

STATE OF ALABAMA     )  
MONTGOMERY COUNTY)

ARTICLES OF INCORPORATION  
OF  
CAPITOL HEIGHTS CIVIC ASSOCIATION, INC.

In accordance with the Alabama Nonprofit Corporation Act, Code of Alabama 1975, Sections 10-3A-1, *et seq.*, the following are adopted as and for the Articles of Incorporation of Capitol Heights Civic Association, Inc.

ARTICLE I  
NAME

The name of the Corporation will be Capitol Heights Civic Association, Inc. (the "Corporation").

ARTICLE II  
DURATION

The duration of this Corporation will be perpetual. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation will be distributed exclusively to charitable, religious, scientific, literary or educational organizations with similar purposes, as outlined in Article III of this document, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

\_\_\_\_\_

ARTICLE III  
PURPOSES

The purposes for which the Corporation is organized are:

(1) To provide a vehicle by which the residents of Capitol Heights may accomplish united actions in matters of common interest to the community by maintaining the integrity of the social, cultural, charitable, educational, religious and architectural standards of the Capitol Heights area and adjacent areas; to promote the cultural and social growth of the Capitol Heights area and adjacent areas by assisting and otherwise supporting area churches and schools, by advising and assisting local governmental and private organizations in such efforts, but excluding any activity in the Corporation's name that may be construed as partisan support or endorsement of political or business interests.

(2) To carry out the purposes set forth in paragraph 1 through various organizational and financial concepts.

(3) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

(4) No part of the net earnings of the Corporation will inure to the benefit of any Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director, officer of the Corporation, or any private individual will 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 will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Under no circumstances will the Corporation make loans to officers and Directors. The Corporation may reimburse any person for any reasonable expense incurred on behalf of the Corporation or in connection with the carrying on of business. The Corporation may, pursuant to approval of its Board of Directors and/or the Executive Committee, pay compensation in a reasonable amount to its agents or employees for services rendered to or on behalf of the Corporation.

(5) Notwithstanding any other provision of these Articles, the Corporation will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(6) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation will be distributed as set forth in Article II.

#### ARTICLE IV POWERS

As a means of accomplishing the foregoing purposes, the Corporation will have the following powers, in addition to the general powers provided by statute:



(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association, corporation, government or governmental subdivision.

(4) 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 of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

(5) 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 will 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and

its Regulations as they now exist or as they may hereafter be amended.

(6) The Corporation will have the power to make payments for the purposes of the Corporation herein referred to out of either the principal or the income of the Corporation, and to accumulate income from the property in its possession as such, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in a denial to the Corporation of exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended, or a denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

(7) To make donations for the public welfare or for charitable, scientific or educational purposes.

(8) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers will be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended and by an organization to which contributions are deductible under Section

170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

The foregoing clauses will be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers will not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

ARTICLE V  
MEMBERS

The Corporation will have no members.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors will be eleven (11), and the names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<del>Cynthia McColister</del>	<del>55 South Capitol Parkway</del> <del>Montgomery, AL 36107</del>
<del>Rich Anderson</del>	<del>10 South Capitol Parkway</del> <del>Montgomery, AL 36107</del>
<del>Cindy Keeping</del>	<del>1929 Capitol Avenue</del> <del>Montgomery, AL 36107</del>
<del>Kristin Tubro</del>	<del>1742 St. Charles Avenue</del> <del>Montgomery, AL 36107</del>



<del>Paul Rawlinson</del>	<del>1927 Winona Avenue</del> <del>Montgomery, AL 36107</del>
<del>Mark Weatherly</del>	<del>215 North Lewis</del> <del>Montgomery, AL 36107</del>
<del>Randall Culp</del>	<del>2336 Glendale Avenue</del> <del>Montgomery, AL 36107</del>
<del>Lynn Bryant</del>	<del>2215 Winona Avenue</del> <del>Montgomery, AL 36107</del>
<del>Cindy Clark</del>	<del>109 North Lewis Street</del> <del>Montgomery, AL 36107</del>
<del>Donna Pollard</del>	<del>2227 Winona Avenue</del> <del>Montgomery, AL 36107</del>
<del>Karren Pell</del>	<del>117 North Lewis Street</del> <del>Montgomery, AL 36107</del>

ARTICLE VII  
DIRECTORS

(1) The corporate powers will be exercised by the Board of Directors, except as otherwise provided by statute, by the Articles of Incorporation, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of Directors of the Corporation will never be less than eight (8) and will be elected for such term and in such manner as the Bylaws will prescribe. Any member of the Board of Directors may be removed at any time and without assigning any cause therefor, by the affirmative vote of a majority of the remaining Directors, as provided in the Bylaws, and written notification of such removal to such Director so removed, who will, forthwith upon receipt of such notice, be considered as removed from the Board of Directors.

