

**CERTIFICATE OF FORMATION
AND
ARTICLES OF INCORPORATION
OF
FATBACK COLLECTIVE CHARITABLE FOUNDATION**

STATE OF ALABAMA)
:
COUNTY OF SHELBY)

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:


The undersigned, desiring to form a nonprofit corporation under the laws of the State of Alabama, does hereby adopt the following Certificate of Formation and Articles of Incorporation (herein, the "Certificate of Formation"):

**ARTICLE I
NAME**

The name of the Corporation will be **FATBACK COLLECTIVE CHARITABLE FOUNDATION.**

**ARTICLE II
NONPROFIT CORPORATION**

This Corporation will be organized and operated in accordance with the Alabama Business and Non-Profit Entity Code, Code of Alabama, 1975, Title 10A, Chapters 1 and 3, and by the Alabama Nonprofit Corporation Law, §§10A-3-1.01, et seq., and any successor statute governing the operation of a nonprofit corporation in Alabama, both as amended from time to time (collectively, the "Alabama Nonprofit Law"). and exclusively for charitable, scientific, literary and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision thereto.


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ARTICLE III

PURPOSE

The objects and purposes for which the Corporation is organized are to operate exclusively for charitable, scientific, literary and educational purposes, all within the meaning of Section 501(c)(3) of the Code, and any and all lawful acts for which nonprofit corporations may be incorporated under the Alabama Nonprofit Corporation Law, including, any and all of the things hereafter set forth, namely:

(a) To receive and administer funds exclusively for charitable, scientific, literary and educational purposes, all for the public welfare, and for no other purposes;

(b) To take, receive, own, hold, administer, distribute, and dispose of property, gifts, or donations of all kinds whether owned by it or others, whether real, personal, or mixed, acquired by governmental grant, private grant, gift, bequest, devise, or otherwise, either absolutely or in trust, without limitation as to amount of value, except such limitation, if any, as may be imposed by law, for the advancement, promotion, extension, or maintenance of its purposes and objects, or any of them; and in addition hereto, and not in limitation of, the foregoing purposes and powers, the Corporation may acquire, take, receive, own, hold, administer, distribute, and dispose of governmental grants or gifts or donations of property, real, personal, or mixed, designated by the givers or donors for the causes or objects herein mentioned, now or at any time hereafter;

(c) To encourage, solicit, receive, and administer grants, gifts, bequests, donations, benefactions, by deed, will, or otherwise, for the advancement of the purposes listed above, and to supply and provide an instrumentality for securing greater continuity and uniformity in the control, management and distribution of such grants, gifts, bequests, donations, and benefactions in furtherance of these objectives;

(d) To acquire by lease, option, purchase, gift, grant, devise or conveyance, or otherwise to hold, enjoy, possess, rent, lease and sell real property or any interest therein as may be deemed to be in the interest of the Corporation;

(e) To acquire by option, purchase, gift, grant, bequest and transfer, or otherwise to hold, enjoy, possess and pledge its security, sell, lease, transfer, or in any manner dispose of personal property of any class or description whatsoever; to retain any property, investments or securities originally received by the Corporation or thereafter acquired by it, so long as the Board of Directors of the Corporation will consider the retention thereof desirable; 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 Board of Directors of the Corporation may, in the discretion of the Directors deem advisable, however doubtful, hazardous or limited the description or nature of any property, investment or securities so retained may be, whether or not the same may be currently producing incomes 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 the laws of the State of Alabama or of the United States; to convert real property owned by the Corporation into personal property and personal property into real property, to improve or cause or permit real property to be improved and to abandon any

property which the Board of Directors of the Corporation deem to be without substantial value; to manage and control any shares of stock certificates of interest, bonds or other securities of any corporation, and with respect to the same to concur in any plan, scheme, conversion, recapitalization, reorganization, or dissolution or the lease or other disposition of the properties of any such corporation, trusts or associations, the securities of which are held by this Corporation, and as owner thereof to vote, or give or grant proxy or proxies to vote, any security of any corporation, trusts or associations held by this Corporation at any meeting 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;

