

ARTICLES OF INCORPORATION

OF

ALABAMA ENVIRONMENTAL HEALTH ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned incorporators, do hereby form a corporation under the Alabama Non profit Corporation Act, and do declare:

ARTICLE I

Name

The name of the corporation shall be ALABAMA ENVIRONMENTAL HEALTH ASSOCIATION, INC.

ARTICLE II

Purposes

The purposes for which the Corporation is organized are:

- (a) To foster and promote high standards of attainment in the work of environmental health, and of qualifications for engaging therein;
- (b) To bring about harmonious and cooperative effort for better understanding and more efficient rendering of the duties and responsibilities of environmental health professionals;
- (c) To bring about standardization in methods of law enforcement and general public health practices in the environmental health field in cities, towns, counties and the state of Alabama;
- (d) To encourage the conduct of sources of instruction and schools of training for the purpose of increasing the knowledge and efficiency of its members and their usefulness in environmental health work;
- (e) To study, collect, and to segregate information concerning general public health practices and the enforcement of laws with regard thereto; and to disseminate such information by the medium of lectures, published items, and such other means of communication as may most profitably be directed towards increasing the knowledge and understanding of its members, and of others, concerning general public health practices and the enforcement of laws relating to the public;

- (f) To encourage reciprocal cooperation of the various branches and department of government in activities directed towards the improvement of public health;
- (g) To cultivate social interaction among its members and to establish a central point of reference action for its members;
- (h) To promote welfare of those workers in the field of environmental health whose professional duties are defined as making a profession of the application of sanitary measures for public benefit;
- (i) To strive for recognition from public and official sources as a scientific group, rendering a service for the general welfare of the public;
- (j) To further and promote a high degree of skill and efficiency among its members;
- (k) To improve the social and economic conditions of its members;
- (l) To strive, within the framework of the law and in cooperation with other individuals, groups, agencies, and associations, to effect those changes in the environment that will be most beneficial and healthful to the people of Alabama.
- (m) 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 of the income there from and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under the Internal exist or they may hereafter be amended.
- (n) No part of the earning 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 Corporation effecting one or more of its purpose), and no Director officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the Corporation. Under no circumstances shall the Corporation make loans to officers and directors.
- (o) 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)(10) of the internal Revenue Code of 1986, as amended, and its

regulations as they now exist or as they may hereafter be amended.

- (p) 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, and 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, mortgagees, 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)(10) 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 purpose of the Corporation herein referred to out of either the

purpose 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)(10) 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 hereafter 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 the 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)(10) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they 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 charitable, religious, scientific, literary or educational organizations.

ARTICLE V

Members

There shall be four classes of members, namely:

- | | |
|------------|--------------|
| 1. Active | 3. Honorary |
| 2. Retired | 4. Associate |

The Qualifications of the several classes of membership, the dues of each, the manner of their election to membership, and their respective rights and privileges shall be prescribed in the By-Laws of the Corporation.

ARTICLES VI

Initial Board of Directors

- (a) The number of Directors constituting the initial Board of Directors shall be twelve (12), and the names and addresses of the persons who are to serve as the Directors until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alita Chappell	Talladega County Health Dept. East Central Chapter P.O. Box 1012 Talladega, Alabama 35169
Barry Ambrose	Pickens County Health Dept. West Central Chapter P.O. Box 192 Charrollton, Alabama 35447
Glen Beavers	Madison County Health Dept. North Chapter P.O. Box 467 Huntsville, Alabama 35804
Gerald Koellsted	Lee County Health Dept. South East Chapter P.O. Box 2207 Opelika, Alabama 36803
Donna Dunn	Cullman County Health Dept. Northern Chapter P.O. Box 1678 Cullman, Alabama 35055
Philip Wright	North Chapter Chairman, Franklin County Health Dept. P.O. Box 100 Russellville, Alabama 35653
Keith Bragg	East Central Chapter Chairman Cherokee County Health Dept. P.O. Box 176 Centre, Alabama 35960

Nancy Maddox	West Central Chapter Chairman Fayette County Health Dept. P.O. Box 351 Fayette, Alabama 35555
Gaffney Logan	South east Chapter Chairman Geneva County Health Dept. P.O. Box 386 Geneva, Alabama 36340
Robert Jones	South west Chapter Chairman Wilcox County Health Dept. P.O. Box 547 Camden, Alabama 36726
Betty Holland	Tuscaloosa County Health Dept. West Central Chapter 1200 37 th Street E P.O. Box 70190 Tuscaloosa, Alabama 35407

- (a) 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.
- (a) 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 such committee, as the case may be, and such written is filed with the minutes of proceeding 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.
- (a) The Corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE VII

Incorporation

The name and address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeff Kohn	P.O. Drawer Montgomery, AL 36102

ARTICLE VIII

Registration Office and Agent

The name and address of the initial registered office of the Corporation, which shall also constitute its principal office, is Jeff Kohn, P.O. Drawer 4539, Montgomery, Alabama 36102. 1 Commerce Street Suite 305-36104.

ARTICLE IX

Indemnification

The Corporation shall indemnify any person who was or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceedings, whether civil, criminal, administrative or investigative, including appeals (other Than an action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him on connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense of settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim,

issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to on this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

Any indemnification under this article shall (unless order by a court) be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he had met the applicable standard of conduct set forth. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) such a quorum is not obtainable, or even if obtainable, if quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders of the Corporation.

Expenses (including attorney's fees) incurred in defending civil criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided above upon receipt of an undertaking by or on behalf of the director, officers, employee or agent to repay such amount if and to the extent it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article.

The indemnification provided by this Article shall not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the Corporation's Articles of Incorporation, Bylaws agreement, constitution, vote of stockholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such

capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

I, THE UNDERSIGNED, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to Alabama Nonprofit Corporation Act, has executed the foregoing Article of Incorporation on this 6th day of September, 1994.

JEFF KOHN

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any ability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of the Article.

I, THE UNDERSIGNED, being the sole incorporator hereinabove named, for purpose of forming a corporation pursuant to the Alabama Nonprofit Corporation Act, has executed the foregoing Articles of Incorporation on this 6th day of September, 1994

JEFF KOHN

I, Walker Hobbie, Jr., Judge of Probate in and for said County, in said State, hereby

certify that the within and foregoing pages are a full, true and compete copy of

ARTICLE OF INCORPORATION OF ALABAMA ENVIRONMENTAL HEALTH ASSOCIATION, INC.

as fully and completely as the same appears of record in this office

in Book No. _____ of _____ at page _____.