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Shelby Cnty Judge of Probate, AL  
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This Instrument Prepared By:

William M. Lawrence, Attorney at Law  
Baker, Donelson, Bearman, Caldwell & Berkowitz  
A Professional Corporation  
420 North 20th Street, Suite 1600  
Birmingham, Alabama 35203

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
THE OVER THE MOUNTAIN TOUCHDOWN CLUB OF  
BIRMINGHAM, ALABAMA

TO THE JUDGE OF PROBATE  
SHELBY COUNTY, ALABAMA

Pursuant to the provisions of the Alabama Nonprofit Corporation Law, CODE OF ALABAMA § 10A-3-1.01 *et seq.* (the "**Act**"), the undersigned Alabama nonprofit corporation amends and restates its Articles of Incorporation, in their entirety, by filing these Amended and Restated Articles of Incorporation.

1. NAME. The name of the Corporation is The Over the Mountain Touchdown Club of Birmingham, Alabama (the "**Corporation**").

2. TYPE OF ENTITY. The Corporation is an Alabama nonprofit corporation.

3. ORIGINAL ARTICLES. The Articles of Incorporation of the Corporation were filed in the office of the Judge of Probate of Shelby County, Alabama on October 28, 2009 under instrument 20091028000403980. No subsequent amendments have been filed.

4. TEXT. The text of the Amended and Restated Articles of Incorporation is as follows:

1. NAME. The name of the corporation is The Over the Mountain Touchdown Club of Birmingham, Alabama (the "**Corporation**").

2. TYPE OF ENTITY. The Corporation is an Alabama nonprofit corporation.

3. PURPOSES. The purposes for which the Corporation are organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "**Code**") or the corresponding provision of any future United States Internal Revenue Law, and may carry on any activity contemplated by such section and any other lawful purpose consistent with the preceding. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and the regulations thereunder, as they now exist or as they may subsequently be amended or any activities proscribed by the Alabama Nonprofit Corporation Act.

4. DURATION. The period of duration of the Corporation will be perpetual.

5. POWERS. In connection with the purposes of the Corporation, the Corporation may:

- (a) purchase, acquire, hold, improve, sell, convey, assign, exchange, release, lease, hire and deal in real and personal property of every kind and character;
- (b) apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, sell, exchange, transfer, and deal in any license, power, authority, concession, right or privilege which any nonprofit corporation may make or grant;
- (c) enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision or politic body;
- (d) solicit, receive and make donations of, funds and other property, real, personal and mixed, and interests therein, by gift, transfer, devise, or bequest, and invest, hold, manage, administer, expend and apply such funds and property subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest; and
- (e) exercise all of the powers vested in nonprofit corporations by the Constitution and laws of the State of Alabama, including, without limitation, the Alabama Nonprofit Corporation Act.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of the Corporation in addition to those powers specifically conferred upon the Corporation by law, and the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law. Nothing in these Articles will be construed as authorizing the Corporation to carry on any business for profit.

6. LIMITATIONS. Notwithstanding any other provisions of these Articles of Incorporation, the following limitations shall apply to the Corporation:

- (a) No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- (c) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (d) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall distribute its income for such 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 Code.
- (e) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.



(f) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(g) With respect to any taxable year during which the Corporation is classified as a "private foundation," within the meaning of the Code, the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

7. REGISTERED AGENT AND OFFICE. The address of the registered office of the Corporation and the name of the registered agent at such address are:

700 Maple Street, Suite B  
Birmingham, AL 35210  
Attn: Barry Faulkner

8. NONSTOCK AND NONPROFIT STATUS. This Corporation will have no capital stock, is not organized for profit and does not contemplate pecuniary gain or profit to its members, officers, or directors or to any other individuals. The Corporation does not contemplate the distribution of gains, profits or dividends to its members, officers or directors or to any other individuals and is organized solely for nonprofit purposes.

9. DISSOLUTION OF CORPORATION. Notwithstanding any other provision of these Articles of Incorporation, in the event of the dissolution of the Corporation, the residual assets of the Corporation after the payment of its debts shall be distributed exclusively for charitable, educational or religious purposes to another nonprofit organization, provided that such organization is at that time organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future tax law. If such organization is not so organized and operated, then the assets shall be distributed to some other entity so organized and operated, or to the federal government, or to a state and local government, for exclusively public purposes.

10. NO PERSONAL LIABILITY. No officer or director of the Corporation shall be personally liable for the debts or obligations of the Corporation.

11. AMENDMENT. These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members of the Board of Directors.


5. APPROVAL. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation in accordance with the provisions of Section 10A-3-4.04 of the Act.

[Signatures appear on following page]

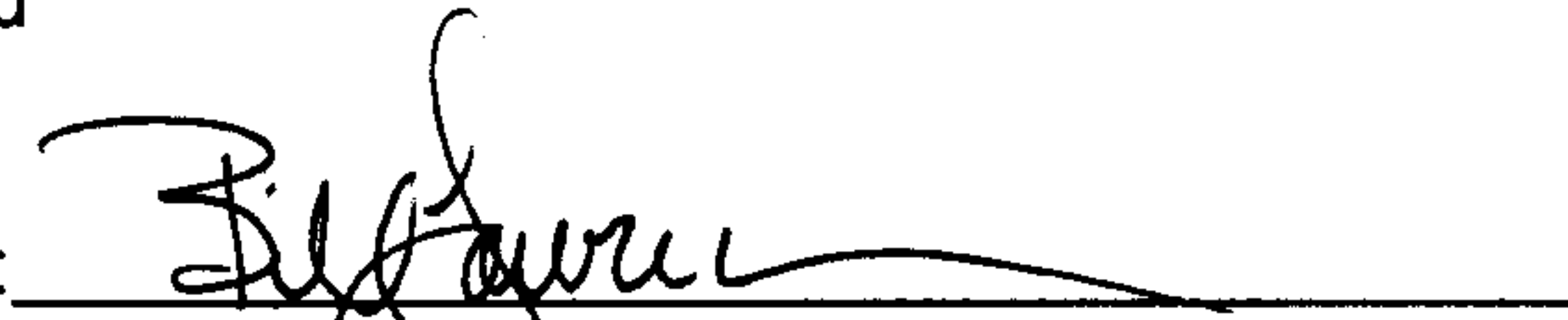
IN WITNESS OF THESE ARTICLES, the undersigned authorized officers of the Corporation have signed their name to these Amended and Restated Articles of Incorporation.

