

# ARTICLES OF INCORPORATION

OF


## WHOSOEVER WILL MEN'S CLASS FOUNDATION, INC.

*(an Alabama Non-Profit Corporation)*

*(Pursuant to the Provisions of the Alabama Non-Profit Corporation Act)*

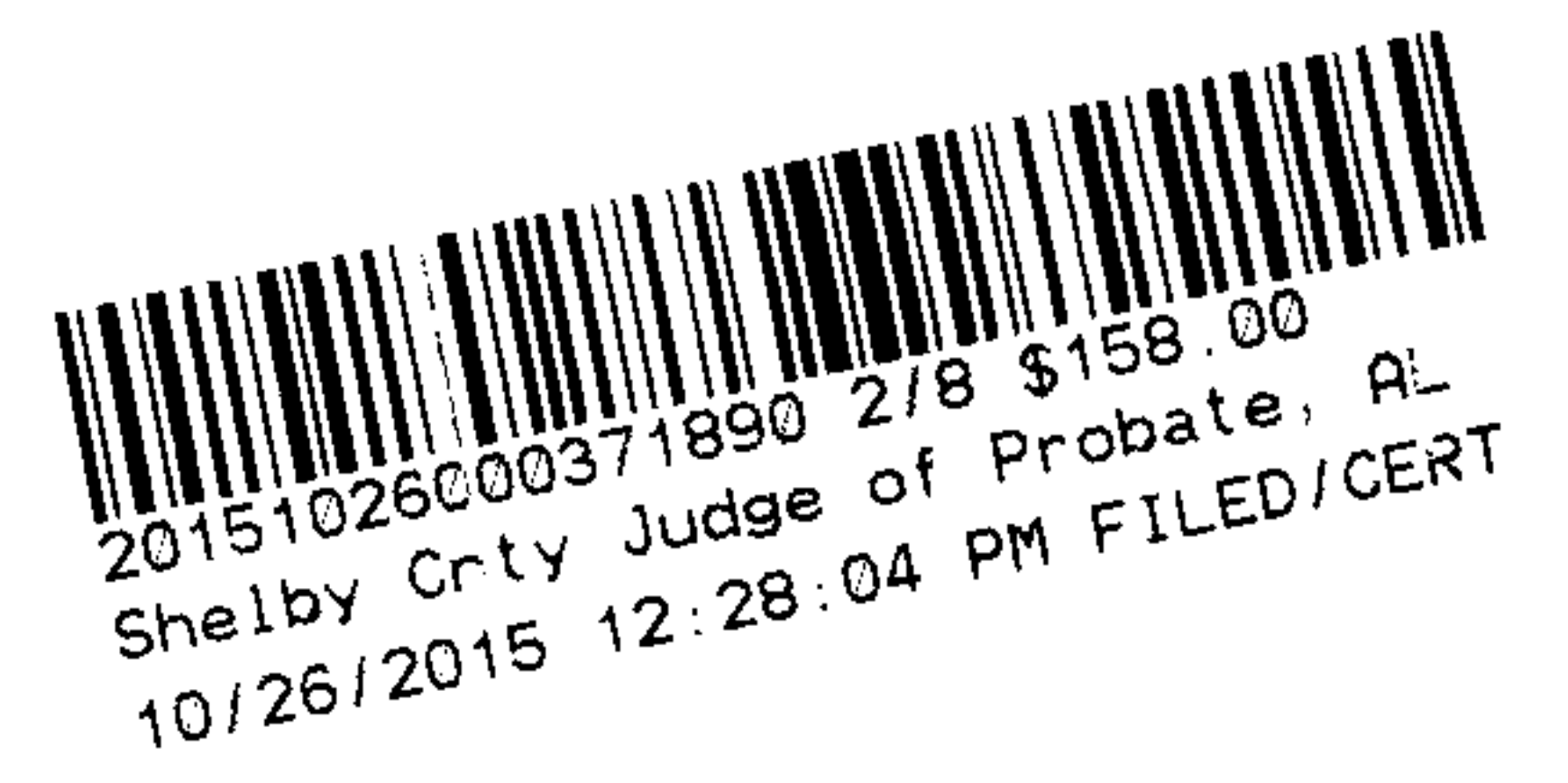
The undersigned have this day associated themselves for the purpose of forming a non-profit corporation under the laws of Alabama and adopt the following Articles of Incorporation.

