

<p>Prepared by: David C. Skinner, L.L.C. 1025 23rd Street South Suite 103 Birmingham, AL 35205 (205) 871-9566</p>	<p>The President of the Company may appoint a Custodian of this and any other Company records. This Instrument and all collateral documents or instruments in any way related to this Instrument, including, without limitation, amendments, reports, accountings, etc., may be archived on computer readable media without the necessity for any individual or entity to retain or maintain an "original" signed copy of any such instrument. A copy of any instrument printed from a digital image of an "original" shall be treated as an original in all respects subject to confirmation by the Custodian that the "printing" in question is true and accurate in all respects. The Company and every signatory of this instrument hereby releases and discharges the Custodian of any liability whatsoever and arising by reason of his/its status as Custodian to include the loss of records under any circumstances whatsoever and the Company and every signatory shall defend, indemnify and hold such Custodian harmless, of and from, any claims, losses, costs, damages or expenses of any nature whatsoever and in any way related to or arising from the status of such individual or entity as Custodian or his/its activities as such Custodian.</p>
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**Articles of Incorporation
of
St. Michael's Iron Horse Charity**



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Shelby Cnty Judge of Probate, AL
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A Non-Profit Corporation

Pursuant to the Alabama Non-Profit Business Corporation Act and any act amendatory thereof, supplementary thereto or substituted therefor, (hereinafter referred to as the "Act"), the undersigned do 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, which is the county of the initial registered office established herein, the existence of a non-profit corporation (hereinafter referred to as the "Corporation"), under the name set forth in Article 1 hereof, shall commence.

Article 1. Statutory Requirements.

1.01. Name. The name of the Corporation shall be **St. Michael's Iron Horse Charity**, hereinafter referred to as "the Corporation."

Article 2. Duration.

2.01. Duration. The duration of the Corporation is and shall be perpetual.

Article 3. Purposes, Objects & Powers.

3.01. Purposes, Objects & Powers. This Corporation has been organized exclusively for charitable 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 or the corresponding section of any future federal tax code.

3.02. Powers. The Corporation shall have all of the common law and statutory powers of a non-profit corporation which are not in conflict with the terms of these Articles, as they may be amended from time to time. The objects and purposes set forth in this Article shall be construed as powers as well as objects and purposes, and the Corporation shall have, and may exercise, such powers as if set forth fully herein. The Corporation shall have and may exercise all powers that enable it to do each and every thing necessary, suitable, convenient, expedient or proper for the accomplishment of any or all purposes and the attainment of any or all objects set forth in this Article. The Corporation shall have and may exercise all powers set forth in any other Article of these Articles of Incorporation.

Article 4. Members.

4.01. Members of the Corporation shall consist of Justin H. Kane and Joan M. McCreary.

Article 5. Internal Affairs.

The following provisions for the regulation and conduct of the affairs of the Corporation by its Directors are hereby adopted:

5.01. Bylaws. The initial Bylaws of the Corporation shall be adopted by the Directors. The power to alter, amend, or repeal the provisions of the Bylaws or to amend said Bylaws shall be vested solely in the Directors, which power may be exercised only by a majority vote of the Directors. However, a unanimous vote of the Directors is required to alter, amend or repeal any provision of the Bylaws: (a) establishing the number of directors, the time or place of board meetings, or what constitutes a quorum at such meetings, or (b) which was adopted by the Directors and specifically provides that it cannot be altered, amended or repealed by the Directors. The Bylaws may contain any provision for the regulation of the affairs of the Corporation and for the conduct of the Directors that is not inconsistent with the Act or these Articles of Incorporation.

