

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GREATER SHELBY COUNTY CHAMBER OF COMMERCE**

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION are made and entered into and adopted by the undersigned as an amended and restated certificate of formation pursuant to the terms and provisions of the Alabama Business and Nonprofit Entities Code, as amended from time to time (hereinafter referred to as the "Entities Code"), on this 20th day of December, 2018.

ITEM ONE

The name of the corporation is "Greater Shelby County Chamber of Commerce" (the "Corporation").

ITEM TWO

The Corporation is a domestic nonprofit corporation under the Alabama Nonprofit Corporation Law.

ITEM THREE

The Corporation's Articles of Incorporation were filed in the records of the Office of the Judge of Probate of Shelby County, Alabama, on or about June 2, 1980 (Book 20, Page 324), as amended on April 27, 1992 (Book 1992, Page 6090), and amended again on June 2, 1999 (Book 1999, Page 23201) (collectively, the "Original Articles of Incorporation").

ITEM FOUR

The Original Articles of Incorporation are hereby amended and restated in accordance with the Entities Code by deleting the entire text of the Original Articles of Incorporation and replacing it, in its entirety, with the following:

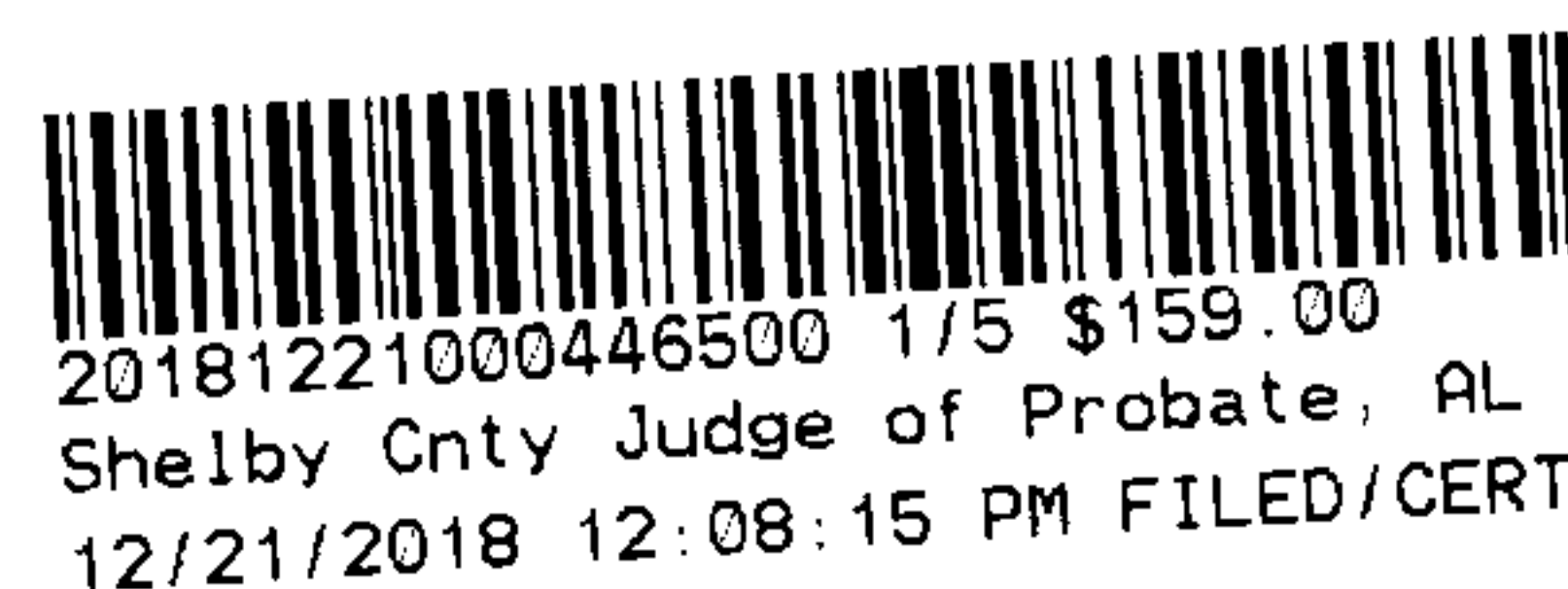
For the purpose of forming a domestic nonprofit corporation pursuant to the Alabama Nonprofit Corporation Law, as amended from time to time (hereinafter referred to as the "Nonprofit Law"), the undersigned does hereby sign and adopt these Articles of Incorporation as and for the certificate of formation pursuant to the Nonprofit Law.

