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AMENDED AND RESTATED CERTIFICATE OF FORMATION
OF
THE NATIONAL CENTER FOR FIRE AND LIFE SAFETY, INC.
(a nonprofit corporation)

For the purpose of amending and restating the Corrected and Amended Certificate of Formation of The National Center for Fire and Life Safety, Inc. (the “Organization”), as amended pursuant to the Alabama Business and Nonprofit Entity Code (the “Act”), the undersigned does hereby sign, verify and adopt this Amended and Restated Certificate of Formation, and, upon the filing for record of this Restated Certificate of Formation in the Office of the Judge of Probate of Shelby County, Alabama, the Certificate shall be restated as set forth herein.

This Amended and Restated Certificate of Formation of the Organization correctly sets forth the provisions of the Certificate of Formation of the Organization as theretofore corrected as well as amendments that have been duly adopted as required by law, and supersedes the original Certificate of Formation of the Organization and all amendments thereto.

ARTICLE I.

NAME

1.1 The name of the Organization shall be “The National Center for Fire and Life Safety, Inc.”

ARTICLE II.

ENTITY TYPE

2.1 The Organization shall be an Alabama nonprofit corporation.

ARTICLE III.

PURPOSES AND POWERS

3.1 Subject to the limitations set out in this Article III, the purposes for which the Organization is organized are educating the public on all-hazards safety and prevention through the use of interactive exhibits, programs, and evaluation, with the primary objective of providing the knowledge necessary to statistically reduce the associated loss of life, property and resources in Alabama and nationally.

(a) The Organization is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law (the "Code").

(b) The Organization shall engage in any other charitable or educational activities, or any lawful act or activity for which a nonprofit corporation may be organized under the Act 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 of the Organization (and limited by the restrictions set forth in this Certificate of Formation), provided that such act or activity is one permitted by an organization exempt under Section 501(c)(3) of the Code and the regulations promulgated thereunder (the "Regulations").

3.2 The Organization shall be subject to the following restrictions and limitations, notwithstanding any other provisions of this Certificate:

(a) No part of the Organization's net earnings shall inure to the benefit of any private shareholder or individual.

(b) No substantial part of the activities of the Organization shall include carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in section 501(h) of the Code).

(c) The Organization shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) The Organization shall not carry on any activities not permitted to be carried on by an organization exempt under Section 501(c)(3) of the Code and the Regulations, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations as the same now exist or as they may be hereafter amended from time to time.

3.3 Without in any way limiting the foregoing purposes the Organization may make contributions to organizations which are exempt from federal income taxation under Section 501(c)(3) of the Code and to national, state or local governments or any political subsidiaries of any thereof.

3.4 Anything herein contained to the contrary notwithstanding, the Organization shall not be operated for private profit, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse expenditures incurred in the performance of their duties by members, directors and officers and to make payments and distributions in furtherance of the objects and purposes set forth in this Article III.



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3.5 If the Organization should be classified as a private foundation within the meaning of Section 509 of the Code, the foregoing powers of the Organization shall be exercised subject to and consistently with the following affirmative duties:

(a) The Organization shall distribute its income for each taxable 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 Code;

(b) The Organization shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(c) The Organization shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(d) The Organization shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(e) The Organization shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

3.6 Upon the dissolution of the corporation, assets shall be distributed as determined by the Board of Directors and approved by the Shelby County Commission, subject to donor restrictions, for a public purpose, and within the requirements of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Shelby County, Alabama, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV.

PERIOD OF DURATION

The duration of the Organization shall be perpetual.

ARTICLE V.

REGISTERED OFFICE AND REGISTERED AGENT

5.1 The address and location of the initial registered office of the Organization shall be 57 Highway 87, Calera, Alabama 35040. In the future, the registered office may be located at any other place within the State of Alabama as the Board of Directors may designate from time to time. The registered office may be but need not be the same as its principal place of business.

5.2 The initial registered agent shall be Russell A. Jackson.

ARTICLE VI.

