

**ARTICLES OF INCORPORATION
OF
LIONS HELEN KELLER MEMORIAL (A PROJECT OF MD34)
(A NON-PROFIT CORPORATION)**

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the State of Alabama, adopt the following Articles of Incorporation:

ONE: The name of this corporation shall be: **Lions Helen Keller Memorial (a Project of MD34)**. The corporation name may be shortened to Lions Helen Keller Memorial.

TWO: The principal place of business and mailing address of this corporation shall be:

Primary Mailing Address: 40 County Rd 1176, Cullman AL 35057;

Street Address (If needed): same as above.

Helen Keller's Birthplace (commonly known as Ivy Green) is located in Tuscumbia AL. This foundation is established to support the Lions Helen Keller Memorial, which is located at Helen Keller's Birthplace (Ivy Green) in Tuscumbia AL.

THREE: This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific purposes for which this corporation is organized are:

a. The purposes for which the Lions Helen Keller Memorial is organized are exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Revenue law.

b. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

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 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 organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

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d. To solicit, collect and otherwise raise money to fund those aims and goals of the Lions Helen Keller Memorial which are exclusively charitable and within the meaning of section (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

e. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise trying to influence legislation, and the organization shall not take part in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

f. 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 organization 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 the purpose clause hereof.

FOUR: The corporation shall not enter into any transaction or arrangement that might benefit the private interest of any officer or director of this corporation, that violates the conflicts of interest or ethics policies of Lions Clubs International or that violates any other applicable state and federal laws governing conflict of interest application to nonprofit and charitable organizations. The Board of Directors shall adopt policies and procedures as necessary to ensure the corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status.

FIVE: The Board of Directors will appoint the officers and directors to the corporation. All board members and officers must be Lions in good standing for consideration and appointment to the Board. The officers' and directors' appointment will be for a period of three years as outlined in the Operating By-Laws Articles IV and V.

SIX: The corporate powers of this corporation are as provided in the 2014 Code of Alabama, Title 10A - ALABAMA BUSINESS AND NONPROFIT ENTITIES CODE; Chapter 20 - SPECIAL PURPOSE ENTITIES; Section 10A-20-3.02 - Powers of corporation, unless limited as follows.

No additional limits.

SEVEN: These Articles of Incorporation may be amended as follows:

a. At any regular or special meetings of the Corporation, at which a quorum is present, by affirmative vote of two-thirds of the Board of Directors.

b. No amendment shall be put to a vote unless written notice thereof stating the proposed amendment shall have been given to each Board member, by mail, email,

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personal delivery, or as posted on the MD 34 website, at least 30 days prior to the meeting at which the vote on the proposed amendment is to be taken.

EIGHT: The name and street address of the initial registered agent of this corporation is:

Ronald Seybold, Chairman, 40 County Rd 1176, Cullman, AL 35057

NINE: The names and the street address of the initial directors and incorporators are:

Directors:

Ronald Seybold, Chairman, 40 County Rd 1176, Cullman, AL 35057

John Emich, Vice-Chairman, 28974 River Stone Dr NW, Madison AL 35756.

Leon Crittenden, Secretary/Treasurer, 908 Tyler Ave, Muscle Shoals AL35661.

CURRENTLY VACANT, Secretary.

Incorporators:

Ronald Seybold, Chairman, 40 County Rd 1176, Cullman, AL 35057

John Emich, Vice-Chairman, 28974 River Stone Dr NW, Madison AL 35756.

Leon Crittenden, Treasurer, 908 Tyler Ave, Muscle Shoals AL35661.

CURRENTLY VACANT, Secretary, _____.

The undersigned incorporators have executed the Articles of Incorporation this 1st day of June 2023.

Signatures of Incorporators:

Ronald Seybold, Chairman

John Emich, Vice-Chairman

Leon F. Crittenden, Treasurer

CURRENTLY VACANT, Secretary