

STATE OF ALABAMA

DOMESTIC NON-PROFIT CORPORATION ARTICLES OF INCORPORATION GUIDELINES

PURSUANT TO THE PROVISIONS OF THE ALABAMA NON-PROFIT CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION AS REQUESTED BY THE INTERNAL REVENUE SERVICE TO BE IN CONFORMANCE WITH FEDERAL TAX-EXEMPT GUIDELINES.

- Article I* The name of the Corporation shall be **The Northwest Alabama Arts Council, Inc.**
- Article II* The place in this state where the principal office of the Corporation is to be located is the **City of Hamilton, Marion County.**
- Article III* Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.
- Article IV* 10-3A-26. A corporation may have one or more classes of members or may have no members. If the corporation has one or more members, the designation of such class or classes, the manner of election or appointment and the qualification and rights shall be set forth in the articles of incorporation or the bylaws. If the corporation has no members, that fact shall be set forth in the articles of incorporation.
- There will be more than one member and more than one class of members, as set forth in the articles of incorporation of this corporation.
- Article V* The street address of the registered office shall be 112 Lovers Lane, Hamilton, Alabama 35570 and the name of the registered agent at that office is Kay Marshall.
- Article VI* The names and addresses of the persons who are the initial directors of the corporation are as follows:
- | | |
|-------------------------------|--|
| Debra Cochran, Vice President | 1115 Boyette Dr., Hamilton, AL 35570 |
| Sharon Dickinson | 5612 County Hwy 12, Hackleburg, AL 35564 |
| Tyna Eick | 275 Oak Ridge Dr., Hamilton, AL 35570 |
| Kim Fikes | 210 3 RD Ave., SE, Hamilton, AL 35570 |
| David Graham | P.O. Box 2105, Hamilton, AL 35570 |
| Buell Harris | 216 N. Riverside Dr., Hamilton, AL 35570 |
| Kristy Hunt | 114 Spring St., Hamilton, AL 35570 |
| Kay Marshall, President | 112 Lovers Lane, Hamilton, AL 35570 |
| LaVale Kennedy Mills | 742 County Hwy 154, Vina, AL 35593 |
| Rubel Mills | 742 County Hwy 154, Vina, AL 35593 |
| Belinda McRae, Secretary | P.O. Box 185, Hamilton, AL 35570 |
| Ed Minter, Treasurer | 2984 Bexar Ave., East, Hamilton, AL 35570 |

Marla Avery Minter
Helene Reich
B.G. Rudisell
Phil Seagraves
Johnny Spann
Les Walters

2984 Bexar Ave., East, Hamilton, AL 35570
192 Murphy St., Sulligent, AL 35586
128 Lovers Lane, Hamilton, AL 35570
337 Dupuy Dr., Guin, AL 35563
P.O. Box 308, Winfield, AL 35564
P.O. Box 762, Hamilton, AL 35570

Article VII

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 of 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.

Article VIII

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.

Article IX

The name(s) and address(es) of the Incorporator(s):

Kay Marshall, President 112 Lovers Lane, Hamilton, AL 35570

Any provision that is not inconsistent with the law for the regulation of the internal affairs of the corporation, including any provision for distribution of assets on dissolution or final liquidation, may be added.

These articles were adopted by written consent of all members entitled to vote. IN WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation on this the 22ND day of June, 2004.

THIS DOCUMENT PREPARED BY:

Kay Marshall, President
Incorporator

Joanne Williams

Signature of Incorporator

STATE: ALABAMA

COUNTY: MARION

BEFORE ME THE UNDERSIGNED AUTHORITY IN AND FOR SAID COUNTY AND STATE,
PERSONALLY APPEARED _____ WHO BEING BY ME DULY SWORN,
DOTH DEPOSE AND SAY THAT SHE IS THE _____ OF _____
_____, AN ALABAMA CORPORATION, AND THAT THE
FOREGOING STATEMENTS CONTAINED IN THESE AMENDMENTS ARE TRUE, FULL, AND
CORRECT.

SIGNATURE OF OFFICER ABOVE

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS THE _____ DAY OF _____,

2003, IN WITNESS WHEREOF I HERETO SUBSCRIBE MY NAME AND AFFIX THE SEAL OF MY
OFFICE.

Annette Bozemen,
Judge of Probate, Marion County