

**Restated Articles of Incorporation  
of  
Hope for Heroes**

**Preamble (Purpose & Authority)**

**KNOW ALL MEN BY THESE PRESENTS**, that the Directors of the above and below named and stated nonprofit, a humanitarian, charitable, educational, and religious organization dedicated to the propagation of the Gospel of Jesus Christ through speaking, serving, encouraging, charitable giving, partnering, and the like to better serve the Lord Jesus Christ and those in need, in conjunction with, but not limited to, the following means and purposes:

**To support and extend the message of hope by proclaiming and demonstrating the Gospel of Jesus Christ to all we can (primarily to those who protect this country and who are in the midst of the hardships, pains, and trials of life — by every effective means available and by equipping others to do the same —**

*and as such this ministry is* desirous of restating its Certificate of Formation under the laws of the State of Alabama, UNANIMOUSLY, do hereby initiate this Restated Certificate of Formation according to the provisions of the Code of Alabama;

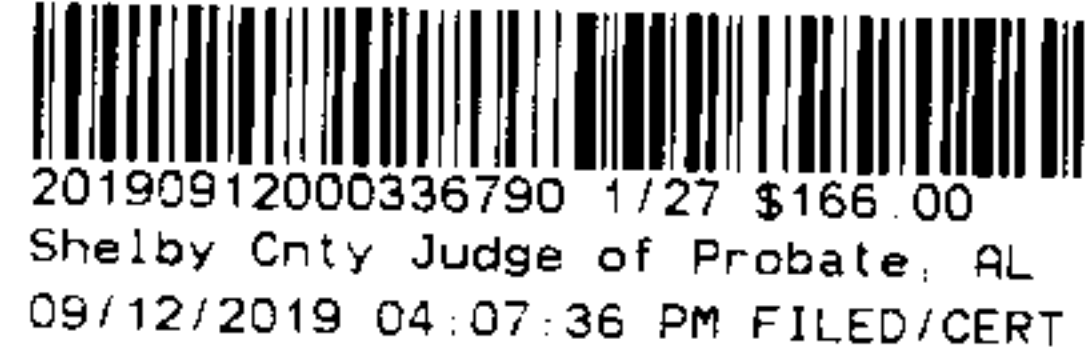
WHEREFORE, said ends include bringing this non-profit corporation in better order with its present means, purposes, and the current applicable laws governing non-profit corporations; therefore, this non-profit corporation, hereby Restates its Certificate of Formation in concert and *in pari materia* with the following Sections of the **Code of Alabama, 1975, as amended**: §10A-1-1.01 (“Alabama Business and Nonprofit Entity Code”) et al., and §10A-3-1.01 (“Alabama Nonprofit Corporation Law”) et al., and §10A-20-2.01 (“Incorporation”...[by special purpose entities]) et al. where applicable;

WHEREFORE, pursuant to the **Code of Alabama, 1975, as amended**, in §10A-1-3.15 (“Right to Restate Certificate of Formation”); §10A-1-3.16 (“Procedures to Restate Certificate of Formation”); §10A-1-3.17 (“Restate Certificate of Formation”); §10A-1-3.18 (“Effect of filing of Restate Certificate of Formation”); §10A-3-4.04 (“Restate Certificate of Formation” [for a domestic nonprofit corporation]), among others, this nonprofit corporations presents the following as its **RESTATED CERTIFICATE OF FORMATION**:

**ARTICLE 1**

**Legal & Procedural Predicates & Name**

- 1.01    The Original Name of The Corporation** from the original Certificate of Formation/Articles of Incorporation shall be carried forward and remain as is state as follows:  
**Hope for Heroes**
  
- 1.02    The DATE the Certificate of Formation was filed in the COUNTY:**  
**01-04-2018 Certificate of Formation FILED in SHELBY County, AL.**
  
- 1.03    The titles, dates, and places of filing of any previous Amendments:**





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• **NONE**

**1.04 Alabama Entity ID Number (Format: 000-00):** **506 - 261**

**1.05 Principal & Mailing Address:** **184 ROWNTREE PATH, HELENA, AL 35080**

**1.05 Compliance with Code of Ala, 1975, as amended, §10A-1-3.17 (Restated Certificate of Formation):**

**This Restated Certificate of Formation, by reference, hereby incorporates in full the text of the previous original certificate of formation, (noted above and attached hereto) and includes, by reference, each previous amendment (all of which --- if applicable --- are noted above and attached hereto) --- ALL of which are hereby being completely replaced by this Restated Certificate of Formation which shall supersede, in full, the original certificate of formation and all amendments (if any) with the following Restated Certificate of Formation ---**

**1.06 Restated Changes:** The changes effected by this **RESTATED Certificate of Formation** are set out as follows:

## **ARTICLE 2**

### **Legal Purposes & Activities**

***(§10A-1-3.05(a)(3) (Purposes), Code of Alabama, 1975, as amended)***

**2.01 STATED CHARITABLE & LEGAL PURPOSE:** The purposes for which the non-profit corporation is organized are strictly within the bounds of State and Federal requirements for non-profit corporations.

*Consequently, the Non-Profit Corporation shall function —*

**To support and extend the message of hope by proclaiming and demonstrating the Gospel of Jesus Christ to all we can (primarily to those who protect this country and who are in the midst of the hardships, pains, and trials of life — by every effective means available and by equipping others to do the same**

Said ministry purposes will be conducted in a manner exclusively for the humanitarian, religious, charitable, and/or educational purposes, along with any applicable ecclesiastical purposes, within the meaning of the Alabama Non-Profit Corporation Law and section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statutes thereto, unless the Board of Directors are willing to renounce its non-profit status, or the like, or unless the law and/or the courts have ruled that said clause and policy is not necessary for ministries and/or non-profits to maintain their non-profit status.

**2.02 GENERAL RELIGIOUS PURPOSE:** The general purpose of said corporation shall be to teach, speak, encourage, and live the Christian principles of the Gospel of Jesus Christ through the operation of an evangelical ministry serving people who are in need of spiritual, moral, charitable, and/or humanitarian assistance and/or improvement to their general welfare and to be governed by the laws of the State of Alabama and the rules and regulations as set forth in this Certificate of Formation (Articles of Incorporation) and in the By-Laws of the corporation to declare that the

Bible is the inspired Word of God and the sole authority for faith and practices. The corporation (also herein after referred to as the Ministry) accepts the Bible as the Word of God and as an all sufficient basis of doctrines and practices.

**2.03 GENERAL ACTIVITIES FACILITATING PURPOSES:** Said evangelistic, humanitarian, religious, charitable, educational purposes and activities shall be conducted by any mode deemed appropriate by the President and the Board of Directors, and said purposes and activities shall be conducted by way of any media deemed appropriate by the President and the Board of Directors, including, but not limited to, speaking events charitable assistance, pulpit, radio, television, audio and/or video media, books, pamphlets, handouts, and other types of printed materials, and by other media hereafter conceived and developed which lends itself to the propagation of the Gospel of the Lord Jesus Christ.

