

This instrument prepared by:
H. Emmanuel Scozzaro, Jr.
Scozzaro Law, LLC
3965 Helena Road
Helena, AL 35080
(205) 624-3367

**DOMESTIC NON-PROFIT CORPORATION
CERTIFICATE OF FORMATION**

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA:

Pursuant to the provisions of the Alabama Non-Profit Corporation Law, Code of Alabama, Sections 10A-3-1.01 et seq. (the "Act"), and Code of Alabama, Section 10A-2-10.07, the undersigned non-profit corporation hereby files the following Certificate of Formation:

ARTICLE ONE

NAME

The name of the corporation (hereinafter referred to as the "Corporation") is:

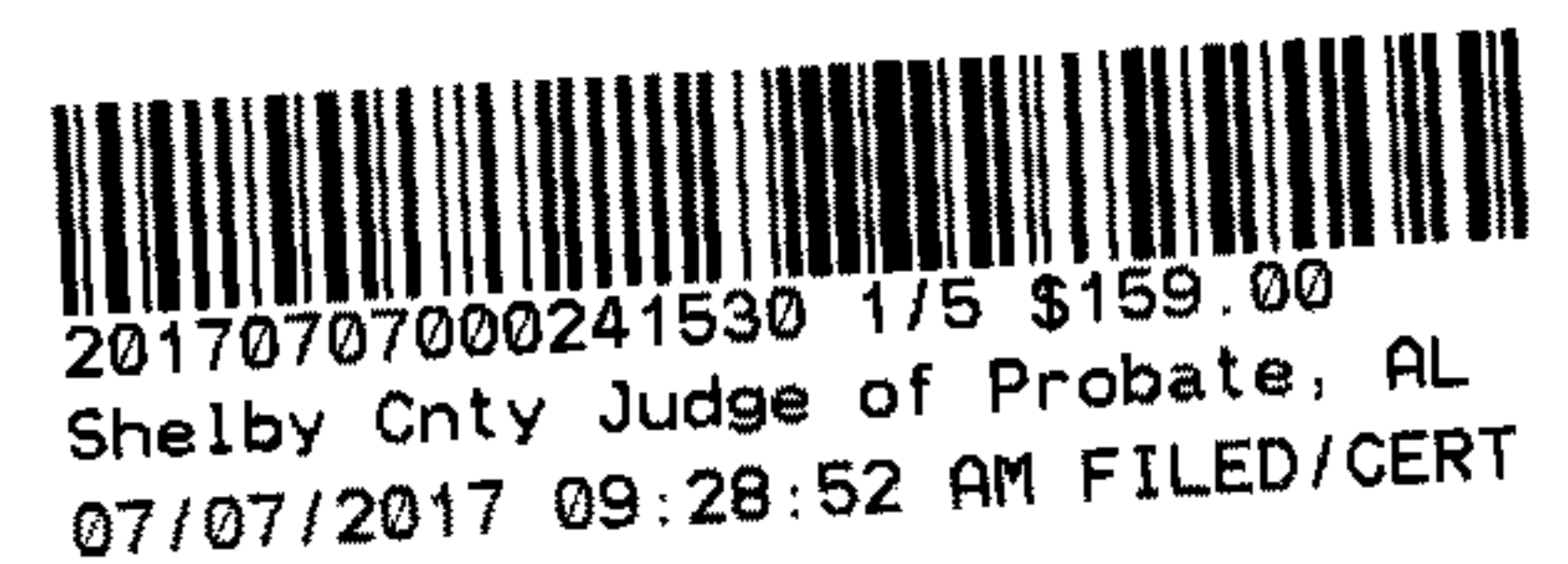
HELENA FIRE EXPLORER FOUNDATION

ARTICLE TWO

STATEMENT OF PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the *Alabama Business and Nonprofit Entity Code*, including, but not limited to:

- Engaging in all charitable, scientific, literary or educational purposes in which an organization may engage as an organization qualifying as an Internal Revenue Code Section 501(c)(3) entity, and within the scope of such rulings and regulations interpreting such code section.
- Supporting the activities, education and training of the candidates and members of the Helena Fire Explorers.
- The Corporation is to be deemed not-for-profit meaning that 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 hereof. The property of this corporation is



irrevocably dedicated to the Corporation 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.

- The Corporation will not engage in prohibited political and legislative activity and 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.

ARTICLE THREE

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual.

ARTICLE FOUR

REGISTERED AGENT AND OFFICE

The registered agent of the Corporation is GEORGE J. GERSON, and the registered office of the Corporation is located at 103 Oak View Lane, Helena, AL 35080, Station #2.

ARTICLE FIVE

POWERS

The Corporation shall have all the general powers enumerated in the Code of Alabama, (1975) § 10A-3-1.01 et. seq.

