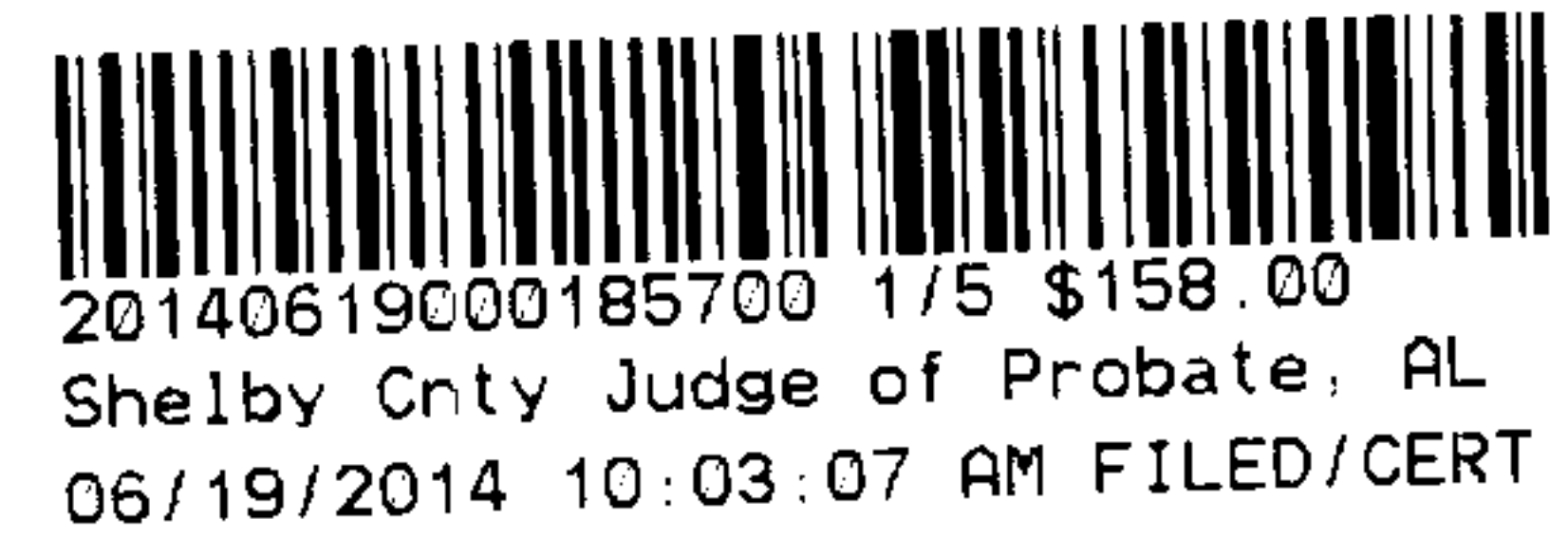


STATE OF ALABAMA

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.



(For County Probate Office Use Only)

This form must be typed or laser printed.

1. The name of the corporation: Kiwanis Club of Helena, Alabama
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)

Justin Smitherman
4685 Highway 17 Suite D
Helena, AL 35080

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

4. Street (**No PO Boxes**) address of principal office of the corporation: 4685 Highway 17 Suite D
Helena, AL 35080

Mailing address of principal office (if different from street address): PO Box 443 Helena, AL 35080

5. The name of the Registered Agent: Justin Smitherman

6. Street (**No PO Boxes**) address of Registered Agent (if different from principal office address):
4685 Highway 17 Suite D Helena, AL 35080

Mailing address of Registered Agent (if different from street address): 4685 Highway 17 Suite D
Helena, AL 35080

7. Purpose for which corporation is formed: Please 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): Justin Smitherman

Street (**No PO Boxes**) address of Incorporator(s): 4685 Highway 17 Suite D Helena, AL 35080

