

**ARTICLES OF INCORPORATION OF  
HELENA MIRACLE LEAGUE INC**

**ARTICLE 1.**

The name of the Corporation is HELENA MIRACLE LEAGUE INC.

**ARTICLE 2.**

HELENA MIRACLE LEAGUE Inc. shall have perpetual duration.

**ARTICLE 3.**

Helena Miracle League Inc. is organized pursuant to the Alabama Nonprofit Corporation Code and shall be organized and operated for any lawful activity and purpose, and Helena Miracle League Inc. shall have all of the powers granted by the Alabama Nonprofit Corporation Code, except as limited in these Articles of Incorporation or in the Bylaws of Helena Miracle League Inc., and subject to the limitations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or in any other applicable provision or Section of the Code.

**ARTICLE 4.**

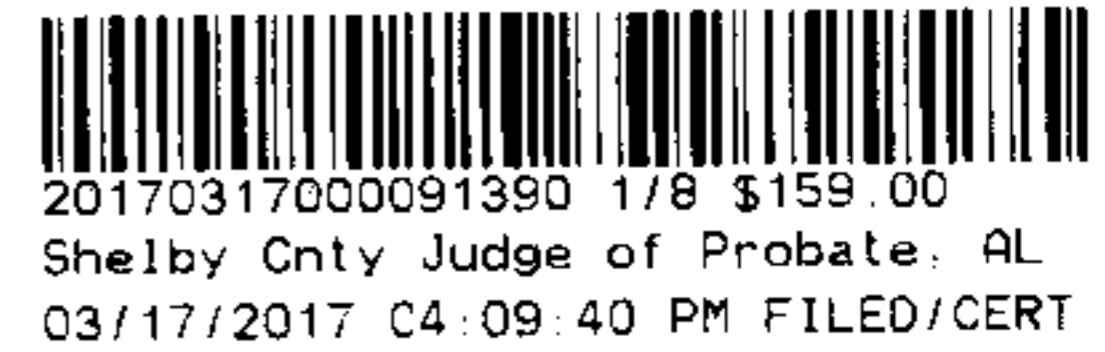
Helena Miracle League Inc. shall be governed by a Board of Directors, which may be referred to in the Bylaws of The Helena Miracle League of Inc. as the Board of Trustees. The operation, direction, management and control of Helena Miracle League Inc. and all of Helena Miracle League Inc.'s activities and property shall be vested in the Board of Directors, and the Directors shall be elected and serve as provided in the Bylaws of Miracle League of Inc.

**ARTICLE 5.**

Helena Miracle League Inc. shall have members, with the criteria for membership, the rights and privileges of the members, and the procedure for admission of members as established, from time to time, by the Board of Directors of Helena Miracle League Inc.

**ARTICLE 6.**

Helena Miracle League Inc. shall be organized and operated, at all times, exclusively for charitable purposes, the promotion of health, and educational purposes within the meaning of Section 501(c)(3) of the Code, including, but not limited to, to provide opportunities for children with disabilities to play Miracle League baseball regardless of their ability, to develop and promote community support and sponsorship of Miracle Leagues for children with disabilities in their communities, to develop and promote the construction of special facilities that meet the unique needs of Miracle League players and their families, to provide opportunities for recreation for the health and well-being of Miracle League players and their families, and to



provide educational opportunities and promote greater understanding on matters concerning disabilities and disabled individuals .

#### **ARTICLE 7.**

No part of the net earnings of Helena Miracle League Inc. shall inure to the benefit of, or be distributable to, any private individual. No substantial part of the activities of Helena Miracle League Inc. shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and Helena Miracle League Inc. shall not, directly or indirectly, 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. Helena Miracle League Inc. may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its exempt purposes.

