

**STATE OF ALABAMA
SHELBY COUNTY**


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Shelby Cnty Judge of Probate, AL
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**ARTICLES OF INCORPORATION
OF
FIRST BATTALION OF SHELBY COUNTY**

KNOW ALL MEN BY THESE PRESENTS,

That for the purpose of forming a non-profit corporation under and pursuant to the provisions of Section 10A-3-1.01, et seq., of the *1975 Code of Alabama*, as last amended, and in compliance with Section 501 (c) (3) of the *Internal Revenue Code*, the undersigned persons desiring to effect a non-profit body corporate, in accordance with applicable law, have agreed upon and adopted these Articles of Incorporation, the same to constitute and become a charter for carrying on the activities hereinafter specified upon the proper filing hereof pursuant to law.

FIRST: The name of this non-profit corporation shall be First Battalion of Shelby County.

SECOND: The period of duration of this non-profit corporation shall be perpetual.

THIRD: The purpose or purposes for which this non-profit corporation is organized are:

(a) To render reciprocal aid between the member communities or agencies in fire protection, emergency medical service, hazardous materials response, technical rescue and other emergency services; to provide professional leadership and training in the fire service; to promote fire prevention, education, and safety in the fire service; to establish and implement cooperative programs and activities in the field of fire protection, fire prevention and emergency medical service that will enhance public safety; and to provide a forum for the free exchange of ideas by Fire Chiefs throughout Shelby County and the areas served by First Battalion of Shelby County.

(b) To purchase, take, receive, lease, take by gift, devise or bequest, and otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, tangible or intangible, or any interest therein, wherever situated.

(c) To sell, convey, lend, mortgage, pledge, lease, exchange, invest, reinvest, take and hold as security, transfer and otherwise dispose of all or any part of its property and assets.

(d) 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, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of

the United States, or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(e) To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in, all or 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.

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

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

(h) To make donations for the public welfare or for religious, charitable, scientific, or educational purposes, or otherwise.

(i) To engage in religious, charitable, scientific and educational training and school activities.

(j) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the law allows non-profit corporations, and generally to do and perform the acts and enjoy the powers conferred by the general laws of the State of Alabama, and to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these Articles.

FOURTH: POWERS AND OBJECTIVES.

The objectives of the corporation shall be:

(a) To carry on and conduct those activities and functions designed to promote and develop the developed mission above in an atmosphere designed to encourage the participation in such activities, functions, and programs by all interested persons, groups, governments, foundations, or other organizations, either political or private. Any monetary profit or other benefits which flow to members shall be merely incidental thereto.

(b) To assure no person shall have pecuniary interest in operation of the corporation.

(c) To do any and all such further acts authorized by law as may be necessary, convenient or expedient to accomplish the foregoing purposes or as are incidental thereto.

(d) To bring together persons interested in the mission above stated.

- (e) To serve as a liaison to other agencies, both government and private.

FIFTH: LIMITING OBJECTIVES.

(a) This corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the *Internal Revenue Code*, as to preclude contributions to this corporation from being deductible for purposes of taxation.

