

Certificate of Incorporation

Alabama Elder Planning Council

A Non-Profit Corporation

I, the Incorporator, a natural person 21 years of age or older, adopt the following Certificate of Incorporation for the purpose of forming a non-profit corporation under the Alabama Nonprofit Corporation Law:

Article One

Name

The name of the non-profit corporation is: Alabama Elder Planning Council.

Article Two

Registered Agent and Office

The name of the initial registered agent and registered office in the State of Alabama are:

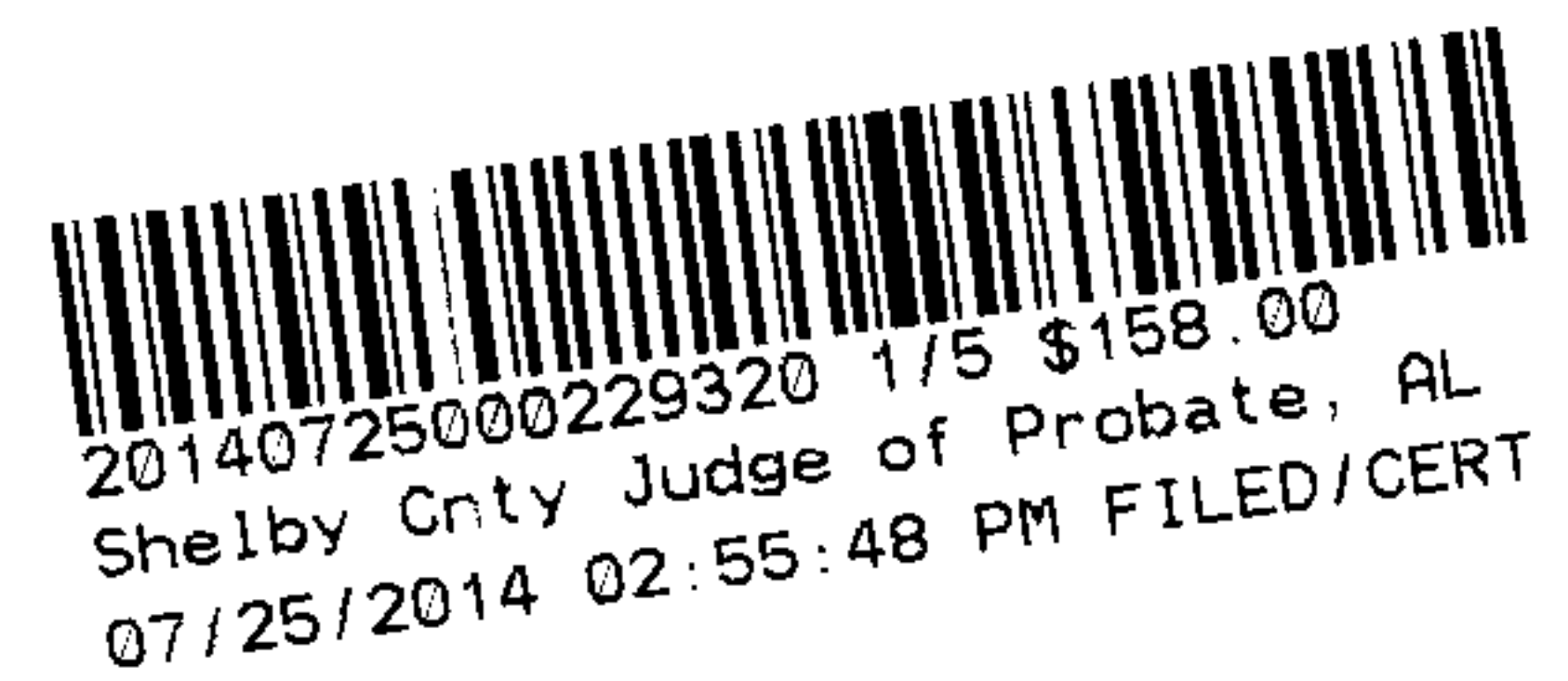
Stephen J. Bailey
2000 Providence Park
Suite 200
Birmingham, Alabama 35242

