

STATE OF ALABAMA

SHELBY COUNTY

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**ARTICLES OF INCORPORATION  
AND CERTIFICATE OF FORMATION  
OF THE  
MONTEVALLO HISTORICAL SOCIETY  
A NONPROFIT CORPORATION**

The undersigned, acting as incorporator of a corporation under the Alabama Nonprofit Corporation Law, §10A-3-1.01, *et seq.*, Code of Alabama 1975, as amended, adopt the following Articles of Incorporation and Certificate of Formation for such corporation:

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is MONTEVALLO HISTORICAL SOCIETY.

**ARTICLE II  
NONPROFIT CORPORATION**

The corporation is organized as a nonprofit corporation exclusively for charitable, religious, educational, or scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax law.

**ARTICLE III  
PURPOSES AND POWERS**

This corporation is organized under the Alabama Nonprofit Corporation Law for the following purposes:

A. To promote, support, and effect preservation of historically significant structures, sites, or other things existing within, around, or relating to the City of Montevallo, Alabama;

B. To promote awareness of and appreciation for the history and culture of the City of Montevallo, Alabama, and to provide a forum for the services and work of related organizations or programs for the promotion of such awareness with other organizations, institutions, and individuals committed to similar goals;

C. To act as a financial and material-assistance resource for historical preservation and education;

D. Without in any way limiting the generality of the foregoing, the corporation shall also have the following powers:

1. To acquire by lease-option, gift, grant, purchase, devise or conveyance, or otherwise to hold, enjoy, possess, rent, lease and sell real property or any interest therein;

2. To acquire any personal property by option, purchase, gift, grant, bequest, transfer, or otherwise; to hold, enjoy, possess, acquire, or pledge its security, sale, lease, or transfer on any matter; to dispose of personal property of any class or description whatsoever; to hold or retain any property, investments, or securities received by the corporation, or thereafter acquired by it, so long as the directors of the corporation shall consider the retention thereof desirable; to invest any and all funds coming into the hands of the corporation, on any account whatsoever, in such property, investments, or securities as the directors of the corporation may, in their discretion, deem advisable, however doubtful, hazardous, or limited the description or nature of any property, investment, or securities so obtained may be, whether or not the same may be currently producing incomes, and whether or not the same are, or may be, such as are authorized or deemed proper for investment of trust funds under the constitutional laws of the State of Alabama or United States; to convert real property owned by the corporation to personal property, or personal property to real property; to improve, cause, or permit real property to be improved; to abandon any property that the directors of the corporation believe to be without substantial value; to manage or control any shares of stock, certificates of deposit, bonds, or other securities of the corporation, trusts, or associations, at any time acquired in any way by this corporation, and with respect to the same, to concur on any plan, scheme, or arrangement for the consolidation, conversion, recapitalization, reorganization, dissolution, lease, or other disposition of the properties of any such corporation, trust, or association, the securities of which are held by this corporation, and as an owner thereof, to vote, or give proxy or proxies to vote, any security of any corporation, trust, or association as held by this corporation at any meeting of the holders of the same class of securities of the issuing entity, and generally, in all respects to exercise all the rights of the ownership therein; and to

pledge any of its property, whether real, personal, or mixed, or to otherwise offer the same as security;

3. To encourage, solicit, receive, or administer gifts, bequests, donations, and benefactions by deed, will, or otherwise, for the attainment and carrying out of the purposes of the corporation as above stated;

4. To take, receive, own, hold, administer, distribute, or dispose of property, gifts, or donations of all kinds, whether owned by others, whether real, personal, or mixed, whether acquired by gift, bequest, devise or otherwise, for the attainment and carrying out of the purposes of the corporation as hereinabove stated; and

5. To do and perform solely for cultural, educational, entertainment, social, or charitable purposes, things which may be done and performed by a nonprofit corporation organized under the Alabama Nonprofit Corporation Law, as the same may be amended in the future.

