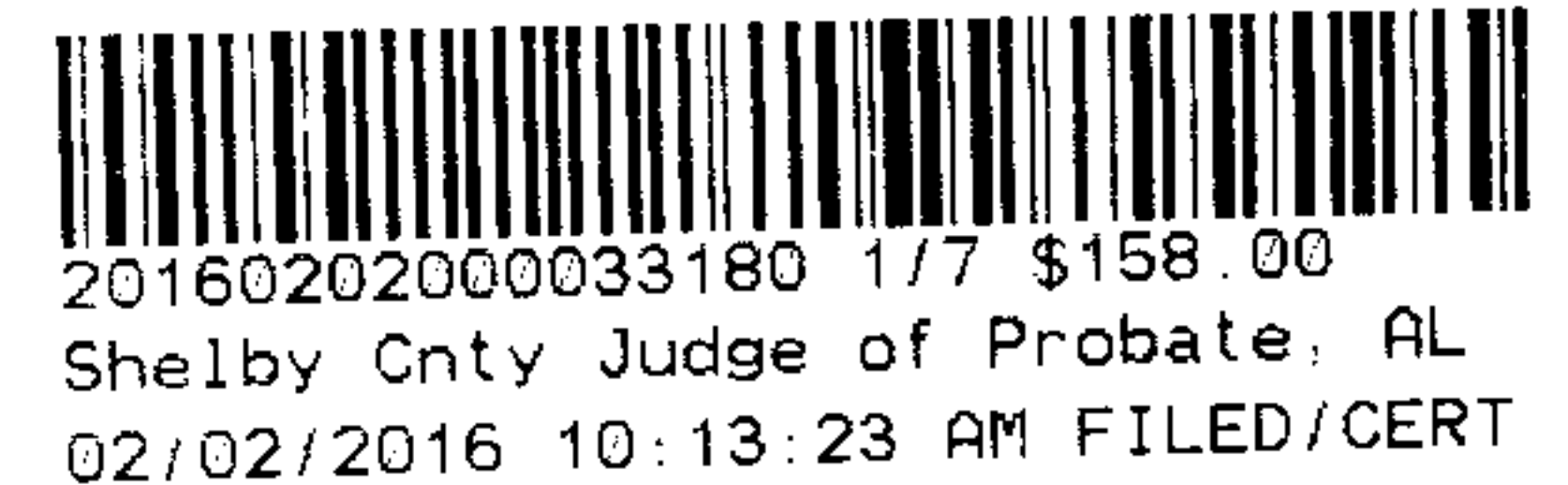


**ARTICLES OF INCORPORATION  
OF  
LEADINGAGE ALABAMA, INC.**



For the purpose of forming a nonprofit corporation under the Alabama Business and Nonprofit Entity Code (§ 10A-1-1.01 et seq., Code of Alabama (1975)) and the Alabama Nonprofit Corporation Law (§ 10A-3-1.01 et seq., Code of Alabama (1975)), and any acts or laws amendatory thereof, supplementary thereto or substituted therefor (collectively hereinafter referred to as the "Nonprofit Corporation Law"), the undersigned organizer does hereby sign and adopt these Articles of Incorporation, and, upon the filing for record of these Articles of Incorporation in the Office of the Judge of Probate of Shelby County, Alabama, the existence of a nonprofit corporation under the name set forth in Article I hereof shall commence.

**ARTICLE I  
NAME**

The name of the filing entity being formed is LeadingAge Alabama, Inc., hereinafter referred to as the "Corporation."

**ARTICLE II  
TYPE OF FILING ENTITY**

The type of filing entity being formed is a nonprofit corporation within the meaning of Section 10A-3-1.02(6) of the Alabama Nonprofit Corporation Law.

**ARTICLE III  
PURPOSES**

The objects and purposes for which the Corporation is organized, and the powers which it may exercise in furtherance thereof, are as follows:

(a) The Corporation is organized and shall be operated exclusively to represent the common business interests of its members in accordance with the requirements of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the Regulations promulgated thereunder, as they now exist or as they may hereafter be amended (the "Code"), and to promote and advance such purposes by any activity in which a corporation organized under the Nonprofit Corporation Law may engage, and to receive and maintain a fund or funds of real or personal property, or both, and to administer and apply the income and principal thereof, for such purposes.