(f) To sell, convey, and dispose of any such property and to invest and reinvest the principal and income thereof in such property, real, personal and mixed, including, without limitation, securities in, of or issued or created by any person, firm, partnership, association, corporation, joint venture, government or subdivision, agency or instrumentality thereof, or any other legal entity of any kind and nature;

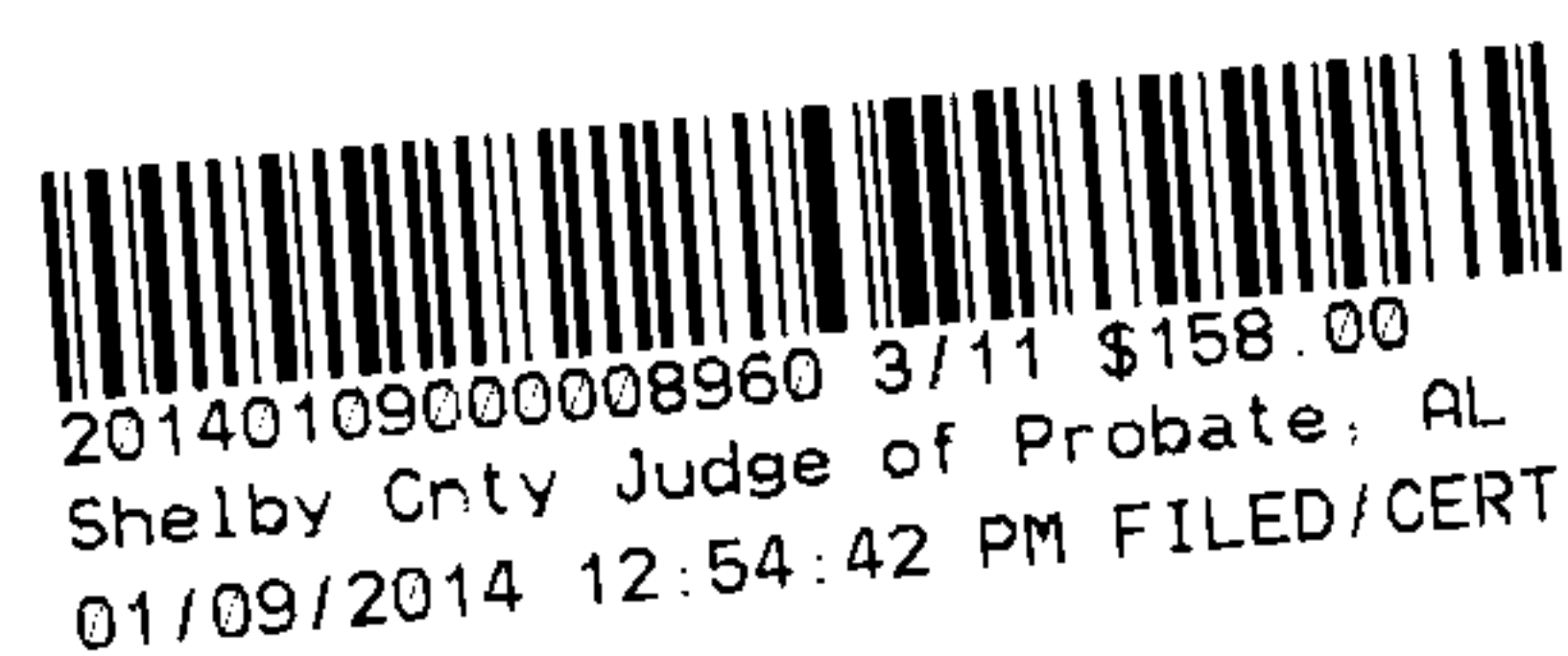
(g) To transfer and pay over any amount held hereunder to any other organization organized exclusively for charitable, scientific, literary and educational purposes, or for conducting and administering of the Corporation, provided such organization is an exempt organization as defined under Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws;

(h) To receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, or any of them (but for no other purposes), and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received including the expenditure of the principal, as well as the income, for one or more than one of such purposes, if authorized or directed in the trust instrument under which it is received; and

(i) To receive, take title to, hold and use the proceeds and income of securities, but only for the foregoing purposes, or some of them.