E. To do all things necessary, desirable, or expedient in the operation, management, or conduct of the aforesaid business; and

F. To transact all lawful business for which nonprofit corporations may be incorporated under the Alabama Nonprofit Corporation Law.

G. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, as the same may be amended from time to time (the "Code"), or by a corporation, contributions to which are deductible under subsection 107(c)(2) of the Code.

1. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of §501(c)(3) of the Code.

2. The assets of the corporation shall be permanently dedicated to the exempt purposes of §501(c)(3) of the Code.

H. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not engage in any business of a kind ordinarily carried on for profit, and nothing in these Articles of Incorporation, or in the Constitution or Bylaws of this corporation, shall authorize the corporation to, and the corporation shall not enter into any transaction, carry on any activity, or engage in any business, for pecuniary profit, and any income received by the corporation shall be applied only to the nonprofit purposes and objectives of the corporation set forth herein, and no part thereof during membership, or upon termination of membership, shall inure to the benefit of any private member or individual.



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I. Upon termination or dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, 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 so disposed of shall be disposed of by the Circuit Court of the county where the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine, that are organized and operated exclusively for such purposes

#### **ARTICLE IV DURATION**

The period of duration of this corporation is perpetual.

#### **ARTICLE V REGISTERED OFFICE AND AGENT**

The location of the corporation's initial registered office shall be 540 Shelby Street, Montevallo, AL 35115, and the initial registered agent at such address shall be Janice F. Seaman.

#### **ARTICLE VI INCORPORATOR**

The name and address of the incorporator is:

John E. McCulley

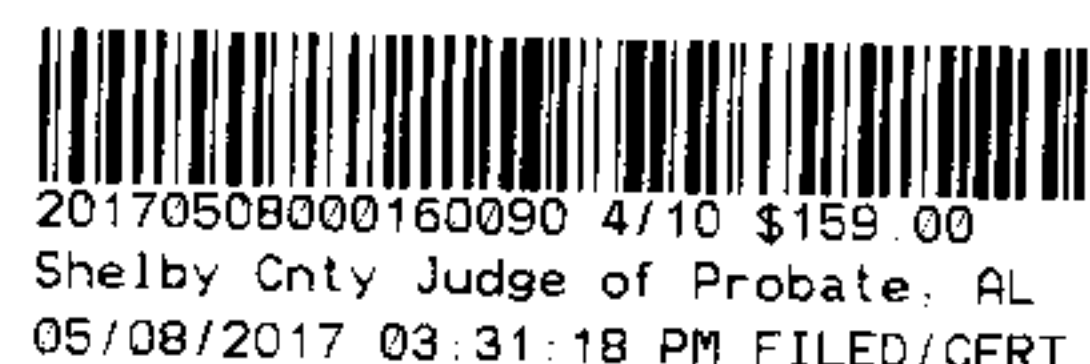
601 Greensboro Avenue—Ste. 200  
Tuscaloosa, AL 35401

#### **ARTICLE VII MEMBERS**

The corporation may have one or more classes of members. The designation of such class or classes, the manner of election or appointment, and the qualification and voting rights of the members, if any, shall be prescribed in and by the bylaws of the corporation.