Purposes and Activities shall include, but not be limited to, the following:

- a. **Those stated charitable and legal purposes stated herein section 2.01.**
- b. **While providing any necessary aid (spiritual, charitable, educational, and the like) to those who protect this country;**
- c. The ministry exists for the preaching of the gospel of Jesus Christ. This ministry also provides many different areas of ministry to affirm the God-given value of each recipient of the assistance offered by this ministry and to encourage their hope for a better tomorrow. (I Peter 3:13-17)
- d. To perform the ministry of Christ, including but not limited to evangelism, both in the United States and throughout the world by taking the gospel of Jesus Christ to a needy, broken, lost, and dying world, as well as taking God's saving, healing and delivering power to the nations of the world;
- e. To provide biblical counseling to those who are hurting, and in need of having their heart mended;
- f. To aid and assist widows, orphans and Christian families;
- g. To feed the hungry, cloth the naked, and if we can to build orphanages and disciple young leaders, as well as provide charity, financial assistance, and assist the needy in anyway within what God empowers this Ministry to do so;
- h. To establish and/or operate any auxiliary and/or ancillary ministries that are deemed to be needed by the Ministry for the furthering of this Ministry's purposes such as the establishment of churches and missions' boards and/or a convention of churches or missions' boards under the guidance and government of this Ministry when and if such become applicable as determined by the Board of Directors;
- i. To work with and for the poor and needy by reaching out in the "Love of Christ" to provide assistance in all areas including, but not limited to, spiritual, emotional, charitable, philanthropical, humanitarian work, educational, and financial assistance, or the like;



j. The corporation may develop, publish, and distribute literature in the form of books, pamphlets, audio and video media, and other forms of mass media for the express purpose of educating persons with the Word of God;

k. To provide opportunities, education and training (both elementary and higher education, adult education and vocation) for Christian service for persons who desire to reach the full potential of their divine callings in accordance with the Ministry's purposes;

l. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, tangible and intangible, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash and to use the funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which the corporation is formed;

m. To refuse or accept any bequest, devise, grant or gift, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated;

n. To purchase or acquire, own, hold, lease (either as lessor or lessee), sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any property, real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law;

o. To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument or trust, or by other lien, upon assignment of, or agreement in regard to all or any part of the property, rights, privileges of the corporation wherever situated, whether now owned or hereafter acquired;

p. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations and conditions are not in conflict with the provisions of the corporations governing documents and section 501(c)(3) of the Internal Revenue Code and Regulations thereunder as they now exist or as they may hereafter be amended, or as otherwise directed by the Board of Directors;

q. To enter into any plan or project for the assistance and welfare of its employees;

r. To appoint such subordinate officers and agents as the business of the corporation requires, prescribe their duties and fix their compensation; and

s. Generally to do everything suitable, proper and conducive to the successful operation of a non-profit ministry, business, and corporation in all its branches and departments; to do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the purposes of this non-profit corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in

conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things to the full extent authorized or permitted a non-profit corporation under Internal Revenue Code section 501(c)(3) or any laws that may be now or hereafter applicable or available to this non-profit corporation, or as otherwise directed by the Board of Directors.

### **ARTICLE 3**

#### **Duration and Dissolution & Distribution of Assets**

*(§10A-1-3.05(a)(4) (Duration), and §10A-3-3.02(a)(2) (Nonprofit Distribution Code of Alabama, 1975, as amended)*

**3.01 PERPETUAL DURATION:** The duration of the corporation shall be perpetual, unless sooner dissolved in accordance with the Laws of the State of Alabama pertaining to the dissolution of non-profit corporations.

**3.02 DISSOLUTION & DISTRIBUTION OF ASSETS:** In the event of dissolution of this corporation, assets of the corporations shall be distributed to **an IRS 501c3 Exempt corporation** organized exclusively for the religious, charitable, or educational purposes similar to the purposes of this corporation, if said organization is not able or willing to accept such a distribution then in the alternate an organization organized exclusively for the religious, charitable, or educational purposes similar to the purposes of this corporation in full agreement with the doctrines, precepts, and commands of the Holy Bible, so enumerated in section 2.01 and 2.02 of this Certificate of Formation (Articles of Incorporation) within the meaning of section 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code as directed by the Board of Directors. 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 is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes as designated herein.

### **ARTICLE 4**

#### **Powers and Responsibilities**

*(§10A-1-2.11 and §10A-3-2.41 through 2.44), Code of Alabama, 1975, as amended)*

**4.01 STATUTORY POWER:** This corporation shall reserve the right to exercise all powers accorded nonprofit corporations by statute as stated in sections *§10A-1-2.11, and §10A-3-2.41 through §10A-3-2.44 of the Alabama Business and Non-Profit Entity Code.*

**4.02 NON-PROFIT BY LAW:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or 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 in Article 2 of this Certificate of Formation (Articles of Incorporation).

**4.03 NON-POLITICAL:** No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation not affecting the



corporations purposes and activities, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office, unless the Board of Directors are willing to renounce its non-profit status or the like or unless the law and/or the Courts have ruled that said clause and policy is not necessary for ministries or non-profits to maintain their non-profit status.

**4.04 IRS - NON-PROFIT:** Notwithstanding any other provision of this Certificate of Formation (Articles of Incorporation), the corporation 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 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 corresponding section of any future federal tax code, unless the Board of Directors are willing to renounce its non-profit status or the like or unless the law and/or the Courts have ruled that said clause and policy is not necessary for ministries or non-profits to maintain their non-profit status.

## **ARTICLE 5**

### **Members**

*(§10A-3-3.02(a)(1) and 10A-3-3.05(a) (Members), Code of Alabama, 1975, as amended)*

**5.01 MEMBERS:** Presently this corporation does NOT have any members, but it may have members whose rights and responsibilities shall be specifically authorized and decided by the corporate Board of Directors and set forth in the corporate Bylaws or by resolution as determined by the Board of Directors all in accordance with *§10A-3-2.01 of the Code of Alabama, 1975 as amended.*

## **ARTICLE 6**


### **Directors/Trustees**

*(10A-3-3.02(a)(3) (Directors), Code of Alabama, 1975, as amended)*

**6.01 GENERAL REQUIREMENTS & POWERS:** This corporation shall be governed by a Board of Directors of not less than three (3) persons, who shall be laypersons and/or ministers who have demonstrated a commitment and/or expertise and experience in matters of ministering, managing, and/or financing the Kingdom of God. In such cases these persons must meet the character established for Christians in the Word of God.

**6.02 THE NUMBER OF PRESENT DIRECTORS** are three (3) and are listed herewith as follows, but subsequent numbers may be added in accordance with the Bylaws of the Corporation:

**David Tyson**  
**184 Rowntree Path**  
**Helena, AL 35080**

  
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**William Barthelemy**  
**647 N Pleasant View Lane**  
**Casa Grande, AZ 85122**

**Jeffrey Matthews**  
**119 Twin Lakes Road**  
**Trussville, AL 35173**

**6.03 AMENDMENT OF THIS CERTIFICATE OF FORMATION:** This Certificate of Formation (Articles of Incorporation) can only be amended by a Two Thirds (2/3 rds) vote of the Board of Directors. In the event the Board of Directors consists of less than three (3) members, then the Certificate of Formation (Articles of Incorporation) can only be amended by a unanimous vote.

