

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.**

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 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.

20130604000227900 1/6 \$156.00
Shelby Cnty Judge of Probate, AL
06/04/2013 01:45:54 PM FILED/CERT

(For County Probate Office Use Only)

This form must be typed or laser printed.

1. The name of the corporation: A Breath For CF
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

(For SOS Office Use Only)

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

Henry J. Walker, 2330 Hlghland Ave. Birmingham, AL 35205

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

4. Street (**No PO Boxes**) address of principal office of the corporation: 124 Piney Woods Drive Helena AL 35080

Mailing address of principal office (if different from street address): 124 Piney Woods Drive Helena AL 35080

5. The name of the Registered Agent: Mirna Cellitti

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

124 Piney Woods Drive Helena AL 35080

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

7. Purpose for which corporation is formed: See attached.

_____ ; 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): Mirna Cellitti

Street (**No PO Boxes**) address of Incorporator(s): 124 Piney Woods Drive Helena AL 35080

_____ 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 Six (6). The initial Directors names and addresses must be listed in this Certificate of Formation.

Director's Name: See Attached.

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: _____

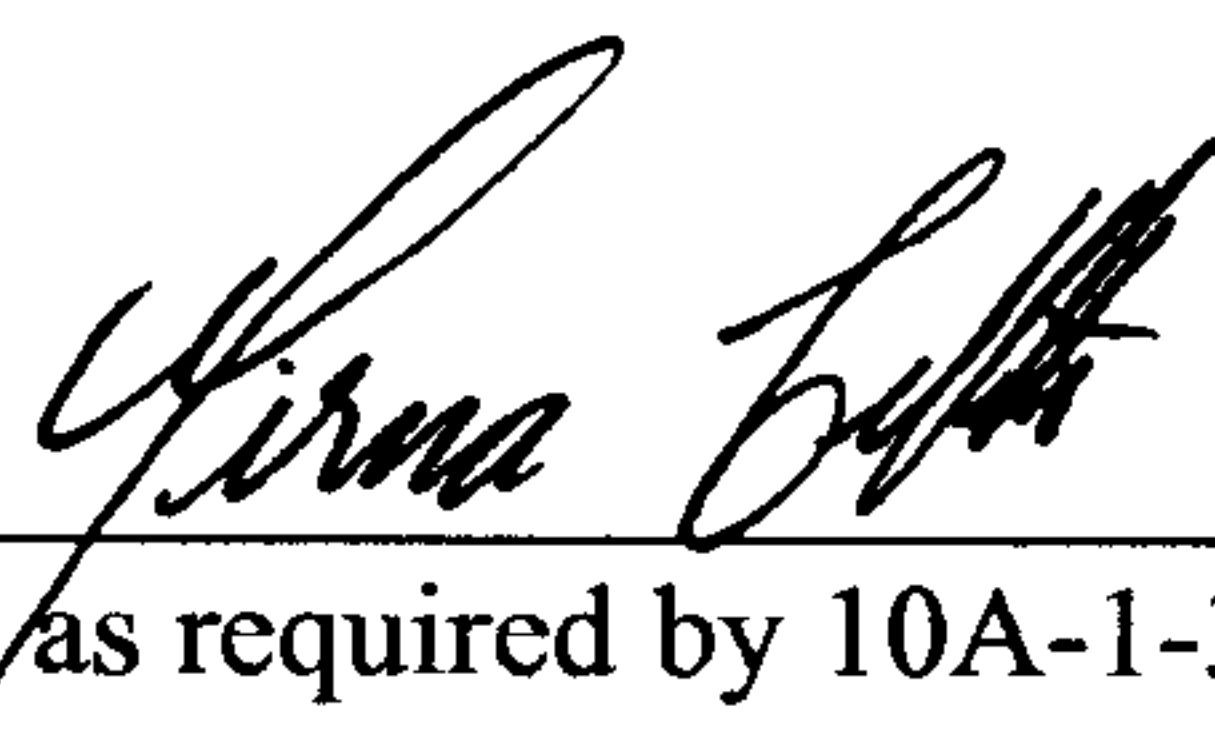
_____ Mailing address of Director(s) - (if different
from street address): _____

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.