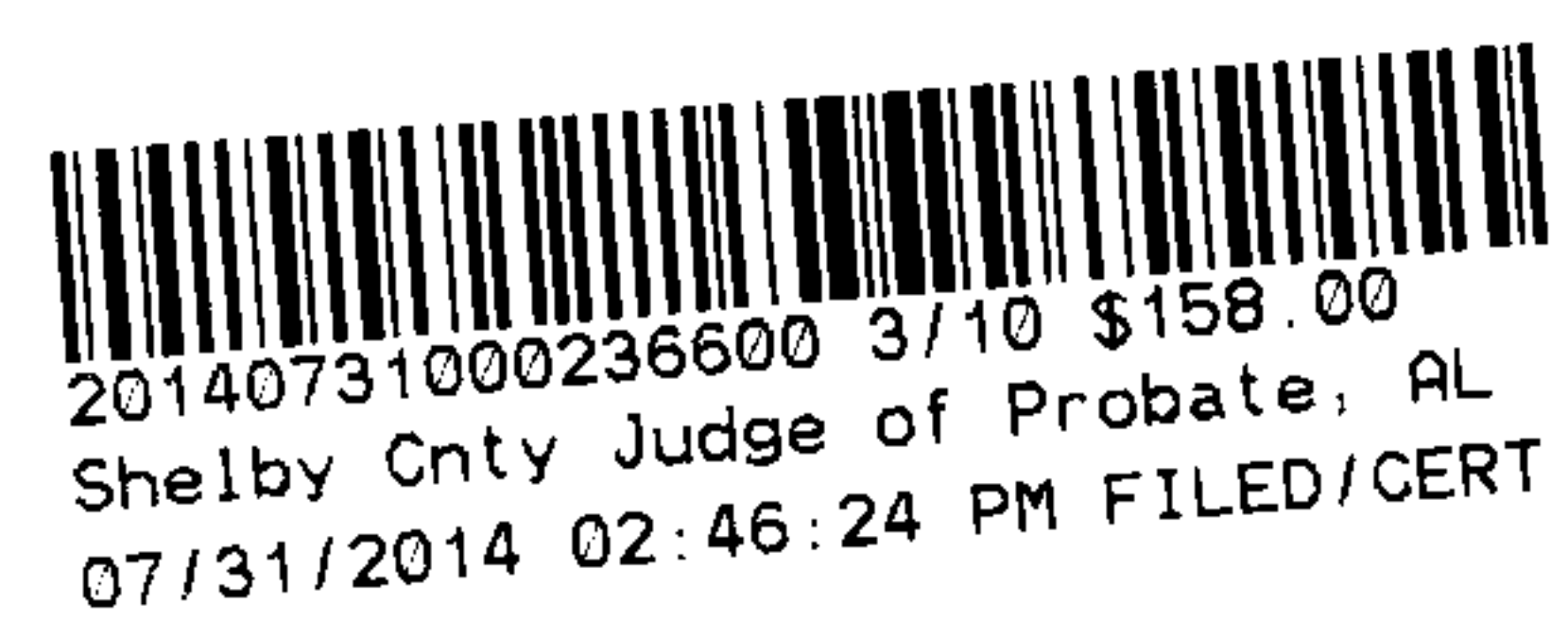
(b) This corporation shall not engage in any activities that are unlawful under the laws of the United States of America or the State of Alabama, or any other jurisdiction where such activities are carried on; nor shall it engage in transactions defined at the time as "prohibited" under Section 503 of the *Internal Revenue Code*.

(c) This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this corporation shall ever be organized or operated for purposes that are not exclusively religious, charitable, scientific, literary or educational within the meaning of Section 501(c)(3) of the *Internal Revenue Code*.

(d) No compensation or payment shall ever be paid or made to any member, officer, director, trustee, incorporator, or organizer of this corporation, or any contributor to it, except as a reasonable allowance for actual expenditures made or services actually rendered to or for this corporation; and neither the whole, nor any part or portion, of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons; provided, further, that neither the whole, nor any part or portion, of such assets or net earnings shall ever be sued for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the *Internal Revenue Code*.

(e) Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the *Internal Revenue Code* (or the corresponding section of any future Federal tax code).

(f) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be 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, or in opposition to, any candidate for public office (including the publishing or distribution of statements).



(g) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation 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 (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the *Internal Revenue Code* (or corresponding section of any future Federal tax code).

(h) Upon the dissolution of this 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 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 so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of 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.

SIXTH: This corporation shall not have or exercise any power or authority, either expressly, by interpretation, or by operation of law, or shall it directly or indirectly engage in any activity that would prevent this corporation from qualifying (and continuing to qualify) as a non-profit corporation described in Section 501 (c) (3) of the *Internal Revenue Code*.

SEVENTH: The corporation shall have one class of members. There shall be no limitation of the number of members except as provided by in the bylaws of the corporation. All other qualifications, rights, and duties of the members of said corporation shall be set out and established in the bylaws of the corporation.

EIGHTH: The location of the initial registered office for the corporation shall be 1140 Asheville Road, Montevallo, AL 35115, and the mailing address shall be 545 Main Street, Montevallo, AL 35115. The name of the initial registered agent at such address shall be William Reid.

