

STATE OF ALABAMA)
RUSSELL COUNTY)

VOL 9 PAGE 689

ARTICLES OF INCORPORATION
THE CHATTAHOOCHEE VALLEY STATE COMMUNITY COLLEGE FOUNDATION

KNOW ALL MEN BY THESE PRESENTS, that for the purpose of forming a non-profit corporation under and pursuant to the provisions of Section 10-3A-1 et. seq. Code of Alabama 1975, and for the purpose of making and filing these ARTICLES OF INCORPORATION, the undersigned persons, being all of the incorporators and all of the initial directors and officers of the proposed nonprofit corporation, do hereby agree upon and adopt these ARTICLES OF INCORPORATION, the same to constitute and become a charter for carrying on the business hereinafter specified upon the proper filing of the same pursuant to law.

FIRST: The name of the Corporation is: The Chattahoochee Valley State Community College Foundation.

SECOND: The period of duration of the Corporation shall be perpetual unless sooner terminated by the directors under the provisions hereinafter set out or as may be permitted under the law of Alabama.

THIRD: This Corporation is organized exclusively for educational, scientific, and charitable purposes, and specifically to assist and aid Chattahoochee Valley State Community College, a public educational instrumentality of the State of Alabama (herein referred to as the "College") in fulfilling and performing its educational and public service programs and activities, such purposes to specifically include the making of distributions to the college or any support organizations which the college may from time to time approve that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States

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Internal Revenue law). Notwithstanding any other provisions contained in these Articles, the corporation shall not carry on any 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 of 1954 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). Subject to the foregoing limitations and restrictions, and without limitation upon the general purpose of the Corporation as previously expressed, or upon the general powers granted nonprofit corporations by the laws of The State of Alabama, the Corporation shall have the following limitations object and powers:

A. To assist, support, and foster the broad educational and public service programs, opportunities, and activities of the college by encouraging gifts for purposes other than those purposes for which the State of Alabama ordinarily makes appropriations, and to receive, hold, and administer such gifts.

B. To receive, administer, and maintain various funds or accounts established or maintained by or on behalf of the college or others to serve the programs and activities of the college and to apply the income and principal thereof and to make expenditures therefrom to promote the purposes of such funds but only as related to college functions and programs and only in furtherance of the exempt purposes and powers of this Corporation.

C. To accept, hold, invest, reinvest, and administer any gift, bequest, devise, trust, distribution or benefit out of or from a trust, and property of any kind, without limitation as to amount or value, or to refuse the same, and to use, disburse, or donate the income or principal thereof for exclusively

educational, charitable, or scientific purposes as limited herein.

D. To give, convey, assign, lease, or loan any of its property of any kind whatsoever upon any terms to the college or any organization which directly or indirectly supports the college or its programs or activities, provided that such organization is organized and operated exclusively for educational, charitable, or scientific purposes and qualifies as an organization exempt from income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law); and provided further that such transfers, to the extent permitted under the laws of the United States and The State of Alabama, shall be exempt from gift, transfer, or other excise taxes imposed by the United States and The State of Alabama.

E. To receive, administer, and maintain (separately, if it so desires) funds for educational, scientific, and charitable purposes and to that end, to take and hold by bequest, devise, gift, grant, donation, purchase, lease, or otherwise, either absolutely or jointly with any other person, corporation, partnership, or association of any kind whatsoever, any property (whether real, personal, tangible, intangible, or mixed) or any undivided interest therein, without limitation as to amount or value; to sell, convey, give, loan, transfer, or otherwise dispose of such property and to invest, reinvest, or deal with the principal or income thereof in such manner as, in the exclusive judgement of the directors, shall best promote the purposes of the Corporation without limitation except as set out in these Article of Incorporation.

F. To acquire by lease, option, purchase, gift, donation, grant, devise, conveyance or otherwise, and to hold, enjoy, possess, rent, lease, mortgage, pledge, and sell lands or any interest therein as may be deemed by the directors to be in the interest of the Corporation or the College; to acquire by lease,

option, purchase, gift, donation, grant, bequest, transfer, or otherwise, and to hold, enjoy, possess, pledge as security, encumber, mortgage, sell or transfer, or in any manner dispose of personal property or choses in action of any class or description whatsoever; to retain any property, investment, or securities originally received by the Corporation or thereafter acquired by it, so long as the directors of the Corporation shall consider the retention desirable; to invest and reinvest any and all funds coming into the hands of the Corporation on any account whatsoever in such property, investment, or securities as the directors of the Corporation may deem advisable, in their absolute discretion, however, doubtful or hazardous or limited the description or nature of such property, investments, or securities so retained or acquired may be and whether or not the same are currently producing income and whether or not they are authorized or deemed proper for investment of trust funds under the Constitution, statutes, or judicial decisions of the State of Alabama or the United States; to register any shares of stock, certificates of interest, bonds, or other securities of any corporation, trust, or association, or any choses in action, in the name of a nominee; to convert real property owned by the Corporation into personal property and personal property into real property, and to improve the same, and to abandon any property which the directors of the Corporation deem to be without substantial value; to manage and control any shares of stock, certificates of interest, bonds, or other securities of any corporation, trust, or association at any time acquired in any way by this Corporation and with respect to the same to concur in any plan, scheme, or arrangement for the consolidation, merger, conversion, recapitalization, or dissolution, or the lease, sale, or other disposition of the properties of any such corporation, trust, or association, the securities of which are held by this Corporation, and as owner thereof to vote any such stock or security and exercise any and all other rights or ownership with respect thereto.