**ARTICLE 7**  
**Registered Office & Agent, and Organizer**

*(§10A-1-5.31 (Registered Agent & Office) and §10A-1-1.03(63) (Organizer), §10A-1-3.04 to 3.05 (Execution Certificate of Formation), 10A-3-3.01 (Incorporator of Nonprofit) , Code of Alabama, 1975, as amended)*

**7.01 REGISTERED OFFICE AND AGENT:** The below stated entity/person shall initially serve as the registered agent and office. The registered agent, and the initial registered address within the State of Alabama at which it is located, is as follows:

**David Tyson**  
**184 Rowntree Path**  
**Helena, AL 35080**

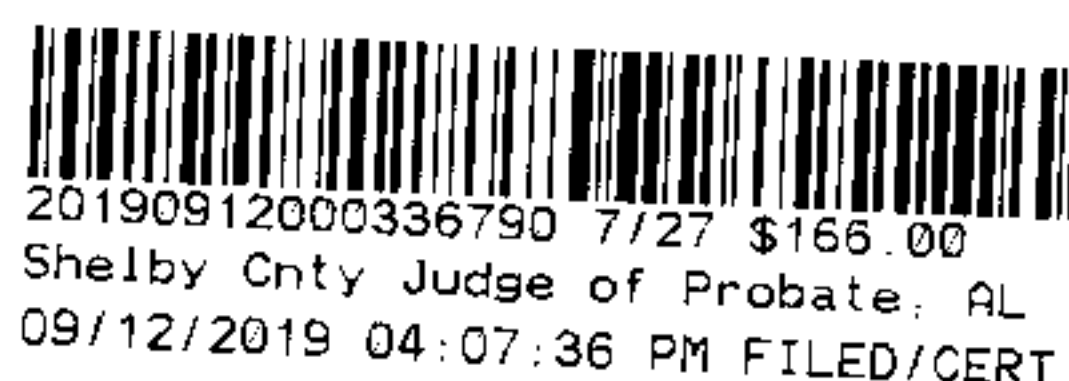
**7.02 ORGANIZER & INCORPORATOR:**

**David Tyson**  
**184 Rowntree Path**  
**Helena, AL 35080**

shall serve as the Organizer for the purposes of executing this Restated Certificate of Formation.

**ARTICLE 8**  
**Provisions for Private Foundation**

In the event the corporation is deemed to be a “private foundation” according to the provisions of the Internal Revenue Code of 1954 and the Regulations thereunder, as amended, the corporation shall be subject to the following provisions:



**8.01** The corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax or undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws;

**8.02** The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws;

**8.03** The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws;

**8.04** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; and


**8.05** The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws, all notwithstanding, unless the Board of Directors is willing to renounce its non-profit or foundation status, if applicable.


## ARTICLE X

### Restatement Verification

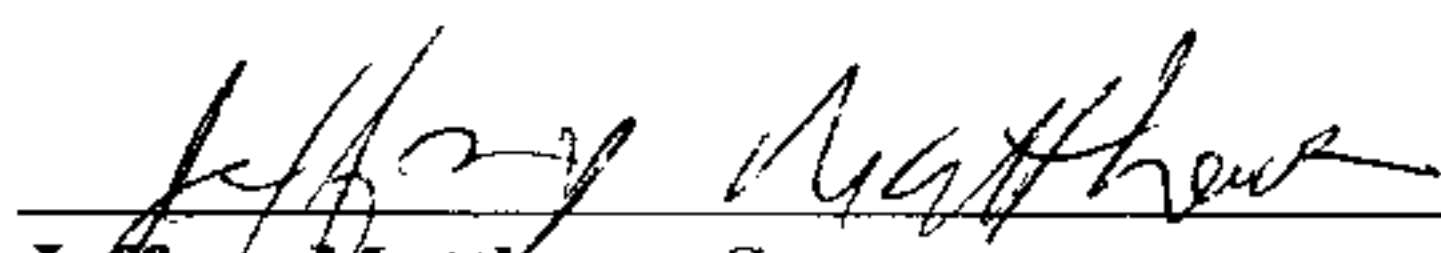
**10.01** As required by §10A-3-4.04 (The Alabama Non-Profit Corporation Law) *Code of Alabama, 1975, as amended*, these Restated Articles of Incorporation state that they correctly set forth the provisions of the Certificate of Formation as theretofore amended, that they have been duly adopted as required by law and that they supersede the original Certificate of Formation and all amendments thereto.

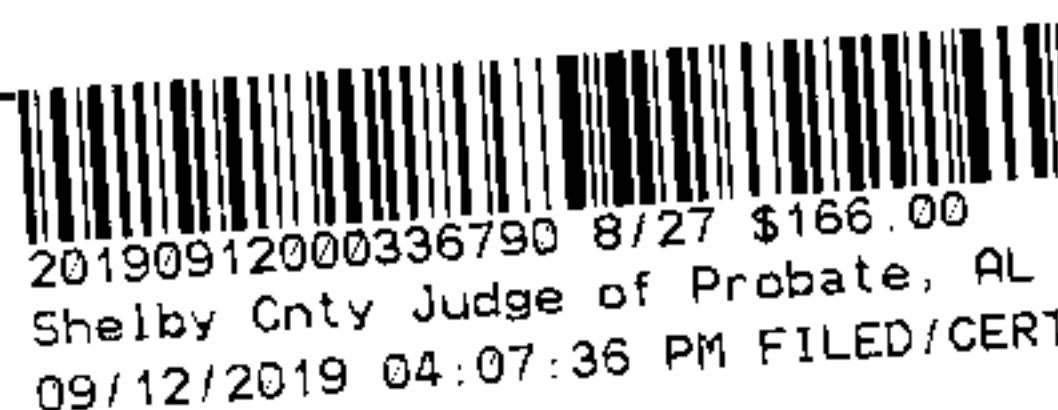
IN WITNESS WHEREOF, and pursuant to §10A-3-4.04 (b), Code of Alabama, as amended, I hereby set my hand and seal this 6 day of September, 2019.

  
\_\_\_\_\_  
David Tyson, President (SEAL)

  
\_\_\_\_\_  
Jeffrey Matthews, Secretary (SEAL)

Verified, as provided for under the *Code of Alabama 1975 §10A-3-4.04 (b)*, by:

  
\_\_\_\_\_  
Jeffrey Matthews, Secretary (SEAL)





