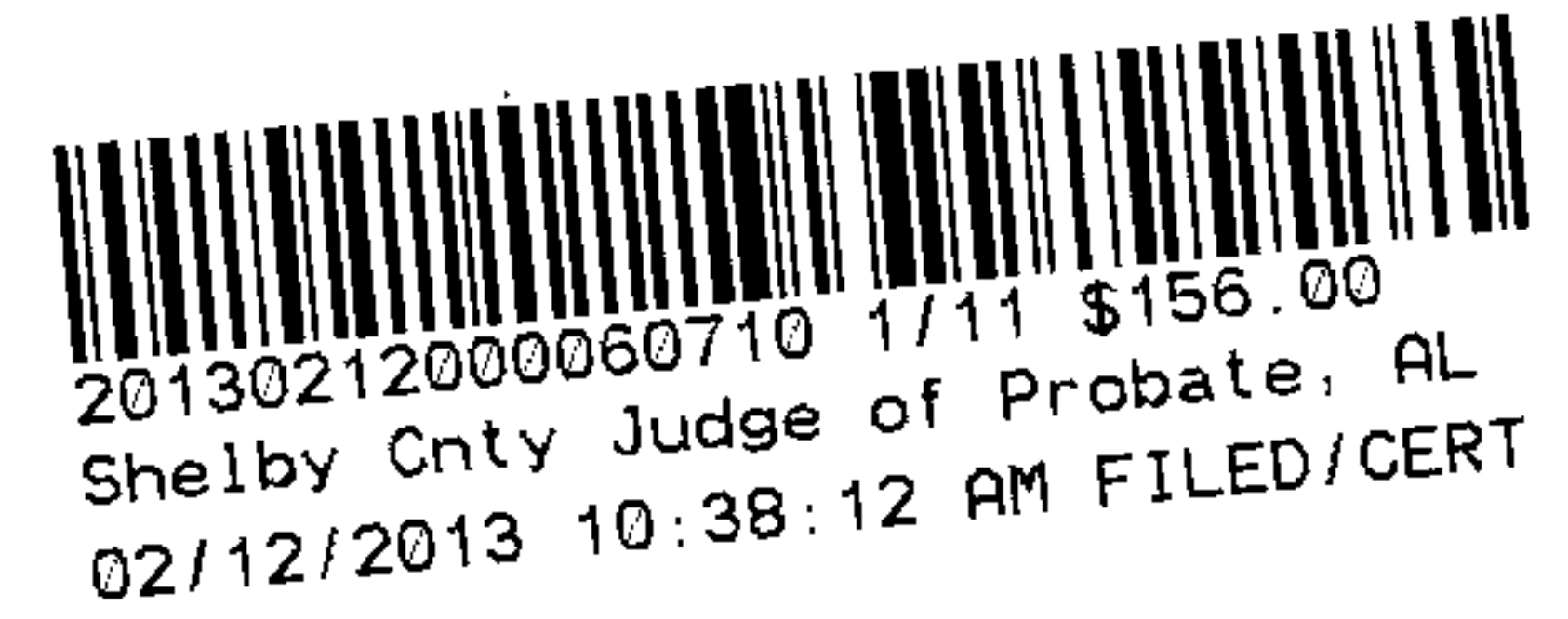


STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION  
CERTIFICATE OF FORMATION

PURPOSE: In order to form a Nonprofit Corporation under Section 10A-1-3.05 and 10A-3-3.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's initial registered office is located. **The information required in this form is required by Title 10A.**



(For County Probate Office Use Only)

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 registered office is/will be located. 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 \$100.00** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. Once the Secretary of State's Office has indexed the filing the information will appear at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy and the Secretary of State's Office does not send out a copy. 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 corporation will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

**This form must be typed or laser printed.**

1. The name of the corporation: Greystone Montessori Academy
2. **A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.**

3. This nonprofit corporation (MUST check one):

☐ has Members or ☒ has no Members

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

Ahrian Tyler Dudley, Esq., Ahrian Tyler Dudley, LLC 400 Cald

(For SOS Office Use Only)