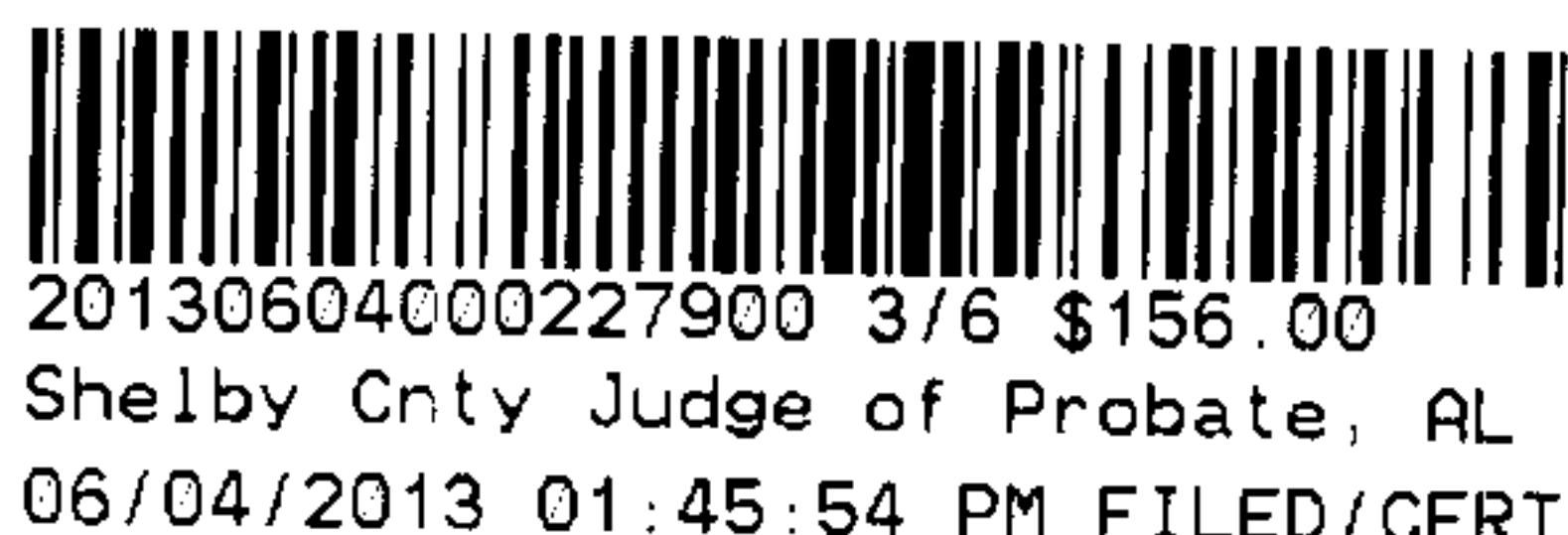
☐ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or regulation of the internal affairs of the nonprofit corporation, including any provisions for distribution of assets on dissolution or final liquidation.

05/31/2013
Date (MM/DD/YYYY)


Signature as required by 10A-1-3.04


Mirna Cellitti
Typed Name of Above Signature

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



STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION
CERTIFICATE OF FORMATION


20130604000227900 4/6 \$156.00
Shelby Cnty Judge of Probate, AL
06/04/2013 01:45:54 PM FILED/CERT

ATTACHED

7. Purpose for which corporation is formed: To raise funds for research regarding a cure to Cystic Fibrosis; to raise awareness of Cystic Fibrosis among the public; to educate the public and offer support to families who have family members with Cystic Fibrosis; to help with transportation of patients to their caregivers; to help with the early detection of Cystic Fibrosis among children and to encourage victims of Cystic Fibrosis to live a full life, especially with an emphasis for playing wind instruments and other music education; and 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.

Notwithstanding any other provision of these Bylaws, the purposes for which the corporation is organized are exclusively for charitable, religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

This corporation is organized exclusively for charitable, religious, and educational 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, or the corresponding provision of any future United States Internal Revenue Law