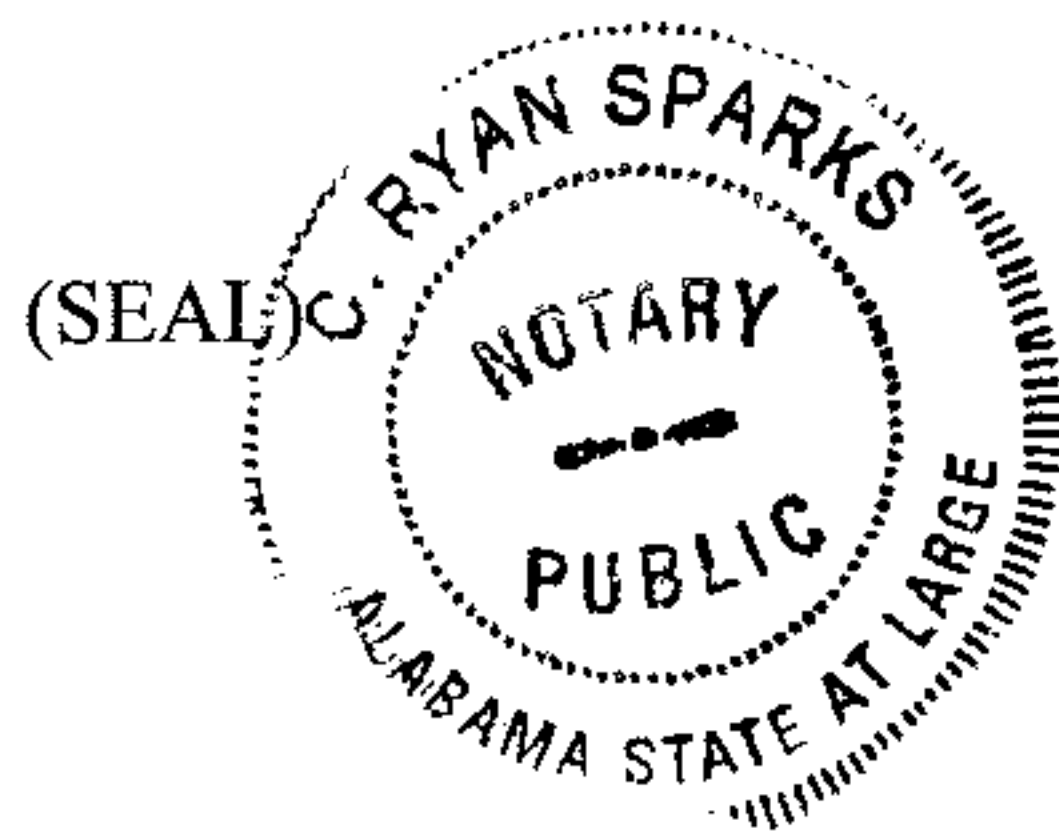
State of Alabama     }  
MADISON County    }

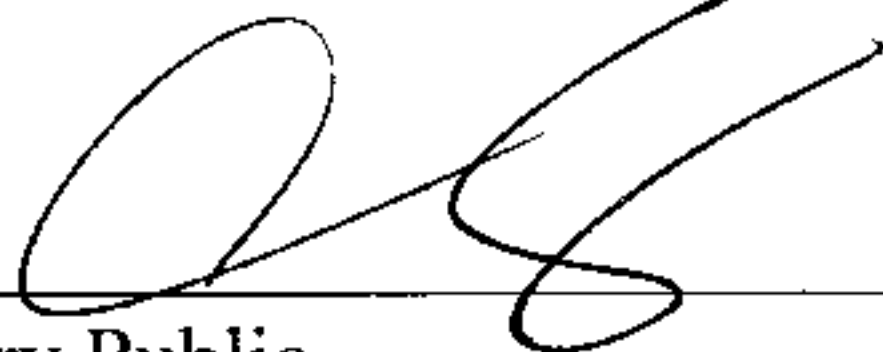
I, the undersigned authority, a Notary Public in for said County, and in said State, do hereby certify that —

**David Tyson, President**  
**Jeffrey Matthews, Secretary**

whose name is on the foregoing RESTATED Certificate of Formation (Articles of Incorporation), and who is known to me by satisfactory evidence, acknowledges before me on this day that, being informed of the contents of said instrument, he/she did execute the same voluntarily on the date the same bears and states that said **Articles** correctly set forth the provisions of the **RESTATED Certificate of Formation (Articles of Incorporation)**.


Given under my hand and official seal this the 6 day of September, 2019.



  
\_\_\_\_\_  
Notary Public

My term expires: December 14 2019


This Instrument Prepared By:  
**JASON P. McCARTHA, Esq.**  
THE MCCARTHA LAW FIRM, LLC  
100 Jefferson St. S., Suite 200  
Huntsville, Alabama 35801  
Phone (256)270-4233  
Fax (256)270-0782  
[jason@mccarthalaw.com](mailto:jason@mccarthalaw.com)

  
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**ATTACHMENTS**

**ORIGINAL ARTICLES OF INCORPORATION  
AND ITS  
AMENDMENTS (if any)**

**ALL OF WHICH HAVE BEEN --- REPLACED by the forgoing Restated Certificate of  
Formation which SUPERSEDES, in full, the original Certificate of Formation**

  
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**STATE OF ALABAMA**

**DOMESTIC NONPROFIT CORPORATION  
CERTIFICATE OF FORMATION**

**PURPOSE:** In order to form a Nonprofit Corporation under Section 10A-1-3.05 and 10A-3-3.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's initial registered office is located. **The information required in this form is required by Title 10A.**

**INSTRUCTIONS:** Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's registered office is/will be located. Contact the Judge of Probate's Office to determine the county filing fees. **Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00** and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is issued. Once the Secretary of State's Office has indexed the filing the information will appear at [www.sos.alabama.gov](http://www.sos.alabama.gov) under the Government Records tab and the Business Entity Records link – you may search by entity name. Your notification of filing was provided by the Probate Judge's Office via a stamped copy and the Secretary of State's Office does not send out a copy. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your corporation will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored.

**This form must be typed or laser printed.**

1. The name of the corporation: HOPE FOR HEROES
2. A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.

3. This nonprofit corporation (**MUST** check one):

☐ has Members or ☒ has no Members

This form was prepared by: (type name and full address)

David Tyson  
184 Rowntree Path  
Helena, AL 35080

1/4/18  
UH 3pgs

I certify this to be a true and correct copy

Probate Judge  
Shelby County



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(For County Probate Office Use Only)

(For SOS Office Use Only)



**DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION**

4. Street (**No PO Boxes**) address of principal office of the corporation: 184 Rowntree Path Helena, AL 35080

Mailing address of principal office (if different from street address): \_\_\_\_\_

5. The name of the Registered Agent: David Tyson

6. Street (**No PO Boxes**) address of Registered Agent (if different from principal office address): \_\_\_\_\_

Mailing address of Registered Agent (if different from street address): \_\_\_\_\_

7. Purpose for which corporation is formed: to support and extend the message of hope by proclaiming and demonstrating the Gospel of Jesus Christ to all we can by every effective means available and equipping other; 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.

8. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

9. The name(s) of the Incorporator(s): David Tyson

Street (**No PO Boxes**) address of Incorporator(s): 184 Rowntree Path Helena, AL 35080

Mailing address of Incorporator(s) -- (if different from street address): \_\_\_\_\_

**Attach a listing if more Incorporators need to be added (type "see attached" in the name line).**

10. The number of Directors constituting the initial Board of Directors is 3. (Minimum of 3 under section 10A-3-2.09) The initial Directors names and addresses must be listed in this Certificate of Formation.