Dated: January 25, 2012.

THE OVER THE MOUNTAIN TOUCHDOWN  
CLUB OF BIRMINGHAM, ALABAMA

By:   
Name: Barry Faulkner  
Title: President

and

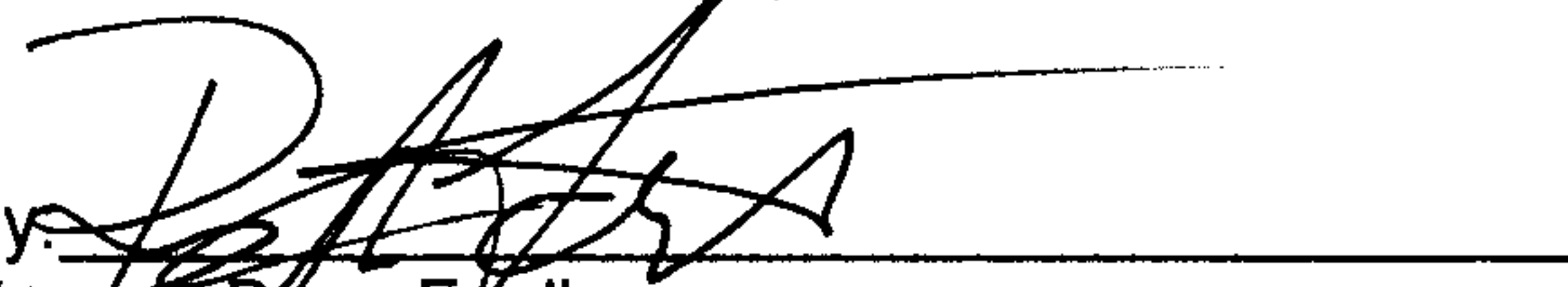
By:   
Name: Bill Lawrence  
Title: Secretary

VERIFICATION

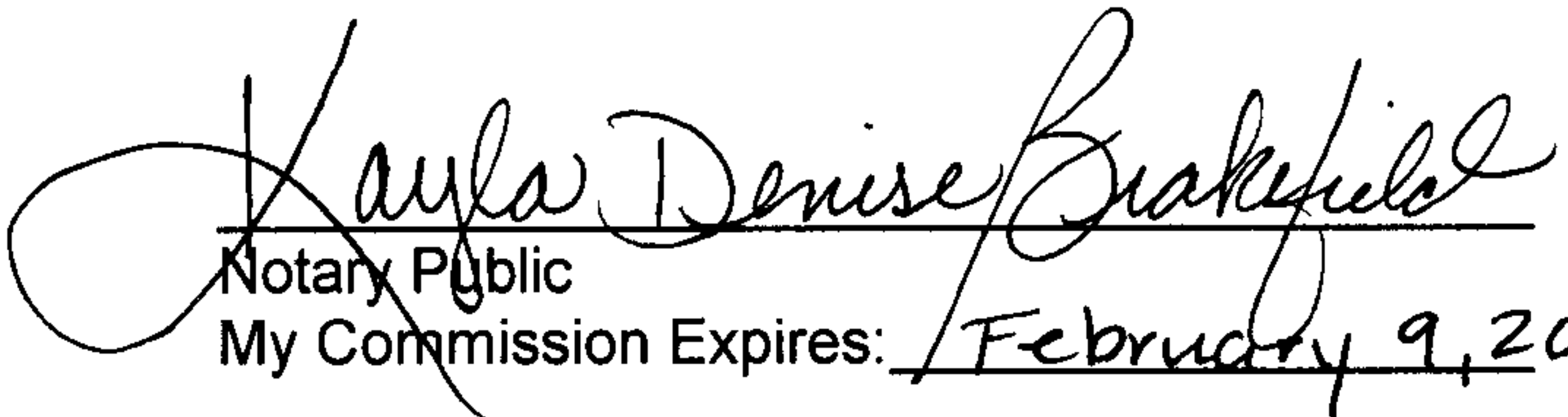
I, Barry Faulkner, President of The Over the Mountain Touchdown Club of Birmingham, Alabama, an Alabama nonprofit corporation (the "**Corporation**"), certifies, in my official capacity as President of the Corporation, that these Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation of the Corporation as amended and restated, that they have been duly adopted as required by law, and that they supersede and replace the original Articles of Incorporation of the Corporation.

DATED: January 25, 2013.

THE OVER THE MOUNTAIN TOUCHDOWN  
CLUB OF BIRMINGHAM, ALABAMA

By:   
Name: Barry Faulkner  
Title: President

Sworn to and Subscribed before me this 25 day of January, 2013.

  
Notary Public  
My Commission Expires: February 9, 2016