

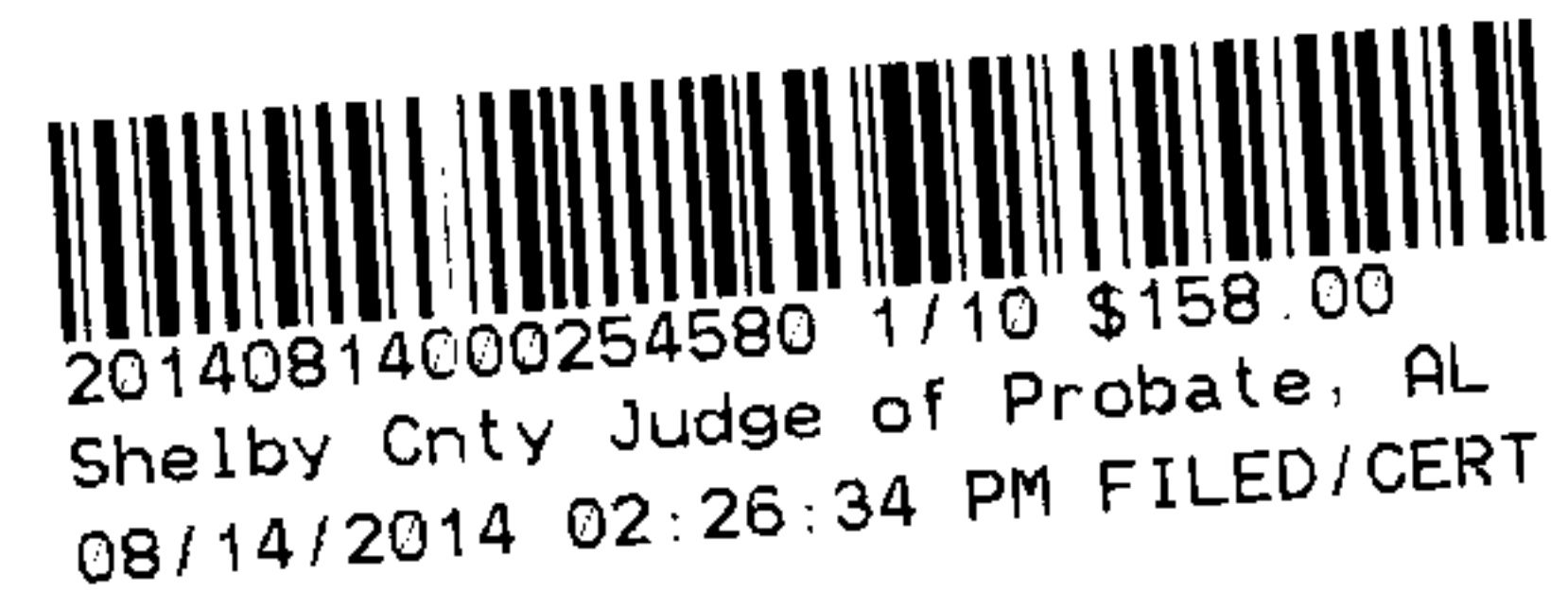
**ARTICLES OF INCORPORATION AND
CERTIFICATE OF FORMATION
OF
THE MAL AND CHARLOTTE MOORE
CRIMSON HEART FOUNDATION**

KNOW ALL MEN BY THESE PRESENTS, that the undersigned incorporator does hereby form a corporation under the Alabama Nonprofit Corporation Law, and does declare:

ARTICLE I

Name

The name of the said corporation shall be "The Mal and Charlotte Moore Crimson Heart Foundation" (the "Corporation").