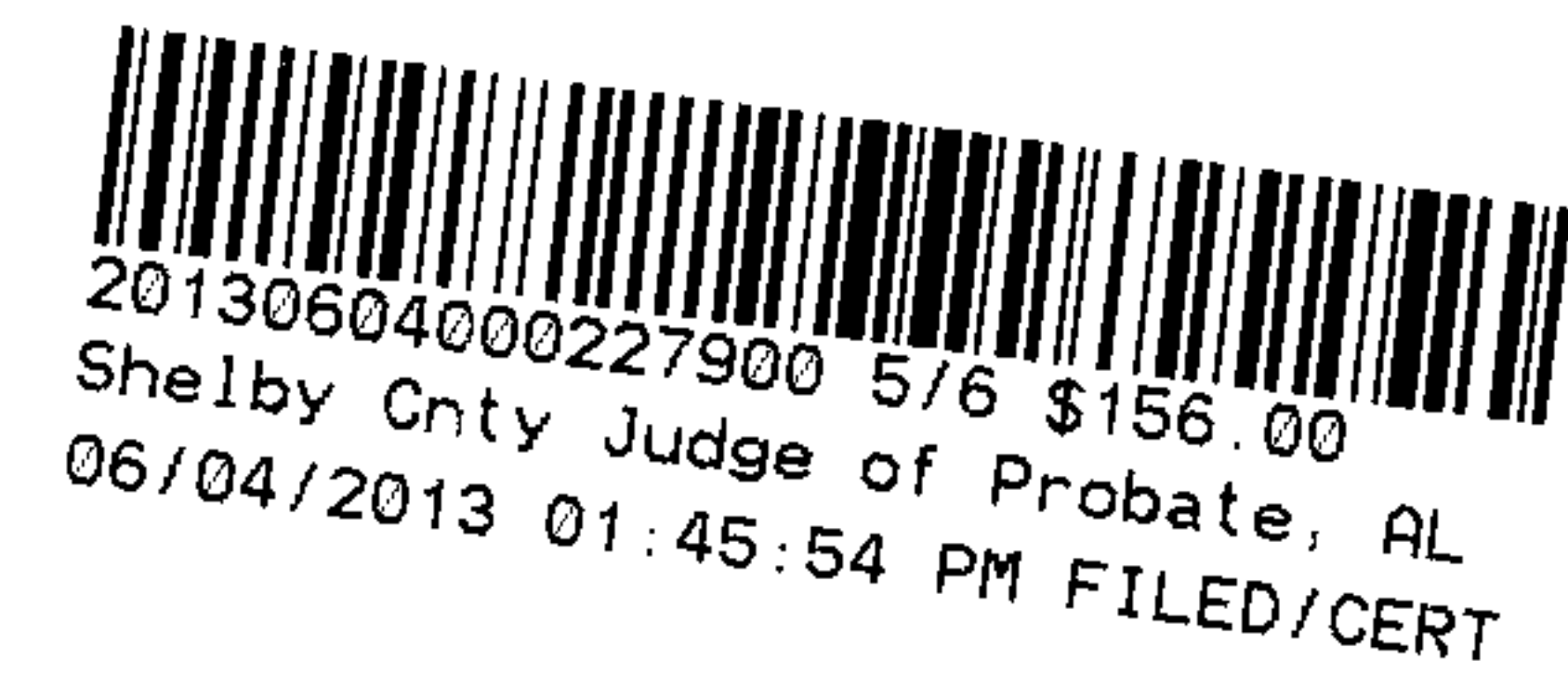
No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article and Article II. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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 the assets of the corporation exclusively for the purposes of the corporation in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law). Any such assets not so disposed of shall

be disposed of by the chancery court of the county in which the domicile of the corporation is then located, exclusively for such purposes to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The corporation shall also have all rights and powers that are reasonably necessary to accomplish the stated purposes of the corporation.

10. Chris Lawler, 407 England Road, Lincoln, AL 35096
James J. Smisk, 800 Lakeshore Drive, Birmingham, AL 35209
Beverly Gay Smith, 532 Chessier Circle, Chelsea, AL 35043
Jacquelyn Betts, 1720 Third Avenue, N., STE 4001 Birmingham, AL 35203
Charlena Leonard, 1720 Third Avenue, N., STE 4001 Birmingham, AL 35203
Mirna Cellitti, 124 Piney Woods Drive, Helena, AL 35080



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:

A Breath For CF

This domestic nonprofit corporation is proposed to be formed in Alabama and is
for the exclusive use of Henry Walker, 2330 Highland Avenue, Birmingham, AL
35205 for a period of one hundred twenty days beginning May 16, 2013 and
expiring September 14, 2013.

20130604000227900 6/6 \$156.00
Shelby Cnty Judge of Probate, AL
06/04/2013 01:45:54 PM FILED/CERT



627-518

**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.**

May 16, 2013

Date

Beth Chapman

Beth Chapman

Secretary of State