

**CERTIFICATE OF FORMATION
OF
SHOW LOVE, INC.**

WE, THE UNDERSIGNED PERSONS OVER THE AGE OF EIGHTEEN (18) YEARS OR MORE, ARE CITIZENS OF THE STATE OF TEXAS, ACTING AS INCORPORATORS OF A NON-PROFIT CORPORATION UNDER TITLE 10A, CHAPTER 3 OF THE CODE OF ALABAMA; DO HEREBY ADOPT THE FOLLOWING CERTIFICATE OF FORMATION FOR SUCH CORPORATION. THE FOLLOWING CERTIFICATE OF FORMATION WERE ADOPTED BY MEMBERS OF THE INITIAL BOARD OF DIRECTORS.

ARTICLE ONE

THE NAME OF THE CORPORATION IS **SHOW LOVE, INC.**

A COPY OF THE NAME RESERVATION CERTIFICATE FROM THE OFFICE OF THE SECRETARY OF STATE MUST BE ATTACHED.

ARTICLE TWO

THE CORPORATION IS A NON-PROFIT CORPORATION.

ARTICLE THREE

THE PRINCIPAL ADDRESS OF THE CORPORATION IS **212 KILKERRAN LN, PELHAM, AL 35124.**

THE MAILING ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS **212 KILKERRAN LN, PELHAM, AL 35124**, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS **AUDREY W. PERINE.**

ARTICLE FOUR

THE CORPORATION SHALL NOT HAVE MEMBERS, AND SHALL BE GOVERNED EXCLUSIVELY BY ITS BOARD OF DIRECTORS. THE MANNER IN WHICH THE DIRECTORS OF THE CORPORATION SHALL BE ELECTED OR APPOINTED SHALL BE GOVERNED BY THE PROVISIONS OF THE BYLAWS OF THE CORPORATION.

ARTICLE FIVE

THE PERIOD OF ITS DURATION IS PERPETUAL.

ARTICLE SIX

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED IS: TO DEVOTE AND APPLY THE ASSETS AND/OR PROPERTY OF THE CORPORATION AND THE INCOME TO BE DERIVED THEREFROM EXCLUSIVELY FOR CHARITABLE, SCIENTIFIC, AND EDUCATIONAL PURPOSES WITHIN THE MEANING OF THE SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE, AS AMENDED, INCLUDING FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE (OR THE CORRESPONDING PROVISION OF ANY FUTURE

UNITED STATES INTERNAL REVENUE LAW). NO PART OF THE NET EARNINGS OF THIS ORGANIZATION SHALL INURE TO THE BENEFIT OF ANY SHAREHOLDER OR PRIVATE PERSON OTHER THAN AS REASONABLE COMPENSATION FOR SERVICES RENDERED TO THE ORGANIZATION.

ARTICLE SEVEN

IN ACCORDANCE WITH AND IN ADDITION TO THE POWERS CONFERRED BY THE LAWS OF THE STATE OF TEXAS, THE NONPROFIT CORPORATION SHALL HAVE THE FOLLOWING POWERS:

- A. TO RECEIVE AND ACCEPT GIFTS OF MONEY AND PROPERTY AND TO HOLD THE SAME FOR ANY OF THE PURPOSES OF THE CORPORATION AND ITS WORK.
- B. TO RAISE AND ASSIST IN RAISING FUNDS FOR THE PURPOSES HEREIN SET FORTH, INCLUDING THE ISSUANCE OF BONDS OR OTHER INSTRUMENTS OF CREDIT.
- C. TO ACQUIRE, OWN, LEASE, MORTGAGE AND DISPOSE OF PROPERTY BOTH REAL AND PERSONAL.

ARTICLE EIGHT

THIS ORGANIZATION IS NOT A PRIVATE FOUNDATION AND IS SPECIFICALLY INCLUDED IN SECTION 509(A)(1) OF THE INTERNAL REVENUE CODE AS A PUBLICLY SUPPORTED CHARITABLE ORGANIZATION, PROVIDING A DIRECT SERVICE TO THE GENERAL PUBLIC AND ACTIVELY FUNCTIONING IN A SUPPORTING RELATIONSHIP TO OTHER 501(C)(3) ORGANIZATIONS. THE ORGANIZATION SHALL ALSO NORMALLY SEEK TO RECEIVE AT LEAST ONE-THIRD OF ITS TOTAL SUPPORT FROM CONTRIBUTIONS MADE DIRECTLY OR INDIRECTLY BY THE GENERAL PUBLIC, AND CONTRIBUTIONS FROM THESE SOURCES SHALL BE SUBSTANTIAL. THE ORGANIZATION SHALL SEEK TO ATTRACT NEW AND ADDITIONAL PUBLIC AND/OR GOVERNMENTAL SUPPORT ON A CONTINUOUS BASIS, THUS PROVIDING SEED MONEY SUFFICIENT TO ENABLE IT TO FUND ITS CHARITABLE ACTIVITIES AND EXPAND ITS SOLICITATION PROGRAM.

