

STATE OF ALABAMA)
SHELBY COUNTY)

**CERTIFICATE OF FORMATION
OF
ALABASTER COMMUNITY GIVE BACKERS, INC.
(a nonprofit corporation)**

The undersigned, for the purpose of forming a nonprofit corporation pursuant to the provisions of the Alabama Nonprofit Corporation Law, Code of Alabama 1975 §§ 10A-1-3.05 and 10A-3-1.01 *et seq.* (the “Law”), the undersigned hereby adopts the following Certificate of Formation:

**ARTICLE I
NAME**

The name of the Corporation shall be **Alabaster Community Give Backers, Inc.**

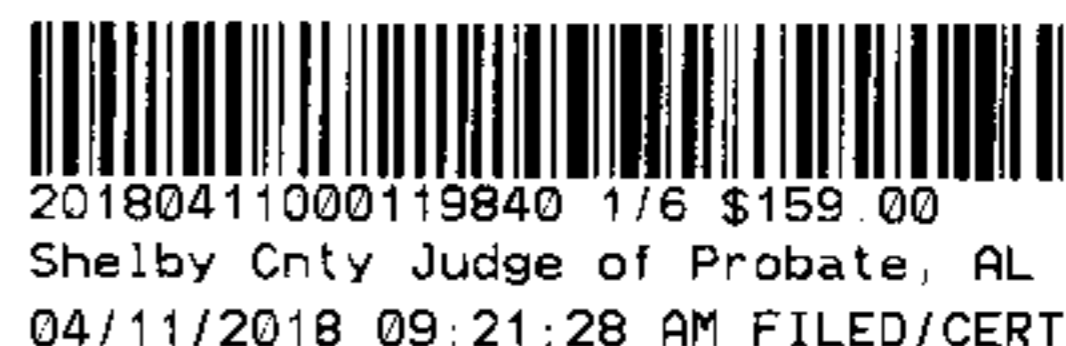
**ARTICLE II
DURATION**

The duration of this Corporation shall be perpetual.

**ARTICLE III
PURPOSES OBJECTS & POWERS**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of 501 (c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Additionally, the purposes of the corporation are to receive and administer funds for the aforesaid purpose or purposes, 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 limitation, 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 Alabama Nonprofit Corporation Law, provided, however, that the corporation shall only engage in acts or activities that are consistent with and in furtherance of its 501 (c)(3) tax-exempt purposes.



In furtherance of the charitable purposes for which the Corporation is organized, as qualified and limited elsewhere in this Certificate of Formation, the Corporation is organized and will be operated primarily to provide support to individuals and families who have been displaced by fire or other natural disasters.

ARTICLE IV
MEMBERS

Pursuant to § 10A-3-2.01, Code of Alabama, 1975, the Corporation shall have no members.

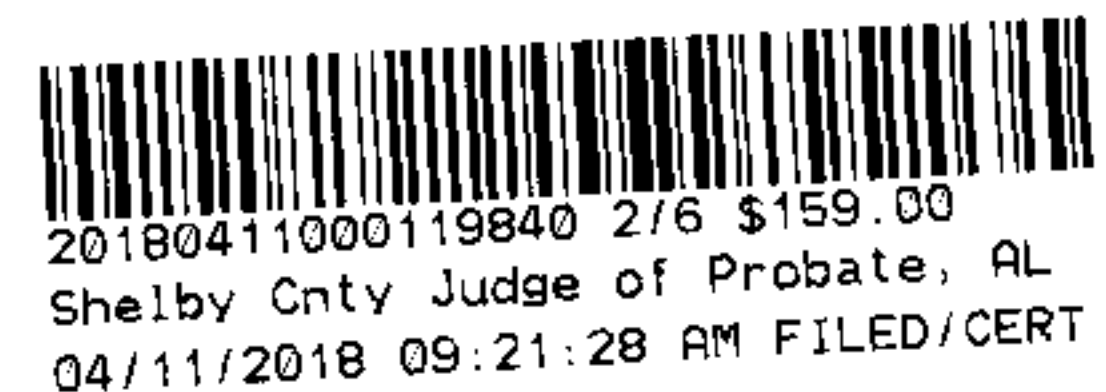
ARTICLE V
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors shall be four (4), and the names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Michael Rodgers	304 Barnett Lane Helena, AL 35080
John Ellison	177 Cotton Trace Maylene, AL 35114
Linda Lowden	105 Grande Club Drive Maylene, AL 35114
Peg Kent Scott	261 Victoria Station Maylene, AL 35114

ARTICLE VI
DIRECTORS

Section 1. Powers. The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by the Certificate of Formation, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of directors of the Corporation shall never be less than three (3) and shall be elected for such term and in such manner as the Bylaws shall prescribe. Any member of the Board of Directors may be removed at any time and without assigning any cause therefor, by the affirmative vote of a majority of the remaining directors, as provided in the Bylaws, and written notification of such removal to such director so removed, who shall, forthwith upon receipt of such notice, be considered as removed from the Board of Directors.



Section 2. Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee. Any such written consent shall have the same force and effect as a resolution, duly resolved at a meeting of the Board or of such committee.

Section 3. Amendment of Bylaws. In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the Bylaws of this Corporation.