#### **ARTICLE 8.**

In the event of dissolution or final liquidation of Miracle League of Inc., as permitted by applicable law, the Board of Directors of Miracle League Inc. shall, after lawfully paying or making provision for the payment of all lawful debts and liabilities of the Corporation, distribute all of the assets of Helena Miracle League Inc. to an organization or organizations having similar aims and objects as Helena Miracle League Inc., which may be created to succeed Helena Miracle League Inc., provided that each such organization is, at the time of the dissolution or final liquidation of Helena Miracle League Inc., qualified as an organization exempt from taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

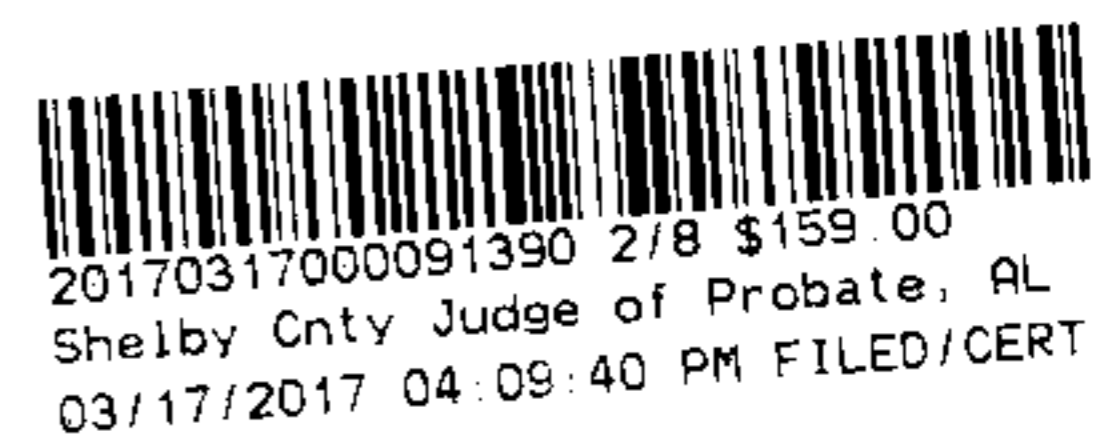
#### **ARTICLE 9.**

The initial registered office of Helena Miracle League Inc. is located at and the initial registered agent of The Helena Miracle League, Inc. at the initial registered office of The Helena Miracle League Inc. is Mary Chambliss

#### **ARTICLE 10.**

The name and address of the Incorporator is: Mary Chambliss

Address: 101 Cahaba Club Drive, Helena, AL 35080



Nikaa Wombacher

Address: 321 South Hillman Street, Anniston, AL 36201

Bruce Wombacer

Address: 321 South Hillman Street, Anniston, AL 36201

Danie Liden

Address: 6788 Charles Drive, Trussville, AL 35173

BYLAWS OF  
THE HELENA MIRACLE LEAGUE

Article I General

Section 1. Applicability. These Bylaws provide for the governance of the Helena Miracle League a ALABAMA Corporation.

Section 2. Name. The name of the corporation is The Helena Miracle League (hereinafter sometimes referred to as "The Miracle League.")

Section 3. Purpose. The Purpose of the Helena Miracle League is to solicit, Manage and distribute financial and other contributions or the construction and operation of baseball facilities for physically or mentally challenged children.

Section 4. Fiscal Year. The fiscal year, unless changed by the Board shall be January 1 through December 31.

Article II Governance and Accountability



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Section 1. Board of Directors. The Board, as defined in Article III, shall be responsible for the overall operations, activities and financial accountability for the Helena Miracle League.

Section 2. Officers. The Officers of the Board, as defined in Article IV, shall be responsible for the day-to-day operations and activities of the Helena Miracle League, for appointing and managing the committees, and for carrying out the financial policies and procedures.

Section 3. Committees. The President and/or Board may form Standing Committees, Task Forces and/or other Committees of the Membership to carry out the functions needed by the Helena Miracle League.

Section 4. Fiscal Policies and Procedures. The Board shall adopt and follow a set of policies and procedures related to the handling of finances for the Helena Miracle League. At a minimum, these will define the process for approving budgets, expending funds and reporting.


#### Article III Board of Directors

Section 1. Composition. The Board shall be composed of a minimum of Three (3) members but not more than thirteen (13).

Section 2. Term of Office. The Board shall serve two fiscal years and may be re-appointed with no limit.

Section 3. Meetings. The Board shall meet at least four times a year at a time to be determined by the President. Other regular meetings may be held as needed and scheduled by the President. The President, or in his/her absence, a Vice President or other person appointed by the President, shall preside at the meetings.

Section 4. Removal. A Board member may be removed for any or no cause by a two-thirds majority vote of the entire Board. Upon removal, that vacancy shall be filled by the original appointing organization.

