

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE SAFEHOUSE OF SHELBY COUNTY, INC.**

August 26, 2019

For the purpose of amending and restating the Articles of Incorporation of the Corporation (as defined below) under the Alabama Business and Nonprofit Entity Code (§ 10A-1-1.01 et seq., Code of Alabama 1975)) and the Alabama Nonprofit Corporation Law (§ 10A-3-.01 et seq., Code of Alabama (1975)), and any acts or laws amendatory thereof, supplementary thereto or substituted therefor (collectively hereinafter referred to as the “Nonprofit Corporation Law”), the undersigned does hereby execute, verify and adopt these Amended and Restated Articles of Incorporation (these “Articles of Incorporation”). The original Articles of Incorporation (the “Original Articles”) of the Corporation were filed with the Office of the Judge of Probate of Shelby County, Alabama, on September 1, 1989.

The Articles of Incorporation have been duly adopted as required by law.

**ARTICLE I
NAME**

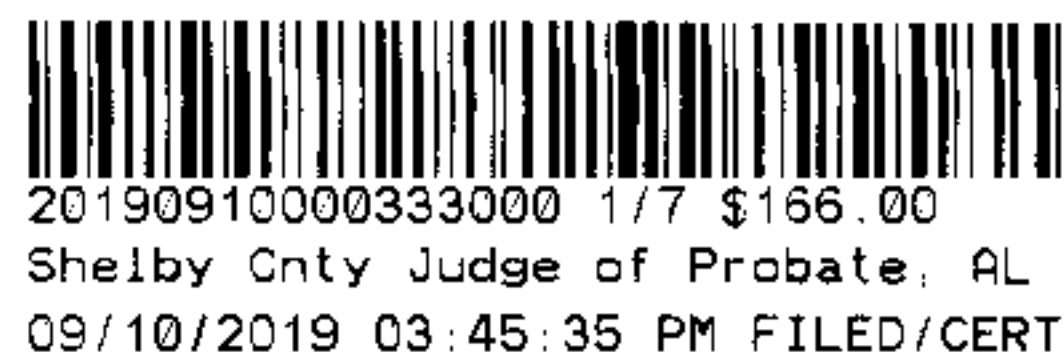
The name of the filing entity is The SafeHouse of Shelby County, Inc., hereinafter referred to as the “Corporation.”

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence; provided, however, that the Corporation’s existence may be terminated pursuant to applicable provisions of the Nonprofit Corporation Law and these Articles of Incorporation.

**ARTICLE III
TYPE OF FILING ENTITY**

The Corporation is a nonprofit corporation within the meaning of Section 10A-3-1.02(6) of the Nonprofit Corporation Law.



ARTICLE IV

PURPOSES

The objects and purposes for which the Corporation is organized and the powers which it may exercise in furtherance thereof, are as follows:

(a) The Corporation is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes (or any combination thereof) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, and the Regulations promulgated thereunder, as they may hereafter be amended from time to time (the "Code"). The Corporation may promote and advance such purposes by any activity in which a corporation organized under the Nonprofit Corporation Law may engage, either directly or by contributions to organizations recognized as exempt from federal income taxation under Section 501(c)(3) of the Code, and may receive and maintain a fund or funds of real or personal property, or both, and administer and apply the income and principal thereof, exclusively for such purposes.

(b) The Corporation shall possess and may exercise all the powers and privileges vested in a nonprofit corporation by the Nonprofit Corporation Law or by any other law of the State of Alabama, together with all activities or purposes for which the Corporation is organized, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes for which the Corporation is organized. Notwithstanding the foregoing, the activities conducted by the Corporation shall be subject to any restrictions set forth in these Articles of Incorporation and the Corporation shall not conduct or carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Code Section 501(c)(3) and described in Code Section 17(b)(1)A(ii), or by organization contributions which are deductible under Code Section 170(c)(2).

(c) The foregoing clauses of this Article IV shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the Corporation expressly conferred by law, except as expressly stated herein.

