

STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION  
CERTIFICATE OF FORMATION

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.**



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Shelby Cnty Judge of Probate: AL  
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(For County Probate Office Use Only)

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](http://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.

**This form must be typed or laser printed.**

1. The name of the corporation: HOPE FOR HEROES
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: (type name and full address)

David Tyson  
184 Rowntree Path  
Helena, AL 35080

**DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION**

4. Street (**No PO Boxes**) address of principal office of the corporation: 184 Rowntree Path Helena, AL 35080

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

5. The name of the Registered Agent: David Tyson

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

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

7. Purpose for which corporation is formed: to support and extend the message of hope by proclaiming and

demonstrating the Gospel of Jesus Christ to all we can by every effective means available and equipping other; 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): David Tyson

Street (**No PO Boxes**) address of Incorporator(s): 184 Rowntree Path Helena, AL 35080

\_\_\_\_\_ 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. (Minimum of 3 under section 10A-3-2.09) The initial Directors names and addresses must be listed in this Certificate of Formation.

Director's Name: David Tyson

Street (**No PO Boxes**) address of Director: 184 Rowntree Path Helena, AL 35080

\_\_\_\_\_ Mailing address of Director(s) - (if different

from street address): \_\_\_\_\_

**DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION**

Director's Name: Carrie Tyson

Street (**No PO Boxes**) address of Director: 184 Rowntree Path Helena, AL 35080

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

Director's Name: Charles Tyson

Street (**No PO Boxes**) address of Director: 17595 Hwy 141 Whitewater, CO 81527

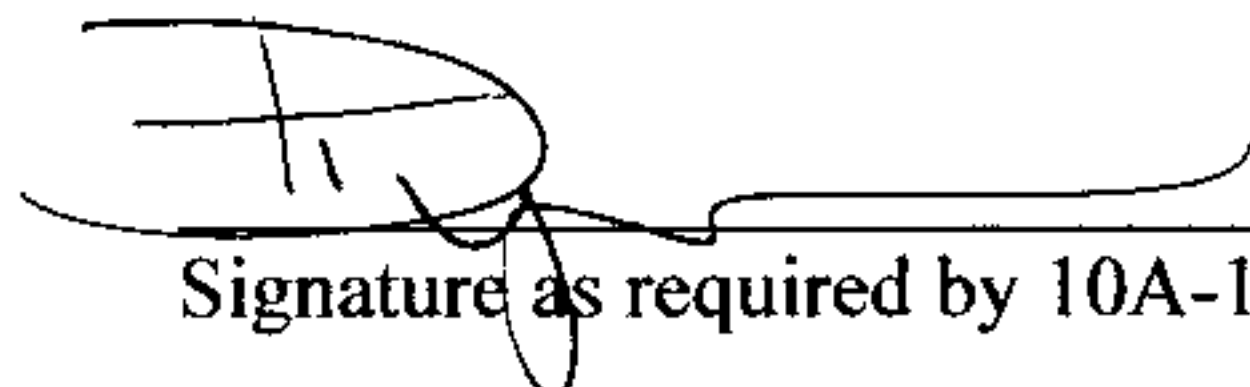
\_\_\_\_\_ Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_

**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.

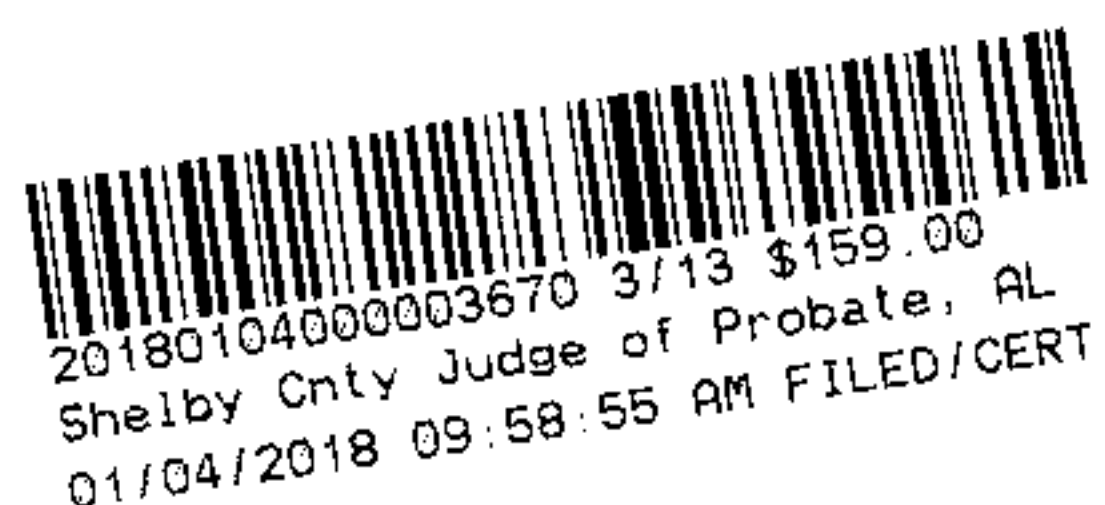
☒ Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or regulation of the internal affairs of the nonprofit corporation, including any provisions for distribution of assets on dissolution or final liquidation.