Director's Name: David Tyson

Street (**No PO Boxes**) address of Director: 184 Rowntree Path Helena, AL 35080

Mailing address of Director(s) - (if different from street address): \_\_\_\_\_

**DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION**

Director's Name: Carrie Tyson

Street (**No PO Boxes**) address of Director: 184 Rowntree Path Helena, AL 35080

\_\_\_\_\_ Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_

Director's Name: Charles Tyson

Street (**No PO Boxes**) address of Director: 17595 Hwy 141 Whitewater, CO 81527

\_\_\_\_\_ Mailing address of Director(s) - (if different  
from street address): \_\_\_\_\_

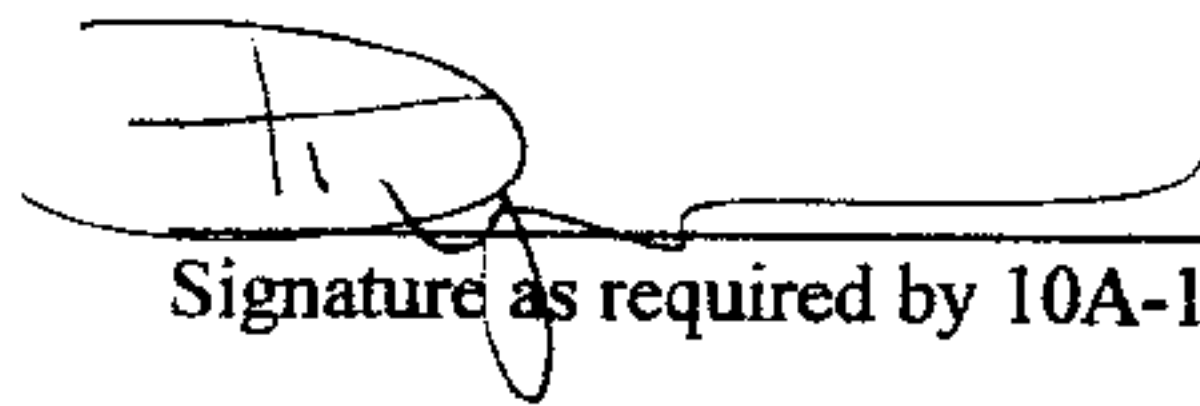
**Attach listing if more Directors need to be added (type "see attached" in the name line for the first Director on this form).**

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.

01 / 05 / 2018

Date (MM/DD/YYYY)




Signature as required by 10A-1-3.04


David Tyson

Typed Name of Above Signature

Incorporator/Executive Director

Typed Title/Capacity to Sign under 10A-1-3.04

  
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**ARTICLES OF INCORPORATION**  
**OF**  
**HOPE FOR HEROES**

For the purpose of forming a nonprofit corporation under the Alabama Nonprofit Corporation Act and any act amendatory thereof, supplementary thereto or substituted therefore, the undersigned incorporator does hereby sign, verify and adopt these Articles of Incorporation, and, upon the filing for record of these Articles of Incorporation in the Office of the Judge of Probate of Shelby County, Alabama, the existence of a nonprofit corporation, under the name set forth in Article I hereof, shall commence.

**ARTICLE I – NAME**

The name of this corporation shall be "Hope for Heroes"


**ARTICLE II – REGISTERED OFFICE ADDRESS**


The place in Alabama where the principal office of the corporation is to be located at  
184 Rowntree Path Helena, AL 35080.

**ARTICLE III – PURPOSE**

This corporation is organized exclusively for religious, educational, and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code. The purpose of this corporation is:

1. To support and extend the message of hope by proclaiming and demonstrating the Gospel of Jesus Christ to all we can by every effective means available and by equipping others to do the same;
2. In connection with the foregoing actively to solicit, accept, receive, maintain and disburse contributions, and income therefrom, and to apply for, accept and expend grants in accordance with their requirements;

  
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3. To engage in any other related activities, or any lawful act or activity for which a corporation may be organized under the Act, provided that such act or activity is one permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE IV – EXEMPTION REQUIREMENTS**

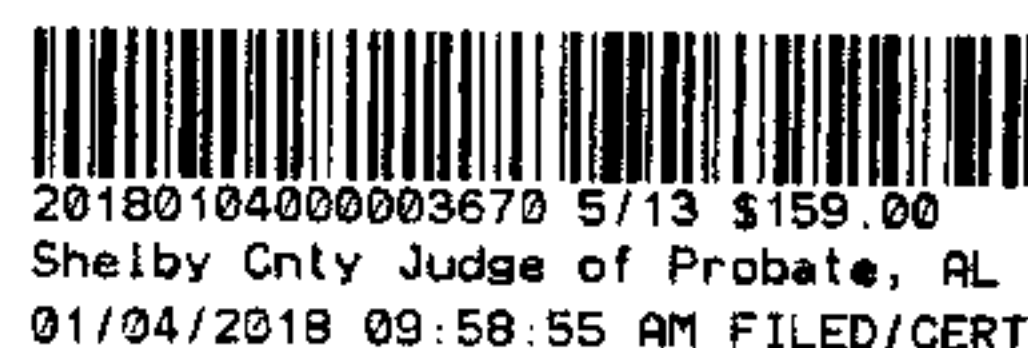
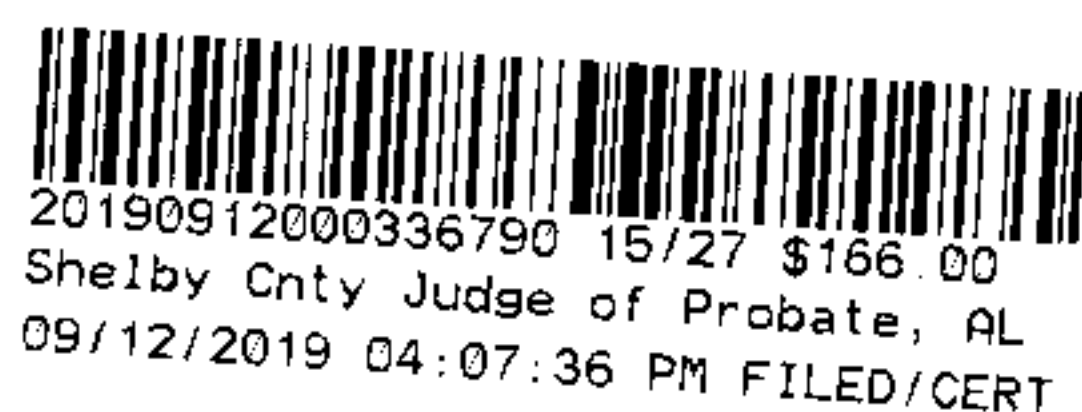
At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

#### **ARTICLE V – MEMBERSHIP/BOARD OF DIRECTORS**

1. This corporation shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's bylaws. No director shall have any right, title, or interest in or to any property of the corporation.
2. The number of directors constituting the initial board of directors is three (3); their names and addresses are as follows:

David Tyson, 184 Rowntree Path, Helena, AL 35080



Carrie Tyson, 184 Rowntree Path, Helena, AL 35080

Charles Tyson, 17595 Hwy 141 Whitewater, CO 81527

3. Members of the initial board of directors shall serve until the first annual meeting of directors or until their successors are elected.

#### ARTICLE VI – PERSONAL LIABILITY

No officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or directors be subject to the payment of the debts or obligations of this corporation.


#### ARTICLE VII - DURATION/DISSOLUTION

1. The duration of the corporate existence shall be perpetual until dissolution.
2. Upon the liquidation or dissolution of the organization, whether voluntary or involuntary, no private person, director, or officer shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used and distributed exclusively for purposes within those set forth in Article III and within the intentment of Section 501(c)(3) of the Internal Revenue Code.

#### ARTICLE VIII - INCORPORATOR


In witness whereof, I, the undersigned, have hereunto subscribed my name for the purpose of forming the corporation under the laws of the State of Alabama and certify I executed these Articles of Incorporation this January 5 of 2018.


