

20130201000045500 1/5 \$156.00
Shelby Cnty Judge of Probate, AL
02/01/2013 02:26:37 PM FILED/CERT

This document prepared by:
Keith Carder
Carder law Firm LLC
2018 Morris Avenue
Birmingham Alabama 35203

STATE OF ALABAMA)
)
SHELBY COUNTY)

ARTICLES OF INCORPORATION

OF

STANTON MONTESSORI ACADEMY OF ALABAMA INC.

The undersigned, Anne Atanton, acting as incorporator of a business corporation under the Alabama Business Corporation Act, hereby adopts the following Articles of Incorporation, a CLOSE CORPORATION, pursuant to Code of Alabama §10-2A-310 et seq.

ARTICLE I NAME OF CORPORATION

The name of the Corporation shall be:

STANTON MONTESSORI ACADEMY INC.

ARTICLE II OBJECT AND PURPOSE

The object and purpose for which the Corporation is organized are:

1. Operation of private educational institution.
2. To transact any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, as such act may be amended from time to time.
3. To have and to exercise all powers necessary or convenient to affect the above purposes.

The foregoing paragraphs of this Article II, and each part thereof, shall be construed, in their broadest sense, as purposes and powers of the Corporation in addition to those powers specifically conferred upon the corporation by law. It is hereby expressly provided that the foregoing purpose and powers of Article II herein shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.



20130201000045500 2/5 \$156.00
Shelby Cnty Judge of Probate, AL
02/01/2013 02:26:37 PM FILED/CERT

Nothing herein contained shall be construed as authorizing this Corporation to carry on the business of insurance, banking or of a trust company.

**ARTICLE III
LOCATION OF INITIAL REGISTERED OFFICE
AND INITIAL REGISTERED AGENT**

The location and mailing address of the initial registered office of the Corporation in the State of Alabama shall be 280 Kings Crest Lane, Pelham Alabama 35214 And the Corporation's initial registered agent at such address shall be Anne Stanton.

**ARTICLE IV
CAPITAL STOCK**

The Aggregate number of shares of capital stock that the Corporation shall be authorized to issue and have outstanding shall be one class of 10,000 shares of common stock:

**ARTICLE V
BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be one (1) and the names of the person who is to serve as the director until the first annual meeting of shareholders or until successors are elected and qualified are as follows:

Name	Anne Stanton
Address	280 Kings Crest Lane Pelham Alabama 35124

As to election of a Board of Directors, the Stockholders of the Class A common stock shall have the following rights: each stockholder may vote the number of shares owned by him or her for as many persons as there are Directors to be elected and for whose election he or she has a right to vote, or cumulate votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his/her shares or by distributing his/her votes on the same principal among any number of the candidates.

**ARTICLE VI
STOCK PURCHASES**

The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.



20130201000045500 3/5 \$156.00
Shelby Cnty Judge of Probate, AL
02/01/2013 02:26:37 PM FILED/CERT

a. **Preemptive Rights:** Class A and B common Stockholders shall have the right to buy upon the price and terms favorably offered by the Corporation (as the Class A stockholder(s) alone shall determine) any stock or security of the corporation offered for sale of a class with the same or a higher priority in regards to voting. Provided however that the Stockholders of the Corporation shall have no preemptive rights prescribed for any shares of stock in the following cases: (1) When the shares of stock are being issued in consideration of services performed or to be performed, (2) when the shares are being issued in consideration for the transfer of intangible personal property or tangible personal property to the Corporation.

b. **Redemption Rights:** The Corporation shall have the absolute right to Redeem common stock upon the following conditions.

(1) The price for each share of stock's proportionate share of the corporations then net book value exclusive of the par value of all Class(s).

(2) The Corporations right shall be absolute and without restriction.

(3) The redemption of any stock shall not be made where the effect of any such redemption shall be to make the Corporation insolvent upon such redemption.

(4) Any stock redeemed shall be cancelled upon the books of the Corporation.

(5) Upon such notice of redemption and until such time as the certificate holder shall be completely paid off the certificate holder's security rights in the Corporations assets shall be as a general creditor.

c. **Subchapter S Status:** The owner(s) of common stock shall not transfer the same if such transfer will void the election of the Corporation to be taxed under Subchapter S of the Internal Revenue Code.

ARTICLE VII LIABILITY OF DIRECTORS

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama 1975 or any successor provision of such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such directors duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted



20130201000045500 4/5 \$156.00
Shelby Cnty Judge of Probate, AL
02/01/2013 02:26:37 PM FILED/CERT

by the Alabama Business Corporation Act, as amended or any successor statute thereto. The limitation on liability of directors of the corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this Article VII. Any repeal or modification of this Article VII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator are as follows:

Name	Anne Stanton
Address	280 Kings Crest Lane Pelham Alabama 35124

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 1 day of February, 2013.



Incorporator

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:

Stanton Montessori Academy Inc.

This domestic business corporation is proposed to be formed in Alabama and is for
the exclusive use of Anne Stanton, 280 Kings Crrest Lane, Pelham , AL 35124 for
a period of one hundred twenty days beginning January 21, 2013 and expiring
May 22, 2013.



20130201000045500 5/5 \$156.00
Shelby Cnty Judge of Probate, AL
02/01/2013 02:26:37 PM FILED/CERT



619-015

**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.**

January 21, 2013

Date

Beth Chapman

Beth Chapman

Secretary of State