

CORP 1274 517
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BILL ENGLISH
PROBATE JUDGE
LEE COUNTY
Recording Fee 30.00
TOTAL 30.00

**ARTICLES OF INCORPORATION
OF
I-85 CORRIDOR ALLIANCE**

We, the undersigned, acting as incorporators of a corporation under the Alabama Nonprofit Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation," shall be I-85 Corridor Alliance.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation is organized for the transaction of any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Alabama, as they may be amended from time to time.

ARTICLE IV

The Corporation intends to work for charitable, religious, educational, and scientific purposes directed at education, research and community development working for the betterment of the economy, environment, quality of life, and communities of the towns, cities and counties along the

Interstate 85 corridor in Alabama. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof.

ARTICLE V

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE VI

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the probate court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VII

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE VIII

The name and address of the initial registered agent and office are Larry Fillmer, Program

Manager, I-85 Corridor Alliance, 300 North Dean Road, Suite 5, #167, Auburn, Alabama 36830.

ARTICLE IX

There shall not be less than three Directors, and the initial board of directors who shall serve until the first annual meeting of the Board of Directors, or until their successors are elected and qualified, are:

Margaret Bentley, AL Power
244 Dexter Avenue
Montgomery, AL 36104

Jill Bonneau, Michelin
1800 Crawford Road
Opelika, AL 36804

Jerry Clement, Batson-Cook Company
801 Fourth Avenue
West Point, GA 31833

Al Cook, City of Opelika
204 Seventh Street South
Opelika, AL 36803-0390

Phillip Dunlap, City of Auburn
144 Tichenor Avenue, Suite 2
Auburn, AL 36830

Deroald Hopkins, First Tuskegee Bank
301 North Elm Street
Tuskegee, AL 36083

Dean Matheson, Interport/SDS
1100 Jeter Avenue
Opelika, AL 36801

Ellen McNair, Montgomery Area Chamber of
Commerce, PO Box 79
41 Commerce Street
Montgomery, AL 36101

Harold Powell, Town of Shorter
2521 Old Federal Road
Shorter, AL 36075

Scott Slocum, Weston Solutions Inc
1625 Pumphrey Avenue
Auburn, AL 36830

Ray Vaughan, WildLaw
8116 Old Federal Road, Suite C
Montgomery, AL 36117

John Veres, Auburn University Montgomery
600 South Court Street, Suite 110
Montgomery, AL 36104

David Wilson, Auburn University
213 Sanford Hall
Auburn University, AL 36849-5638

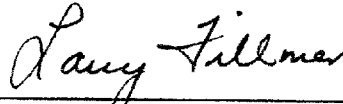
ARTICLE X

The names and addresses of the initial incorporators are as follows:


Larry Fillmer
I-85 Corridor Alliance
Program Manager
300 North Dean Road, Suite 5, #167
Auburn, AL 36830

David Wilson
Vice President for University Outreach and
Associate Provost
Auburn University
213 Samford Hall
Auburn, Alabama 36849-5638

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation, in Auburn, Alabama, on this 29th day of September 2004.



Larry Fillmer



David Wilson

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