ARTICLE I - NAME

The name of the corporation shall be The Shelby County Chamber. The corporation is hereinafter referred to as the "Corporation."

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.



ARTICLE III – PURPOSES

The Corporation is a voluntary organization formed for the following purposes:

1. The advancement of civic, commercial and industrial development in Shelby County, Alabama.
2. The promotion of the general welfare and prosperity of Shelby County.
3. The stimulation of public interest in the advancement of the civic, commercial and industrial interests of Shelby County.
4. Consistent with the foregoing purposes, to have and to exercise all powers and authority granted and afforded by law to nonprofit corporations in Alabama.

Provided, however, that the Corporation shall have no purpose, shall exercise no power, or carry on any activity not permitted by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other 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 this Article. 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 any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal taxation under the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereafter amended.

ARTICLE IV – POWERS

The Corporation shall have all of the following powers:

- (1) To have succession by its corporate name in perpetuity;
- (2) To sue and be sued and to prosecute and defend in any court having jurisdiction of the subject matter and of the parties thereto;
- (3) To adopt and use a corporate seal and to alter the seal at pleasure;
- (4) To adopt and amend bylaws;
- (5) To execute contracts and other necessary documents;
- (6) To acquire by gift, grant, purchase, or otherwise, and to hold title to real or personal property, or both, together with all rights incidental thereto;
- (7) To solicit and accept devises, bequests, grants, and donations;
- (8) To promulgate rules and regulations; and
- (9) To have all other powers necessary or desirable to accomplish its corporate purpose.

ARTICLE V – MEMBERS

The Corporation may have members as designated in its By-Laws.

ARTICLE VI – REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation and the name of its registered agent at such is as follows:

Kirk Mancer
1301 County Services Drive
Pelham, Alabama 35124

ARTICLE VII – BOARD OF DIRECTORS

The directors and officers of the Corporation shall be elected or appointed in such manner as the By-Laws of the Corporation shall provide.

ARTICLE VIII – BYLAWS

The Board of Directors shall adopt the Bylaws of the Corporation.

ARTICLE IX - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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 organizations as shall at the time qualify as an exempt organization under the Internal Revenue Code and Regulations as the Board of Directors may determine. 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X – AMENDMENTS


These Articles of Incorporation may be amended by action of the Directors of the Corporation in accordance with the By-Laws and the Alabama Non-Profit Corporation Act.

ITEM FIVE

The Original Articles of Incorporation have been deleted in their entirety, and therefore each of the provisions set forth in Item Four has been added and/or altered.

ITEM SIX

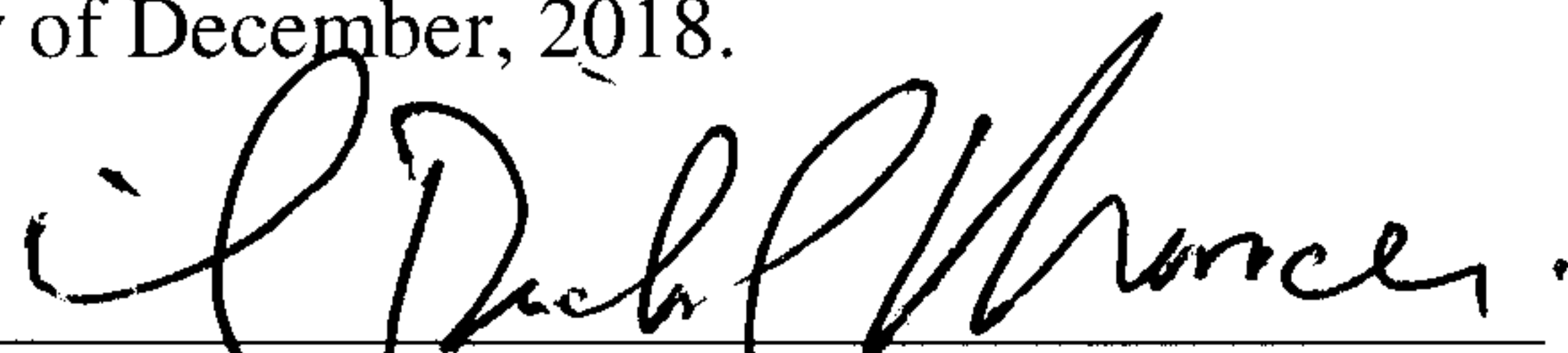
These Amended and Restated Articles of Incorporation accurately state the text of the Original Articles of Incorporation, as amended, restated, and corrected hereby, and do not contain any other change to the Original Articles of Incorporation except for information properly omitted under Ala. Code § 10A-1-3.17(b).


