

STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION
CERTIFICATE OF FORMATION

PURPOSE: In order to form a Nonprofit Corporation under Section 10A-1-3.05 and 10A-3-3.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's initial registered office is located. **The information required in this form is required by Title 10A.**

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's registered office is/will be located. Contact the Judge of Probate's Office to determine the county filing fees. **Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. Once the Secretary of State's Office has indexed the filing the information will appear at www.sos.alabama.gov under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your corporation will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.



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(For County Probate Office Use Only)

This form must be typed or laser printed.

1. The name of the corporation: KIWANIS CLUB OF INDIAN SPRINGS VILLAGE
2. **A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.**

3. This nonprofit corporation (MUST check one):

has Members or has no Members

This form was prepared by: (type name and full address)

BRIAN RODGERS
280 WOODWARD DR
INDIAN SPRINGS, AL 35124

(For SOS Office Use Only)

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

4. Street (**No PO Boxes**) address of principal office of the corporation: _____
2635 CAHABA VALLEY RD INDIAN SPRINGS AL 35124

Mailing address of principal office (if different from street address): _____

5. The name of the Registered Agent: BRIAN RODGERS

6. Street (**No PO Boxes**) address of Registered Agent (if different from principal office address): _____

Mailing address of Registered Agent (if different from street address): _____

280 WOODWARD DR INDIAN SPRINGS, AL 35124

7. Purpose for which corporation is formed: SEE ARTICLE 5 OF ATTACHED
SERVICE-ORIENTED CIVIC CLUB

_____ ; the purpose includes the transaction of any lawful business for which nonprofit corporations may be incorporated in Alabama under Title 10A, Chapter 3 of the Code of Alabama.

8. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

9. The name(s) of the Incorporator(s): BRIAN RODGERS, C. DALE ELLIOTT, NATALIE STEED

Street (**No PO Boxes**) address of Incorporator(s): 2635 CAHABA VALLEY ROAD

INDIAN SPRINGS, AL 35124 Mailing address of Incorporator(s) – (if

different from street address): _____

Attach a listing if more Incorporators need to be added (type “see attached” in the name line).

10. The number of Directors constituting the initial Board of Directors is 7. (Minimum of 3 under section 10A-3-2.09) The initial Directors names and addresses must be listed in this Certificate of Formation.

Director’s Name: SEE ATTACHED

Street (**No PO Boxes**) address of Director: _____

_____ Mailing address of Director(s) - (if different

from street address): _____



DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

Director's Name: _____

Street (**No PO Boxes**) address of Director: _____

_____ Mailing address of Director(s) - (if different from street address): _____

Director's Name: _____

Street (**No PO Boxes**) address of Director: _____


_____ Mailing address of Director(s) - (if different from street address): _____

Attach listing if more Directors need to be added (type "see attached" in the name line for the first Director on this form).

11. Unless an attachment to this Certificate of Formation provides that a change in the number of directors shall be made only by amendment to the Certificate of Formation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the Certificate of Formation is inconsistent with a bylaw, the provision of the Certificate of Formation shall be controlling.

