

This document was prepared by:
Russell L. Irby, III
Johnston Barton Proctor & Rose LLP
569 Colonial Brookwood Village, Suite 901
Birmingham, AL 35209

STATE OF ALABAMA)
)
SHELBY COUNTY)

CERTIFICATE OF FORMATION

OF

**LIVING AND LEARNING HEALTH
OUTREACH MINISTRIES, INC.,**

an Alabama Nonprofit Corporation

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

In accordance with the Alabama Business and Nonprofit Entities Act, the undersigned incorporator, being of full legal age and capacity, hereby makes and files this Certificate of Formation and certifies that:

ARTICLE I
NAME

The name of the corporation shall be: **Living and Learning Health Outreach Ministries, Inc.** (the "Corporation").

ARTICLE II
PURPOSE

The Corporation is organized as a nonprofit corporation established to operate exclusively for charitable, literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law or regulation (the "Code"), and, in furtherance of such charitable, scientific and educational purposes, to promote health awareness, education and information utilizing scientific and spiritual

evidence. The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit purposes; and no part of the income, net earnings or assets of the Corporation shall be distributed to, or inure to the benefit of, any individual.

The Corporation is organized to qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code; and, notwithstanding any provisions of this Certificate of Formation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

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 in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE III **POWERS**

The objects and purposes of the Corporation and the powers which it may exercise are as follows:

A. The Corporation is organized for the purpose of engaging in all charitable, literary, scientific, or educational purposes in which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as said Code and regulations now exist or as they may hereafter be amended (or the corresponding provision of any subsequent federal tax laws, said Code, regulations and subsequent federal tax laws, if any, being hereinafter referred to together as the "Code"). The Corporation shall promote and advance such purposes by any activity in which a corporation organized under the Alabama Business and Nonprofit Entities Act engage, exclusively, either directly or by contributions to organizations qualifying as exempt organizations under Section 501(c)(3) of the Code. The Corporation shall receive and maintain a fund or funds of real or personal property, or both, and shall administer and apply the income and principal thereof, within the United States of America, for such purposes.

B. The Corporation shall possess and exercise all the powers and privileges granted by the Alabama Business and Nonprofit Entities Act or by any other law of the State of Alabama together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation (limited only by the restrictions set forth in this Certificate of Formation), including, but not limited to the following powers:

(i) to acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise, and to hold, enjoy, possess, rent, lease, mortgage, farm, ranch, work,

forest, and sell real property or any interest therein, and to construct, maintain and operate improvements thereon;

(ii) to acquire by option, purchase, gift, grant, bequest, transfer or otherwise and to hold, enjoy, possess, use, run, work, pledge as security, sell, transfer or in any manner dispose of personal property of any class or description whatsoever;

(iii) to retain any property, investments or securities originally received by the Corporation or thereafter acquired by the Corporation so long as the directors of the Corporation shall consider the retention thereof desirable;

(iv) to invest any and all funds coming into the hands of the Corporation on any account whatsoever in such property, investments 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;

(v) to borrow and lend money to or from any person, persons, firm, business, partnership, or corporation, with or without security, and if with security, with such security as the directors of the Corporation deem proper or appropriate, and, in connection with any borrowing of money by the Corporation, to issue evidences of indebtedness of such borrowing and to secure the same by mortgage, pledge or other lien on the Corporation's property;

(vi) to convert real property owned by the Corporation into personal property and personal property into real property;

(vii) to improve or cause or permit real property to be improved and to abandon any property that the directors of the Corporation deem to be without substantial value;

(viii) 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 the 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 or other disposition of the properties of any such corporation, trust or association the securities of which are held by the Corporation and as owner thereof to vote any security of any corporation, trust or association held by the Corporation at any meetings 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;

(ix) to guarantee or become surety for the obligations of any other nonprofit corporation or corporation not of a business character; and

(x) to do and perform all other acts and things that may be incidental to and come legitimately within the scope of any and all of the objects and purposes of the Corporation or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the objects and purposes of the Corporation, and to have and exercise all rights and powers now conferred or which may hereafter be conferred on corporations not of a business character under the laws of the State of Alabama.