01 / 05 / 2018  
Date (MM/DD/YYYY)

  
Signature as required by 10A-1-3.04

David Tyson  
Typed Name of Above Signature

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



**ARTICLES OF INCORPORATION**  
**OF**  
**HOPE FOR HEROES**

For the purpose of forming a nonprofit corporation under the Alabama Nonprofit Corporation Act and any act amendatory thereof, supplementary thereto or substituted therefore, 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, under the name set forth in Article I hereof, shall commence.

**ARTICLE I – NAME**

The name of this corporation shall be “Hope for Heroes”

**ARTICLE II – REGISTERED OFFICE ADDRESS**

The place in Alabama where the principal office of the corporation is to be located at  
184 Rowntree Path Helena, AL 35080.

**ARTICLE III – PURPOSE**

This corporation is organized exclusively for religious, educational, and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code. The purpose of this corporation is:

1. To support and extend the message of hope by proclaiming and demonstrating the Gospel of Jesus Christ to all we can by every effective means available and by equipping others to do the same;
2. In connection with the foregoing actively to solicit, accept, receive, maintain and disburse contributions, and income therefrom, and to apply for, accept and expend grants in accordance with their requirements;



3. To engage in any other related activities, or any lawful act or activity for which a corporation may be organized under the Act, provided that such act or activity is one permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE IV – EXEMPTION REQUIREMENTS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

#### **ARTICLE V – MEMBERSHIP/BOARD OF DIRECTORS**

1. This corporation shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.
2. The number of directors constituting the initial board of directors is three (3); their names and addresses are as follows:

David Tyson, 184 Rowntree Path, Helena, AL 35080

Carrie Tyson, 184 Rowntree Path, Helena, AL 35080

Charles Tyson, 17595 Hwy 141 Whitewater, CO 81527

3. Members of the initial board of directors shall serve until the first annual meeting of directors or until their successors are elected.

#### **ARTICLE VI – PERSONAL LIABILITY**

No officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or directors be subject to the payment of the debts or obligations of this corporation.


#### **ARTICLE VII - DURATION/DISSOLUTION**

1. The duration of the corporate existence shall be perpetual until dissolution.
2. Upon the liquidation or dissolution of the organization, whether voluntary or involuntary, no private person, director, or officer shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used and distributed exclusively for purposes within those set forth in Article III and within the intendment of Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE VIII - INCORPORATOR**

In witness whereof, I, the undersigned, have hereunto subscribed my name for the purpose of forming the corporation under the laws of the State of Alabama and certify I executed these Articles of Incorporation this January 5 of 2018.

Signature (Incorporator):

 David Tyson

Address, City, State, ZIP:

184 Rowntree Path Helena, AL 35080

**BYLAWS  
OF  
HOPE FOR HEROES**

**ARTICLE I – NAME AND PURPOSE**

*Section 1 – Name*

The name of the organization shall be the “Hope for Heroes” It shall be a nonprofit organization incorporated under the laws of the State of Alabama.

*Section 2 – Purpose*

Hope for Heroes is organized exclusively for religious, educational, and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code. The purpose of this corporation is:

1. To support and extend the message of hope by proclaiming and demonstrating the Gospel of Jesus Christ to all we can by every effective means available and by equipping others to do the same;
2. In connection with the foregoing actively to solicit, accept, receive, maintain and disburse contributions, and income therefrom, and to apply for, accept and expend grants in accordance with their requirements;
3. To engage in any other related activities, or any lawful act or activity for which a corporation may be organized under the Act, provided that such act or activity is one permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II – MEMBERSHIP**

