, Alabama 35222
Reuben Tafadzwa Moyana	1784 Annendale Drive Birmingham, Alabama 35235
Donald R. Bowers	1229 Greystone Parc Drive Birmingham, Alabama 35242
Deborah Ann Bowers	1229 Greystone Parc Drive Birmingham, Alabama 35242

**ARTICLE V**

**No Members**

The Corporation shall not have members.

**ARTICLE VI**

**By-Laws**

The Board of Directors of the Corporation shall adopt By-Laws governing the conduct of its affairs. Thereafter, the power to alter or repeal the By-Laws of the Corporation shall be vested in the Board of Directors.

**ARTICLE VII**


**Initial Registered Office and Agent**

The initial registered office of the Corporation shall be 1229 Greystone Parc Drive, Shelby County, Birmingham, Alabama 35242. The initial registered agent of the Corporation shall be Deborah Ann Bowers who shall be located at the initial registered office of the Corporation.

**ARTICLE VIII**

**Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as such under Sections 501(c)(3) and 170(c)(2) of the Code, or the corresponding provision of any subsequent federal tax law, as the Board of Directors shall determine.

  
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**ARTICLE IX**

**Incorporator**

The name and address of the Incorporator of the Corporation is as follows:

Deborah Ann Bowers  
1229 Greystone Parc Drive  
Birmingham, Alabama 35242

**ARTICLE X**

**Amendment, Fundamental Corporate Change**

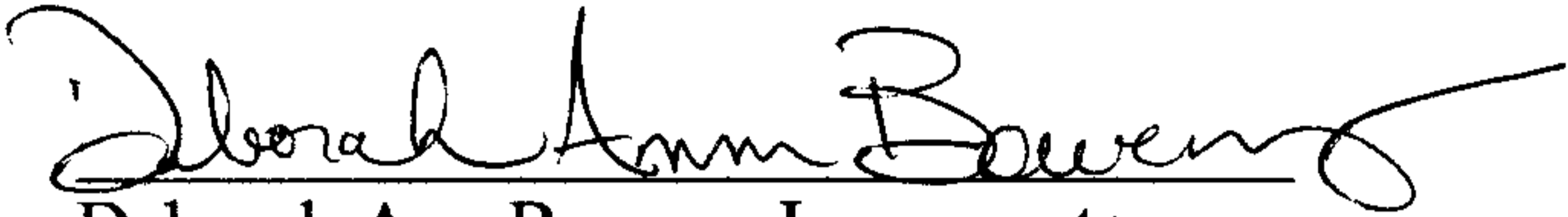
This Certificate of Formation may not be amended, nor may the Corporation adopt a plan of merger, consolidation, or dissolution, without the affirmative votes of not less than two-thirds (2/3) of the votes entitled to be cast by members of the Board of Directors at an annual or special meeting. Further, the Corporation may not sell, lease, exchange, mortgage, pledge, or otherwise dispose of all or substantially all of its property without the affirmative votes of not less than two-thirds (2/3) of the votes entitled to be cast by members of the Board of Directors at an annual or special meeting.

**ARTICLE XI**

**Liability**


Pursuant to Sections 10-11-1, *et seq.*, Code of Alabama (1975), all noncompensated officers of the Corporation shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Corporation except when the act or omission of such officer, which gives rise to a cause of action, amounts to willful or wanton misconduct or fraud, or gross negligence. For purposes of this Article XI, the term "officer" shall include the Corporation's officers, directors, and trustees, and the members of any other governing body of the Corporation.

IN WITNESS WHEREOF, the Incorporator has hereunto set her hand on this the 12th day of January, 2013.

  
Deborah Ann Bowers, Incorporator

*This Instrument was prepared by:*

W. Clark Watson  
BALCH & BINGHAM LLP  
1901 Sixth Avenue North, Suite 1500  
Birmingham, Alabama 35203  
(205) 251-8100

  
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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:

**MedHope Africa**

This domestic nonprofit corporation is proposed to be formed in Alabama and is for the exclusive use of Clark Watson, 1901 6th Avenue North, Suite 1500, Birmingham, AL 35203 for a period of one hundred twenty days beginning December 10, 2012 and expiring April 10, 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.**

December 10, 2012

Date

*Beth Chapman*

616-234

Beth Chapman

Secretary of State