Section 4. Additional Powers. The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

**ARTICLE VII
INCORPORATOR**

The name and address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
John Ellison	177 Cotton Trace Maylene, AL 35114

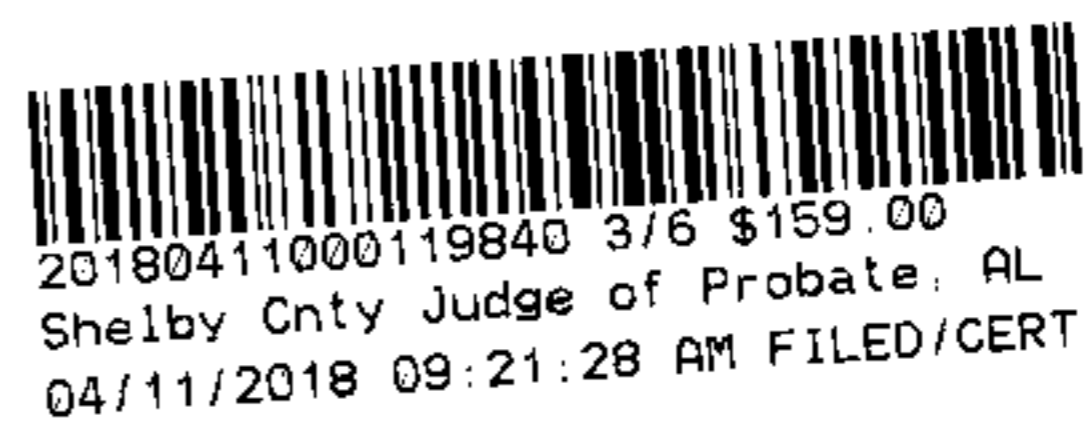
**ARTICLE VIII
PRINCIPAL REGISTERED OFFICE AND AGENT**

The Corporation's initial registered agent and office shall be:

<u>Registered Agent</u>	<u>Registered Office</u>
John Ellison	177 Cotton Trace Maylene, AL 35114

**ARTICLE IX
INTERNAL REVENUE CODE PROVISIONS**

Section 1. Restrictions. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its



purposes), and no director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Under no circumstances shall the Corporation make loans to officers and directors.

Section 2. Exempt Purposes Only. Notwithstanding any other provision of these articles, 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 income 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.

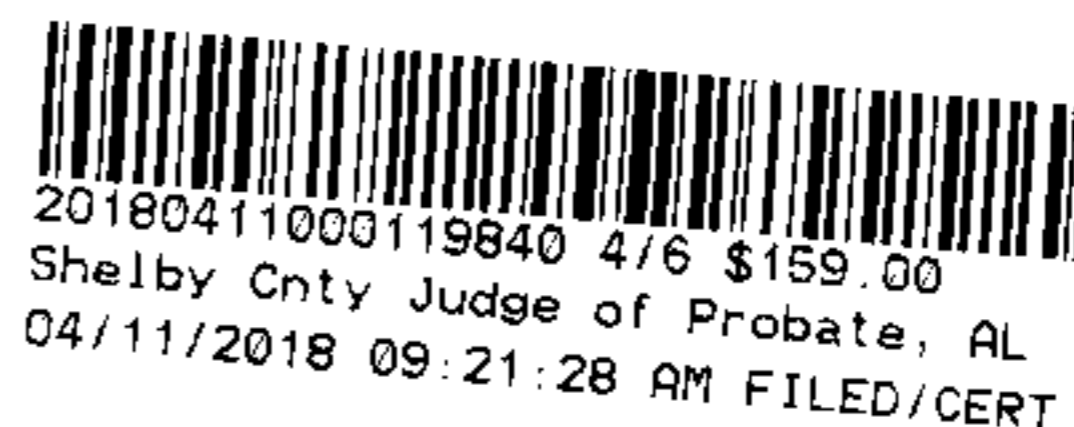
Section 3. Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to 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 corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. 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 X **RIGHT TO AMEND**

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in this Certificate of Formation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Nonprofit Corporation Law; provided, however, that the sole power to amend this Certificate of Formation shall rest in the Board of Directors.

ARTICLE XI **LIABILITY**

Pursuant to §10A-20-16.01, *et seq.*, Code of Alabama, 1975, all non-compensated officers of the Corporation shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the Corporation except when the act or omission of such officer, which gives rise to a cause of action, amounts to willful or wanton misconduct or fraud, or gross negligence. For purposes of the foregoing sentence, the term “officer” shall include the Corporation’s officers,



directors, trustees, and the members of any other governing body of the Corporation.

Pursuant to § 6-5-336, Code of Alabama, 1975, all volunteers shall be immune from civil liability on the basis of any act or omission of such volunteer resulting in damage or injury if both (a) the volunteer was acting in good faith and within the scope of such volunteer's official functions and duties for the Corporation, and (b) the damage or injury was not caused by willful or wanton misconduct by such volunteer. For purposes of the foregoing sentence, the term "volunteer" shall include all persons performing services for the Corporation without compensation (other than reimbursement for actual expenses incurred), and such term shall include a volunteer serving as a director, officer, trustee, or direct service volunteer.

IN WITNESS WHEREOF, the undersigned incorporator has executed this Certificate of Formation, on this the 21st day of March 2018

John Ellison
John Ellison, Incorporator

This instrument prepared by:

W. Eric Pitts, Esq.
W. Eric Pitts LLC
PO Box 280
Alabaster, AL 35007
(205) 216-4418



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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:

Alabaster Community Give Backers, Inc.

This name reservation is for the exclusive use of Michael Rodgers, 304 Barnett Lane, Helena, AL 35080 for a period of one year beginning March 08, 2018 and expiring March 08, 2019

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.



RES789968

March 08, 2018

Date

John H. Merrill

Secretary of State



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Shelby Cnty Judge of Probate, AL
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