

STATE OF ALABAMA)

COUNTY OF MADISON)

ARTICLES OF INCORPORATION

OF

PARROTS-R-4EVER AVIAN RESCUE AND SANCTUARY, INC.

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"), and do declare:

ARTICLE I

Name

The name of the Corporation shall be **PARROTS-R-4EVER AVIAN RESCUE AND SANCTUARY, INC.**

ARTICLE II

Purposes

The purposes for which the Corporation is organized are:

- (1) To provide rescue, shelter, sanctuary, rehabilitation, and adoption services for abused, neglected, abandoned, and/or unwanted exotic pet birds.
- (2) To provide temporary foster care services for exotic bird owners who are called to military duty that precludes them from caring for the bird(s) themselves.
- (3) To provide temporary foster care services for exotic bird owners who have lost their place of residence due to fire or natural disaster until suitable housing has been obtained.
- (4) To function as a resource for local government and private animal services organizations not having the facilities and skills necessary to meet the special needs of unwanted exotic birds.
- (5) To draw public attention to the plight of unwanted, abused, and neglected exotic birds through community education and outreach programs.

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(6) To provide community education via a corporate website, community outreach, public speakers, and informational booths/displays about the extreme demands of exotic bird ownership and care that have led to the current plight of so many unwanted birds.

(7) To advance the welfare of exotic birds, expand the avian knowledge of their caretakers, and encourage informed, responsible and humane aviculture.

(8) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

(9) No part of the net earnings of the Corporation shall inure to the benefit of any Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office. Under no circumstances shall the Corporation make loans to officers and Directors.

(10) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and the regulations issued thereunder (the "Regulations") as they now exist or as they may hereafter be amended; or by an organization to which contributions are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

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 Board of Directors 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.

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 no members.

ARTICLE VI

Directors

(1) The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by the Act, by the Articles of Incorporation, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of Directors of the Corporation shall be determined as set forth in the Bylaws of the Corporation; provided, however, that the number of Directors shall never be less than three (3). The Directors shall be elected for such manner as the Bylaws shall prescribe. Any member of the Board of Directors may be removed at any time and without assigning any cause therefor, by the affirmative vote of a majority of the remaining Directors, 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.

(2) The Corporation may, in its Bylaws, confer powers upon its Board of Directors 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:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM D. SPURLIN	5992 VINEMONT DRIVE HUNTSVILLE, ALABAMA 35806
VICKIE R. SPURLIN	5992 VINEMONT DRIVE HUNTSVILLE, ALABAMA 35806

ARTICLE VIII

Registered Office and Agent

The address of the initial registered office of the Corporation, which shall also constitute its principal office, is **5992 VINEMONT DRIVE, HUNTSVILLE, ALABAMA 35806**. The initial registered agent of the Corporation at such address shall be **WILLIAM D. SPURLIN**.

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 or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Nonprofit Corporation Act; provided, however, that the Board of Directors may amend the Bylaws with the approval of two-thirds of the members of the Board of Directors.

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 1 day of April, 2004.



WILLIAM D. SPURLIN



VICKIE R. SPURLIN

(INCORPORATORS)

THIS INSTRUMENT PREPARED BY

Douglas C. Martinson II
HUNTSVILLE, ALABAMA

STATE OF ALABAMA

COUNTY OF MADISON

I, Tommy Ragland, Judge of Probate in and for the County and State aforesaid, hereby certify that the within and foregoing is a true, correct and complete copy of Articles of Incorporation for

Parrots-R-4Ever Avian Rescue and Sanctuary Inc.

as same appears of record in my office.

Given under my hand and seal of office this 1st day of April, 2004.

Tommy Ragland

Judge of Probate



STATE OF ALABAMA
MADISON COUNTY

OFFICE OF THE JUDGE OF PROBATE

CERTIFICATE OF INCORPORATION

OF

Parrots-R-4Ever Avian Rescue and Sanctuary, Inc

I, the undersigned, Judge of Probate, Madison County, Alabama here certify that Articles of Incorporation for the incorporation of Parrots R-4Ever Avian Rescue and Sanctuary 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 April 1, 2004.

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 Parrots-R-4Ever Avian Rescue and Sanctuary, Inc and attached hereto a certified copy of the Articles of Incorporation.

Dated April 1, 2004.

Johnny Reelord
Judge of Probate