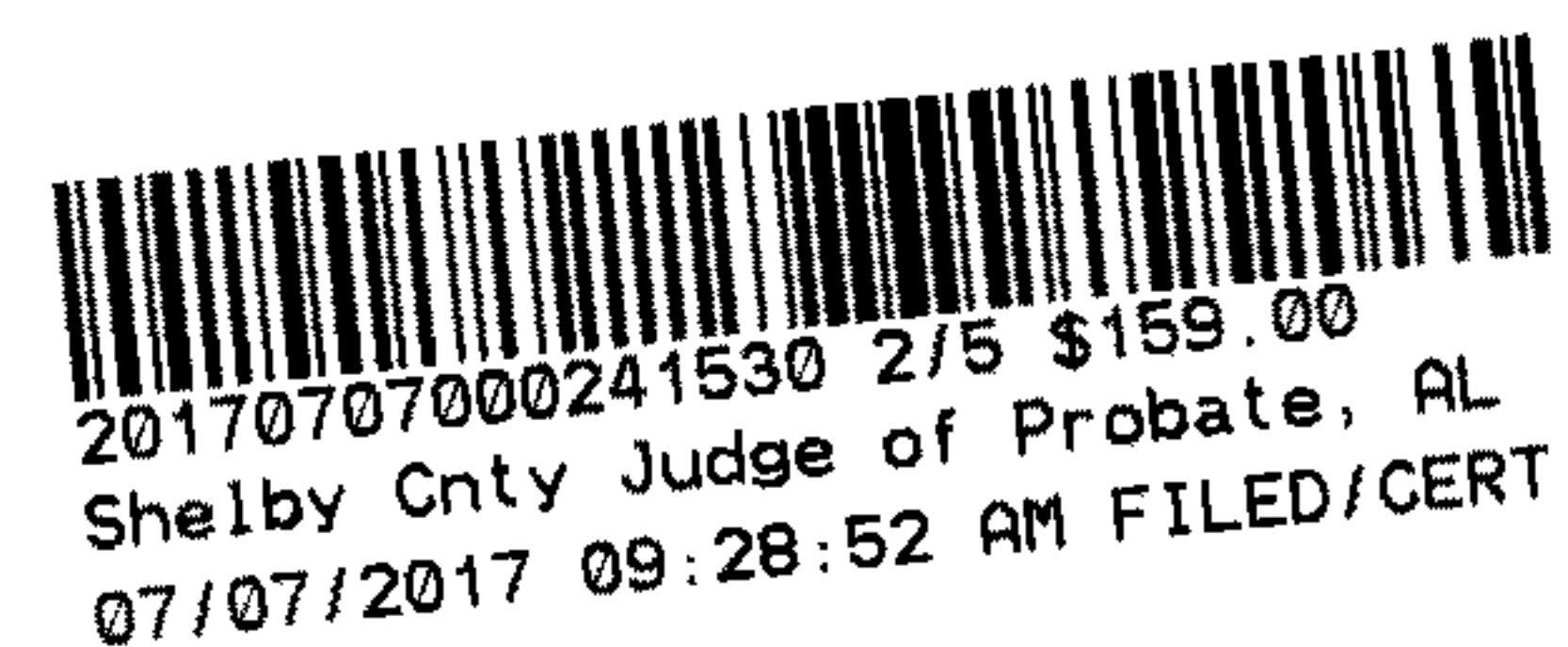
The Corporation shall receive and administer funds for the purposes stated above, and for no other purpose. The Corporation shall have authority to reasonably compensate any employees, contractors or vendors for services rendering in achieving the purposes stated above.

ARTICLE SIX

INCORPORATOR

The names and address of the incorporator is:

- George J. Gerson, 2224 Pup Run, Helena, AL 35080.



ARTICLE SEVEN

BOARD OF DIRECTORS

The number of the directors constituting the Board of Directors of the Corporation is three and the names and addresses of the persons who are to serve as directors until successors are elected and qualify are:

- George J. Gerson, 2224 Pup Run, Helena, AL 35080.
- Stephanie Gerson, 2224 Pup Run, Helena, AL 35080.
- Brenda Mayfield, 104 Augusta Way, Helena, AL 35080.
- James Owens, 28 A Houston Drive, Pelham, AL 35124.
- Norman Gerson, 3746 Parkwood Road, Bessemer, AL 35022.

The Board of Directors of the Corporation may adopt by-laws for governance of the Corporation or acting by majority vote, may adopt, alter, amend, or repeal the By-Laws of the Corporation.

ARTICLE EIGHT

OFFICERS

The following named persons will serve as officers of the corporation until successors are chosen and have qualified to serve:

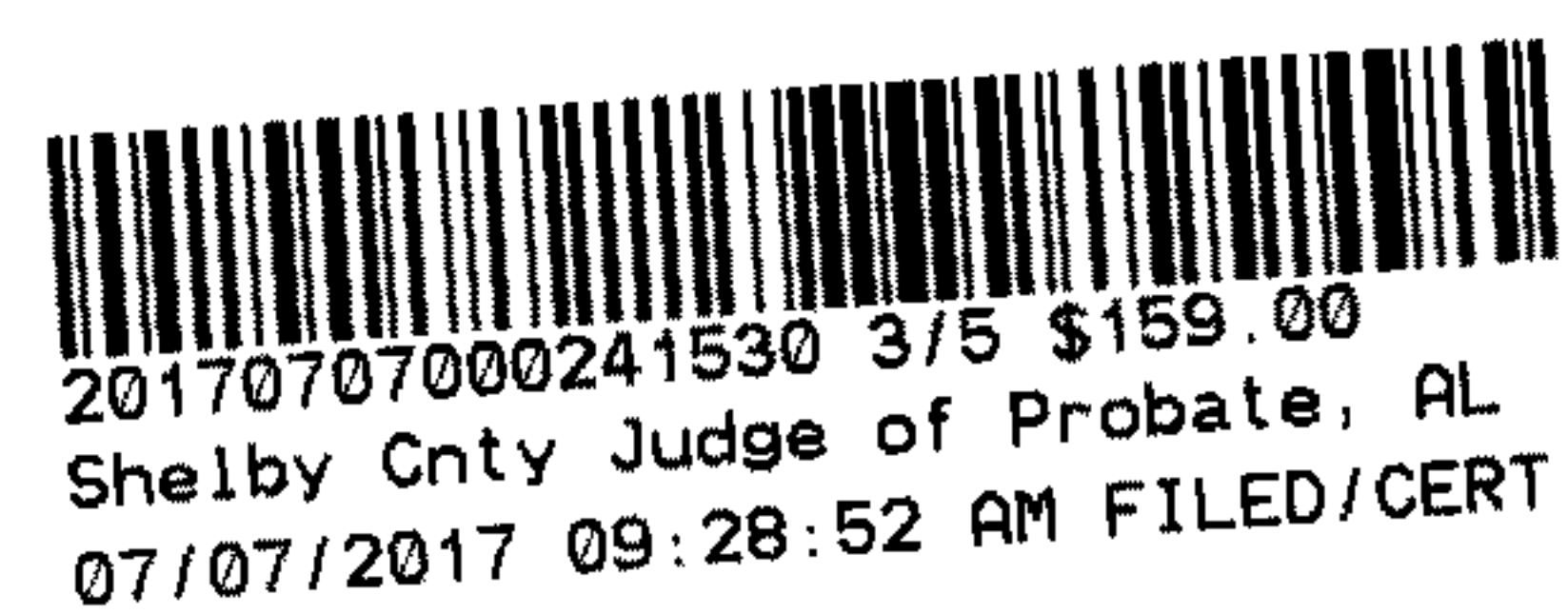
- George J. Gerson, President
- James Owens, Vice President and Secretary
- Stephanie Gerson, Treasurer

ARTICLE NINE

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 the 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 asset not disposed of shall be disposed of by the Court of Common Pleas in the county in which the principal office of the office is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for exclusively for such purposes.



ARTICLE TEN

CORPORATE LIABILITY

Except as otherwise provided by the *Alabama Business and Nonprofit Entity Code* as the same exists or may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any action taken or any failure to take any action. Any repeal or modification of this provision by the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Formation on this 7th day of July, 2017.

George J. Gerson
Signature as required by 10A-1-3.04

George J. Gerson
Typed name of Above Signature

President and Board Member
Typed Title/Capacity to Sign under 10A-1-3.04


20170707000241530 4/5 \$159.00
Shelby Cnty Judge of Probate, AL
07/07/2017 09:28:52 AM FILED/CERT

John H. Merrill
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

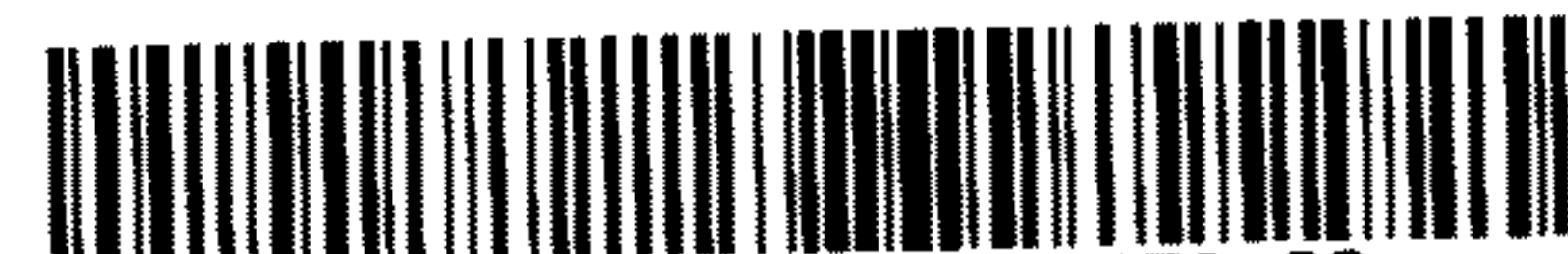
STATE OF ALABAMA

**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 Fire Explorer Foundation

This name reservation is for the exclusive use of George Gerson, 103 Oak View
Lane, Helena, AL 35080 for a period of one year beginning March 10, 2017 and
expiring March 10, 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.**

March 10, 2017

Date

John H. Merrill

Secretary of State