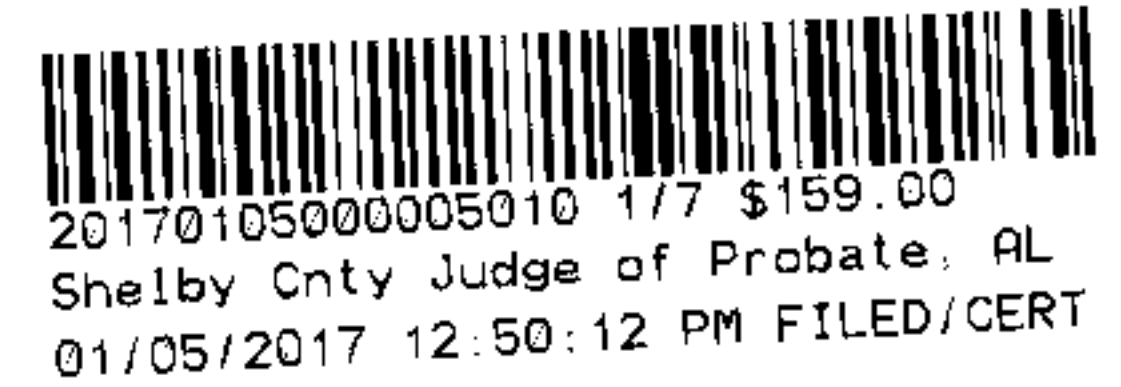


ARTICLES OF INCORPORATION
OF
AMADY FOUNDATION, INC.



For the purpose of forming a nonprofit corporation under the Alabama Nonprofit Corporation Act and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Act"), the undersigned incorporator does hereby sign, verify 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 (hereinafter referred to as the "Corporation"), under the name set forth in Article I hereof, shall commence.

ARTICLE I.

NAME

1.1 The name of the Corporation shall be "Amady Foundation, Inc."

ARTICLE II.

PERIOD OF DURATION

2.1 The duration of the Organization shall be perpetual.

ARTICLE III.

PURPOSE AND POWERS

3.1 Subject to the limitations set out in paragraph 3.2 below, the purposes for which the Corporation is organized and is to be operated are:

(a) The Corporation is organized exclusively for scientific, educational, and 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") including, without limiting the generality of the foregoing, the following specific purposes:

- (1) To receive and administer funds for scientific, educational, and charitable purposes and to that end to take and hold by bequest, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person, persons, or corporation, any

property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner, as in the judgment of the Board of Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto;

- (2) Apply from time to time the principal thereof and the income therefrom exclusively for charitable, religious, scientific, literary, cultural or educational purposes by such agencies and means as shall, from time to time, be found appropriate therefor, by contributions to organizations that qualify as exempt organizations under Internal Revenue Code of 1986, section 501(c)(3), and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

(b) In addition to and in order to accomplish the foregoing purposes, the Corporation shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them or connected with them that are not forbidden by law, and which would not adversely affect the Corporation's status as a nonprofit corporation or as an organization described in Internal Revenue Code of 1986, section 501(c)(3) and the regulations promulgated thereunder, as may be amended from time to time.

3.2 The Corporation shall be subject to the following restrictions and limitations, notwithstanding any other provisions of these Articles:

(a) The Corporation 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.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and no activities of the Corporation shall be participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) No part of the net earnings of the Corporation shall inure to the benefit of any private person, director, or officer of the Organization, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes).

(d) If the Corporation should be classified as a private foundation within the

meaning of § 509 of the Code, the officers of the Corporation shall:

1. Distribute all income of the Corporation at such times and in such manner as not to subject the Corporation to tax under § 4942 of the Code.
2. Refrain from causing the Corporation to engage in any act of self dealing as defined in § 4941(d) of the Code.
3. Refrain from retaining any excess business holdings as defined in §4943(c) of the Code in a manner that would subject the Corporation to tax under § 4943(a) of the Code.
4. Refrain from making any investments in such manner as to subject the Corporation to tax under § 4944 of the Code.
5. Refrain from making any taxable expenditures as defined in § 4945(d) of the Code.