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

4. Street (**No PO Boxes**) address of principal office of the corporation: 400 Caldwell Trace Birmingham Al. 3524

Mailing address of principal office (if different from street address): \_\_\_\_\_

5. The name of the Registered Agent: Ahrian Tyler Dudley, Esq.

6. Street (**No PO Boxes**) address of Registered Agent (if different from principal office address):

Mailing address of Registered Agent (if different from street address): \_\_\_\_\_

7. Purpose for which corporation is formed: Exclusively for charitable, educational and scientific purposes, within  
the meaning of 501 (c) 3 of the Internal Revenue Code of 1986, as Amended. Specific purpose: school; the  
purpose includes the transaction of any lawful business for which nonprofit corporations may be  
incorporated in Alabama under Title 10A, Chapter 3 of the Code of Alabama.

8. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

9. The name(s) of the Incorporator(s): Ahrian Tyler Dudley, Esq.

Street (**No PO Boxes**) address of Incorporator(s): \_\_\_\_\_

\_\_\_\_\_ Mailing address of Incorporator(s) – (if  
different from street address): \_\_\_\_\_

**Attach a listing if more Incorporators need to be added (type “see attached” in the name line).**

10. The number of Directors constituting the initial Board of Directors is 1. The initial Directors names  
and addresses must be listed in this Certificate of Formation.

Director’s Name: Ahrian Tyler Dudley, Esq.

Street (**No PO Boxes**) address of Director: \_\_\_\_\_

\_\_\_\_\_ Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_



DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

Director's Name: \_\_\_\_\_

Street (**No PO Boxes**) address of Director: \_\_\_\_\_

\_\_\_\_\_ Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_

Director's Name: \_\_\_\_\_

Street (**No PO Boxes**) address of Director: \_\_\_\_\_

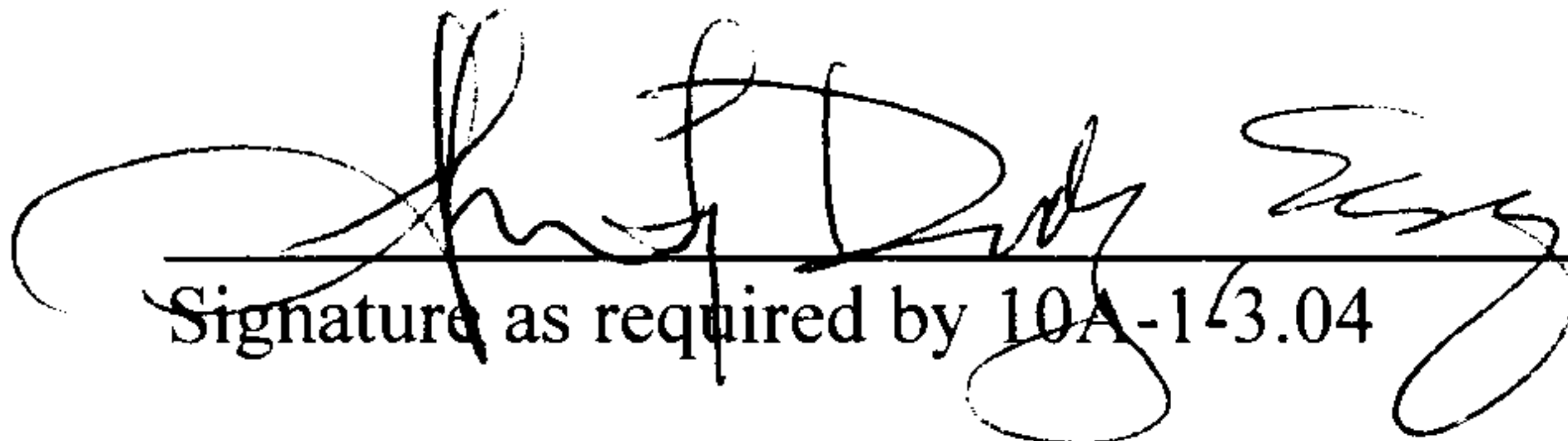
\_\_\_\_\_ Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_

**Attach listing if more Directors need to be added (type "see attached" in the name line for the first Director on this form).**

11. Unless an attachment to this Certificate of Formation provides that a change in the number of directors shall be made only by amendment to the Certificate of Formation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the Certificate of Formation is inconsistent with a bylaw, the provision of the Certificate of Formation shall be controlling.

