

STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION  
CERTIFICATE OF FORMATION

PURPOSE: In order to form a Nonprofit Corporation under Section 10A-1-3.05 and 10A-3-3.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's initial registered office is located. **The information required in this form is required by Title 10A.**

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's registered office is/will be located. Contact the Judge of Probate's Office to determine the county filing fees. **Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. Once the Secretary of State's Office has indexed the filing the information will appear at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your corporation will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

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(For County Probate Office Use Only)

**This form must be typed or laser printed.**

1. The name of the corporation: Foster The Future - Alabama
2. **A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.**
3. This nonprofit corporation (MUST check one):  
☐ has Members or ☒ has no Members

(For SOS Office Use Only)

This form was prepared by: (type name and full address)

Aaron D. Ashcraft 2501 20th Place S. Birmingham AL 35242

# DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

4. Street (**No PO Boxes**) address of principal office of the corporation: 4117 Heritage Oaks Cir

Birmingham AL 35242

Mailing address of principal office (if different from street address): 1401 Doug Baker Blvd Ste 107-175

Birmingham AL 35242

5. The name of the Registered Agent: Aaron Ashcraft

6. Street (**No PO Boxes**) address of Registered Agent (if different from principal office address):

2501 20th Place South, Birmingham AL 35223

Mailing address of Registered Agent (if different from street address): \_\_\_\_\_

7. Purpose for which corporation is formed: The purpose for which the corporation is organized is to provide therapy

services to children in foster care; the purpose includes the transaction of any lawful business for which nonprofit corporations may be incorporated in Alabama under Title 10A, Chapter 3 of the Code of Alabama.

8. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

9. The name(s) of the Incorporator(s): Rachel Ashcraft

Street (**No PO Boxes**) address of Incorporator(s): 4117 Heritage Oaks Cir

Birmingham AL 35242 Mailing address of Incorporator(s) – (if different from street address): \_\_\_\_\_

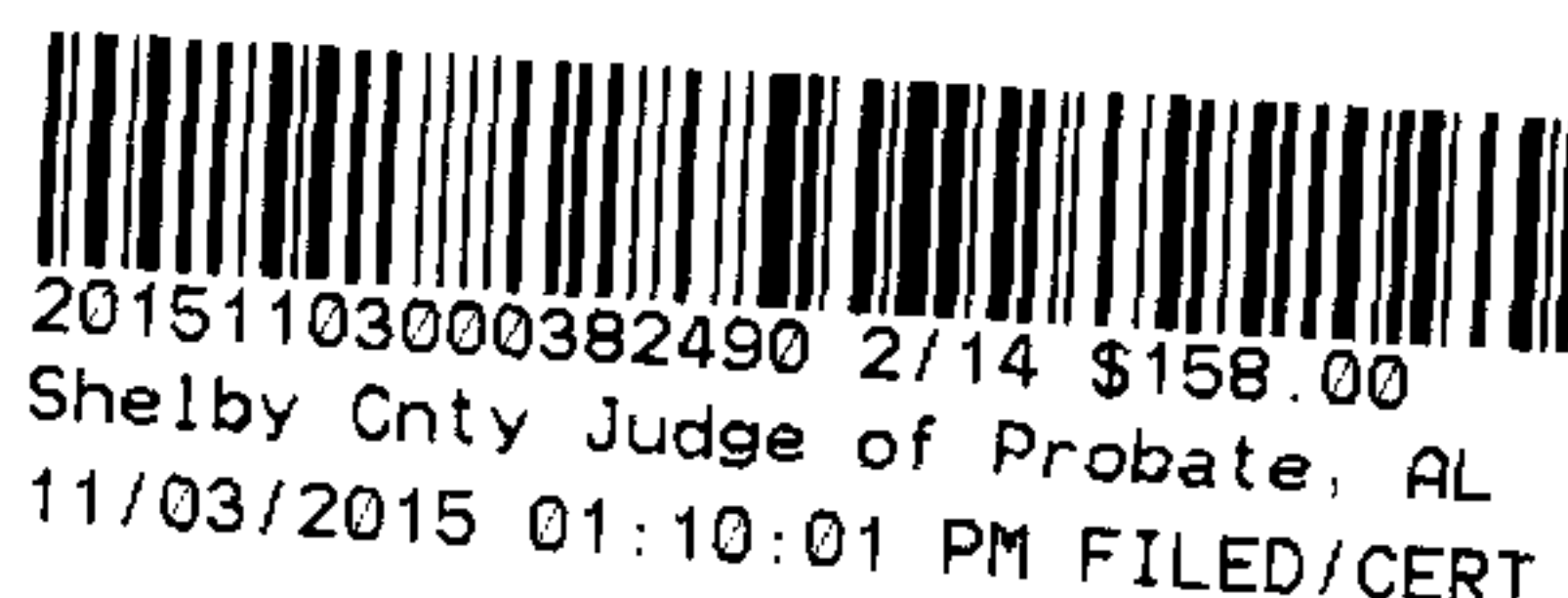
**Attach a listing if more Incorporators need to be added (type “see attached” in the name line).**

10. The number of Directors constituting the initial Board of Directors is 3. The initial Directors names and addresses must be listed in this Certificate of Formation.