G. Notwithstanding any implication to the contrary that may be contained herein, to refuse to accept any gifts, donations, bequests, or devises for any reason whatsoever or for no reason.

H. To do and perform such other things and all other acts which are incidental, proper, or necessary or which come legitimately within the scope of any of the foregoing objects, powers, and purposes or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the foregoing objects, powers, and purposes. In addition to the objects, powers, and purposes set out herein, the corporation shall have the power to conduct and carry on any business or activity and perform any act not prohibited by law or required by law to be specifically stated in these Articles of Incorporation, subject however, to the limitations contained herein relating to the exempt status, functions, and purposes of this Corporation as initially set out in this THIRD section.

I. Anything contained herein to the contrary notwithstanding, the Corporation shall not be organized, operated or maintained for private profit, and no part of the assets, income, or net earnings of the Corporation shall at any time inure to the benefit of, or be distributable to, any of its members, officers, directors, 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 exempt purposes set forth in this THIRD section. No substantial part of the activities of the Corporation shall consist of 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.

J. The Corporation shall not exist or operate as a "private foundation" as defined by Section 509 (a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United State Internal Revenue law) and in that respect, the Corporation is organized and at all times shall be operated exclusively for the benefit of; to perform the functions of, or to carry out the purposes of the college, which is educational organization described in Section 170 (b) (1) (A) (ii) and a governmental unit described in Section 170 (b) (1) (A) (y) of the Internal Revenue Code of 1954 and shall be operated in connection with the college. Alternatively, but for the exclusive purpose and to the same end, the Corporation is organized and shall be operated exclusively to receive, hold, invest, and administer property and to make expenditures to and for the benefit of the college. Provided however, that nothing contained in this subparagraph (J) shall be construed to prevent the directors of the Corporation from amending these Articles of Incorporation or otherwise operating the Corporation so that it shall not be a private foundation under any other classification contained in the Internal Revenue Code as it presently exists or as it may be amended in the future.

FOURTH: The Corporation shall have no members or classes of members and shall not issue certificates evidencing membership therein; however, this provision shall not prevent the issuance of receipts, certificates of appreciation, acknowledgements of contributions, or other certificates, acknowledgements to or agreements with donors, transferors, or others; nor shall it prevent the issuance of "membership certificates" in the various funds owned or operated by the Corporation from time to time. Such "memberships" shall be honorary or titular only and shall create and provide no rights of ownership, control, or management in the Corporation or any right, interest, or obligation of any kind whatsoever in the holder thereof.

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FIFTH: Full control and management over the activities and affairs of the Corporation shall be vested in the Board of Directors. Except for the minimum number of not less than the three (3) directors set out below, the number of directors of the Corporation shall be fixed by the bylaws and may be increased or decreased from time to time by amendments to the bylaws by the then existing directors.

The initial number of directors shall be three (3), all of whom shall serve as directors by virtue of their positions in connection with the college. The individuals serving the college in the following capacities or holding comparable responsibilities or positions (by whatever title they may be identified) shall serve as ex officio directors and ex officio officers of the Corporation as set out below; but only during their terms of office in connection with the college:

A. The President of the college shall serve as a director and as Chairman of the Board of Directors.

B. The Dean of Instruction of the college shall serve as a director.

C. The Business Manager of the college shall serve as a director.

The three (3) individuals serving as directors by virtue of their positions in connection with the college as aforesaid shall be designated as "ex officio directors". Any additional directors provided for in the bylaws of the Corporation shall be designated either as ex officio directors (if they serve by virtue of their official position in connection with the college) or as directors at large if they are elected as a trustee in their individual capacity rather than in a capacity as a trustee, official, officer, or employee of the college or State Department of Postsecondary Education. There shall be no distinction as to vote, control, or management between ex officio directors and directors at large; this distinction shall be recognized only for the purpose of establishing and continuing the composition of the Board of Directors.