#### **ARTICLE VIII BOARD OF DIRECTORS**

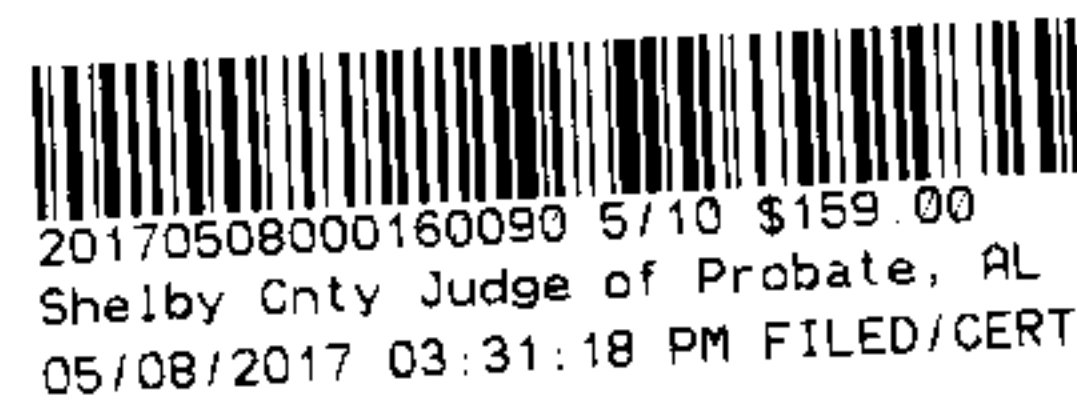
The management and control of the corporation shall be vested in a Board of Directors consisting of not less than five (5) members, except as provided for herein. The



manner in which the members of the Board of Directors shall be elected or appointed, their chairman and vice-chairman, if any, and their respective terms of office, shall be prescribed in and by the bylaws of the corporation. The number of directors constituting the initial Board of Directors of the corporation shall consist of thirteen (13) positions.

The names and addresses of the initial members of the Board of Directors are:

James S. Day	3005 North Grande View Cove Maylene, AL 35114
Clayton M. Nordan	2907 Virginia Road Mountain Brook, AL 35223
Norman R. McMillan	325 Pineview Road Montevallo, AL 35115
Janice F. Seaman	540 Shelby Street Montevallo, AL 35115
Kenneth Dukes	140 Motley Avenue Montevallo, AL 35115
Marty Everse	2722 Altadena Lake Drive Vestavia Hills, AL 35243
Bill Glosson	430 Crestview Circle Montevallo, AL 35115
Mae Glosson	430 Crestview Circle Montevallo, AL 35115
Susan Godwin	295 Parkway Circle Montevallo, AL 35115
Mike Mahan	235 Inverness Center Drive—Apt. 208 Birmingham, AL 35242
John E. McCulley	P. O. Box 20576 Tuscaloosa, AL 35402
Debbie Pendleton	2609 Fairmont Road Montgomery, AL 36111
Sherry Lawson Vallides	260 Crestview Circle Montevallo, AL 35115



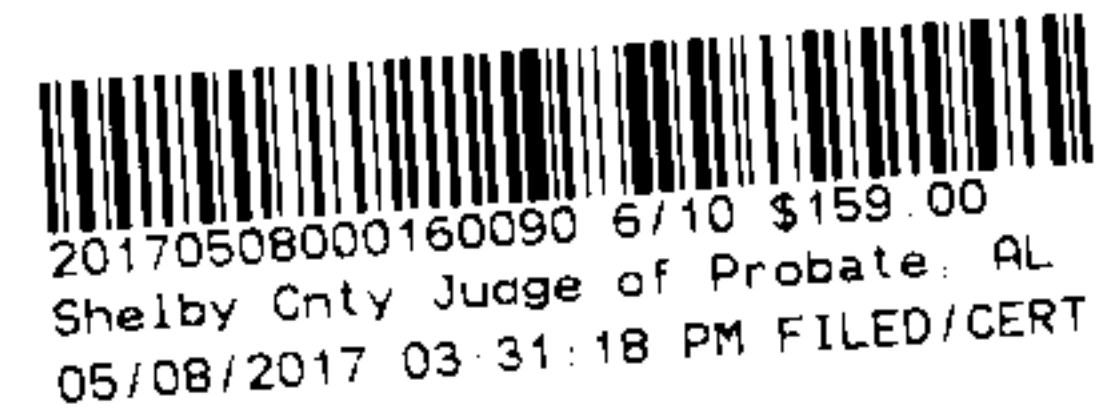
## **ARTICLE IX OFFICERS**

The officers of the corporation may consist of a president, a vice-president, a secretary, and a treasurer. Each officer shall be elected or appointed at such time, in such manner, for such term, and shall have the powers and duties, as may be prescribed in the bylaws.