Director's Name: Rachel Ashcraft

Street (**No PO Boxes**) address of Director: 4117 Heritage Oaks Cir

Birmingham AL 35242 Mailing address of Director(s) - (if different from street address): \_\_\_\_\_





**DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION**

Director's Name: Aaron Ashcraft

Street (**No PO Boxes**) address of Director: 2501 20th PLace South

Birmingham AL 35223 Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_

Director's Name: Sarah Tucker

Street (**No PO Boxes**) address of Director: SHPB 353 1720 2nd Ave South

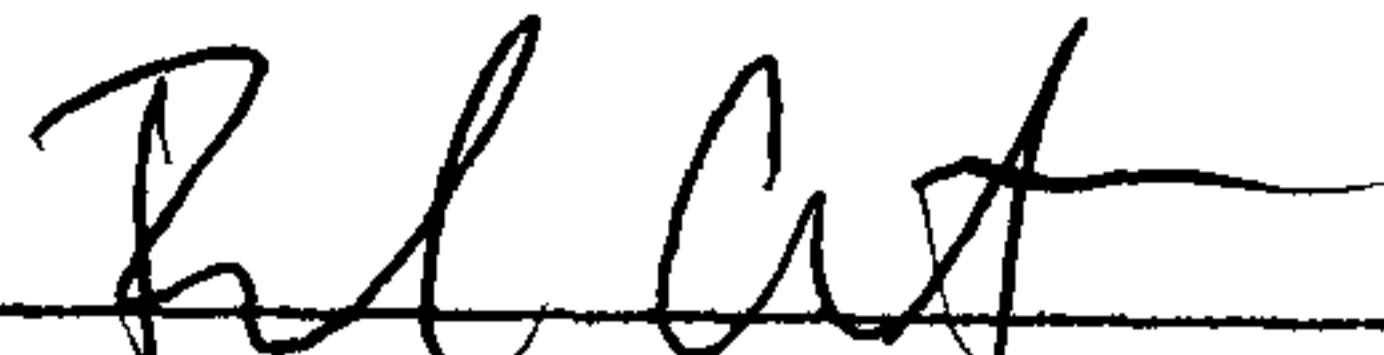
Birmingham, Alabama 35294 Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_

**Attach listing if more Directors need to be added (type "see attached" in the name line for the first Director on this form).**

11. Unless an attachment to this Certificate of Formation provides that a change in the number of directors shall be made only by amendment to the Certificate of Formation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the Certificate of Formation is inconsistent with a bylaw, the provision of the Certificate of Formation shall be controlling.

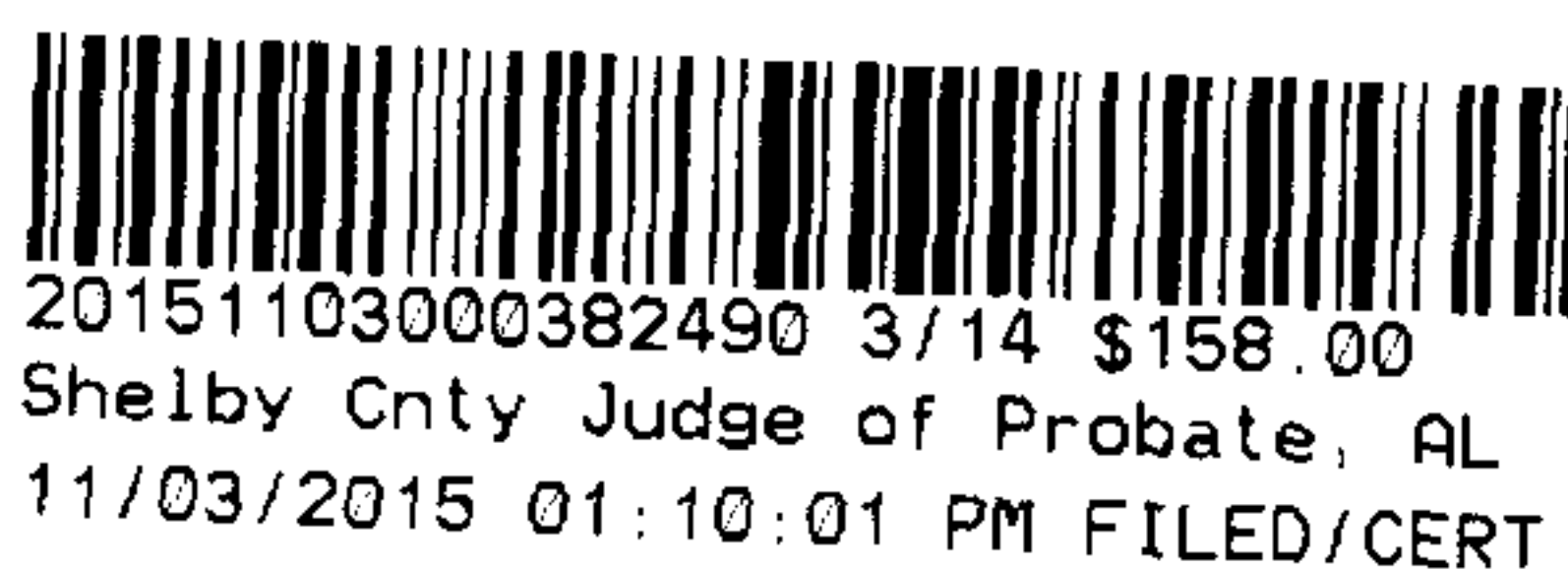
☒ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or regulation of the internal affairs of the nonprofit corporation, including any provisions for distribution of assets on dissolution or final liquidation.

