

**SECOND RESTATED ARTICLES OF INCORPORATION
OF SHELBY EMERGENCY ASSISTANCE, INC.**

Whereas, Shelby Emergency Assistance, Inc. (hereinafter referenced as the "corporation") was formed by Articles of Incorporation filed with the Probate Judge, Shelby County, Alabama on March 29, 1973, as the "Montevallo Community Relations Counsel, Inc." and;

Whereas, on or about April 16, 1984, the corporation changed its name to "United Way-Shelby County Services Center, Inc.", by the filing of an amendment to the Articles of Incorporation with said Probate Judge; and

Whereas, on or about April 13, 1987, the corporation changed its name to the current name of the corporation, by the filing of Restated Articles of Incorporation with said Probate Judge, in addition to making other changes to the Articles of Incorporation; and

Whereas, the Board of Directors has authorized the adoption of the Second Restated Articles of Incorporation of the corporation;

Now, therefore, in consideration of the facts and circumstances hereinabove referenced, and following approval of the Board of Directors of the corporation, pursuant to Alabama Code Section 10A-3-4.04, the corporation does hereby adopt a resolution to replace its existing Restated Articles of Incorporation with its Second Restated Articles of Incorporation, set forth as follows:

- 1) The name of the corporation shall be: Shelby Emergency Assistance, Inc.
- 2) The period of duration of the corporation shall be perpetual.
- 3) The purpose for which the corporation is organized shall be charitable, benevolent, eleemosynary, educational, civic, and to receive and maintain 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 and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder as they may be amended.

Included in these purposes shall be the goals to:

- a) Ascertain social welfare and related needs and plan the orderly development and implementation of services and resources to meet these needs;
- b) promote the highest possible quality, efficiency, and balance in the operation of services meeting these needs;
- c) promote effective teamwork and coordination of effort among community agencies and organizations of all sections of the community, both governmental and non-governmental;
- d) foster public understanding of social welfare and related needs and services;

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e) promote sound community progress by fostering acceptance of individual and group responsibility;

f) promote cooperative effort and communication between the various geographical, occupational, social, and racial groups of the community.

The corporation shall have all the powers granted Nonprofit Corporations by Sec. 10-3A-20 of the 1975 Alabama Code, and other applicable law.

4) The corporation shall have no members, and shall be governed by its Board of Directors.

5) The Directors of the corporation shall be elected, and vacancies filled, by the Board of Directors, as referenced in Section 3 of the by-laws of the corporation.

6) The internal affairs of the corporation shall be regulated by the by-laws, consistently with applicable law and these articles.

7) The name of the registered agent of the corporation is Karen Pendleton, and the address of the registered office of the corporation is 620 Valley Street, Montevallo, Alabama 35115.

8) The number of Directors of the corporation shall, at all times, be between nine (9) and fifteen (15). The names and addresses of the persons who currently serve as Directors and officers are as follows:

Shelby Emergency Assistance, Inc.
Board of Directors
2015

Updated 7-29-2015

Board Officers

President	Bill Lawson	205-685-0053 (home)
Jan. 2014 – Dec. 2016	Radio Morning Show Personality	205-821-0069 (cell)
1 st Full Term	150 Chestnut Drive	dollarbill@charter.net
	Alabaster, AL 35007	

President- Elect Vacant

Vice President	Dr. Terry Sutton	205-567-0294 (home)
Jan. 2013-Dec.2015	Minister	205-665-2566 (work)
1 st Term	Montevallo First Baptist Church	205-420-8264 (cell)
	278 Forest Lakes Drive	drt Sutton@bellsouth.net
	Sterrett, AL 35147	



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Secretary
Jan. 2015-Dec. 2017
2nd Term

Jamali K. Davis, RN, BSN
Care Manager
UAB Highlands Care Management
310 Crisfield Circle
Alabaster, AL 35007

205-663-4949 (home)
205-657-0014 (cell)
jboddie@uabmc.edu

Treasurer
Jan. 2014-Dec. 2016
1st Term

Herschel Hale
Retired
Alabama Power Company
70 Windmill Drive
Montevallo, AL 35115

205-665-2032 (home)
205-616-0671 (cell)
hchale@charter.net

**Immediate
Past President**
Jan. 2013-Dec. 2015
1st Term

Chris Brannon
RacingUSA.com
Director of Retail Sales
161 Camden Lake Drive
Calera, AL 35040

205-668-2897 (home)
205-985-5256 ext.302 (work)
205-919-0987 (cell)
cbrannon@racingusa.com

Board Members
Jan. 2014- Dec.2016
1st Term

Lela Harris
Counselor
Linda Nolen Learning Center
2280 Hwy 35
Pelham, AL 35040

205-531-8589 (cell)
lharris@shelbye.k12.al.us

Jan. 2013 – Dec. 2015
1st Term

Dr. Jason Newell
Associate Professor and Director
Social Work Department
University of Montevallo
Station 6184
Montevallo, AL 35115

