

Date of this notice: 05-09-2019

Employer Identification Number:
83-4705067

Form: SS-4

Number of this notice: CP 575 E

BUILDING A BETTER ETOWAH COUNTY
% HEATHER BROTHERS NEW
ONE COMMERCE SQUARE
GADSDEN, AL 35901

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 83-4705067. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear-off stub and return it to us.

When you submitted your application for an EIN, you checked the box indicating you are a non-profit organization. Assigning an EIN does not grant tax-exempt status to non-profit organizations. Publication 557, Tax-Exempt Status for Your Organization, has details on the application process, as well as information on returns you may need to file. To apply for recognition of tax-exempt status under Internal Revenue Code Section 501(c)(3), organizations must complete a Form 1023-series application for recognition. All other entities should file Form 1024 if they want to request recognition under Section 501(a).

Nearly all organizations claiming tax-exempt status must file a Form 990-series annual information return (Form 990, 990-EZ, or 990-PF) or notice (Form 990-N) beginning with the year they legally form, even if they have not yet applied for or received recognition of tax-exempt status.

Unless a filing exception applies to you (search www.irs.gov for Annual Exempt Organization Return: Who Must File), you will lose your tax-exempt status if you fail to file a required return or notice for three consecutive years. We start calculating this three-year period from the tax year we assigned the EIN to you. If that first tax year isn't a full twelve months, you're still responsible for submitting a return for that year. If you didn't legally form in the same tax year in which you obtained your EIN, contact us at the phone number or address listed at the top of this letter.

For the most current information on your filing requirements and other important information, visit www.irs.gov/charities.

John H. Merrill
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, John H. Merrill, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

BUILDING A BETTER ETOWAH COUNTY

This name reservation is for the exclusive use of HEATHER BROTHERS NEW,
ONE COMMERCE SQUARE, GADSDEN, AL 35901 for a period of one year
beginning April 29, 2019 and expiring April 29, 2020



RES838217

**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

April 29, 2019

Date

A handwritten signature in cursive script that reads "J. H. Merrill".

John H. Merrill

Secretary of State

State of Alabama, Etowah County
I certify this instrument was filed
and taxes collected on:

(Do not write above this line. For County and State use.) - 1 9:00AM

Instrument Number 3483323 Pages 7
-----CORPORATION-----
NOTARIAL FEE 3.00 SCAN FEE 5.00
RENTAL FEE 2.00 CHARTER/J 50.00
PROBATE J 3.00
Total Fees ----- 63.00
Scott W Hassell Judge of Probate

**ARTICLES OF INCORPORATION AND
CERTIFICATE OF FORMATION**

OF

Building a Better Etowah County

Pursuant to the provisions of the Alabama Business and Nonprofit Entities Code, Alabama Code 1975, 10A-3-1.01 et seq., the following Articles of Incorporation are hereby adopted as follows:

ARTICLE I
NAME

The name of this corporation is **Building a Better Etowah County**.

ARTICLE II
PURPOSE

The purposes for which this corporation is formed are:

(A) This corporation is organized exclusively for charitable, religious, educational, literary, and scientific purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), and for nonprofit purposes, within the meaning of Ala. Code 1975, 10-3A-1 et seq. In furtherance of such purposes, the corporation is organized and will be operated primarily to conduct educational programs, provide educational resources and facilitate collaboration among new and existing businesses and organizations in an effort to build leadership and community capacity in cities and regions throughout Etowah County. The corporation will also support and foster broad community and charitable programs that advance community betterment indicatives.

(B) The general purpose of the corporation is for furthering the advancement of the corporation.

(C) Subject always to the exempt purposes of this corporation, the specific objects and purposes of the corporation hereby incorporated and the powers which it may exercise are as follows:

(i) To encourage, solicit, receive and administer gifts, bequests, donations, and benefactions, by deed, will or otherwise, for the advancement of the company, and its tax exempt subsidiaries and affiliates, together with any successor corporations, in furtherance of its charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), and to supply and provide an instrumentality for securing greater continuity and uniformity in the control, management and distribution of such gifts, bequests, donations and benefactions, and in furthering the objectives of the company.

(ii) To take, receive, own, hold, administer, distribute and dispose of property, gifts or donations of all kinds, whether owned by it or others, whether real, personal or mixed, acquired by gift, bequest, devise or otherwise, for the advancement, promotion, extension or maintenance of such causes and objects, or any of them, and, in addition thereto, and not in limitation thereof, the foregoing purposes and powers, the corporation may acquire, take, receive, own, hold, administer, distribute and dispose of gifts or donations of property, real, personal or mixed, designated by the givers or donors for causes as objects herein mentioned, now or at any time hereafter, fostered by the company, or affiliates in its joint or several enterprises and undertakings.

(iii) To acquire by lease, option, purchase, give, grant devise or conveyance, or otherwise to hold, enjoy, possess, rent, lease and sell real property or any interest therein as may be deemed to the interest of the corporation.