10 / 7 / 2015  
Date (MM/DD/YYYY)

  
Signature as required by 10A-1-3.04

Rachel Ashcraft  
Typed Name of Above Signature

Incorporator  
Typed Title/Capacity to Sign under 10A-1-3.04



## ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Alabama street address of the initial registered agent is:

Aaron Ashcraft  
2501 20th Place South  
Birmingham, Alabama 35242

## ARTICLE VI. INCORPORATOR

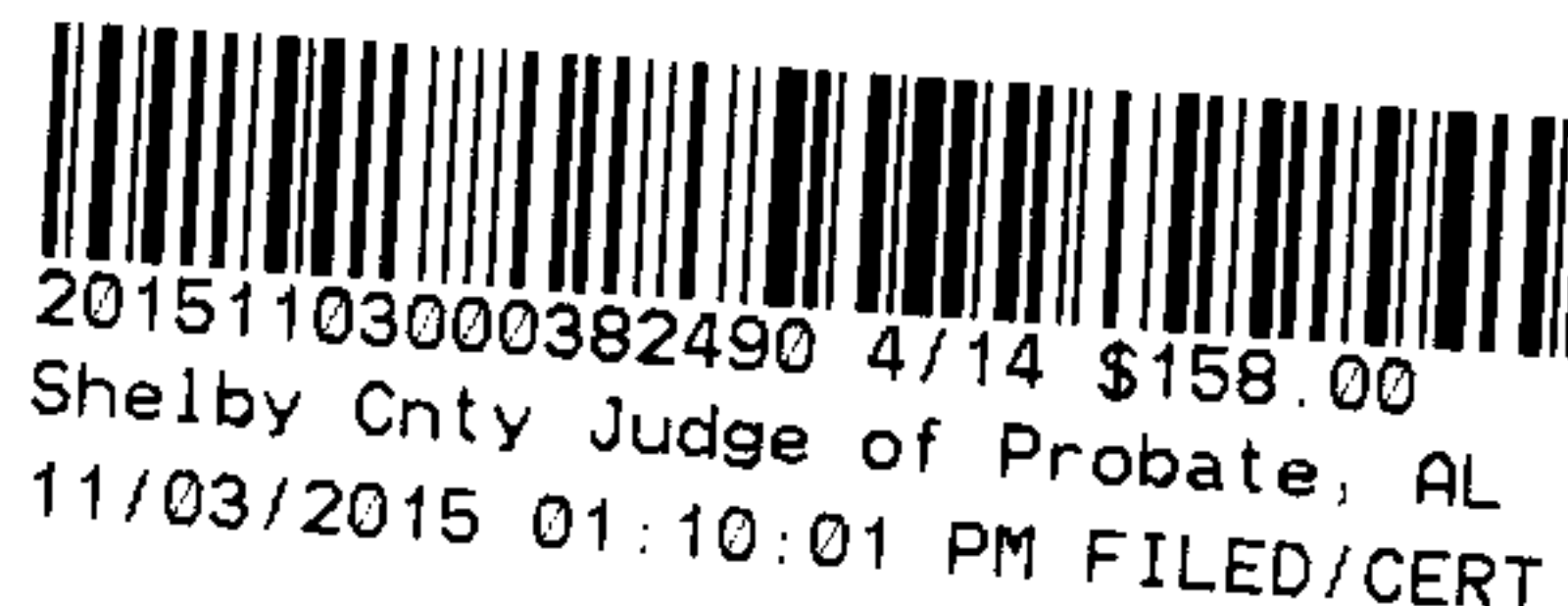
The name and address of the Incorporator to these Articles of Incorporation:

Rachel Ashcraft  
4117 Heritage Oaks Cir  
Birmingham, Alabama

## ARTICLE VII. CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Alabama, the following limitations of power shall apply:

- a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").
- b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).





## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Alabama Nonprofit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

### ARTICLE I. NAME

The name of the corporation shall be: Foster The Future - Alabama

### ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

Foster The Future - Alabama  
1401 Doug Baker Blvd Ste 107-175  
Birmingham AL 35242

### ARTICLE III. PURPOSE(S)

The purpose for which the corporation is organized is to provide therapy services to children in foster care. The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### 1. Mission + Vision Statements

##### 1. MISSION

Our mission includes identifying and allowing provision for appropriate and quality services and opportunities that would otherwise be unavailable to children currently or previously in foster care. Therefore, providing opportunities enabling the child to meet their fullest potential in home, school, and community settings.

##### 2. VISION

We envision ourselves to be an organization that promotes health and wellness among Alabama's foster youth by allowing provision of meaningful participation in social, community, home, and school environments.

### ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the By Laws.




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- c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Phil Art Nov 1, 2015  
Signature/Incorporator Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature] 11/1/2015  
Signature/Registered Agent Date

  
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## **BYLAWS**

### **ARTICLE 1.**

#### **Section 1 Purposes**

This Corporation will have the purposes stated in its Articles of Incorporation, as they now exist or are hereafter amended.

