

---

**CERTIFICATE OF FORMATION**  
**OF**  
**SAGINAW FOUNDATION FOR HOPE**

---

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

This is to certify that, for the purpose of forming a nonprofit corporation pursuant to the provisions of Chapter 3, Title 10A of the Code of Alabama (1975) as amended and the provisions of Chapter 1, Title 10A of the Code of Alabama (1975) as amended to the extent applicable to nonprofit corporations (the "Alabama Nonprofit Corporation Law"), the undersigned does hereby make, adopt, and file the following Certificate of Formation:

**ARTICLE I**  
**Name**

The name of the corporation being formed (hereinafter referred to as the "Corporation") is:

Saginaw Foundation for Hope

**ARTICLE II**  
**Type of Entity**

The type of entity being formed is a nonprofit corporation.

**ARTICLE III**  
**Purpose**

3.01 The Corporation is organized exclusively for charitable, religious, educational, literary, and scientific purposes, 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 of 1986, as amended (or the corresponding provision of any subsequent federal tax law), and the regulations currently or hereafter promulgated thereunder (the "Code"). In furtherance of such purposes, the Corporation is organized and will be operated primarily to provide disaster relief to victims of emergencies such as hurricanes, floods, tornados and other natural or civil calamities.

3.02 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 herein. 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 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. Notwithstanding any other provisions of this Certificate of Formation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE IV** **Operation**

The following provisions shall apply to the Corporation at any moment that the Corporation is a "private foundation," as such term is defined by Section 509 of the Code:

4.01 The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

4.02 The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

4.03 The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

4.04 The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

4.05 The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### **ARTICLE V** **Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation shall be 1980 Highway 31 South, Saginaw, Alabama 35137. The initial registered agent of the Corporation shall be Caleb N. Wairegi, who shall be located at the street address of the initial registered office of the Corporation.

#### **ARTICLE VI** **Incorporator**

The incorporator of the Corporation is Daniel J. Ruth, whose address is 1901 Sixth Avenue North, Suite 1500, Birmingham, Alabama 35203.

**ARTICLE VII**  
**Members**

The Corporation shall have no members.

**ARTICLE VIII**  
**Board of Directors**

8.01 All corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. All of the powers and duties conferred or imposed on a board of directors by the Alabama Nonprofit Corporation Law shall be exercised or performed by the Board of Directors. The number of directors, the qualifications for directors, the terms each shall serve, and the means of their election and removal shall be provided in the Bylaws of the Corporation. The initial Board of Directors shall consist of five (5) directors to serve until their successors are duly elected and qualified.

8.02 The names and addresses of the initial Board of Directors are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Chase R. Wise	48 Fairway Drive, Birmingham, AL 35213
Carl A. Wise	39 Fairway Drive, Birmingham, AL 35213
Howard C. Wise	39 Fairway Drive, Birmingham, AL 35213
Emily R. Wise	39 Fairway Drive, Birmingham, AL 35213
Caleb N. Wairegi	1016 Alford Avenue, Hoover, AL 35226
Danielle W. Chance	159 Lizzie Lane, Brierfield, AL 35035
Jason Whatley	651 Preserve Way, Hoover, AL 35226

**ARTICLE IX**  
**Bylaws**

The Board of Directors shall adopt Bylaws governing the conduct of the business and affairs of the Corporation. Thereafter, the power to alter, amend, or repeal the Bylaws of the Corporation shall be vested in the Board of Directors.

20190220000053860 4/6 \$159.00  
Shelby Cnty Judge of Probate, AL  
02/20/2019 08:44:59 AM FILED/CERT

**ARTICLE X**  
**Dissolution**

Upon 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, distribute any remaining assets of the Corporation to one or more organizations described in Section 501(c)(3) of the Code, as provided in a plan of distribution adopted in accordance with the Alabama Nonprofit Corporation Law.

**ARTICLE XI**  
**Amendment, Fundamental Corporate Change**

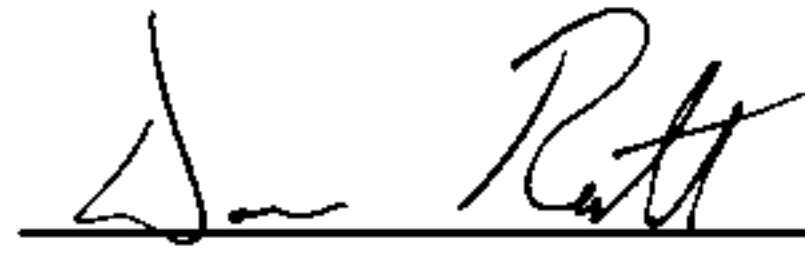
This Certificate of Formation may not be amended, nor may the Corporation adopt a plan of merger, consolidation, or dissolution, without the affirmative votes of a majority of the members of the Board of Directors in office. Further, the Corporation may not sell, lease, exchange, mortgage, pledge, or otherwise dispose of all or substantially all of its property without the affirmative votes of a majority of the members of the Board of Directors in office.

