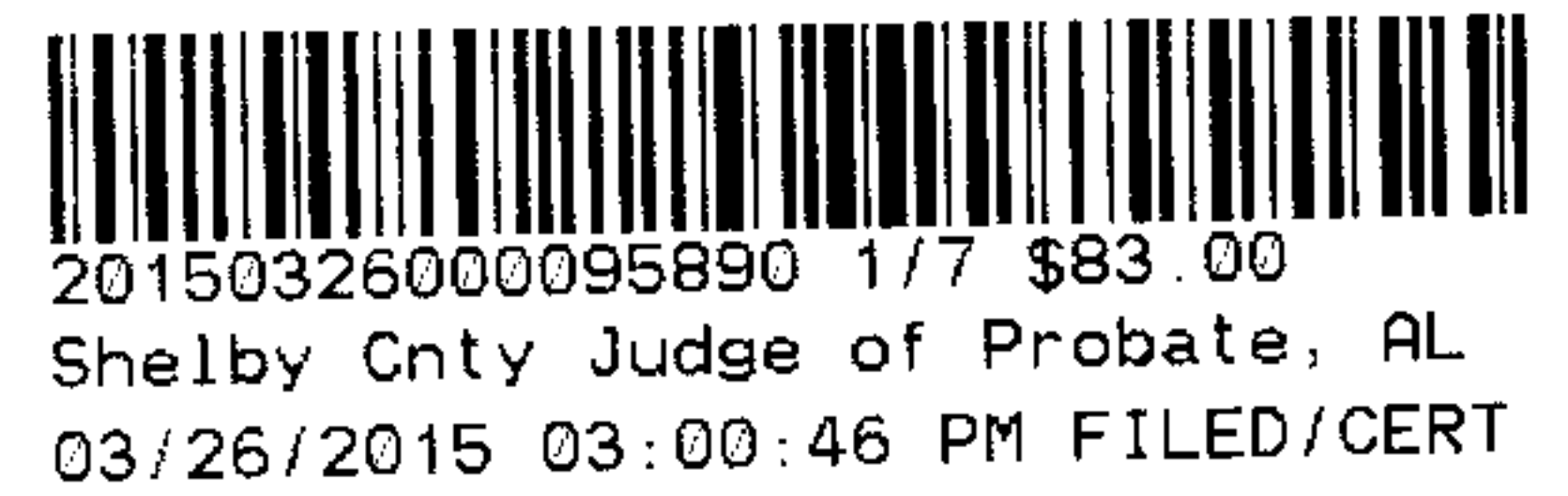


AMENDED ARTICLES OF INCORPORATION
OF
CARLY'S CLUBHOUSE, INC.



TO THE HONORABLE JUDGE OF PROBATE FOR SHELBY COUNTY:

I, the undersigned, Dustin Chandler, acting as incorporator and desiring to organize a non-profit corporation for the purposes hereinafter stated, under the laws of the State of Alabama, pursuant to the provisions of the Alabama Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such non-profit corporation:

ARTICLE ONE – CORPORATE NAME

The name of the corporation is to be **CARLY'S CLUBHOUSE, INC.** and the non-profit corporation shall be authorized to trade in said name, or to use any other trade name not now being used by any other person, firm or entity. A copy of the Name Reservation certificate from the Secretary of State is hereunto attached.

ARTICLE TWO – DURATION

The duration and term of existence of the corporation is to be perpetual.

ARTICLE THREE – PURPOSE

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the non-profit corporation purpose shall be:

(a) To engage in and own, maintain, conduct and operate a charitable playhouse center (or the like), and to provide all other services related or ancillary thereto.


(b) To prepare and deal in or with any materials, articles, or things incidental to, or required for, or useful in connection with, any of such activities.

(c) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and sell, exchange, transfer, deal in, and in any manner dispose of, real property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any may make or grant.

(d) To manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wheresoever situated.

(e) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, know how, and trade secrets, relating to or useful in connection with any business, objects or purposes of the corporation;

(f) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, or governmental subdivisions.


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(g) To have one or more offices to carry on all its operations and business without restriction or limit as to amount, in any state, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(h) To generally carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes; to engage in any lawful business or activities related to the stated purpose; and to do any of the things herein set out an such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might could or could do in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation for which corporations may be organized under the Alabama Non-Profit Corporation Act.

These clauses, and each phrase thereof, shall be construed as objects and purpose of this corporation, as well as powers and provisions for the regulation of business and the conduct of the affairs of the corporation, the directors, and stockholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the cooperation otherwise granted by law. Nothing herein contained, however, shall be construed as

authorizing this corporation to carry on the business other than that of a non-profit organization. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE FOUR – REGISTERED OFFICE

The location and mailing address of the initial registered is 2654 Inverness Point Drive, Birmingham, Alabama 35242.