NINTH: The number of Directors constituting the initial Board of Directors shall be seven (7), and the names and addresses of the persons who are to serve as the initial Directors shall consist of the following, who shall serve until their successors are named as provided in the bylaws:

The Board of Directors shall consist of the Chiefs from the seven (7) member departments named herein, or the Chief's designee. The member volunteer departments and the current chief who will be a member of the initial board are as follows:

Brierfield Fire and Rescue

Chief Spruce A. McRee
79 Steves Road
Brierfield, AL 35035

County 17 Volunteer Fire and Rescue Department, Inc.
Captain David Hawthorn
71 Highway 260 (P. O. Box 38)
Maylene, AL 35114

Dry Valley Volunteer Fire and Rescue Department, Inc.
Chief Kevin Lucas
920 Highway 89
Montevallo, AL 35115

Montevallo Volunteer Fire Department
Chief Bill Reid - Station #1
1140 Asheville Road (545 Main Street)
Montevallo, AL 35115

Pea Ridge Volunteer Fire Department & Rescue, Inc.
Chief Eric Wilson
7030 Hwy 10
Montevallo, AL 35115

West Shelby Fire and Rescue District, Inc.
Chief Shannon Blackburn
5347 Hwy 119
Montevallo, AL 35115

South East Shelby County Emergency Medical Rescue
Chief Mark Bray
103 Hwy 47 South (P.O. Box 1653)
Columbiana, AL 35501

TENTH: The names and addresses of the incorporators are as follows:

Brierfield Fire and Rescue
222 General Gorgas Drive (P. O. Box 1)
Brierfield, AL 35035

County 17 Volunteer Fire and Rescue Department, Inc.
71 Highway 260 (P. O. Box 38)

Maylene, AL 35114

Dry Valley Volunteer Fire and Rescue Department, Inc.
920 Highway 89
Montevallo, AL 35115

Montevallo Volunteer Fire Department
1140 Asheville Road (545 Main Street)
Montevallo, AL 35115

Pea Ridge Volunteer Fire Department & Rescue, Inc.
7030 Hwy 10
Montevallo, AL 35115

West Shelby Fire and Rescue District, Inc.
5347 Hwy 119
Montevallo, AL 35115

South East Shelby County Emergency Medical Rescue
103 Hwy 47 South (P.O. Box 1653)
Columbiana, AL 35501

ELEVENTH: The following special provisions shall be applicable to this non-profit corporation:

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

(b) The corporation shall have the power to make bylaws for the regulation and government of this corporation, its agents, servants and officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Alabama.

(c) The voting members of the corporation shall have the authority to adopt such rules, bylaws and regulations for the governing of the corporation as they may deem necessary or expedient.

TWELFTH: This document supersedes any and all former documents related to the material herein.

IN WITNESS WHEREOF, the incorporators of this non-profit corporation, have hereunto set their hands and seals, and pray that this instrument shall be filed and recorded as provided by the law to the end that these incorporators, their successors and assigns, shall constitute a non-profit body corporate under the name hereinabove set forth, with all powers to which said corporation may be entitled under the laws of the State of Alabama, on this 29th day of July, 2014.



Sworn to and subscribed before me this
29th day of July, 2014.

