

**ARTICLES OF INCORPORATION  
OF  
Chelsea Business Alliance**

The undersigned, acting as Incorporator of a not-for-profit corporation under §§ 10-3A-1, et seq., *Code of Alabama* (1975), adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME OF CORPORATION AND DURATION**

The name of the corporation shall be Chelsea Business Alliance and the period of its duration shall be perpetual.

**ARTICLE II - PURPOSE**

This corporation is organized and shall be operated exclusively as a business league, within the meaning of section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code; and within such limits, to administer, and expend funds for promotion of commerce and integrity of commerce in the City of Chelsea, Alabama. 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*.

**ARTICLE III- MEMBERS**

The corporation shall have members. Members shall have the right to vote as set forth in the Bylaws.

#### ARTICLE IV- INUREMENT OF BENEFITS AND DISTRIBUTION EARNINGS

No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 Article II hereof.

#### ARTICLE V - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the corporation (but not including assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to the City of Chelsea, Alabama, or to and among such one or more organizations as are then exempt from federal income taxes under Section 501(a) or the corresponding provision of any subsequent federal tax law.

#### ARTICLE VI- LIMITATIONS

Notwithstanding any other provision of these Articles, 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)(6) of the Internal Revenue Code, or corresponding provision of any subsequent federal tax laws.

## ARTICLE VII- INITIAL REGISTERED OFFICE

The address of the initial registered office of the corporation is 398 Chesser Drive, Suite 8, Chelsea, Alabama, 35043, and the name of its registered agent at such address is Benjamin W. Smith III.

## ARTICLE VII - BOARD OF DIRECTORS

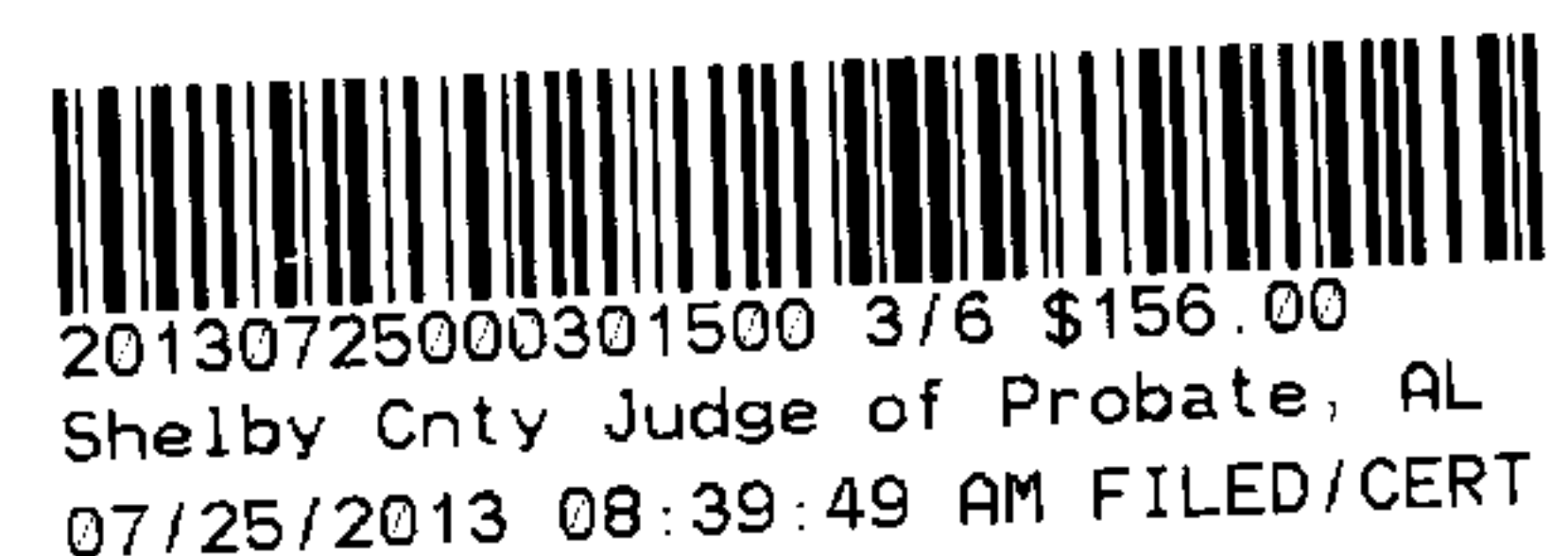
The number of Directors constituting the initial Board of Directors of the Corporation is four (4), and the names and addresses of the persons who are to serve as Directors until their successors are elected and qualified are:

NAME	ADDRESS
Benjamin Smith, III	398 Chesser Drive, Suite 8 Chelsea, Alabama, 35043
Scott Weygand	398 Chesser Drive, Suite 1 Chelsea, Alabama, 35043
Robert Wood	398 Chesser Drive, Suite 8 Chelsea, Alabama, 35043
Miranda Carter	398 Chesser Drive, Suite 8 Chelsea, Alabama, 35043

## ARTICLE VIII - INCORPORATORS

The name and post office address of the Incorporators are as follows:

NAME	ADDRESS
Benjamin Smith, III	398 Chesser Drive, Suite 8 Chelsea, Alabama, 35043
Scott Weygand	398 Chesser Drive, Suite 1 Chelsea, Alabama, 35043





Robert Wood

398 Chesser Drive, Suite 8  
Chelsea, Alabama, 35043

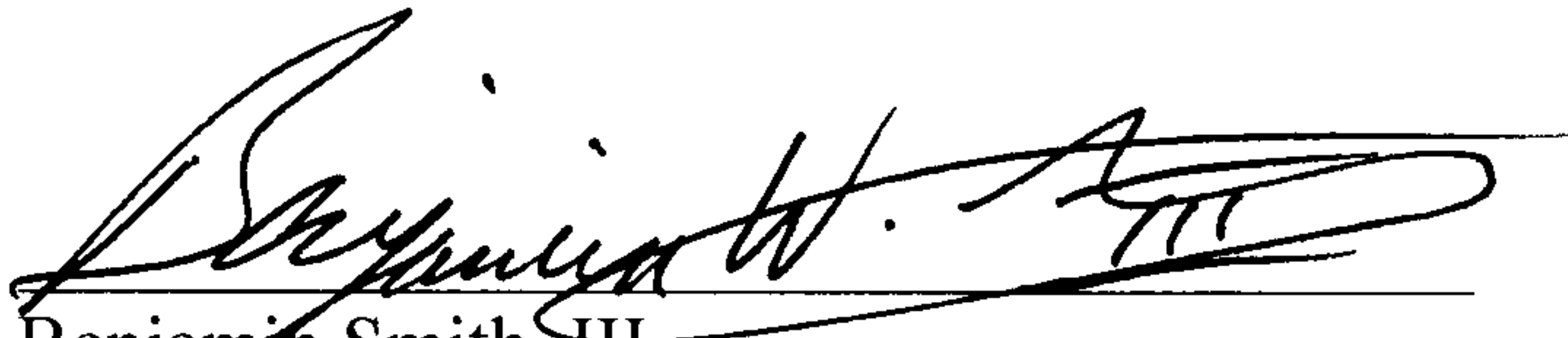
Miranda Carter

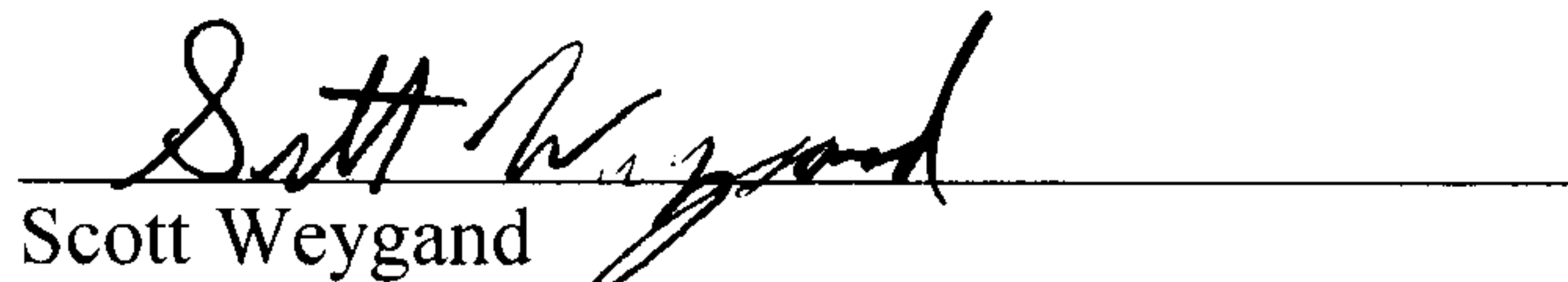
398 Chesser Drive, Suite 8  
Chelsea, Alabama, 35043