Article Three

Name and Address of the Incorporator

The name and address of the incorporator are:

Stephen J. Bailey
2000 Providence Park
Suite 200
Birmingham, Alabama 35242

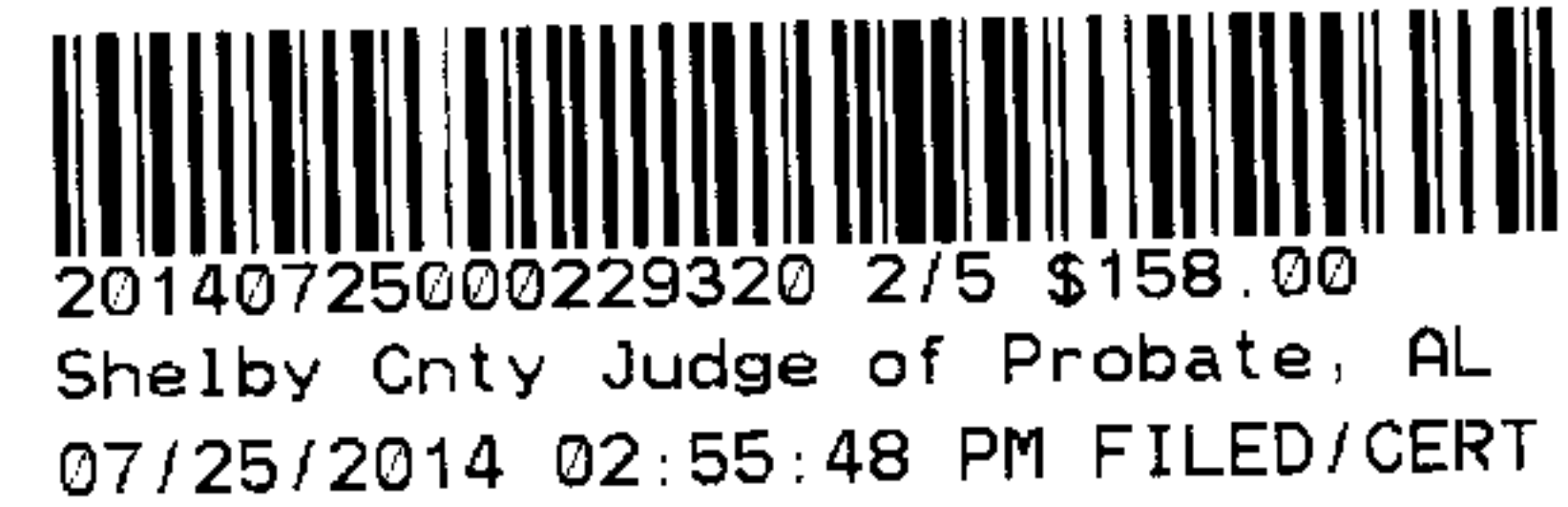


Article Four

Duration

The non-profit corporation's period of duration is perpetual.

Article Five Purposes



The non-profit corporation is organized and will be operated exclusively for general educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code.

Article Six Dissolution

Upon the dissolution of the non-profit corporation, the Board of Trustees will, after paying or making provision for the payment of all liabilities of the Corporation, distribute all Corporation assets to one or more organizations organized and operated exclusively for educational purposes that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

If any assets are not distributed as provided in the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the Corporation is then located, will dispose of those assets exclusively for educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Court shall determine.

Article Seven Restrictions

No part of the net earnings or assets of the non-profit corporation will inure to the benefit of, or be distributable to, its trustee, officers or any other private persons. The non-profit corporation may, however, pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Certificate of Incorporation.

No part of the activities of the non-profit corporation may include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 of the Internal Revenue Code. The non-profit corporation may not participate in, or intervene in (including the publishing or distributions of statements) in any political campaign on behalf of any candidate for public office.

The non-profit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

As a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code.

As a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

As a non-profit corporation organized under the laws of State of Alabama.