Cheryl Davis
Notary Public

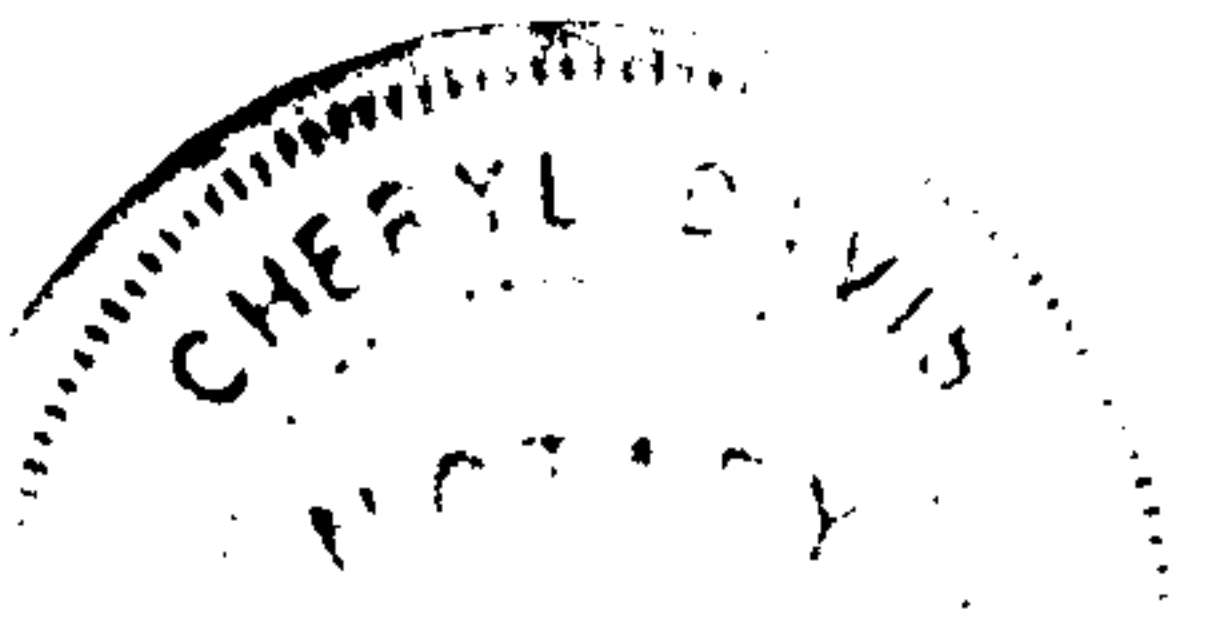
[Signature] (SEAL)
Chief Spruce A. McRee, Brierfield Fire and Rescue



Sworn to and subscribed before me this
29th day of July, 2014.

Cheryl Davis
Notary Public

[Signature] (SEAL)
Captain David Hawthorne, County 17 Volunteer Fire
and Rescue Department, Inc.



Sworn to and subscribed before me this
29th day of July, 2014.

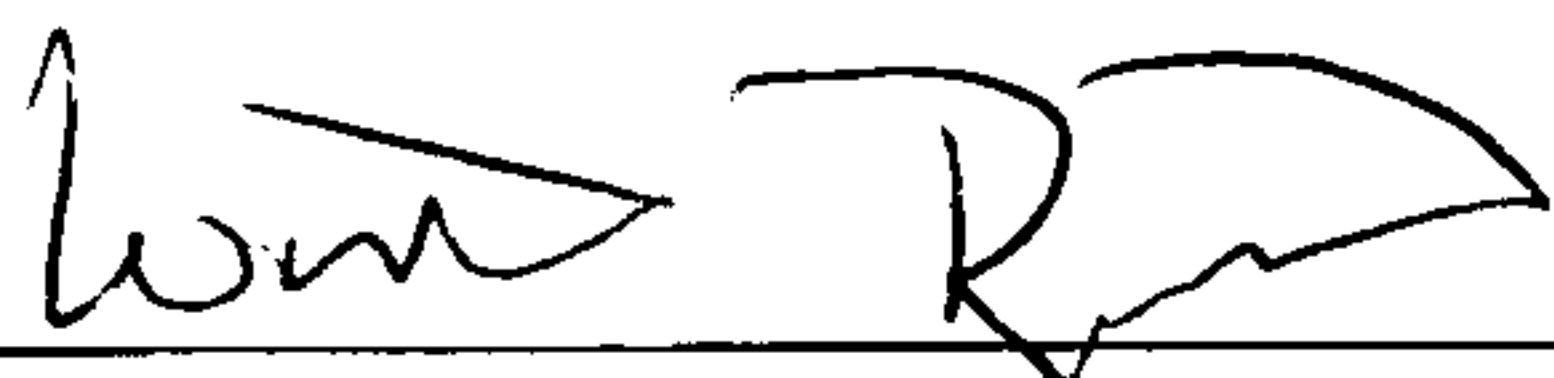
Cheryl Davis
Notary Public

[Signature] (SEAL)
Chief Kevin Lucas, Dry Valley Volunteer Fire and
Rescue Department, Inc.

