

ARTICLES OF INCORPORATION
OF
THE CHRISTOPHER METCALF FOUNDATION, INC.

TO THE HONORABLE JUDGE OF PROBATE IN AND FOR
SHELBY COUNTY, ALABAMA

The undersigned incorporator, desiring to organize a body corporate under Chapter 3, Title 10A, Code of Alabama 1975, the Alabama Nonprofit Corporation Act, do hereby make, sign, and file these Articles of Incorporation as follows:

ARTICLE I
NAME

The name of this nonprofit corporation is **THE CHRISTOPHER METCALF FOUNDATION, INC.**

ARTICLE II
PERIOD

The period for the duration of the corporation shall be perpetual.

ARTICLE III
PURPOSES

The purposes for which the corporation is formed are to act exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as organizations whose activities are inherently public in nature, such as a school, and as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE IV
POWERS

The powers of the corporation are and shall be those provided by the Alabama Business Corporation Act, Section 10-3A-20, as the same may be amended from time to time, including but not limited to, the power:

- (a) To sue and be sued, complain and defend, in its corporate name;

- (b) To have a corporate seal which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
- (c) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the charitable business and regulating the affairs of the nonprofit corporation;
- (d) To purchase, receive, lease, take by gift, devise or bequest, or otherwise acquire, and own, hold, improve, use, and otherwise deal in and with real or personal property, tangible or intangible, or any legal or equitable interest in property, wherever located;
- (e) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, any other entity;
- (g) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds, and other obligations, secure any of its obligations by mortgage or pledge of or creation of security interests in any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.
- (h) To lend money for its corporate purposes (provided that no loans or advances may be made to an officer or director of the corporation), invest and reinvest its funds, and receive and hold real and personal property as security for repayment.
- (i) To conduct its affairs, carry on its operations, and have offices, and exercise the powers granted by this chapter within or without this State or in any state, territory, district, or possession of the United States, or in any foreign country.

(j) To elect or appoint officers and agents of the corporation, who may be directors or members, and define their duties and fix their compensation.

(k) To pay pensions and establish pension plans, pension trusts, or other welfare, benefit or incentive plans for any or all of its current, future, or former directors, officers, employees, and agents;

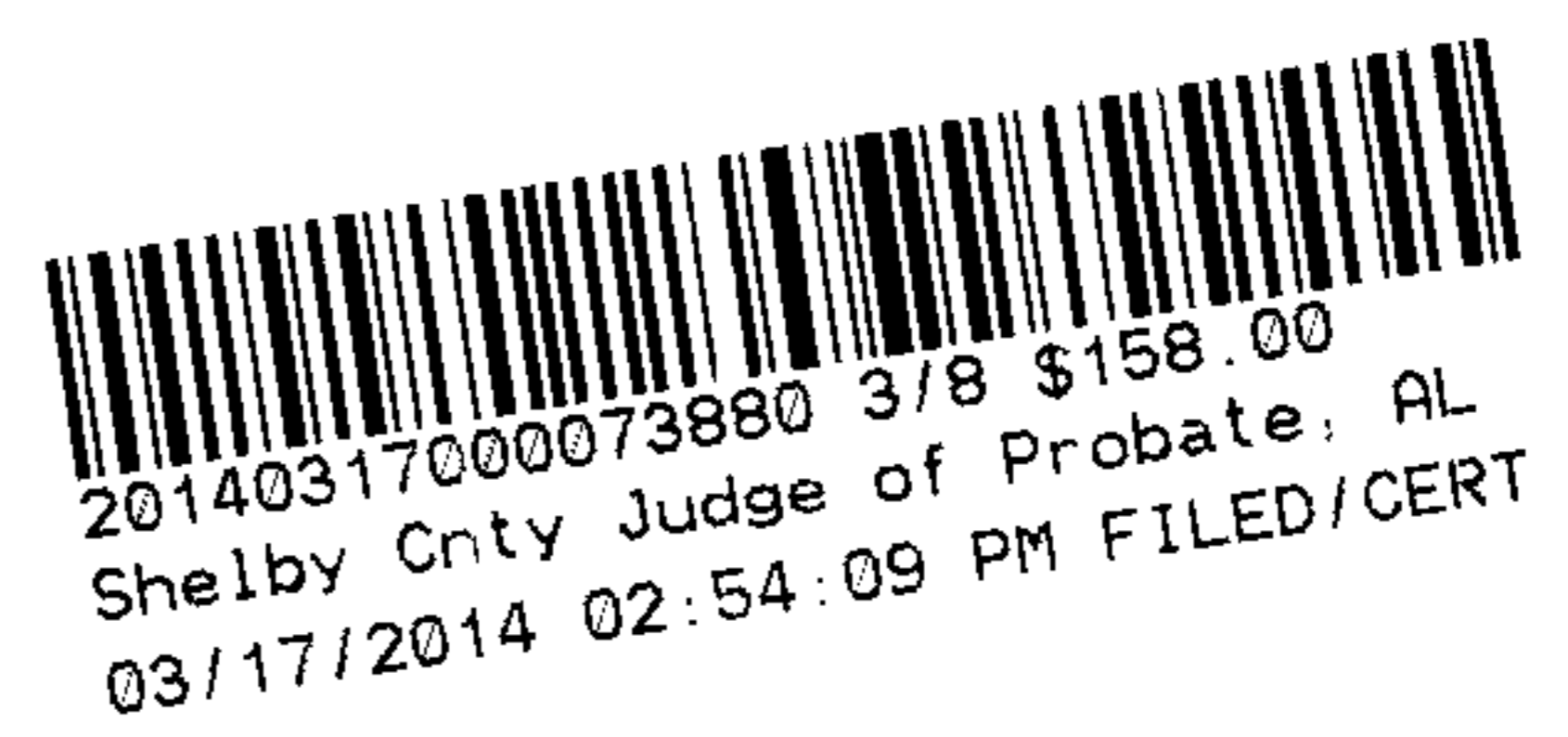
(l) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Alabama for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes; and in time of war to make donations in aid of war activities.

