

ARTICLES OF INCORPORATION
OF
SAMARITANS HEART MINISTRIES, INC.



(Under the Alabama Nonprofit Corporation Act)

The undersigned, acting as the incorporator of a corporation under and in accordance with the Alabama Nonprofit Corporation Act (Code of Alabama 1975, Sections 10-3-1 through 10-3-172) adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is Samaritans Heart Ministries, Inc.

ARTICLE TWO

The duration of the corporation shall be perpetual.

ARTICLE THREE

The purposes for which the corporation is organized, and the powers which the corporation shall have, and the limitations thereon, are as follows:

A. The corporation is organized, and shall at all times be operated exclusively for charitable, educational, religious, and scientific purposes, 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 and which is hereinafter referred to as the "Code"), for the benefit of the poor, needy, underprivileged, and those ministries that support the same. The corporation shall be operated to support charitable, educational, religious, and scientific purposes, within the meaning of Section 501(c)(3) of the Code.

B. In furtherance of its charitable purpose, the corporation shall have the authority to accept, and to administer, manage and distribute any and all property donated to the corporation in accordance with the terms of the gifts, bequests or devises to the corporation for one or more of such exempt purposes, or in accordance with determinations by the Board of Directors pursuant to these Articles of Incorporation.

D. The corporation shall administer, manage and distribute the property held by the corporation, and any income earned upon such property, in the manner that best serves the charitable, educational, religious, and scientific purposes for which the corporation is formed, and shall be empowered to do and perform such acts as may be necessary or appropriate in carrying out the foregoing purposes of the corporation and in connection therewith to exercise any of the powers granted under any other part of these Articles, or now granted by the Alabama

Nonprofit Corporation Act to corporations organized thereunder, and by all other applicable local, state and federal laws, and by any and all present acts or acts hereafter enacted amendatory of or supplemental to all such laws, provided that the exercise of all such powers shall be consistent with the corporation's status as an organization (i) exempt from federal income tax under Section 501(a) and (c)(3) of the Code and (ii) to which contributions are deductible under Section 170(c)(2) of the Code. The enumeration of certain rights and powers herein is not intended to be exclusive or to be a waiver or negation of any other rights, powers or privileges the corporation might otherwise now or hereafter enjoy; provided, however, that nothing herein contained shall be deemed to authorize or permit this corporation to exercise any powers, or to do any act which a corporation formed under and controlled by the Alabama Nonprofit Corporation Act may not at the time lawfully carry on or do.

E. The Board of Directors of the corporation shall administer and distribute the property held by the corporation in the manner that best serves the charitable, educational, religious, and scientific purposes for which the corporation is formed, including the authority set out in the Bylaws. The Board of Directors of the corporation shall have the authority and power, in addition to all other powers possessed by it:

- (1) to modify any restriction or condition on the distribution of funds for any specified charitable, educational or scientific purposes or to specified purposes, if in its sole judgment, without approval of any trustee, custodian or agent, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable, educational or scientific objective of the corporation;
- (2) to replace any participating trustee, custodian or agent for breach of fiduciary duty under the laws of the State of Alabama; and

F. If it appears that there may be grounds for exercising the power described in subparagraph (2) of paragraph E of this Article with respect to any fund or funds, the Board of Directors shall notify the participating trustee, custodian or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the Board of Directors under subparagraph (2) of paragraph E of this Article, the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Alabama. The Board of Directors shall exercise a power described in this Article upon a vote of a majority of the members of the Board. Upon the exercise of the power under subparagraph (2) of paragraph E of this Article to replace any participating trustee, custodian or agent, the Board of Directors shall have the power to select a successor trustee, custodian or agent to whose custody the fund or funds held by the former trustee, custodian or agent shall be transferred.

G. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall

be authorized and empowered to pay reasonable compensation for services rendered, including deferred compensation, and to make payment and distributions in furtherance of the purposes set forth above in this Article. No substantial part of the activities of this corporation shall consist of carrying on 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. Notwithstanding any other provision of these Articles or any other rights and powers otherwise granted by law, the corporation shall not exercise any rights or carry on any activities not permitted to be held or carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE FOUR

The corporation shall not have any members or shareholders, and it shall pay no shares or dividends.

ARTICLE FIVE

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) elected individuals, herein called Directors, plus up to three (3) ex-officio members, as may be provide in the bylaws. The number of Directors to comprise the initial Board of Directors shall be three (3), and thereafter it shall be such number, not less than the minimum herein provided, as the bylaws shall from time to time specify.

ARTICLE SIX

A. The names and addresses of the persons who are to serve as initial Directors until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Patrick Collins	25833 Hwy 181, Daphne, Al 36526
Josue Octeus	PO Box 3062, Daphne, Al 36526
Darlene Collins	29 S. Rolling Oaks Dr., Fairhope, Al 36532

B. The first Board of Directors shall serve until his/her successor is elected and qualified at the initial meeting of directors. The directors shall be elected to staggered terms (a director to be elected to a one year term, a second director elected to a two year term, and a third director elected to a three year terms. Thereafter, each Director who is elected for a full term shall hold office for a term of three (3) years and until his or her successor shall have been elected and qualified, or until removed from office if earlier removed. Directors need not be residents of the State of Alabama.

