



STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

(FOR COUNTY PROBATE OFFICE USE ONLY)

1. THE NAME OF THE CORPORATION

Kiwanis Club of Calera

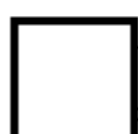
2. THIS FORM WAS PREPARED BY:

Tameria S. Driskill

3. THIS NONPROFIT CORPORATION:



HAS MEMBERS



HAS NO MEMBERS

4. THE STREET (NO PO BOXES) ADDRESS OF PRINCIPAL OFFICE:

11025 Hwy 25
Calera, AL 35040

MAILING ADDRESS IN ALABAMA OF PRINCIPAL OFFICE (IF DIFFERENT FROM STREET ADDRESS):

5. THE NAME OF THE REGISTERED AGENT:

David Comer

6. STREET (NO PO BOXES) ADDRESS OF REGISTERED AGENT:

330 Mountain Forest Trail
Calera, AL 35040
SHELBY

MAILING ADDRESS IN ALABAMA OF REGISTERED OFFICE (IF DIFFERENT FROM STREET ADDRESS):

(FOR SOS OFFICE USE ONLY)

7. PURPOSE FOR WHICH CORPORATION IS FORMED (THE PURPOSE INCLUDES THE TRANSACTION OF ANY LAWFUL BUSINESS FOR WHICH NONPROFIT CORPORATIONS MAY BE INCORPORATED IN ALABAMA UNDER TITLE 10A, CHAPTER 3 OF THE CODE OF ALABAMA):

To promote the objects of Kiwanis International within the State of Alabama



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8. PERIOD OF DURATION SHALL BE PERPETUAL UNLESS STATED OTHERWISE BY AN ATTACHED EXHIBIT.

9. INCORPORATOR(S)

Incorporator	Office Address	Mailing Address
Terry Cobb	265 Cobb Drive Jemison, AL 35085	265 Cobb Drive Jemison, AL 35085
Mike Gothard	111 Love Drive Clanton, AL 35045	111 Love Drive Clanton, AL 35045
Valerie Taylor	575 Orangewood Circle Calera, AL 35040	575 Orangewood Circle Calera, AL 35040

10. THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS IS 3.

Director	Office Address	Mailing Address
Terry Cobb	265 Cobb Drive Jemison, AL 35085	265 Cobb Drive Jemison, AL 35085
Mike Gothard	111 Love Drive Clanton, AL 35045	111 Love Drive Clanton, AL 35045
Valerie Taylor	575 Orangewood Circle Calera, AL 35040	575 Orangewood Circle Calera, AL 35040

11. UNLESS AN ATTACHMENT TO THIS CERTIFICATE OF FORMATION PROVIDES THAT A CHANGE IN THE NUMBER OF DIRECTORS SHALL BE MADE ONLY BY AMENDMENT TO THE CERTIFICATE OF FORMATION, A CHANGE IN THE NUMBER OF DIRECTORS MADE BY AMENDMENT TO THE BYLAWS SHALL BE CONTROLLING. IN ALL OTHER CASES, WHENEVER A PROVISION OF THE CERTIFICATE OF FORMATION IS INCONSISTENT WITH A BYLAW, THE PROVISION OF THE CERTIFICATE OF FORMATION SHALL BE CONTROLLING.



ATTACHED ARE ANY OTHER PROVISIONS THAT ARE NOT INCONSISTENT WITH LAW RELATING TO ORGANIZATION, OWNERSHIP, GOVERNANCE, BUSINESS, OR REGULATION OF THE INTERNAL AFFAIRS OF THE NONPROFIT CORPORATION, INCLUDING ANY PROVISIONS FOR DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION.

03/08/2019

DATE

Tamera S Driskill attorney

ELECTRONIC SIGNATURE & TITLE/CAPACITY



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**ARTICLES OF INCORPORATION
KIWANIS CLUB OF CALERA**

Pursuant to the laws of the State of Alabama, we, the undersigned, associate ourselves together to form a non-profit private corporation and for that purpose to adopt the following Articles of Incorporation:

**Article I
Name**

The name of said corporation shall be Kiwanis Club of Calera.

**Article II
Principal Office**

The principal office of the corporation for the transaction of business is 11025 Hwy 25, Calera, AL 35040.

**Article III
Registered Agent**

The registered agent of the corporation is David Comer.