### **ARTICLE 2.**

#### **Board of Directors**

##### **Section 2.1 Membership and Election.**

The Board of Directors shall be composed of not less than three (3) individuals, the Board shall be elected annually by the existing Board of Directors. A Board of Directors member may vote for himself. The exact number of members shall be set by the Board of Directors annually.

##### **Section 2.2 Duties**

The business and affairs of this Corporation and the general policies to be followed by the Corporation shall be the responsibility of the Board of Directors.

##### **Section 2.3 Term of Office**

The Board of Directors members shall be elected at the first annual meeting and shall hold office for a term of one year.



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## Section 2.4 Meetings

2.4.1 The annual meeting of the Board of Directors will be held at a time and place selected by the Board of Directors.

2.4.2 One or more regular meetings shall be held during the year as set by the Board of Directors.

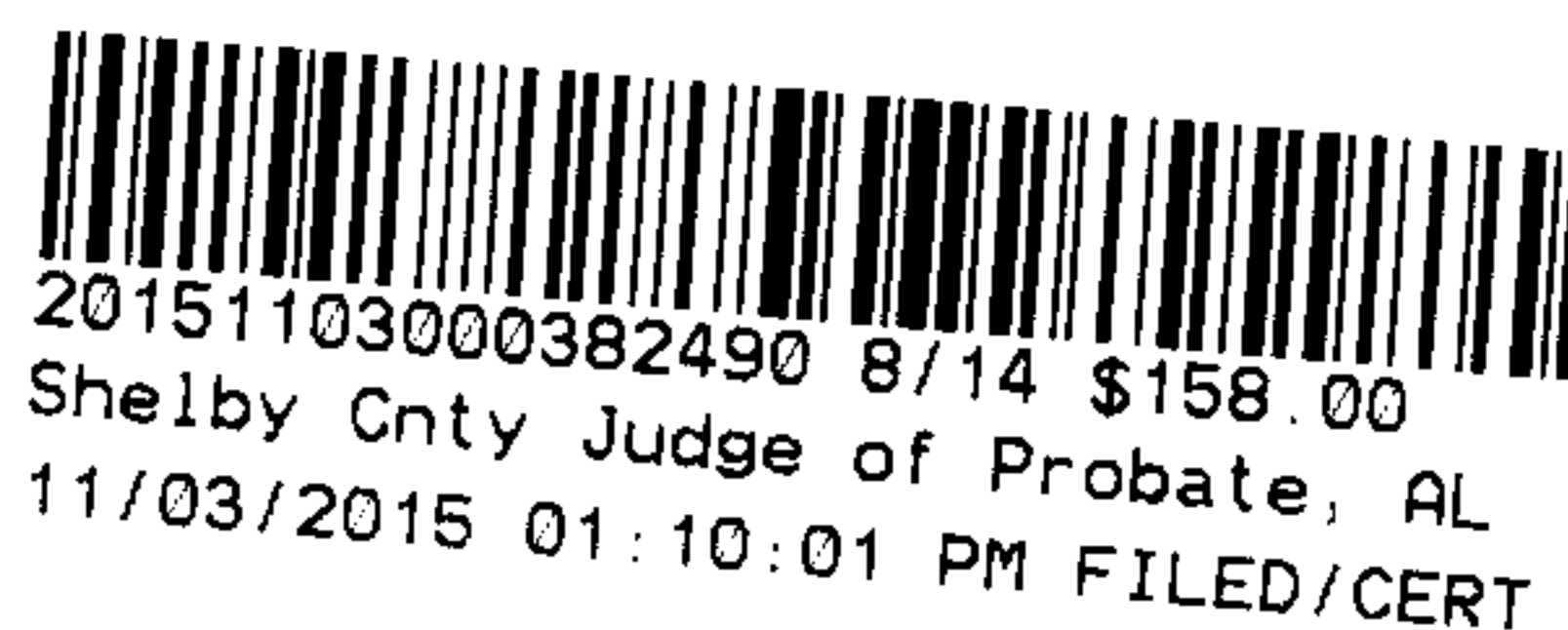
2.4.3 Special meetings shall be held at the call of the President or by a written request of more than 50% of the members of the Board of Directors.

2.4.4 Action By Directors Without A Meeting: Any action taken at a meeting of the Directors of the Corporation may be taken without a meeting if a consent in writing setting forth the actions so to be taken is signed by all the Directors, and filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote of the Board of Directors or a committee thereof at a duly called and convened meeting thereof. Action taken under this Section is effective when the last Director signs the consent, unless the consent specifies an effective date.

2.4.5 Participation Of Directors By Means Of Communications Equipment: Members of the Board of Directors, or of any committee thereof, shall be deemed present at a meeting of such Board of Directors or committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

## Section 2.5 Notices

2.5.1 Written Notices of any annual meeting shall be provided to all members of the Board of Directors at least seven (7) days prior to such meeting, at their address as listed on the books of the Board of Directors.





2.5.2 Written Notices of any regular meeting or special meeting shall be provided to all members of the Board of Directors at least three (3) days prior to such meeting, at their address as listed on the books of the Board of Directors.

2.5.3 Notice may be made by facsimile, electronic mail or U.S. mail. The date of the notice shall be the date sent if via facsimile or electronic mail, or the third day following deposit in U.S. mail with adequate postage.