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

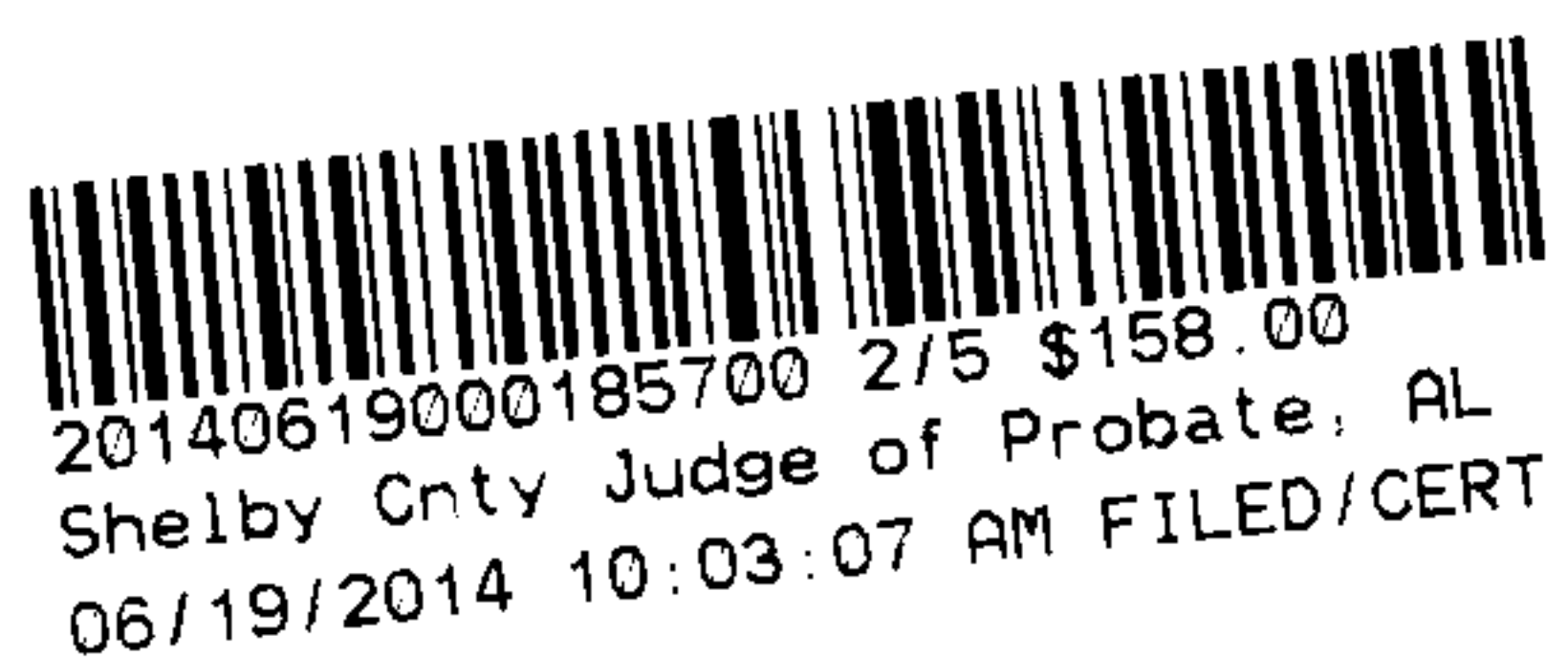
Attach a listing if more Incorporators need to be added (type “see attached” in the name line).

10. The number of Directors constituting the initial Board of Directors is 3. The initial Directors names
and addresses must be listed in this Certificate of Formation.

Director's Name: Daniel Barron

Street (**No PO Boxes**) address of Director: 974 Savannah Lane Calera, AL 35040

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



DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

Director's Name: Claudia Deason

Street (**No PO Boxes**) address of Director: 2733 Piedmont Drive Bessemer, AL 35022

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

Director's Name: Eugene Maier

Street (**No PO Boxes**) address of Director: 128 Wixford Way Alabaster, AL 35007

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.