Signature (Incorporator):

 David Tyson

Address, City, State, ZIP:

184 Rowntree Path Helena, AL 35080

  
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**BYLAWS  
OF  
HOPE FOR HEROES**

**ARTICLE I – NAME AND PURPOSE**

*Section 1 – Name*

The name of the organization shall be the "Hope for Heroes" It shall be a nonprofit organization incorporated under the laws of the State of Alabama.

*Section 2 – Purpose*

Hope for Heroes is organized exclusively for religious, educational, and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code. The purpose of this corporation is:

1. To support and extend the message of hope by proclaiming and demonstrating the Gospel of Jesus Christ to all we can by every effective means available and by equipping others to do the same;
2. In connection with the foregoing actively to solicit, accept, receive, maintain and disburse contributions, and income therefrom, and to apply for, accept and expend grants in accordance with their requirements;
3. To engage in any other related activities, or any lawful act or activity for which a corporation may be organized under the Act, provided that such act or activity is one permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II – MEMBERSHIP**

*Section 1 – Membership*

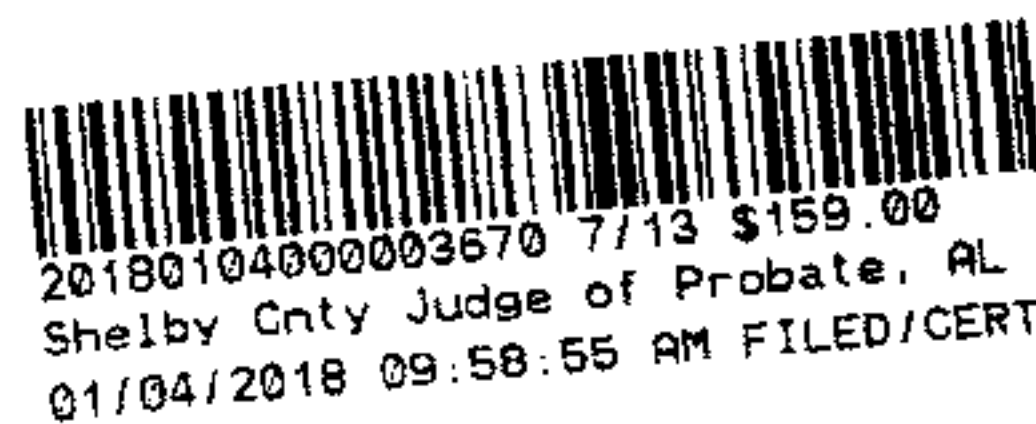
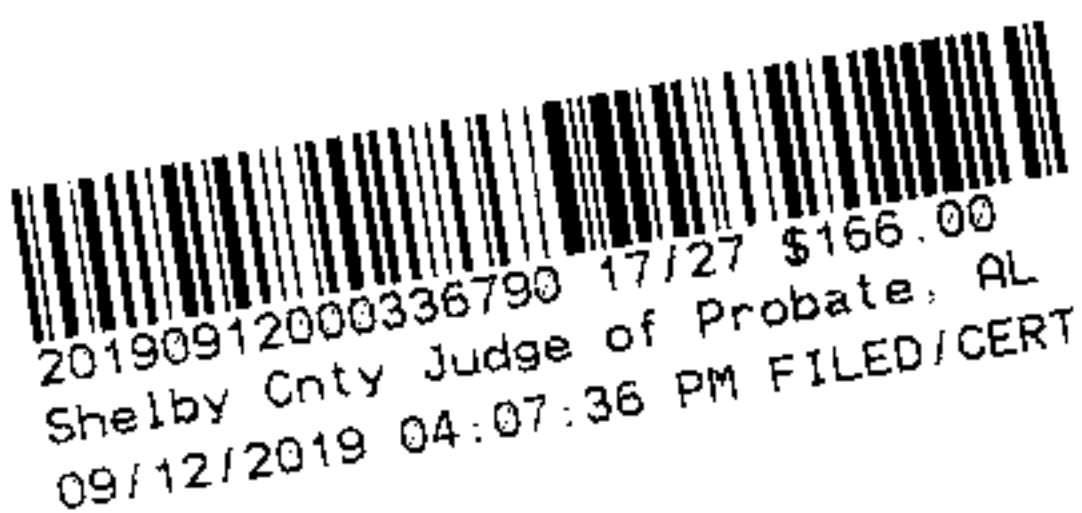
Membership shall consist of the board of directors.

**ARTICLE III – BOARD OF DIRECTORS**

*Section 1 – Size and Compensation*

The board shall have up to 6, but not fewer than 3 members. The board receives no compensation other than reasonable expenses.

*Section 2 – Terms*





All board members shall serve five-year terms, but are eligible for re-election for up to four consecutive terms. The term of a board member is allowed to be extended until the successor is found.

### *Section 3 – Role and General Powers*

The board of directors shall constitute the governing body of the corporation. The board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in Article I. The board may accept, on behalf of the corporation, any contribution, bequest, or devise. The board shall have the authority to hire and dismiss the executive director as necessary in order to carry out the objectives of the corporation. The board delegates responsibility of day-to-day operations to the executive director, staff, and any committees.

### *Section 4 – Board elections*

During the last quarter of each fiscal year of the corporation, the board of directors shall elect directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, so long as a quorum is present, called in accordance with the provisions of these bylaws. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

### *Section 5 – Meetings and notice*

The board shall meet at least yearly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance. Directors may be considered present at any board meeting (regular or special) if there is an arrangement for a telephone conference or through a similar computer communications system that allows each member to hear the others.

### *Section 6 – Informal Action*

If all directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.

### *Section 7 – Quorum*

A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass.

### *Section 8 – Officers and Duties*

There shall be four officers of the board, consisting of a president, vice-president, secretary and treasurer. They shall be elected by the board and shall serve a term of two years, but may be reelected by the board. Their duties are as follows:



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1. *The president* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer.
2. *The vice-president* shall chair committees on special subjects as designated by the board.
3. *The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
4. *The treasurer* shall make a report at each board meeting. The treasurer shall assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

#### *Section 9 – Vacancies*

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

#### *Section 10 – Resignation, termination, and absences*

Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings. A board member may be removed for other reasons by a two-thirds vote of the remaining directors.