***[Signature Page Follows]***

20190220000053860 5/6 \$159.00  
Shelby Cnty Judge of Probate, AL  
02/20/2019 08:44:59 AM FILED/CERT

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand on this the  
19th day of February, 2019.

Incorporator:



Daniel J. Ruth

*This Instrument Was Prepared By:*

Daniel J. Ruth  
BALCH & BINGHAM LLP  
1901 Sixth Avenue North, Suite 1500  
Birmingham, Alabama 35203  
(205) 251-8100



John H. Merrill  
Secretary of State

20190220000053860 6/6 \$159.00  
Shelby Cnty Judge of Probate, AL  
02/20/2019 08:44:59 AM FILED/CERT

P.O. Box 5616  
Montgomery, AL 36103-5616

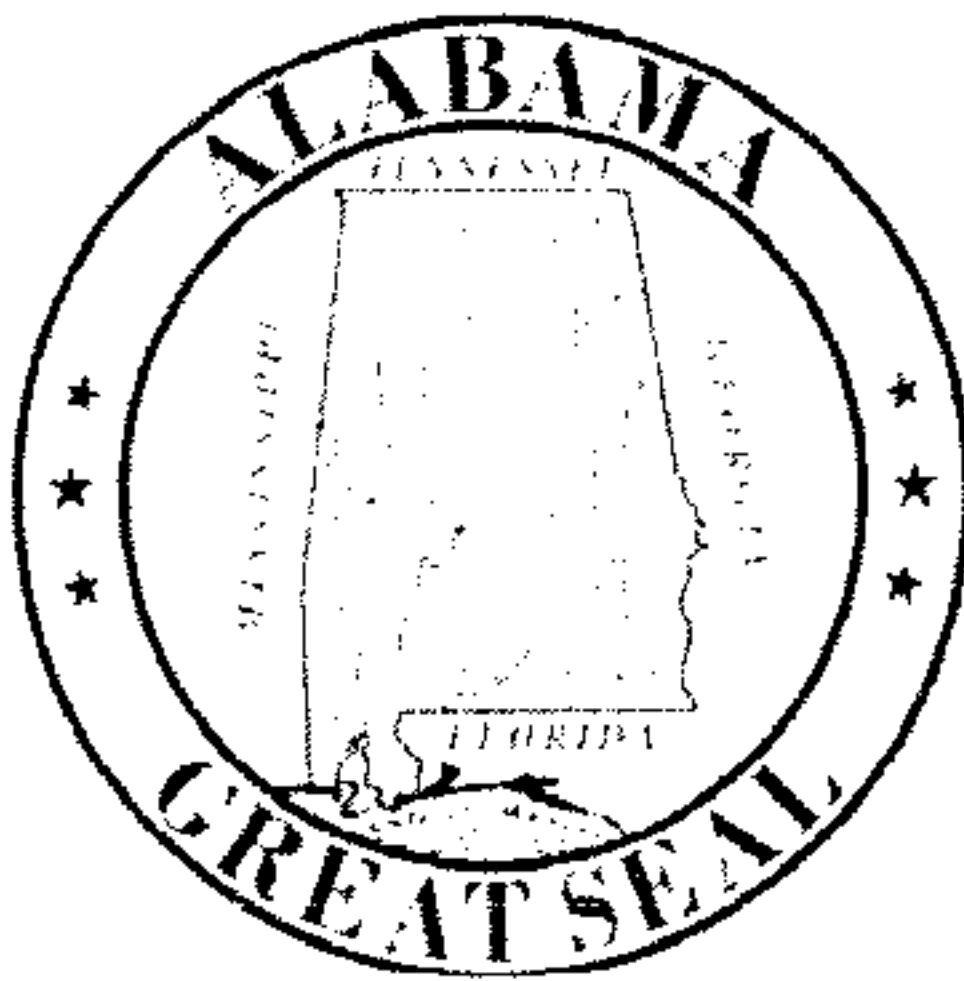
# STATE OF ALABAMA

**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:

**Saginaw Foundation for Hope**

This name reservation is for the exclusive use of Balch & Bingham LLP, PO Box  
306, Birmingham, AL 35201 for a period of one year beginning February 15, 2019  
and expiring February 15, 2020



RES828469

**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 15, 2019

Date

A handwritten signature in cursive script that reads "J. H. Merrill".

John H. Merrill

Secretary of State