(n) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(o) To indemnify any director or officer or former director of officer of the corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, in which it owns shares of capital stock or of which it is a creditor, against the expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his or her duty; and to make such other indemnification that shall be authorized by the articles of incorporation or bylaws, vote of the board of directors, or resolution adopted after notice by the members entitled to vote.

(p) To cease its corporate activities and surrender its corporate franchise.



ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The location and street address of the initial registered office of the corporation shall be 2105 Old Montgomery Highway, Pelham, AL 35124, and its initial registered agent at such address shall be Howey McNeill. In accordance with the requirements of the Alabama Nonprofit Corporation Act, the registered office and registered agent of the corporation may be changed by filing a statement of change with the Probate Judge of SHELBY County, Alabama.

ARTICLE VI
MEMBERS

The corporation shall have no members.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Christopher Metcalf	P. O. Box 530863 Mountain Brook, AL 35243

ARTICLE VIII
DIRECTORS

(a) The number of directors constituting the initial Board of Directors shall be three. The Board of Directors shall have the authority to increase or decrease the number of directors by appropriate adoption of bylaws and amendments thereto, but not below three directors. The names and addresses of the members of the initial Board of Directors who shall hold office until the first annual meeting of directors, and until their successors shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Christopher Metcalf	P. O. Box 530863 Mountain Brook, AL 35253

Howey McNeill, III

P.O. Box 146
2105 Old Montgomery Highway
Birmingham, AL 35124

Anne R. Moses

300 Cahaba Park Circle, Suite 100
Birmingham, AL 35242

(b) All corporate powers shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors except as may be otherwise provided in these Articles of Incorporation or by statute. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To alter, amend, or repeal the bylaws or adopt new bylaws.

(2) To take any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof without a meeting, if a written consent thereto is signed by all the members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee. Action taken under this section is effective when the last director or committee member signs the written consent, unless the consent specifies a different effective date.

(3) To remove any officer or agent of the corporation whenever, in the judgment of the Board of Directors, the best interest of the corporation will be served thereby.

(4) Decisions of a majority of the Board of Directors is required to take any action, provided, however, that whenever the vote is tied, the Chairman of the Board shall cast the deciding vote.