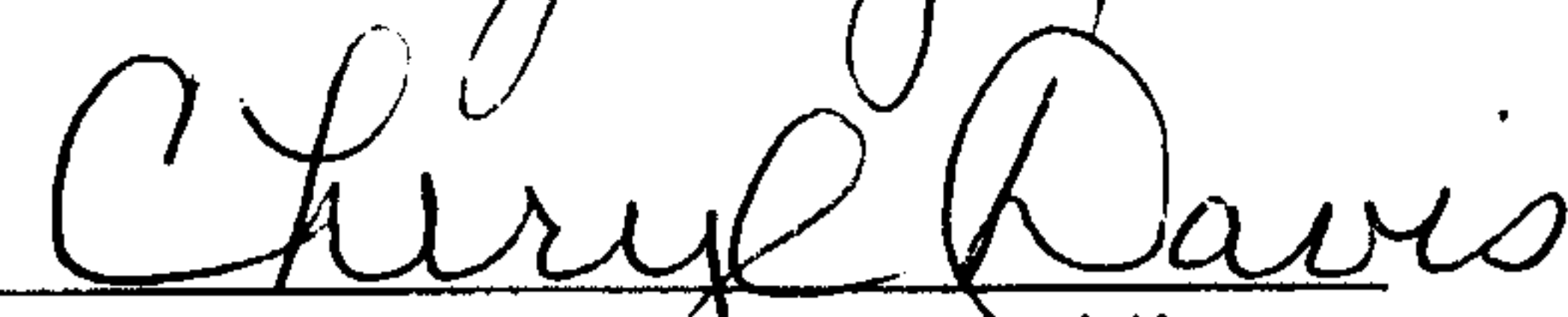


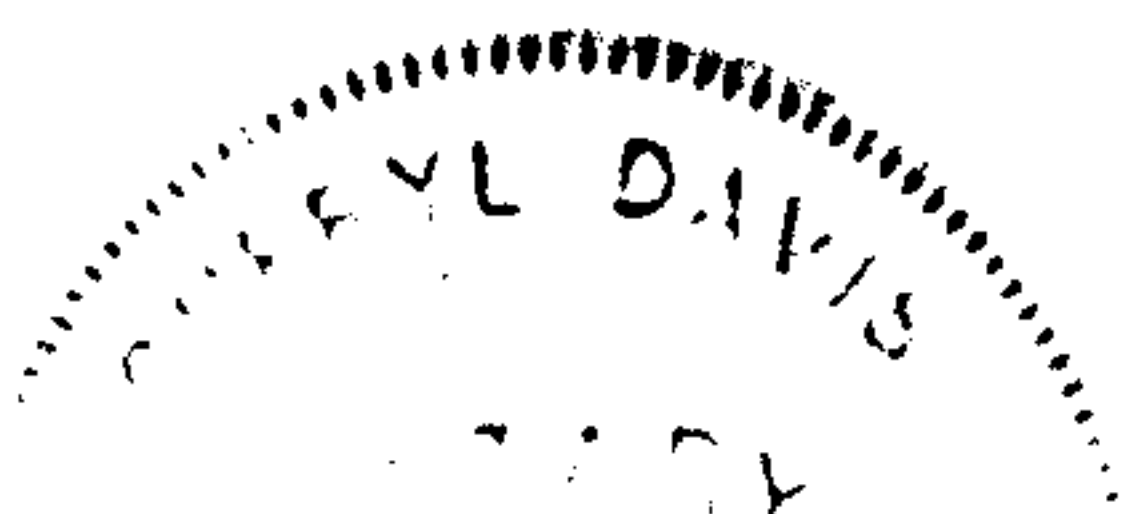
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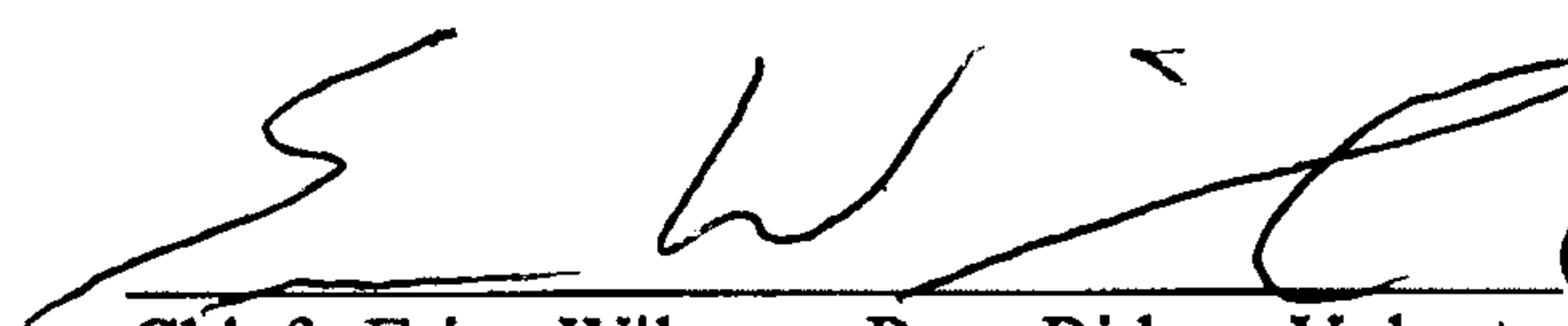