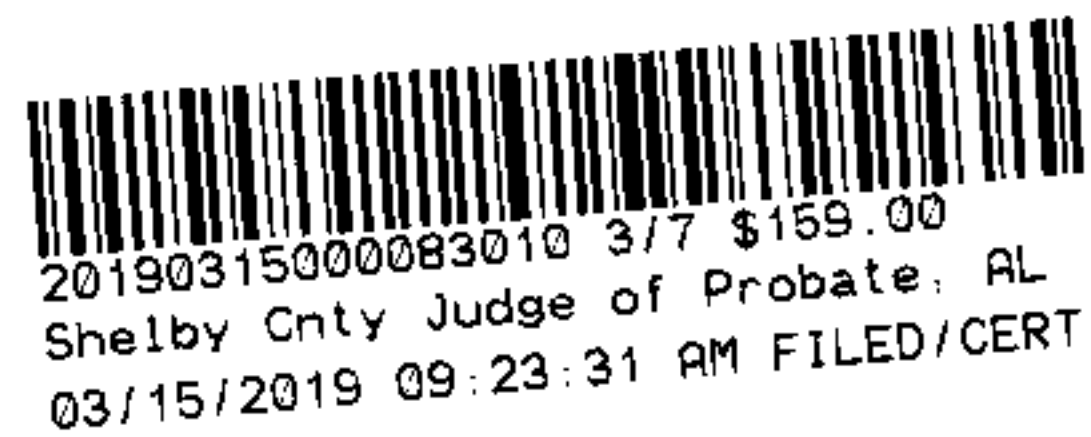
**Article IV
Duration**

The corporation shall have perpetual existence.

**Article V
Statement of Purpose**

The purposes of the corporation are:

- 1) To give primacy to the human and spiritual rather than to the material values of life.
- 2) To encourage the daily living of the Golden Rule in all human relationships.
- 3) To promote the adoption and the application of higher social, business, and professional standards.
- 4) To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
- 5) To provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.
- 6) To cooperate in creating and maintain that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.



- 7) For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club known as the Kiwanis Club of Calera, and its members.
- 8) To do all such things as are incidental or conducive to the attainment of the above objects.
- 9) To engage in any lawful act or activity for which nonprofit corporations may be incorporated in the State of Alabama.

Article VI **Governing Bylaws**

This corporation is organized pursuant to the General Nonprofit Corporation Laws of the State of Alabama.

Article VII **Directors and Incorporators**

The management of the affairs of the corporation shall be vested in a Board of Directors as defined in the corporation's bylaws. The number of directors of this corporation shall be three.

The names and addresses of those chosen to serve as initial directors are: Terry Cobb, 265 Cobb Drive, Jemison, AL 35085; Mike Gothard, 111 Love Drive, Clanton, AL 35045; and Valerie Taylor, 575 Orangewood Circle, Calera, AL 35040. The members of the initial Board of Directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified, or until they are removed as provided by the bylaws.

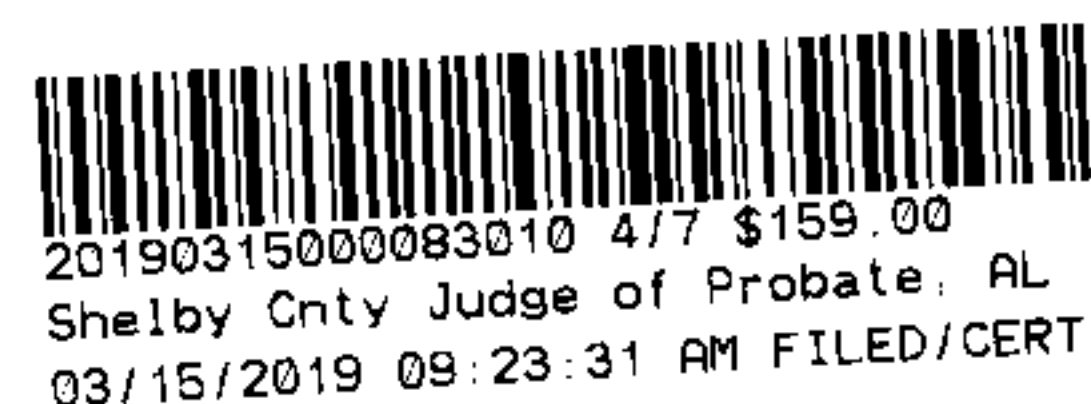
The names and addresses of the incorporators are: Terry Cobb, 265 Cobb Drive, Jemison, AL 35085; Mike Gothard, 111 Love Drive, Clanton, AL 35045; and Valerie Taylor, 575 Orangewood Circle, Calera, AL 35040.

