

**AMGA ARTICLES OF INCORPORATION  
CONFORMED COPY WITH CHANGES  
APPROVED APRIL 28, 2006**

**INCORPORATION  
OF  
ALABAMA MASTER GARDENERS ASSOCIATION, INC.**

We, the undersigned, being of legal age and residents of the State of Alabama, desiring to form a non-profit corporation pursuant to the provisions of the provisions of the “Alabama Non-Profit Corporation Act”, Act No 578, Legislature of 1955 (Regular Session), do hereby adopt the following Articles of Incorporation and certify as follows:

**ARTICLE I  
NAME**

The name of the corporation shall be ALABAMA MASTER GARDENERS ASSOCIATION, INC.

**ARTICLE II  
DURATION**

The duration of the corporation shall be perpetual or until legally dissolved.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation was 25 Extension Hall, Auburn University, Alabama 36849-5630. The initial registered agent of the Corporation at such address was Dr. J. David Williams.

**ARTICLE IV  
PURPOSES AND POWERS**

The purposes of this Corporation are for educational, scientific, literary and charitable 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, or corresponding section of any future federal tax code, and:

- (a) To enhance and supplement the Alabama Cooperative Extension System Home Horticulture Program (Master Gardener Program).
- (b) To assist with the responsibility of performing special tasks and engaging in continuous activities related to the program.
- (c) To promote a wide dissemination to Alabama citizens and residents of information available as a result of study and experimentation completed at the Alabama Cooperative Extension System universities. Such information shall be in accordance with Alabama Cooperative Standards.
- (d) To cooperate and affiliate with other public and private organizations whose purposes are consistent with the purposes of this corporation, when such cooperation is beneficial to this corporation and not specifically prohibited by the statute.
- (e) To provide scholarships to college students in Alabama studying horticulture; and
- (f) For any other purpose.

The Powers of this corporation shall be:

- (a) To employ such personnel and acquire such services as may be necessary for and consistent with the purposes of this corporation.
- (b) To take, own, lease, or otherwise acquire real property and personal property or any interest therein, necessary for or convenient to its use and purposes.
- (c) To hold or transfer, assign, mortgage, pledge, sell, convey or otherwise deal with real and personal property necessary for or convenient to its use and purposes.
- (d) This corporation shall further have and exercise all the expressed and implied powers which may be necessary, convenient, or desirable in making effective its general purposes and powers as herein set forth and not unlawful or inconsistent with the provisions of the Alabama Non-Profit Corporation Act of 1955 (and any successor statutes including the Alabama Nonprofit Corporation Act (1984)).

#### ARTICLE V INTERNAL AFFAIRS

No part of the earnings of the corporation shall inure to the benefit of, or be distributed to its members, 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 Article IV 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 of or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

#### ARTICLE VI MEMBERSHIP

The membership of this corporation shall be composed of those individuals as delineated in the By-Laws of this corporation.

#### ARTICLE VII BOARD OF DIRECTORS

The Board of Directors shall consist of seven (7) elected members plus the President, the Vice President, the Secretary and the Treasurer. Of the seven elected Board members, three (3) are to be elected in 1992 for three-year terms, two (2) to be elected in 1992 for two-year terms, and two (2) to be elected in 1992 for one-year terms. Therefore, upon expiration of their terms, directors are to be elected each year for three-year terms. Directors shall be elected at the Annual Meeting of this corporation. No more than two members, excluding the association President and Vice President, from any one local association may be elected to the board. The names and addresses of the first Board of Directors are:

- M. Leonard Ellis, 82 Ty Place, Ohatchee, AL 36271, (3 yrs.)
- Steve Marcinko, 1927 Lee Road 65, Auburn, AL 36830 (1 yr.)
- Esther Marshall, 2051 Hummingbird Lane, Auburn, AL 36830 (2yrs.)
- Reg Teed, 7587 Bluff Ridge Road, Bessemer, AL 35023 (3 yrs.)

George Painter, 2930 Thompson, Circle, Huntsville, AL 35801 (1 yr)  
Richmond Stephens, 3623 Yellowhammer Drive, Birmingham, AL 35210 (2yrs.)  
Betty Welden, 1102 Amhurst Drive, Dothan, AL 36301 (2 Yrs.)

- (a) The Board of Directors shall convene upon fifteen (15) days written notice from the president, or by written request by a majority of the Board of Directors, at such time and place as shall be fixed in such call.
- (b) Upon thirty (30) days written notice, the Board of Directors shall call a membership meeting at least once a year, to be known as the Annual Meeting, and any special meetings as it may deem necessary at such time and place as the Board directs.
- (c) The Board of Directors shall make, adopt, establish, and enforce by-laws, rules and regulations contemplated by these articles of incorporation for the control and government of this corporation, its officers, agents and employees consistent with these articles and law.
- (d) The Board of Directors shall have full power to create such committees from among the membership as may be deemed expedient and shall prescribe their duties; this power may, however, be assumed by the president subject to the Board's approval.
- (e) The Board of Directors shall have the power to elect ex-officio members, which will serve for a period of one year. Ex-officio members shall not have a vote in the affairs of this corporation.
- (f) Elected of the Board of Directors members will be elected by a majority vote of the membership present or represented by proxy at a meeting at which a quorum is present. A list of nominees will be prepared by the nominating committee as set forth in the Bylaws of the corporation. Nominations shall also be accepted from the floor at the meeting or as a write-in nominee on the proxy statement.
- (g) Any member of the Board of Directors may be removed at any time and (without assigning any cause therefore, by the affirmative vote of a majority of the remaining Directors, as provided in the Bylaws, and written notification of such removal to such Director so removed, who shall, forthwith upon receipt of such notice, be considered as removed from the Board of Directors.
- (h) Any action required or permitted to be taken at any meeting of the Board of Directors or any Committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of such Committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or Committee. Any such written consent shall have the same effect as a resolution, duly resolved at a meeting of the Board or of such Committee.