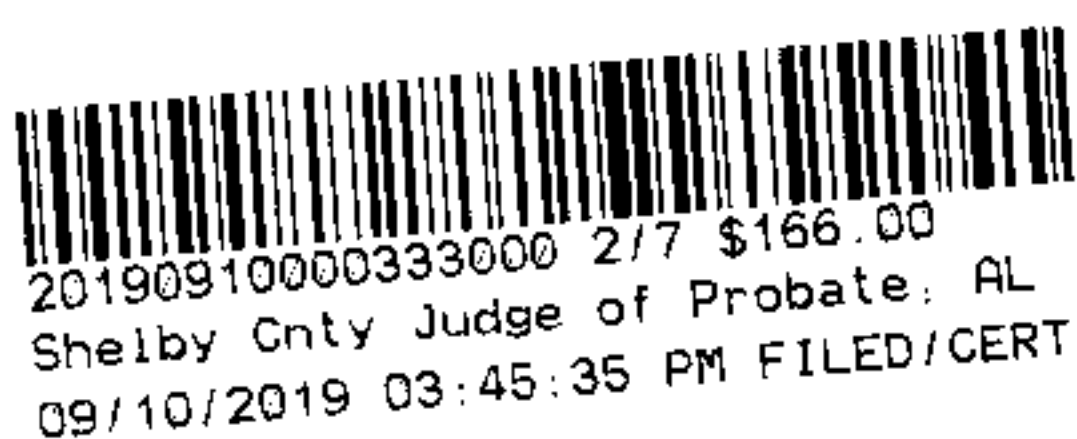
ARTICLE V

REGISTERED OFFICE AND AGENT

The registered address of the Corporation is P.O. Box 275, Pelham, Alabama 35124. The name of the registered agent of the Corporation at its registered office is Dorothy C. Bailey.

ARTICLE VI

MEMBERSHIP



The Corporation shall have no members or shareholders.

ARTICLE VII

DISSOLUTION

Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation remaining after payment of all debts, liabilities, costs, and expenses of such dissolution shall be distributed to one or more other organizations described in Section 501(c)(3) of the Code and recognized as other than a private foundation under Section 509(a)(1) or (2) of the Code. The identity of such organization or organizations shall be determined by the board of directors of the Corporation. No assets of the Corporation shall be distributed to any officer or director of the Corporation or to any private individual.

ARTICLE VIII

PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles of Incorporation, no part of the earnings of the Corporation shall inure to the benefit of any director, officer or other person holding a position of influence with the Corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation in connection with the accomplishment of one or more of its stated charitable purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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.

ARTICLE IX

BOARD OF DIRECTORS

(a) The number of directors constituting the board of directors of the Corporation shall be that number set forth in the bylaws of the Corporation.

(b) The manner of electing directors, filling vacancies created by the resignation or removal of directors, and increasing or decreasing the number of directors constituting the board of directors is set forth in the bylaws of the Corporation. A director may be removed from office at any time, with or without cause, by the vote of a majority of the directors serving on the board of directors at the time such vote is taken.



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ARTICLE X

BYLAWS

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors of the Corporation as more fully described in the bylaws.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended from time to time in accordance with applicable provisions of the Nonprofit Corporation Law. No amendment shall be made to these Articles of Incorporation which would in any way result in the operation of the Corporation for the private advantage of pecuniary profit of any director or officer thereof or permit the operation of the Corporation for any purpose other than the purposes enumerated in Section 501(c)(3) of the Code.

ARTICLE XII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

In amplification and not in limitation of the provisions of applicable law:

(a) Pursuant to Section 10A-20-6.01 et seq. and Section 6-5-336 of the Code of Alabama, 175, as amended, and the Volunteer Protection Act of 1997, 42 U.S.C. Section 14501 et seq., all non-compensated directors, officers, and other volunteers of the Corporation shall be immune from suit and shall not be subject to civil liability arising from the conduct of the affairs of the Corporation, except when the act or omission of such person that gives rise to the cause of action amounts to willful or wanton misconduct, fraud or gross negligence.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation, against expenses (including attorneys' fees), judgments fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, sit or proceeding, unless he or she acted intentionally or willfully against the best interests of the Corporation. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall

not, of itself, create a presumption that the person acted intentionally or willfully in a manner that was opposed to the best interests of the Corporation.

(c) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for intentional or willful misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(d) Any indemnification under paragraphs (b) or (c) above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (b) or (c) above. Such determination shall be made (i) by the board of directors of the Corporation by a majority vote of the directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (ii) if a majority of disinterested directors so directs, by independent legal counsel retained by such disinterested directors on behalf of the Corporation for purposes of making such determination.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if and to the extent that it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article XII. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Corporation and shall be accepted without reference to his or her ability to make repayment.

(f) The indemnification authorized by this Article XII shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of articles or certificate of incorporation, bylaws, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. No amendment, modification, or repeal of this Article XII shall diminish the right to indemnification with respect to any claim, cause, or matter

in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

(g) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article XIII.

(h) There shall be no personal or individual liability of any director or officer for any debts, liabilities or obligations of the Corporation of any kind whatsoever.

ARTICLE XIII


PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be in Shelby County, Alabama, or at such other place or places as may be designated from time to time by the board of directors.

IN WITNESS WHEREOF, the undersigned execute these Amended and Restated Articles of Incorporation as of the date first written above.

Morothy C Bailey
Name

AS Executive Director
~~Name~~


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