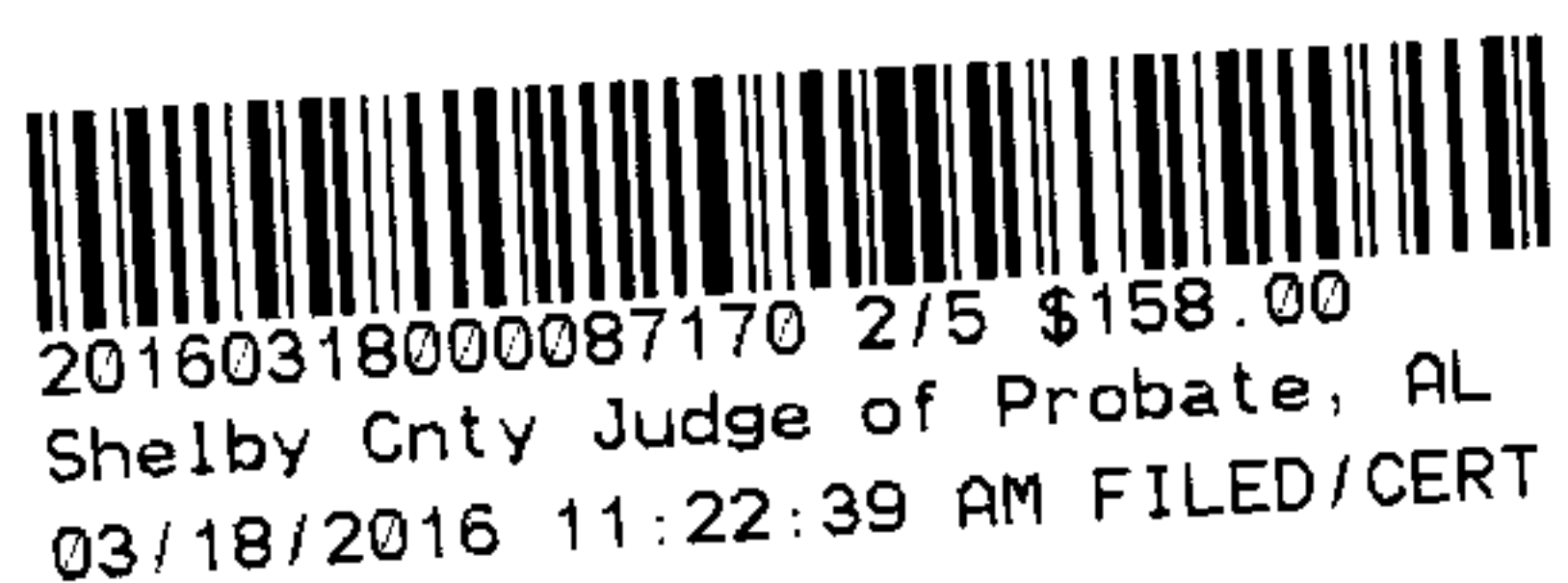
5.02. Management. The business affairs of the Corporation shall be managed by the Directors (The Board) or as delegated by the Directors as set forth in the Alabama Non-Profit Corporation Act, these Articles, and the Bylaws.

5.03. Conflicts of Interest. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Officers, Trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3. 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 these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.04. Section 4942 Distributions. The Corporation will distribute its income for each tax year at a time and in a manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.05. Self Dealing. The Corporation will not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.06. Excess Holdings. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.



5.07. Section 4944 Prohibition. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.08. No Section 4945 Expenditures. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 6. Dissolution.

6.01. Upon dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

Article 7. Registered Office and Registered Agent.

7.01. Registered Office. The location and mailing address of the initial registered office for the Corporation shall be:

David C. Skinner, LLC
1025 23rd Street South
Suite 103
Birmingham, AL 35205

7.02. Registered Agent. The initial registered agent for the Corporation shall be:

David C. Skinner, LLC

Article 8. Directors.

8.01. Directors. The Corporation shall have three (3) Directors which constitute the initial Board of Directors.

8.02. Initial Directors. The name and addresses of the initial Board of Directors are as follows:

<u>Director</u>	<u>Address</u>
Justin H. Kane	3545 Saddle Creek Drive Birmingham, AL 35242
Joan M. McCreary	3545 Saddle Creek Drive Birmingham, AL 35242

8.03. Removal of Directors. Any Director may be removed, either with or without cause at any at any time and without notice at a properly called Meeting of the Members by a two-thirds vote of all Votes eligible to



vote (i.e. two thirds of all eligible Votes, not two thirds of a quorum) in person or by proxy. A vacancy in the Board caused by any such removal may be filled by the Members at such meeting or at any subsequent meeting in the manner prescribed in the Bylaws for the filling of vacancies on the Board. Member voting shall be in accordance with the Bylaws.

Article 9. Incorporators

9.01. The Corporation shall have the right to indemnify the Directors and each person who shall serve as a director, officer, employee, attorney, accountant or agent of the Corporation, or shall serve at the request of the Corporation in a similar capacity with another corporation, joint venture, trust, or other enterprise to the extent to which this Corporation is granted the power to so indemnify such persons by any and every statute of the State of Alabama or Act of the Legislature of the State of Alabama. The Corporation or an agent or other individual or entity acting at the direction of the Corporation, shall only be entitled to indemnity under this provision if the actions or activities in question were taken on behalf of the Corporation or as an officer or director of the Corporation.

Article 10. Incorporators.


