

CERTIFICATE OF FORMATION
OF
GROWING IN WISDOM,
A NONPROFIT CORPORATION

ARTICLES OF INCORPORATION

For the purpose of forming a nonprofit corporation pursuant to Chapter 3 and Chapter 1 (to the extent the provisions thereof are applicable to nonprofit corporations) of the Alabama Business and Nonprofit Entities Code and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Entities Code"), the undersigned does hereby sign and adopt these Articles of Incorporation as and for the certificate of formation pursuant to the Entities Code, 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 corporation (hereinafter referred to as the "Corporation"), under the name set forth in Article 1 hereof, shall commence.

ARTICLE I

Name

The name of the corporation is: **Growing in Wisdom.**

Article II

Type of Entity

The type of entity being formed under the Entities Code is a nonprofit corporation.

Article III

Term and Dissolution

The term of the corporation is unlimited and perpetual. In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the

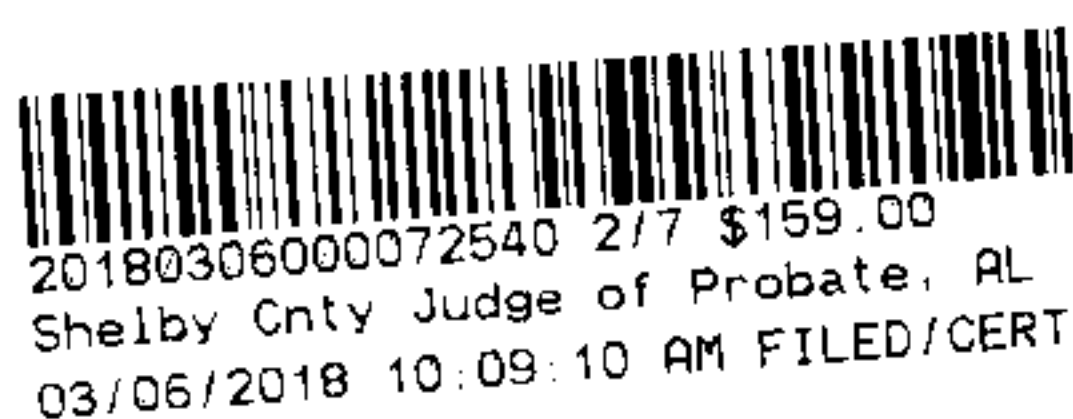
corporation, dispose of all of the assets of the corporation to any organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall at the time qualify as an exempt organization or organizations under and within the meaning of §501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law) as the Board of Directors shall determine, or to the Federal Government, or to the state or local government, for a public purpose and that any such assets not so disposed of be disposed of by a court of competent jurisdiction of the country where the principal office of the corporation is then located. Among other methods and reasons for dissolution, the Board of Directors may, by two-thirds vote, cease corporate activities and dissolve the corporation in accordance herewith.

ARTICLE IV **Purposes, Objectives and Powers**

1. The corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of § 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) and its specific purpose or purposes are as follows:

(a) To provide educational tutorial by families for grades K-12 from a Christian worldview perspective.

2. Additionally, the purposes of the corporation are to receive and administer funds for the aforesaid purpose or purposes and for no other purpose, and to that end, to take and hold by contract, agreement, devise, bequest, gift, purchase, lease, either absolutely or in trust, for such objects and without limitations as to the amount or value, except such limitations, if any, as may be imposed by law; to sell, convey and dispose of any such property, and to deal with such property for any of the aforementioned purposes, without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received, and to exercise any, all and every



power for which a non-profit corporation organized under the provisions of the Nonprofit Entities Code, all for the public welfare which can be authorized to exercise, but not any other power.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 this Article III. 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 against any candidate for public office.

4. Notwithstanding any of the provisions of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law, or, (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE V

Registered Office and Registered Agent

The location of the initial registered office of the corporation is the City of Birmingham, in the County of Shelby, State of Alabama. The address of the registered office in Alabama is: **1333 Indian Crest Drive, Indian Springs, AL 35124**. The name of its registered agent at said address is: **Catherine A. M. Cooper**.

ARTICLE VI
Nonstock Publicly Supported Entity

The corporation is organized on a non-stock basis. Said corporation is to be financed by contributions to it of funds and property absolutely or in trust.

ARTICLE VII
Membership Status

The corporation shall have no members.

ARTICLE VIII
Incorporator

The name and address of the incorporator is as follows:

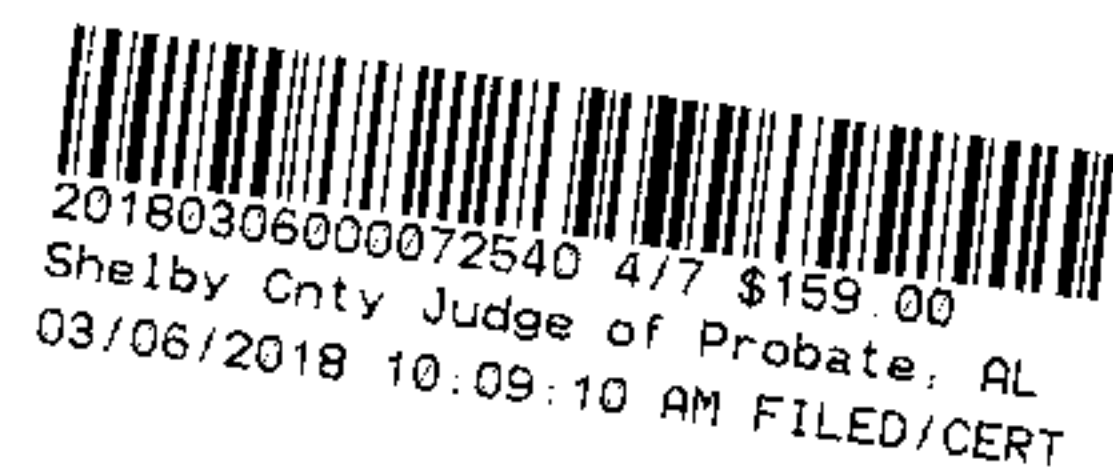
<u>Name</u>	<u>Address</u>
Catherine A. M. Cooper	1333 Indian Crest Drive Indian Springs, AL 35124