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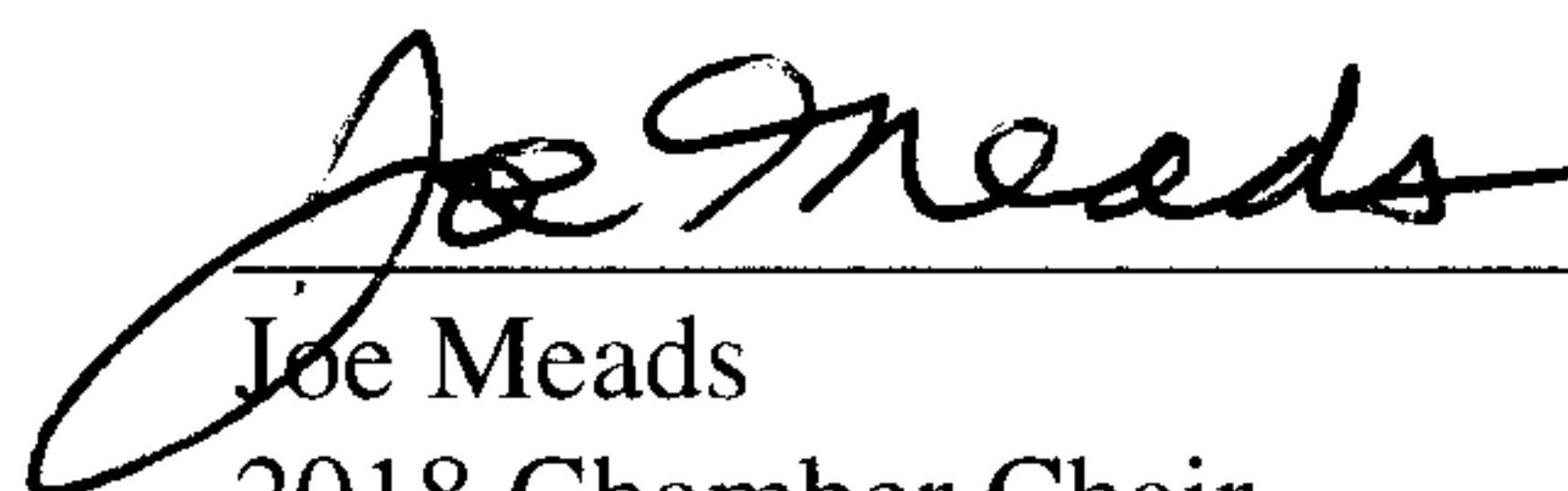
ITEM SEVEN

These Amended Articles of Incorporation have been approved in accordance with the Alabama Nonprofit Corporation Law and the Corporation's By-Laws by at least two-thirds of the votes entitled to be cast by members of the Corporation present or represented by proxy at a meeting of the members held on the 20th day of December, 2018, at which a quorum was present.

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation on this the 20th day of December, 2018.



Kirk R. Mancer, IOM, CCE, AACE
As its President



Joe Meads
2018 Chamber Chair

STATE OF ALABAMA :

COUNTY OF SHELBY :

Before me, the undersigned authority in and for the State of Alabama at Large, personally appeared Kirk R. Mancer, whose name is signed to the foregoing document and who is known to me, deposes and confirms that the facts stated in the foregoing document are true and correct.

Subscribed and sworn to before me on this 20th day of December, 2018.