ARTICLE II

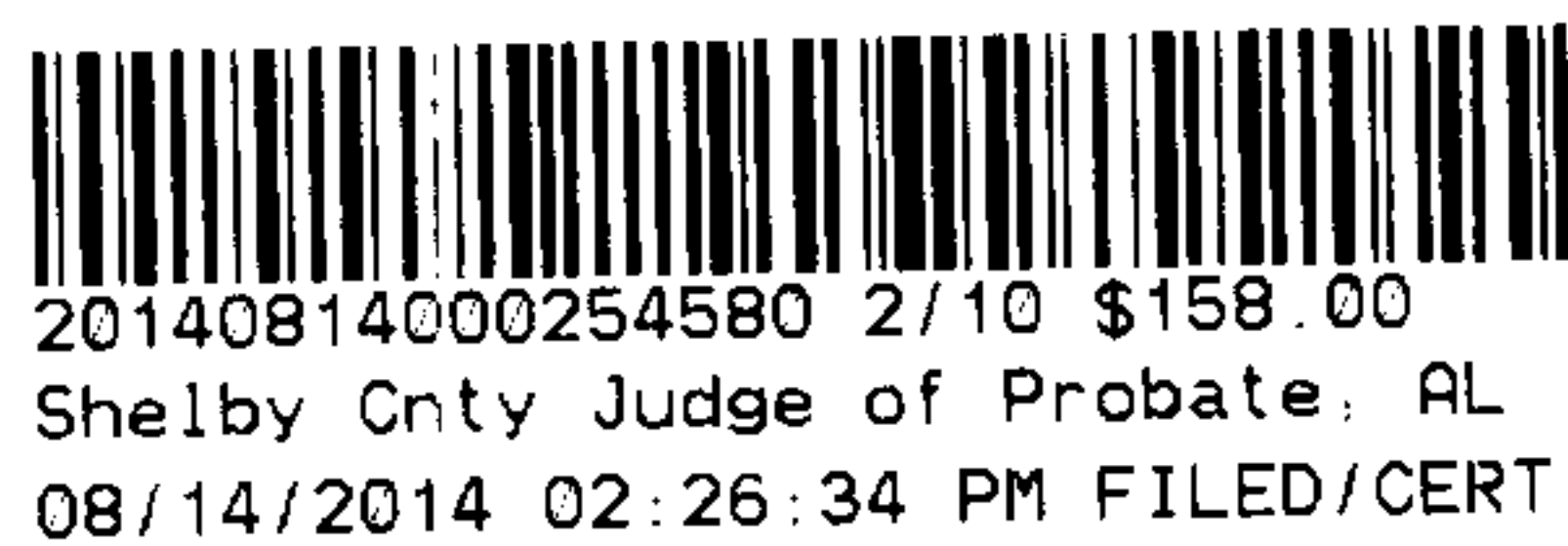
Purposes

(1) The purposes for which the Corporation is organized are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and its Regulations as they now exist or as they may hereafter be amended (the "Regulations").

(2) No part of the net earnings of the Corporation shall inure to the benefit of any Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent provided in Section 501(h) of the Code if the election provided for in such section is made), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Under no circumstances shall the Corporation make loans to officers and Directors.

(3) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and the Regulations, or (ii) by an organization to which contributions are deductible under Section 170(c)(2) of the Code and the Regulations.

(4) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as set forth in Article IV.



ARTICLE III

Powers

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers, in addition to the general powers provided by statute:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict

with the provisions of Section 501(c)(3) of the Code and the Regulations.

(5) The Corporation shall have the power to make payments for the purposes of the Corporation herein referred to out of either the principal or the income of the Corporation, and to accumulate income from the property in its possession as such, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in a denial to the Corporation of exemption under Section 501(c)(3) of the Code and the Regulations, or a denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

(6) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Code and the Regulations, and by an organization to which contributions are deductible under Section 170(c)(2) of the Code and the Regulations.


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ARTICLE IV

Duration

The duration of this Corporation shall be perpetual. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and the Regulations.

