

STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION
CERTIFICATE OF FORMATION



20171206000437430 1/5 \$159.00
Shelby Cnty Judge of Probate, AL
12/06/2017 01:36:16 PM FILED/CERT

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.

(For County Probate Office Use Only)

This form must be typed or laser printed.

1. The name of the corporation: Second Shift
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

(For SOS Office Use Only)

This form was prepared by:

Cheyenne Moseley, LegalZoom.com, Inc.
101 N. Brand Blvd., 11th Floor
Glendale, CA 91203

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

4. Street (**No PO Boxes**) address of principal office of the corporation: _____

245 Ivy Hills Circle, Calera, Alabama 35040

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

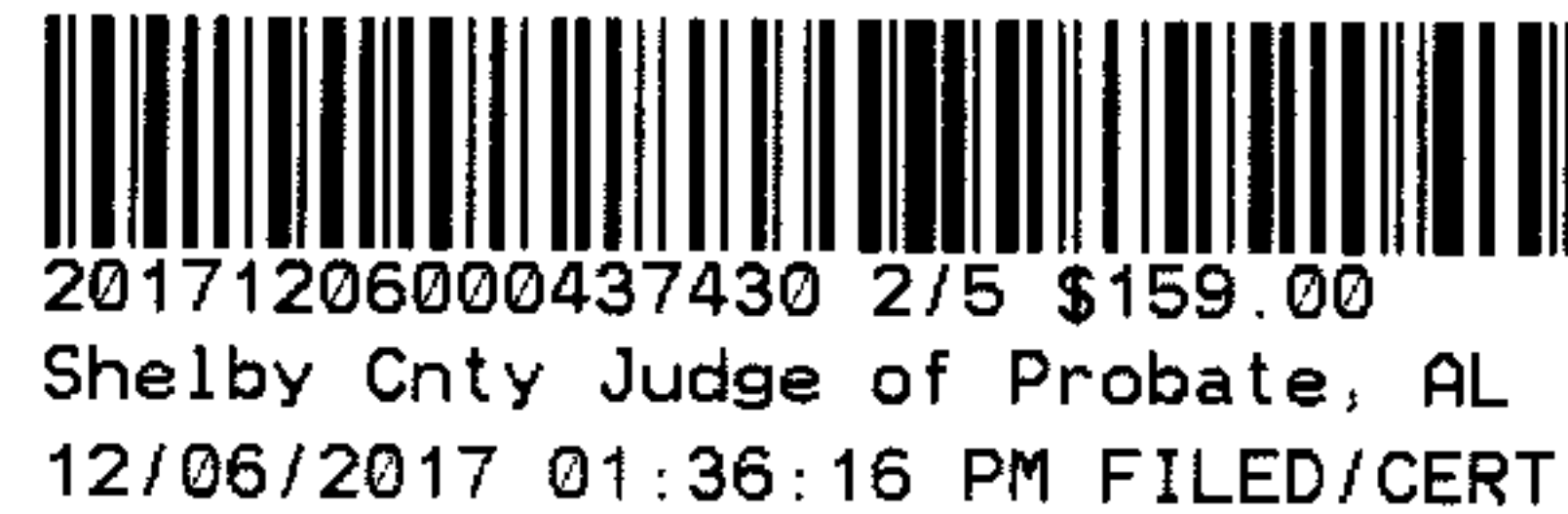
5. The name of the Registered Agent: Tammy Spence

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

245 Ivy Hills Circle, Calera, Alabama 35040

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

7. Purpose for which corporation is formed: _____



See attachment.

_____ ; 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): LegalZoom.com, Inc.

Street (**No PO Boxes**) address of Incorporator(s): 101 N. Brand Blvd., 11th Floor

Glendale, CA 91203

_____ 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 3. The initial Directors names and addresses must be listed in this Certificate of Formation.

Director's Name: Tammy Spence

Street (**No PO Boxes**) address of Director: 245 Ivy Hills Circle

Calera, Alabama 35040

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

from street address): _____

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

Director's Name: Timothy Spence

Street (**No PO Boxes**) address of Director: 245 Ivy Hills Circle

Calera, Alabama 35040

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

Director's Name: Rebecca Cohen

Street (**No PO Boxes**) address of Director: 245 Ivy Hills Circle

Calera, Alabama 35040

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



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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.

12/01/2017

Date

Signature as required by 10A-1-3.04

Cheyenne Moseley

Typed Name of Above Signature

Assistant Secretary, LegalZoom.com, Inc.

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

Attachment to
Articles of Incorporation of
Second Shift

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under the section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The business activity for said organization is as follows: Second Shift is organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code. More specifically, Second Shift is dedicated to providing support and assistance to transitional and aging-out at-risk youth educationally, therapeutically, financially and emotionally

No part of the net earnings of this organization 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 herein. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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 this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of this corporation, assets remaining shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, 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 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.

JOHN H. MERRILL
SECRETARY OF STATE

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ALABAMA STATE CAPITOL
MONTGOMERY, AL 36130

STATE OF ALABAMA

I, John H. Merrill, Secretary of State of the 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:

Second Shift

This name reservation is for the exclusive use of TAMMY SPENCE, 245 IVY HILLS CIRCLE, CALERA, AL 35040 for a period of one year beginning October 25, 2017 and expiring October 25, 2018.



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 25, 2017

Date

John H. Merrill

A handwritten signature in dark ink, appearing to read "J. H. Merrill", is written over a horizontal line.

Secretary of State

RES153512