

ARTICLES OF INCORPORATION  
OF  
GADSDEN STATE COMMUNITY COLLEGE ALUMNI ASSOCIATION

Pursuant to the provisions of Title 10, Chapter 3A, Code of Alabama, 1975, the Articles of Incorporation of Gadsden State Community College Alumni Association is hereby adopted as follows:

ARTICLE I  
NAME

The name of this nonprofit corporation is Gadsden State Community College Alumni Association.

ARTICLE II  
PURPOSE

The purposes for which this nonprofit corporation is formed are:

- (a) To advance, support and promote the interest of Gadsden State Community College (the "College") its students, faculty, staff, alumni and members of this corporation.
- (b) To foster community support of the College.
- (c) To maintain communication and contacts between the College, the College President, the Alumni Board of Directors, and alumni.
- (d) To assist the College in the decision-making processes upon request.
- (e) To attract the support of individuals and organizations who desire to advance the mission of the college through voluntary efforts and philanthropic financial support.
- (f) To solicit, publish and furnish information pertaining to the College.
- (g) To assist students and alumni in the achievement of their academic goals.
- (h) To acknowledge the achievements of students, faculty, staff, and alumni.
- (i) The specific and primary purpose of this corporation is exclusively for charitable, religious, educational and scientific purposes, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (j) To do and perform all other acts and things which may be incidental to and come

legitimately within the scope of any and all the foregoing objects and purposes or which may be necessary or appropriate for the carrying out and accomplishing of any and all of the foregoing objects and purposes, and subject to the limitations hereinabove or hereinafter expressed, to have and exercise all rights and powers now conferred or which may hereafter be conferred on corporations not of a business character under the laws of the State of Alabama.

(k) Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or the net earnings of the corporation shall at any time inure to the benefit of any private shareholder, member, director or officer, or to be applied to the activities and carrying on propaganda or attempting to influence legislation; and no part of the assets or the net earnings of the corporation shall at any time be applied to any purpose other than religious, charitable, scientific, literary or educational.

(l) The foregoing clauses shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the corporation as expressly conferred by law, except as expressly stated herein.

(m) In the event of dissolution, the residual assets of the corporation will be turned over to the GSCC Foundations or other organizations, which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

(n) Notwithstanding any of the above stated purposes, this corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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 the corresponding provisions of any future United States Internal Revenue Code. The property of this corporation is irrevocably dedicated to charitable, religious, educational and scientific purposes meeting the requirements for exemption provided by Section 10-3A-20, Code of Alabama, 1975. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities which in themselves are not in furtherance of the purposes set forth in this Paragraph II hereof, and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of or distribute profit, net income, assets or dividends to any of its members, trustees, directors, 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 Paragraph. 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.

### ARTICLE III TAX EXEMPT STATUS

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, religious, educational or scientific purposes meeting the requirements for exemption provided by Section 10-3A-20, Code of Alabama, 1975, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

### ARTICLE IV STATUTORY AUTHORITY

This corporation is organized pursuant to Alabama Nonprofit Corporation Act as set out in Chapter 3A of the Title 10 of the Code of Alabama, 1975.

### ARTICLE V REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 1001 George Wallace Drive, Gadsden, AL 35903. The name of the registered agent of the corporation at such address is Marie Luttrell and succeeding organization presidents.

### ARTICLE VI DURATION

The term of existence of the nonprofit corporation is perpetual.

### ARTICLE VII ELECTION OF DIRECTORS

The business and affairs of this corporation shall be managed by its Board of Directors and by the officers and employees appointed and hired by the Board of Directors; however, this corporation and its Board of Directors shall be elected in accordance with the provisions set forth in the By-laws of the corporation. In addition to the powers conferred upon this corporation by the Alabama Nonprofit Corporation Act, this corporation shall have the right to grant a security interest in any or all of its property in accordance with the provisions of the Alabama Uniform Commercial Code and all amendments thereto, and any future similar statute or statutes. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

NAME

ADDRESS

Marie Luttrell

1509 Reid Circle  
Gadsden, AL 35903

Donna Johnson

930 Bryant Road  
Boaz, AL 35957

Donald Jarrells

2160 Cove Circle, North  
Hokes Bluff, AL 35903

ARTICLE VIII  
MEMBERS

The corporation shall have members under the requirements set out in the by-laws.

ARTICLE IX  
CHANGE IN THE NUMBER OF DIRECTORS

The number of directors shall be determined by the by-laws of the corporation but in no event less than three (3).

IN WITNESS WHEREOF, the undersigned, Marie Luttrell, as President of Gadsden State Community College Alumni Association, has executed these Articles of Incorporation on behalf of the corporation, on this 1st day of September, 2006.

  
MARIE LUTTRELL

  
DONNA JOHNSON

  
DONALD JARRELLS