1. **Name.** The name of this corporation is Whosoever Will Men's Class Foundation, Inc.
2. **Duration.** The duration of the corporation shall be perpetual.
3. **Tax-Exempt Status.** The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, or to foster local, state or national religious and educational activities, that qualify as exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
4. **Tax-Exempt Status for Religions/Educational Association.** This corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax-exempt status of the corporation under §501(c)(3) of the Internal Revenue Code and its regulations, as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the corporation, current or accumulated, shall inure to the benefit of any private individual.
5. **Purpose of Non-Profit Corporation.** The purpose of this corporation shall be as follows: To promote, support, and spread the Gospel of Jesus Christ and perform acts of charity based upon Christian principles. The mission of the corporation will be to follow the teachings of Jesus Christ and to reach out to men, inviting them to a place wherein they can find grace and learn of the means by which one

  
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becomes a Godly man. The primary focus of the corporation shall be upon the Word of God and the eternal souls of men. Members, guests and invitees will study God's Word in an informal setting, and will render aid and assistance to people within the general community through a wide range of class service projects for the term of the duration of the corporation, as well as participating in other charitable and eelymosonary endeavors.

6. **Powers.** In furtherance of its objectives and to provide funds therefor, this corporation shall have the capacity and power to do any and all things necessary and appropriate to the accomplishment of said objectives, including but not limited to:
- a. To hold, manage and administer any and all real and personal property of every kind and description acquired by the corporation; to use and apply the whole or part of the income therefrom and the principal interest thereof exclusively for charitable, religious, scientific, literary or educational purposes, or to foster local, state or national sports competition, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
  - b. To accept and receive by gift, devise, bequest or otherwise for the uses and purposes of this corporation, any property -- real, personal or mixed -- of any kind, nature or description.
  - c. To acquire by purchase, lease or otherwise; to own, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.
  - d. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant; provided, however, that such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
  - e. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administrate, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes with any and all governmental, charitable, educational, or scientific organizations.
  - f. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all its corporate real or personal property or both.
  - g. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation



to, the right to vote any share of stock which may be held by this corporation.

- h. To act as trustee of funds for trusts created solely for charitable, religious, scientific, literary or educational purposes, as shall be in furtherance of the purposes and objectives of this corporation.
- i. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- j. No substantial part of the activities of this corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- k. To hold meetings, lectures, and other educational, business, and social programs, to engage speakers, to compile and distribute information, and to provide printed material, forms, recordings, and other presentations or materials for the benefit of the members and/or the public.
- l. To collect dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge, and otherwise charge any or all its properties, rights, privileges, and assets to secure the payment thereof.
- m. To establish terms and conditions of membership in the corporation.
- n. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

7. **Non-Profit Status.** This corporation shall be a non-profit corporation and shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the directors, officers, or members thereof. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member of this corporation or any private individual, provided, however, that reasonable



compensation may be paid for services rendered to this corporation in the furtherance of its purposes.

8. **Directors.** The number of Directors to be elected at the first meeting shall be five (5) and the Board of Directors shall, at all times, consist of a minimum of five (5) members and a maximum of ten (10) members.
9. **Registered Agent.** This corporation appoints Mark Cubine, who is a bona fide resident of the State of Alabama, as its Registered Agent in and for the State of Alabama, to serve in such capacity. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing of a statement with the Alabama Secretary of State. The location and mailing address of the corporation's initial registered office shall be: 1371 Hwy. 468, Vincent, Alabama 35178.
10. **Board of Directors.** The number of Directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of Directors, the additional Directors may be elected by the Directors or by the members at an annual or special meeting, as shall be provided in the by-laws.