☐ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or regulation of the internal affairs of the nonprofit corporation, including any provisions for distribution of assets on dissolution or final liquidation.

2 / 8 / 2013  
Date (MM/DD/YYYY)

  
Signature as required by 10A-1-3.04

Ahrian Tyler Dudley, Esq.  
Typed Name of Above Signature

Incorporator  
Typed Title/Capacity to Sign under 10A-1-3.04



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:

**Greystone Montessori Academy**

This domestic nonprofit corporation is proposed to be formed in Alabama and is  
for the exclusive use of Ahrian Tyler Dudley Esq., 400 Calwell Trace,  
Birmingham, AL 35242 for a period of one hundred twenty days beginning  
February 8, 2013 and expiring June 9, 2013.



620-507

**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 8, 2013

**Date**

*Beth Chapman*

**Beth Chapman**

**Secretary of State**

20130212000060710 4/11 \$156.00  
Shelby Cnty Judge of Probate, AL  
02/12/2013 10:38:12 AM FILED/CERT

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**ARTICLES OF INCORPORATION**

**OF**

**GREYSTONE MONTESSORI ACADEMY**

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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 10A-1 et seq., Code of Alabama, 1975, as amended (the "Alabama Nonprofit Corporation Act"), the undersigned does hereby make and file the following Articles of Incorporation:

ARTICLE I

Name

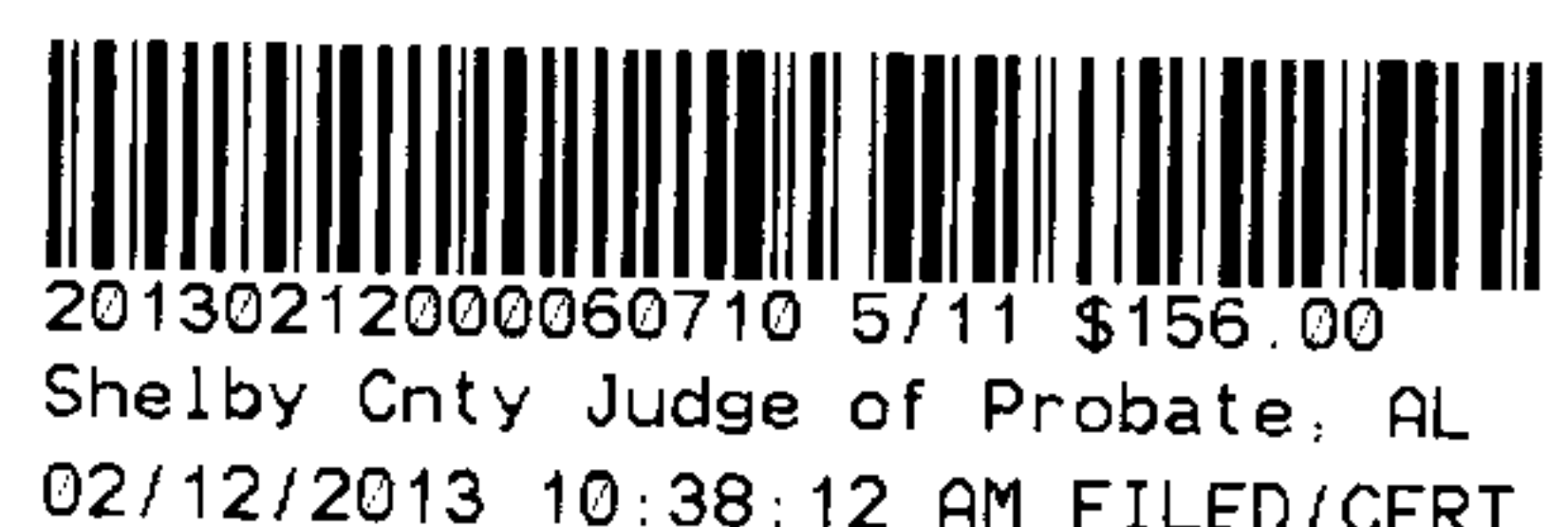
The name of the corporation shall be:

**GREYSTONE MONTESSORI ACADEMY**

ARTICLE II

Duration

The duration and existence shall be perpetual.





