

**ARTICLES OF INCORPORATION
OF
ALABAMA ORNITHOLOGICAL SOCIETY**

Pursuant to the provisions of the Alabama Nonprofit Corporation Law, the undersigned hereby sets forth and adopts the following Articles of Incorporation.

Article I - Name and Principal Office

The name of the nonprofit corporation shall be Alabama Ornithological Society (hereinafter "the Corporation").

The principal office of the Corporation shall be in the City of Birmingham, County of Jefferson, State of Alabama.

Article II - Duration

The period of duration of the Corporation shall be perpetual.

Article III - Purposes and Powers

This Corporation is organized exclusively for charitable, educational, and scientific purposes.

The specific purposes for which the Corporation is organized are:

(a) To promote the study of, and a greater appreciation of, birds found in Alabama and northwest Florida and the habitats in which they are found;

(b) To encourage the protection and conservation of birds and the natural areas where they are found;

(c) To engage in educational activities to advance knowledge of birds and their habitats;

(d) To educate persons in schools and other organizations and groups about birds, natural resources, and conservation;

(e) To encourage, and to engage in, activities directed toward the conservation of birds and protection of their habitats and to advance education about the need for, and means of, conservation of the same;

(f) To acquire materials relating to birds and conservation for educational purposes;

(g) To acquire nature centers, natural areas, or other real property with habitat critical to migrant or resident birds;

(h) To establish, or to assist with establishing, birding trails and nature trails and to disseminate information about those birding trails and other areas important to birds and the birds found in those areas;

(i) To conduct, or to collaborate in conducting, counts, censuses, and surveys of birds;

(j) To conduct, encourage and support research, studies, and other activities pertaining to all species of birds found in Alabama and northwest Florida and to disseminate information about such research, studies, and other activities; and

(k) To make gifts and other donations of services, personal property, or real property to other organizations and institutions including, but not limited to, municipal corporations or other political subdivisions, agencies, or departments for educational, scientific, or other charitable purposes.

In furtherance of all the foregoing stated purposes and without in any way limiting the same, the corporation has all powers that now or hereafter may be granted to nonprofit corporations by the Alabama Nonprofit Corporation Law as it now exists or hereafter may be amended or that now or hereafter may be conferred on such corporations generally under the laws of the State of Alabama.

Article IV – **Membership**

The Corporation shall have members with rights and duties as conferred in the Corporation's Bylaws.

Article V - **Incorporator**

The name and address of the incorporator is as follows:

Name: Bianca J. Allen

Address: 908 Chalkville School Rd.

Birmingham, AL 35215-4038

Article VI - **Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. Each director shall be elected or appointed at such time, in such manner, and for such term as stipulated in the Bylaws. There shall be not less than three directors of the Corporation, exclusive of any ex-officio directors established by the Bylaws. The number of directors, exclusive of any ex-officio directors established by the Bylaws, shall be as stipulated in the Bylaws. Likewise, the maximum number of directors, exclusive of any ex-officio directors, shall be as stipulated in the Bylaws. The initial Board of Directors of the Corporation shall be twenty-five in number. The directors shall serve for such terms and upon such conditions as are provided in the Bylaws. By the affirmative vote of two-thirds of the directors then holding office, the Board shall have the authority to remove from office any director with or without cause.

Article VII - **Initial Directors**

The initial directors of the Corporation with their respective addresses are as follows:

Bianca J. Allen
908 Chalkville School Rd.
Birmingham, AL 35215-4038

Ken Ward
1689 Longleaf Dr.
Huntsville, AL 35806-3420

Mary Frances Stayton
952 Mockingbird Lane
Leeds, AL 35094

Dana Hamilton
257 Stonebridge Rd.
Birmingham, AL 35210

Eric Soehren
1962 Old Federal Road
Shorter, AL 36075-3512

Damien Simbeck
4905 County Road 33
Killen, AL 35645-7318

Alison Glascock
1033 Lakeview Crescent
Birmingham, AL 35205

Stan Hamilton
257 Stonebridge Rd.
Birmingham, AL 35210

Annabel Markle
P.O. Box 357
Greenville, AL 36037

Don Self
38999 Al Hwy 69
Gallion, AL 36742

Mike Wilson
10760 Wanda Rd.
Wilmer, AL 36587

John Porter
1404 Cadillac Ave.
Dauphin Island, AL 36528

Tom Haggerty
706 Riverview Dr.
Florence, AL 35630

Robert Reed
88838 Tallasse Hwy
Tallasse, AL 36078

Greg Jackson
2220 Baneberry Dr.
Hoover, AL 35244

Bob Duncan
614 Fairpoint Dr.
Gulf Breeze, FL 32561

Scot Duncan
533 Larue St.
Birmingham, AL 35206

Lawrence Gardella
6407 Merritt Court
Montgomery, AL 36117

Steve McConnell
29 Village Drive NE
Hartselle, AL 35640

Carrie Johnson Threadgill
9060 Saw Tooth Loop
Pike Road, AL 36064

Karen Wilson
10760 Wanda Rd.
Wilmer, AL 36587

Kathy Hicks
13906 County Rd 27
Fairhope, AL 36532

Shirley Farrell
220 County Road 43
Tyler, AL 36785

Linda Reynolds
3909 Morrow St.
Guntersville, AL 35976-1931

Paul Kittle
86 S. Newcastle Rd.
Florence, AL 35633

Article VIII – **Officers**

The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, any two of which may be held by one person except that the President shall not also be the Secretary.

Each said officer shall be elected or appointed at such time, in such manner, and for such term as stipulated in the Bylaws and shall have the powers and duties as stipulated in the Bylaws.

Article IX - **Registered Office and Registered Agent**

The registered office of the Corporation shall be:

1962 Old Federal Rd
Shorter, AL 36075

The registered agent of the Corporation shall be Eric Soehren.

Article X - **Bylaws**

The Corporation shall have the power to adopt Bylaws for the regulation of its internal affairs and for all other purposes not inconsistent with the Constitution and laws of the State of Alabama and with these Articles of Incorporation.

Article XI - **Limitation of Liability of Directors and Officers**

The Corporation hereby indemnifies the directors and officers against the liabilities described in this paragraph to the full extent permitted by law. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with a proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being, or having been, a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such director or officer may be entitled. The board of directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Corporation at the expense of the Corporation.

Article XII - **Amendment of Articles of Incorporation**

The board of directors may adopt amendments to the Articles of Incorporation by vote of two-thirds of the directors present at any regular or special meeting of the board at which a quorum is present. The board of directors may not, however, alter, amend, or repeal the Articles of Incorporation so as to avoid the limitations of the Alabama Nonprofit Corporation Law.

Article XIII - **Dissolution**

Upon the dissolution of the Corporation, assets shall be applied and distributed as follows:

(a) All of the liabilities and obligations of the corporation shall be paid, satisfied, and discharged or adequate provisions shall be made therefore;

(b) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs because of said dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

(c) 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 XIV - **Prohibitions**

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 III 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 to, 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.

BEFORE ME PERSONALLY APPEARED THE UNDERSIGNED WHO DOTH DEPOSE AND SAY THAT HE/SHE IS THE INCORPORATOR OF ALABAMA ORNITHOLOGICAL SOCIETY AND THAT THE FOREGOING STATEMENTS CONTAINED IN THESE ARTICLES OF INCORPORATION ARE TRUE, FULL, AND CORRECT.

INCORPORATOR:

Printed Name

Signature

Date

Subscribed and sworn to before me on this the ____ day of _____, 2013, in witness whereof I hereto subscribe my name and affix the seal of my office.

Notary Public

My Commission Expires:_____