

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE SOUTH ALABAMA BOTANICAL AND HORTICULTURAL SOCIETY

WHEREAS, The South Alabama Botanical and Horticultural Society is a non-profit corporation created under Alabama law; and

WHEREAS, the corporation does business as the Mobile Botanical Gardens whose members meet annually; and

WHEREAS, the affairs of the corporation are managed by a Board of Directors; and

WHEREAS, the Board of Directors and members of the corporation have approved certain amendments to the Articles of Incorporation as set forth below;

NOW THEREFORE, the Articles of Incorporation of The South Alabama Botanical and Horticultural Society are amended and restated as follows:

ARTICLE I

The name of the corporation is The South Alabama Botanical and Horticultural Society, doing business as the Mobile Botanical Gardens.

ARTICLE II

The corporation is organized and exists pursuant to the provisions of the Alabama Non-Profit Corporation Code (§ 10A-3-1.01 through § 10A-3-8.02, Code of Alabama).

ARTICLE III

The existence of the corporation shall be perpetual.

ARTICLE IV

The purpose of the corporation shall be to promote, carry on, conserve, aid and stimulate in every way possible, the appreciation, study, development, improvement, preservation and reestablishment of native and cultivated plants of all kinds, and to make available information on

development of plants by means of herbariums, exhibitions, lectures, publications or any other possible means; to establish and enlist support for a Botanical Garden; to receive gifts, bequests, grants, and memorials to further the purposes of the corporation; and to carry on such customary activities of a Botanical and Horticultural Society.

ARTICLE V

Membership in the Mobile Botanical Gardens is open to any person who submits a membership application and timely payment of dues at the rate established by the Board of Directors. Such persons shall be deemed "members in good standing" regardless of race, sex, nationality, religion or interest level.

ARTICLE VI

The registered meeting place of the corporation shall be located at 5151 Museum Drive, Mobile, Alabama 36608. The registered agent at that address shall be Bill Finch.

ARTICLE VII

The affairs of the corporation shall be managed by the Board of Directors. The Board of Directors of the corporation shall consist of not less than 15 nor more than 30 members elected from the membership as prescribed in the corporation's By-Laws. The control of the activities of the corporation shall be vested in the members thereof, and the Directors shall have only such authority as is expressly delegated to them by the members of the corporation. Included within the authority retained by the membership of the corporation shall be the power to enact, alter, amend or repeal the By-Laws.

ARTICLE VIII

The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the corporation and no part of its net earnings shall inure to the benefit of any officer or director of the corporation or other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, or 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 consist of carrying on propaganda or otherwise attempting to influence legislation, and it shall not participate in any manner in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purposes.

ARTICLE IX

Notwithstanding any other provisions of these Articles of Incorporation, 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 the United States and the regulations of the Treasury Department as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

The corporation shall have all of the rights and powers customary or proper for charitable corporations, as well as those herein specifically set forth. It may receive donations and agree upon the conditions thereof with donors within the purposes stated in these articles. It may from time to time invest the funds of the corporation in such property, real, personal, tangible and intangible, as the officers and directors may in their discretion determine. It may buy, own, hold, manage, lease and sell, real and personal property, stocks, bonds, evidences of indebtedness, other choses in action and undivided interests in any of the foregoing irrespective of whether such investments may be legal investments for trust funds under the laws of Alabama. It may purchase and sell as provided in these Articles at either public or private sale, without order of any court or other authority. It may act through and by agents, and it may act as agent for others. It may act as trustee for gifts and trusts for purposes included within these articles.

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, or the equivalent provisions thereof, and the regulations thereunder, as they may then exist, with the specific organizations to which such funds are distributed to be determined, within the limitations herein provided, by the Board of Directors of the corporation. Should the Board of Directors fail to act in the manner herein provided within a reasonable time after the dissolution of the corporation, the Superintendent of Parks & Recreation of the City of Mobile shall make such distributions as herein provided upon the application of one or more persons having a real interest in the corporation or its assets.

A quorum being present, this amendment was adopted at by vote of at least two-thirds of the Membership on September 18, 2012, with such amendment to become effective on this date.

IN WITNESS WHEREOF, the undersigned have set their hand and seal this 16th day of October, 2012.

THE SOUTH ALABAMA BOTANICAL AND HORTICULTURAL SOCIETY



JUDY STOUT, PRESIDENT

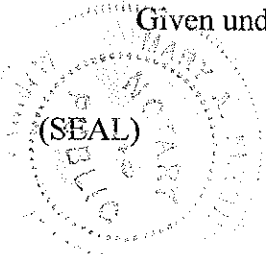


JANICE SETZLER, SECRETARY

STATE OF ALABAMA)
COUNTY OF MOBILE)

I, the undersigned Notary Public in and for the said county in the said State, hereby certify that JUDY STOUT, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and official notarial seal this 11th day of October, 2012.

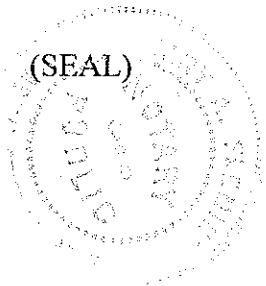


Mary A. Fleury
NOTARY PUBLIC
My Commission Expires: **NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Apr 5, 2014
BONDED THRU NOTARY PUBLIC UNDERWRITERS**

STATE OF ALABAMA)
COUNTY OF MOBILE)

I, the undersigned Notary Public in and for the said county in the said State, hereby certify that JANICE SETZLER, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he/she executed the same voluntarily on the day the same bears date.

Given under my hand and official notarial seal this 11th day of October, 2012.



Mary A. Fleury
NOTARY PUBLIC
My Commission Expires: **NOTARY PUBLIC STATE OF ALABAMA AT LARGE
MY COMMISSION EXPIRES: Apr 5, 2014
BONDED THRU NOTARY PUBLIC UNDERWRITERS**

THIS INSTRUMENT PREPARED BY:

Forrest S. Latta, Esq.
BURR & FORMAN LLP
Post Office Box 2287
Mobile, Alabama 36652
Telephone: (251) 344-5151

State of Alabama-Mobile County
I certify this instrument was filed on:
October 29, 2012 @ 4:07:40 PM
RECORDING FEE \$50.00
S.R. FEE \$2.00
RECORDING FEES \$1.00
TOTAL AMOUNT \$53.00

2012062458
Don Davis, Judge of Probate

STATE OF ALABAMA
PROBATE COURT OF MOBILE COUNTY
Incorporation/Amendment/Dissolution Certificate

I, **Don Davis**, as Probate Judge in and for Mobile County, Alabama, do hereby certify that the forgoing Articles, duly signed and verified pursuant to the provisions of Alabama Statute, have been received and recorded in this office and are found to comply with law in such matters. Accordingly, the undersigned Probate Judge, by the authority so vested, hereby issues this Certificate.

Given under My Hand and Official Seal of the Probate Court of Mobile County, Alabama This *Monday, October 29, 2012*



Don Davis, Probate Judge
Mobile County, Alabama

Recorded at Book: 6950
Page: 524
Clerk: PCML03