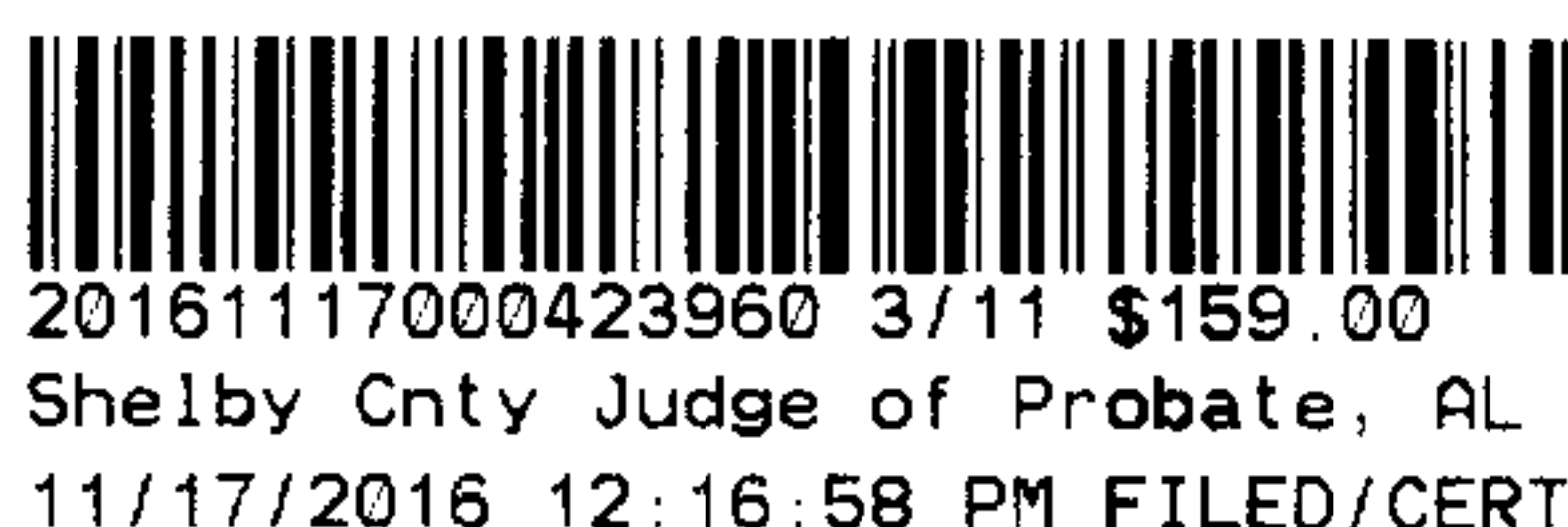
Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or regulation of the internal affairs of the nonprofit corporation, including any provisions for distribution of assets on dissolution or final liquidation.

11 / 17 / 2016
Date (MM/DD/YYYY)


Signature as required by 10A-1-3.04


BRIAN RODGERS
Typed Name of Above Signature

PRESIDENT
Typed Title/Capacity to Sign under 10A-1-3.04



**KIWANIS CLUB OF INDIAN SPRINGS VILLAGE
BOARD OF DIRECTORS – AUG 2016**

BRIAN RODGERS 280 WOODWARD DRIVE INDIAN SPRINGS, AL 35124
NATALIE STEED 6761 REMINGTON CIR INDIAN SPRINGS, AL 35124
C. DALE ELLIOTT 2014 CAHABA VALLEY ROAD INDIAN SPRINGS, AL 35124
JAKE GUERCIO 2970 CAHABA VALLEY ROAD INDIAN SPRINGS, AL 35124
DAVID EGGE 205 MILLER CIRCLE INDIAN SPRINGS, AL 35124
KEITH MCKENDALL 3849 ROSS PARK DRIVE HOOVER, AL 35226


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**ARTICLES OF INCORPORATION
KIWANIS CLUB OF INDIAN SPRINGS VILLAGE**

Pursuant to the laws of the State of Alabama, we, the undersigned, associate ourselves together to form a non-profit private corporation and for that purpose to adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of said corporation shall be Kiwanis Club of Indian Springs Village.

ARTICLE II

Principal Office

The principal office of the corporation for the transaction of business is 2635 Cahaba Valley Road, Indian Springs, AL 35124.

ARTICLE III

Registered Agent

The registered agent of the corporation is Brian S. Rodgers, 280 Woodward Drive, Indian Springs, AL 35124.