ARTICLE IV

MEMBERS

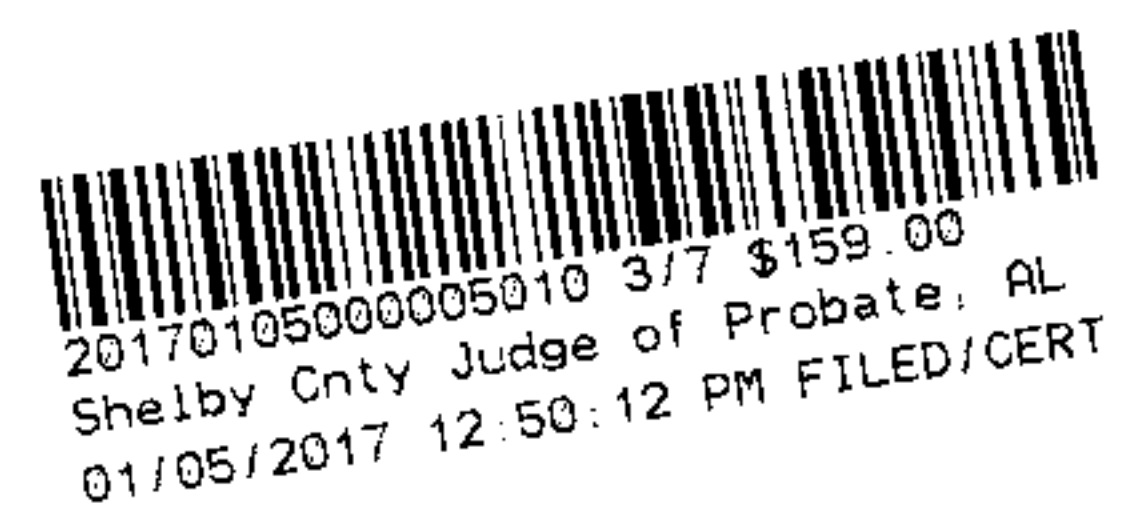
4.1 The Corporation shall have no members or shareholders and shall not issue any shares of stock or certificates or any other evidence of membership; provided, however, that if at any time there are no directors of the Board of Directors, or if the Board of Directors has been unable to obtain a quorum 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 Corporation, shall, at such time and for the following purposes only, constitute the sole member of the Corporation 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 10-3A-36(a) of the Act, appoint other directors to the Board of Directors as needed to conform with the Act, these Articles, and the Bylaws of the Corporation.

ARTICLE V.

REGISTERED OFFICE AND AGENT

5.1 The address and location of the initial registered office of the Corporation shall be at the following address located in Shelby County, Alabama: 395 Stonegate Drive, Birmingham, Alabama 35242.

5.2 The initial registered agent at such address shall be Anastasia Y. Dy.



ARTICLE VI.

BOARD OF DIRECTORS

6.1 The Corporation shall be managed by a Board of Directors. The number, qualifications, terms of office, manner of election, time and place of meetings, powers, and duties of the persons serving on the Board of Directors shall be such as are prescribed by the Bylaws of the Corporation as initially adopted or as amended from time to time.

6.2 The number of persons constituting the initial Board of Directors is two. The names and addresses of the initial members of the Board of Directors are:

Anastasia Y. Dy
395 Stonegate Drive
Birmingham, Alabama 35242

Patricia Oh
1073 Oak Tree Road
Birmingham, Alabama 35244

The initial members of the Board of Directors shall hold the office until the Bylaws of the Corporation have been adopted by the initial members of the Board of Directors, an election has been held in accordance with the Bylaws, and the members of the Board of Directors elected in accordance with the Bylaws have qualified.

6.3 The duration and election of directors shall be provided in the Bylaws except that Yue Lan Chen, who shall be designated as "Executive Director," shall enjoy a lifetime appointment to the Board of Directors in which she can only be removed for cause. Other than this provision, the Executive Director shall have equal power and responsibility as that of any other director. This provision of the Articles of Incorporation cannot be amended absent the vote of a super-majority of 80% or more of the total directors then in office.

