

CERTIFICATE OF FORMATION

INSPERO, INC. A NON-PROFIT CORPORATION



20150910000316820 1/6 \$158.00
Shelby Cnty Judge of Probate, AL
09/10/2015 11:42:14 AM FILED/CERT

The undersigned, acting as Incorporator of a Corporation, for the purposes of forming a corporation under the Alabama Non-Profit Corporation Law, as stated herein, does hereby file and adopt the following **CERTIFICATE OF FORMATION** for such Corporation as follows:

ARTICLE ONE NAME

The name of the Corporation is: InSpero, Inc.

ARTICLE TWO REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office in the State of Alabama is:

246 Marwood Drive
Birmingham, AL 35244

The Corporation's initial registered agent at said address is: Gina Hurry.

ARTICLE THREE NAME AND ADDRESS OF INCORPORATOR

The name and address of the Incorporator is as follows:

Gregory K. Mixon
Two Perimeter Park South, Suite 550E
Birmingham, AL 35243

ARTICLE FOUR DURATION

The period of duration of the Corporation is perpetual.

ARTICLE FIVE PURPOSES

The Corporation is organized and shall be operated exclusively for charitable and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code



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including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of such Code.

Along with all other activities allowed by Section 501(c)(3) of the Internal Revenue Code and the Regulations promulgated thereunder, in extension of its charitable and educational purposes, the Corporation is authorized to seek out and care for individuals who belong in a creative community by organizing events designed to (1) bring together artists, artisans and the audiences who need the gifts of such individuals and (2) cultivate a creative community and provide opportunities for such individuals to give their creative offering both locally and globally.

The Corporation shall do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, and to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in this **CERTIFICATE OF FORMATION**, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by the laws of the State of Alabama upon a nonprofit corporation organized under the Alabama Non-Profit Corporation Law, and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided, however, that nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a nonprofit corporation organized under the Alabama Non-Profit Corporation Law, nor to engage in any activity not approved by Section 501(c)(3) of the Internal Revenue Code.

ARTICLE SIX DISSOLUTION

Upon termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such charitable purposes, or to such organization or organizations as said Court shall determine, which are organized and operated for such charitable purposes.

ARTICLE SEVEN RESTRICTIONS

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers and any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in this **CERTIFICATE OF FORMATION**.



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No substantial part (no part of the activities of a private foundation may be used to influence legislation as defined in Section 4945) of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributions of statements) any political campaign on behalf of a candidate for public office. Furthermore, no part of the activities of the Corporation is used to influence legislation as defined in Section 4945 of the Internal Revenue Code during any period the Corporation is classified as a Private Foundation under federal tax laws.

The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation (a) as a corporation exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code, or (b) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) as a non-profit corporation organized under the laws of the State of Alabama.

The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Furthermore, the Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.
- (b) Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; subject, however, to all Regulations with respect to the divestment thereof.
- (c) Make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.
- (d) Make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE EIGHT BOARD OF DIRECTORS

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all powers of the Corporation as permitted by federal law, state law, this **CERTIFICATE OF FORMATION**, and the By-Laws of the Corporation as from time to time are in effect.

The number of directors to constitute the initial Board of Directors for the Corporation is ten (10). Thereafter, the number of directors shall be fixed by, or in the manner provided in, the Corporation's By-Laws.

The initial Board of Directors of the Corporation shall be:


Nancy Carroll
3027 River Brook Lane
Birmingham, AL 35242

Bill Carroll
3027 River Brook Lane
Birmingham, AL 35242

Gina Hurry
246 Marwood Drive
Birmingham, AL 35244

Richie Salem
2732 Eastern Valley Rd.
Leeds, AL 35094

Gisela Kreglinger, PhD
Research Associate
Institute for Theology,
Imagination and the Arts
University of St. Andrews
12 Shorehead
St Andrews KY169RG
SCOTLAND



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ARTICLE NINE LIABILITY AND INDEMNIFICATION


No director or officer of the Corporation shall be personally liable for the payment of the debts of the Corporation except as such director or officer may be liable by reason of his or her own conduct or acts; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provisions of the Internal Revenue Code applicable to corporations described in Section 501(c)(3).

Subject to the provisions of the previous paragraph, the Corporation shall indemnify every director or officer, his or her heirs, executors and administrators, against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any action, suit or proceeding, civil or criminal, to which he or she may be made a party by reason of having been a trustee or officer of the Corporation.

This indemnification is being given since the Directors will be requested to act by the Corporation for the Corporation's benefit.

This indemnification shall be exclusive of other rights to which a director may be entitled.

**ARTICLE TEN
BY-LAWS**


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In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, amend, adopt, alter or repeal, from time to time, the By-Laws of the Corporation.

**ARTICLE ELEVEN
AMENDMENTS**

The Corporation reserves the right to amend, alter or repeal any provisions contained in this **CERTIFICATE OF FORMATION** in any manner now or hereafter prescribed by applicable statutes, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(3) of the Internal Revenue Code, nor shall the Purposes of the Corporation as contained in this **CERTIFICATE OF FORMATION** be amended without the unanimous vote of the Board of Directors.

