

CERTIFICATE OF FORMATION
(ARTICLES OF INCORPORATION)
OF
J.T. WAGGONER BOOK FOUNDATION
a non-profit corporation

The undersigned Brandy M. Lee, as incorporator, and pursuant to the laws of the State of Alabama and the United States for non-profit corporations, hereby adopts the following Articles of Incorporation.

Article I - Name

The name of the non-profit corporation shall be: **J.T. WAGGONER BOOK FOUNDATION** (the "Corporation").

Article II - Duration

The duration shall be perpetual.

Article III - Purpose and Powers

Section 1. **Purpose.** The Corporation is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose for which the Corporation is formed is to fund, produce, publish a book and/or other materials regarding the life of J.T. Waggoner and distribute any and all proceeds and materials so produced. The Corporation shall perform any such duties and activities to further the purpose identified herein. The Corporation may also undertake any and all incidental or necessary actions to accomplish the foregoing purpose.

Section 2. **Powers.** Taking into account the prohibitions and restrictions set forth in Article IV, the Corporation shall have the following powers:

- (a) Every power now conferred or which may be hereafter conferred on a non-profit corporation under the laws of the State of Alabama which are not in conflict with the terms of these Articles.
- (b) Every power and duty necessary to accomplish the purposes set forth in Article III, Section 1. above and also, as desired:
 - (i) To establish a Board of Directors and elect officers representing the broad interests of the public, comprised of community and civic leaders, public officials and/or persons with particular knowledge about the purposes of the Corporation.

- (ii) To solicit contributions from the general public.
 - (iii) To seek grants and contributions from governmental and non-governmental entities.
 - (iv) To establish a logo, website and marketing materials.
 - (v) To make and amend rules and regulations respecting the Corporation.
 - (vi) To plan public events, educational opportunities, and other activities, making the same available to the general public and in keeping with the Purposes of the Corporation.
 - (vii) To collaborate with other entities that fall within the 501(c)(3) definition of the Internal Revenue Code and are operated exclusively for educational and charitable purposes.
 - (viii) To enforce by legal means the provisions of this Certificate of Formation and the Bylaws.
 - (ix) To contract for administrative and managerial assistance.
 - (x) To retain legal counsel.
 - (xi) To employ necessary personnel to perform the services required for proper operation of the Corporation.
 - (xii) To enter into contracts or agreements for the maintenance of accounting and bookkeeping records to comply with the requirements of the Law of the State of Alabama with regard to maintenance of records.
 - (xiii) To make such distribution of any profit, surplus or reserve funds of the Corporation at such times and in such manner, and to do such other acts, as may be required to comply with the provisions of Section 501(c)(1) of the Federal Internal Revenue Code, and applicable Revenue rulings, and other Federal and State statutes providing for an exemption from Federal and State income taxes for non-profit organizations.
 - (xiv) To exercise any and all common law and statutory powers, although not specifically recited above, of a non-profit corporation, reasonably necessary or convenient to carry out and perform the purpose for which the Corporation is organized.
- (c) All funds and the title of all properties acquired by the Corporation and the proceeds thereof shall be held in trust in accordance with the provisions of these Articles and the Bylaws, and the laws of the United States and the State of Alabama.

- (d) No contract or other transaction between the Corporation and any of its Directors, or between the Corporation and any corporation, partnership, firm or association in which any Directors or Officers of the Corporation are directors or officers pecuniarily interested, shall be void or voidable, provided that the fact of the common interest is disclosed or known to the Board. Any common or interested Director may be counted in determining the presence of a quorum at any meeting of the Board and may vote to authorize any contract or transaction.
- (e) The powers of the Corporation shall be subject to and shall be exercised in accordance with the Bylaws.
- (f) Upon dissolution or final liquidation of the Corporation, the assets shall be distributed in a manner complying with Section 501(c)(1) of the Internal Revenue Code and applicable rulings, and other Federal and State Statutes governing non-profit organizations.

Article IV - Non-Profit Nature

Section 3. Prohibited Distributions. The Corporation is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to charitable purposes. No part of the net earnings, or properties of the Corporation shall inure to the benefit of, or be distributable to, its directors, members, officers or other private person or individual, 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 its Purpose.

Section 4. Prohibited and Restricted Activities. No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation shall not carry on any activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

Section 5. Personal Liability. No officer or director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of the Corporation.

Article V - Members

Section 6. The Corporation shall have no members. It shall be managed by a Board of Directors.

Article VI - Management and Directors

Section 1. Management. The affairs and business of the Association shall be managed and conducted by the Board of Directors.

Section 2. Initial Directors. There shall be three initial directors. The names of the initial Directors are as follows:

Name

1. Gene Hallman
100 Grandview Place, Suite 100
Birmingham, Alabama 35243
2. Curt Lee
P.O. Box 1605
Jasper, Alabama 35502
3. Nick Sellers
100 Grandview Place, Suite 100
Birmingham, Alabama 35243
4. Christy Swaid
1360 Montgomery Hwy #116
Vestavia Hills AL 35216

Section 3. The manner of selection of the directors is set forth in the Bylaws of the Corporation.

Article VII - Registered Office and Agent

The address of the initial registered office is 2100 First Avenue North, Suite 600, Birmingham, Alabama 35203, and the name of its initial registered agent at such address is Brandy M. Lee, Esq.

ARTICLE VIII - Principal Office

The principal address of the Corporation is:

100 Grandview Place, Suite 100, Birmingham, Alabama 35243.

Article IX - Bylaws

The Association shall be governed by Bylaws as adopted by the initial Board of Directors.

Article X - Incorporator

The name and address of the incorporator is as follows:

Name

Brandy M. Lee, Esq.

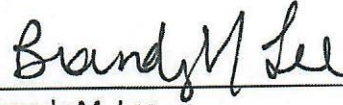
Address

Lee Law Firm, LLC
2100 First Avenue North, Ste 600
Birmingham, Alabama 35203

Article XI - Amendments

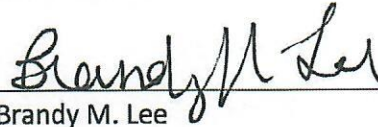
Any amendment to the Articles of Incorporation must be adopted by approval a majority of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set her hand and seal on this 18th day of July, 2023.



Brandy M. Lee

I, Brandy M. Lee, agree to serve as Registered Agent of the Corporation.



Brandy M. Lee