The names and addresses of the members of the initial Board of Directors, who shall serve for the below designated terms, or until their successors are qualified according to the by-laws, are:

For a term expiring December 31, 2018:

**Jim Hare**  
**P. O. Box 6192**  
**Talladega, AL 35161**

For a term expiring December 31, 2016:


**Mark Cubine**  
**1371 Hwy. 468**  
**Vincent, AL 35178**

For a term expiring December 31, 2020:

**Mike Perry**  
**575 Creekside Circle**  
**Talladega, AL 35160**

For a term expiring December 31, 2017:

**Hugh Sims**  
**704 Cedar Street**  
**Talladega, AL 35160**

  
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For a term expiring December 31, 2019:

**Jodie Townsend**  
**609 Parkway West Apt. B**  
**Talladega, AL 35160**

The Board of Directors shall have full power to adopt, alter and amend the by-laws of this corporation and to make proper rules and regulations for the transaction of its affairs.

11. **Incorporators.** The names and addresses of the undersigned incorporators are:

**Jim Hare**  
**P. O. Box 6192**  
**Talladega, AL 35161**

**Mark Cubine**  
**1371 Hwy. 468**  
**Vincent, AL 35178**

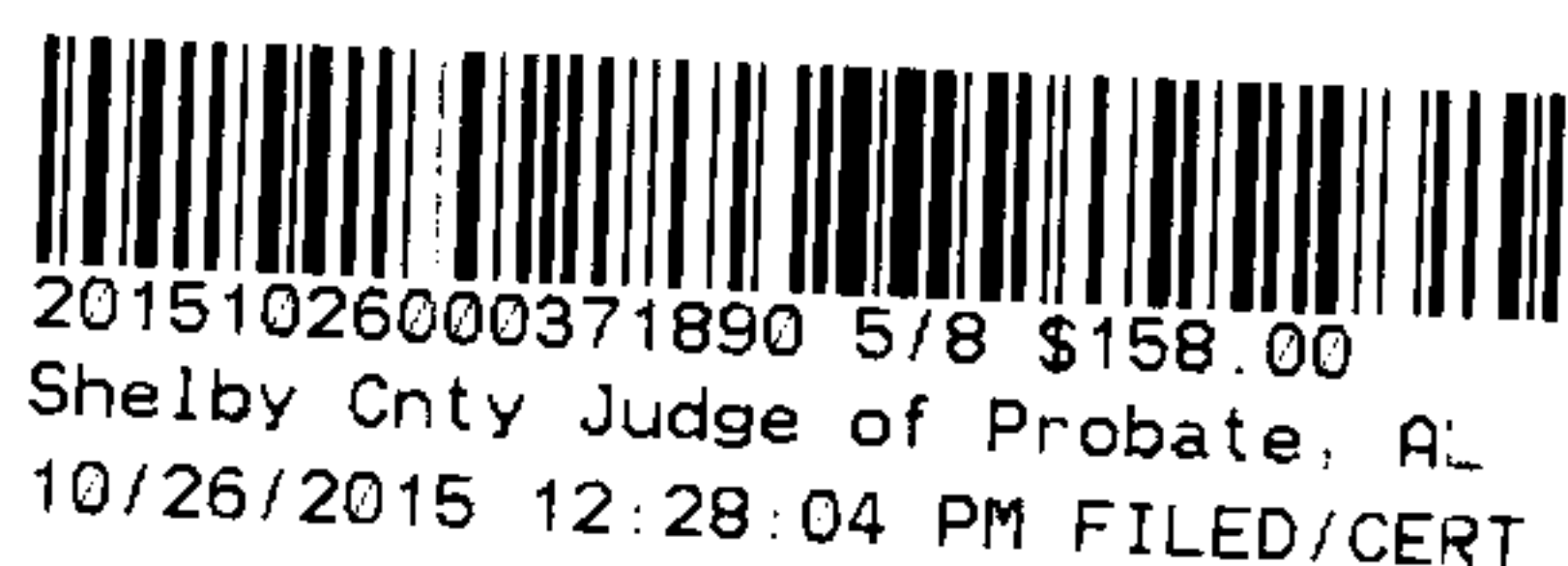
**Mike Perry**  
**575 Creekside Circle**  
**Talladega, AL 35160**