ARTICLE IV

Duration

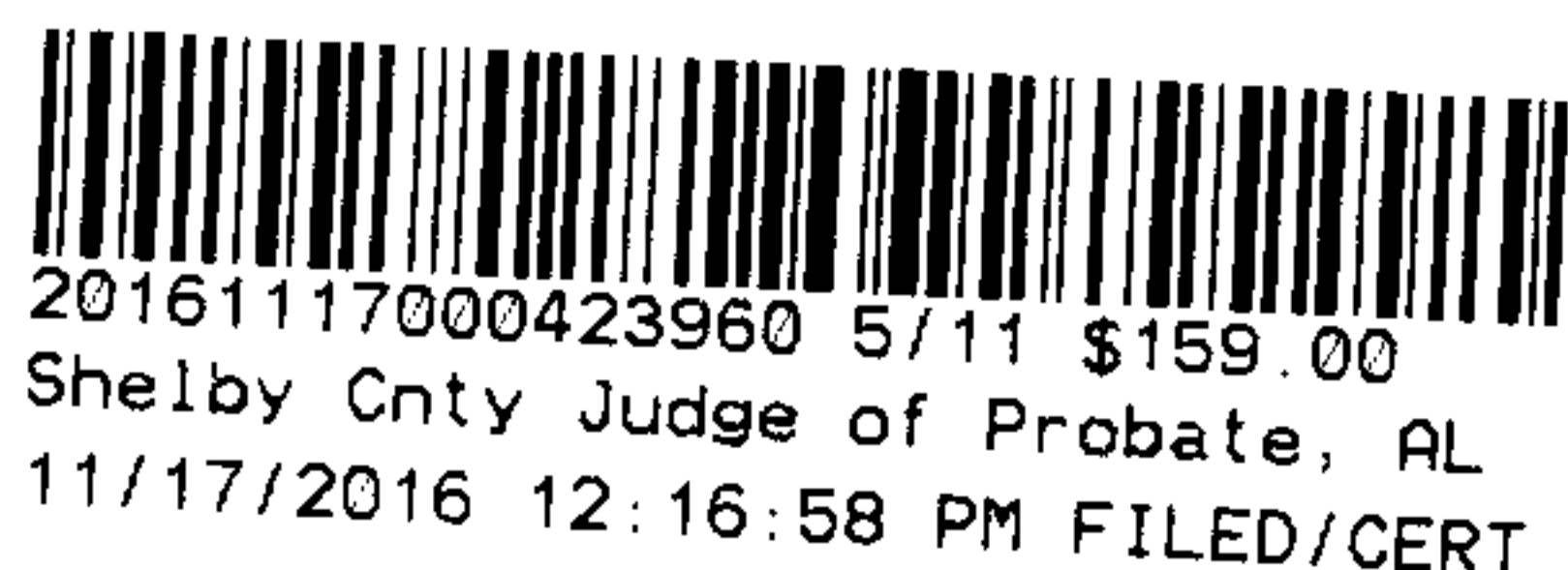
The corporation shall have perpetual existence.

ARTICLE V

Statement of Purpose

The purposes of the corporation are:

- (1) To give primacy to the human and spiritual rather than to the material values of life.
- (2) To encourage the daily living of the Golden Rule in all human relationships.
- (3) To promote the adoption and the application of higher social, business, and professional standards.
- (4) To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
- (5) To provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.



6) To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.

(7) For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of Indian Springs Village, and its members.

(8) To do all such things as are incidental or conducive to the attainment of the above objects.

(9) To engage in any lawful act or activity for which nonprofit corporations may be incorporated in the State of Alabama.

ARTICLE VI
Governing Laws

This corporation is organized pursuant to the General Nonprofit Corporation Laws of the State of Alabama.

ARTICLE VII
Directors and Incorporators

The management of the affairs of the corporation shall be vested in a Board of Directors as defined in the corporation's bylaws. The number of directors of this corporation shall be seven.