In order to carry out the purposes herein above set forth, the Corporation will have and exercise any and every power conferred on it by the laws of the State of Alabama, exclusively for charitable, scientific, literary and educational purposes, all for the public welfare, for which a nonprofit corporation, organized under the provisions of the Alabama Nonprofit Law, as from time to time amended, can be authorized to exercise.

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




ARTICLE IV
RESTRICTIONS ON USE OF EARNINGS,
CORPORATE ACTIVITY AND POWERS

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its Directors, officers or other private persons, except that the Corporation will 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 III hereof. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this Certificate of Formation, the Corporation will not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V
LOCATION OF REGISTERED OFFICE
AND NAME OF REGISTERED AGENT

The mailing address of the initial registered office of the Corporation is 103 Perry Place, Birmingham, Alabama 35242, and the name of the initial registered agent at such address will be Nick R. Pihakis.


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ARTICLE VII
ORGANIZER / INCORPORATOR

The name and mailing address of the Organizer(s) / Incorporator(s) of the Corporation are as follows:

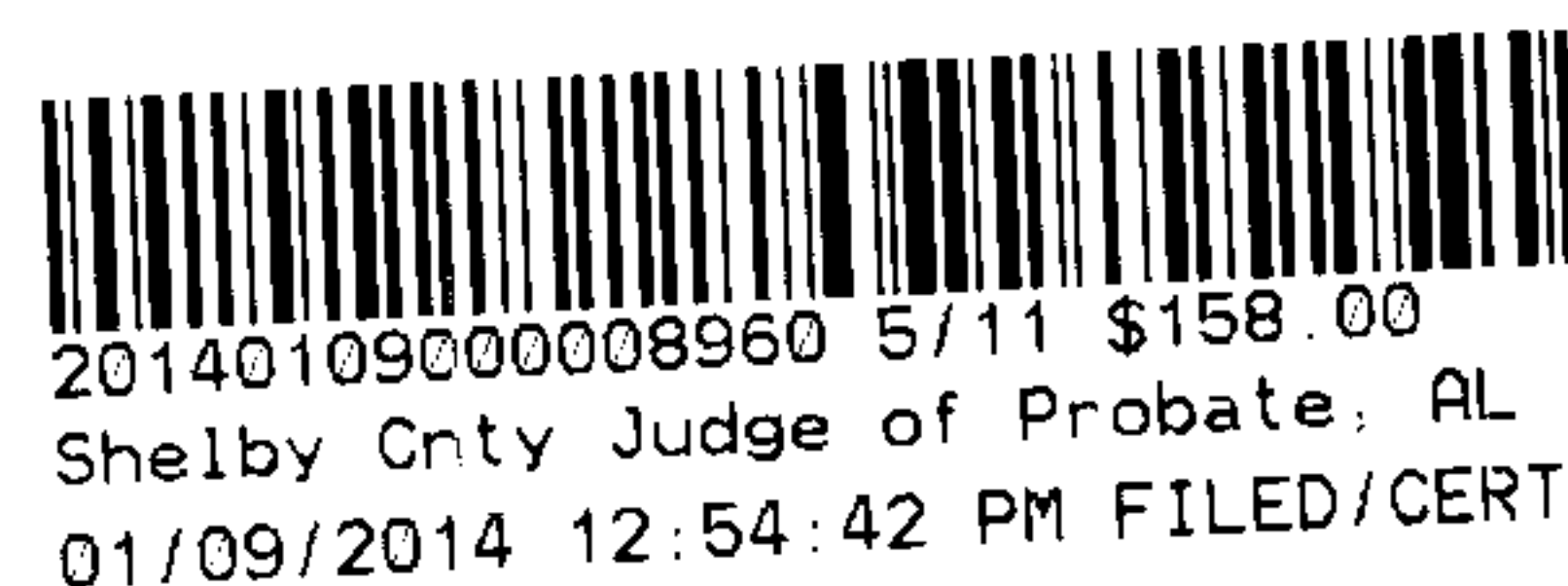
<u>Name</u>	<u>Address</u>
Robert M. Ritchey	2660 Eastchase Lane. Suite 300 Montgomery, Alabama 36117