(2) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the Bylaws of this

Corporation.

(3) Any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of such Committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or Committee. Any such written consent will have the same force and effect as a resolution, duly resolved at a meeting of the Board or of such a Committee.

(4) 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 it by statute.

(5) There shall be no personal or individual liability for any director or officer with respect to any debt, obligation or tort of the Corporation. No director or officer shall be liable to any person or entity for any act of negligence or default on the part of any one or more of the other directors or officers in the absence of specific knowledge on the part of the director or officer of the negligence or default of any one or more of the other directors or officers.

#### ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is as follows:

#### NAME

~~H. Dean Mooty, Jr.~~

#### ADDRESS

~~Mooty & Associates, P.C.~~

~~600 Clay Street~~

~~Montgomery, Alabama 36104~~



ARTICLE IX  
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation, which will also constitute its principal-office, ~~55 South Capitol Parkway, Montgomery, Alabama 36107.~~  
The initial registered agent of the Corporation at such address will be ~~Cynthia McCollister.~~

ARTICLE X  
OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer and such other officers as may be designated in the Bylaws or as elected by the Board of Directors. The officers shall be elected annually by the Board of Directors, each to serve for one year or such other term as the Bylaws may specify or until the election of a successor.

ARTICLE XI  
INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (or a person for whom he is the legal or personal representative or heir or legatee) is or was a director, officer, employee or other agent of the Corporation, or of any other organization served by him or her in any capacity at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. This indemnification shall be cumulative and not exclusive of any other rights to which the directors may be entitled under any bylaws, agreements, corporate actions, or otherwise.

ARTICLE XII  
RIGHT TO AMEND PROVISIONS IN ARTICLES

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Nonprofit Corporation Act; provided, however, that the sole power to amend these Articles of Incorporation will rest in the Board of Directors.

ARTICLE XIII  
BYLAWS

The Bylaws of the Corporation shall be adopted initially by a majority vote of the Board of Directors and, thereafter, may be altered or amended by a majority vote of the Board of Directors at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose.

I, THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Nonprofit Corporation Act, have executed the foregoing Articles of Incorporation on this 11<sup>th</sup> day of July, 2011.

This instrument was prepared by \_\_\_\_\_

Name \_\_\_\_\_

Address \_\_\_\_\_

H. Dean Mooty, Jr.  
(INCORPORATOR)

600 Clay St  
Montgomery, AL 36106

Mooty & Associates PC



Beth Chapman  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the 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:

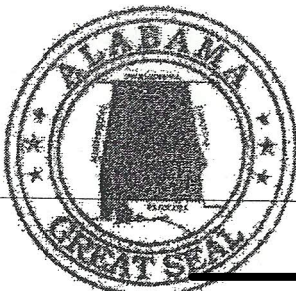
Capitol Heights Civic Association, Inc.

This domestic corporation name is proposed to be formed in Alabama and is for the exclusive use of CAPITOL HEIGHTS CIVIC ASSOCIATION, 600 CLAY ST, MONTGOMERY, AL 36104 for a period of one hundred twenty days beginning July 11, 2011 and expiring November 9, 2011

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.

July 13, 2011

Date



583-611

Beth Chapman

Secretary of State

STATE OF ALA.MONTGOMERY CO.  
I CERTIFY THIS INSTRUMENT WAS FILED ON

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REESE MCKINNEY JR.  
JUDGE OF PROBATE

INDEX	\$5.00
REC FEE	\$50.00
CERT	\$0.00
CHECK TOTAL	\$55.00
148744	

Clerk: SHAUNTE 03:52PM