  
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## Article IV Officers

Section 1. Designation. The officers of the Miracle League shall be, at a minimum, a President, Secretary and Treasurer. The Secretary and Treasurer may be the same person if necessary and appropriate. Officers may also include one or more Vice- Presidents as deemed necessary and appointed by the Board.

Section 2. Election. The officers shall be elected by a simple majority of the Board. Elections will be held annually prior to the end of the fiscal year.

Section 3. Term of Office. The officers will serve for the current fiscal year and may be re-elected without any limit.

Section 4. Duties. Duties of the Officers are as follows:

A. President. The President shall preside at all meetings of the Miracle League and the Board of Directors. The President shall have all the general powers and duties which are incident to the office of the President of a corporation under the ALABAMA Nonprofit Corporation Code, including, but not limited to, the power to appoint committees from time to time as (s)he may, in his/her discretion or at the recommendation of the Board, decide is appropriate to assist in the conduct of the affairs of the Helena Miracle League.

B. Vice President(s). The Vice Presidents(s), if any, shall act in the President's absence and shall have all powers, duties and responsibilities provided for the President when so acting. In addition, they may have other specific duties as directed by the President or the Board.

C. Secretary. The Secretary shall keep this minutes of all meetings of the Helena Miracle League and of the Board of Directors and shall have charge of such books and papers as the Board may direct and shall, in general, perform all duties incident to the office of a secretary of a corporation organized in accordance with ALABAMA law.

D. Treasurer. The Treasurer shall have the responsibility for the Funds financial resources, for keeping accurate financial records and books of account showing all receipts and disbursements, for preparing or having prepared all required budgets, financial statements and

**ARTICLE 11.**

The mailing address of the initial principal office of The Helena Miracle League, Inc. is:

P.O. Box 17  
Helena, AL 35080

IN WITNESS, WHEREOF, the incorporator has executed these Articles of Incorporation effective as of this 17<sup>th</sup> day of March 2017.

  
Mary Chambliss  
Incorporator of Helena Miracle League Inc.

Please return a filed copy of these Articles of Incorporation to:

MARY CHAMBLISS  
101 Cahaba Club Dr.  
Helena, AL 35080

**Miracle League Board Members Board of Directors**

President: Mary Chambliss

Address: 101 Cahaba Club Drive, Helena, AL 35080

Vice President: Curtis Stephenson

Address: 101 Cahaba Club Drive, Helena, AL 35080

Secretary: Vicki Hardin

Address: 1051 Deavertown Road, Cleveland, AL 35049

Treasure: Lara Lusk

Address: 1685 Timber Court, Helena, AL 35080

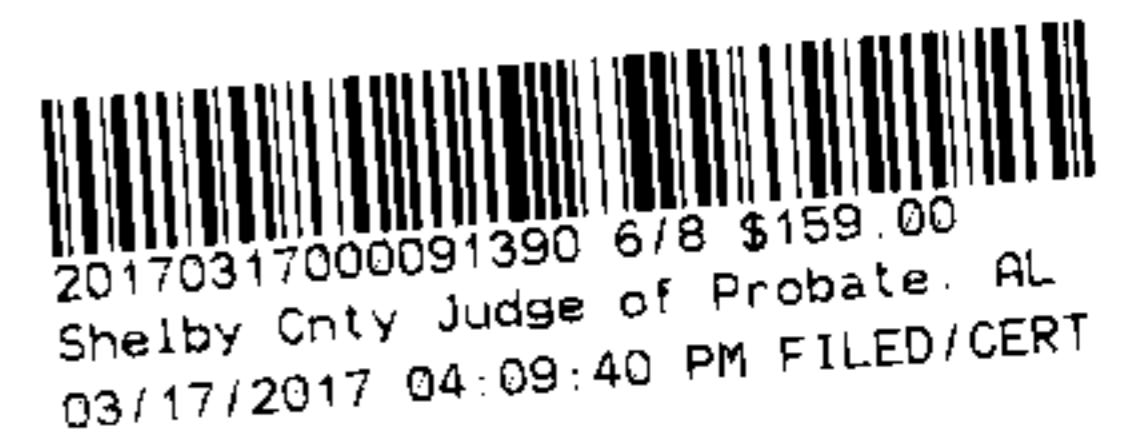
**Additional Board Members:**

Jimmy Hardin

Address: 1051 Deavertown Road, Cleveland, AL 35049

Wanda Canada

Address: 489 McGuffie Drive, Ragland, AL 35131




tax returns, and for the deposit of all monies and other valuable effects in the name of the Miracle League.