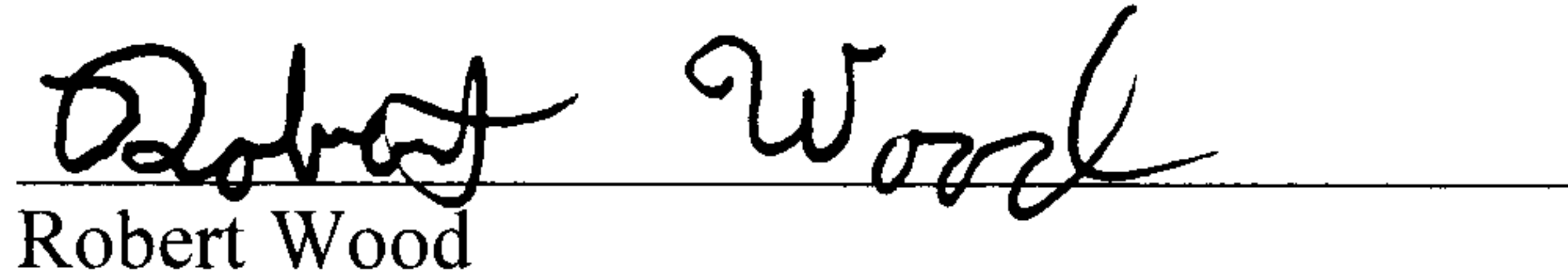
## ARTICLE IX - BYLAWS

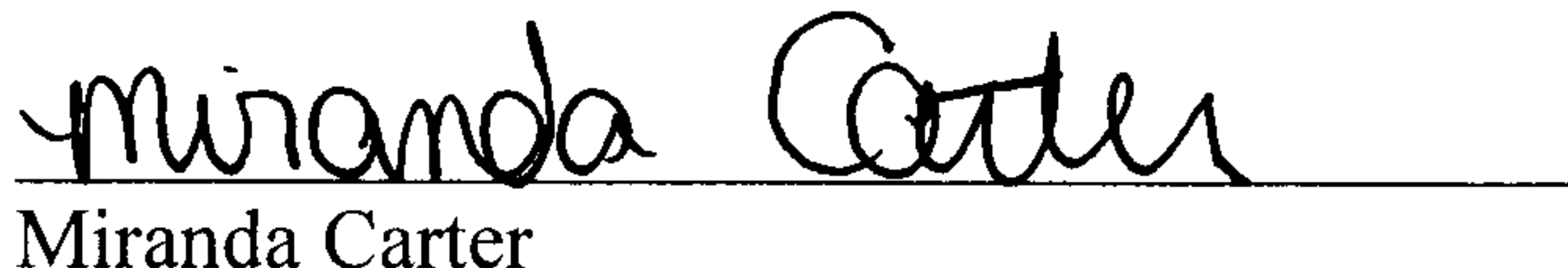
The directors shall have the authority to adopt Bylaws of the Corporation, and the power to alter, amend, or repeal the Bylaws and to adopt new Bylaws. The Bylaws shall contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with law pertaining to tax exempt organizations or these Articles of Incorporation.