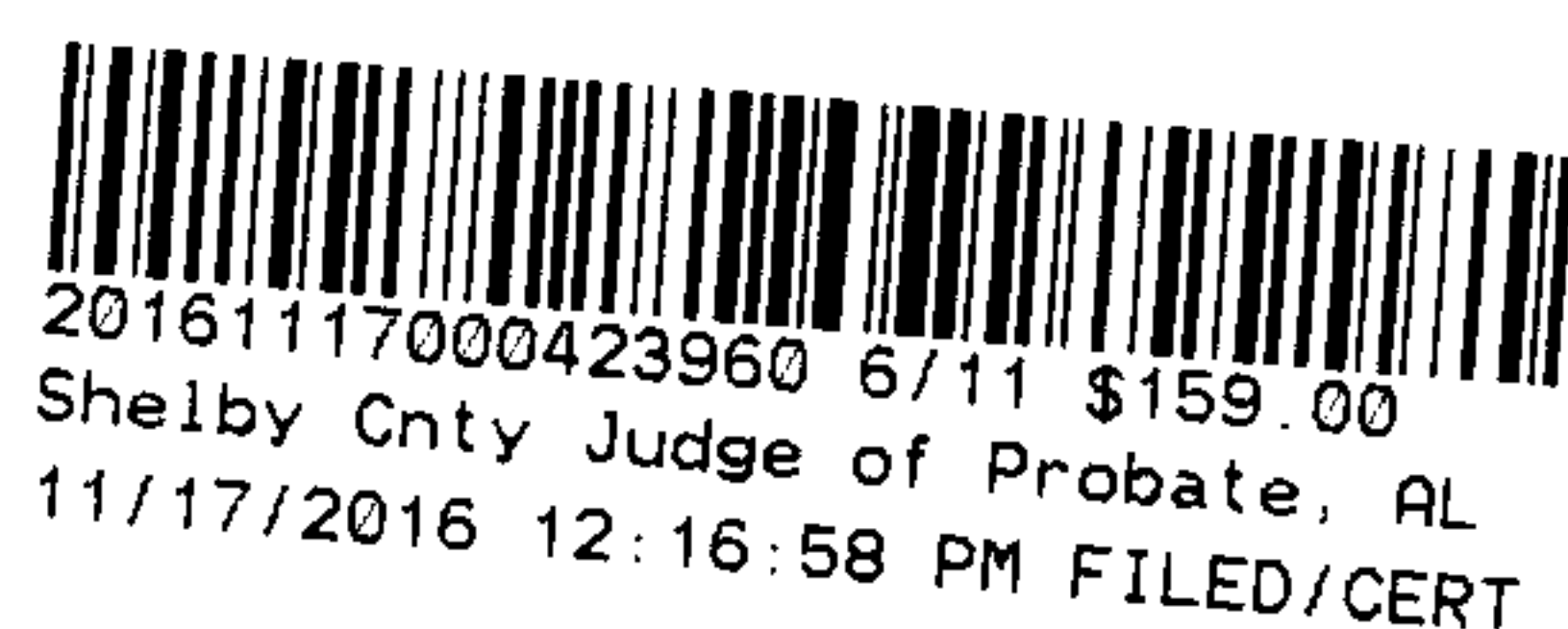
The names and addresses of those chosen to serve as initial directors are: Brian Rodgers, Clyde Dale Elliott, Natalie Steed, Keith McKendall, David Egge, Hub Harrington, Jake Guerico. The members of the initial Board of Directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or until they are removed as provided in the bylaws.

The names and addresses of the incorporators are:
Brian S. Rodgers, 280 Woodward Drive, Indian Springs, AL 35124
Natalie Steed, 6761 Remington Circle, Indian Springs, AL 35124
Clyde Dale Elliott, 2014 Cahaba Valley Road, Indian Springs, AL 35124

ARTICLE VIII
Membership

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof shall be set forth in the bylaws.

ARTICLE IX



Prohibited Distributions

No part of the net earnings of the 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 Statement of Purpose herein. The property of this corporation is irrevocably dedicated to the corporation's section 501(c)(4) purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE X **Nonprofit Nature**

