

**ARTICLES OF INCORPORATION**  
**OF THE**  
**CHILTON COUNTY ARTS COUNCIL, INC.**

The undersigned, for the purpose of forming a corporation under the Alabama Nonprofit Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE ONE**

The name of the corporation is the **CHILTON COUNTY ARTS COUNCIL, INC.**

**ARTICLE TWO**

The term of existence of the corporation is perpetual.

**ARTICLE THREE**

The purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Nonprofit Corporation Act. Without limiting the foregoing, the following provisions apply:

- a. To serve Chilton County and surrounding areas as an organization for the promotion of art and artists.
- b. To provide information on art shows, art events and gallery exhibits to the public, event organizers and the area Chamber of Commerce.
- c. To publish a directory of area merchants who sell and promote area artists.
- d. To take, receive, own, hold, administer, distribute, and dispose of property, gifts, or donations of all kinds whether owned by it or others, whether real, personal, or mixed, acquired by gift, bequest, devise, or otherwise, either absolutely or in trust, without limitation as to amount of value, except such limitation, if any, as may be imposed by law, for the advancement, promotion, extension, or maintenance of the Corporation's purposes and objects, or any of them; and in addition hereto, and not in limitation of, the foregoing purposed and powers, the Corporation may acquire, take, receive, own, hold, administer, distribute, and dispose of gifts or donations of property, real, personal, or mixed, designated by the givers or donors for the causes or objects herein mentioned, now or at any time hereafter.
- e. To encourage, solicit, receive, and administer gifts, bequests, donations, benefactions, by deed, will, or otherwise, for the advancement of the purposes listed above, and to supply and provide an instrumentality for securing greater continuity and uniformity in the control, management and distribution of such gifts, bequests, donations, and benefactions in furtherance of these objectives.
- f. To acquire by lease, option, purchase, gift, grant, devise or conveyance, or otherwise to hold, enjoy, possess, rent, lease and sell real property or any interest therein as may be deemed to be in the interest of the Corporation.

Chilton County, Alabama  
I certify this instrument was filed  
and fees collected on:  
2011 March -29 9:34AM  
Book G 2011 Page 162636  
Instrument Number 162636 Pages 4  
Recording 51.00 Mortgage  
Deed Min Tax  
INC. 8.00 DP 5.00  
Archive  
Total Fees ----- 64.00  
Judge Robert N. Martin  
*Sec of State \$100.00*

g. To acquire by option, purchase, gift, grant, bequest and transfer, or otherwise to hold, enjoy, possess and pledge its security, sell, lease, transfer, or in any manner dispose of personal property of any class or description whatsoever; to retain any property, investments or securities originally received by the Corporation or thereafter acquired by it, so long as the Board of Directors of the Corporation shall consider the retention thereof desirable; to invest any and all funds coming into the hands of the Corporation, on any account whatsoever, in such property, investments or securities as the Board of Directors of the Corporation may, in the discretion the Directors deem advisable, however doubtful, hazardous or limited the description or nature of any property, investment or securities so retained may be, whether or not the same may be currently producing incomes and whether or not the same are, or may be, such as are authorized or deemed property for investment of trust funds under the Constitution or the laws of the State of Alabama or of the United States; to convert real property owned by the Corporation into personal property and personal property into real property; to improve or cause or permit real property to be improved and to abandon any property which the Board of Directors of the Corporation deem to be without substantial value; to manage and control any shares of stock certificates of interest, bonds or other securities of any corporation, and with respect to the same to concur in any plan, scheme, conversion, recapitalization, reorganization, or dissolution or the lease or other disposition of the properties of any such corporation, trusts or associations, the securities of which are held by this Corporation and as owner thereof to vote, or give or grant proxy or proxies to vote, any security of any corporation, trusts or associations held by this Corporation at any meeting of the holders of the same class of security of the issuing entity, and generally, in all respects to exercise all of the rights of ownership therein.

h. To sell, convey, and dispose of any such property and to invest and reinvest the principal and income thereof in such property, real, personal and mixed, including, without limitation, securities in, of or issued or created by any person, firm, partnership, limited liability company, association, corporation, joint venture, government or subdivision, agency or instrumentality thereof, or any other legal entity of any kind and nature.

i. To transfer and pay over any amount held hereunto to any other organization organized exclusively for religious, charitable, scientific, literary, and educational purposes which is an exempt organization as defined under Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal tax laws.

j. To receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, or any of them (but for no other purposes), and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received including the expenditure of the principal, as well as the income, for one or more than one of such purposes, if authorized or directed in the trust instrument under which it is received.

k. To receive, take title to, hold and use the proceeds and income of securities, but only for the foregoing purposes, or some of them.

l. In order to carry out the purposes herein above set forth, the Corporation shall have and exercise any and every power conferred on it by the laws of the State of Alabama, exclusively for religious, charitable, scientific, literary, and educational purposes, all for the public welfare, for which a nonprofit corporation, organized under the provisions of the Alabama Nonprofit Corporation Act, as from time to time amended, can be authorized to exercise, but not any other power.

m. The Corporation shall have no purpose and shall exercise no power which would prevent it from qualifying as an organization described in Section 501(c) of the Internal Revenue Code of 1954 (the "Code") as exempt from taxation under Section 501(a), so long as said Internal Revenue Code shall contain such provisions.

## ARTICLE FOUR

### Section 1. MEMBERSHIP

Membership in this corporation shall be open to all individuals interested in the Objectives of Article III and membership shall become effective immediately upon receipt of payment of annual dues.

