

STATE OF ALABAMA

MADISON COUNTY

ARTICLES OF INCORPORATION

OF

ALABAMA ASSOCIATION OF FOREIGN LANGUAGE TEACHERS

Pursuant to the provisions of the Alabama Non-Profit Corporation Act, the undersigned hereby sets forth and adopts the following Articles of Incorporation.

Article I - Name

The name of the non-profit corporation shall be Alabama Association of Foreign Language Teachers (hereinafter the Corporation).

Article II - Duration

The period of duration of the Corporation shall be perpetual.

Article III - Purposes and Powers

This Corporation is organized exclusively for charitable, religious, educational, and scientific 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 corresponding section of any future federal tax code. The Corporation shall have all powers now conferred or which may be conferred upon a non-profit corporation under the laws of the State of Alabama which are not in conflict with the terms of these Articles.

Article IV - Membership

The Corporation shall have members, with rights and duties as conferred in the Corporation's Bylaws.

Article V - Incorporator

The name and address of the incorporator is as follows:

Name
Linda Paragone

Address:
1209 Chesterfield Rd.
Huntsville, AL 35803

Article VI - Officers

The officers of the Corporation shall consist of a President, First Vice President, Second Vice President, Recording Secretary, a Corresponding Secretary and Treasurer, any two (2) or more of which may be held by one (1) person, except that the President shall not be the Recording Secretary or Corresponding Secretary. Each said officer shall be elected or appointed at such time and in such manner and for such term and shall have the powers and duties as may be prescribed in the Bylaws.

Article VII - Directors

The initial directors of the Corporation with their respective addresses are as follows:

Director #1: Kelly Elmore
3428 Tanglewood Dr. S.W.
Decatur, AL 35603

Director #2: Dr. Pamela Long

P.O. Box 244023
Montgomery, AL 36124-4023

Director #3: Adam Martin
405 S. Dean Rd.
Auburn, AL 36830

Director #4: Dr. Krista Chambless
909 Princeton Place
Northport, AL 35473

Director #5: Dr. Andrew Seeger
P.O. Box 244023
Montgomery, AL 36124-4023

Director #6: Beth Walker
3748 Edgebrook St.
Northport, AL 35475

Article VIII - Registered Office and Agent

The registered office of the Corporation shall be 1209 Chesterfield Rd.,
Huntsville, AL 35803. The registered agent of the Corporation shall be Linda Paragone.

Article IX - Bylaws

The Corporation as hereinabove provided shall have the power to adopt Bylaws for the regulation of its internal affairs and for all other purposes not inconsistent with the constitution and laws of the State of Alabama and with these Articles of Incorporation.

Article X - Indemnification

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with an proceeding or any

settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer at the time such expense are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors= and officers' liability insurance providing coverage to the officers and directors of the Corporation at the expense of the Corporation.

Article XI - Amendment

Amendments to the Articles of Incorporation shall be made in the following manner: The board of directors may adopt amendments to the Articles of Incorporation by majority vote.

Article XII - Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Article XIII - Other Provisions

No substantial part of the activities of this Corporation shall consist of carrying on 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.

No part of the net earnings of this 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 the purpose clause hereof.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (2) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or any future federal tax code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this the ____ day of _____, 200__.

INCORPORATOR:

Linda Paragone

Affirmed to and subscribed before me on this the ____ day of _____,
200__.

Notary Public

My Commission Expires:

PROPOSED