

COPY

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ARTICLES OF INCORPORATION

OF

ALABAMA FILM AND ENTERTAINMENT COUNCIL, INC.

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Posted by:	Checked by:
<i>GA</i>	

JUDGE OF PROBATE

ARTICLE I

1.1 The name of the corporation shall be: Alabama Film and Entertainment Council, Inc.

1.2 The principal office of the corporation shall be 1614 3rd Avenue North, Birmingham, Alabama 36203.

ARTICLE II

2.1 The period of duration of the corporation shall be perpetual.

ARTICLE III

3.1 The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax code (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under said Section 501(c)(3) or the corresponding provision of any future federal tax code, and the objects to be carried on and promoted by it are as follows:

(a) To create, produce, acquire, purchase, import, sell, lease, license, distribute, exhibit and display films, plays, works of literature, dramas, dramatic compositions, musical compositions, operas and operettas, of any kind whatsoever, in any form now in use or hereafter invented; to engage and employ the services of actors, actresses, singers, musicians, directors, playwrights, scenario writers, cameramen, electricians, stage staff, wardrobe staff, scenic artists and all other persons necessary and proper for the accomplishment of the purposes set forth above; to sponsor film festivals and screenplay writing competitions, along with related festivals and competitions; and generally to engage in any and all aspects of the entertainment business and to take all actions and do all things necessary or incident thereto;

(b) To solicit such contributions, endowments, gifts, bequests and donations of money, property or services, as its Board of Directors shall determine to be appropriate for receipt by the corporation;

(c) To pursue any other objects permitted under the aforesaid Section 501(c)(3) and to exercise any power granted to nonprofit corporations by Chapter 3A of Title 10 of the Code of Alabama 1975, as the said Chapter may be amended or supplemented from time to time (the "Alabama Non-Profit Corporation Act"); and

(d) To do all things and take all such actions as shall be considered necessary or advisable in connection with the accomplishment of this Section 3.1.

3.2 The corporation shall possess and exercise all the powers and privileges granted by the Alabama Non-Profit Corporation Act or by any other law of the State of Alabama together with all powers necessary or convenient to the conduct, promotion or retention of the activities or purposes of the corporation (limited only by the restrictions set forth in these Articles of Incorporation), including, but not limited to, the following powers:

(a) to have perpetual succession by its corporate name;

(b) to sue and be sued, complain and defend, in its corporate name;

(c) to have a corporate seal which may be altered at its pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced;

(d) to purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, tangible or intangible, or any interest thereon, wherever situated;

(e) to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;

(f) to lend money to its employees other than its officers and directors and otherwise assist its employees, officers and Directors;

(g) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of

any other government, state, territory, governmental district or municipality or of any instrumentality thereof;

(h) to make contracts, guarantees, and indemnity agreements 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 obligations by mortgage, pledge of, or creation of security interests in, all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time;

(i) 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;

(j) to conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Alabama Non-Profit Corporate Act in any state, territory, district, or possession of the United States, or in any foreign country;

(k) to elect or appoint officers and agents of the corporation, who may be directors or members, and define their duties and fix their compensation;

(l) to make and alter bylaws, not inconsistent with these Articles of Incorporation or with the laws of Alabama, for the administration and regulation of the affairs of the corporation;

(m) 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;

(n) to indemnify any Director or officer or former Director or officer of the corporation, or any person who may have served at its request as a Director or officer of another corporation, whether for profit or not for profit, in which it owns shares of capital stock or of which it is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been such Director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty; and to make any other indemnification that shall be authorized by these Articles of Incorporation or the Bylaws, vote of the Board of Directors, or resolution adopted after notice by the members entitled to vote, if any;

(o) to pay pensions and establish pension plans or pension trusts for any or all of its directors, officers and employees;

(p) to cease its corporate activities and surrender its corporate franchise;

(q) to have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

3.3 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its Directors, 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 this Article III. 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 any candidate for public office. Notwithstanding any other provisions 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 Code, or 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 Code, or corresponding section of any future federal tax code.

ARTICLE IV

4.1 The corporation shall have no members, and all voting powers shall be vested in a Board of Directors. Directors shall be elected for one year terms and shall serve until their successors are elected and shall take office. The number, qualifications and rights of the Directors, the terms each shall serve and the procedure for determining the same, shall be as provided in the Bylaws of the corporation, as originally adopted by the Board of Directors, or as thereafter amended. Vacancies or impending vacancies on the Board of Directors shall be filled by the affirmative vote of a majority of the Directors voting at a duly called meeting of the Board of Directors at which a quorum is present. Elections to fill impending vacancies on the Board of Directors shall be held not sooner than one month prior to the expiration of the terms of office creating the vacancy or vacancies. Unless otherwise provided in the Bylaws, a Director may vote in the election of his successor, and a Director may succeed himself in office.