#### Section 2.6 Quorum

A majority of the Board of Directors then serving shall constitute a quorum of the Board of Directors. Should the number of members be three, then all members of the Board of Directors shall constitute a quorum.

#### Section 2.7 Vacancies

Vacancies on the Board of Directors shall be filled by the remaining members of the Board of Directors.

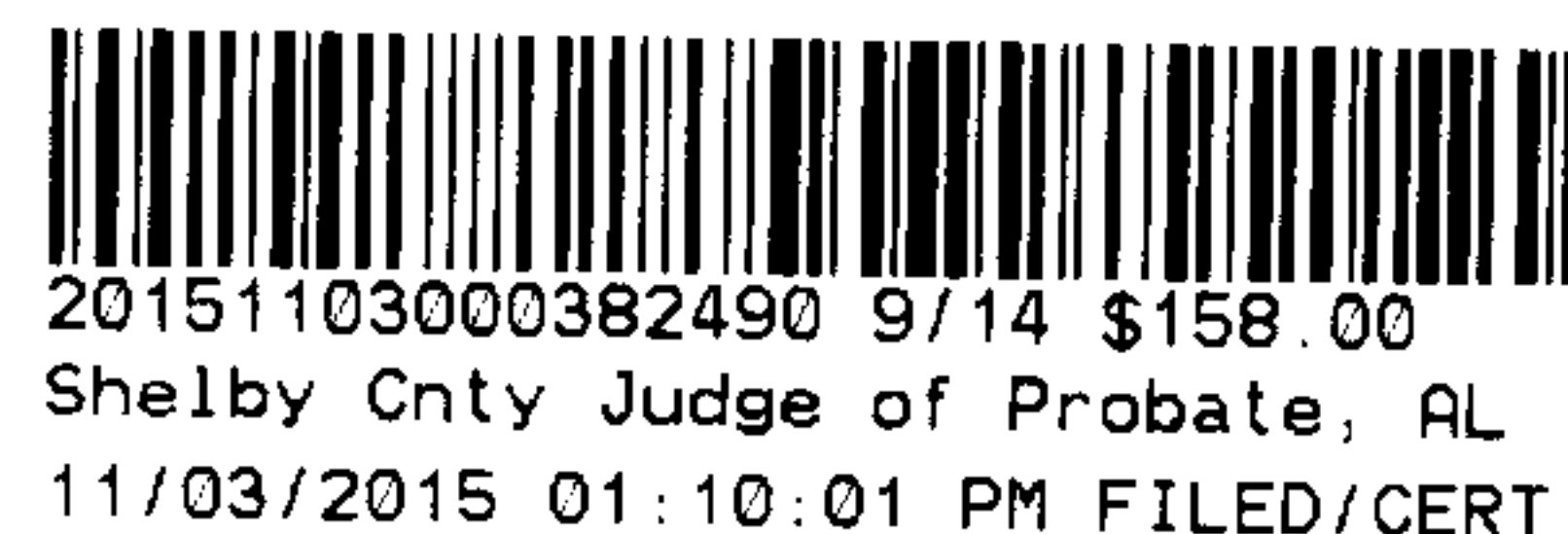
#### Section 2.8 Resignation

Any member of the Board of Directors may resign at any time by giving written notice to the Board of Directors or the President. Any such resignation shall take effect at the time specified therein, or, if the time is not specified therein, upon its acceptance by the Board of Directors.

#### Section 2.9 Removal

The other members, by a majority vote of such other members at any meeting of the Board of Directors at which a quorum is present, may remove from office a member of the Board of Directors, with or without cause, whenever it is deemed in the best interests of the Corporation.

#### Section 2.10 Voting



Every member of the Board of Directors in good standing shall have the right and be entitled to one vote, in person, upon every proposal properly submitted to vote at any meeting of the Board of Directors.

#### Section 2.11 Compensation

Members of the Board of Directors shall not receive any stated salaries for their services, but the Board of Directors may, in its discretion, allow a fixed sum and expenses for attendance at any Board of Directors meeting. Nothing contained herein shall preclude any member of the Board of Directors from serving the Corporation in any other capacity and receiving compensation therefor.