### Section 2. GROUP MEMBERSHIPS

Each art group requesting participation on the Board of Directors shall submit one name to represent the group, paying the sum of one annual dues.

### Section 3. MEMBERSHIP RIGHTS

A Board of Directors as defined in the By-Laws of the Corporation shall provide operations of the Corporation and shall represent the best interests of the general membership and Corporation. Each member, both individual and group, shall have the privilege of serving on committees as needed and appointed by the Board, and shall render to the Board their advice and opinion in connection therewith. There will be no meeting of the general membership during any year unless specially called, with due public notice, by the Board. Unless specially granted by the Board, general members shall not have any voting rights with respect to the Corporation or its actions.

### Section 4. RESIGNATION OF MEMBER

The resignation of any member in writing shall become effective immediately upon its delivery to the Secretary of the Corporation. No member of the Corporation shall be permitted to transfer its membership to another person, firm, partnership, limited-liability company, joint venture, association, corporation or other form of business entity without consent of the Board of Directors.

## ARTICLE FIVE

The street address of the initial registered office of the corporation is 536 Thrash Road, Clanton, AL 35045. The initial registered agent at such address is Mrs. Elizabeth Byrd.

## ARTICLE SIX

The number of directors constituting the initial board of directors of the Corporation is three. The names and addresses of the persons who are to serve as directors for the initial period of their position, and until their successors are elected and qualified at the organizational meeting are:

Mrs. Elizabeth Byrd	536 Thrash Road	Clanton, AL 35045
Mr. Kent Martin	PO Box 403	Clanton, AL 35046
Mrs. Donna Jennings	205 4th Street North	Clanton, AL 35045

## ARTICLE SEVEN

The bylaws of the corporation shall contain provisions for the regulation and management of the affairs of the corporation not inconsistent with any provisions of the articles of incorporation, and not inconsistent with the laws of the State of Alabama. The initial bylaws of the corporation shall be adopted by the Board of Directors. The bylaws of the corporation shall be subject to alteration, amendment or repeal, and new bylaws may be adopted as provided therein. No amendment decreasing the number of directors shall have the effect of shortening the term of any incumbent director.

## ARTICLE EIGHT

The corporate powers shall be exercised by the board of directors, except as otherwise provided by statute or by these articles of incorporation. Any action required or permitted to be taken at any meeting of the board of directors or any committee thereof may be taken without a meeting, and such action is filed with the minutes of proceedings of the board or committee. The corporation may, in its bylaws, confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

## ARTICLE NINE

The name and address of the incorporator is:

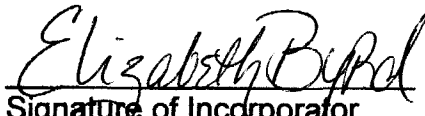
Instrument 162636 Page 4 of 4

Mrs. Elizabeth Byrd, 536 Thrash Road, Clanton, AL 35046.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation on this the 29<sup>th</sup> day of March, 2011.

Typed Name of Incorporator:

Mrs. Elizabeth Byrd

  
Signature of Incorporator

STATE OF ALABAMA

NAME RESERVATION REQUEST FORM FOR DOMESTIC ENTITIES (Business or Non-Profit)

PURPOSE: To request reservation of entity name prior to forming said entity in the State of Alabama. Pertinent requirements are listed in Title 10A, Chapter 1, Article 5 of the Alabama Business and Nonprofit Entities Code. These requirements apply to all entity types, business and non-profit.

INSTRUCTIONS: Mail or fax two (2) copies of this form with the appropriate fee to the Office of the Secretary of State. Mail your check for \$10 for standard processing (3 to 5 business days minimum) or \$25 for expedited processing (3 business days maximum) to PO Box 5616, Montgomery, AL 36103. You may fax the form to 334-240-3138 if you are paying by credit card. No fees are charged or deposited until the Reservation is approved. If the check is dishonored the Reservation will be terminated.

(For SOS Office Use Only)

This form must be typed or laser printed.

1. Type of Entity (check one):

- \_\_\_ Corporation (Business or Non-Profit)
\_\_\_ Registered Limited Liability Partnership (LLP)
\_\_\_ Professional Corporation (PC)
\_\_\_ Limited Partnership (LP)
\_\_\_ Limited Liability Company (LLC)
\_\_\_ Limited Liability Limited Partnership (LLLP)
\_\_\_ Employee Cooperative Corporation
\_\_\_ Real Estate Investment Trust

2. Name Requested:

NAME NOT CHECKED WITH SECRETARY OF STATE - Okay to use as per March 29, 2011 Elizabeth Arbyrd

3. County in which registered office will be located:

Instructions: Go to www.sos.alabama.gov and click on Government Records, then Business Entity Records in the drop-down listing, then search the database under Entity Name by typing in the name that you would like to use for your entity (do not complete any of the other boxes on the search page and the system will show all entities with the name or, in many cases, similar names. Entity names must be distinguishable on the index from existing names. Performing the search may shorten the time it takes to get a Name Reservation completed by reducing rejections.

Name requirements of Title 10A:

Corporations: The name of a corporation must contain the word "corporation" or "incorporated"; or an abbreviation of one of those words. Exceptions are: nonprofit corporations, banks, trust companies, savings and loan associations, or insurance companies. [10A-1-5.04]

Professional Corporations: The name of a professional corporation must contain the words "professional corporation" or the abbreviation "P.C." or "P C". [10A-1-5.08]