205-657-9170 (home)
205-665-6184 (work)
jnewell2@montevallo.edu

Jan.2013 – Dec. 2015
1st Term

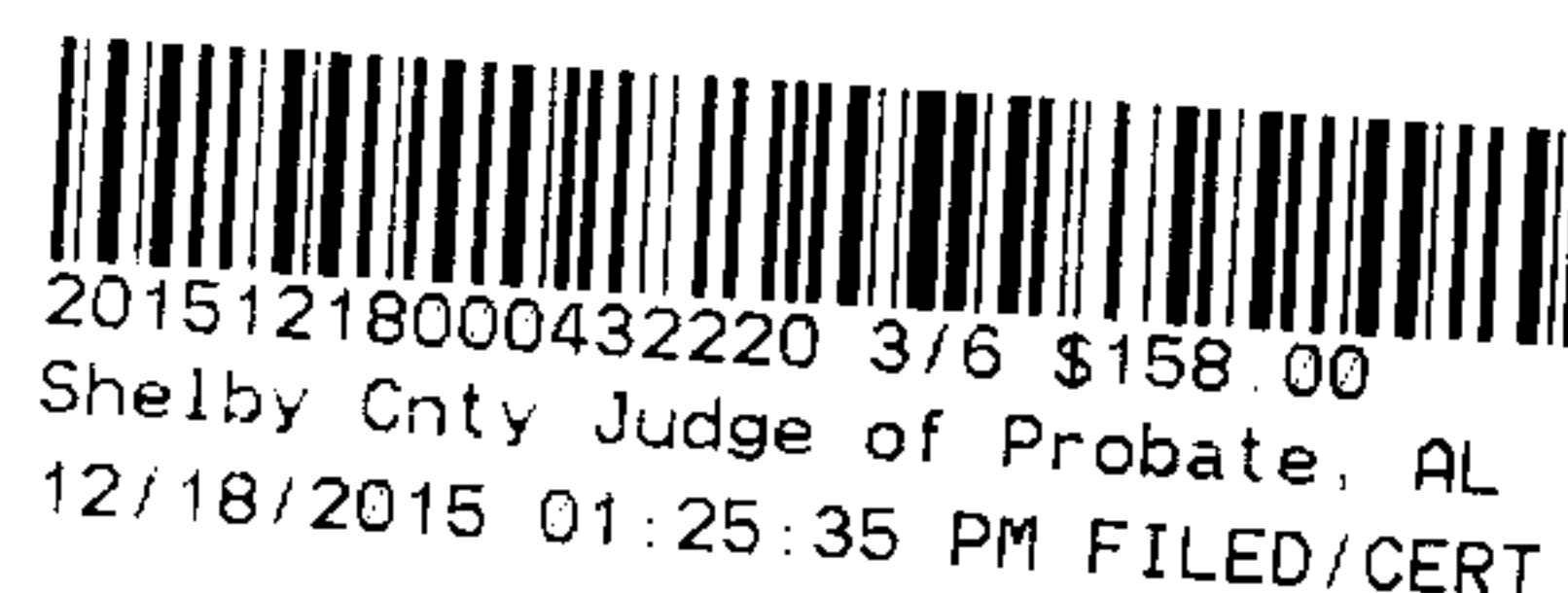
Kay Sutton
Secretary/Ministry Assistant
278 Forest Lakes Drive
Sterrett, AL 35147

205-567-0294 (home)
205-665-2566 (work)
205-567-0294 (cell)
mfbcb@bellsouth.net

Jan. 2015-Dec. 2017
2nd Term

Charlene Robb Tucker
Alabama Power Company
160 Big Oak Drive
Maylene, Alabama 35114

205-257-4734 (work)
205-664-4741 (home)
205-226-1591 (fax)
205-438-2700 (cell)
cbrobb@southernco.com



Non-voting Members

2015	Barry Woodham SEA Legal Council 2148 Spring Creek Road Montevallo, AL 35115	205-665-0005 (work) 205-243-0243 (cell) 205-665-0949 (home) Barrydw@mac.com
2015	Karen Pendleton, LCSW SEA Executive Director 620 Valley Street Montevallo, AL 35115	205-665-1942 (work) 205-218-8215 (cell) karenp@birch.net

The length of term and conditions of service of the directors shall be as set forth in the by-laws.

9) The officers of the corporation shall consist of a president, a president-elect, a vice-president, a secretary, a treasurer, elected annually from the membership by the membership in accordance with procedure prescribed by the by-laws. The duties of each officer shall be prescribed by the by-laws.