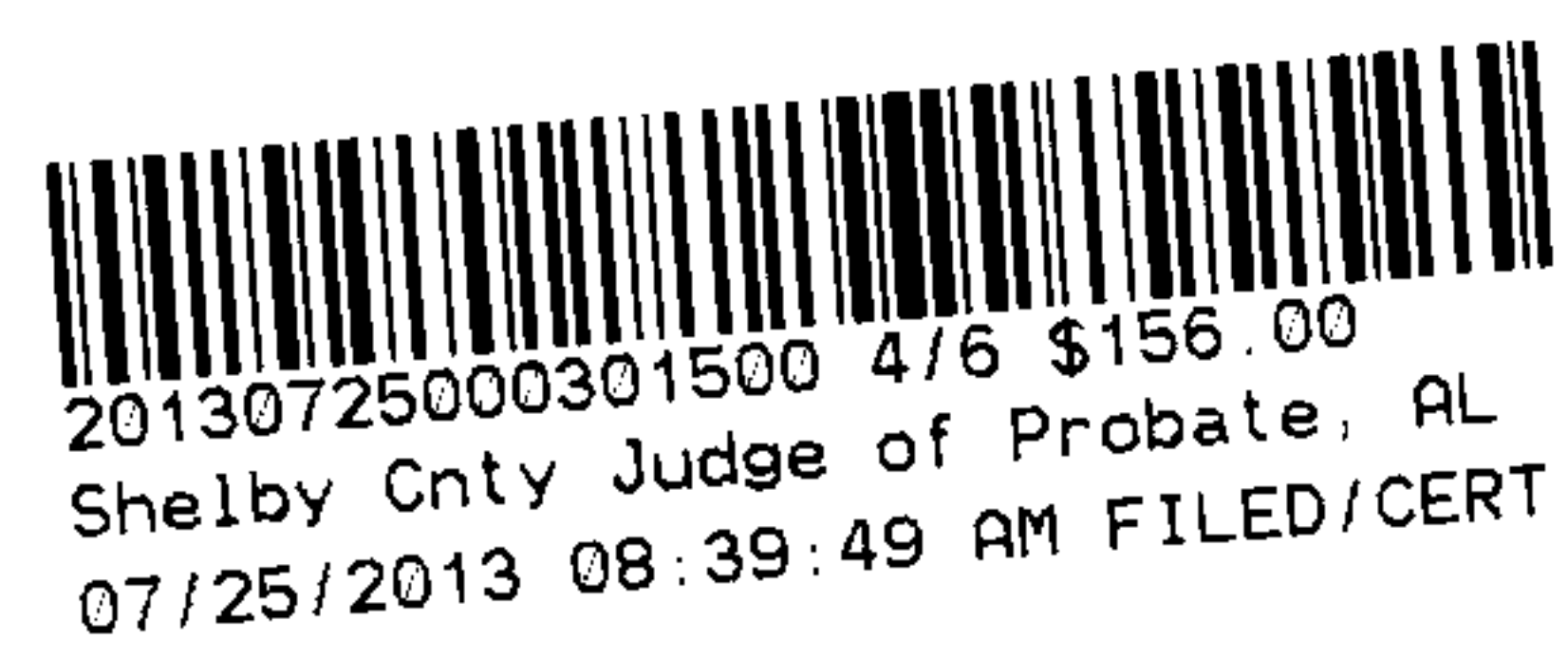
IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his signature on this the 24<sup>th</sup> day of July 2013.

  
Benjamin Smith, III

  
Scott Weygand

  
Robert Wood

  
Miranda Carter



STATE OF ALABAMA     )  
SHELBY COUNTY         )

Before me, a Notary Public, in and for said County and State, appeared Benjamin Smith, III, Scott Weygand, Robert Wood and Miranda Carter, who are known to me, and having been duly sworn, state that the above is his/her signature, that it is attached to these Articles of Incorporation and that it is subscribed for the purposes stated herein, this the 24 day of July, 2013.


Dellie H. Armstrong

Notary Public

My commission expires: 2-4-14

This instrument was  
prepared by:

Mark S. Boardman  
Grant H. Howard  
**BOARDMAN, CARR, BENNETT,**  
**WATKINS, HILL & GAMBLE, P.C.**  
400 Boardman Drive  
Chelsea, Alabama 35043  
(205) 678-8000

  
20130725000301500 5/6 \$156.00  
Shelby Cnty Judge of Probate, AL  
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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:

**Chelsea Business Alliance**

This domestic nonprofit corporation is proposed to be formed in Alabama and is  
for the exclusive use of Mark Boardman, 400 Boardman Drive, Chelsea, AL  
35043 for a period of one hundred twenty days beginning July 12, 2013 and  
expiring November 10, 2013.



631-250

**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.**

July 12, 2013

Date

*Beth Chapman*

Beth Chapman

Secretary of State

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Shelby Cnty Judge of Probate, AL  
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