C. Anything herein contained to the contrary notwithstanding, the Corporation shall not be operated for private profit and no part of the assets or the net earnings of the Corporation shall at any time inure to the benefit of any member, director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse expenditures incurred in the performance of their duties by members, directors and officers and to make payments and distributions in furtherance of the objects and purposes set forth in this Article III.

D. 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 in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

E. The foregoing clauses of this Article III shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the Corporation expressly conferred by law, except as expressly stated.

F. The foregoing powers of the Corporation shall be exercised subject to and consistently with the following affirmative duties:

(i) 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 Code;

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

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

G. Notwithstanding any other provisions of this Certificate of Formation, the Corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV **TERM OF EXISTENCE**

The term for which the Corporation is to exist shall be perpetual.

ARTICLE V **MEMBERSHIP**

The Corporation shall have no members.

ARTICLE VI **INCORPORATOR**

The name and address of the incorporator of the Corporation are as follows:

Russell L. Irby, III
Johnston Barton Proctor & Rose LLP
569 Brookwood Village, Suite 901
Birmingham, AL 35209

ARTICLE VII **DIRECTORS**

7.1 Number. The affairs of the Corporation are to be managed by a Board of Directors consisting of no fewer than three (3) and no more than nine (9) members, the exact number of Directors to be specified in the Bylaws of the Corporation

7.2 Election and Term of Office. The Directors of the Corporation shall be nominated and elected for terms and in the manner as shall be fixed in the Bylaws from time to time.

7.3 Powers. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for the Corporation.

7.4 Initial Board. The initial Board of Directors of the Corporation shall consist of three (3) members. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until their death, resignation or removal, are as follows:

**Hernando D. Carter
2533 Westminster Circle
Birmingham, AL 35242**

**Brian Ruggs
2416 1st Ave North
Apartment 12
Birmingham, AL 35203**

**Marcus Lundy
1244 Circle Trail
Birmingham, AL 35214**

**ARTICLE VIII
OFFICERS**

8.1 Number. The officers of the Corporation shall be a President, Secretary and Treasurer.

8.2 Election and Term of Office. Officers shall be elected for terms of one (1) year by the Board of Directors at its Annual Meeting in the manner set forth in the Bylaws.

8.3 Additional Officers. The Corporation may, at the discretion of the Board of Directors, provide for different categories of officers, and may have additional officers, including, without limitation, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers.

8.4 Powers and Duties. The powers and duties of the officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in this Certificate of Formation or the Bylaws of the Corporation.

8.5 Initial Officers. The names and addresses of the officers who are to serve until the first election of officers, pursuant to the terms of the Bylaws, are:

President: **Hernando D. Carter
2533 Westminster Circle
Birmingham, AL 35242**

Secretary: **Danette Ratcliff
408 Gene Reed Drive
Birmingham, AL 35215**

Treasurer: **Adrienne Carter
2533 Westminster Circle
Birmingham, AL 35242**

ARTICLE IX
BYLAWS

The power to make, alter, amend, repeal, or adopt the Bylaws of this Corporation shall be vested in the Board of Directors, so long as they are not inconsistent with the provisions of this Certificate of Formation or the Alabama Business and Nonprofit Entities Act.

ARTICLE X
AMENDMENTS

The power to make, alter, amend, repeal, or adopt this Certificate of Formation shall be vested in the Board of Directors.

ARTICLE XI
REGISTERED AGENT AND REGISTERED OFFICE

The address of the initial registered office of the Corporation is **2533 Westminster Circle, Birmingham, AL 35242**. The registered agent at such address shall be **Hernando D. Carter**.