*Section 1 – Membership*

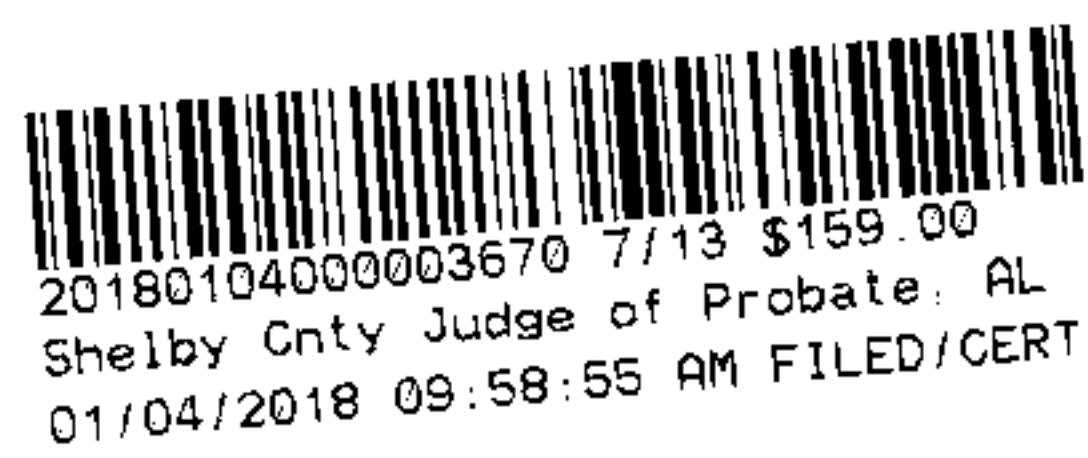
Membership shall consist of the board of directors.

**ARTICLE III – BOARD OF DIRECTORS**

*Section 1 – Size and Compensation*

The board shall have up to 6, but not fewer than 3 members. The board receives no compensation other than reasonable expenses.

*Section 2 – Terms*



All board members shall serve five-year terms, but are eligible for re-election for up to four consecutive terms. The term of a board member is allowed to be extended until the successor is found.

### *Section 3 – Role and General Powers*

The board of directors shall constitute the governing body of the corporation. The board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in Article I. The board may accept, on behalf of the corporation, any contribution, bequest, or devise. The board shall have the authority to hire and dismiss the executive director as necessary in order to carry out the objectives of the corporation. The board delegates responsibility of day-to-day operations to the executive director, staff, and any committees.

### *Section 4 – Board elections*

During the last quarter of each fiscal year of the corporation, the board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, so long as a quorum is present, called in accordance with the provisions of these bylaws. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

### *Section 5 – Meetings and notice*

The board shall meet at least yearly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance. Directors may be considered present at any board meeting (regular or special) if there is an arrangement for a telephone conference or through a similar computer communications system that allows each member to hear the others.

### *Section 6 – Informal Action*

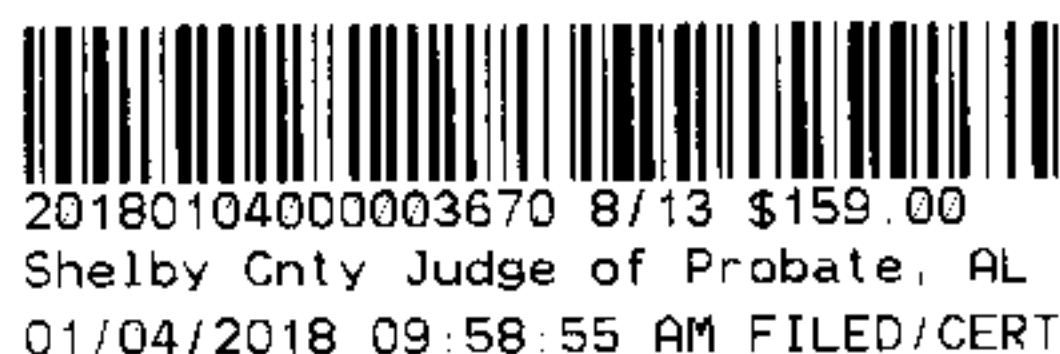
If all directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.

### *Section 7 – Quorum*

A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass.

### *Section 8 – Officers and Duties*

There shall be four officers of the board, consisting of a president, vice-president, secretary and treasurer. They shall be elected by the board and shall serve a term of two years, but may be reelected by the board. Their duties are as follows:





1. *The president* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer.
2. *The vice-president* shall chair committees on special subjects as designated by the board.
3. *The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
4. *The treasurer* shall make a report at each board meeting. The treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

#### *Section 9 – Vacancies*

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

#### *Section 10 – Resignation, termination, and absences*

Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings. A board member may be removed for other reasons by a two-thirds vote of the remaining directors.

#### *Section 11 – Special meetings*

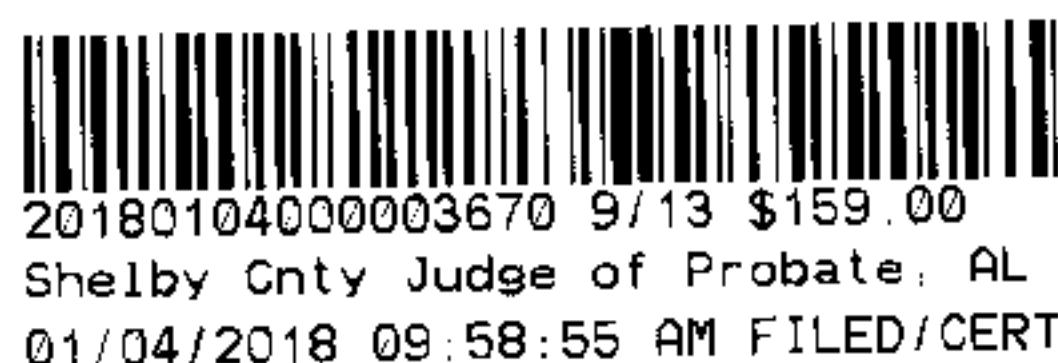
Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the president to each board member at least two weeks in advance.

