

STATE ALA - CULLMAN CO.
ARTICLES OF INCORPORATION I CERTIFY THIS
INSTRUMENT WAS FILED
OF 2002 SEP 23 PM 4 02
THE ALABAMA EMERGENCY MANAGEMENT COUNCIL,
A NONPROFIT CORPORATION *Greg Brewer*

TO THE JUDGE OF PROBATE)
CULLMAN COUNTY, ALABAMA)

BOOK 34 PAGE 24

The undersigned, desiring to organize a nonprofit corporation under the provisions of the Alabama Nonprofit Corporation Act, Code of Alabama § 10-3A-1 et seq, does hereby sign, verify and file these Articles of Incorporation and certify -as follows:

1. NAME AND LOCATION. The name of the corporation shall be ALABAMA EMERGENCY MANAGEMENT COUNCIL, a nonprofit corporation, (the "Council"), and it shall be located in Cullman County, Alabama.
2. DURATION. The period of duration of the Council shall be perpetual.
3. PURPOSES. The Council intends to serve as a nonprofit corporation to promote common professional interest and not to engage in a regular business of a kind ordinarily carried on for profit. The Council is devoted to the improvement of emergency management in the State of Alabama through education, training and any other activity the Board of Directors may deem appropriate.

Further, the Council may engage in any activity permitted by the Alabama Nonprofit Corporation Act and Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code").

Notwithstanding any other provision of these Articles of Incorporation, the council shall not conduct or carry on (i) any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code and the regulations thereunder, as they now exist or as they may hereafter be amended; or (ii) any activities proscribed by the Alabama Nonprofit Corporation Act.

4. POWERS. In connection with the purposes of the Council described above, the Council may:
- a) Purchase, acquire, hold, improve, sell, convey, assign, exchange, release, lease, hire, and deal in real and personal property of every kind and character.
 - b) Apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, sell, exchange, transfer, and deal in any license, power, authority, concession, right or privilege which any nonprofit corporation may make or grant;
 - c) Enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any persons, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision or body politic;
 - d) Solicit, receive and make donations of, funds and other property, real, personal and mixed, and interest therein, by gift, transfer, devise, or bequest, and invest, hold, manage, administer, expend and apply such funds and property subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise or bequest; and

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- e) Exercise all of the powers vested in nonprofit corporations by the Constitution and laws of the State of Alabama, including, without limitations the Alabama Nonprofit Corporation Act.
- f) Host, promote, establish and engage in the promotion, establishment, organizing of emergency management events, especially emergency management conferences.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of the Council in addition to those powers specifically conferred upon the Council by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Council otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing the Council to carry on any business for profit.

5. LIMITATIONS. Notwithstanding any other provisions of these Articles of Incorporation, the following limitations shall apply to the Council:

- a) No substantial part of the activities of the Council shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in or intervene in (including the publication or distribution of an endorsement) any political campaign on behalf of any candidate for public office.
- b) No part of the net earnings of the Council shall inure to the benefit of any director or officer of the Council, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Council affecting one or more of its purposes), and no director or officer of the Council, or any private

individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Council.

- c) With respect to any taxable year during which the Council is classified as a "business league", with the meaning of the Code, the Council shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- d) With respect to any taxable year during which the Council is classified as a "business league", within the meaning of the Code, the Council shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- e) With respect to any taxable year during which the Council is classified as a "business league", within the meaning of the Code, the Council shall not retain any excess business holding as defined in Section 4943(c) of the Code.
- f) With respect to any taxable year during which the Council is classified as a "business league", within the meaning of the Code, the Council shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- g) With respect to any taxable year during which the Council is classified as a "business league", within the meaning of the Code, the Council shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

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h) The Council shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Code.

6. MEMBERS. NO INSTRUMENTALITY. The Council shall have members. Membership shall be composed of emergency management professionals and interested members of the public. The Council shall not be deemed to be an agency or instrumentality of the State of Alabama, or any of its counties or municipalities.

7. BOARD OF DIRECTORS.

a) Control and Management of the Council. The control and management of the Council, its property and affairs shall be vested solely in the Board of Directors.

b) Number of Directors; Initial Directors. The Board of Directors shall initially be composed of five (5) directors but the said five (5) directors may add up to six (6) additional directors who, together with the other initial directors, shall hold office until the first annual meeting of the Board of Directors or until their successors are duly elected and qualified. Such initial directors shall consist of the following:

Name	Address
Daniel A. Isley	402 Arnold St NE Ste G-3 Cullman, AL 35055
Ronnie Adair	348 N McGregor Ave Mobile, AL 36608
John Russell	308 Fountain Circle Huntsville, AL 35804
John James	410 North Jackson Ave Russellville, AL 35653
Randy Taylor	815 Gillespie St Prattville, AL 36067

c) Successor Directors. Upon the expiration of the terms of office of the initial directors as set forth above, their successors shall be elected or appointed in the manner and for the terms provided in the Council's Bylaws.

d) Other Matters. All other matters with respect to the directors of the Council, including the number, election, terms of office and the removal thereof shall be as set forth in the Council's Bylaws.

8. BYLAWS. The provisions for the internal regulation and management of the affairs of the Council shall be set forth in the Council's Bylaws.

9. INCORPORATOR. INITIAL REGISTERED AGENT AND OFFICE.

The address of the initial registered office of the Council and the name of the registered agent at such address and the incorporator of the Council is-

Daniel A. Isley
402 Arnold Street Northeast
Suite G-3
Cullman, Alabama 35055

10. OFFICERS. The officers of the Council shall consist of a Past President, President, Vice-President, Six (6) Regional Directors, Secretary, Treasurer, and such other officers as the Board of Directors may deem necessary, each of whom shall be elected or appointed at such time, in such manner and for such terms as may be prescribed in the Council's Bylaws.

11. NONSTOCK AND NONPROFIT STATUS. This Council shall have no capital stock, is not organized for profit and does not contemplate pecuniary gain or profit to its members, officers or directors or to any other individuals. The Council does not contemplate the distribution of gains,

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profits or dividends to its members, officers or directors or to any other individuals and is organized for nonprofit purposes.

12. DISSOLUTION. Notwithstanding any other provision of these Articles of Incorporation, in the event of the dissolution of the Council, the residual assets of the Council after the payment of its debts shall be distributed to exclusively for charitable or educational purposes to another nonprofit organization, provided that such organization is at the time organized exclusively for one or more exempt purposes within the meaning of Section 501(c)(6) of the Code, or corresponding section of any future tax law.

13. NO PERSONAL LIABILITY. No officer, director, or member of the Council shall be personally liable for the debts or obligations of the Council.

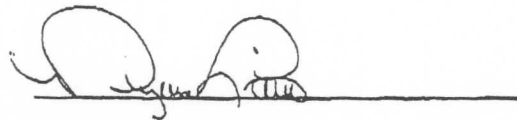
14. AMENDMENT. These Articles of Incorporation may be amended by a two-thirds (2/3) vote of the members of the Council.

IN WITNESS WHEREOF, I have hereunto subscribed my name the 23rd day of September, 2002.

Daniel A. Isley (L.S.)
DANIEL A. ISLEY
Incorporator

STATE OF ALABAMA
COUNTY OF CULLMAN

I, the undersigned authority in and for said State and County, do hereby certify that DANIEL A. ISLEY, whose name is signed to the foregoing Articles of Incorporation of THE ALABAMA EMERGENCY MANAGEMENT COUNCIL and who was made known to me, acknowledged of the foregoing Articles of Incorporation, he executed the same voluntarily on the day the same bears date.



NOTARY PUBLIC

My Commission Expires: 08/07/05