ARTICLE IX

DISTRIBUTIONS OF ASSETS IN EVENT OF DISSOLUTION

In the event the corporation is dissolved, either by voluntary or involuntary action, all of the assets of the corporation shall be distributed as follows:

(a) All liabilities and obligations of the corporation shall be paid and discharged, or adequate provision made therefore;

(b) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

(c) Assets received and held by the corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held on condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the dissolving corporation, pursuant to plan of distribution adopted according to applicable law;

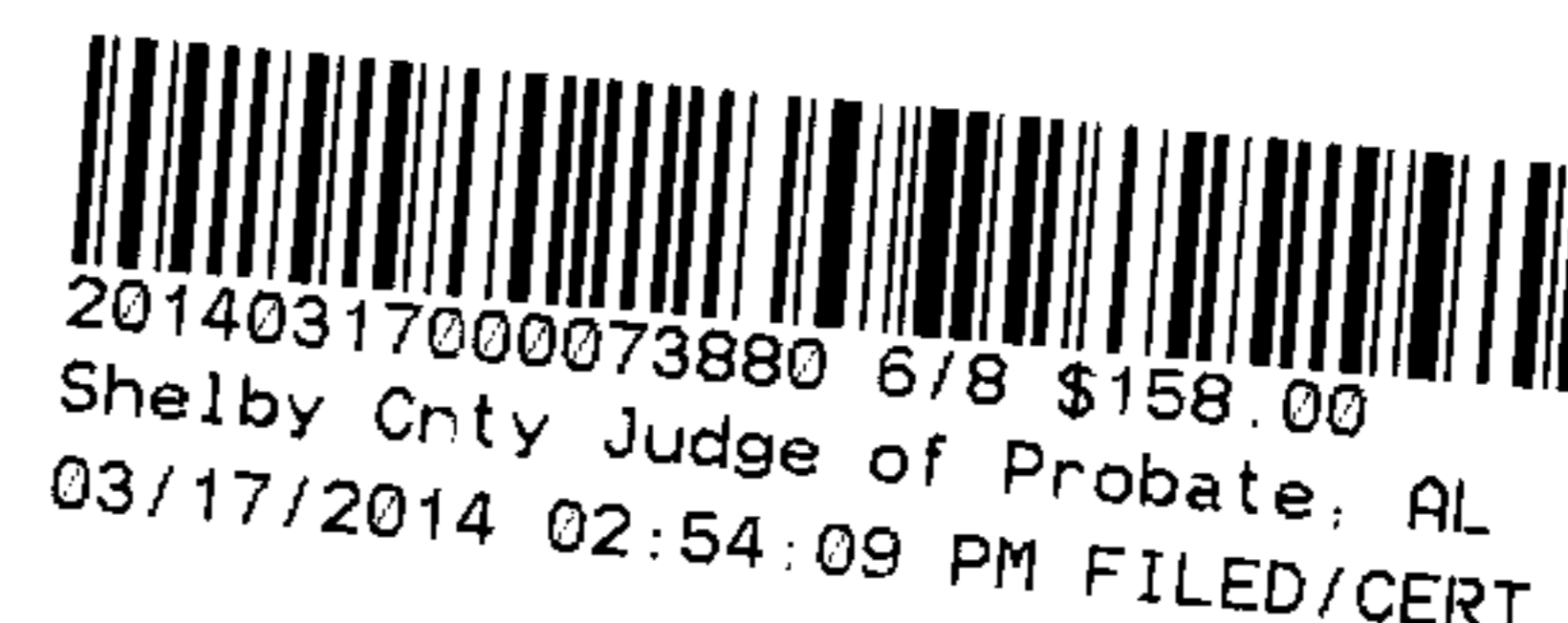
(d) The remaining assets shall be distributed in accord with a plan of distribution adopted as provided under Alabama law solely for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of Shelby County or of the trial level court having jurisdiction of the Corporation in the county where the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X STATUTORY CHANGES

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of a nonprofit corporation organized under nonprofit laws of the State of Alabama are increased, diminished or in any way affected, shall apply to this corporation to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

ARTICLE XI AMENDMENT

The corporation reserves the right to amend, alter, change, restate or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers and directors herein are granted subject to this reservation.




IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed her signature to these Articles of Incorporation this 12th day of March, 2014.