ARTICLE V

Members

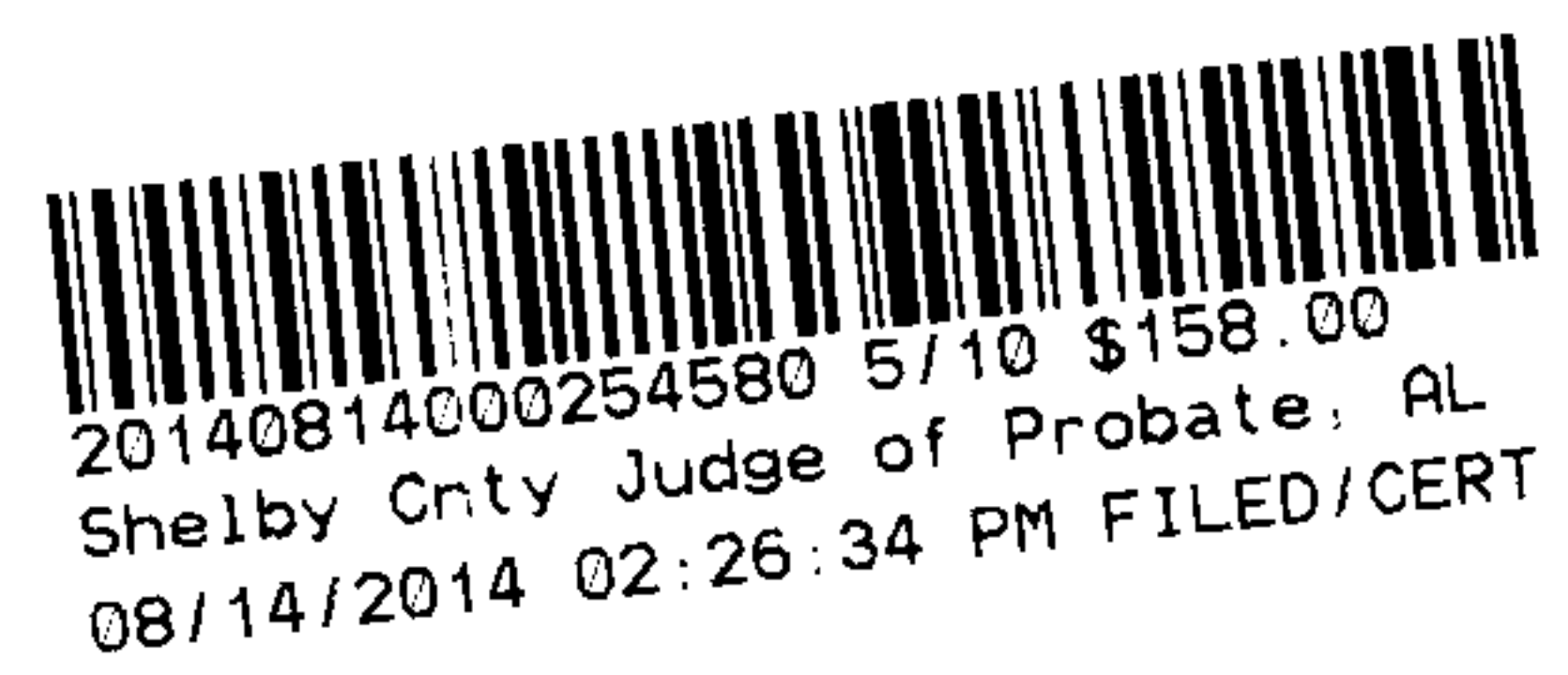
The Corporation shall have no members.

ARTICLE VI

Directors

(1) The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by the Articles of Incorporation, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of Directors of the Corporation, their terms of office, and the method of their selection and removal shall be provided for in, and determined by, the Bylaws.

(2) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the Bylaws as provided for in, and determined by, the Bylaws.



(3) The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE VII

Initial Board of Directors

The number of Directors constituting the initial Board of Directors shall be five (5), and the names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Heather Cook	6437 E. Caron Drive Paradise Valley, AZ 85253
Frank Moore	108 South Ridge Road Andalusia, AL 35404
Judy Tanner	49 Arcadia Drive Tuscaloosa, AL 35404
Steve Townsend	3856 Ripple Leaf Circle Hoover, AL 35216
E. Kirk Wood	385 Woodward Court Birmingham, AL 35242


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ARTICLE VIII

Incorporator

The name and address of the Incorporator are as follows:

NAME

Michael E. Gurley, Jr

ADDRESS

Attorney at Law
24108 Portobello Road
Birmingham, AL 35242

ARTICLE IX

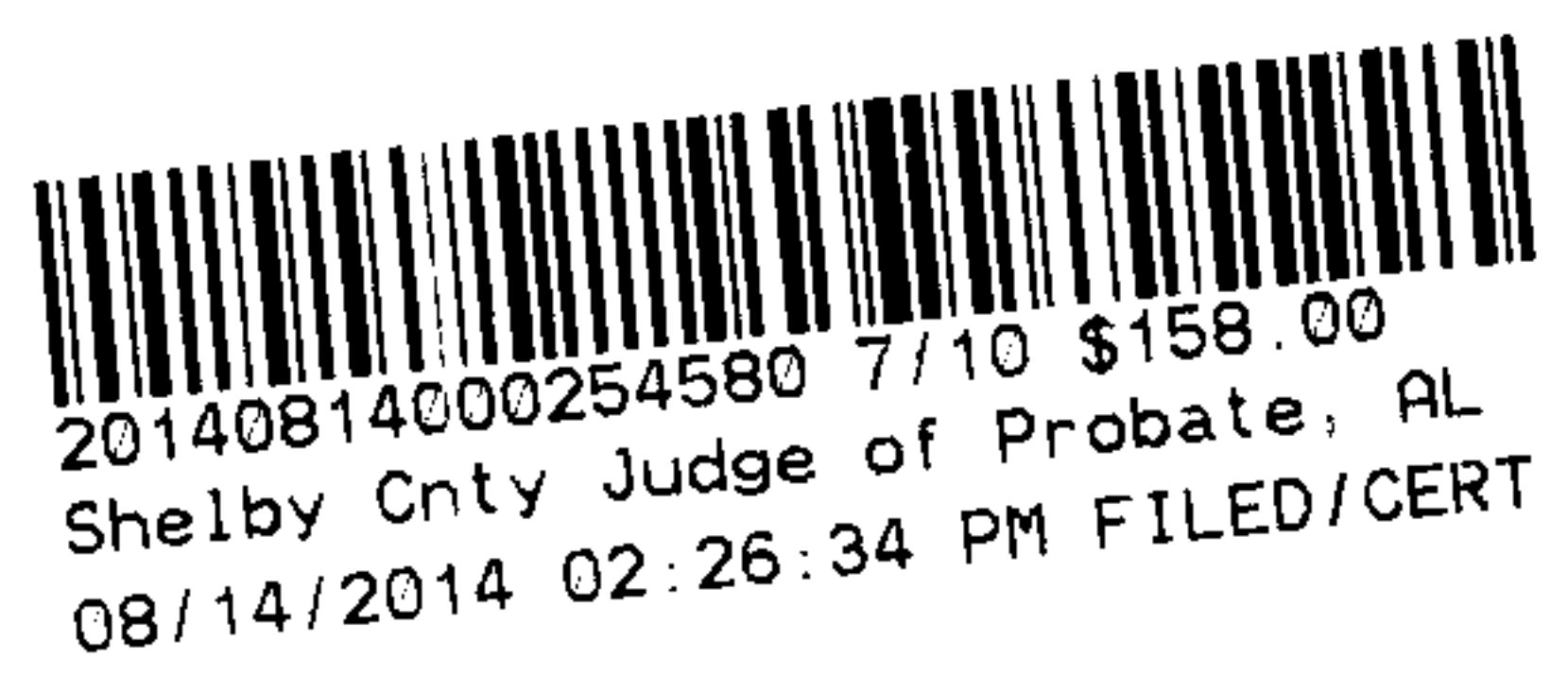
Registered Office and Agent

The address of the initial registered office of the Corporation is 385 Woodward Court Birmingham, Alabama 35242. The initial registered agent of the Corporation at such address is E. Kirk Wood.

