

**AMENDED ARTICLES OF
INCORPORATION OF
CLINT MOONEY SCHOLARSHIP FOUNDATION,
AN ALABAMA NONPROFIT CORPORATION**

The undersigned, whether one or more, for the purpose of forming a nonprofit corporation under the Alabama Nonprofit Corporation Law, hereby adopts the following:

ARTICLE ONE

NAME

The name of this nonprofit corporation (hereinafter "the Fund") is Clint Mooney Scholarship Foundation.

ARTICLE TWO

PURPOSES

The purposes for which the Fund is organized are exclusively charitable and educational: to provide scholarships to high school graduates from Shelby County, Alabama for secondary education. Solely for the above purposes, the Fund is empowered to engage in any lawful activities related to the stated purposes and in performing or engaging in those activities to exercise all rights and powers conferred upon nonprofit corporations under the Alabama Nonprofit Corporation Law, including, but without limitation, the right or power to receive gifts, devises, bequests, grants, donations, and contributions in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or award or distribute the same to high school graduates from Shelby County, Alabama.

ARTICLE THREE

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Fund is:


115 Ellis Farm Road, Columbiana, AL 35051

The initial registered agent at that address is:

Kelly Ellis Davis

The mailing address of the initial registered office of the Fund is:

115 Ellis Farm Road, Columbiana, AL 35051


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ARTICLE FOUR

NO MEMBERS

The Fund is to have no members.

ARTICLE FIVE

DIRECTORS

The number of directors constituting the initial Board of Directors shall be the same number as the number of persons listed in this Article Five. The names and addresses of the persons constituting the initial Board of Directors and who are to serve as directors until their successors are elected and qualify as provided in the bylaws are as follows:

| | |
|-------------------|---|
| Kelly Ellis Davis | 115 Ellis Farm Road, Columbiana, AL 35051 |
| Jon Connor Davis | 115 Ellis Farm Road, Columbiana, AL 35051 |
| Jessie Kate Davis | 115 Ellis Farm Road, Columbiana, AL 35051 |
| Josh Arnold | 465 Salser Lane, Columbiana, AL 35051 |
| Glenda Cantrell | 2456 Shades Crest, Vestavia, AL 35216 |

ARTICLE SIX

INCORPORATOR

The name and address of the incorporator of the Fund are:

| | |
|-------------------|---|
| Kelly Ellis Davis | 115 Ellis Farm Road, Columbiana, AL 35051 |
|-------------------|---|

ARTICLE II

Article Seven of the Articles of incorporation is amended to read as follows:

"ARTICLE SEVEN

TAX EXEMPTION PROVISIONS

No part of the net earnings of the Fund shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Fund 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 Two hereof. No substantial part of the activities of the Fund shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Fund 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 Fund 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 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.

Furthermore:

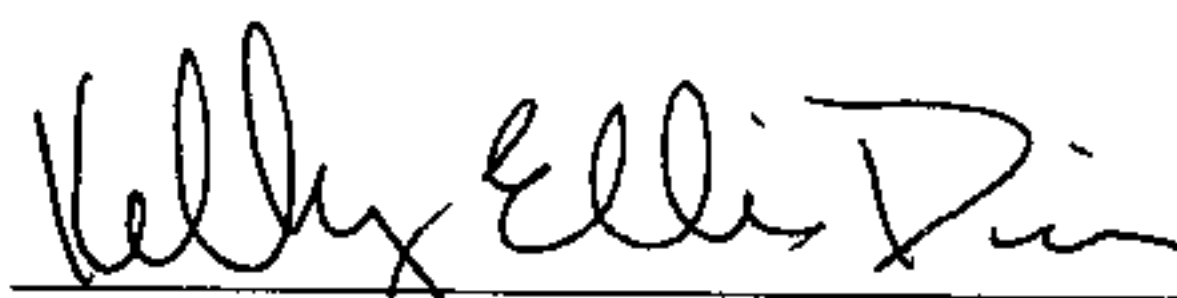
1. The Fund will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Fund will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The Fund will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The Fund will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The Fund will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code."

ARTICLE EIGHT


DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Fund, 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 a 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 Fund 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.

Executed by the undersigned this 12th day of February, 2019.



Kelly Ellis Davis


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