**ARTICLE TWELVE
MISCELLANEOUS**

All general or specific references to the Internal Revenue Code shall be deemed 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 shall be deemed to refer to the laws of the State of Alabama as now in force or hereafter amended.

IN WITNESS WHEREOF, this **CERTIFICATE OF FORMATION** has been signed on September 10, 2015.



Gregory K. Mixon
Incorporator

John H. Merrill
Secretary of State

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P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

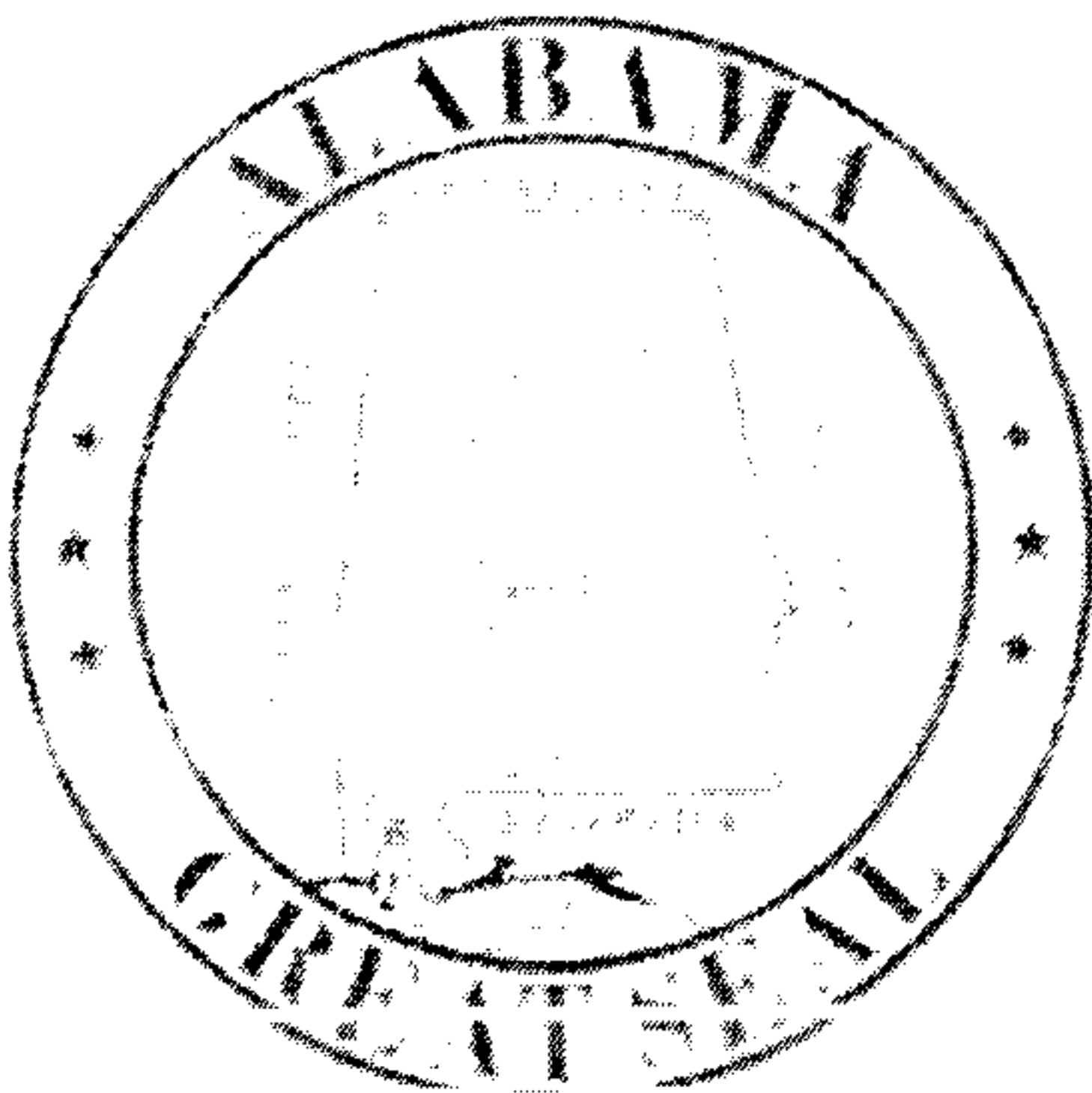
**I, John H. Merrill, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

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:

InSpero, Inc.

This name reservation is for the exclusive use of Clerestory Inc., Two Perimeter
Park South, Suite 550E, Birmingham, AL 35243 for a period of one year
beginning June 22, 2015 and expiring June 22, 2016

**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.**



RES693285

June 22, 2015

Date

J. H. Merrill

John H. Merrill

Secretary of State