Article Eight Board of Trustees

The non-profit corporation is organized on a non-stock basis and will have no members. The Board of Trustees will have authority for all affairs of the non-profit corporation and may exercise all powers of the non-profit corporation as permitted by federal law, state law, the Certificate of Incorporation, and the By-Laws of the non-profit corporation as in effect from time to time.

The number of trustee to constitute the first Board of Trustees is six. After this initial Board of Trustees is organized, it may change the number of trustee in the manner provided in the By-Laws and consistent with the laws of the State of Alabama.

The initial Trustees of the non-profit corporation are:

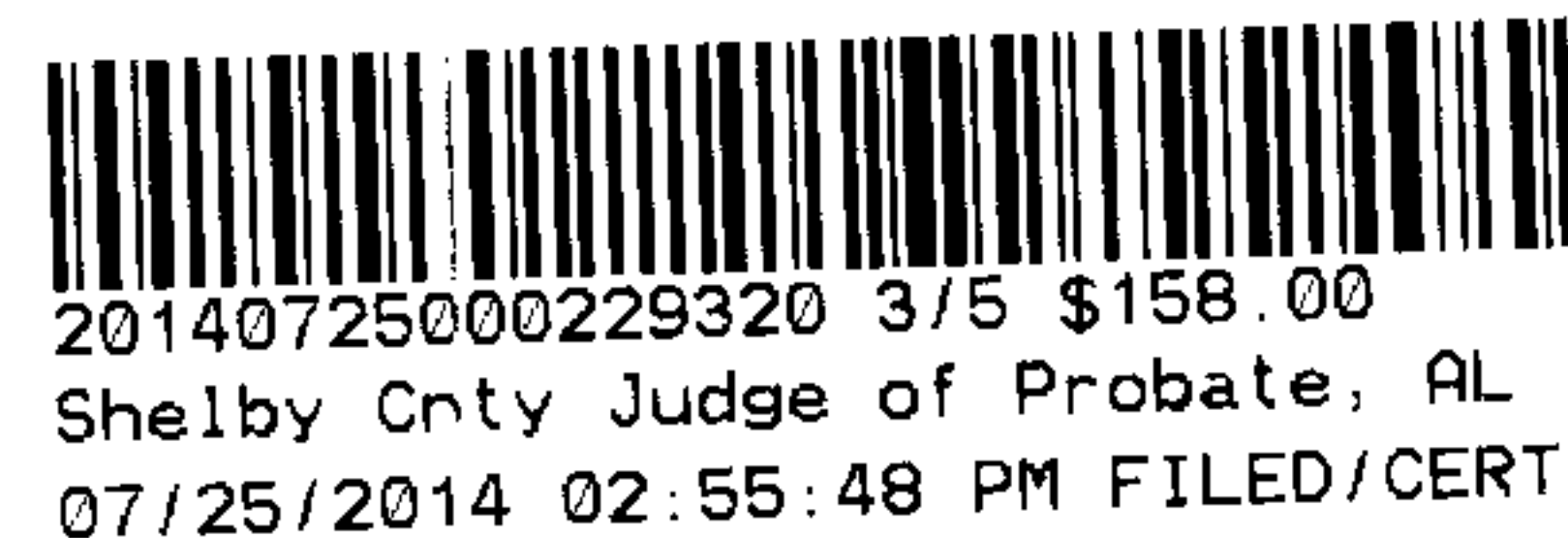
Joell Miller
4941 Montevallo Road
Birmingham, AL 35210

Ed Roberts III
2000 Providence Park, Suite 200
Birmingham, AL 35242

Robert Jarvis
1039 Greystone crest Road
Birmingham, AL 35242

Alexandra Jarvis
1039 Greystone crest Road
Birmingham, AL 35242

Stephen J. Bailey
2000 Providence Park, Suite 200
Birmingham, AL 35242



Article Nine By-Laws

In furtherance and not in limitation of the powers conferred upon the Board of Trustees by law, the Board of Trustees shall adopt, amend and repeal from time to time, the By-Laws of the non-profit corporation.

