

STATE OF ALABAMA

DOMESTIC NONPROFIT CORPORATION
CERTIFICATE OF FORMATION

County Division Code: AL040
Inst. # 2019120167 Pages: 1 of 4
I certify this instrument filed on
11/18/2019 11:50 AM Doc: NPINC
Alan L.King, Judge of Probate
Jefferson County, AL Rec: \$63.00

Clerk: SSTEPHENS

(For County Probate Office Use Only)

PURPOSE: In order to form a Nonprofit Corporation under Section 10A-1-3.05 and 10A-3-3.02 of the Code of Alabama 1975 this Certificate Of Formation and the appropriate filing fees must be filed with the Office of the Judge of Probate in the county where the corporation's initial registered office is located. The information required in this form is required by Title 10A.

INSTRUCTIONS: Mail one (1) signed original and two (2) copies of this completed form and the appropriate filing fees to the Office of the Judge of Probate in the county where the corporation's registered office is/will be located. Contact the Judge of Probate's Office to determine the county filing fees. Make a separate check or money order payable to the Secretary of State for the state filing fee of \$100.00 and the Judge of Probate's Office will transmit the fee along with a certified copy of the Certificate to the Office of the Secretary of State within 10 days after the Certificate is recorded. You may pay the Secretary of State fees by credit card if the county you are filing in will accept that method of payment (see attached). Your filing will not be indexed if the credit card does not authorize and will be removed from the index if the check is dishonored (\$30.00 fee).

This form must be typed or laser printed.

1. The name of the corporation: St. Andrew's Society of the Middle South
2. A copy of the Name Reservation certificate from the Office of the Secretary of State must be attached.
3. This nonprofit corporation (MUST check one):

has Members or has no Members

(For SOS Office Use Only)

This form was prepared by: (type name and full address)

William B. Hairston III
P.O. Box 131208
Birmingham, AL, 35213
(205) 919-1008

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

4. Street (No PO Boxes) address of principal office of the corporation: _____

3923 Shannon Lane, Mountain Brook AL, 35213-3623

Mailing address of principal office (if different from street address): _____

P.O. Box 131208, Birmingham, AL, 35213

5. The name of the Registered Agent: William B. Hairston III

6. Street (No PO Boxes) address of Registered Agent (if different from principal office address): _____

Mailing address of Registered Agent (if different from street address): _____

P.O. Box 131208, Birmingham, AL, 35213

7. Purpose for which corporation is formed: The purposes for which the Corporation is organized are educational

with reference to the history of Scotland and its traditions and promotion of Scottish culture and heritage; the purpose includes the transaction of any lawful business for which nonprofit corporations may be incorporated in Alabama under Title 10A, Chapter 3 of the Code of Alabama.

8. Period of duration shall be perpetual unless stated otherwise by an attached exhibit.

9. The name(s) of the Incorporator(s): William B. Hairston III

Street (No PO Boxes) address of Incorporator(s): 3923 Shannon Lane, Mountain Brook AL 35213-3623

_____ Mailing address of Incorporator(s) – (if

different from street address): P. O. Box 131208, Birmingham, AL, 35213

Attach a listing if more Incorporators need to be added (type "see attached" in the name line).

10. The number of Directors constituting the initial Board of Directors is three. The initial Directors names and addresses must be listed in this Certificate of Formation.

Director's Name: William B. Hairston III

Street (No PO Boxes) address of Director: 3923 Shannon Lane, Mountain Brook, AL, 35213

_____ Mailing address of Director(s) - (if different

from street address): P.O. Box 131208, Birmingham, AL, 35213

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Director's Name: Ben Hayley

Street (No PO Boxes) address of Director: 1300 27th Place S. Unit 51, Birmingham, AL, 35205

_____ Mailing address of Director(s) - (if different from street address): _____

Director's Name: Bart Crawford

Street (No PO Boxes) address of Director: 2101 1st Ave North, Birmingham, AL, 35203

_____ Mailing address of Director(s) - (if different from street address): _____

Attach listing if more Directors need to be added (type "see attached" in the name line for the first Director on this form).

11. Unless an attachment to this Certificate of Formation provides that a change in the number of directors shall be made only by amendment to the Certificate of Formation, a change in the number of directors made by amendment to the bylaws shall be controlling. In all other cases, whenever a provision of the Certificate of Formation is inconsistent with a bylaw, the provision of the Certificate of Formation shall be controlling.

Attached are any other provisions that are not inconsistent with law relating to organization, ownership, governance, business, or regulation of the internal affairs of the nonprofit corporation, including any provisions for distribution of assets on dissolution or final liquidation.

11 / 18 / 2019
Date (MM/DD/YYYY)


Signature as required by 10A-1-3.04

William B. Hairston III
Typed Name of Above Signature

Incorporator and Director
Typed Title/Capacity to Sign under 10A-1-3.04

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:

St. Andrew's Society of the Middle South

This name reservation is for the exclusive use of William B. Hairston III, P.O. Box 131208, Birmingham, AL 35213 for a period of one year beginning September 27, 2019 and expiring September 27, 2020



RES856349

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.

September 27, 2019

Date

J. H. Merrill

John H. Merrill

Secretary of State