05 107 12014
Date (MM/DD/YYYY)

Justin Smitherman
Signature as required by 10A-1-3.04

Justin Smitherman
Typed Name of Above Signature

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

APPROVED

May 19, 2014

SHAWNS INTERNATIONAL

By [Signature]



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Shelby Cnty Judge of Probate, AL
06/19/2014 10:03:07 AM FILED/CERT

The purposes of the corporation are:

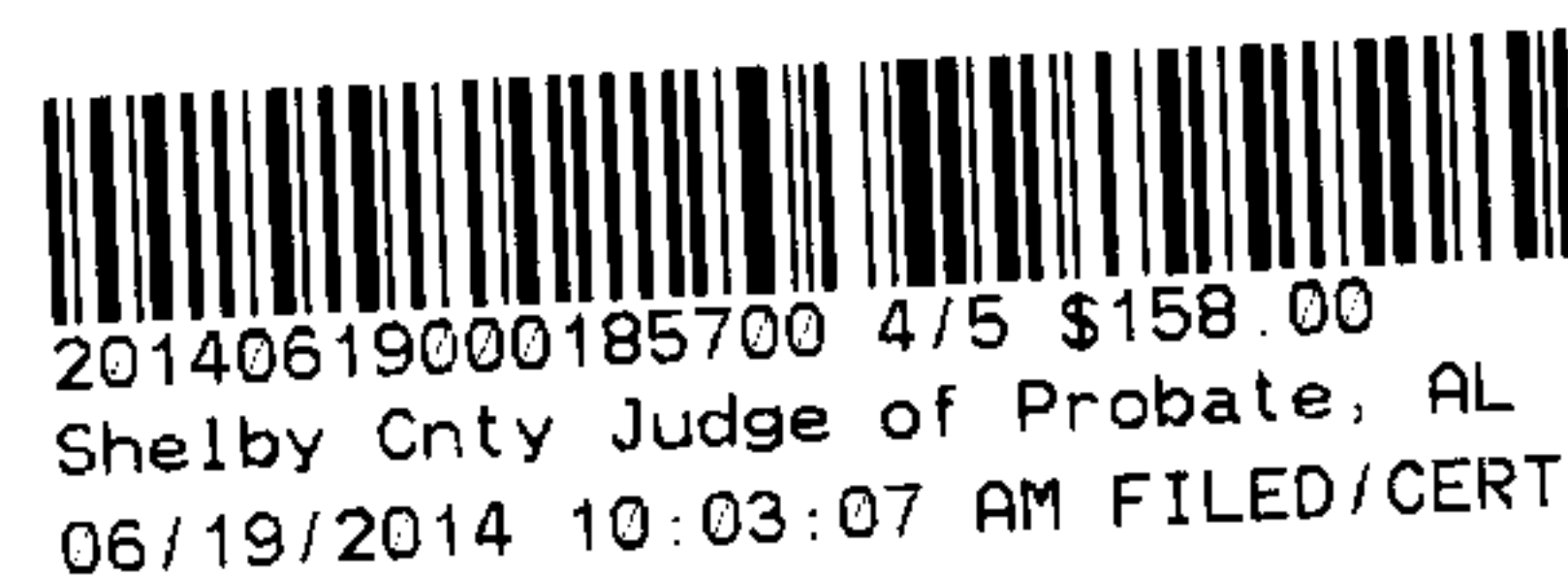
- (1) To give primacy to the human and spiritual rather than to the material values of life.
- (2) To encourage the daily living of the Golden Rule in all human relationships.
- (3) To promote the adoption and the application of higher social, business, and professional standards.
- (4) To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
- (5) To provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.
- (6) To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.
- (7) For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of Helena, and its members.
- (8) To do all such things as are incidental or conducive to the attainment of the above objects.

Addendum

Whenever requested by the Board of Trustees of Kiwanis International, the proposed corporation will dissolve or change its form of organization, and no change in the corporate structure or the purposes and powers of the proposed corporation should be made without the consent of Kiwanis International.

Upon the dissolution of the corporation the governing board shall, after paying or making provision for the 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 to such organization or organizations organized or 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 Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is located, exclusively for such purposes.

All Kiwanis clubs are not-for-profit organizations and are group exempt from payment of federal income taxes under Section 501(C)(4) of the Internal Revenue Code.



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:

Kiwanis Club of Helena, Alabama

This name reservation is for the exclusive use of Justin Smitherman, 4685
Highway 17 Suite D, Helena, AL 35080 for a period of one year beginning June
19, 2014 and expiring June 19, 2015

20140619000185700 5/5 \$158.00
Shelby Cnty Judge of Probate, AL
06/19/2014 10:03:07 AM FILED/CERT



RES660504

**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.**

June 19, 2014

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State