#### Section 2.12 No Loans to Directors or Officers

This Corporation will loan no money to any of its Directors or Officers

### ARTICLE 3.

#### Officers

##### Section 3.1 Officers

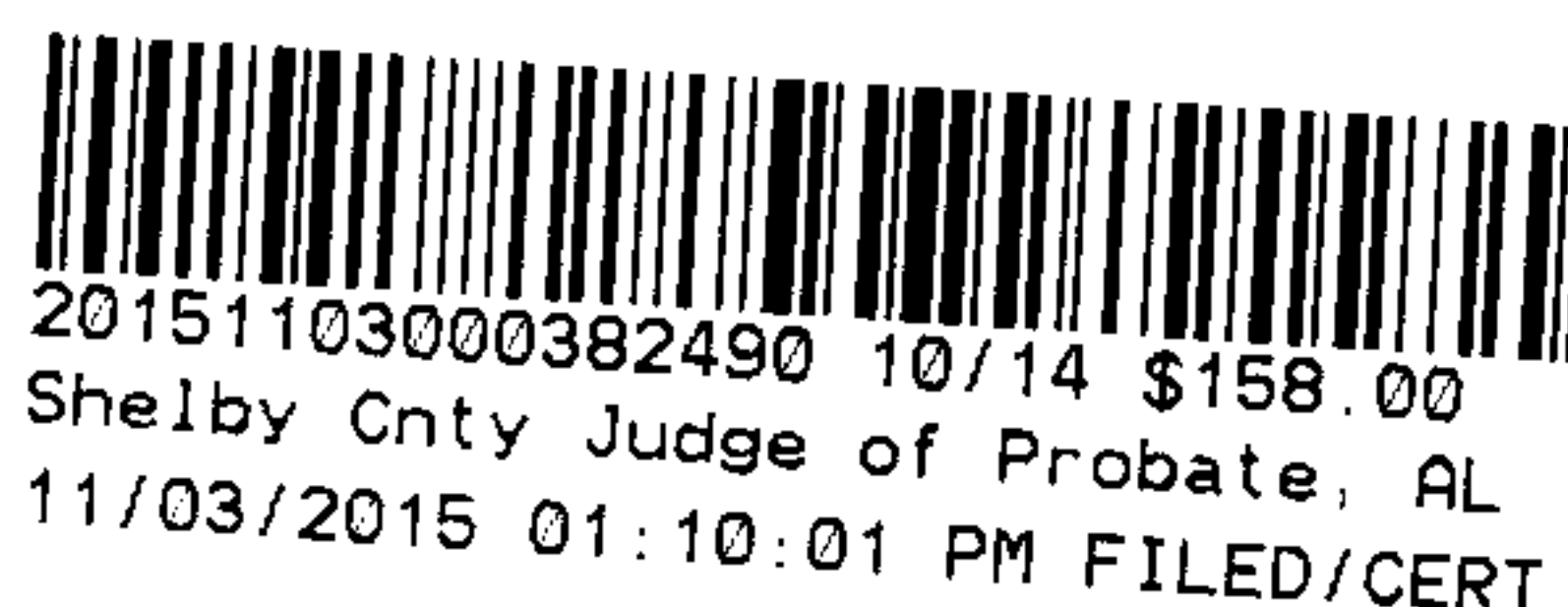
The officers of the Corporation shall consist of a President, and such other officers as the Board of Directors may from time to time deem necessary. If the Board declines to elect a Secretary and/or Treasurer the President shall serve in that office. A person may hold more than one office.

##### Section 3.2 Duties

###### President:

The President shall preside at all meetings of the Board of Directors. The President shall have all general powers and duties which are generally vested in the office of the president, including the power to make appointment to all committees from time to time as in his or her discretion may be deemed appropriate to assist in the conduct of the affairs of the committee.

###### Vice President:





If the Board of Directors elects a Vice President, he or she shall be the second officer in the chain of command, and shall accept and perform the duties and exercise the power of the President in his/her absence.

Secretary:

The Secretary is the third officer in the chain of command. In the absence of the President and Vice President, he/she shall accept and perform the duties and exercise the power of the President. The Secretary shall ensure that all minutes and records are properly kept and are available for corporate purposes.

Treasurer:

The Treasurer is the fourth officer in the chain of command. In the absence of the President, Vice President and the Secretary he/she shall accept and perform the duties and exercise the power of the President. The Treasurer shall be responsible for all reports pertaining to the fiscal affairs of the Corporation and shall be custodian of all funds that the Corporation might receive.

### Section 3.3 Term of Office

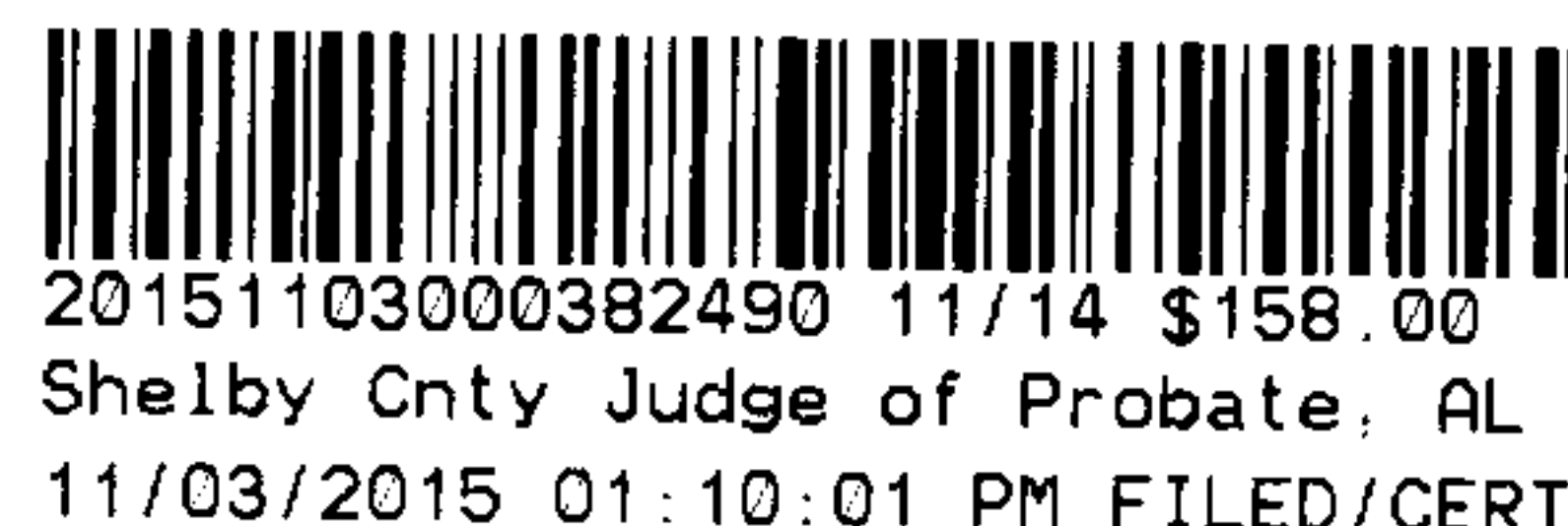
Officers shall be elected annually by the Board of Directors for a period of one year or until their successors have been duly elected.

