

**ARTICLES OF INCORPORATION
OF
Help 2 Others Foundation
(H₂O Foundation)**

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Alabama, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is: Help 2 Others Foundation (H₂O Foundation)

ARTICLE TWO

The Corporation shall have perpetual existence.

ARTICLE THREE

The objects and purposes for which the corporation is organized are:

(a) To provide financial and service assistance to the needy residents of the Greater Birmingham Metropolitan Statistical Area that cannot afford to pay their water and sewer bill or to pay to have leaky plumbing or faulty plumbing repaired.

(b) To prepare or review plans, make recommendations and aid, through gifts and other contributions of services or property, to assist needy residents of the Greater Birmingham Metropolitan Statistical Area that cannot afford to pay their water and sewer bill or to pay to have leaky plumbing or faulty plumbing repaired.

(c) To conduct meetings and lectures, to publish and distribute bulletins, newsletters and periodicals, and to engage in all forms of educational activities concerning issues involving water industry related issues, including, but not limited to, water conservation.

(d) To acquire, by purchase, lease, gift or otherwise, real or personal property of any kind to use in the advancement or promotion in any way of the purposes of this corporation.

(e) To make gifts and other donations of services or property to the needy residents of the Greater Birmingham Metropolitan Statistical Area that cannot afford to pay their water and sewer bill or to pay to have leaky plumbing or faulty plumbing repaired or others in furtherance of the objects and purposes of this corporation.

(f) To engage in such other charitable, educational or scientific activities consistent with the foregoing purposes or necessary or appropriate for carrying out the same.

ARTICLE FOUR

In furtherance of all of the objects and purposes stated in Article Three and without in any way limiting the same, this corporation shall have all powers that now or hereafter may be granted to non-profit corporations by the Alabama Non-Profit Corporation Act as it now exists or hereafter may be amended or that now or hereafter may be conferred on such corporations generally under the laws of the State of Alabama and, without limiting the generality of the foregoing, shall have the following powers (all of which shall constitute objects and purposes of this corporation):

(a) To solicit grants, gifts, bequests and devises of money and other property, to accept the same either without restriction or condition or subject to such terms, restrictions, conditions or trusts as may be provided in such gift, bequest or devise, and to administer and comply with any such terms, restrictions, conditions or trusts; provided, however, this corporation shall be empowered to decline to accept any gift, bequest or devise.

(b) To receive and maintain a fund or funds to finance the operations of this corporation and to administer and apply the income and principal thereof to promote the objects and purposes of this corporation.

(c) To acquire by purchase, option, lease, construction, gift or otherwise, to hold, own, use, operate, equip, improve, lease, mortgage or pledge, to sell, grant options to purchase, exchange, convey, donate or otherwise dispose of, and to deal in and with real and personal property and chattels of all kinds and description and any interests therein, wherever situated, and buildings, fixtures and improvements of all kinds and description and any interests therein, wherever situated and whether located on property of this corporation or on the property of others.

(d) To acquire by purchase, subscription, gift or otherwise, hold, own, sell assign, transfer, exchange, mortgage, pledge or otherwise dispose of shares of stock, bonds, debentures, notes, scrip or other securities or evidences of indebtedness of other corporations or entities, whether for profit or not for profit, or options, rights or warrants to purchase any thereof, and, while the owner thereof, to exercise all of the rights (including all rights to vote) and all of the privileges and powers of ownership thereof to the same extent as a natural person.

(e) To borrow and lend money (other than loans to its directors or officers), retain any property, investments or securities received by it, and invest and reinvest its funds, without security or upon the giving or receipt of such security as the board of directors of this corporation may deem advisable by way of mortgage, pledge, transfer, assignment or otherwise of real or personal property of every kind and description, or by way of guaranty, or otherwise, and, as to such property, investments or securities so retained or such investments or reinvestments made, regardless of whether the same may then or thereafter be producing income or may then or

thereafter be authorized or deemed proper for the investment of trust funds under the Constitution and Laws of the State of Alabama or the United States.

(f) To enter into, make and perform contracts of every kind for any lawful purpose, and to employ any one or more banks, trust companies or other agents and delegate to them the custody, management, investment and reinvestment of its funds and such other functions of this corporation on such terms including compensation as the board of directors of the Corporation deems proper and advisable.

(g) To join, through any legal arrangements, with any one or more persons, partnerships, corporations, associations, governmental units or agencies, or any other bodies to carry out any of the objects and purposes of this corporation.

(h) To do and perform all other acts and things that may be incidental to or come legitimately within the scope of any and all of the foregoing objects, purposes and powers or that may be necessary or appropriate for the carrying out and accomplishment of any and all thereof.