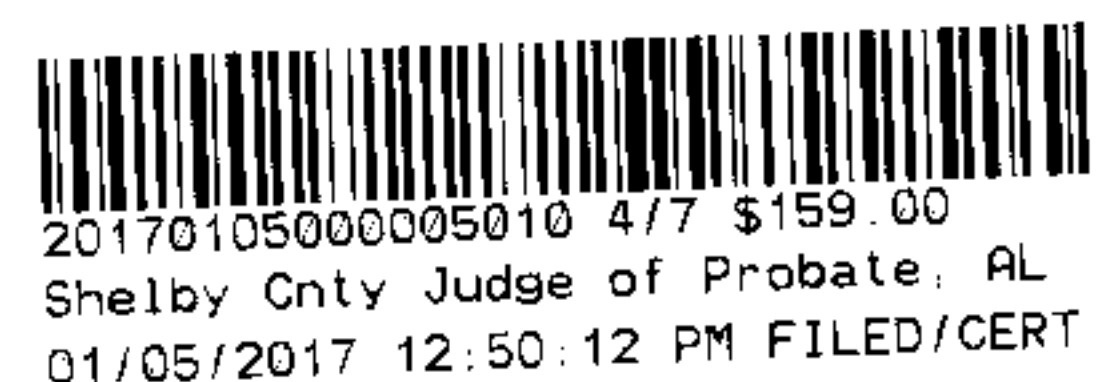
6.4 There shall be no personal or individual liability for any director or officer with respect to any debt, obligation or tort of the Corporation. No director or officer shall be liable to any person for any act of negligence or default on the part of any one or more of the other directors or officers in the absence of specific knowledge on the part of the director or officer of the negligence or default of any one or more of the other directors or officers.

ARTICLE VII.

INCORPORATOR

7.1 The name and address of the incorporator is:

Anastasia Y. Dy
395 Stonegate Drive
Birmingham, Alabama 35242



ARTICLE VIII.

INDEMNIFICATION

8.1 The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify my person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (or a person for whom he is the legal or personal representative or heir or legatee) is or was a director, officer, employee or other agent of the Corporation, or of any other organization served by him in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. This indemnification shall be cumulative and not exclusive of any other rights to which the directors may be entitled under any bylaws, agreements, corporate actions, or otherwise.

ARTICLE IX

NON-DIVERSION OF ASSETS

9.1 The Corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the income or principal of the Corporation shall be distributed to its directors or officers as such. The Corporation may reimburse any person for any reasonable expense incurred on behalf of the Corporation or in connection with the carrying on of its business. The Corporation may, pursuant to approval by the Board of Directors, pay compensation in a reasonable amount to its agents or employees for services rendered to or on behalf of the Corporation. No part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, officer of the Corporation, or any other private individual (except for reasonable compensation paid for services rendered (o or for (he Corporation), and no trustee, director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE X

DISSOLUTION

10.1 In the event of the dissolution of the Corporation and the discontinuance of its functions, the assets shall be distributed in accordance with Alabama law. The assets of the Corporation remaining after payment of all outstanding liabilities shall be distributed to (a) one or more organizations which are exempt from Federal income taxation as organizations described in the Internal Revenue Code of 1986, section 501(c)(3), or the corresponding provisions of any other or future United States internal revenue law, or (b) the Federal, State of Alabama, or any local government to be used exclusively for public purposes.

ARTICLE XI

OTHER ACTIVITIES

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11.1 Notwithstanding any other provision of these Articles of Incorporation, the Corporation will not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal income tax under the Internal Revenue Code of 1986, section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law. 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.

ARTICLE XII

BYLAWS

12.1 The Bylaws of the Corporation shall be adopted initially by a majority vote of the Board of Directors and, therefore, may be altered or amended by a majority vote of the Board of Directors.

ARTICLE XIII

AMENDMENT TO ARTICLES OF INCORPORATION

13.1 These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE XIV


SIGNATURE OF INCORPORATOR AND DATE

14.1 The undersigned, acting as the incorporator of the Corporation under the Alabama Nonprofit Corporation Act, adopts and signs these Articles of Incorporation at January 5, 2017.



Anastasia Y. Dy (Incorporator)

This instrument prepared by:
Patricia Oh
3800 Colonnade Parkway, Suite 500
Birmingham, AL 35243



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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:

Amady Foundation

This name reservation is for the exclusive use of Anastasia Y. Dy, 395 Stonegate Drive, Birmingham, AL 35242 for a period of one year beginning January 05, 2017 and expiring January 05, 2018

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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.

January 05, 2017

Date

J. H. Merrill

John H. Merrill

Secretary of State