 (SEAL)
Chief William Reid, Montevallo Volunteer Fire Department

Sworn to and subscribed before me this
29th day of July, 2014.


Notary Public



 (SEAL)
Chief Eric Wilson, Pea Ridge Volunteer Fire Department & Rescue, Inc.

Sworn to and subscribed before me this
29th day of July, 2014.


Notary Public

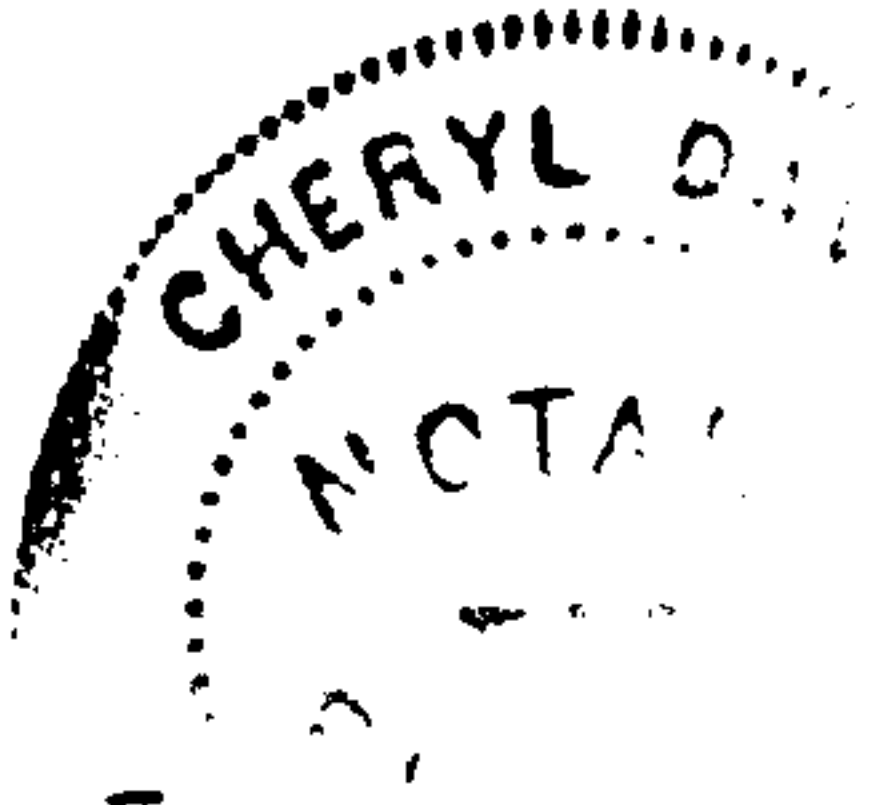


 (SEAL)
Chief Shannon Blackburn, West Shelby Fire and Rescue District, Inc.

Sworn to and subscribed before me this
29th day of July, 2014.


Notary Public


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Mark Bray (SEAL)
Chief Mark Bray, South East Shelby County
Emergency Medical Rescue

Sworn to and subscribed before me this
29th day of July, 2014.

Cheryl Davis
Notary Public

Prepared by Wallace, Ellis, Fowler, Head & Justice, P.O. Box 587, Columbiana, AL 35051

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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:

First Battalion of Shelby County

This name reservation is for the exclusive use of William R. Justice, PO Box 587,
Columbiana, AL 35051 for a period of one year beginning June 25, 2014 and
expiring June 25, 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.**

June 25, 2014

Date

A handwritten signature in black ink, appearing to read 'Jim Bennett', is written over a horizontal line.

Jim Bennett

Secretary of State