Section 5. Removal. An officer may be removed from office for any cause or no cause by a two-thirds majority vote of the Board. Upon removal, the vacancy may be filled by a simple majority vote of the Board.

#### Article V Miscellaneous

Section 1. Amendments. These Bylaws may be amended by a two-thirds majority of the Board.

Section 2. Books and Records. All Board members shall be entitled to inspect all books and records of the Helena Miracle League Inc. and current copies of these Bylaws.

  
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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**

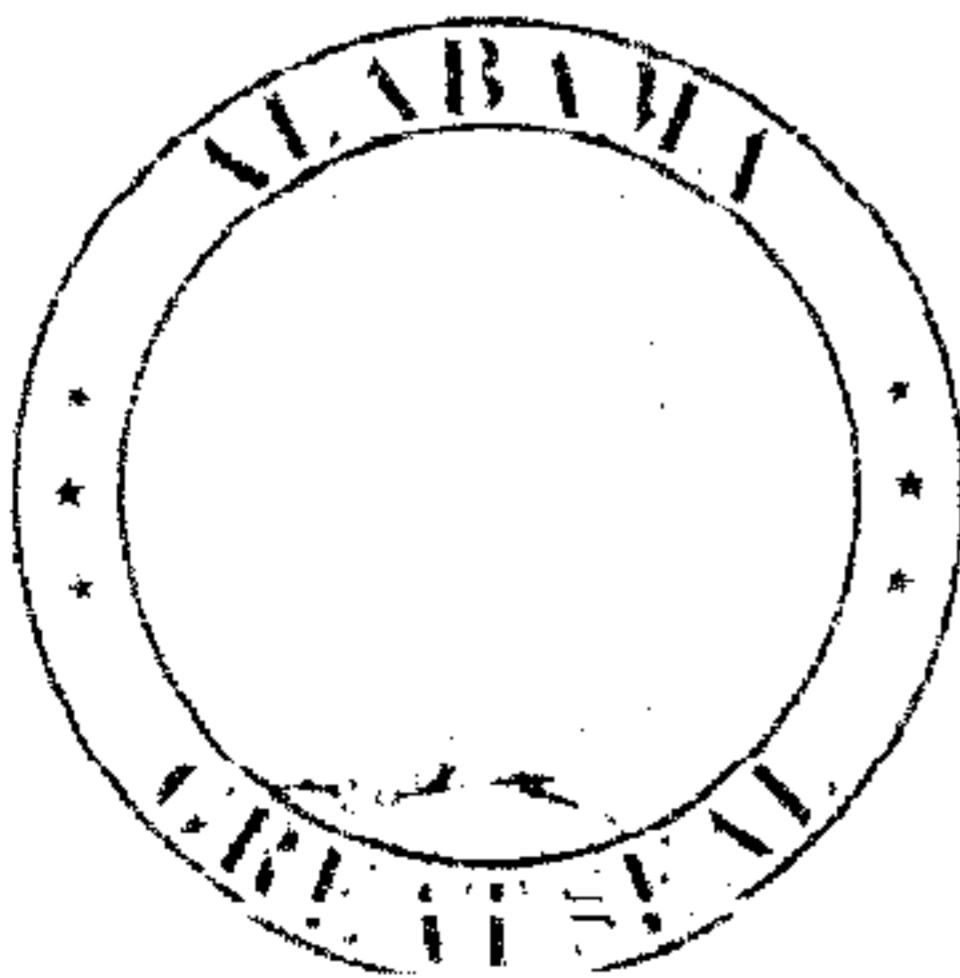
pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

**Helena Miracle League**

This name reservation is for the exclusive use of Mary Chambliss, PO BOX 17, Helena, AL 35080 for a period of one year beginning January 26, 2017 and expiring January 26, 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 26, 2017

**Date**

**John H. Merrill**

**Secretary of State**