## ARTICLE III

### Purpose

3.01 The Company (hereafter referred to as the School) is organized exclusively for charitable, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Schools' primary purposes are to build a school that provides education and educational activities that support learning and advancement of all people in our community, incorporating Montessori teaching, principals and guidelines to advance a love of learning, tolerance, understanding, and respect of ones self, others, our state, our country and our world to achieve compassionate citizenship.

3.01 (a) School Mission: To foster a learning community of educators, parents, and community members focused on the holistic development of youth, from toddler through high school. Striving to create an environment in which students cultivate a natural passion for learning; respect of themselves, others, and their environment; connect with their community; think internationally, and have the conviction to act on their beliefs to create a more peaceful world.

3.01 (b) School Vision: Greystone Montessori Academy is led by its vision to create a safe, top tier institution with a cross-curriculum integrated approach to develop students academically, spiritually, socially, physically, and aesthetically. We envision a school community that is child-centered, community inclusive, and committed to helping students in developing their independence and passions.

3.01 (c) School Objectives: The Objectives of Greystone Montessori Academy is to achieve our mission and vision, of building a CIRCLE: Creativity Integrity, Respect, Character, Leadership, and Empathy.

3.02 No part of the net earnings of the School shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the School shall 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 part of the activities of the School shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the School 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. The School 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.

3.03 Except as hereinbefore limited, the School shall have all the powers by law permitted a corporation organized under the Alabama Nonprofit Corporation Act.

## ARTICLE IV

### Operation

4.01 The Foundation 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, or the corresponding provision of any subsequent federal tax law.

4.02 The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provision of any subsequent federal tax law.

4.03 The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provision of any subsequent federal tax law.

4.04 The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or the corresponding provision of any subsequent federal tax law.

4.05 The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provision of any subsequent federal tax law.



## ARTICLE V

### Board of Directors

5.01 The business and affairs of the Foundation shall be managed by a Board of Directors. The number of directors, qualifications for directors, and the terms each shall serve shall be provided in the By-Laws of the Foundation. Vacancies in the Board of Directors shall be filled by the remaining directors. The initial Board of Directors shall consist of 1 (one) directors who is the Incorporator.

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

<u>Name</u>	<u>Address</u>
Ahrian Tyler Dudley, Esq.	400 Caldwell Trace Birmingham Al. 35242