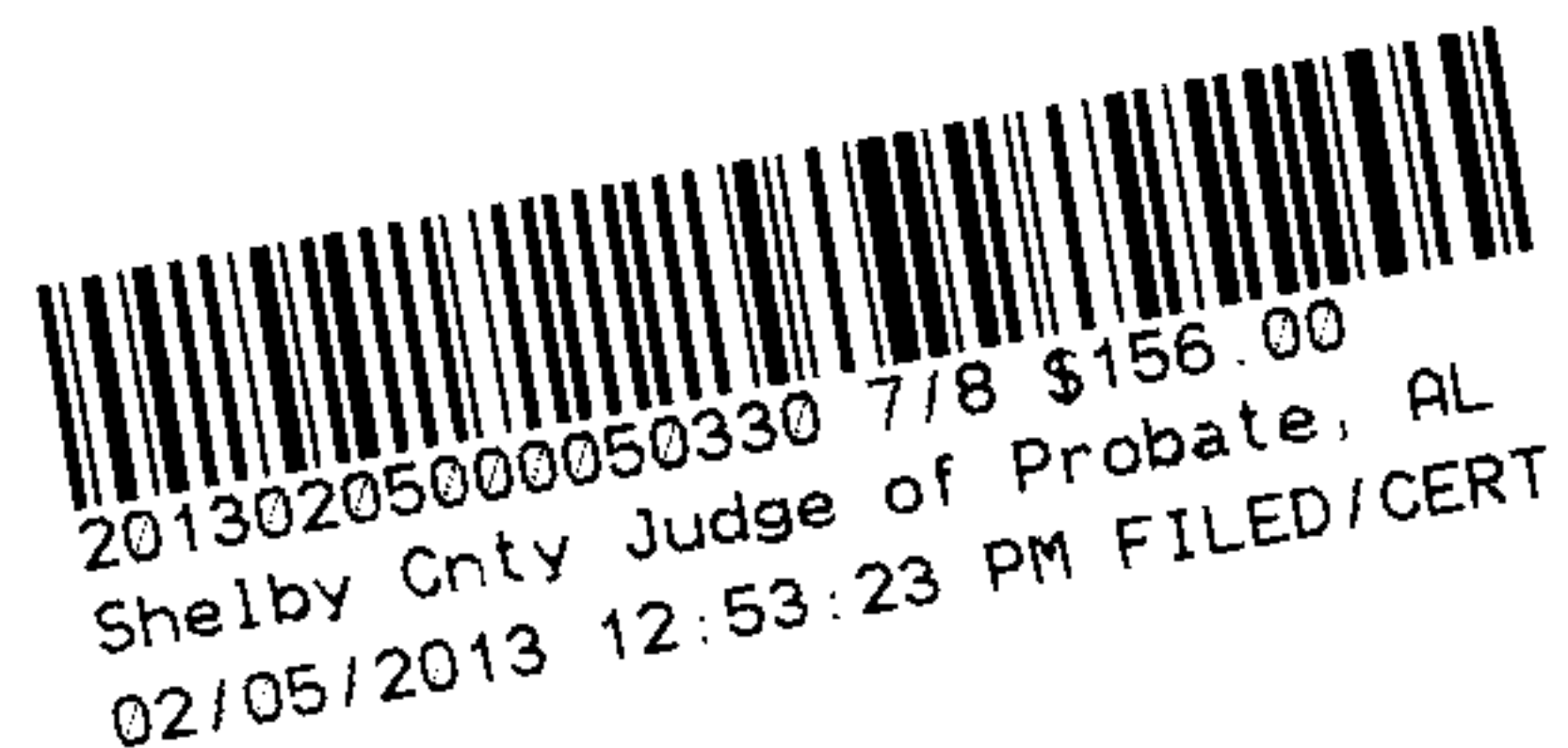
ARTICLE XII
DISSOLUTION

Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Formation this **4th** day of **February, 2013**.



Russell L. Irby, III, 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:

Living and Learning Health Outreach Ministries, Inc.

This domestic nonprofit corporation is proposed to be formed in Alabama and is
for the exclusive use of Johnston Barton Proctor & Rose LLP, 569 Brookwood
Village, Suite 901, Birmingham, AL 35209 for a period of one hundred twenty
days beginning February 1, 2013 and expiring June 2, 2013.


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Shelby Cnty Judge of Probate, AL
02/05/2013 12:53:23 PM FILED/CERT



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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.**

February 1, 2013

Date



Beth Chapman

Secretary of State