Article Ten Amendments

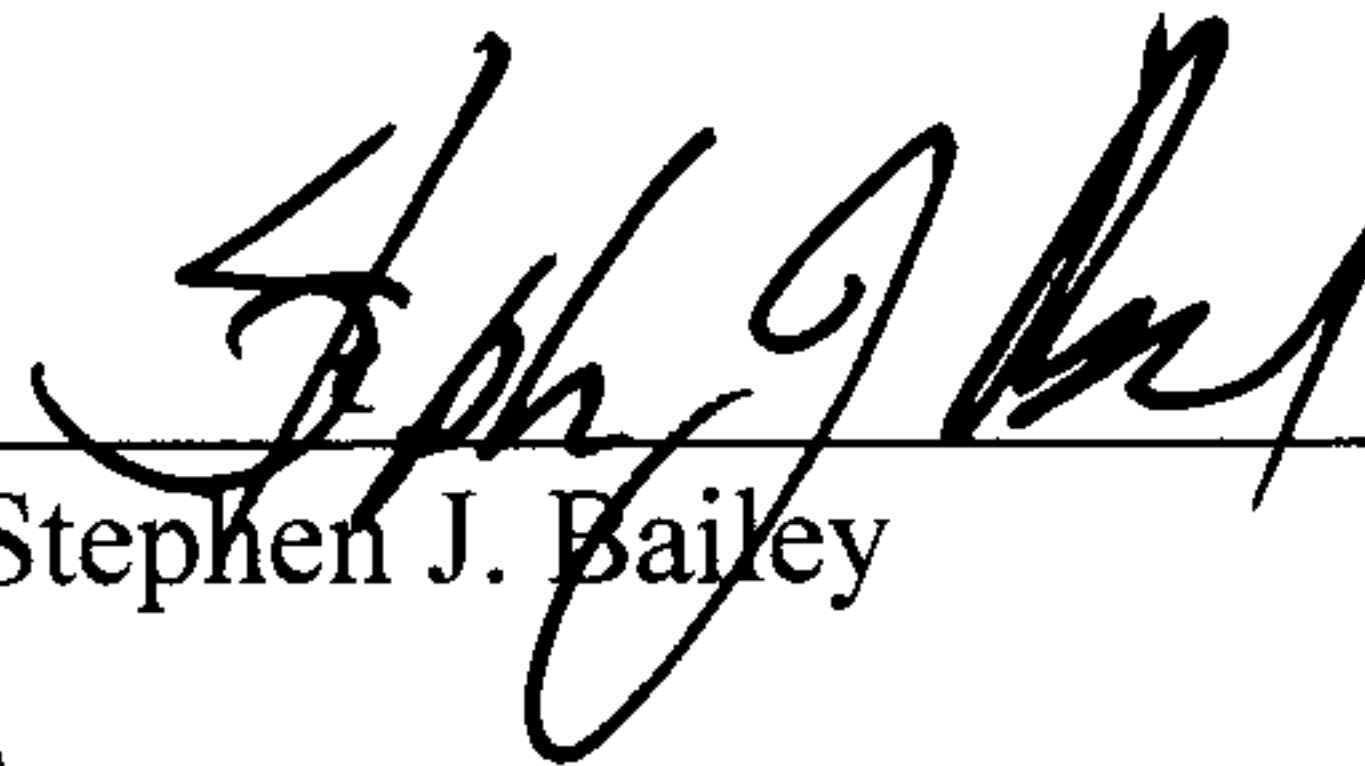
The non-profit corporation may amend the Certificate of Incorporation in the manner provided by the laws of the State of Alabama. But no amendment may authorize the Board

of Trustees to conduct the affairs of the non-profit corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code.

Article Eleven Miscellaneous

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Alabama are to the laws of the State of Alabama as now in force or hereafter amended.

IN WITNESS WHEREOF, the Certificate of Incorporation is signed on July 14, 2014.