ARTICLE NINE

THIS CORPORATION IS NOT ORGANIZED FOR THE PECUNIARY PROFIT OF ITS DIRECTORS, OFFICERS, OR MEMBERS, NOR MAY IT ISSUE STOCK, NOR DISTRIBUTE DIVIDENDS, AND NO PART OF THE PROPERTY OF THIS CORPORATION OR THE INCOME THEREFROM SHALL INURE TO THE BENEFIT OF ANY MEMBER, DIRECTOR, OFFICER OF THE CORPORATION, OR ANY PRIVATE INDIVIDUAL 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 ARTICLE FIVE HEREOF. 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, 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 PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW) OR (B) BY A CORPORATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170 (C) (2) OF THE INTERNAL REVENUE CODE (OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW) OR (C) NOR SHALL THIS CORPORATION OPERATE OR CONDUCT ANY BUSINESS FOR ANY PURPOSE PROHIBITED BY TITLE 10A, CHAPTER 3 OF THE CODE OF ALABAMA AS THE SAME NOW EXISTS OR AS IT MAY HEREINAFTER BE AMENDED.

ARTICLE TEN

UPON DISSOLUTION OF THE CORPORATION, THE BOARD OF DIRECTORS SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL THE LIABILITIES OF THE CORPORATION, DISPOSE OF ALL THE ASSETS OF THE CORPORATION EXCLUSIVELY FOR THE PURPOSES OF THE CORPORATION IN SUCH MANNER, OR TO SUCH ORGANIZATION OR PURPOSES AS SHALL AT THE TIME QUALIFY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS, OR SCIENTIFIC PURPOSES AS SHALL AT THE TIME QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1986 (OR CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW), AS THE BOARD OF DIRECTORS SHALL DETERMINE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMMON PLEAS OF THE COUNTY IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION 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.

ARTICLE ELEVEN

THE MINIMUM NUMBER OF DIRECTORS CONSTITUTING THE BOARD OF DIRECTORS SHALL BE THREE (3) UNDER SECTION 10A-3-2.09. THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS THE INITIAL DIRECTORS ARE AS FOLLOWS:

AUDREY W. PERINE	212 KILKERRAN LN	PELHAM, AL 35124
TERANCE PERINE	5856 WHITEWOOD CIR	HOOVER, AL 35244
RHONDA PERINE	5856 WHITEWOOD CIR	HOOVER, TX 35244

ARTICLE TWELVE

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS:

JAMES CHESTNUT III 15334 TEAL PARK DRIVE HUMBLE, TX 77396

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME THIS

24TH DAY OF APRIL, 2018

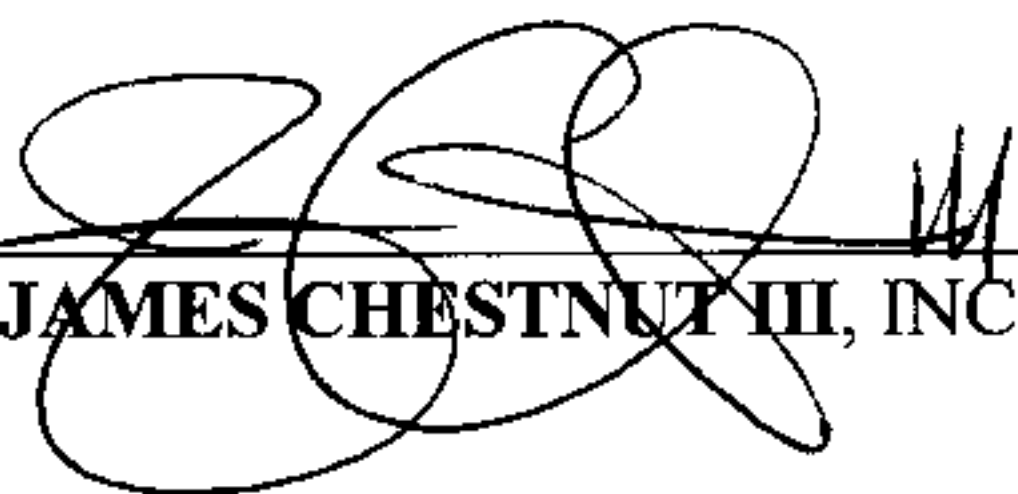


JAMES CHESTNUT III, INCORPORATOR

DISCLAIMER OF CERTIFICATE OF FORMATION

THE UNDERSIGNED BEING THE INCORPORATOR OF **SHOW LOVE, INC.**, A CORPORATION FILED BY THE SECRETARY OF STATE OF THE STATE OF TEXAS, DOES HEREBY DISCLAIM ANY AND ALL INTEREST IN SAID CORPORATION.

24TH DAY OF APRIL, 2018



JAMES CHESTNUT III, INCORPORATOR



20180502000149130 4/5 \$159.00
Shelby Cnty Judge of Probate, AL
05/02/2018 01:04:33 PM 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:

SHOW LOVE, INC.

This name reservation is for the exclusive use of JAMES CHESTNUT &
ASSOCIATES INC, 15334 TEAL PARK DR, HUMBLE, TX 77396 for a period
of one year beginning April 24, 2018 and expiring April 24, 2019

20180502000149130 5/5 \$159.00
Shelby Cnty Judge of Probate, AL
05/02/2018 01:04:33 PM FILED/CERT



RES795600

**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.**

April 24, 2018

Date

A handwritten signature in black ink, which appears to read "J. H. Merrill". The signature is written in a cursive style.

John H. Merrill

Secretary of State