#### *Section 11 – Special meetings*

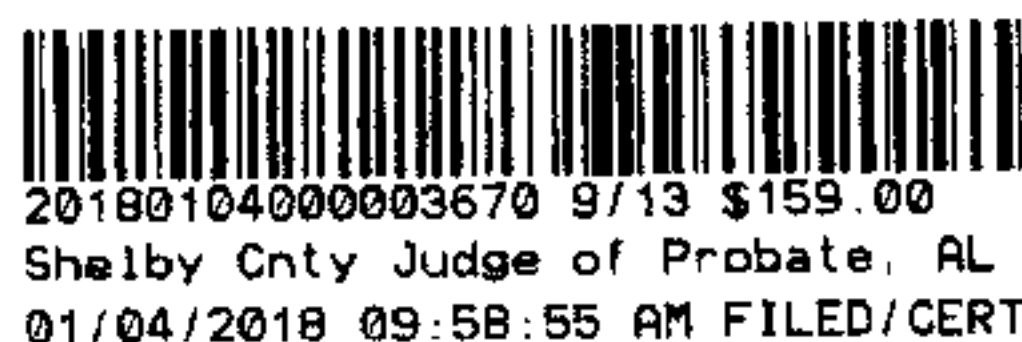
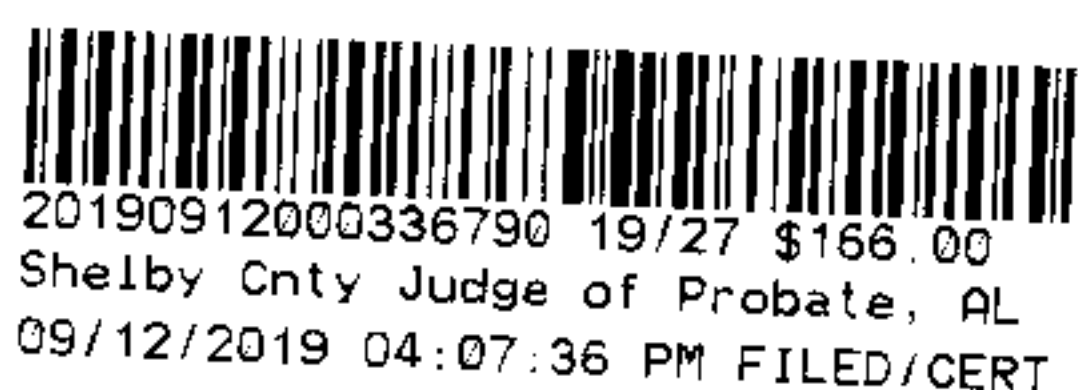
Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the president to each board member at least two weeks in advance.

#### *Section 12 – Personal Liability*

No officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### *Section 13 – Conflict of Interest Policy*

The board shall adopt and from time to time review a conflict of interest policy.



## ARTICLE IV – COMMITTEES

### *Section 1 – Committee formation*

The board may create any committee it deems necessary to help fulfill its functions. The board president will appoint all committee chairs.

### *Section 2 – Executive Committee*

The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

## ARTICLE V – EXECUTIVE DIRECTOR AND STAFF

### *Section 1 – Executive Director*

The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director, as authorized by the board's fiscal policy, will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The executive director may hire other staff members as the board of directors authorizes. The executive director is a full voting member of the board on all matters *except* those pertaining to the executive director's compensation and anything else wherein it is determined that there is a conflict of interest (see Conflict of Interest Policy). The board can designate other duties as necessary.

### *Section 2 – Other Staff*

All other staff shall be supervised by and accountable to the executive director.

### *Section 3 – Hiring Policies*

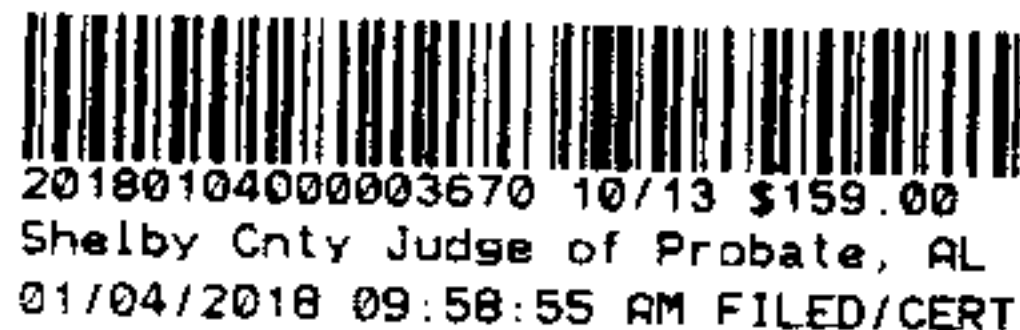
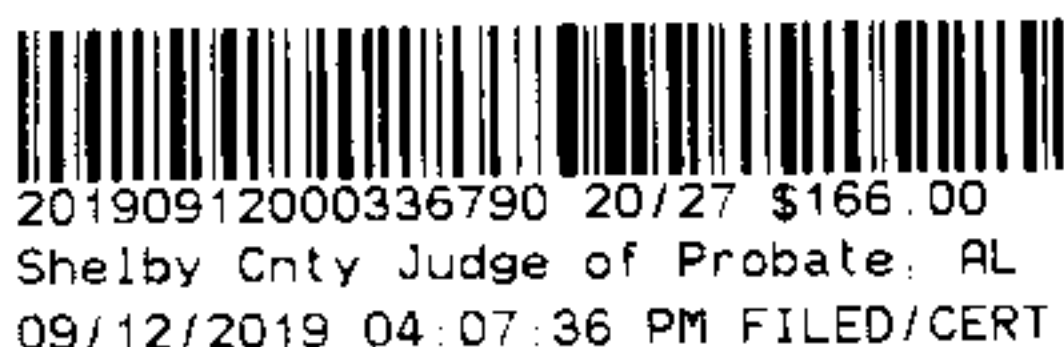
Hiring shall be conducted in full compliance with the corporation's anti-discrimination policy.

## ARTICLE VI – FINANCES

### *Section 1 – Fiscal Year*

The corporation's fiscal year shall be the calendar year (January to December).

### *Section 2 – Budget*





The board of directors shall prepare and adopt a budget in the last quarter of the year.

*Section 3 – Annual Financial Statement*

The board of directors shall prepare an annual financial statement for distribution to board members.

*Section 4 – Fiscal Policy*

The board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, leases, deeds, mortgages; and other significant aspects of the organizations's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

## ARTICLE VII – AMENDMENTS

*Section 1 – Amendments*

The charter and these bylaws may be amended, supplemented, or repealed by a two-thirds majority of the board of directors at any meeting at which a quorum is present. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements. These bylaws shall become effective upon approval by the board of directors.

## ARTICLE VIII – INDEMNIFICATION

*Section 1 – Mandatory Indemnification*

The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

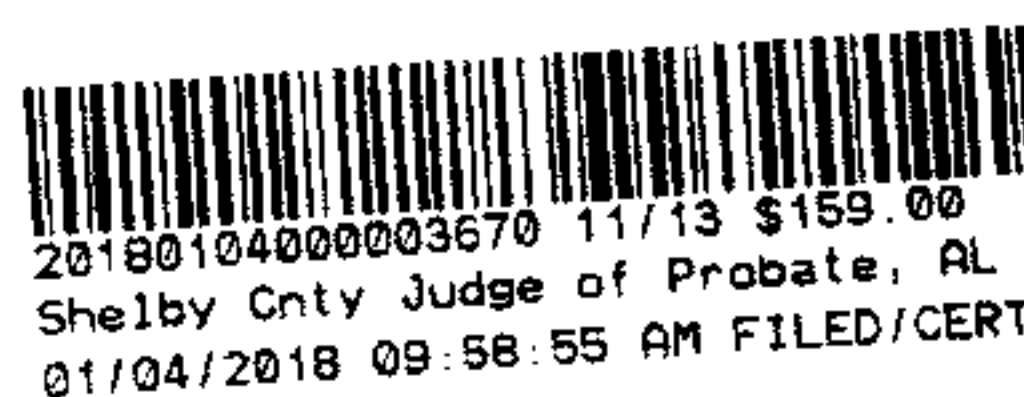
*Section 2 – Permissible Indemnification*

The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

*Section 3 – Advance for Expenses*



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Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

*Section 4 – Indemnification of Officers, Agents and Employees*

An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Alabama Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

**ARTICLE IX – STATEMENT OF NONDISCRIMINATION**

*Section 1 – Statement*

This corporation shall not discriminate against any person in the hiring of personnel, election of board members, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law.