The names and addresses of the initial officers are:

President	James S. Day
Vice-president	Clayton M. Nordan
Secretary	Norman R. McMillan
Treasurer	Janice F. Seaman

## **ARTICLE X DISSOLUTION**



Upon dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, and after disposing of assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall dispose of all remaining assets of the corporation by transfer or conveyance 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 they 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 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 XI INDEMNIFICATION**

The corporation is, and shall henceforth be, obligated to indemnify and hold harmless all directors or officers of the corporation, whether or not their term shall have expired, for and from any loss, expense, liability, or claim of liability of every type or kind whatsoever that they may at any time pay or incur as a direct or indirect consequence or result of any action taken or omitted, or alleged to have been taken or omitted, by the corporation, its directors, its officers, or by themselves as such director or officer, excepting only such as may be paid or incurred in relation to matters which they,

respectively, shall be adjudged by action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of their duties for the corporation, or that involves a violation of law or any restriction contained herein. Such indemnification shall be cumulative and not exclusive of any other rights to which the directors or officers of the corporation may be entitled under any laws, agreements, corporate actions, or otherwise.

## **ARTICLE XII BYLAWS**

The corporation as hereinabove provided shall have the power to adopt bylaws for the establishment, formation, operation, and regulation of its internal affairs, including the creation of such components, committees, divisions, or boards as it may deem appropriate to carry out the purposes of the corporation as set out herein and for all other purposes not inconsistent with the constitution and laws of Alabama, and with these Articles of Incorporation and Certificate of Formation.

## **ARTICLE XIII AMENDMENT**

These Articles of Incorporation and Certificate of Formation and the bylaws of the corporation may only be amended by a vote of a majority of the Board of Directors of the corporation. In no event may any amendment to these Articles of Incorporation be made that would authorize the Board of Directors to conduct the affairs of the corporation in any manner or for any purpose contrary to, or inconsistent with, the provisions of §501(c)(3) of the Internal Revenue Code, or that would adversely affect the corporation's qualification as an organization exempt from federal income tax liability under said section.

## **ARTICLE XIV REMOVAL OF DIRECTORS**

A director may be removed at any time by a majority vote of the Board of Directors, with or without cause.

## **ARTICLE XV OPEN MEETINGS, PUBLIC RECORDS, COMPETITIVE BIDS AND OTHER APPLICABLE LAWS**

In the event that the corporation should receive public funds or other things of public value, including in-kind services, use of public employees, or equipment from any public corporation or governing body, the corporation shall contract or agree as follows:



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A. To the same and like extent as is applicable to public corporations or any governing body, all meetings of the governing or controlling body of the corporation, or any committee or subcommittee thereof, shall be open to the public when any issue or matter involving or relating directly or indirectly to such contract or agreement is discussed or considered, and when there is any discussion or consideration of the use of public funds or things of value provided to the corporation by or through the public corporation or governing body.

B. To the same and like extent as is applicable to public corporations or any governing body pursuant to state law, all records, documents, letters, minutes, memoranda, etc., of the corporation shall be open to public inspection and copying when the same pertain to any issue or matter involving or relating directly or indirectly to the performance by the corporation of such contract or agreement or the use of public funds or other thing of value provided to the corporation by or through any public corporation or governing body.


C. To the same and like extent as is applicable to public corporations or any governing body pursuant to state law, all expenditures or disbursements of funds received by the corporation, whether directly or indirectly, from a public corporation or governing body, shall be subject to competitive bidding.

## **ARTICLE XVI 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 or intervene in (including publishing or distributing 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 clauses hereof.


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

  
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IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal.

DATED this 26<sup>th</sup> day of April, 2017.