Incorporator


CHRISTOPHER METCALF

This instrument prepared by:
Anne R. Moses
Moses & Moses, PC
300 Cahaba Park Circle, Suite 100
Birmingham, AL 35242
(205) 967-0901
anne@mosespc.com


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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**

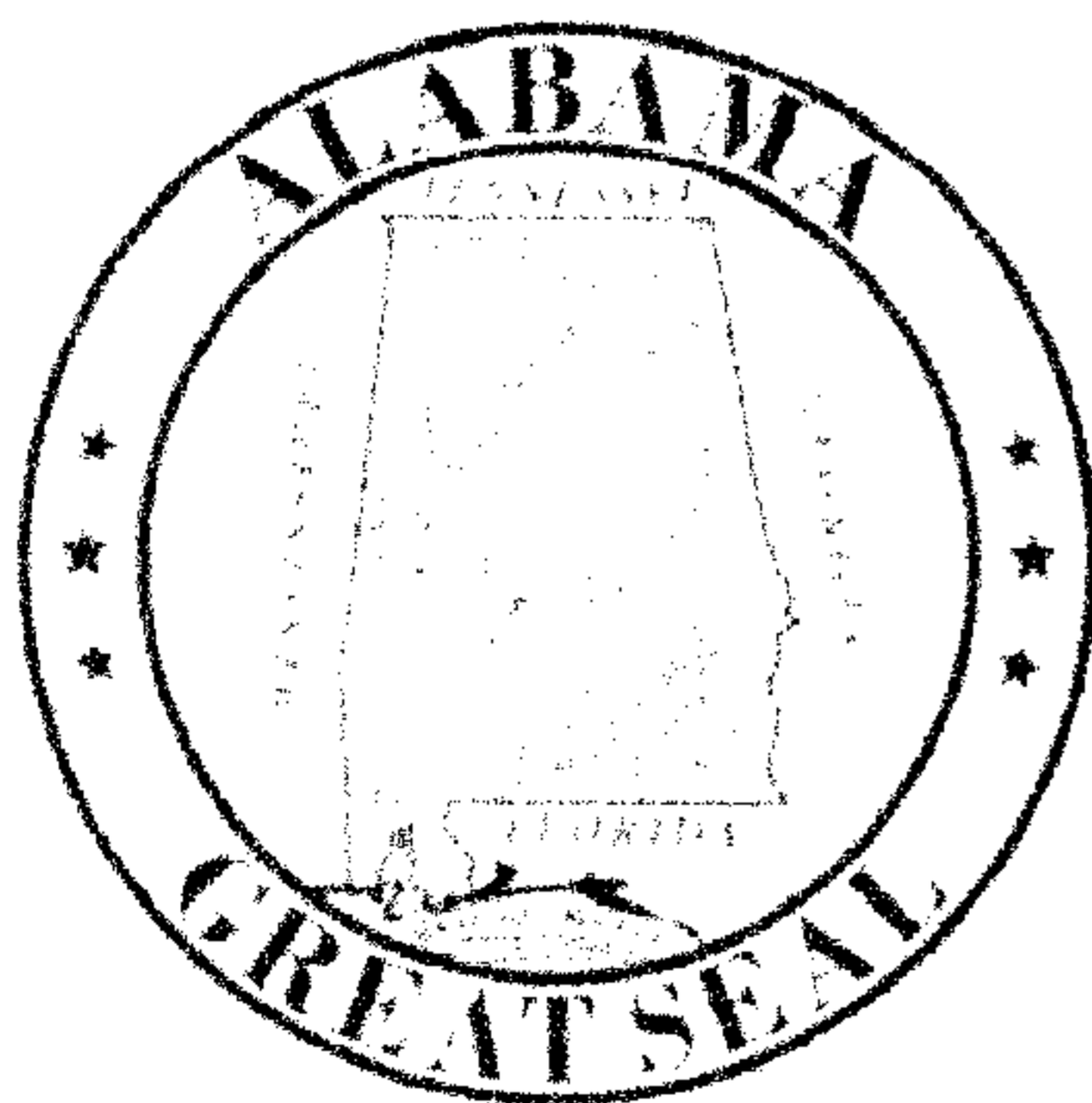
pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

THE CHRISTOPHER METCALF FOUNDATION, INC.

This name reservation is for the exclusive use of Anne Moses, 300 Cahaba Park
Circle, Suite 100, Birmingham, AL 35242 for a period of one year beginning
March 10, 2014 and expiring March 10, 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.**

March 10, 2014

Date

Jim Bennett

Secretary of State