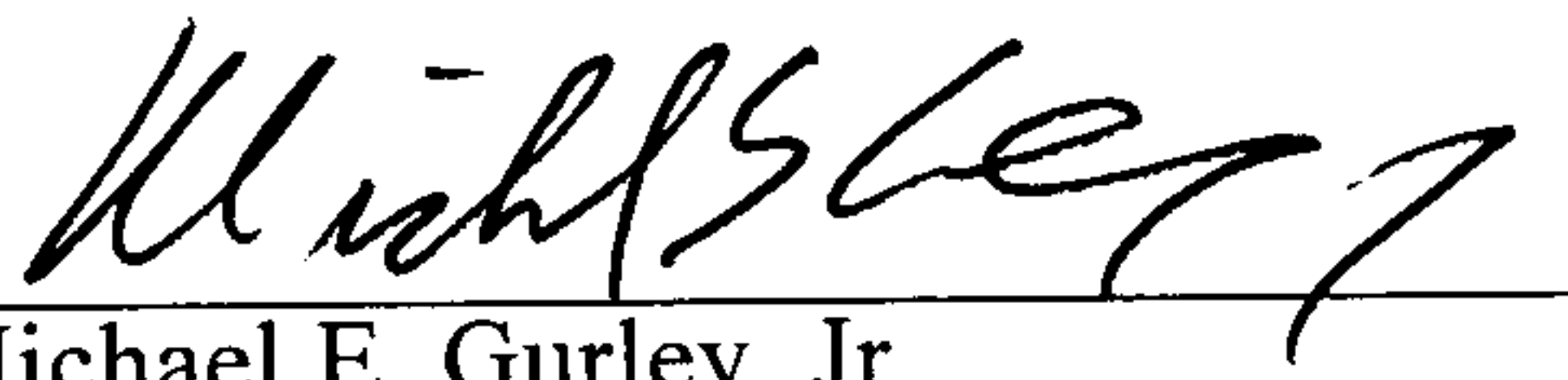
ARTICLE X

Right to Amend Provisions in Articles

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, as provided for in, and determined by, the Bylaws; provided, however, that the sole power to amend these Articles of Incorporation shall rest in the Board of Directors.



THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Nonprofit Corporation Law, has executed the foregoing Articles of Incorporation on this 13 day of August, 2014.


Michael E. Gurley, Jr

(INCORPORATOR)

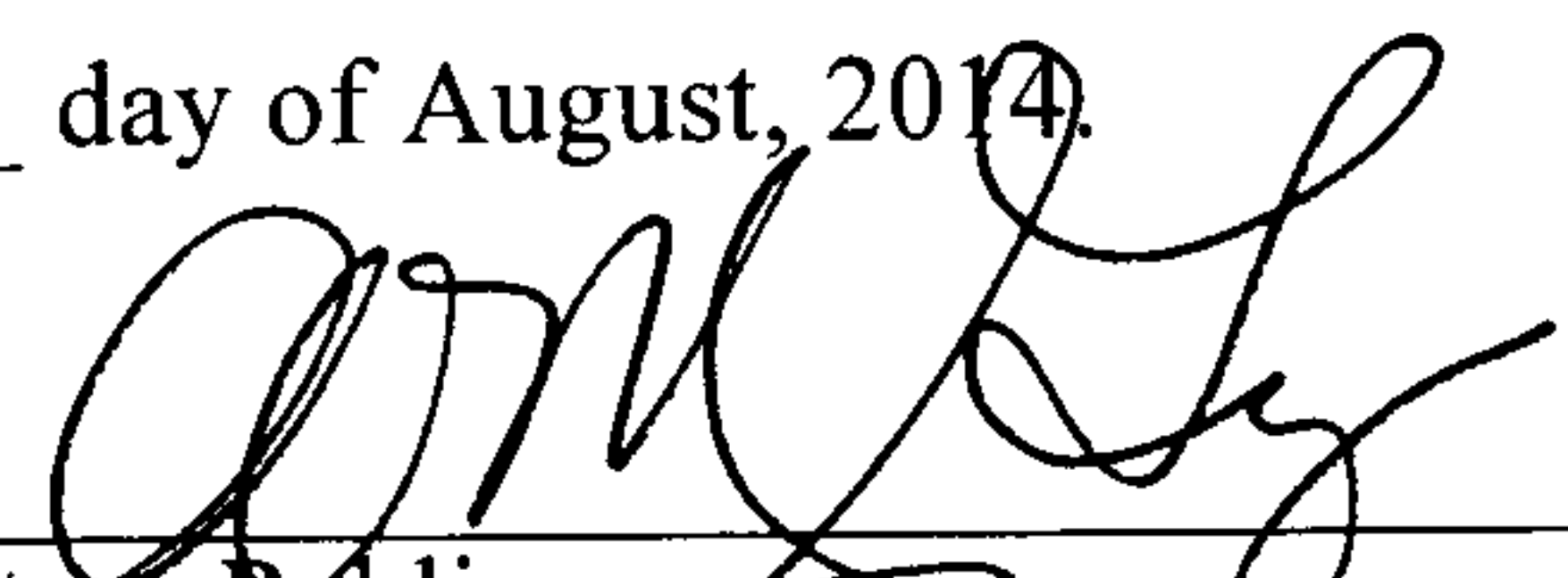

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STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned authority, a Notary Public in and for said County and said State, hereby certify that Michael E. Gurley, Jr whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance, executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 13 day of August, 2014.



Notary Public
My Commission Expires: 6-24-18

[SEAL]


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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 Mal and Charlotte Moore Crimson Heart Foundation

This name reservation is for the exclusive use of E. Kirk Wood, 385 Woodward
Ct, Birmingham, AL 35242 for a period of one year beginning August 14, 2014
and expiring August 14, 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.**

August 14, 2014

Date

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

Jim Bennett

Secretary of State