#### *Section 12 – Personal Liability*

No officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### *Section 13 – Conflict of Interest Policy*

The board shall adopt and from time to time review a conflict of interest policy.



## ARTICLE IV – COMMITTEES

### *Section 1 – Committee formation*

The board may create any committee it deems necessary to help fulfill its functions. The board president will appoint all committee chairs.

### *Section 2 – Executive Committee*

The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

## ARTICLE V – EXECUTIVE DIRECTOR AND STAFF

### *Section 1 – Executive Director*

The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director, as authorized by the board's fiscal policy, will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The executive director may hire other staff members as the board of directors authorizes. The executive director is a full voting member of the board on all matters *except* those pertaining to the executive director's compensation and anything else wherein it is determined that there is a conflict of interest (see Conflict of Interest Policy). The board can designate other duties as necessary.

### *Section 2 – Other Staff*

All other staff shall be supervised by and accountable to the executive director.

### *Section 3 – Hiring Policies*

Hiring shall be conducted in full compliance with the corporation's anti-discrimination policy.

## ARTICLE VI – FINANCES

### *Section 1 – Fiscal Year*

The corporation's fiscal year shall be the calendar year (January to December).

### *Section 2 – Budget*



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The board of directors shall prepare and adopt a budget in the last quarter of the year.

*Section 3 – Annual Financial Statement*

The board of directors shall prepare an annual financial statement for distribution to board members.

*Section 4 – Fiscal Policy*

The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds, mortgages; and other significant aspects of the organizations's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

## **ARTICLE VII – AMENDMENTS**

*Section 1 – Amendments*

The charter and these bylaws may be amended, supplemented, or repealed by a two-thirds majority of the board of directors at any meeting at which a quorum is present. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements. These bylaws shall become effective upon approval by the board of directors.

## **ARTICLE VIII – INDEMNIFICATION**

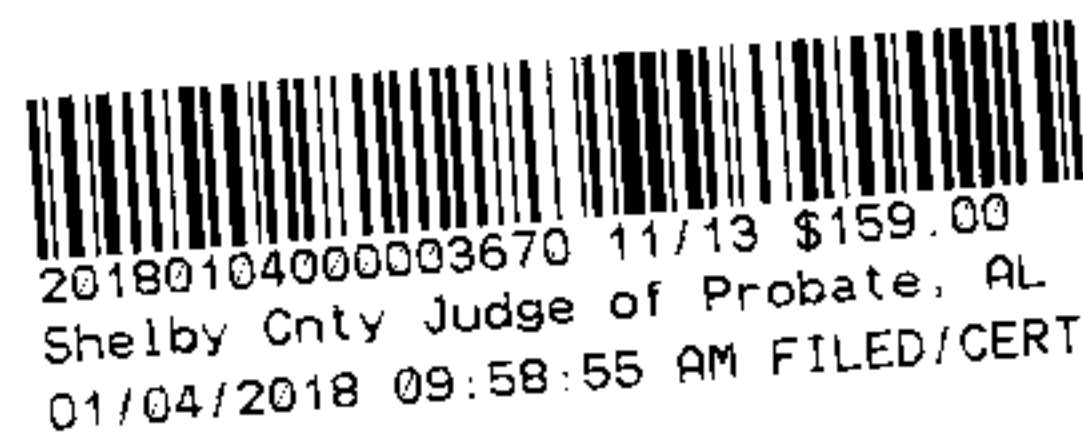
*Section 1 – Mandatory Indemnification*

The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

*Section 2 – Permissible Indemnification*

The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

*Section 3 – Advance for Expenses*





Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

*Section 4 – Indemnification of Officers, Agents and Employees*

An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Alabama Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

**ARTICLE IX – STATEMENT OF NONDISCRIMINATION**

*Section 1 – Statement*

This corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law.

**CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by a unanimous vote on January 1st, 2018.

Charles Tyson  
(Secretary)



1/1/2018  
(Date)



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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:

**Hope for Heroes**

This name reservation is for the exclusive use of David Tyson, 184 Rowntree Path,  
Helena, AL 35080 for a period of one year beginning November 30, 2017 and  
expiring November 30, 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.**

November 30, 2017

Date

*J. H. Merrill*

John H. Merrill

Secretary of State