10.01. The names and addresses of the initial Incorporators are as follows:

<u>Incorporator</u>	<u>Address</u>
Justin H. Kane	3545 Saddle Creek Drive Birmingham, AL 35242

In Witness Whereof, the undersigned incorporator has executed these Articles of Incorporation, on this 17 day of March 2016.



Justin H. Kane, Incorporator
by David C. Skinner, Esq., his attorney-in-fact


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John H. Merrill
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

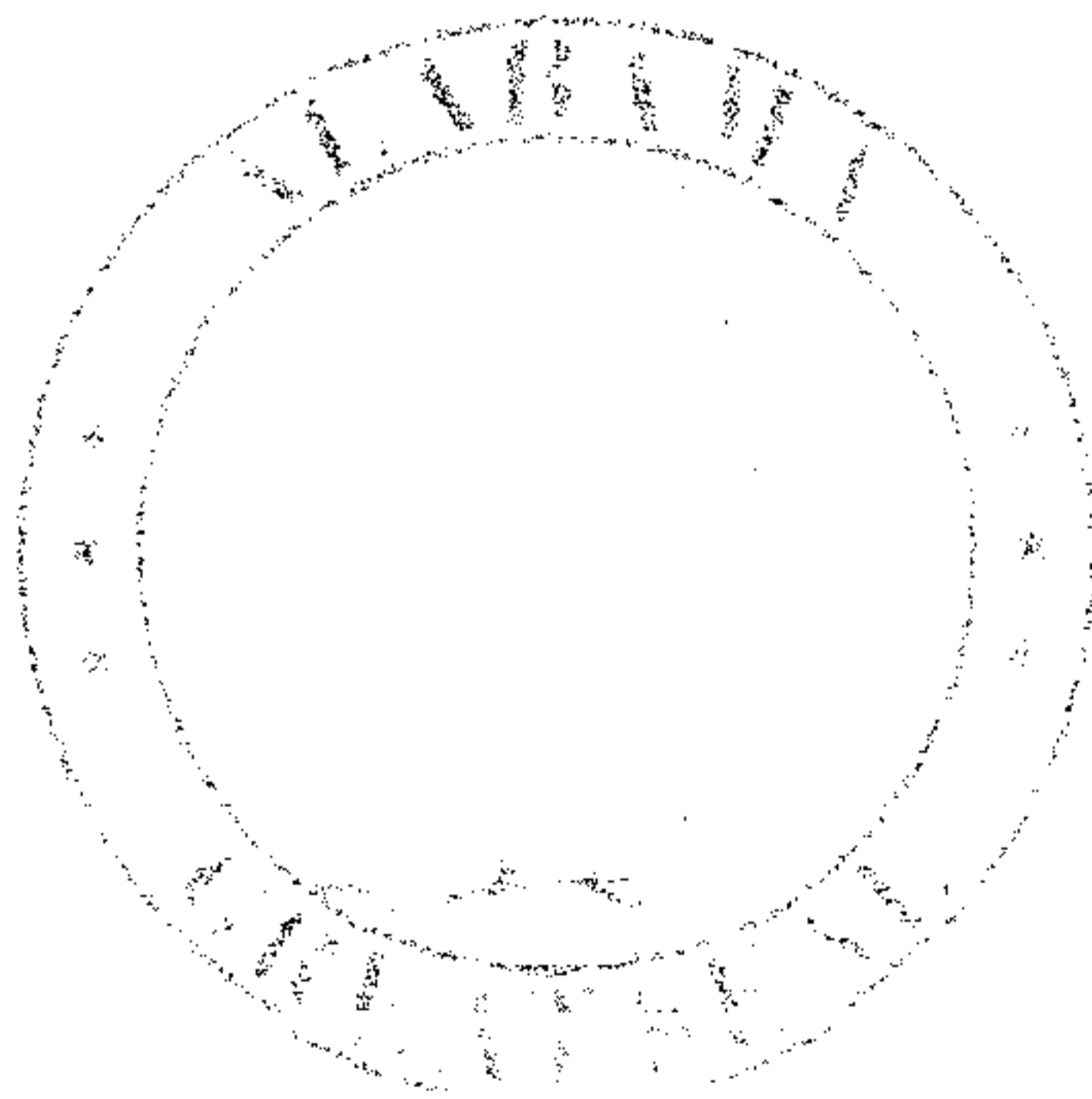
I, John H. Merrill, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

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:

St. Michael's Iron Horse Charity

This name reservation is for the exclusive use of David C. Skinner LLC, 1025 23rd Street South, Birmingham, AL 35205 for a period of one year beginning March 16, 2016 and expiring March 16, 2017

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.



March 16, 2016

Date

RES718206

John H. Merrill

Secretary of State



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