In the event that any ex officio directors should die or resign from or become incapacitated in the position in connection with the college that entitles them to membership of this Board of Directors, then the persons assuming their office or duties in connection with the college shall immediately become a member of the Board of Directors. Should an ex officio director fail, refuse or be unable to serve as a director for any reason while still retaining and fulfilling the position in connection with the college that entitles him to such membership, the Board of Directors may elect any other person to fill that position but only until the designated position in connection with the college is filled by an official who is able to and does desire to serve as a director. Upon the death or resignation of a director at large, or in the event that such a director should fail, refuse, or be unable to serve, then a majority of remaining members of the Board shall elect a director to fill the vacated position. Once a director is named or elected, he or she shall continue in office and exercise full powers thereof until a successor shall have been elected and qualified and named as the case may be.

Any director at large may be removed from office by vote of a majority of the other directors for any cause whatsoever.

SIXTH: Dissolution of the Corporation shall occur only after a meeting of the Board of Directors at which a resolution to dissolve is adopted by a vote of a majority of the directors in office. Thereafter all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provisions shall be made therefore. Any assets remaining thereafter shall be disposed of according to a plan of distribution to be adopted at said meeting of the Board of Directors upon a vote of a majority of the directors in office, but subject to the following priorities and limitations:

A. Assets held by the Corporation upon condition requiring return, transfer, or conveyance which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

B. All other assets of the Corporation shall be disposed of exclusively for the purposes for which the Corporation was formed namely, for the use and benefit of the college, so that all remaining assets will be transferred or conveyed to the college or to one of the supporting organizations of the college organized and operated exclusively for educational, charitable, or scientific purposes to serve the college and qualifying as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

SEVENTH: The principle and initial registered office of the Corporation shall be as follows: 2602 Savage Drive, Phenix City, Alabama, 36867.

The initial resident agent of the Corporation shall be as follows:

Dr. James E. Owen, President

EIGHTH: The initial number of directors, which shall constitute the initial Board of Directors, shall be three (3), and the names and addresses of the persons who are to serve as the initial directors, all of whom constitute the Incorporators of the Corporation, are as follows:

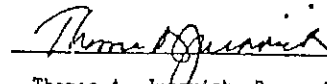
1. James E. Owen, President, 2602 Savage Drive, Phenix City, Alabama, 36867
2. Thomas A. Jurnvich, Dean of Instruction, 2602 Savage Drive, Phenix City, Alabama, 36867
3. Rickey Huffatutler, Business Manager (Acting), 2602 Savage Drive, Phenix City, Alabama, 36867.

NINTH: The Corporation shall make and alter at its pleasure such bylaws as it may deem to be helpful or necessary in the conduct of its business and as may be approved by the President of the College. The initial bylaws shall be adopted by an affirmative vote of at least two-thirds of the directors in office. Thereafter, the power to amend, alter, or repeal the bylaws or adopt new bylaws shall remain vested with directors upon the vote of at least a majority of the directors in office and upon the approval of the President of the College.

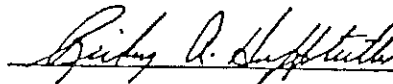
IT WITNESS WHEREOF, we the undersigned, constituting all of the Incorporators and the Directors of said Corporation, do hereby approve, adopt, and accept the above Articles of Incorporation of The Chattahoochee Valley State Community College Foundation and in evidence thereof, having hereunto set our hands and seals on this the 16th day of September, 1985.



James E. Owen, President



Thomas A. Juvich, Dean of Instruction



Rickey Huffstutler, Business Manager (Acting)

This instrument prepared under the direction of Dr. James E. Owen, President, Chattahoochee Valley State Community College
Savage Drive
Phenix City, AL 36867

IN THE OFFICE OF THE JUDGE OF
PROBATE OF RUSSELL COUNTY

CERTIFICATE OF INCORPORATION
OF
THE CHATTAHOOCHEE VALLEY STATE COMMUNITY
COLLEGE FOUNDATION

The undersigned, as Judge of Probate of Russell County, Alabama, hereby certifies that Articles of Incorporation for the incorporation of The Chattahoochee Valley State Community College Foundation duly signed pursuant to the provisions of the Code of Alabama, have been received in this office and are found to conform to law and that the name of the corporation is now reserved with the Secretary of State of Alabama.

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 The Chattahoochee Valley State Community College Foundation and attaches hereto a certified copy of the Articles of Incorporation.

Dated Sept 17, 1985.

Wallace R. Bean
JUDGE OF PROBATE

STATE OF ALABAMA
RUSSELL COUNTY.

OFFICE OF JUDGE OF PROBATE

I hereby certify that this instrument was filed in my office for record on the 17 day of Sept 1985, at 9:51 o'clock A. M., and was duly recorded on the 17 day of Sept, 1985 in Book 9 of Case Page 689-699 and that the following tax has been paid thereon: Deed Tax \$ - Mortgage Tax \$ -

Wallace R. Bean
Judge of Probate