**Hugh Sims**  
**704 Cedar Street**  
**Talladega, AL 35160**

**Jodie Townsend**  
**609 Parkway West Apt. B**  
**Talladega, AL 35160**

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Alabama Secretary of State for filing.

12. **Indemnification of Officers, Directors, Employees, and Agents.** Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former Directors, officers, employees and agents against all expenses incurred by them and each of them including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of services or employment as Director, officer, employee or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is



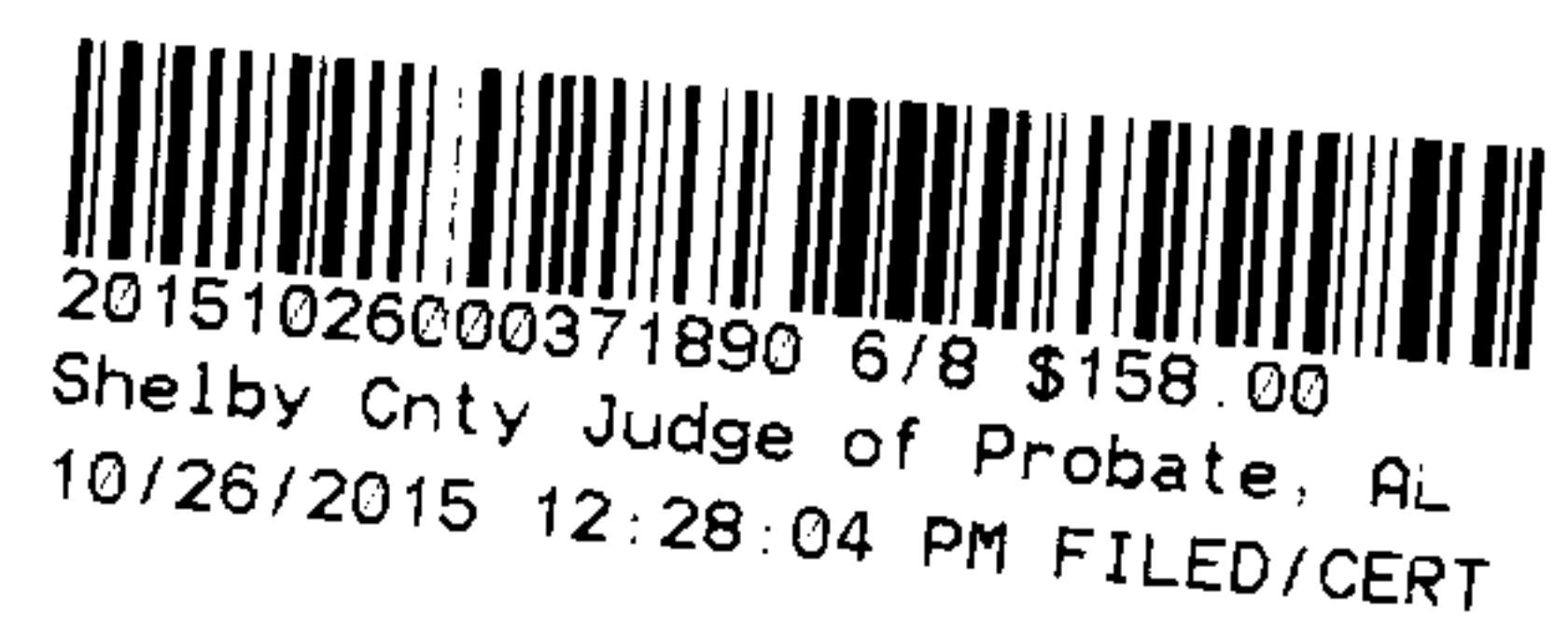
approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person, or entity.