The Organization shall have no members or shareholders and shall not issue any shares of stock or certificates or any other evidence of membership; provided, however, that if at any time there are no directors of the Board of Directors, or if the Board of Directors has been unable to obtain a quorum during the immediately preceding twelve (12) month period, any remaining director(s), or if there are no directors, then the then current registered agent of the Organization, shall, at such time and for the following purposes only, constitute the sole member of the Organization and shall have the power (a) to remove any directors of the Board of Directors who have not attended a meeting of the Board of Directors during the immediately preceding twelve (12) month period, and (b) if there are no directors on the Board of Directors (even if such situation exists as the result of the registered agent's removal of directors), to appoint a director to the Board of Directors, which director shall then, pursuant to Section 10A-3-2.10 of the Act, appoint other directors to the Board of Directors as needed to conform with the Act, this Certificate, and the Bylaws of the Organization.

ARTICLE VII.

INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Organization and the members and directors thereof are hereby adopted:

7.1 The initial bylaws of the Organization shall be adopted by the Board of Directors of the Organization. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be provided in the bylaws, which power may be exercised in the manner and to the extent provided in the bylaws. All members of the Board of Directors shall be approved by the Shelby County Commission.

7.2 The number, tenure and qualifications of directors of the Organization, and all provisions related to the removal of the directors of the Organization, shall be fixed from time to time by the bylaws.

7.3 Any contract or other transaction that is fair and reasonable to the Organization and is in furtherance of the Organization's exempt purpose, between the Organization and one or more of its directors, or between the Organization and any corporation, partnership or other entity of which one or more of its directors are shareholders, directors, officers, partners, members or employees, or in which they are financially interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Organization or any committee thereof that acts upon, or in reference to, the contract or transaction, if either the fact of such interest shall be disclosed or known to the Board of Directors or such committee, as the case may be, and the Board of Directors or such committee shall, nevertheless, authorize or ratify the contract or transaction. The interested director or directors shall not be counted in determining whether a quorum is present and shall not be entitled to vote on such authorization or ratification. This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it. Each and every person who may become a director of the Organization is hereby



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relieved from any liability that might otherwise arise by reason of his or her contracting with the Organization for the benefit of himself or herself or any corporation, partnership or other entity in which he or she may be in any way interested.

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

(a) Pursuant to Sections 10A-20-16.01 *et seq.*, and 6-5-336 CODE OF ALABAMA, 1975, as amended, and the Volunteer Protection Act of 1997, 42 U.S.C. § 14501 *et seq.*, as amended, all non-compensated directors, trustees, members of governing bodies, officers and other eligible volunteers of the Organization shall be immune from suit and shall not be subject to civil liability arising from the conduct of the affairs of the Organization 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 Organization 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 Organization), by reason of the fact that he or she is or was a director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 Organization. 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 Organization.

(c) The Organization 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 Organization to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise 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 interests of the Organization 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 Organization 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 subsections (b) and (c) (unless ordered by a court) shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in subsections (b) and (c). Such determination shall be made (1) by the Board of Directors 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 (2) 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 Organization 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, officer, employee or agent 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 Organization as authorized in this Section. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Organization and shall be accepted without reference to his ability to make repayment.

(f) The indemnification authorized by this Section 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 certificate of formation, 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, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. No amendment, modification, or repeal of this Section 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.

(g) The Organization shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise 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 Organization would have the power to indemnify him or her against such liability under the provisions of this Section.

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ARTICLE VIII.

BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as the initial directors until their successors are appointed and qualify, or until their death, resignation or removal, are as follows:

DIRECTOR

ADDRESS

Joseph D. King

300 Carriage Lane
Alabaster, Alabama 35007

William Milton Schroeder, Jr.

947 Timberline Circle
Calera, Alabama 35040

William Donald Hayes, Jr.