ARTICLE VIII
BOARD OF DIRECTORS

The business, affairs and property of the Corporation will be managed, and all of the powers of the Corporation will be conducted by a Board of Directors consisting of not less three (3) members. The initial Board of Directors will consist of three (3) members, whose names and mailing addresses are as follows:

<u>Names</u>	<u>Addresses</u>
Nick R. Pihakis	103 Perry Place Birmingham, Alabama 35242
Donald Link	5525 Garfield Street New Orleans, Louisiana 70115
John T. Edge	913 South 11 th Street Oxford, Mississippi 38655

The number of Directors will be fixed from time to time by or in the manner provided in the Bylaws. The classes of Directors, the times and procedures for meetings of the Board of Directors, the manner of nominating and electing the Directors, and the Directors' terms of office will likewise be established by the Bylaws. The Bylaws may provide that the Board of Directors may elect an Executive Committee composed of no less than three (3) members which during the interim between meetings of the Board of Directors will have all of the rights, privileges, powers and authority of the Board of Directors.



ARTICLE IX

DURATION

The duration of the Corporation will be perpetual.

In the event of dissolution or final liquidation of the Corporation, the Board of Directors will, after paying or making provision for the payment of all lawful debts and liabilities of the Corporation, distribute all the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation or, in the event such Directors will be unable or unwilling to act, the Presiding Judge of the Circuit Court which includes Shelby County, Alabama will determine:

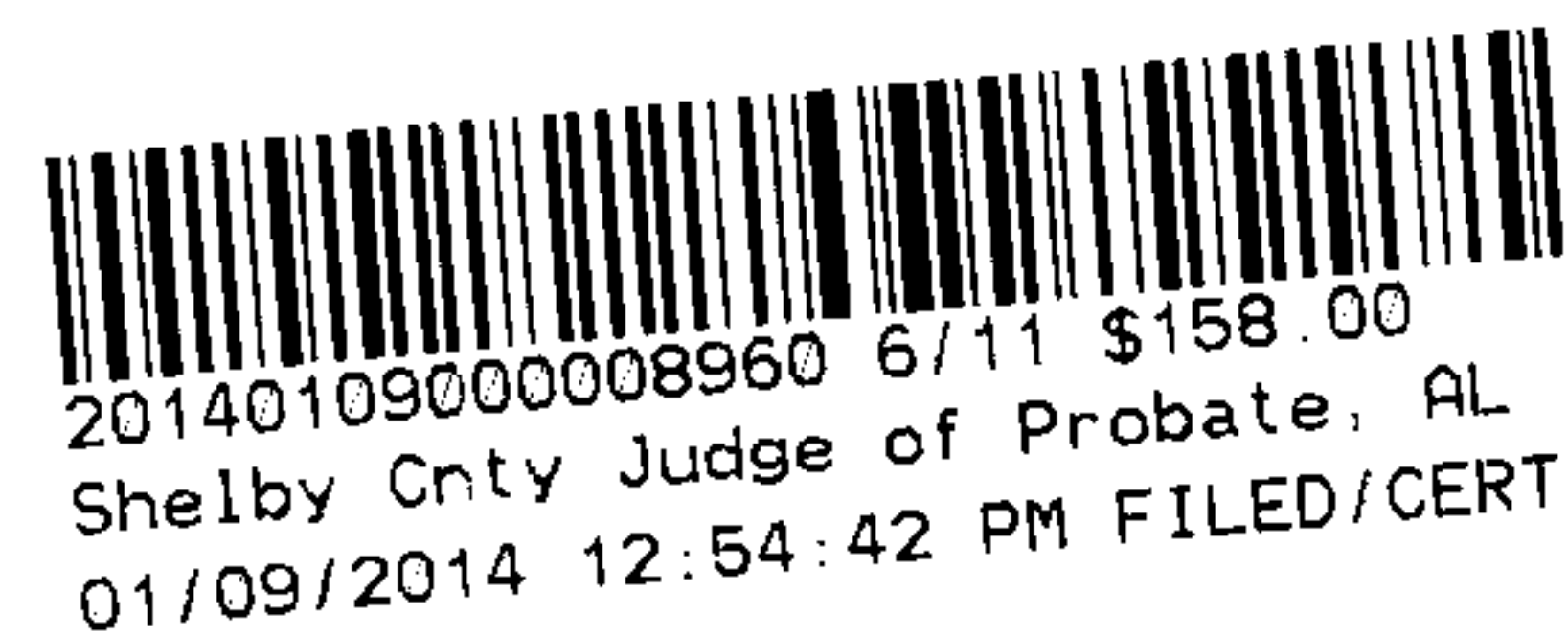
(a) a nonprofit organization or organizations which may have been created to succeed the Corporation, as long as such organization or each of such organizations will then qualify and be exempt from federal income taxation as an organization described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code, contributions to which are deductible under Sections 501(c)(3) and 170(c)(2) of such Code, or to the Federal, State or local government to be used exclusively for public purposes; or

