

**STATE OF ALABAMA
CALHOUN COUNTY**

**ARTICLES OF INCORPORATION
OF
ANNISTON RUNNERS CLUB, INC.**

**TO THE HONORABLE ALICE K. MARTIN, JUDGE OF PROBATE OF
CALHOUN COUNTY, ALABAMA:**

We, the undersigned natural persons of age nineteen years or more and resident citizens of Calhoun County, Alabama, do hereby adopt the following Articles of Incorporation in accordance with the provisions of Section 10A-3-1.01, et seq. Code of Alabama:

**ARTICLE ONE
NAME**

The name of this corporation is **ANNISTON RUNNERS CLUB, INC.**

**ARTICLE TWO
REGISTERED OFFICE**

The address of the initial registered office of the corporation is 145 Rolling Green Drive, Anniston, AL 36207, and the name of the initial registered agent is Jay Lloyd.

**ARTICLE THREE
STATUS**

The Corporation is organized pursuant to the Alabama Nonprofit Corporation laws, and is a nonprofit charitable corporation as described in Section 501 (c) (3) of the Internal Revenue Code, as amended, and is exempt from taxes under the provisions of said Section 501 (c) (3) of the said Code and shall not be a private foundation, whether exempt from such private foundation status under the provisions of Section 501 (c) (3) of said Code or otherwise, and the Corporation is a member of the Road Runners Club of America (RRCA).

**ARTICLE FOUR
PURPOSE**

The purposes of this corporation shall be:

1. To promote, encourage and foster the love of running and the health benefits of running, and such purposes shall be and are exclusively charitable and educational, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law.

Notwithstanding any provisions of these Articles, this 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 of 1986 or the corresponding provisions of any future United States Internal Revenue Law. The assets of this Corporation are and shall be permanently dedicated to the exempt purposes specified in Section 501 (c) (3) of said Code. Otherwise it may engage in such other lawful activities permitted under the Alabama Nonprofit Code and not otherwise prohibited hereunder or otherwise which are directed towards such purposes or as may be authorized from time to time by its Board of Directors.

2. To cooperate with other charitable organizations through grants and otherwise.
3. To sue and be sued, complain and defend, in its corporate name.
4. To have a corporate seal which may be altered at pleasure and to use the same by causing it, or facsimile thereof, to be impressed or affixed or in any manner reproduced.
5. To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in, and with, real or personal property, or any interest therein, wherever situated, to be held, administered and disposed of exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended, in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise, or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended.
6. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets, but limited to the purposes set forth hereinabove.
7. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of an otherwise use and deal in and with shares or other interests in, or obligation of, other corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the Unites States or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof, but limited to the purposes set forth hereinabove.
8. To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligation by mortgage or pledge of all or any of its property, franchises and income.
9. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

10. To conduct its affairs, carry on its operations, have offices and exercise the powers granted by Section 10-3-1.01, et. seq., Code of Alabama (1975) in any state, territory, district or possession of the United States or in any foreign country.
11. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
12. To make and later amend/change bylaws, not inconsistent with its Articles of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the corporation.
13. To make donations for the public welfare or for charitable, scientific or educational purposes; and, in time of war, to make donations in aid of war activities.
14. To indemnify any director or officer, or former director or officer, of the corporation, any person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action or proceeding to be liable for gross negligence or misconduct in the performance of duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaws, agreement, vote of board of directors or members or otherwise.
15. To cease its corporate activities and surrender its corporate franchise.
16. To have and exercise all powers necessary or convenient to affect any, or all of, the purposes for which this corporation is organized.
17. To include the performance of such other acts and things consistent with the aforesaid purposes for which the Corporation is organized, as are necessary for or incidental to the accomplishment of those purposes.
18. To include any lawful purpose, and the performance of any and all acts and things, permitted a corporation incorporated under the Alabama Nonprofit Corporation Act, Ala. Code § 10A-3-1.01, et. seq., (1975).

Notwithstanding any of the other provisions of these Articles, no part of the net earnings of the corporation shall inure to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to the corporation to enable it to carry on the purposes for which it is organized) and no private individual shall be entitled to share the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any of the other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization the contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986,

as from time to time amended, (the “Code) and any applicable regulations thereto, or by an organization exempt under Section 501(a) of the Code as an organization meeting the requirements of Section 501(c)(3) of the Code.