Whenever any existing or former Director, officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her services or employment as a Director, officer employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933, as amended, and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation at its own expense and through counsel of its own choosing, to defend him or her in the action.

13. **Amendment of Articles of Incorporation.** These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of this corporation at a meeting called for that purpose; provided, however, that in no event shall the purposes of this corporation be changed, and Articles 6, 12 and 15 hereof shall not be altered or amended in any manner or way whatsoever.
14. **Members.** The corporation shall have one class of voting members, all of whom shall be listed upon a current membership role of the corporation, and each of whom shall be in good standing with the corporation, having complied with the by-laws and all rules and regulations set forth by the corporate body. The designation of class or classes, the manner of election or appointment and the qualification and rights of the members of each class shall be set forth in the by-laws of the corporation.


Any provision that is not inconsistent with the law for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation, may be added.



15. **Distribution Upon Dissolution.** Upon dissolution of Shelby Academy Athletic Boosters Club, Inc. (an Alabama Non-Profit Corporation), all of the assets of said corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e.: charitable, educational, religious or scientific; or pursuant to any corresponding section of any future federal tax code, or such assets shall be distributed to the federal government, or to a state or local government for public purposes.

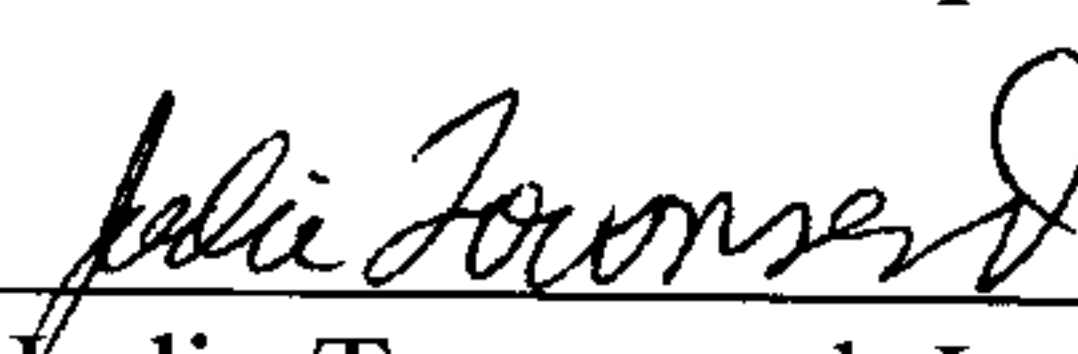
WE THE UNDERSIGNED, for the purpose of forming a non-profit corporation under the laws of the State of Alabama, certify that the facts herein stated are true, and have accordingly hereunto set our hands this 25<sup>TH</sup> day of OCTOBER, 2015.

  
\_\_\_\_\_  
Jim Hare, Incorporator

  
\_\_\_\_\_  
Mark Cubine, Incorporator


  
\_\_\_\_\_  
Mike Perry, Incorporator

  
\_\_\_\_\_  
Hugh Sims, Incorporator

  
\_\_\_\_\_  
Jodie Townsend, Incorporator

THIS DOCUMENT PREPARED BY:

Mitchell A. Spears  
Attorney at Law  
P. O. Box 119  
Montevallo, AL 35115  
(205) 665-5076

  
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John H. Merrill  
Secretary of State

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:

**Whosoever Will Men's Class Foundation, Inc.**

This name reservation is for the exclusive use of Mitchell A. Spears, P O Box 119, Montevallo, AL 35115 for a period of one year beginning September 10, 2015 and expiring September 10, 2016



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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.**



September 10, 2015

Date

RES700868

John H. Merrill

Secretary of State