## ARTICLE VI

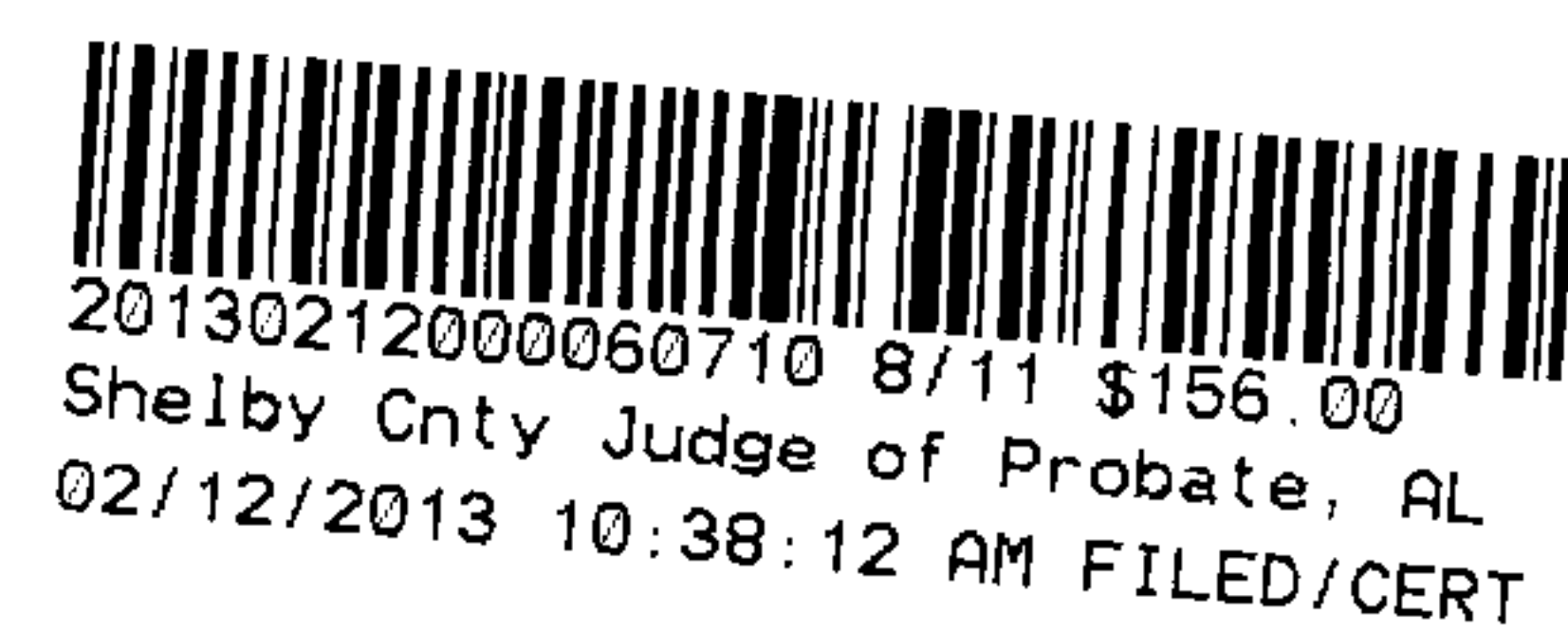
### Members

The Foundation shall have no members, no shareholders or owners of any kind.

## ARTICLE VII

### By-Laws

The power to adopt, make, alter and repeal the By-Laws of the Foundation shall be vested in the Board of Directors.





## ARTICLE VIII

### Initial Registered Office and Agent

The registered agent of the School shall be Ahrian Tyler Dudley. The registered office of the School shall be 400 Caldwell Trace Birmingham Alabama 35242.

## ARTICLE IX

### Principal Place of Business

The principal place of business of the School shall be in Shelby County, Alabama, or at such other place or places as may be designated from time to time by the Board of Directors.