(b) Without in any way limiting the foregoing, the Corporation is organized for the following purposes:

(i) To promote the interests, objectives and mission of, and to provide a representative voice for, nonprofit providers of services for the aging population in Alabama;



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(ii) To provide its members and others with the opportunity for discussion, education, advancement and improvement of services provided to the aging population through meetings, seminars, publications, and other programs and activities;

(iii) To advocate and publicize the needs, interests and mission of the members to industry, the public, and the government;

(iv) To assist in the development and implementation of innovative practices and cutting-edge initiatives to better serve the needs of the aging population;

(v) To acquire, prepare, publish and disseminate data and information helpful to the members in connection with the services they provide to the aging population, and to other service providers for the aging population;

(vi) To plan and conduct research and programs beneficial to the members in connection with providing care for the aging population; and

(vii) To do those things necessary or desirable for the accomplishment of any of the foregoing purposes and for the interest and benefit of the Corporation and its members, including the exercise of those powers which are authorized by the Nonprofit Corporation Law.

(c) The Corporation shall possess and may exercise all the powers and privileges vested in a nonprofit corporation by the Nonprofit Corporation Law or by any other law of the State of Alabama, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes for which the Corporation is organized; provided, that the activities conducted by the Corporation shall be subject to any restrictions set forth in these Articles of Incorporation or the bylaws of the Corporation. The Corporation shall not conduct or carry on any activities not permitted to be carried on by an organization exempt from federal income tax under § 501(c)(6) of the Code.

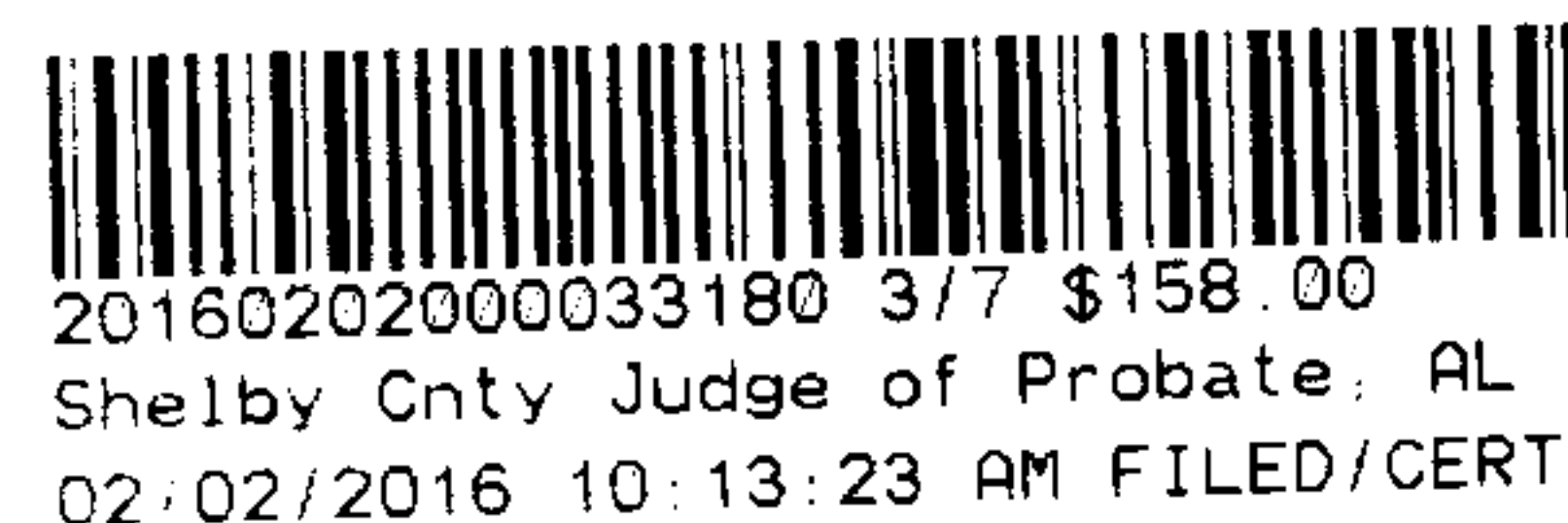
(d) The foregoing clauses of this Article III shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the Corporation expressly conferred by law, except as expressly stated herein.

#### **ARTICLE IV REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 1328 Caliston Way, Pelham, Alabama 35124. The name of the initial registered agent of the Corporation at its registered office is Robert P. Mosca.