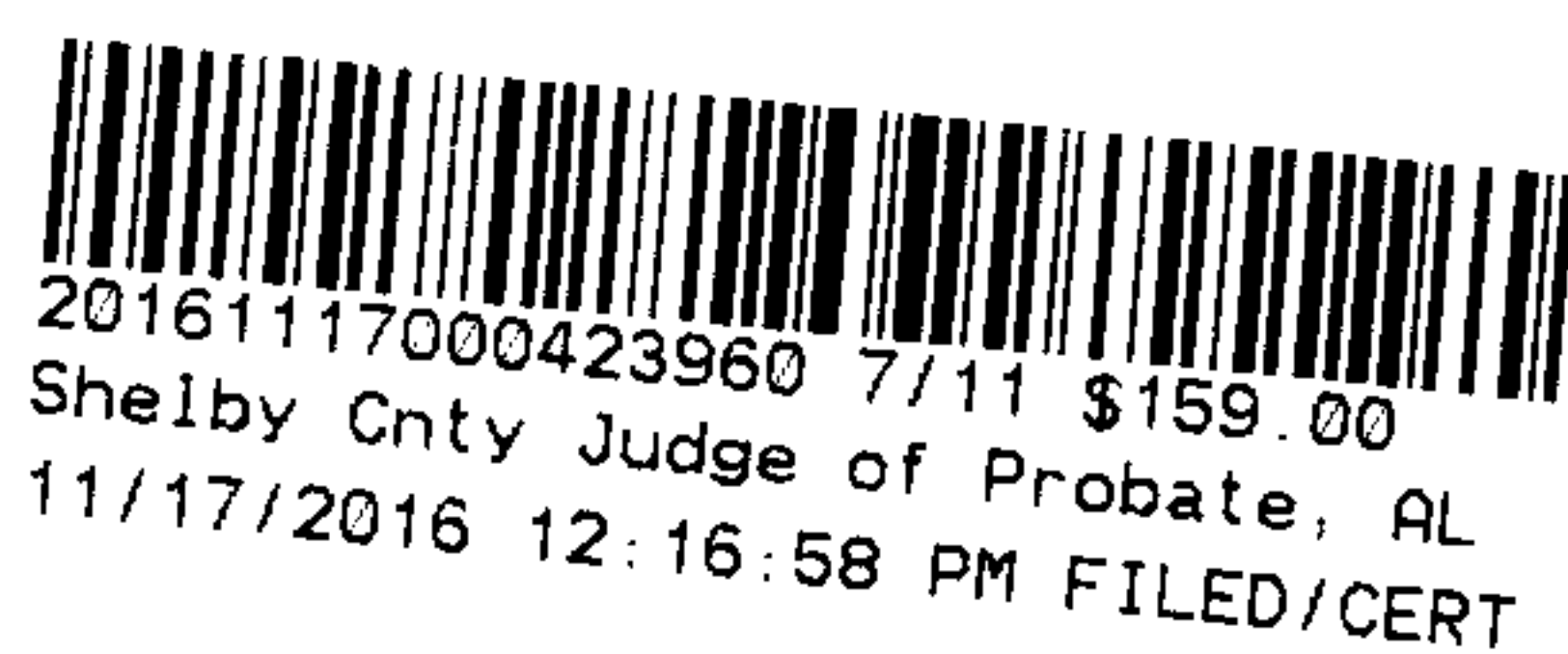
No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE XI **Dissolution**

Upon the dissolution of the corporation, the governing board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such manner to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court in the county in which the principal office of the corporation is located, exclusively for such purposes.

ARTICLE XII **Compliance with Kiwanis International Bylaws and Policies**



Whenever requested by the Board of Trustees of Kiwanis International the proposed corporation will dissolve or change its form of organization, and no change in the corporate structure or in the purposes and powers of the proposed corporation should be made without the consent of Kiwanis International.

IN WITNESS WHEREOF, we, the undersigned, who are to act in the capacity of initial incorporators of this corporation, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Alabama, this 29 day of August, 2016.