#### ARTICLE VIII OFFICERS

The Officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The procedure for election and term of office for these officers shall be controlled by the By-Laws. These Officers shall perform the duties prescribed by parliamentary authority adopted by the corporation where not in conflict with these Articles or the By-Laws.

The names and addresses of the initial officers are:

President: Bill Carpenter, PO Box 2122, Opelika, AL 36801

Vice-President: Beverly Littleton, PO Box 1135, Huntsville, AL 35807

Secretary-Treasurer: Mary Lou McNabb, 2060 Dug Hill Road, Brownsboro, AL 35741

#### ARTICLE IX LIABILITY

There shall be no individual liability on the part of members, officers or directors for the private property of such members and officers shall be exempt from all liability for the debts and obligations of this corporation.

#### ARTICLE X MEETINGS

Annual Meetings. The annual meeting of this corporation shall be held at such date, time and place as may be fixed by the Board of Directors. Written notice thereof, stating the time and place of meeting shall be delivered to each member no less than thirty (30) days prior to the date of such meeting. In the event that any member is unable to attend, for any reason, he/she may participate and vote in any meeting with full powers and rights through his/her signed proxy statement.

Board Meetings. The Board of Directors shall meet as soon as practical after the annual meeting of this corporation. Special meetings of the Board of Directors shall be held at such time and on notice as the Board may determine. The Board of Directors shall prescribe a notice to be given for regular and special meetings of the Board, but attendance at any meeting shall constitute a waiver of notice.

Quorum. A simple majority of the duly elected Board of Directors shall constitute a quorum for the transaction of business by the Board of Directors.

#### ARTICLE XI FINANCE AND DISSOLUTION

Investment of Funds. Investment of the surplus funds of this corporation over and above the cash requirements of its operations may be made by the treasurer on its behalf and in its name in United States Treasury Bonds, certificates and notes. Other investments of surplus funds within the limitations of law may be authorized from time to time by the Board of Directors.

Dissolution. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 XII BY-LAWS

The By-Laws of this corporation shall contain provisions for the regulation and management of the affairs of this Corporation not inconsistent with the provisions of its Articles of Incorporation, the provisions of Section 501(c)(3) of the Internal Revenue Code, and the laws of the State of Alabama and the United States of America. The By-laws of this Corporation may be

amended, altered or repealed only by the vote of a majority of the members present at any duly called and held annual or special meeting of the members of the Corporation, provided that thirty(30) days notice is given with a copy of the proposed changes.

### ARTICLE XIII ARTICLES OF INCORPORATION

The articles of incorporation of this corporation may be amended in conformity with the provisions of the Code of Alabama in the following manner:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the members at a meeting thereof which may be either an annual or special meeting.
2. Written or printed notice setting forth the proposed amendment, or a summary of the changes to be effected thereby shall be given to each member at such meeting in the manner herein provided for giving notice of meetings of members.
3. The proposed amendment shall be submitted to the members at such meeting and shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting at which a quorum is present in person or by proxy.
4. Articles of Amendment shall be executed, filed, and recorded in the manner provided by law.

### ARTICLE XIV INCORPORATORS

The names and addresses of the incorporators are as follows:

Bill Carpenter, PO Box 2122, Opelika, AL 36801

M. Leonard Ellis, 82 Ty Place, Ohatchee, AL 36271

Beverly Littleton, PO Box 1135, Huntsville, AL 35807

Steve Marcinko, 1927 Lee Road 65, Auburn, AL 36830

Ester Marshall, 2051 Hummingbird Lane, Auburn, AL 36830

Mary Lou McNabb, 2060 Dug Hill Road, Brownsboro, AL 35741

George Painter, 2930 Thompson Circle, Huntsville, AL 35801

Richmond Stephens, 3263 Yellowhammer Dr. Birmingham, AL 35210

Reg Teed, 7587 Bluff Ridge Road, Bessemer, AL35023

Betty Weldon, 1102 Amhurst Drive, Dothan, AL 36301

The incorporators hereby certify as to the truth of the foregoing statements and they request that this certificate be accepted and filed by the probate Judge of Lee County, Alabama, and that the necessary certificate be provided by him to the Secretary of State and that all other things be done that the incorporation of this corporation be fully completed as provided by law.

LAST PAGE OF SIGNATURES WAS NOT INCLUDED. SEE ORIGINAL ARTICLES FOR THAT PAGE.

NOTE this conformed copy of the original articles and the changes is not a legal document, in that the legal document cannot be a conformed copy but must be in separate documents of the original Articles of Incorporation and the Articles of Amendment that are filed in the Probate Office.