NOTARY PUBLIC
State of Alabama at Large
My Commission expires:



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State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

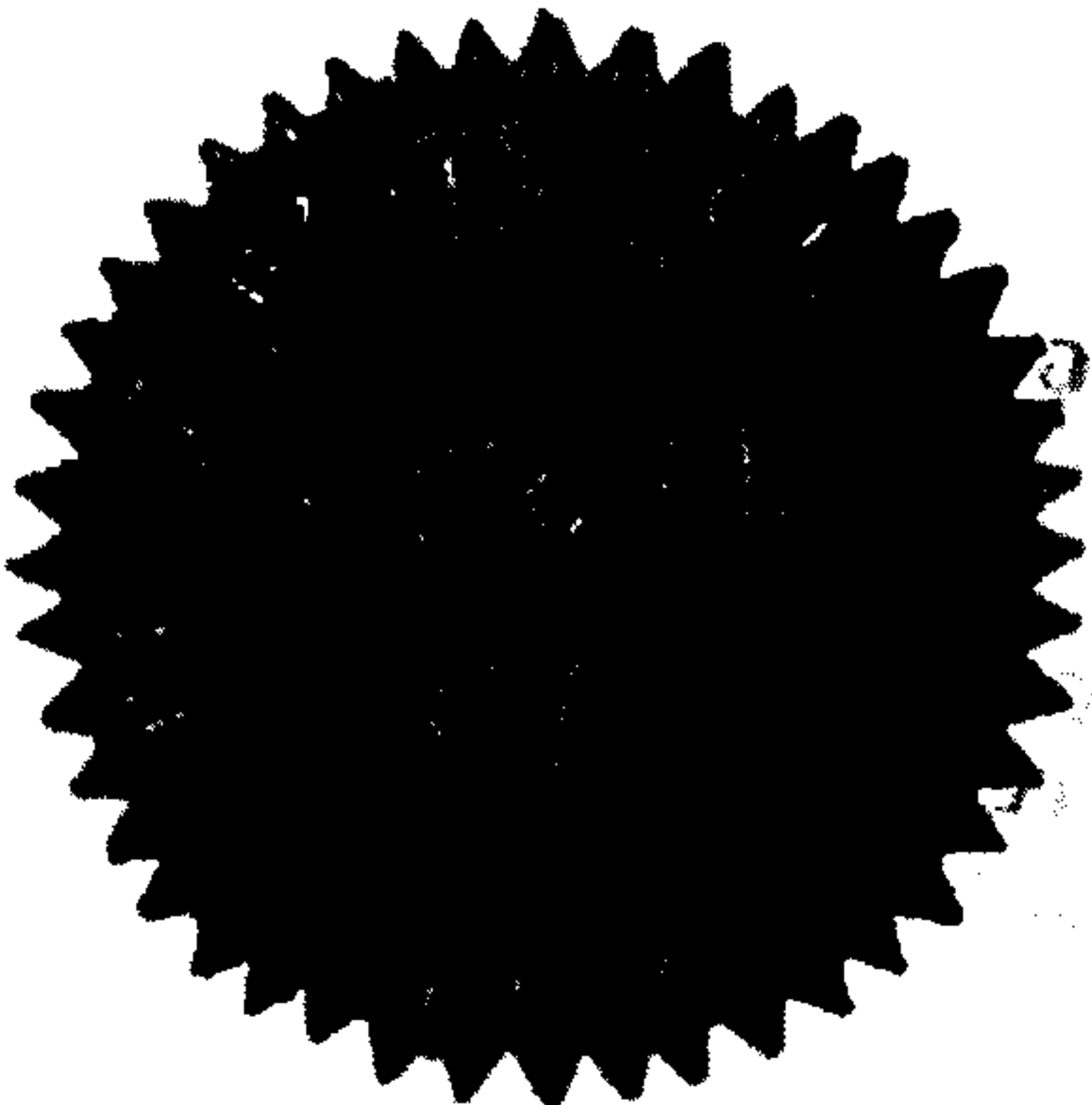
OF

GREATER SHELBY CHAMBER OF COMMERCE

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of GREATER SHELBY CHAMBER OF COMMERCE, duly signed and verified pursuant to the provisions of Section NON PROFIT of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of GREATER SHELBY CHAMBER OF COMMERCE, and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 2ND day of JUNE, 19 99.



Patricia Geyer Schneider

Judge of Probate



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Shelby Cnty Judge of Probate, AL
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