ARTICLE IX
Directors

1. The names and addresses of the initial Board of Directors of the corporation for the first year and until their respective successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Catherine A. M. Cooper	1333 Indian Crest Drive Indian Springs, AL 35124
Daniel L. Cooper	1333 Indian Crest Drive Indian Springs, AL 35124
Andrew J. Croy	420 La Serna Drive La Habra, CA 90631

2. The initial Board of Directors shall be those persons named in paragraph 1 above. The directors shall serve for one year until the first annual meeting of the directors of the corporation. At that time election of directors shall be by the official Board of Directors requiring a



two-thirds (2/3) vote of the directors for the election of any person as a director of the corporation. The number of directors shall be not less than three (3), with a maximum number as may be determined from time to time by the By-laws of the corporation and any amendment thereto. Each director shall serve for one (1) year, and by action of the Board of Directors during any given year, the two-thirds (2/3) vote of the then directors shall elect those persons to serve as director and the number of persons to so serve.

ARTICLE X **Officers**

The names of the officers of the corporation chosen for the first year and until their respective successors

are elected and qualified are as follows:

<u>Name</u>	<u>Office</u>
Catherine A. M. Cooper	President
Andrew J. Croy	Vice President
Daniel L. Cooper	Secretary/Treasurer

IN WITNESS WHEREOF, the incorporator has hereunto signed these Articles of Incorporation, on this the 21st day of February, 2018.

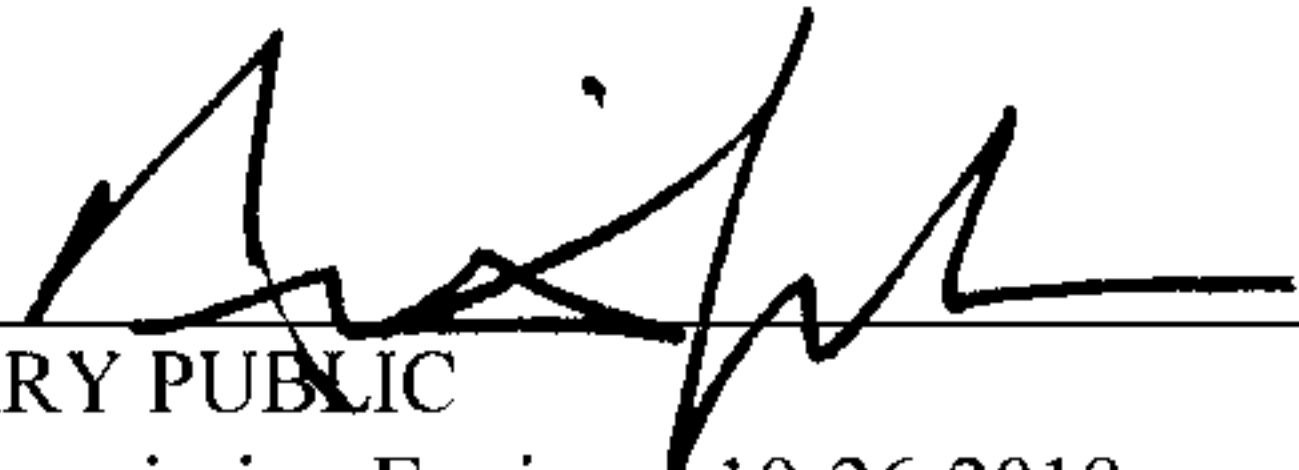

Catherine A. M. Cooper


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Shelby Cnty Judge of Probate, AL
03/06/2018 10:09:10 AM FILED/CERT

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, A. Eric Johnston, a Notary Public in and for said County and State, hereby certify Catherine A. M. Cooper, whose name as incorporator of Growing in Wisdom, a non-profit corporation, is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day, that being informed of the contents of the Articles of Incorporation, she, as such incorporator and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal, this the 21st day of February, 2018.



NOTARY PUBLIC
My Commission Expires: 10-26-2019

This instrument prepared by:
A. Eric Johnston, Esquire
1200 Corporate Drive, Suite 107
Birmingham, AL 35242
(205) 408-8893
(205) 408-8894 – facsimile
eric@aericjohnston.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:

Growing in Wisdom

This name reservation is for the exclusive use of A. Eric Johnston, 1200 Corporate Drive, Suite 107, Birmingham, AL 35242 for a period of one year beginning February 20, 2018 and expiring February 20, 2019

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Shelby Cnty Judge of Probate, AL
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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, 2018

Date

J. H. Merrill

John H. Merrill

Secretary of State