**ARTICLE V  
ORGANIZER**



The name and address of the sole organizer of the Corporation is Robert P. Mosca, 1328 Caliston Way, Pelham, Alabama 35124.

**ARTICLE VI  
MEMBERS**

The Corporation will have one or more classes of members. The designation of such class or classes of members, the manner of admitting members, and the qualifications and rights of the members shall be set forth in the bylaws of the Corporation.

**ARTICLE VII  
BOARD OF DIRECTORS**

(a) The number of directors constituting the initial board of directors of the Corporation shall be three (3). The number of directors constituting the board of directors of the Corporation thereafter shall be that number set forth in the bylaws of the Corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of the directors or until their successors are elected and qualified are as follows:


<u>Director</u>	<u>Address</u>
Zach A. Jacobsen	12000 Turnmeyer Drive Huntsville, Alabama 35803
Robert P. Mosca	1328 Caliston Way Pelham, Alabama 35124
Terry E. Rogers	4941 Montevallo Road Birmingham, Alabama 35210

(b) The manner of electing directors, filling vacancies created by the resignation or removal of directors, and increasing or decreasing the number of directors constituting the board of directors is set forth in the bylaws of the Corporation. A director may be removed from office at any time, with or without cause, by the vote of a majority of the directors serving on the board of directors at the time such vote is taken.

**ARTICLE VIII  
DISSOLUTION**

Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed to, or expended for the common business interests of, its members. No assets of the Corporation shall be distributed to any officer or director of the Corporation or to any private individual.

**ARTICLE IX  
PROHIBITED ACTIVITIES**

  
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Notwithstanding any other provision of these Articles of Incorporation, no part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any private individual (except that reasonable compensation may be paid for services actually rendered to or for the benefit of the Corporation), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

**ARTICLE X  
BYLAWS**

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors of the Corporation.

**ARTICLE XI  
AMENDMENTS**

These Articles of Incorporation may be amended from time to time in accordance with the terms and provisions of the Nonprofit Corporation Law.

**ARTICLE XII  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

In amplification and not in limitation of the provisions of applicable law:

(a) Pursuant to Sections 10A-20-16.01 et seq., and Section 6-5-336 of the Code of Alabama (1975), as amended, and the Volunteer Protection Act of 1997, 42 U.S.C. § 14501 et. seq., all non-compensated directors, officers and other volunteers of the Corporation shall be immune from suit and shall not be subject to civil liability arising from the conduct of the affairs of the Corporation except when the act or omission of such person that gives rise to the cause of action amounts to willful or wanton misconduct or fraud or gross negligence.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding, unless he or she acted intentionally or willfully against the best interests of the Corporation. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person acted intentionally or willfully in a manner that was opposed to the best interests of the Corporation.



(c) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for intentional or willful misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(d) Any indemnification under paragraphs (b) and (c) above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (b) and (c) above. Such determination shall be made (i) by the board of directors of the Corporation by a majority vote of the directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (ii) if a majority of disinterested directors so directs, by independent legal counsel in a written opinion.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if and to the extent that it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article XII. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Corporation and shall be accepted without reference to his or her ability to make repayment.

(f) The indemnification authorized by this Article XII shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of articles or certificate of incorporation, bylaws, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. No amendment, modification, or repeal of this Article XII shall diminish the right to indemnification with respect to any claim, cause, or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.



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(g) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article XII.

(h) There shall be no personal or individual liability of any director or officer for any debts, liabilities or obligations of the Corporation of any kind whatsoever.

**IN WITNESS WHEREOF**, the undersigned, acting as the sole organizer of LeadingAge Alabama, Inc., does hereby sign and adopt these Articles of Incorporation on this 27 day of January, 2016.

  
Robert P. Mosca, Organizer

*This instrument prepared by:*

K. Wood Herren  
Bradley Arant Boult Cummings LLP  
One Federal Place  
1819 Fifth Avenue North  
Birmingham, AL 35203-2104  
(205) 521-8000



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:

**LeadingAge Alabama, Inc.**

This name reservation is for the exclusive use of Bradley Arant Boult Cummings LLP, 1819 5th Ave N, Birmingham, AL 35203 for a period of one year beginning December 07, 2015 and expiring December 07, 2016



RES708210

**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.**

December 07, 2015

Date

*J. H. Merrill*

John H. Merrill

Secretary of State