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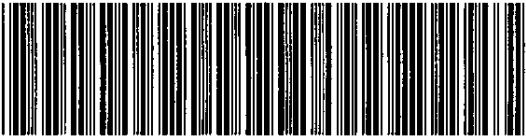
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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The William G. Thames Charitable Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Carolyn P. Jett, Paralegal
Name (Printed or typed)

2311 Highland Avenue South, Suite 500
Address

Birmingham, AL 35205
City, State & Zip

205-930-5283
Daytime Telephone number

cjett@sirate.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME
The name of the corporation shall be: The William G. Thames Charitable Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address: 2314 Rosemont Circle
Montgomery, AL 36106

Mailing address, if different is: _____

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: _____

The purpose for which the Corporation is organized is 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 religious, charitable, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code as it now exists or as it may hereafter be amended (the "Code") and the Treasury Regulations as they now exist or may hereafter be amended (the "Regulations").

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: _____

The method of election of directors shall be stated in the bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title:	<u>William G. Thames, President/ Director</u>	Name and Title:	<u>Lilly Pelzer Thames Lerner, Treasurer/ Director</u>
Address	<u>2314 Rosemont Circle</u> <u>Montgomery, AL 36106</u>	Address:	<u>c/o William G. Thames</u> <u>2314 Rosemont Circle</u> <u>Montgomery, AL 36106</u>

Name and Title:	<u>William G. Thames, Jr., Vice President/ Director</u>	Name and Title:	_____
Address	<u>c/o Arbor Properties, Inc.</u> <u>4910 North Monroe Street</u> <u>Tallahassee, FL 32303</u>	Address:	_____ _____ _____

Name and Title:	<u>Emily Irene Gardner, Secretary/ Director</u>	Name and Title:	_____
Address	<u>c/o William G. Thames</u> <u>2314 Rosemont Circle</u> <u>Montgomery, AL 36106</u>	Address:	_____ _____ _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
15 JUL 15 AM 11:33

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: William G. Thames, Jr.

Address: c/o Arbor Properties, Inc., 4910 North Monroe
Tallahassee, FL 32303

*incorporator's
signature on
next page*

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: William G. Thames

Address: 2314 Rosemont Circle

Montgomery, AL 36106

Additional pr. _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

William G. Thames, Jr. *W.G. Thames, Jr.*
Required Signature of Registered Agent

7/13/2015
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

William G. Thames Required Signature of Incorporator

Date

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: William G. Thames, Jr.

Address: c/o Arbor Properties, Inc., 4910 North Monroe Street
Tallahassee, FL 32303

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: William G. Thames

Address: 2314 Rosemont Circle
Montgomery, AL 36106

Additional provisions attached - Exhibit A

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

William G. Thames, Jr.

Required Signature of Registered Agent

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


William G. Thames Required Signature of Incorporator

7/13/2015
Date

The William G. Thames Charitable Foundation, Inc.
Attachment to Articles of Incorporation

EXHIBIT A

ARTICLE I
PURPOSES

Section 1. Purpose. The purpose for which the Corporation is organized is 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 religious, charitable, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code as it now exists or as it may hereafter be amended (the "Code") and the Treasury Regulations as they now exist or may hereafter be amended (the "Regulations").

Section 2. Restrictions. 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 (or in opposition to) any candidate for public office. Under no circumstances shall the Corporation make loans to officers or members of its Board of Directors.

Section 3. Exempt Purposes Only. 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 § 501(c)(3) of the Code and its Regulations, or by an organization to which contributions are deductible under § 170(c)(2) of the Code and Regulations.

Section 4. Dissolution. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as set forth in Article III of this Attachment.

ARTICLE II
POWERS

Section 1. General and Specific 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:

(a) 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 objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

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

(c) 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

The William G. Thames Charitable Foundation, Inc.
Attachment to Articles of Incorporation

or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

(d) 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 § 501 of the Code and Regulations.

(e) 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 § 501(c)(3) of the Code and its Regulations, 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.

(f) 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 these Articles, 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 § 501(c)(3) of the Code and its Regulations and by an organization to which contributions are deductible under § 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

Section 2. Restrictions.

(a) The income of the Corporation for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to tax under § 4942 of the Code and any Regulations issued thereunder.

(b) As long as the Corporation is a private foundation within the meaning of § 509 of the Code, the Corporation shall be prohibited from:

(1) engaging in any act of self-dealing (as defined in § 4941(d) of the Code);

(2) retaining any excess business holdings (as defined in § 4943 (c) of the Code);

(3) making any investments in any amount in such a manner as to jeopardize the carrying out of any of its exempt purposes and subject the Corporation to tax under § 4944 of the Code; and

(4) making any taxable expenditures (as defined in § 4945(d) of the Code).

**The William G. Thames Charitable Foundation, Inc.
Attachment to Articles of Incorporation**

ARTICLE III
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 religious, charitable, scientific, literary or educational organizations that would then qualify under the provisions of § 501(c)(3) of the Code and its Regulations.

ARTICLE IV
MEMBERS

The Corporation shall have no members.

ARTICLE V
DIRECTORS

Section 1. Powers. The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by the Articles of Incorporation, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of Directors of the Corporation shall never be less than three (3) and shall be elected for such term and in 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, 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.

Section 2. Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of 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 force and effect as a resolution, duly resolved at a meeting of the Board or of such committee.

Section 3. Amendment of Bylaws. In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the Bylaws of this Corporation.

Section 4. Additional Powers. 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.