

STATE OF ALABAMA
MADISON COUNTY

OFFICE OF THE JUDGE OF PROBATE

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Madison Cnty Judge of Probate, AL
10/31/2006 10:46:20AM FILED/CERT

CERTIFICATE OF INCORPORATION

OF

Rison-Dallas Association, Inc.

I, the undersigned, Judge of Probate, Madison County, Alabama here certify that Articles of Incorporation for the incorporation of Rison-Dallas Association, Inc. duly signed pursuant to the provisions of the Code of Alabama, have been received in this office and found to conform to law and that the name of the corporation is now reserved with the Secretary of State of Alabama under reservation No. _____ dated _____.

ACCORDINGLY, the undersigned, as such Judge of Probate, and by virtue of the authority vested in me by law, hereby issue this Certificate of Incorporation of Rison-Dallas Association, Inc. _____ and attached hereto a certified copy of the Articles of Incorporation.

Dated October 31, 2006.

Johnny Ragland
Judge of Probate



STATE OF ALABAMA)
COUNTY OF MADISON)

ARTICLES OF INCORPORATION
OF
RISON-DALLAS ASSOCIATION, INC.

a not-for-profit corporation

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, incorporators, do hereby form a corporation (the "Corporation") under the Alabama Nonprofit Corporation Act (the "Act"), Section 10-3A- et. seq.; Code of Alabama 1975, and do declare:

ARTICLE I

Name: The name of the Corporation shall be **Rison-Dallas Association, INC., A NOT-FOR-PROFIT CORPORATION.**

ARTICLE II

Purposes: The purposes for which the Corporation is organized are:

(1) Said corporation is organized exclusively for historical, charitable and educational 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 the corresponding section of any future federal tax code.

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 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 (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III

Powers: As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers, in addition to the general powers provided by statute:

(1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objectives and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

(2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objectives and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(3) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

(4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its officers shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Code and the Regulations as they now exist or as they may hereafter be amended.

(5) The Corporation shall have the power to make payments for the purposes of the Corporation herein referred to out of either the principal or the income of the Corporation, and to accumulate income from the property in its possession as such, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in a denial to the Corporation of exemption under Section 501(c)(3) of the Code and the Regulations as they now exist or as they may hereafter be amended, or a denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

(6) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provisions of

this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Code and the Regulations as they now exist or as they may here after be amended and by an organization to which contributions are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

(7) To host annual reunions.

(8) To host a website to preserve the history of the Rison-Dallas Community.

ARTICLE IV

Duration: The duration of this Corporation shall be perpetual. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V

Members: The Corporation shall have members as accepted by the officers.

ARTICLE VI

Officers:

(1) The corporate powers shall be exercised by the officers, except as otherwise provided by the Act, by the Articles of Incorporation, or by Ground Rules hereafter adopted, and any amendments to the foregoing. The Corporation will not have directors, but the officers and committees shall conduct the business of the Corporation.

(2) The Corporation may, in its Ground Rules, confer powers upon its officers and committees in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE VII

Incorporators: The names and addresses of the Incorporators are as follows:

NAME

ADDRESS

HELEN ACUFF

JO ANNA GOWAN BURKETT

WILLIAM L. BURKETT

ARTICLE IX

Right to Amend Provisions in Articles: The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation and the Ground Rules, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Nonprofit Corporation Act; Section 10-3A-82, Code of Alabama 1975; provided, however, that the officers may amend the Ground Rules with the approval of two-thirds of the officers.

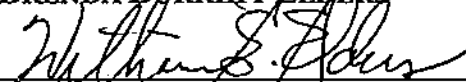
We, THE UNDERSIGNED, being the incorporators hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Nonprofit Corporation Act, have executed the foregoing Articles of Incorporation on this 1st day of October, 2006.


HELEN ACUFF


JO ANNA GOWAN BURKETT

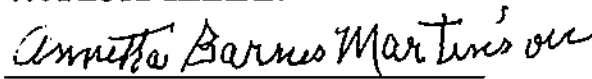

WILLIAM L. BURKETT


BRENDA BURKETT ELDERS


WILLIAM E. ELDERS


ANN SCHRIMSHER FRANKLIN


W. FLOYD HARDIN


ANNETTA BARNES MARTINSON


DOUGLAS C. MARTINSON


MAURINE ALVERSON SURRETT

Geraldine M. McGinnis Walker
GERALDINE MCGINNIS WALKER

Reek Wilson
REEK WILSON

Wanda Renegar Wilson
WANDA RENEGAR WILSON

THIS INSTRUMENT PREPARED BY:
DOUGLAS C. MARTINSON, ESQ. X
MARTINSON & BEASON, PC
115 NORTH SIDE SQUARE
HUNTSVILLE, ALABAMA 35801-4822
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**GROUND RULES TO GOVERN THE OFFICERS AND COMMITTEES OF THE RISON-DALLAS
ASSOCIATION, INC.**

(These Ground Rules were recently discovered; although undated, it is assumed that they were written in the mid-1970's; and are being revised in September 2006)

1. To hold its annual meeting the same date as the class reunion. The first Saturday of August of each year is reserved for the meetings, unless rescheduled by the Officers by January 30 of the year prior to the reunion. At each year's reunion, usually a graduating class will sponsor the next reunion. In the event no class volunteers to sponsor the reunion, the Association officers and committee members will sponsor that year's reunion.
2. To hold its officer's meetings at the discretion of the President of the association. There are usually three meetings of the officers and committees prior to the August reunion, i.e., May, June and July.
3. To limit the terms of office of the President and Vice-President to two consecutive years. However, a person may skip a term and then may be elected to serve two more terms. The secretary and treasurer are not subject to a limit on the term of their office. Election of the officers is held at the annual reunion in odd years.
4. To request, solicit and collect dues or contributions for the sole purpose of self-maintaining the running of the association. A fish bowl is available at the registration table and clear vases are available on each table for donations. No dues are collected
5. A meeting will be presided over by the president and in his/her absence the vice president. In the absence of both, the secretary will preside over the meeting. A treasurer's report will be given as part of the meeting to be made a part of the minutes. Minutes of a previous annual meeting will be read for approval. Copies of minutes will be maintained in the association's file for reference.
6. To notify all known members of the association of an upcoming reunion. This notification will be made by newspaper, TV, radio and by the mailing of reminders to the membership 30 days prior to each year's reunion.
7. To maintain a cabinet of members who are the chairpersons of the following committees:
 - a. Executive
 - b. Food and Preparation
 - c. Publicity
 - d. Meeting Place and Arrangements
 - e. Artifacts and History
 - f. Entertainment
 - g. Membership

The graduating class sponsoring the reunion and the officers will assist the committees.

The committee chairpersons will assist the sponsoring class if requested.

The fiscal year of the association is from October 1 of each year to September 30 of the following year.