### Section 3.4 Resignation

Any officer may resign at any time by giving written notice to the Board of Directors, and such resignation shall take effect at the time specified therein or, if no such time is specified, upon acceptance by the Board of Directors.

### Section 3.5 Vacancies

Vacancy in any office due to death, resignation, removal or otherwise may be filled by the Board of Directors for the unexpired portion of the term.



### Section 3.6 Removal

Any officer elected or appointed by the Board of Directors may be removed from office, with or without cause, by majority vote of the members, other than the officer to be removed if an Officer is a Director.

### Section 3.7 Compensation

Compensation, if any, for the officers of the Corporation shall be set by the Board of Directors in its sole discretion.

## ARTICLE 4.

### Committees

#### Section 4.1 Appointment of Committees

The Board of Directors may designate and appoint one or more Committees and delegate to such Committees specific and prescribed authority. Committee chair and members shall be appointed and removed by the Board of Directors.

#### Section 4.2 Action by Committee Without a Meeting.

Action required or permitted to be taken at a committee meeting may be taken without a meeting if the action is taken by all of the committee members. The action must be evidenced by one or more written consents describing the action taken and signed by each committee member. Any such written consent shall be filed with or entered upon the records of the Corporation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last committee member signs the consent, unless the consent specifies a different effective date.

## ARTICLE 5.

### Fiscal Year



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The fiscal year of the Corporation shall end on the last day of December of each year.

## **ARTICLE 6.**

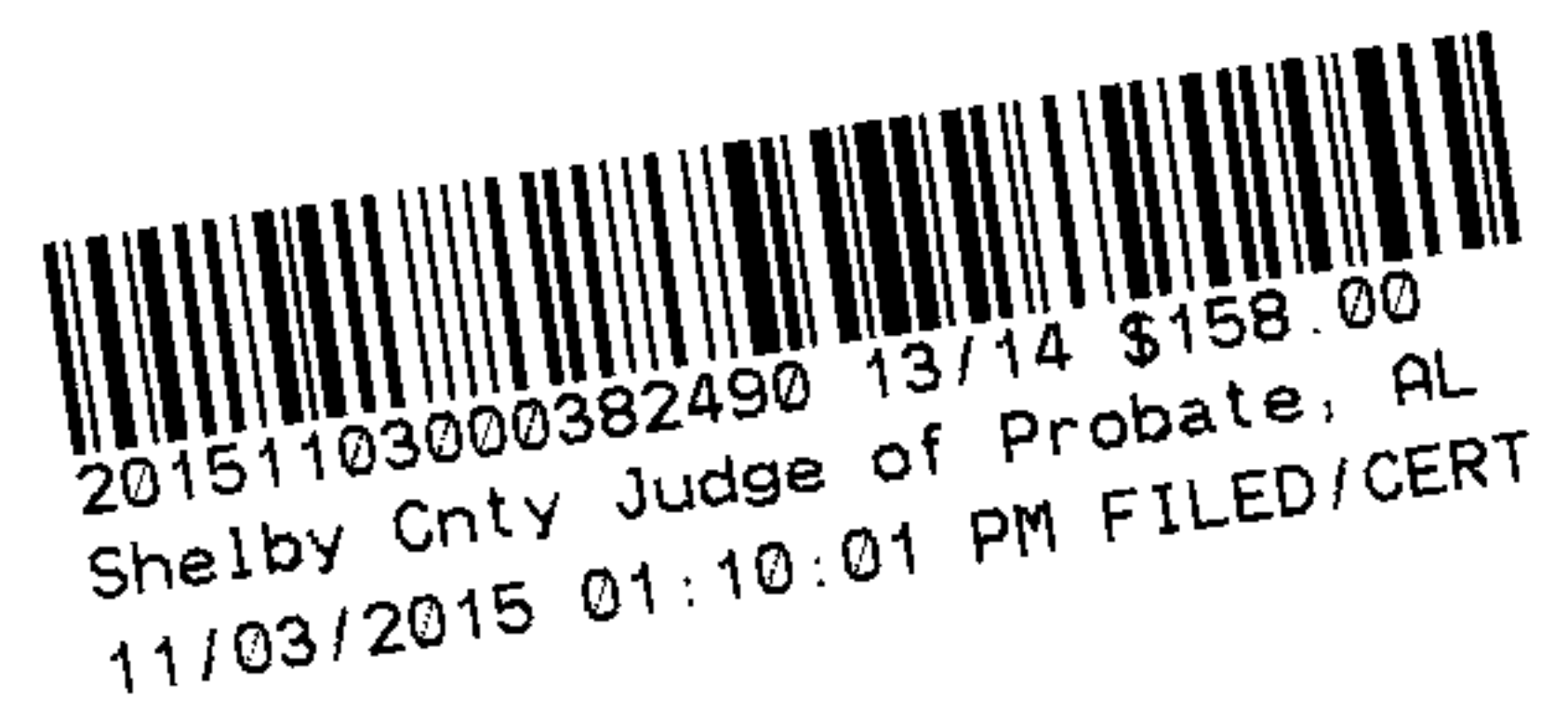
### **Rules of Order**

“Roberts Rule of Order”, as revised, shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

