

This Instrument Prepared by:  
Judith F. Todd, Esq.  
Sirote & Permutt, P.C.  
2222 Arlington Avenue South  
Birmingham, Alabama 35205

JEFFERSON COUNTY )

STATE OF ALABAMA )

ARTICLES OF INCORPORATION  
OF  
LAWSON STATE COMMUNITY COLLEGE FOUNDATION

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KNOW ALL MEN BY THESE PRESENTS, That the undersigned incorporator,  
does hereby form a corporation under the Alabama Nonprofit Corporation Act, and does declare:

ARTICLE I

Name

The name of the Corporation shall be Lawson State Community College  
Foundation.

ARTICLE II

Purposes

The purposes for which the Corporation is organized are:

State of Alabama - Jefferson County  
I certify this instrument filed on:  
1995 FEB 09 P.M. 15:26  
Recorded and \$ Mig. Tax  
and \$ 26.00 Deed Tax and Reg Amt.  
\$ 26.00 Total \$  
GEORGE R. REYNOLDS, Judge of Probate  
9502/3374

(a) To support Lawson State Community College in Birmingham, Alabama, by raising money for a permanent endowment for Lawson State Community College, the income from which will be distributed to Lawson State Community College, and for other capital and/or special projects, including, but not limited to, purchase of equipment, erection of buildings, and provision of scholarships for students to attend Lawson State Community College. In the event Lawson State Community College ceases to qualify as a tax-exempt entity under the provisions of Section 170(c) (2) and 501(c) (3), or in the event Lawson State Community College ceases to qualify as a nonprivate foundation under Section 509(a) (1) or (2) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or may hereafter be amended, then said support will be suspended and given to other organizations as may be selected by the Board of Directors of the Corporation that qualify under said Sections of said Code and that are not private foundations under Section 509(a) (1) or (2) of said Code.

(b) 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 contributions to, the performance of, the functions of, or carrying out the purposes of, one or more of the publicly supported organization(s) specified in subparagraph (a) above.

(c) No part of the net earnings of the Corporation shall 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 shall 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 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. Under no circumstances shall the Corporation make loans to officers and Directors.

(d) Notwithstanding any other provision of these Articles, the Corporation shall 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.

(e) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as set forth in Article IV.

### ARTICLE III

#### Powers

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

(a) 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.

(b) 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.

(c) 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.

(d) 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 shall 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.

(e) The Corporation shall 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.

(f) 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 shall 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.

#### ARTICLE IV

##### Duration

The duration of this Corporation shall be perpetual. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to the organizations or entities described in Paragraph (1) of ARTICLE II hereof, provided that said organizations or entities qualify under the provisions of Sections 170(c) (2),

501(c) (3) and 509(a) (1) or (2) of the Internal Revenue Code of 1986, as amended. In the event said organizations or entities are not in existence or do not qualify under Sections 170(c) (2), 501(c) (3) and 509(a) (1) or (2) of the Internal Revenue Code of 1986, as amended, on the date of such dissolution, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Sections 170(c) (2), 501(c) (3) and 509(a) (1) or (2) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

#### ARTICLE V

##### Members

The Corporation shall have no members.

#### ARTICLE VI

##### Initial Board of Directors

The number of Directors constituting the initial Board of Directors shall be fourteen (14), and the names and addresses of the persons who are to serve as the initial Directors are as follows:

##### NAME

Comer Cottrell

##### ADDRESS

Pro-Line Corporation  
2121 Panoramic Circle  
P.O. Box 223706  
Dallas, Texas 75222

Charlena Bray	Human Resources Incorporated 2328 Second Avenue, North Birmingham, AL 35203
Paul Harris	Protective Industrial Insurance Co. 2300 11th Avenue, North Birmingham, AL 35234
Shirley Chisholm	80 Went Worth Lane Palm Coast, Florida 32137
Shelly Stewart	WATV Radio Station 3025 Ensley Avenue Birmingham, AL 35208
George Sherling	Central Bank of the South 701 South Twentieth Street Birmingham, AL 35233
T. A. Lewis	T. A. Lewis & Associates, Inc. The Overlook Building 3620 Eighth Avenue, South Birmingham, AL 35222
Gaile Pugh Gratton	Lange, Simpson, Robinson and Sommerville 1700 First Alabama Bank Building Birmingham, AL 35203
E. Gene Thrasher	Blue Cross/Blue Shield 450 Riverchase Parkway, East Birmingham, AL 35298
Theophilus Phillips	810 Sixty-First Street Fairfield, AL 35064
John Nettles	Alabama State Pardons & Parole Board 50 North Ripley Street Montgomery, AL 36130
Eddie Blankenship	Birmingham City Council 710 North Twentieth Street Birmingham, AL 35203

Peggy Clarke

Dunhill Temporary Systems  
2738 Eighteenth Street, South  
Homewood, AL 35209

Perry W. Ward

Lawson State Community College  
3060 Wilson Road, S.W.  
Birmingham, AL 35221

## ARTICLE VII

### Directors

(a) The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by the Articles of Incorporation, or by By-Laws hereafter adopted, and any amendments to the foregoing. The number of Directors of the Corporation shall never be less than three (3) and shall be elected for such term and in such manner as the By-Laws shall 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 members, if any, or by the affirmative vote of a majority of the remaining Directors, as provided in the By-Laws, and written notification of such removal to such Director so removed, who shall, forthwith upon receipt of such notice, be considered as removed from the Board of Directors.

(b) At all times, a majority of the members of the Board of Directors of the Corporation shall be comprised of representatives of the organization(s) or entities supported by the Corporation.

(c) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the By-Laws of this Corporation.

(d) 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 shall have the same force and effect as a resolution, duly resolved at a meeting of the Board or of such a Committee.

(e) The Corporation may, in its By-Laws, 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.

#### ARTICLE VIII

##### Incorporator

The name and address of the Incorporator is as follows:

##### NAME

Perry W. Ward

##### ADDRESS

3060 Wilson Road, S.W.  
Birmingham, Alabama 35221

#### ARTICLE IX

##### Registered Office and Agent

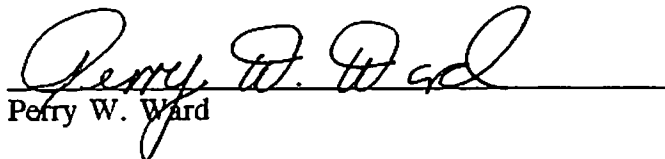
The address of the initial registered office of the Corporation, which shall also constitute its principal office, is 3060 Wilson Road, S.W., Birmingham, Alabama 35221. The initial registered agent of the Corporation at such address shall be Sharon Crews.

ARTICLE X

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 shall rest in the Board of Directors.

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 25 day of January, 1995.

  
Perry W. Ward

(INCORPORATOR)