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Shelby Cnty Judge of Probate, AL
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AMENDED ARTICLES OF INCORPORATION OF LIFTING AS WE CLIMB FOUNDATION, INC

Pursuant to the provisions of the Alabama Non-Profit Corporation Act, the undersigned hereby sets forth and adopts the following Articles of Incorporation:

ARTICLE 1. NAME

The name of this corporation is LIFTING AS WE CLIMB FOUNDATION, INC.

ARTICLE 2. DURATION

The period of duration for this corporation shall be perpetual or until such time as the Board of Directors shall adopt a resolution recommending that the corporation be dissolved pursuant to the Alabama Nonprofit Corporation Act.

ARTICLE 3. PURPOSES

This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3). The organization will engage in activities permissible under section 501(c)(3) including: conducting research and educating the public on issues related to education, scholarship, social economic, and economic development, and advocating on behalf of those issues to the extent that no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, except as is otherwise provided by section 501(h) of the Internal Revenue Code. No part of any activities of the organization will include participating in or intervening in any political campaign on behalf of or in opposition to any candidate for public office.

This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered.

The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Notwithstanding any provision of these Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal

income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

At all times the following shall operate as conditions restricting the operations and activities of the corporation: 1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof; 2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; 3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE 4. MEMBERS

This corporation shall not have any members.

ARTICLE 5. STOCK

This corporation shall not have authority to issue capital stock.

ARTICLE 6. REGISTERED OFFICE AND AGENT

The address of the initial registered agent of this corporation is 5215 Summerset Way, Bessemer, Alabama 35022, and the name of its initial registered agent at such address is DeForrest Brown, residing in the state of Alabama.

ARTICLE 7. AMENDMENTS TO ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal, by the affirmative vote of a majority of the members of its Board of Directors, any of the provisions contained in these Articles of Incorporation.

ARTICLE 8. FUNDS AND ASSETS

This corporation shall use its funds only to accomplish the purposes stated in these Articles of Incorporation. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to, and only to, one or more charitable organizations.

ARTICLE 9. DIRECTORS

The manner in which Directors shall be elected or appointed shall be provided in the By-Laws of the corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected and qualified are:

NAME	ADDRESS
Jeffery Fagan	144 Weatherly Way, Pelham, Alabama 35124
DeForrest Brown	5215 Summerset Way, Bessemer, Alabama 35022
Timothy Fleming	1359 Scout Trace, Hoover, Alabama 35244
Harold Naves	5170 Lake Crest Circle, Hoover, Alabama 35226

ARTICLE 10. INCORPORATORS

The names and addresses of the incorporators are:

NAME	ADDRESS
DeForrest Brown	5215 Summerset Way, Bessemer, Alabama 35022

ARTICLE 11. OFFICERS

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, any two (2) or more of which may be held by one (1) person, except that the President shall not be the Secretary.

Each said officer shall be elected or appointed at such time and in such manner and for such term and shall have the powers and duties as may be prescribed in the Bylaws.

ARTICLE 12. BY-LAWS

The Board of Directors shall have the power to adopt, amend or repeal the By-Laws of this corporation. The By-Laws shall govern the operation of this corporation unless any By-Law conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

ARTICLE 13. INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with an proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer at the time such expense are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his or her

duties. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors' and officers' liability insurance providing coverage to the officers and directors of the Corporation at the expense of the Corporation.

ARTICLE 14. AMENDMENT

Amendments to the Articles of Incorporation shall be made in the following manner: The board of directors may adopt amendments to the Articles of Incorporation by majority vote.

ARTICLE 15. DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the circuit court of the county in which the principal office of the organization is then located, 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 16. OTHER PROVISIONS

No substantial part of the activities of this Corporation shall consist of carrying on 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.

No part of the net earnings of this 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 services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or any future federal tax code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this the 17th day of May, 2016.

