

ARTICLES OF INCORPORATION  
OF  
SOUTHERN PUBLIC RELATIONS FEDERATION, INC.

We, the undersigned persons, being over the age of twenty-one years, desiring to form a non-profit corporation under Title 10, Section 10-3-20, et seq., Code of Alabama 1975, do hereby sign, verify and file these Articles of Incorporation:

ARTICLE I - NAME

Section 1. The name of the corporation is Southern Public Relations Federation, Inc.

ARTICLE II - DURATION

Section 1. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSES

Section 1. It shall be the purpose of this Corporation (a) to unite those engaged in the practice of public relations for the betterment of the profession; (b) to promote and seek to maintain high standards for public service and conduct; (c) to exchange ideas, experience and to collect and disseminate information of value to public relation practitioners and the public.

Section 2. The corporation is organized and shall be operated exclusively for educational, scientific and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE IV - MEMBERSHIP

Section 1. Any person who meets the qualifications set forth by the Articles of Incorporation and By-laws may become a member of this Corporation upon recommendations of a member in good standing, and upon election by the membership.

Section 2. Regular Members. Any person recommended by a member in good standing and elected by the membership in accordance with qualifications set forth in the By-laws of the corporation.

Section 3. Honorary Members. Any person who, by their unselfish devotion to furthering the interest of public relations, has contributed to the welfare of the industry to such an extent as to make this person's contribution outstanding and above the normal fulfillment of their professional duties and responsibilities, may be eligible for honorary membership. Honorary members shall be elected by the membership upon recommendation and approval by the Board of Directors.

Section 4. Charter Members. The term "Charter Members" shall be construed to mean those Volunteer Members who were accepted for membership before June 1, 1978.

ARTICLE V - REGISTERED OFFICE

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Section 1. 3737 Pine Forest Ave., Montgomery, Alabama, 36116, is designated the registered office of the Corporation.

Section 2. This Corporation may conduct its business both within and without the State of Alabama and may establish such other offices that may be necessary for the conduct of its business.

ARTICLE VI - CORPORATE PROPERTY

Section 1. This Corporation shall have no capital stock and shall not engage in business for profit, but shall be supported by gifts, bequests, benefits, contributions and fees. Membership in the Corporation and their rights shall be governed and controlled as provided in the Articles of Incorporation and By-laws of this Corporation.

Section 2. No part of the income or receipts of this Corporation shall ever inure to the benefits of or be distributed to any individual, member or members of this Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 settlements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII - REGISTERED AGENT

The initial agent is Charles McCay, 3737 Pine Forest, Montgomery, Alabama 36116.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the governing body of the Corporation and shall have power to make such regulations and take such actions, not inconsistent with the Articles of Incorporation and By-laws as, its judgment, may be necessary for the welfare of the Corporation. The decisions of the Board in all corporate matters shall be final, subject only to repeal by the Corporation.

Section 2. The Board of Directors shall consist of the President, Vice President/ Secretary and Treasurer. The immediate past president of the Corporation shall serve as ex-officio director. The provisions herein are minimum and the By-laws provide for additional elected directors.

Section 3. All directors shall be elected by the Regular Member class at the annual meeting of the Corporation.

ARTICLE IX - INITIAL DIRECTORS

The initial Board of Directors is composed of three (3) members, whose names and addresses are:

Roland Carson  
Suite 2426  
One American Place  
Baton Rouge, LA 70825

Danny Mitchell  
P. O. Box 2338  
Jackson, MI 39205

George B. Elliott  
P. O. Box 2662  
Birmingham, AL 35202

ARTICLE X - OFFICERS

Section 1. The officers of this Corporation shall be a President, a Vice President, Secretary and Treasurer, and shall be elected as provided in the By-laws. The Corporation may have such additional officers as shall be provided in the By-laws.

ARTICLE XI - AMENDMENT

Section 1. These Articles of Incorporation may be amended by a two-thirds vote of the voting members in attendance at any annual meeting or by approval of two-thirds of the voting members in a referendum vote called by a majority of the Board of Directors or by a petition signed by a majority of the voting members of this Corporation, provided that notice and a copy of any proposed amendment has been filed with the Vice President/Secretary at least thirty (30) days before any meeting to consider such action, and provided further that the Secretary has caused to be distributed to each member a copy of the proposed amendment at least fifteen (15) days before said meeting of the Corporation.

ARTICLE XII - POWERS

Section 1. This Corporation shall exercise and enjoy all of the rights, powers and privileges granted to corporations organized under the statutes of the State of Alabama named above.

ARTICLE XIII - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by any court of record with general equity jurisdiction in the county in which the registered 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.

Roland Carson  
Roland Carson

Danny Mitchell  
Danny Mitchell

George B. Elliott  
George B. Elliott

STATE OF ALA.  
MONTGOMERY CO.  
CERTIFY THIS INSTRUMENT  
WAS FILED ON

1981 AUG 19 12:04

CERTIFIED COPY

Thereby certify this document was filed in  
Montgomery County, Alabama on 8/19/81 in

Walter W. ...  
JUDGE OF PROBATE

Book CORP 123  
Page 913-915

Walter W. ...  
Judge of Probate

001.00 : - A  
010.00 : - A  
011.00 : - JL