P.O. Box 947
Orange Beach, Alabama 36561

Jerry Leonard Lamb

303 East Sterrett Street
Columbiana, Alabama 35051

Spruce McRee

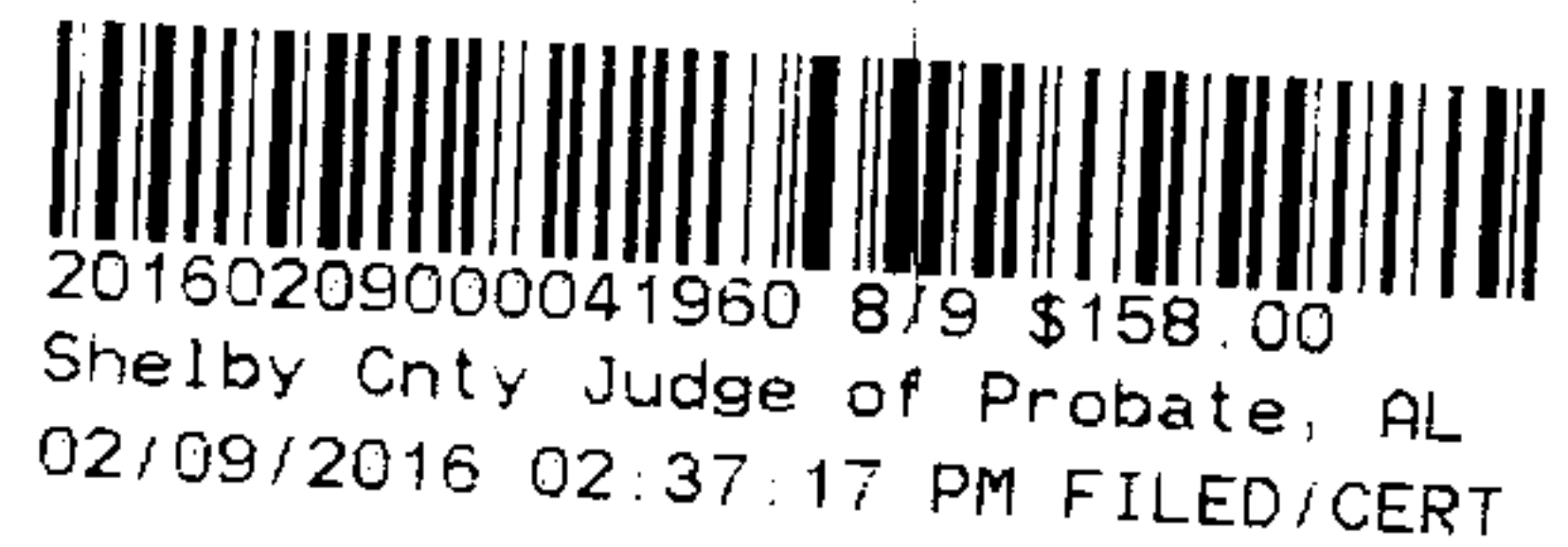
100 Airpark Court
Alabaster, Alabama 35007

Ray Edward Hamilton, Jr.

1082 South Hampton Place
Birmingham, Alabama 35242

ARTICLE IX.

AMENDMENTS



This Certificate may not be altered, amended, restated or repealed, nor may the Organization adopt a plan of merger, consolidation, or dissolution without the affirmative vote of a majority of votes entitled to be cast by the Board of Directors of the Organization, and with the approval of the Shelby County Commission, unless otherwise provided in the Organization's bylaws.

IN WITNESS WHEREOF, the Organization has caused this Amended and Restated Certificate of Formation to be executed in its name and on its behalf as of JAN 13th, 2016.

ORGANIZATION:

By: Joseph D. King
Name: Joseph D. King
Its: President

By: Jerry L. Lamb
Name: JERRY L. LAMB
Its: Secretary

VERIFICATION

The undersigned, being the President of the Organization, does hereby verify and certify that the sole member of the Organization approved this Amended and Restated Certificate of Formation pursuant to the provisions of the Act and the Certificate of Formation of the Organization.

This the 13th day of JAN, 2016

By: Joseph D. King
Name: Joseph D. King
Its: President

This instrument prepared by:

James M. Pool
Maynard, Cooper & Gale, P.C.
1901 Sixth Avenue North
2400 Regions/Harbert Plaza
Birmingham, Alabama 35203



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