ARTICLE FIVE – REGISTERED AGENT

The name and address of the initial registered agent is:

<u>Name</u>	<u>Street Address</u>
Dustin Chandler	2654 Inverness Point Drive Birmingham, Alabama 35242
	<u>Mailing Address</u>
	5184 Caldwell Mill Road Suite 204, Box 201 Birmingham, Alabama 35244

ARTICLE SIX – INCORPORATORS

The name and address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Dustin Chandler	2654 Inverness Point Drive Birmingham, Alabama 35242
	<u>Mailing Address</u>
	5184 Caldwell Mill Road Suite 204, Box 201 Birmingham, Alabama 35244



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ARTICLE SEVEN – DIRECTORS

The number of directors constituting the initial Board of Directors shall be the same number of persons listed in this Article. The name and address of each person constituting the initial Board of Directors and who are to serve as directors for the first year, or until their successors are elected and qualify are as follows:

<u>Name</u>	<u>Address</u>
Dustin Chandler	2654 Inverness Point Drive Birmingham, Alabama 35242
Kelly Windham	2432 Chandabrook Drive Pelham, Alabama 35124
Doug Clark	2617 Highway 31 South Pelham, Alabama 35124

ARTICLE EIGHT – MEMBERS

The corporation may have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation. No member, officer or Director shall be held personally responsible for the debts of the non-profit corporation.

ARTICLE NINE – OTHER PROVISIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:


1. No part of the net earnings of the corporation shall inure to any member of the

corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, 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; and

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time.

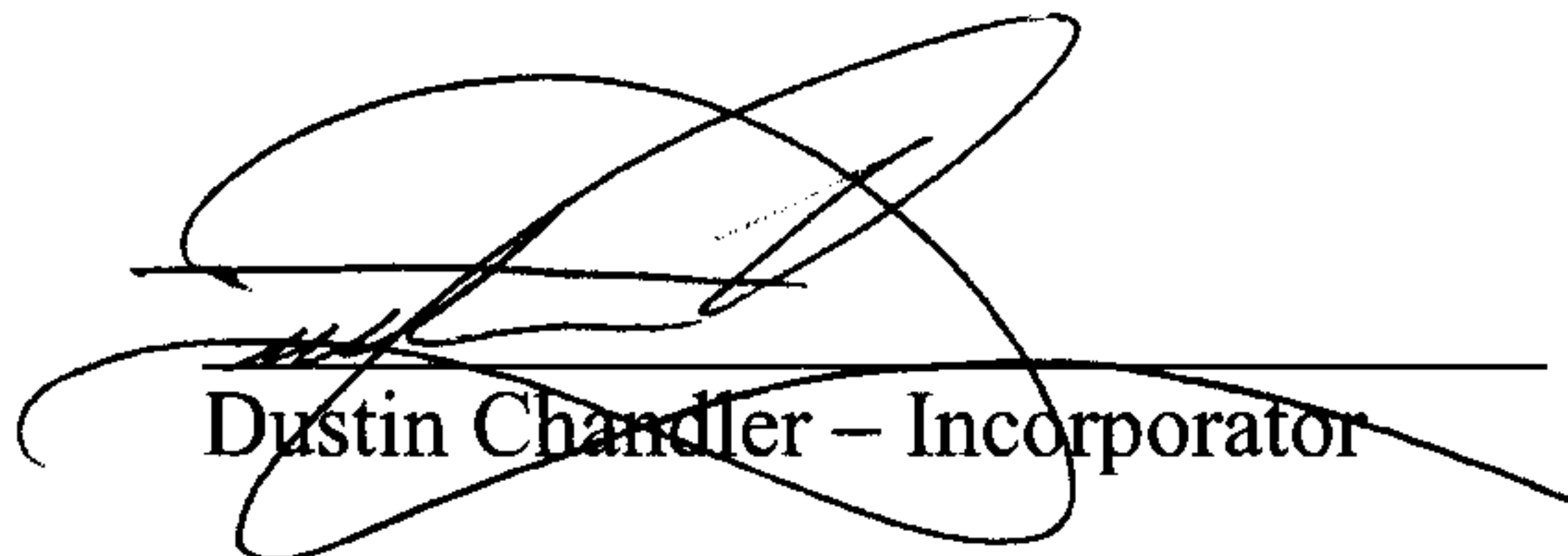
4. The corporation shall not lend any of its assets to any officer or director of this corporation unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer or director of this corporation.


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5. Upon the dissolution of this organization, 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.

5. The corporation reserves the right to alter, amend, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law.

IN WITNESS WHEREOF, the undersigned, acting as incorporators of the corporation named herein in accordance with the Alabama Non-Profit Corporation Act, execute these Articles of Incorporation this the 24 day of MARCH, 2015.


Dustin Chandler – Incorporator

Signature of Incorporator



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