Except as expressly stated herein, the foregoing enumeration of specific objects, purposes and power of this corporation shall not be held to limit or restrict in any manner its powers otherwise conferred by law.

ARTICLE FIVE

(a) Except as to effectuate the objects and purposes stated in Article Three, this corporation is organized and shall be operated exclusively to receive contributions of real, personal or other property, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the assets of this corporation or the income therefrom exclusively for charitable, religious, scientific, literary, or educational purposes, or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

(b) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to any officer or director or any other private individual (except that reasonable compensation may be paid for services rendered to or for this corporation), and no officer or director or any private individual shall be entitled to share in the distribution of any of this corporation assets on dissolution of this corporation. No part of the activities of this corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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.

(c) Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (i) an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be

amended, or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

(d) Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation exclusively to one or more charitable, educational or scientific organizations or institutions operating in the State of Alabama that at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, or to one or more municipal corporations or political subdivisions of the State of Alabama for charitable, educational or scientific purposes as the Board of Directors shall determine. Any corporate assets not so disposed of shall be transferred exclusively to such organizations by determination of the Circuit Court of the county in which the principal office of the Corporation is then located.

ARTICLE SIX

The corporation shall have one or more classes of members, all of whom shall have voting powers. The classes, qualifications, rights and voting powers of the membership shall be specified in the by-laws of this corporation.

ARTICLE SEVEN

The address of the initial registered office of this corporation is 2101 6th Avenue North, Suite 700, Birmingham, Alabama 35203. The name of the initial registered agent of the corporation at such address is K. mark Parnell.

ARTICLE EIGHT

The affairs of this corporation shall be managed by a Board of Directors, the number of which shall be set forth in the by-laws of this corporation but shall not be less than 3 nor more than 15 persons. The number of persons constituting the initial Board of Directors shall be as set forth in these Articles of Incorporation, but the number of Directors may be increased or decreased from time to time as provided in the by-laws of this corporation.

Except for ex-officio Directors and except for Directors elected to fill vacancies on the Board (whether caused by an increase in the membership of the board or otherwise), who shall be elected by the remaining Directors, the Directors of this corporation shall be elected by those members of this corporation present in person or by proxy at an annual meeting of said members or at a special meeting held in lieu thereof (and not by a mail vote taken of said members). All Directors elected by the membership shall serve for terms of three years, and their terms of office as well as those of Directors elected to fill vacancies on the Board of Directors shall be staggered so that approximately one-third shall be elected each year. One-third of the number of Directors of this corporation as may at the time be set forth in the by-laws of this corporation shall constitute a quorum for the transaction of business; but in the absence of a quorum, the Directors

present, by majority vote and without notice other than by announcement, may adjourn a meeting from time to time until a quorum shall attend.

The Board of Directors, by resolution adopted by a majority of the Directors then in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution or in the by-laws of this corporation, shall have and exercise the authority of the Board of Directors in the management of this corporation.

The officers of this corporation shall be elected by its Board of Directors at such time, in such manner and for such terms not exceeding three years as may be prescribed in the by-laws of this corporation.

ARTICLE NINE

The initial Board of Directors shall consist of six (6) persons. The names and addresses of the people who shall serve as Directors until the first annual meeting of the Directors or until the successor or successors to each Director is elected and qualified are:

Michael O. Vann
3600 First Ave N
Birmingham, AL 35222

Connie Harris
3499 Independence Drive
Birmingham, AL 35209

Cathy Crenshaw
820 Shades Creek Pkwy Ste 2300
Birmingham, AL 35209

Chris Bazuaye
1109 22nd Street South
Birmingham, AL 35205

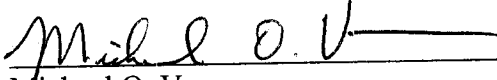
Melvin Staples
3600 First Ave N
Birmingham, AL 35222

Norm Davis
National Bank of Commerce
1927 First Avenue North
P.O. Box 10686
Birmingham, AL 35202


ARTICLE TEN

The address of the incorporator of the corporation is 3600 First Avenue North, Birmingham, Alabama 35283. The name of the incorporator is Michael O. Vann.

THE UNDERSIGNED, has subscribed his name this 2nd day of March, 2004.



Michael O. Vann
Incorporator

State of Alabama - Jefferson County
I certify this instrument filed on:
2004 MAR 15 P.M. 15:49
Recorded and \$ _____ Mtg. Tax
and \$ _____ Deed Tax and Fee Amt.
\$ 26.00 Total \$ 26.00
MICHAEL F. BOLIN, Judge of Probate

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