  
John E. McCulley

This instrument prepared by:  
John E. McCulley  
JOHN E. McCULLEY, P. C.  
601 Greensboro Ave.—Ste. 200  
Tuscaloosa, AL 35401  
P. O. Box 20576  
Tuscaloosa, AL 35402  
205-345-6773  
johnemcculley@gmail.com

  
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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**

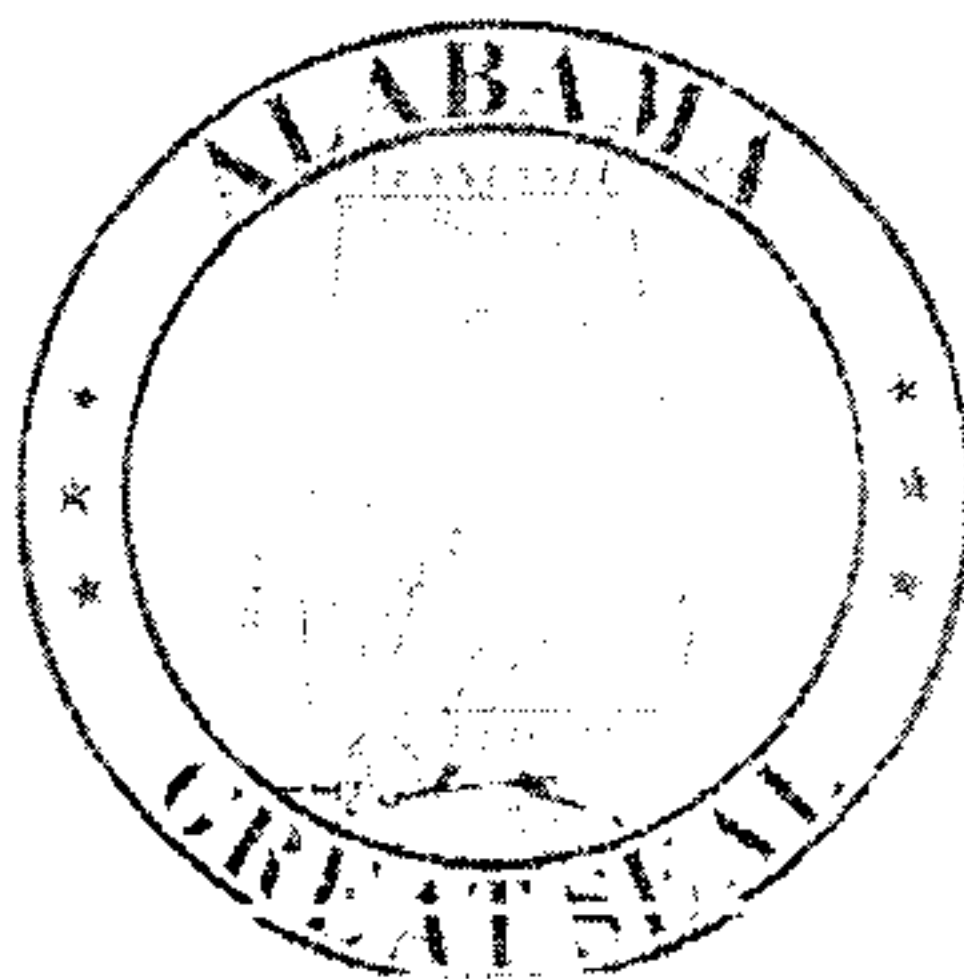
pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama  
1975, and upon an examination of the entity records on file in this office, the  
following entity name is reserved as available:

**Montevallo Historical Society**

This name reservation is for the exclusive use of John E. McCulley, P. C., P. O.  
Box 20576, Tuscaloosa, AL 35402 for a period of one year beginning February 20,  
2017 and expiring February 20, 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.**

February 20, 2017

Date

*J. H. Merrill*

John H. Merrill

Secretary of State