B. Rodgers

Natalie Steed

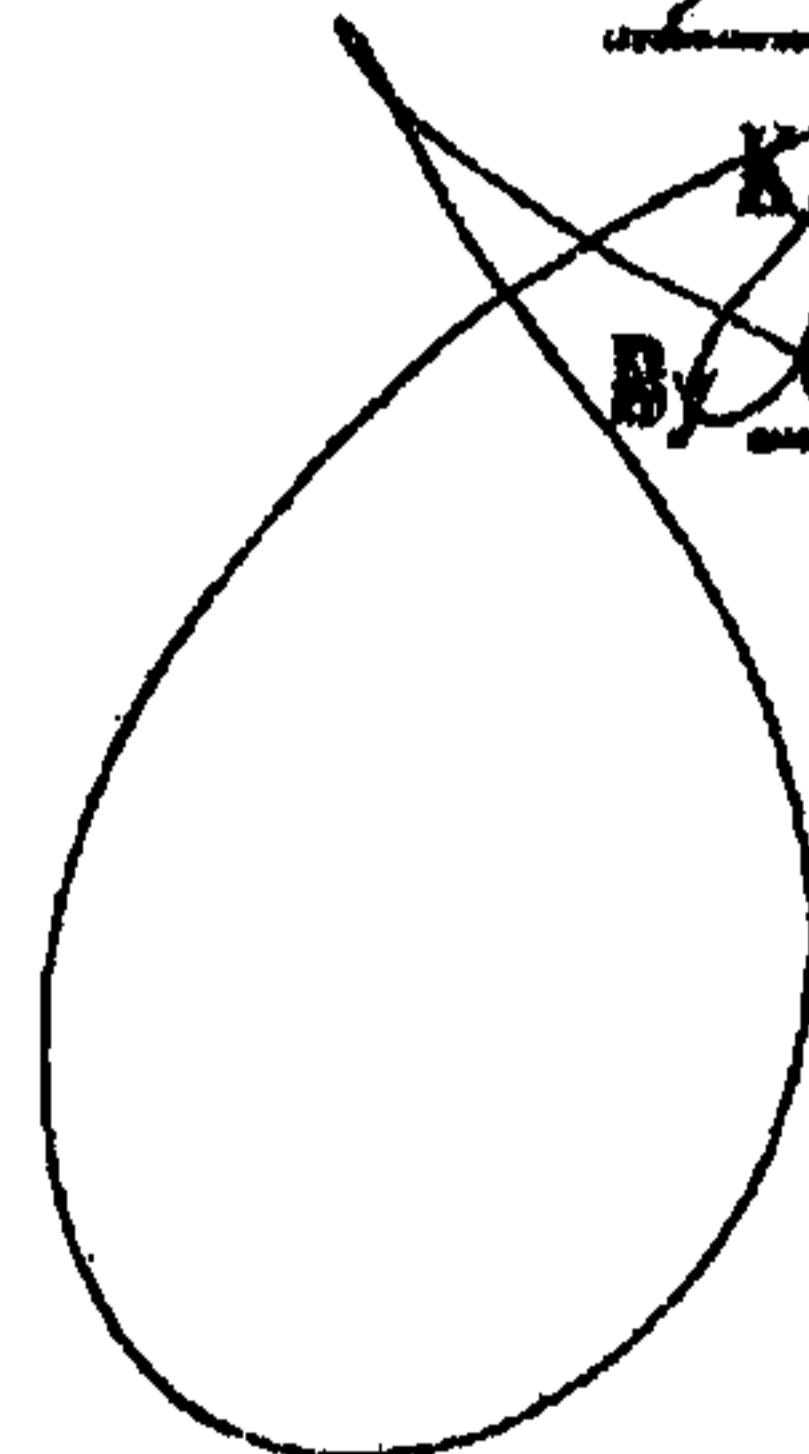
Chloe Pitt

APPROVED

10-18-2016

KIWANIS INTERNATIONAL

[Signature]



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Consent to Incorporate Club - (U. S.)