**CERTIFICATION**

These bylaws were approved at a meeting of the board of directors by a unanimous vote on January 1st, 2018.

Charles Tyson  
(Secretary)



1/1/2018  
(Date)

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John H. Merrill  
Secretary of State

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:

**Hope for Heroes**

This name reservation is for the exclusive use of David Tyson, 184 Rowntree Path, Helena, AL 35080 for a period of one year beginning November 30, 2017 and expiring November 30, 2018

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**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.**

November 30, 2017

Date

*J. H. Merrill*

John H. Merrill

Secretary of State

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STATE OF ALABAMA )  
COUNTY OF SHELBY )

# RESOLUTION

no. 2019-1

## **RESTATEMENT/AMENDMENT OF ARTICLES OF INCORPORATION/ CERTIFICATE OF FORMATION**

### **Hope for Heroes**

(a nonprofit corporation)

I, **Jeffrey Matthews**, Secretary of a duly called meeting of the Board of Directors of HOPE FOR HEROES (also known as: "the Company," and/or "the Corporation" and/or "the Ministry"), held at: **100 Jefferson St. S. (Suite 200), Huntsville, Alabama (by simultaneous electronic participation)** on the **30<sup>TH</sup>** day of **AUGUST**, 2019, do hereby certify that at said meeting ALL of the Board of Directors (There are no Members of the Corporation) of the Company were present, notice and purpose of said meeting was UNANIMOUSLY Waived, and at said meeting the following oral and written resolution was UNANIMOUSLY adopted:

**BE IT RESOLVED** by the Board of Directors of the Company, that the Certificate of Formation/Articles of Incorporation of the Company be **RESTATED** in accordance with the Code of Alabama, the Articles of Incorporation/Certificate of Formation, and other governing documents as attached hereto in full.

**PASSED AND ADOPTED this the 30<sup>th</sup> day of August 2019** by UNANIMOUS vote of the Board of Directors of the Company as evidenced by the signature of each the Board Members of said Company below listed.

**FURTHER:** The undersigned, being the Board of Directions, do hereby severally waive notice of the time, place and purpose of a meeting of the Board of Directors and do and have hereby consent(ed) that the same be held at the day, date, and place herein-above noted for the transaction of any business which came before such meeting of the Board of Directors of the Company.

**ATTEST — Board of Directors of Hope for Heroes:**

  
David Tyson Executive Director

  
William Barthelemy

  
Jeffrey Matthews



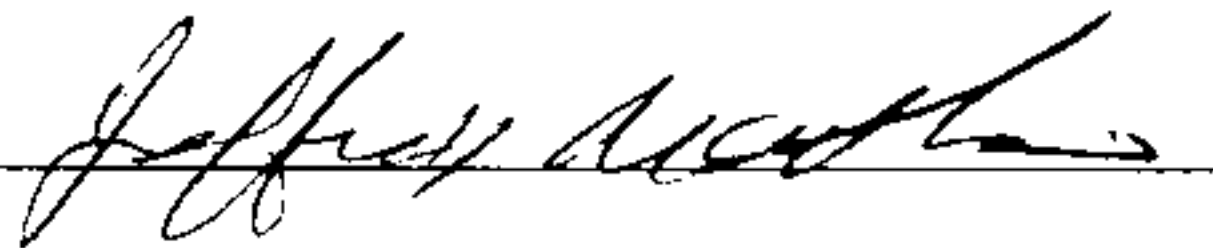
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STATE OF ALABAMA  
COUNTY OF SHELBY


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I HEREBY CERTIFY that the foregoing is a true and correct copy of a resolution regularly presented to and adopted by the Board of Directors of HOPE FOR HEROES held on the above referenced date, at which a quorum was present and voted, and that such resolution is duly recorded in the minute book of this corporation; that the officers named in said resolution have been duly elected or appointed to, and are the present incumbents of the respective offices set after their respective names; and that the signatures set above their respective names are their true and genuine signatures.

Signature of the Corp. Secretary:



Printed Name of the Corp. Secretary: Jeffrey Matthews

  
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COUNTY OF SHELBY

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## RESOLUTION

### AUTHORIZING BENEVOLENCE MINISTRY POLICIES AND PROCEDURES OF Hope for Heroes

I, \_\_\_\_\_, Secretary of a meeting of the Board Members of Hope of Heroes, held in \_\_\_\_\_, Alabama on or about the \_\_\_\_\_, 20\_\_\_\_ do hereby certify that at said meeting a quorum of the Board members of said Non-Profit were present and at said meeting the following resolution was adopted:

BE IT RESOLVED by the Board that the Non-Profit hereby adopts the following Benevolence Ministry, Policies, and Procedures:

In order to further serve the kingdom by continuing the benevolence that Christ displayed during his lifetime as evidenced in the Gospels of Matthew, Mark, Luke and John and in accordance with Acts Chapter 4:32-37 (where the believers held all things in common to ensure that no one was in need) and likewise in Acts 11:29-30 (the disciples sent relief to the brothers), Hope for Heroes commits to serve those in need or in hardship in the following manner biblical manner as lead by the Spirit of God through prayer as it was in Acts 15:28 which states: "For it seemed good to the Holy Ghost, and to us, to lay upon you no greater burden than these necessary things"

1. A Benevolence Review Board shall be established with no less than two members in accordance with Acts 11:29-30 (where the disciples sent relief to the elders for the brothers in need by means of Barnabas and Saul).
2. Each family/individual who has a need and/or hardship should declare the needs and/or hardships they are experiencing to Benevolence Review Board who either should guide the family/individual to the Benevolence Review Board and/or make presentment of the need or hardship himself on behalf of the family/individual.
3. The Benevolence Review Board's immediate and extended family are not eligible for relief from the Non-Profit through this benevolence ministry, but shall not be necessarily excluded from any benefit conferred by any other ministry or otherwise by mere virtue that said member served on this board.
4. The Benevolence Review Board shall meet in a timely manner in order to:
  - (a) Determine by prayer and revelation those who may be in need, but have not requested assistance as enumerated in paragraph two (2) herein and above (See Acts 11:28 Where "Agabus predicted by the Spirit that there would be a severe famine...") , and



1. Appoint one of the Members of the Benevolence Review Board to investigate and report their findings to the other members of the Benevolence Review Board, and
  2. Pray and confer with one another and determine what the Non-Profit should morally, biblically, spiritually, and practically do regarding these needs;
- (b) Provide timely relief for those who are in need or in hardship, and/or (as is appropriate as solely determined by the Benevolence Review Board after prayer and conference with God and each other...as it was in Acts 15:28 which states: "For it seemed good to the Holy Ghost, and to us..."), and
- (c) As may be appropriate, the board shall notify the family/individual requesting the relief or the Investigating Member of the Benevolence Review Board (if the request was initiated by the Benevolence Review Board) of their decision and give instructions to the Treasurer as to whether or not the request was granted.

This plan was put into effect on or about the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_, Secretary of Meeting



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