ARTICLE V

5.1 The affairs of the corporation shall be managed by the Board of Directors in accordance with the Bylaws of the corporation and the provisions of the Alabama Non-Profit Corporation Act as now enacted or as the same may be hereafter amended. The Board of Directors shall meet at such times and places as are specified in the Bylaws of the corporation.

ARTICLE VI

6.1 The initial registered office of this Corporation shall be located at 1200 AmSouth/Harbert Plaza, 1901 Sixth Avenue North, Birmingham, Alabama 35203, and the initial registered agent shall be Haskell Slaughter Young & Johnston, Professional Association

ARTICLE VII

7.1 The initial Board of Directors of the corporation shall comprise four persons. The names and addresses of the members of the first Board of Directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Mary Hilliard	1614 3rd Avenue North Birmingham, Alabama 35203
Lonna Clark	1614 3rd Avenue North Birmingham, Alabama 35203
Elvira Willoughby	1614 3rd Avenue North Birmingham, Alabama 35203
Toni Motley	1614 3rd Avenue North Birmingham, Alabama 35203

ARTICLE VIII

8.1 The name and address of the sole incorporator of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Mary Hilliard	1614 3rd Avenue North Birmingham, Alabama 35203

ARTICLE IX

9.1 The officers of the corporation shall consist of a President and Executive Director, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided from time to time in the By-Laws. All officers of the corporation shall be elected by the Board of Directors to serve a term not exceeding one year in duration as specified in the By-Laws. Unless otherwise specified in the Bylaws, officers may be elected for successive terms.

ARTICLE X

10.1 Bylaws for the regulation of the conduct of the corporation shall be adopted by the initial Board of Directors and the said Bylaws may be amended by resolution adopted at a duly called meeting of the Board of Directors at which a quorum is present upon the affirmative vote of a majority of the Directors present, provided that no such amendment shall be made which would in any way result in the operation of the corporation for the private advantage or pecuniary profit of any Director or officer thereof or permit the operation of the corporation for any purpose other than charitable, literary and educational purposes.

ARTICLE XI

11.1 The corporation shall not issue any shares of stock to any person, firm or corporation, nor declare or pay any dividend, nor make any distribution of its assets, except as provided by the Alabama Non-Profit Corporation Act, or Article XI of these Articles of Incorporation.

ARTICLE XII

12.1 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 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 public purpose. Any such assets not so disposed of shall be disposed of by the Court of Claims 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 such court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the corporation, in accordance with the Alabama Non-Profit Corporation Act, has executed these Articles of Incorporation this 25th day of August, 1963.

Mary Hilliard

Mary Hilliard

90527.1

STATE OF ALABAMA
JEFFERSON COUNTY

I, THE UNDERSIGNED, AS JUDGE OF THE
COURT OF PROBATE, IN AND FOR SAID
COUNTY, IN SAID STATE, HEREBY CERTIFY
THAT THE FOREGOING IS A FULL, TRUE
AND CORRECT COPY OF THE INSTRUMENT
WITH THE FILING OF SAME AS
APPEARS OF RECORD IN THIS OFFICE
IN VOL. 9311 RECORD OF PT ON
PAGE 4759 GIVEN UNDER MY HAND
AND OFFICIAL SEAL, THIS THE 30th DAY
OF August, 1923

George C. Reynolds
JUDGE OF PROBATE

State of Alabama
Jefferson County

CERTIFICATE OF INCORPORATION

OF

ALABAMA FILM AND ENTERTAINMENT COUNCIL, INC.

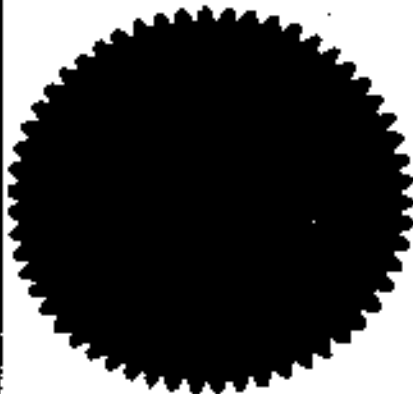
The undersigned, as Judge of Probate of Jefferson County, State of Alabama, hereby certifies that Articles of INCORPORATION

duly signed and verified pursuant to the provisions of Alabama NONPROFIT Corporation Act, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby, issues this Certificate of INCORPORATION of ALABAMA FILM AND ENTERTAINMENT COUNCIL, INC.

and attaches hereto a copy of the Articles of INCORPORATION

Given Under My Hand and Official Seal on this the 26TH day of AUGUST, 19 93.



George A. Reynolds
Judge of Probate