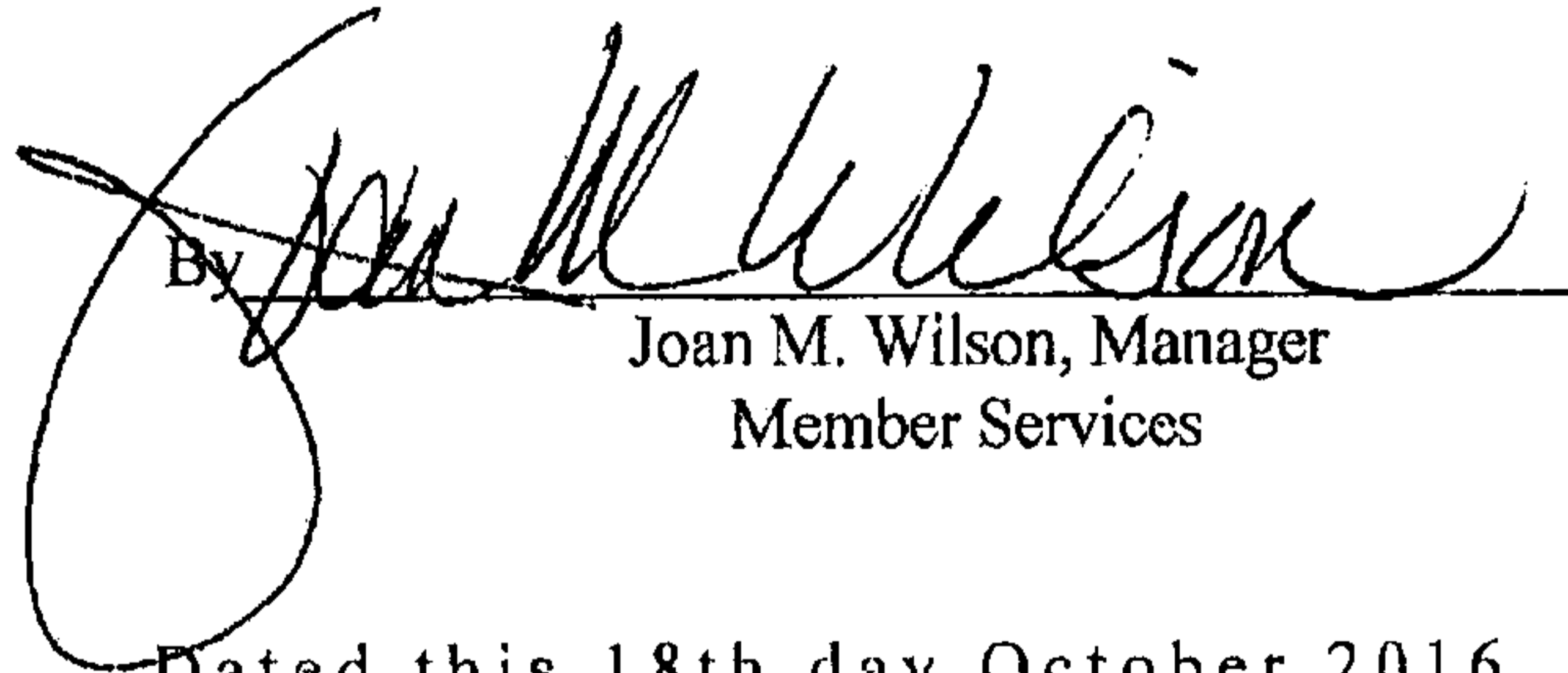
Having complied with all the conditions and requirements of KIWANIS INTERNATIONAL with reference to the incorporation of the club, consent is hereby given to the

K i w a n i s C l u b o f I N D I A N S P R I N G S V I L L A G E (K 1 9 0 8 3)


to incorporate without capital stock and not for profit, pursuant to the laws of the **State of Illinois** under the name of the **Kiwaniis Club of Indian Springs Village, Incorporated** and according to the Articles of Incorporation submitted to and approved by KIWANIS INTERNATIONAL.

This consent is given on condition that it is revocable by KIWANIS INTERNATIONAL if at any time the club departs from the plan of organization approved by KIWANIS INTERNATIONAL; and that in the event of such revocation, the club will comply with whatever request is made of it by KIWANIS INTERNATIONAL to conform to said plan; or, in the event of failure to so conform, that the club will cause dissolution of said corporation.

KIWANIS INTERNATIONAL, INC.

By 
Joan M. Wilson, Manager
Member Services

Dated this 18th day October 2016


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Kiwaniis

October 18, 2016

Brian Rodgers
Kiwaniis Club of Indian Springs Village
280 Woodward Dr
Indian Springs, AL 35124

Re: Incorporation - Kiwanis Club of Indian Springs Village (K19083)

Dear Brian:

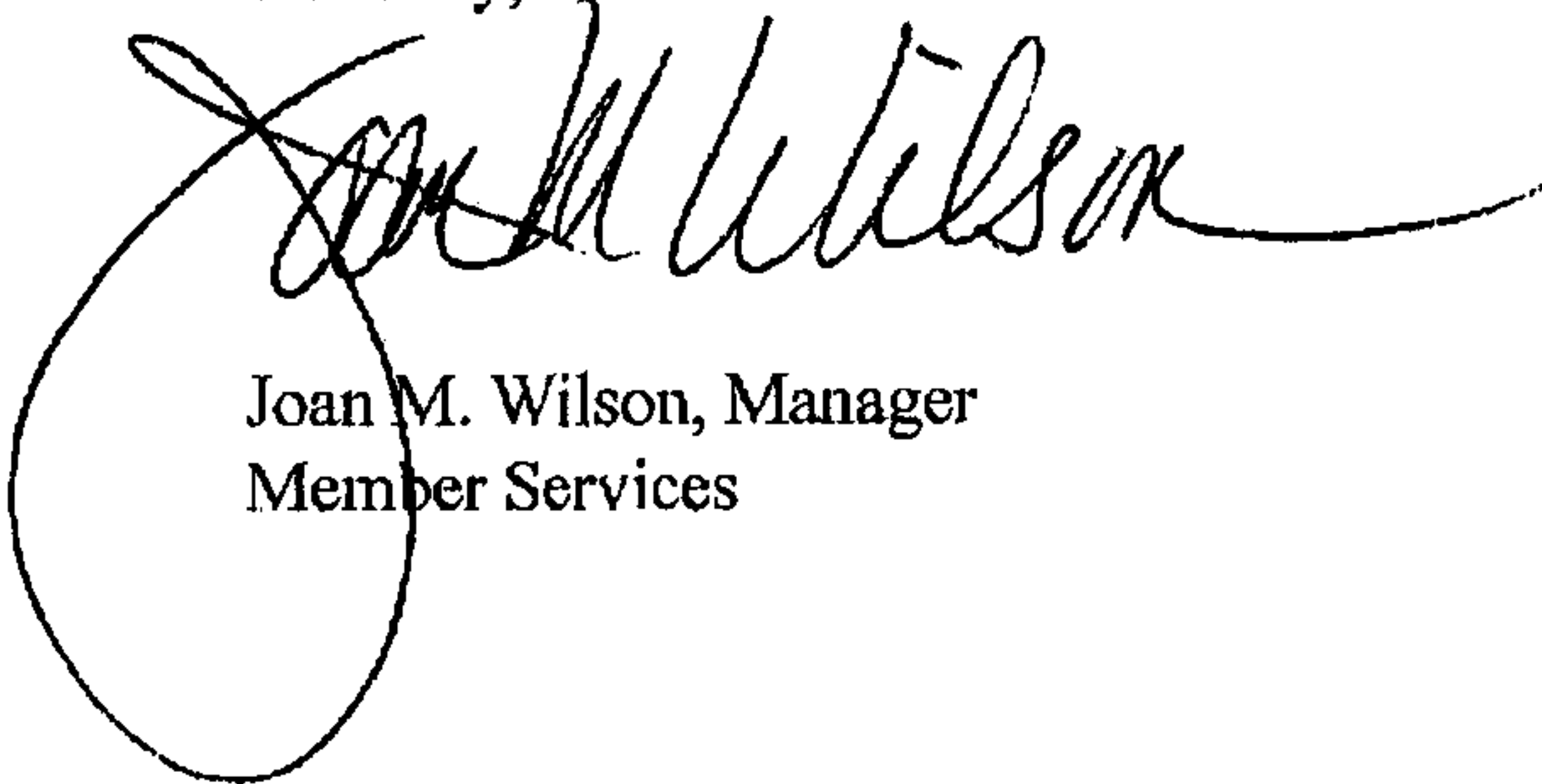
Thank you for sending a copy of the proposed Articles of Incorporation for the purpose of incorporating the above named Kiwanis club.

We have reviewed the Articles of Incorporation and find everything to be in order. The club may proceed filing with the State agency.

Please submit a copy of the State accepted document, showing the date of acceptance. Enclosed please return the signed and dated Form "C". Upon receipt, we will forward one copy of Form "C" to you for the club's permanent files.

Should you have any questions, please feel free to contact this office at 800-549-2647, extension 263 or via email, jwilson@kiwanis.org.

Sincerely,



Joan M. Wilson, Manager
Member Services



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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:

KIWANIS CLUB OF INDIAN SPRINGS VILLAGE

This name reservation is for the exclusive use of BRIAN RODGERS, 2635 Cahaba Valley Road, Indian Springs, AL 35124 for a period of one year beginning October 24, 2016 and expiring October 24, 2017



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RES739083

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.

October 24, 2016

Date

John H. Merrill

Secretary of State