C. The Board of Directors of the corporation shall be appointed as set out in the bylaws of the corporation.

D. In addition to appointed Directors, the Board of Directors may appoint up to three (3) non-voting ex-officio members as set out in the bylaws, but shall include the President of the corporation. Ex-officio members of the Board of Directors shall not serve for fixed terms, but shall serve during the time that they hold their respective offices.

E. All members of the Board of Directors, with the exception of ex-officio members, shall have the right to vote as Directors on any question presented to the Board of Directors, when personally present at a meeting, or when participating by teleconference or other similar real time electronic means.

F. All members of the Board of Directors shall be not less than nineteen (19) years of age, but need not be a resident of the State of Alabama.

G. Any Director may be removed at any time, with or without cause, by a vote of not less than two-thirds (2/3) of the Board of Directors, determined by secret ballot vote. Such vote shall be held only at a special meeting of the Board of Directors called for such purpose.

ARTICLE SEVEN

One-third of the number of Directors then holding office as such (but not less than two) shall constitute a quorum for the transaction of business at a meeting of the Board of Directors, unless a larger fraction or percentage shall be provided in the bylaws.

ARTICLE EIGHT

The Board of Directors shall be authorized to establish such committees of the Directors as the Board shall deem appropriate. Each committee shall have such powers and duties as shall be delegated to it by the Board of Directors. The Board of Directors shall be further authorized to appoint a Chairman, Vice-Chairman, President, Secretary, Treasurer, and such other offices of the corporation as the Directors shall deem appropriate and as governed by the bylaws of the corporation. The President and the Secretary may be an employee of the corporation.

ARTICLE NINE

The bylaws of the corporation shall contain provisions for the regulation and management of the internal affairs of the corporation not inconsistent with these Articles or with the laws of the State of Alabama. The initial bylaws of the corporation shall be adopted by the Board of Directors. The bylaws of the corporation shall be subject to alteration, amendment or repeal and new bylaws may be adopted by the affirmative vote of a majority of the Directors.

ARTICLE TEN

The address of the initial registered office of the corporation is 25833 U.S. Highway 181, Daphne, Al 36526, and the name of its initial registered agent at such address is Patrick Collins.

ARTICLE ELEVEN

As partial inducement to the Directors and officers of the corporation to accept such positions, the corporation is and shall henceforth be obligated to indemnify and hold harmless all directors and officers of the corporation, whether or not their terms shall have expired, of and from any loss, expense, and liability or claimed liability of every kind whatsoever which may be asserted against them or which they may at any time pay or incur as a direct or indirect consequence of any actions taken or omitted or alleged to have been taken or omitted by the corporation, by other Directors or officers or by themselves as such Directors and officers, excepting only such as may be paid or incurred in relation to matters as to which they, respectively, shall be adjudged by action, suit or proceeding to be liable for negligence or misconduct in the performance of their duties for the corporation. Such indemnification shall be cumulative and not exclusive of any other rights to which the Directors or officers may be entitled under the laws, agreements, corporate actions or otherwise. The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, a trust or other organization, against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such.

ARTICLE TWELVE

In the event of the dissolution of the corporation and the discontinuance of its functions, the Board of Directors shall, after paying, or making provision for the payment of, all liabilities and obligations of the corporation, transfer, distribute and convey all of the assets of the corporation to such other organization or organizations as the Board of Directors shall determine, provided that any such organization or organizations shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or be a governmental unit referred to in Section 170(c)(1) of the Code, all such distributions to be in accordance with the applicable provisions of the Alabama Nonprofit Corporation Act. Any such assets not so disposed of shall be disposed of by a court of general jurisdiction for Baldwin County, Alabama, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated for charitable, educational, scientific or public purposes.

ARTICLE THIRTEEN

The name and address of the sole incorporator is Patrick Collins.

IN WITNESS WHEREOF, and in certification of which, the undersigned incorporator has executed this instrument on this 8th day of April, 2016.



Patrick Collins

Notice is given as required by Alabama law that this instrument was prepared by Patrick Collins, LLC, PO Box 3062, Daphne, Al 36526. (251)445-5849.

John H. Merrill
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, John H. Merrill, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

Samaritans Heart Ministries, Inc.

This name reservation is for the exclusive use of Patrick Collins LLC, PO Box 3062, Daphne, AL 36526 for a period of one year beginning January 11, 2016 and expiring January 11, 2017



RES711163

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

January 11, 2016

Date

A handwritten signature in cursive script that reads "John H. Merrill".

John H. Merrill

Secretary of State