ARTICLE FIVE
CORPORATE ADDRESS

The address of the corporation’s principal office is PO Box 2022, Anniston, AL 36202.

ARTICLE SIX
DURATION

The period of duration of this corporation is perpetual or until the corporation is dissolved.

ARTICLE SEVEN
NONSTOCK CORPORATION

This corporation shall have no stock, and no dividends, and no pecuniary profits shall be declared or paid to members thereof.

ARTICLE EIGHT
DIRECTORS

The number of Directors shall be established by the By-Laws of the corporation. The names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ed Turner	262 Legacy Lane Anniston, AL 36207
Lori Tippetts	520 Stoneybrook Dr. Jacksonville, AL 36265
Jay Lloyd	145 Rolling Green Drive Anniston, AL 36207
Deedee Stanfield	6232 Shannon Brooke Lane Oxford, AL 36203
Dennis Dunn	67 Woodcreek Crossing Anniston, AL 36207

Randy Lusk

These directors shall be affirmed or replaced in the manner established by the corporation's By-Laws.

ARTICLE NINE
MEMBERS

The corporation shall have members whose membership qualifications and rights are set forth in the corporation's By-Laws.

ARTICLE TEN
ELECTION OF DIRECTORS

The manner in which the Directors are to be elected or appointed shall be set forth in the By-Laws of the corporation.

ARTICLE ELEVEN
CORPORATE OFFICERS

The elected officers shall be elected by the Members. The duties of the elected officers of the corporation shall be set forth in the By-Laws.

ARTICLE TWELVE
AMENDMENTS

These articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE THIRTEEN
DISSOLUTION

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal, 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.

In the event of dissolution of the corporation, to the extent allowed or permitted under applicable laws, the assets of the corporation shall be, as determined by the corporation's Board of Directors, distributed to (or sold and the proceeds of such sales distributed to) any other organization(s) organized and operating for the same purposes for which this Corporation is organized and operating, or to any organization(s), foundation(s), fund(s), or corporation(s) organized and operating exclusively for religious, charitable, scientific or educational—or other purposes—permitted by Section 501(c)(3) of the Internal Revenue Code, as amended, all of which such organizations, foundations, funds or corporations shall be exempt under Section

501(c)(3) of the Internal Revenue Code, as amended. In the event that any such assets are not disposed of in accordance with the provisions of these Articles of Incorporation, or that the Corporation shall fail to act within a reasonable time in the manner provided in these Articles, the Circuit Court of Calhoun County shall, upon application of one or more persons having a real interest in the Corporation or its assets, make such distribution(s) as provided herein.

ARTICLE FOURTEEN
INCORPORATORS

The names and addresses of the persons forming this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ed Turner	262 Legacy Lane Anniston, AL 36207
Lori Tippetts	520 Stoneybrook Dr. Jacksonville, AL 36265
Jay Lloyd	145 Rolling Green Drive Anniston, AL 36207
Deedee Stanfield	6232 Shannon Brooke Lane Oxford, AL 36203

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto subscribed their signature to these Articles of Incorporation on this the ____ day of _____, 2011.

Ed Turner

Lori Tippetts

Jay Lloyd

Deedee Stanfield

STATE OF ALABAMA
CALHOUN COUNTY

I, the undersigned Notary Public, hereby certify that Ed Turner whose name is signed to the foregoing, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this _____ day of _____, A. D. 2011.

Notary Public
My Commission Expires: _____

STATE OF ALABAMA
CALHOUN COUNTY

I, the undersigned Notary Public, hereby certify that Lori Tippets whose name is signed to the foregoing, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand this _____ day of _____, A. D. 2011.

Notary Public
My Commission Expires: _____

STATE OF ALABAMA
CALHOUN COUNTY

I, the undersigned Notary Public, hereby certify that Jay Lloyd whose name is signed to the foregoing, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand this _____ day of _____, A. D. 2011.

Notary Public
My Commission Expires: _____

STATE OF ALABAMA
CALHOUN COUNTY

I, the undersigned Notary Public, hereby certify that Deedee Stanfield whose name is signed to the foregoing, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand this _____ day of _____, A. D. 2011.

Notary Public
My Commission Expires: _____

THIS INSTRUMENT PREPARED BY:
ISOM STANKO & SENTER, LLC
ATTORNEYS AT LAW
1021 NOBLE STREET, SUITE 100 - POST OFFICE BOX 2066
ANNISTON, ALABAMA 36202
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