STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION
CERTIFICATE OF FORMATION

20140731000236190 1/6 $158.00
Shelby Cnty Judge of Probate: AL
07/31/2014 11:17:44 AM FILED/CERT

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.**

(For County Probate Office Use Only)

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.

This form must be typed or laser printed.

1. The name of the corporation: Kids Scholastic Foundation of 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)

Melanie M. Swift, MNM
2151 Consulate Drive, #13
Orlando, FL 32837

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

4. Street (**No PO Boxes**) address of principal office of the corporation: _____

   16738 Highway 280, Unit 61, Chelsea, AL 35043

   Mailing address of principal office (if different from street address): _____

   _____

5. The name of the Registered Agent: Kevin Claughton-Smith

6. Street (**No PO Boxes**) address of Registered Agent (if different from principal office address):

   16738 Highway 280, Unit 61, Chelsea, AL 35043

   Mailing address of Registered Agent (if different from street address): _____

   _____

7. Purpose for which corporation is formed: To provide school supplies and books to kids in need, as well as to teachers in low income school areas.; 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): Kevin Claughton-Smith

   Street (**No PO Boxes**) address of Incorporator(s): 16738 Highway 280, Unit 61, Chelsea, AL 35043

   _____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: See attached

    Street (**No PO Boxes**) address of Director: _____

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

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Director's Name:_____

Street (**No PO Boxes**) address of Director:_____

_____Mailing address of Director(s) - (if different

from street address):_____

Director's Name:_____

Street (**No PO Boxes**) address of Director:_____

_____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.

7/31/ 2014
Date (MM/DD/YYYY)

Kevin Claughton-Smith
Signature as required by 10A-1-3.04

Kevin Claughton-Smith
Typed Name of Above Signature

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

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Kids Scholastic Foundation of Alabama
Certificate of Formation Attachment

ARTICLE 10- INITIAL DIRECTORS NAMES AND ADDRESSES

Kevin Claughton-Smith
Street Address: 238 Woodbury Drive, Sterrett, AL 35147
Mailing Address: 16738 Highway 280, Unit 61, Chelsea, AL 35043

Lynne Claughton-Smith
Street Address: 238 Woodbury Drive, Sterrett, AL 35147
Mailing Address: 16738 Highway 280, Unit 61, Chelsea, AL 35043

Sonya Beal
Street Address: 509 Villa Esta Lane, Birmingham, AL 35214
Mailing Address: 16738 Highway 280, Unit 61, Chelsea, AL 35043

LV Dunn
Street Address: 1203 44th Street N, Birmingham, AL 35212
Mailing Address: 16738 Highway 280, Unit 61, Chelsea, AL 35043

Randy Jones
Street Address: 1448 4th Avenue NW, Birmingham, AL 35215
Mailing Address: 16738 Highway 280, Unit 61, Chelsea, AL 35043

ARTICLE 12- OTHER PROVISIONS

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

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Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

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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:

Kids Boost Foundation

This name reservation is for the exclusive use of Lynne and Kevin Smith, P.O. Box 61, Chelsea, AL 35043 for a period of one year beginning July 21, 2014 and expiring July 21, 2015

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 21, 2014

Date

RES663270

Jim Bennett **Secretary of State**

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