## **ARTICLE 7.**

### **Amendments**

These Bylaws and the Corporation's Articles of Incorporation may be amended, revised, repealed, or rescinded by a majority vote of the Board of Directors present at any meeting of the Board of Directors.



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**

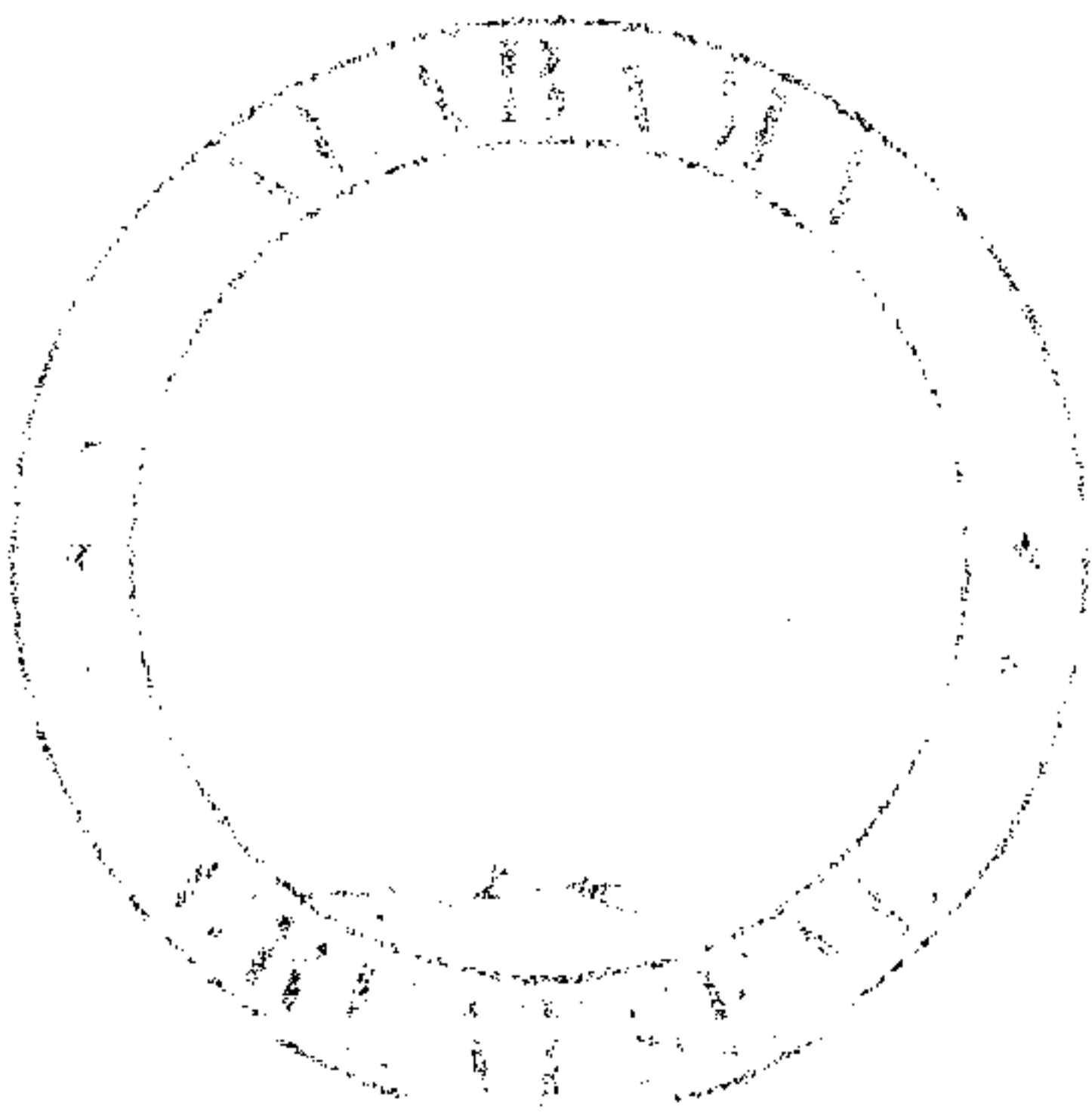
pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama  
1975, and upon an examination of the entity records on file in this office, the  
following entity name is reserved as available:

**Foster the Future - Alabama**

This name reservation is for the exclusive use of Foster the Future - Alabama,  
PMB 175 1401 Doug Baker BLVD Ste 107, Birmingham, AL 35242 for a period  
of one year beginning October 02, 2015 and expiring October 02, 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.**

October 02, 2015

Date

*J. H. Merrill*

RES702896

John H. Merrill

Secretary of State