

STATE OF ALABAMA *

ESCAMBIA COUNTY *

**Articles Of Incorporation
Of
The “M” Club, Inc.
An Alabama Non-Profit Corporation**

These Articles of Incorporation are signed and acknowledged by the incorporators for the purpose of forming a non-profit corporation under the provisions of the Alabama Non-Profit Corporation Act, as follows:

**Article One.
Name**

The name of the corporation is: The “M” Club, Inc.

**Article Two.
Duration**

The term of the corporation is unlimited and perpetual and the corporate existence will commence on the filing of these articles in the Office of the Judge of Probate of Escambia County, Alabama.

**Article Three.
Objectives/Purpose**

The purpose or purposes of this corporation are as follows:

- To promote and support T.R. Miller High School Football and to promote fellowship and foster relationships among former and current T.R. Miller High School Football Players.
- To enter into any kind of activity, and to make, perform and carry out contracts of any kind, in connection with, and necessary or related to, the accomplishment of the foregoing purposes of the corporation.

**Article Four.
Members**

There shall be two (2) classes of membership — Active and Honorary.

Active - Former football players who played and lettered in one football season at T.R. Miller High School and who are otherwise acceptable to the organizational shall

be eligible for Active membership. Each Active member shall have the privilege of one vote.

Honorary – Honorary membership may be conferred with any individual who in some unusual or praiseworthy manner has contributed significantly or has been associated with T.R. Miller High School Football in such a way that the individual deserves special recognition to be included as an Honorary member regardless of where, or if, the individual played high school football. Such selection shall be by unanimous vote of the club membership in attendance, provided such person’s name has been proposed for such membership at a previous regular meeting. Honorary members are not eligible to vote or hold elective office, and they shall have no interest in any of the funds or property of the club.

Article Five.
Provisions

1. The corporation shall be empowered to receive and administer funds for the aforesaid purpose or purposes and for no other purpose, and to that end, to take and hold by contract, agreement, devise, bequest, gift, purchase, lease, either absolutely or in trust, for such objects and without limitations as to the amount or value, except such limitations, if any, as maybe imposed by law; to sell, convey and dispose of any such property, and to deal with such property for any of the aforementioned purposes, without limitation, except such limitation, if any, as maybe contained in the instrument under which such property is received; and to exercise any, all and every power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Alabama Non-Profit Corporation Act and § 501(c)(3) of the Code, but not any other power.
2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 this Article Three. 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 any candidate for public office.
3. Notwithstanding any of the provisions of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by a

corporation exempt from federal income tax under § 501(c)(3) of the Code and its Regulations, or by an organization to which contributions are deductible under Section 170(c)(2) of the Code and its Regulations.

4. In any year that the organization is treated as a private foundation under § 509 of the Code, the organization shall not engage in any act of self dealing, as defined in § 4941 of the Code; the organization shall distribute its income for such taxable year at such time so as not to become subject to tax under § 4942 of the Code; the organization shall not retain any excess business holdings as defined in § 4943 of the Code; the organization shall not make any investment so as to subject the organization to tax under § 4944; and the organization shall not make any taxable expenditures as defined in § 4945 of the Code.

Article Six.

Initial Registered Office/Registered Agent

The location and mailing address of the initial registered office in Alabama is: 1835 Douglas Ave. Brewton, AL 36426. The name of the initial registered agent at said address is Jamie Riggs.

Article Seven.

Initial Board of Directors

1. The initial Board of Directors shall consist of the officers, and three (3) directors. The name and address of the initial Board of Directors of the corporation who shall serve until their respective successor is elected and qualified are as follows:

Name: David Jennings (President)
Address: 109 Brooks Street
Brewton, AL 36426

Name: Mikel Riggs (Vice-President)
Address: 109 James Street
Brewton, AL 36426

Name: Lance Mckenzie (Secretary – Treasurer)
Address: 1405 Glen Road
Brewton, AL 36426

Name: Rodney Brand
Address: 2385 Douglas Avenue
Brewton, AL 36426

Name: Michael English
Address: 616 Douglas Avenue
Brewton, AL 36426

Name: Bruce Thompson
Address: P.O. Box 915
Brewton, AL 36427

2. The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by the Articles of Incorporation, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of Directors of the Corporation shall never be less than three (3) and shall be elected for such term and in such manner as the Bylaws shall prescribe. Any member of the Board of Directors may be removed at any time and without assigning any cause therefore, by the affirmative vote of a majority of the remaining Board of Directors as provided in the Bylaws, and written notification of such removal to such Director so removed, who shall, forthwith upon receipt of such notice, be considered as removed from the Board of Directors.
3. In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the Bylaws of this Corporation.
4. 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 of such Committee, as the case maybe, and such written consent is filed with the minutes of proceedings 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.
5. The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

Article Eight.
Incorporators

The Name and address of each incorporator is as follows:

Name: David Jennings
Address: 109 Brooks Street
Brewton, AL 36426

Name: Mikel Riggs
Address: 109 James Street
Brewton, AL 36426

Name: Lance Mckenzie
Address: 1405 Glen Road
Brewton, AL 36426

Name: Rodney Brand
Address: 2385 Douglas Avenue
Brewton, AL 36426

Name: Michael English
Address: 616 Douglas Avenue
Brewton, AL 36426

Name: Bruce Thompson
Address: P.O. Box 915
Brewton, AL 36427

Article Nine.
Dissolution

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in the Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

IN WITNESS WHEREOF, we have subscribed our names this ____ day of August, 2010.

David Jennings, President

Lance Mckenzie, Secretary – Treasurer

STATE OF ALABAMA *

ESCAMBIA COUNTY *

On _____, 2010, before me, a Notary Public in the aforesaid State and County, personally appeared David Jennings, whose name as

President of The “M” Club, Inc., is signed to the foregoing document and who is known to me to be the person named therein and who executed the foregoing instrument and who severally acknowledged that he executed the same freely.

NOTARY PUBLIC
MY COMMISSION EXPIRES: _____

STATE OF ALABAMA *
ESCAMBA COUNTY *

On _____, 2010, before me, a Notary Public in the aforesaid State and County, personally appeared Lance Mckenzie, whose name as President of The “M” Club, Inc., is signed to the foregoing document and who is known to me to be the person named therein and who executed the foregoing instrument and who severally acknowledged that he executed the same freely.

NOTARY PUBLIC
MY COMMISSION EXPIRES: _____