Article VIII **Membership**

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof shall be set forth in the bylaws.

Article IX **Prohibited Distributions**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 the furtherance of the



purposes set forth in the Statement of Purpose herein. The property of this corporation is irrevocably dedicated to the corporation's section 501(c)(4) purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

Article X **Nonprofit Nature**

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, this corporations shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

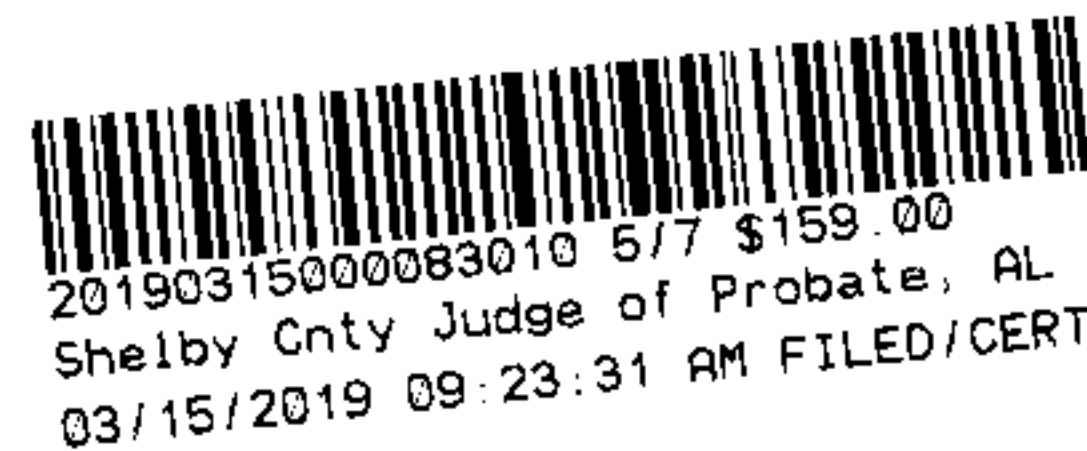
Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

Article XI **Dissolution**


Upon the dissolution of the corporation, the governing board 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 corporations, in such manner to such organization or organizations organized or operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organization sunder Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in the county in which the principal office of the corporation is located, exclusively for such purposes.


Article XII **Compliance with Kiwanis International Bylaws and Policies**

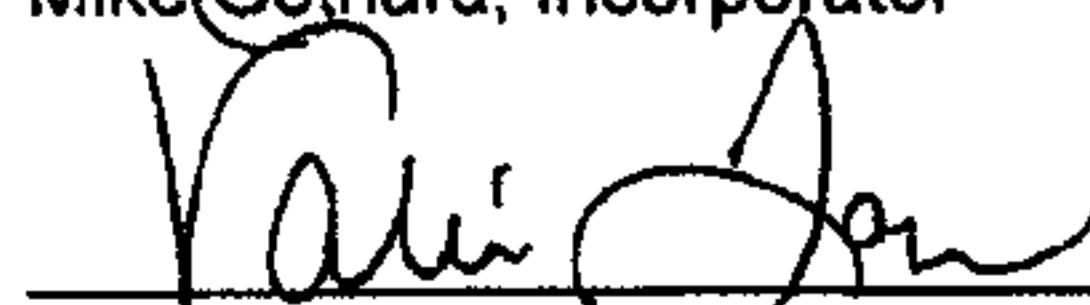
Whenever requested by the Board of Trustees of Kiwanis International the proposed corporation will dissolve or change its form of organization, and no change in the corporate structure or in the purposes and powers of the proposed corporation should be made without the consent of Kiwanis International.




IN WITNESS WHEREOF, we, the undersigned, who are to act in the capacity of initial incorporators of this corporation, have hereunto subscribed our names for the purpose of forming the corporation under the laws of the State of Alabama, this 17th day of October, 2018.


Terry Cobb, Incorporator


Mike Gothard, Incorporator


Valerie Taylor, Incorporator


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John H. Merrill
Secretary of State

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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:

Kiwanis Club of Calera

This name reservation is for the exclusive use of Tameria S. Driskill, 246 S 8TH
ST, Gadsden, AL 35901 for a period of one year beginning March 08, 2019 and
expiring March 08, 2020



RES831585

**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.**

March 08, 2019

Date

J. H. Merrill

John H. Merrill

Secretary of State