(b) any other nonprofit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations will then qualify and be exempt from federal income taxation as an organization described in Sections 501(c)(3) and 170(c)(2) of the Code, or corresponding sections of any prior or future Internal Revenue Code, contributions to which are deductible under Sections 501(c)(3) and 170(c)(2) of such Code, or to the Federal, State or local government to be used exclusively for public purposes. Reference to a provision of the Code will include the corresponding provision of any future United States Internal Revenue laws.

ARTICLE X

MEMBERSHIP

The Corporation will not have authority to issue capital stock. The Corporation will have no members (the "Members"), except as may be provided in the Bylaws. The membership classes, the membership qualifications, the manner of nominating and electing Members, and the rights and privileges of the Members, if any, will be established in the Bylaws.



ARTICLE XI

BYLAWS

The Directors will have the power to make bylaws (the "Bylaws") for the regulation and government of the Corporation, including the Board of Directors and the officers of the Corporation (the "Officers"), and for all other purposes not in conflict with the laws of the State of Alabama.

ARTICLE XII

CORPORATE DEBTS

No Director or Officer, and no property of a Director or Officer, will be subject to or chargeable with the payment of the corporate debts or obligations of the Corporation.

ARTICLE XIII

INDEMNIFICATION

The Corporation will indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceedings, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, will not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or

proceeding, that he had reasonable cause to believe that his conduct was unlawful.

The Corporation will indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification will be made in respect of any claim, issue or matter as to which such person will have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought will determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court will deem proper.

To the extent that a Director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he will be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

Any indemnification under this Article will (unless ordered by a court) be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or officer is proper in the circumstances because he has met the applicable standard of conduct. Such determination will be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were

not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided above upon receipt of an undertaking by or on behalf of the Director, officer or agent to repay such amount if and to the extent it will ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article.

The indemnification provided by this Article will not be deemed exclusive of, and will be in addition to, any other rights to which those indemnified may be entitled under any statute or rule of law, any provision in this Certificate of Formation or the Bylaws of the Corporation, or any agreement, vote of disinterested Directors or otherwise, both as to action in their official capacities and as to action in other capacities while holding such office, and will continue as to a person who has ceased to be a Director or officer and will inure to the benefit of the heirs, executors and administrators of such a person.