## ARTICLE X

### Dissolution

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

ARTICLE XI

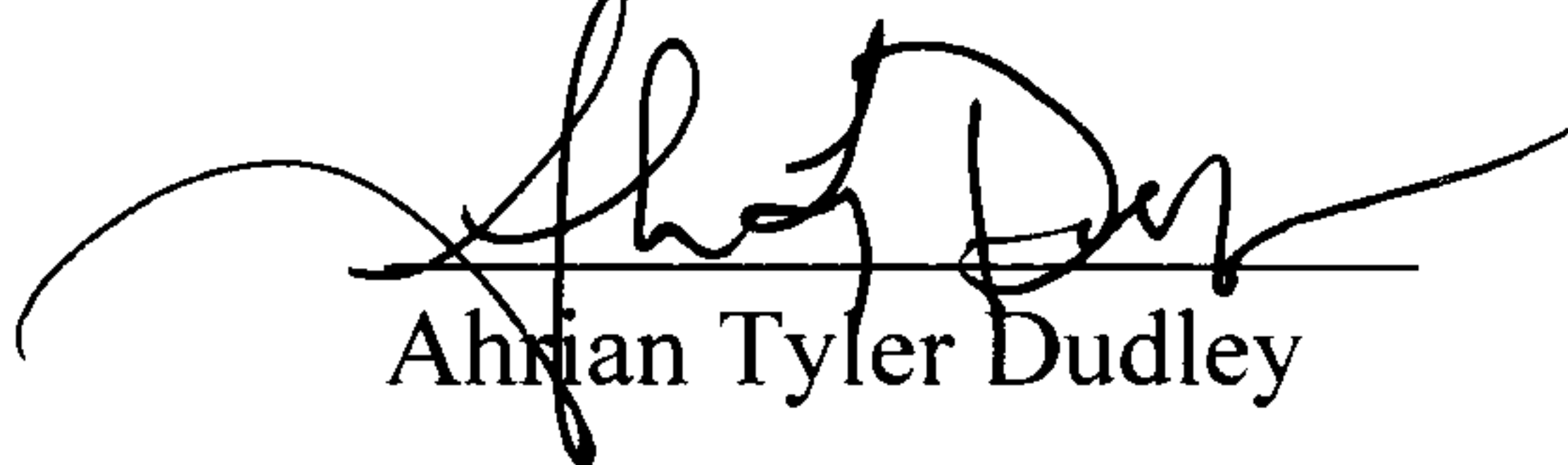
Incorporator

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

<u>Name</u>	<u>Address</u>
Ahrian Tyler Dudley	400 Caldwell Trace Birmingham Al.35242

IN WITNESS WHEREOF, the incorporator has hereunto set her hand the 31st\_ day of 2013.

INCORPORATOR:

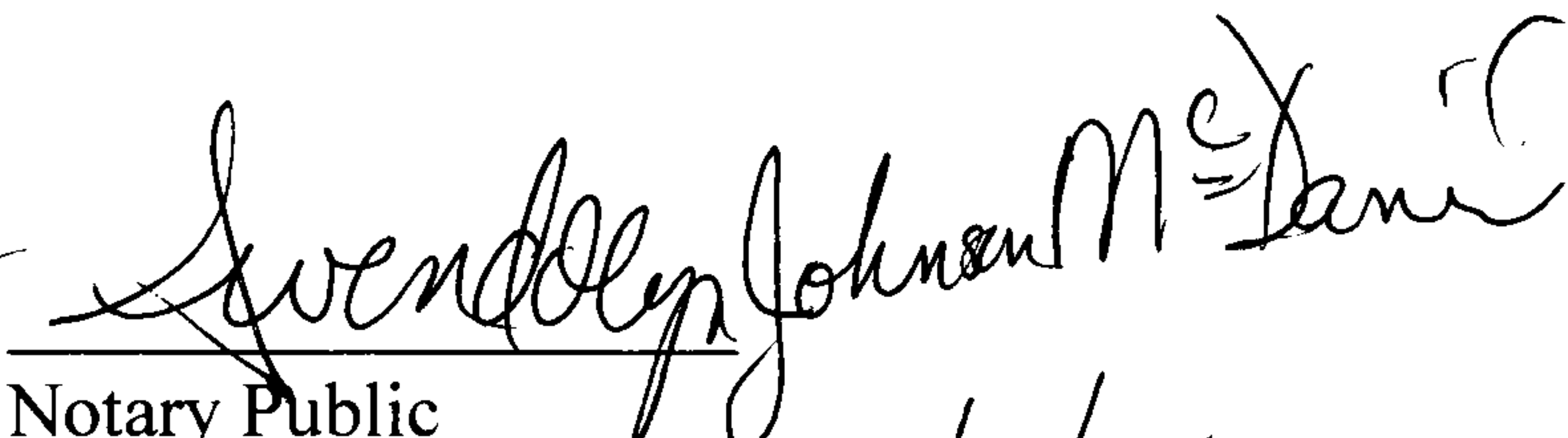
  
Ahrian Tyler Dudley

STATE OF ALABAMA )  
 )  
COUNTY OF SHELBY )

Before me, the undersigned Notary Public, in and for said County and State, personally appeared Ahrian Tyler Dudley, who is known to me, and who, after first being duly sworn, deposed under oath that the foregoing Articles of Incorporation were prepared under her direction and that she has knowledge of the facts stated therein, that said facts are true, and that she executed the same freely and voluntarily and for the purposes stated therein.



WITNESS my hand and official seal State of Alabama and County aforesaid,  
this 8th day of February

  
Notary Public  
My Commission Expires: 1/11/2017

This Instrument was prepared by:

Ahrian Tyler Dudle, Esq.  
Ahrian Tyler Dudley, LLC  
400 Caldwell Trace  
Birmingham, Alabama 35242  
(205) 202-4034