Stephen J. Bailey

STATE OF ALABAMA

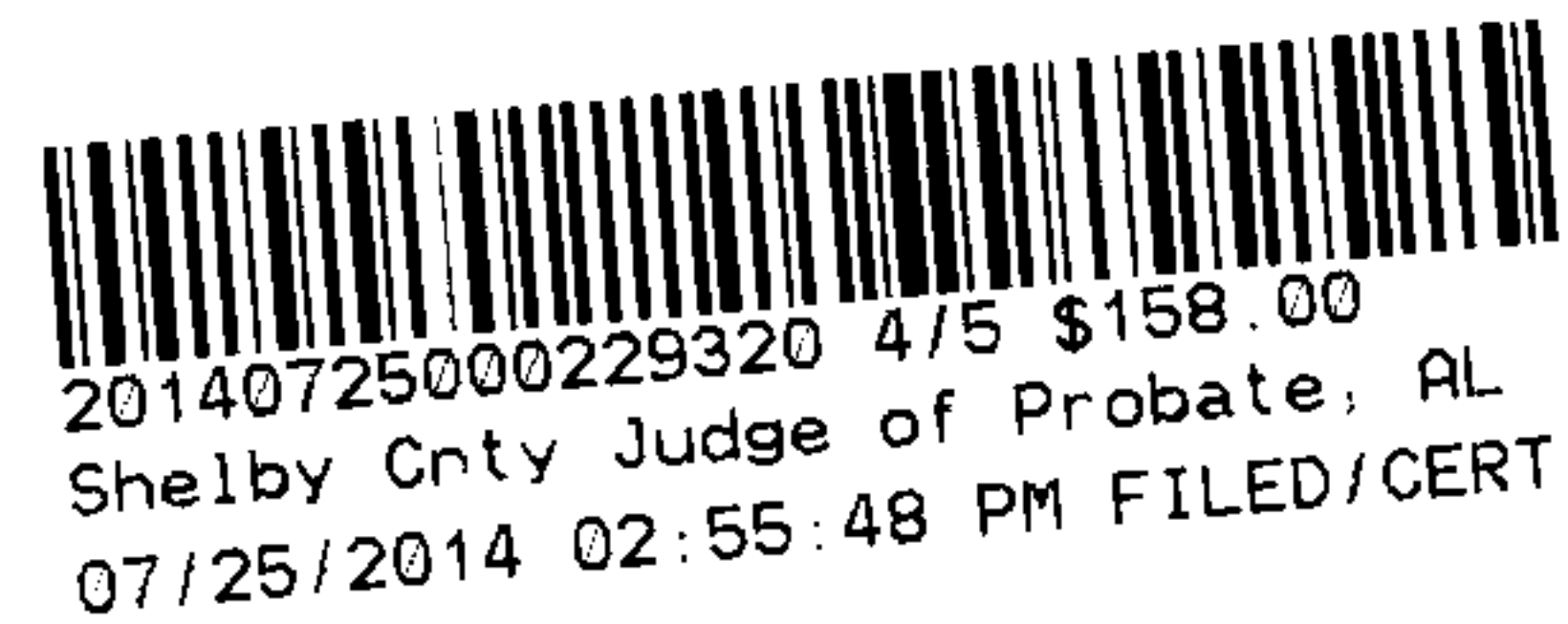
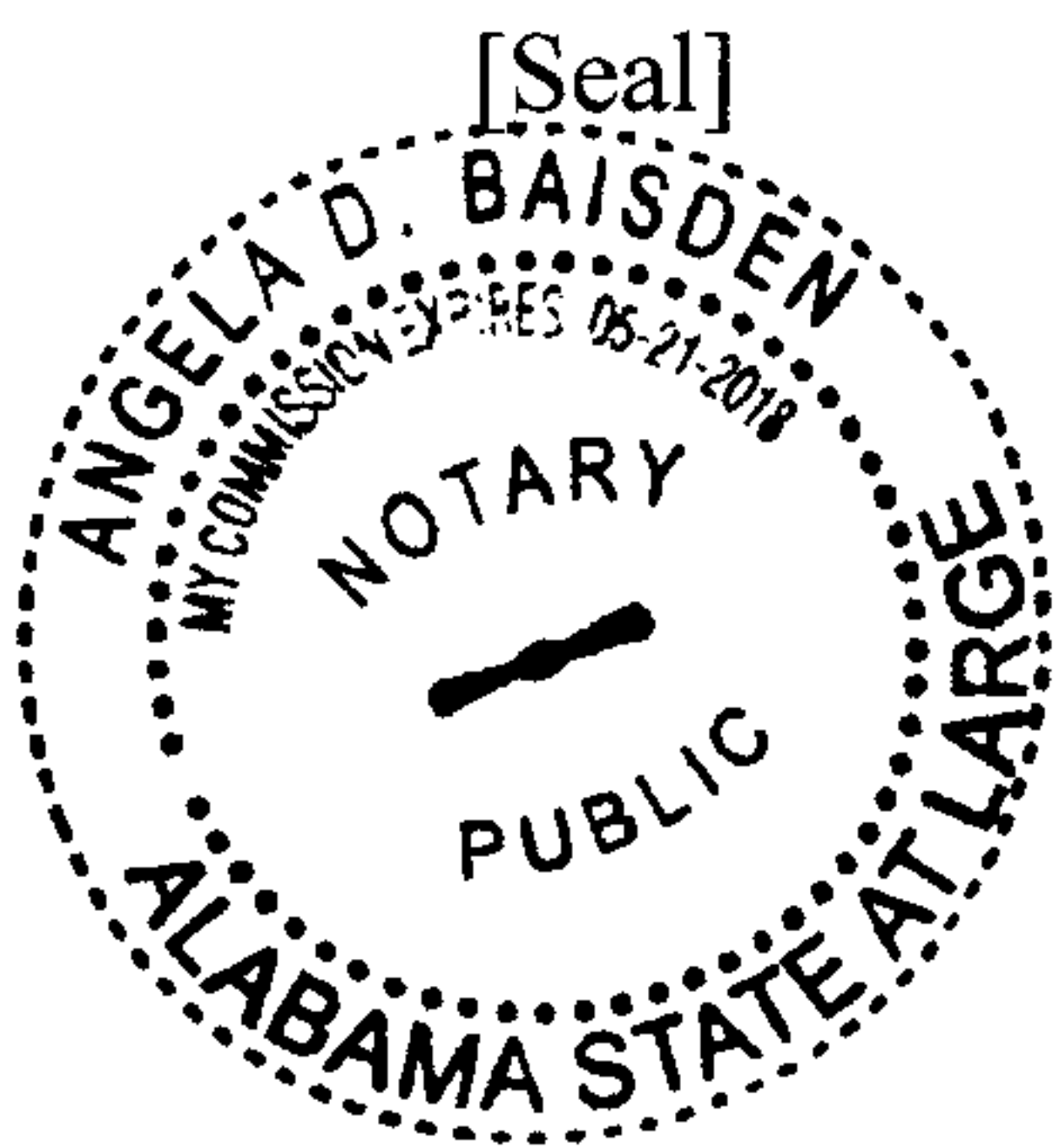
)
) ss.

COUNTY OF SHELBY

)

On this day, July 14, 2014, before me personally appeared Stephen J. Bailey, as incorporator, personally known to me (or proved to me on the basis of satisfactory evidence) to be the individual whose name is subscribed to the foregoing Certificate of Incorporation, and acknowledged that he executed the same as his voluntary act and deed for the purposes therein contained.

Witness my hand and official seal.





Angie Baisden, Notary Public

2000 Providence Park, Suite 200
Birmingham, Alabama 35242

My commission expires: 05-21-2018

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:

Alabama Elder Planning Council

This name reservation is for the exclusive use of steve bailey, 2000 Providence
Park, Suite 200, Birmingham, AL 35242 for a period of one year beginning July
14, 2014 and expiring July 14, 2015

20140725000229320 5/5 \$158.00
Shelby Cnty Judge of Probate, AL
07/25/2014 02:55:48 PM FILED/CERT



RES662586

**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 14, 2014

Date

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

Jim Bennett

Secretary of State