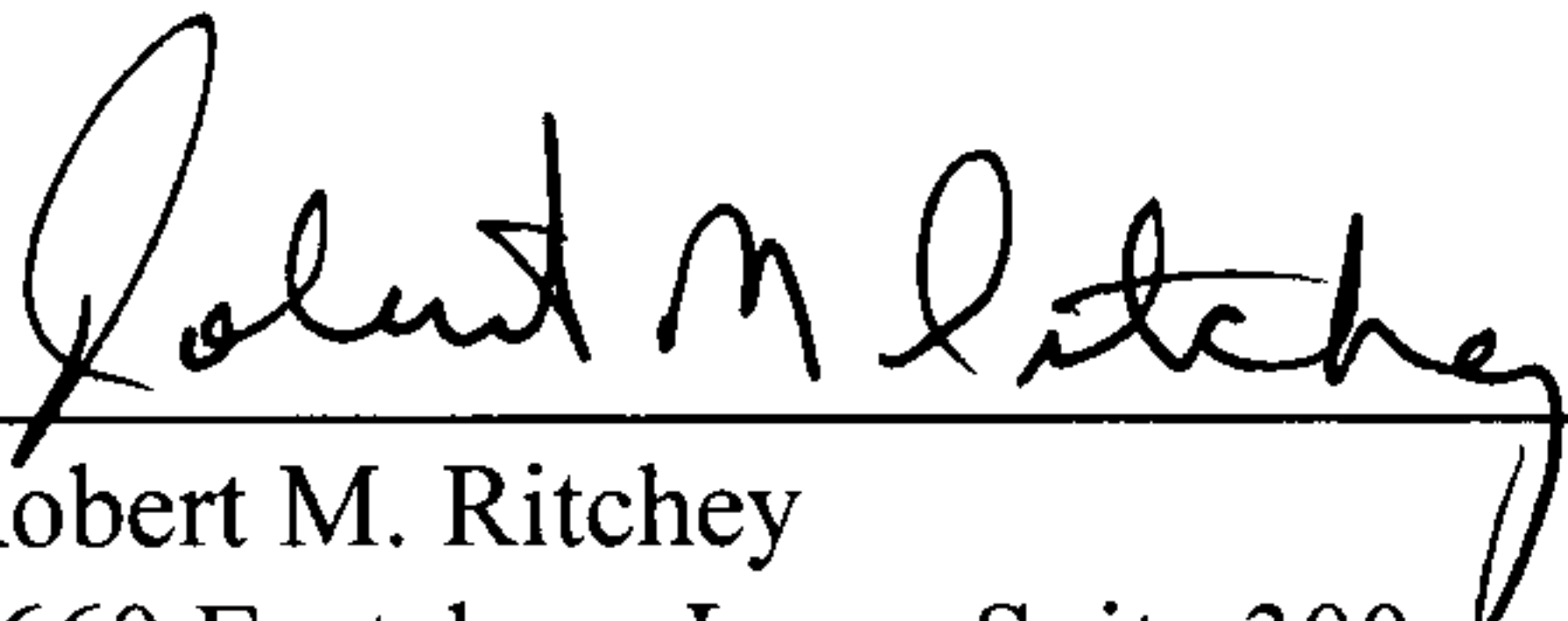
The Corporation will have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Notwithstanding anything herein to the contrary, whether explicit or implicit, the Directors of the Corporation will not, as such, be liable for obligations of the Corporation.

ARTICLE XIV
AMENDMENTS


This Certificate of Formation, and any provision thereof, may be amended by resolution adopted by a two-thirds (2/3) majority vote of the Board of Directors at a meeting called for that purpose. The procedures to amend the Certificate of Formation will otherwise be as prescribed in the Alabama Nonprofit Law.

IN WITNESS WHEREOF, the undersigned Organizer / Incorporator of this Corporation, does hereby subscribe his signature to this Certificate of Formation on this 8th day of January, 2014.



Robert M. Ritchey
2660 Eastchase Lane, Suite 300
Montgomery, Alabama 36117

THIS INSTRUMENT PREPARED BY:
ROBERT M. RITCHEY, GILPEN GIVHAN, PC
P. O. Drawer 4540
Montgomery, AL 36103-4540


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Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Jim Bennett, 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:

Fatback Collective Charitable Foundation

This name reservation is for the exclusive use of Robert M. Ritchey, P.O. Box
4540, Montgomery, AL 36103-4540 for a period of one year beginning January
08, 2014 and expiring January 08, 2015

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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.**

January 08, 2014

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett", is written over a horizontal line.

Jim Bennett

Secretary of State