

STATE OF ALABAMA)
)
SHELBY COUNTY)

**ARTICLES OF INCORPORATION
OF
Heartz of Hope, Inc.**

I, the undersigned Incorporator, do hereby form a domestic non-profit corporation in accordance with the Code of Alabama.

ARTICLE I

NAME

The name of the Corporation shall be **Heartz of Hope, Inc.**

ARTICLE II

MEMBERS

This nonprofit corporation has no Members.

ARTICLE III

PRINCIPAL OFFICE

The initial location of the principal office and mailing address of the Nonprofit Corporation shall be

505 Waterford Lake Circle
Calera, AL 35040

ARTICLE IV

REGISTERED AGENT

The name of the Nonprofit Corporation's Registered Agent shall be:

Monica Stalling

ARTICLE V

REGISTERED AGENT ADDRESS

The address of the Nonprofit Corporation's Registered Agent and mailing address shall be:

505 Waterford Lake Circle
Calera, AL 35040


ARTICLE VI

PURPOSES

The purpose for which this corporation is formed is to share hope through love and giving.

Specific initiatives include, but shall not be limited to:

- A. Offer opportunities for personal growth and development of young women such as etiquette, hygiene, and reproductive health programs;
- B. Promote and foster socialization skills that would lead to reduced instances of bullying among students, parents and their families;
- C. Deliver charitable programs that would benefit the homeless, children and families; such as personal care/hygiene supplies distribution, holiday give-a-ways and general support for those underprivileged, experiencing food insecurity and/or homelessness.
- D. Offer hope and relief programs to current prisoners, to include literacy initiatives, child visitation facilitation, where possible, financial support and prisoner reentry;
- E. Support First Responders and essential workers, in particular but not exclusively in times of crisis such as the coronavirus pandemic and natural disasters;
- F. Offer assistance to veterans and services such as: yard clean-up, handy-man work, grocery delivery, transportation assistance and companionship services;
- G. Bridge resource gaps for children and college students returning to school by supplying book bags filled with supplies, residence hall essentials, and technology resources when possible;
- H. To conduct, engage in, or otherwise carry out the activities of any charitable organization or all lawful purposes for which State of Alabama Nonprofit Corporations may therein operate.


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ARTICLE VII
DURATION

The period of duration of this Nonprofit Corporation shall be perpetual, unless and until such time as the non-profit organization's existence is lawfully terminated by the vote of its Board of Directors with approval of the Board Chair. Upon dissolution of the corporation, 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. Any assets not so disposed shall be disposed of by a court of competent jurisdiction to the county in which the principal office of the corporation is located. Disposal shall be made exclusively for exempt or public purposes, or be made to such organization or organizations as the court shall determine to be organized exclusively for such purposes.

ARTICLE VIII
INCORPORATOR(S)

The name and address of the Incorporator of this State of Alabama Non-Profit Corporation shall be:

NAME

Monica Stalling

STREET ADDRESS

505 Waterford Lake Circle
Calera, AL 35040

ARTICLE IX

DIRECTORS

The number of Directors constituting the initial Board of Directors is four (4). The initial Board of Directors shall consist of the following and shall remain intact, unless amended by a duly authorized vote per Nonprofit Corporation By-laws:

NAME


Position

1) Monica Stalling
505 Waterford Lake Circle
Calera, AL 35040

Chair/CEO

2) Willie A. Oden
8205 8th Ave S.
Birmingham AL 35206

Vice Chair


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Directors (Cont'd)

- | | |
|--|-----------------------------------|
| 3) Sonya D. Browder
2988 Olivette Rd.
Columbus OH 43232 | Secretary |
| 4) Laura B. Postell
4630 County Road 76
Clanton, AL 35045 | Treasure |
| 5) Joyce D. Warren
611 South Street
Greenville, AL 36037 | Director of Programs |
| 6) Blake C. Jones
3580 McGehee PL Drive S
#3909A
Montgomery, AL 36111 | Financial Administration Director |
| 7) John L. Swift
38 Banyan Pass
Ocala, FL 34472 | Director of Information |

ARTICLE X


INTERNAL AFFAIRS

- A. The initial By-laws of the Company shall be adopted by the Board of Directors of the nonprofit corporation during an early meeting of the Board of Directors. The power to alter, amend, repeal the By-laws or adopt new By-laws shall be vested in the Board of Directors of the nonprofit corporation; which power may be exercised in the manner and to the extent provided by the By-laws.
- B. The policies of the Nonprofit Corporation shall be managed by the Board of Directors and appointed officials, agents and staff.
- C. Monica Stalling shall serve as Chair and CEO of the Nonprofit Corporation at inception and until such time as her tenure is terminated according to resignation or based on action by the Board of Directors per Organizational By-Laws. The number of directors shall be increased or decreased from time-to-time in the manner provided by the By-laws to be



adopted at the first meeting of the Board of Directors. No decrease in Board of Director terms shall impact or have effect of shortening the term of any incumbent Director.

- D. At any time and from time-to-time when authorized by resolution of the Board of Directors, per Nonprofit Bylaws, the Nonprofit Corporation activities and programs may be amended, or otherwise altered to reflect the current organizational goals and objectives.
- E. 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 furtherance of the purposes set forth in Article Third hereof. 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, 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 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.
- F. Upon the dissolution of the corporation, 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 corporation 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.


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ARTICLE XVI

INDEMNIFICATION

- A. The Nonprofit Corporation shall indemnify any individual made a party to a proceeding because he/she is/was an officer, director, employee or agent of the Nonprofit Corporation against liability incurred in the proceeding if:
- i. He/she conducted himself in good faith abiding by Nonprofit Corporation policy and procedures;
 - ii. He/she reasonably believed that his conduct was in or at least not opposed to the Nonprofit Corporation's best interest; and
 - iii. In the case of any criminal proceeding, he/she had no reasonable cause to believe his/her conduct was unlawful.
- B. Additional indemnification, if applicable, shall be specified within the Non-profit corporation by-laws.

IN WITNESS WHEREOF, THE UNDERSIGNED, as incorporator for the purpose of forming Heartz of Hope, Inc., nonprofit corporation in accordance with the State of Alabama Nonprofit Corporation Code have executed the preceding Articles of Incorporation on this 6th Day of November, 2020.

Monica Stalling

Monica Stalling

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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:

Heartz of Hope, Inc.

This name reservation is for the exclusive use of Monica Stalling, 505 Waterford
Lake Cir, Calera, AL 35040 for a period of one year beginning November 05,
2020 and expiring November 05, 2021


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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 05, 2020

Date

J. H. Merrill

John H. Merrill

Secretary of State