10) Notwithstanding any of the powers or purposes of the corporation contained in this certificate of incorporation or granted by law, this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, nor shall it engage in any activity of any kind whatever involving the carrying on of propaganda, nor shall it attempt in any manner to influence legislation, nor shall it engage in any activities which are not in themselves tax-exempt under the Internal Revenue Code of the United States of America. If the corporation is ever dissolved, its assets shall be distributed in accordance with the provisions of Alabama Code Section 10A-3-7.03, or successor legislation then in effect, and also in accordance with Section 501(c)(3) and other provisions of the United States Internal Revenue Code regulating nonprofit corporations.

11) 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. 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.

12) The Second Restated Articles of Incorporation may be amended at any time by a two-thirds (2/3) vote of the Directors then in office, provided that no amendment shall authorize anything that will endanger the tax exempt and nonprofit nature of the corporation.

IN WITNESS WHEREOF Bill Lawson, President of the corporation has hereto set his hand, as attested by the Secretary of the corporation, Jamali K. Davis, this 12th day of November, 2015.


By: Bill Lawson
Its: President


By: Jamali K. Davis
Its: Secretary



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RESOLUTION OF SHELBY EMERGENCY ASSISTANCE, INC.

On the 20th day of August, 2015, the Board of Directors of Shelby Emergency Assistance, Inc. (hereafter referenced as the "corporation"), held a meeting to conduct certain business of the corporation. The Directors present at said meeting were: William M. Lawson, Herschel Hale, Chris Brannon, Lela Harris, Terry Sutton, Kay Sutton, Jamali Davis

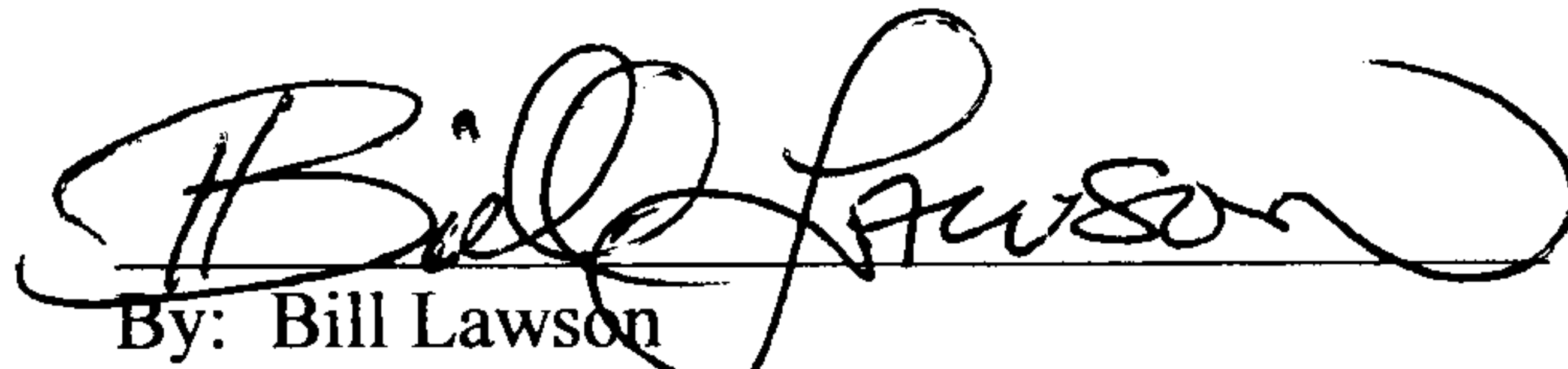
Those Directors who were absent from said meeting were: Jason Newell and Charlene Tucker.


With a quorum present, upon motion duly made by Director Herschel Hale, and seconded by Director Chris Brannon, and upon unanimous approval of such motion, the Board of Directors resolved as follows:


Be it hereby resolved that Karen Pendleton, as Executive Director of the corporation, has been authorized and empowered to communicate with Mitchell A. Spears, Attorney at Law, for the purpose of developing the Second Restated Articles of Incorporation of the corporation, to accomplish the following purposes:

- A. To make it clear that there are no members of the corporation;
- B. To provide clarification that the activities of the corporation shall be solely controlled by the Board of Directors;
- C. To provide that the number of Directors, at any given time, serving the corporation shall be between nine (9) and fifteen (15);
- D. To provide that the President-Elect and Immediate Past President shall be added as active officers of the Corporation;
- E. To revise the Restated Articles to require that a two-thirds (2/3) vote of the Directors is required to amend the Articles of Incorporation or any subsequent restatement thereof or amendment thereto.

This Resolution has been approved by the Board of Directors of the corporation upon the date first written above.


By: Bill Lawson
Its: President


By: Jamali K. Davis
Its: Secretary


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