(iv) To acquire by option, purchase, gift, grant, bequest and transfer, or otherwise to hold, enjoy, possess and pledge its security, sell, lease, transfer or in any manner dispose of personal property or any class or description whatsoever; to retain any property, investments or securities originally received by the corporation or thereafter acquired by it, so long as the directors of the corporation shall consider the retention thereof desirable; to invest any and all funds coming into the hands of the corporation, on any account whatsoever, in such property, investments or securities as the directors deem advisable, however doubtful, hazardous or limited the description or nature of any property, investments or securities so retained may be, whether or not the same may be currently producing incomes and whether or not the same are, or may be, such as are authorized or deemed proper for investment of trust funds

under the Constitution or the laws of the State of Alabama or of the United States; to convey real property owned by the corporation into personal property and personal property into real property; to improve or cause or permit real property to be improved and to abandon any property which the directors of the corporation deem to be without substantial value, to manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trusts or associations, at any time acquired in any way by this corporation, and with respect to the same to concur in any plan, scheme or arrangement of or the consolidation, merger, conversion, recapitalization, reorganization or dissolution or the lease or other disposition of the properties of any such corporation, trusts or associations, the securities of which are held by this corporation, and as owner thereof to vote, or give or grant proxy or proxies to vote, any security of any corporation, trusts or associations held by this corporation at any meeting of the holders of the same class of security of the issuing entity, and generally, in all respects to exercise all of the rights of ownership therein.

(v) To borrow money to be used by it in payment of property bought by it, and for erecting buildings, making improvements and for other purposes germane to the objects of its creation, and to secure the repayment of the money thus borrowed by mortgage, pledge or deed of trust, but no trust asset may be pledged or committed in a manner that would violate the trust upon which held.

(vi) To do and perform all other acts and things which may be incidental to and come legitimately within the scope of any and all the foregoing objects and purposes or which may be necessary or appropriate for the carrying out and accomplishing of any and all of the foregoing objects and purposes, and subject to the limitations hereinabove or hereinafter expressed, to have and exercise all rights and powers now conferred or which may hereafter be conferred on corporations not of a business character under the laws of the State of Alabama.

(D) Notwithstanding any of the above stated purposes, this corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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 the corresponding provisions of any future Federal tax law. The property of this corporation is irrevocably dedicated to charitable, educational, religious or scientific purposes, meeting the requirements for exemption provided by Ala. Code 1975, § 10A-3-1.01, et seq.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from the terms or provisions of any other clause but shall be regarded as independent purposes and powers.

ARTICLE III NONPROFIT

(A) Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets of the net earnings of the corporation shall at any time inure to the benefit of or be distributable to any shareholder, participant, director, trustee, officer or other private person, 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 Section 501(c)(3) purposes.

(B) No substantial part of the activities of the corporation shall be to carrying on of 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.

(C) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on 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 under Ala. Code §10A-3-1.01 et seq.

ARTICLE IV STATUTORY AUTHORITY

This corporation is organized pursuant to Alabama Business and Nonprofit Entities Code as set out in Chapter 3 of Title 10A of the Code of Alabama, 1975.

ARTICLE V ELECTION OF OFFICERS

The officers of the corporation shall consist of, at a minimum, a President, Vice President, Secretary and Treasurer and any other offices set forth in the bylaws or appointed by the Board of Directors. The time, place and manner of selecting officers shall be provided in the bylaws of the corporation. The officers for the first year until the selection of their successors are:

ARTICLE VI
SELECTION OF DIRECTORS

The number, method and manner of the selection of directors of the corporation shall be set out in the bylaws of the corporation. The number of directors shall be set forth in the bylaws. The names and addresses of the persons who are to act in the capacity of directors/trustees until the selection of their successors are:

NAME Jonathan Tang, President
Address One Commerce Square, Gadsden, AL 35901

NAME Morgan Lavender, Vice President
Address One Commerce Square, Gadsden, AL 35901

NAME Wilbur Masters, Secretary and Treasurer
Address One Commerce Square, Gadsden, AL 35901

ARTICLE VII
MEMBERS

The corporation shall have no members.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The name and address of the initial registered Agent and Office of the corporation is:

Heather Brothers New
One Commerce Square
Gadsden, AL 35901

ARTICLE IX
DURATION

The term of existence of the corporation is perpetual.

ARTICLE X
INCORPORATORS

The name and address of the incorporator of the corporation is:

Heather Brothers New
One Commerce Square
Gadsden, AL 35901

ARTICLE XI
DISSOLUTION

This corporation is one which does not contemplate pecuniary gain or profit to a director thereof and it is organized solely for nonprofit purposes. Upon winding up and dissolution of this nonprofit corporation, assets shall be distributed for one or more exempt (i.e. charitable, educational, religious or scientific) 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.

IN WITNESS WHEREOF, Heather Brothers New the incorporator of Building a Better Etowah County has caused this document to be subscribed on this the 18th day of April, 2019.


Heather Brothers New, Incorporator

BY-LAWS
OF
Building a Better Etowah County
AN ALABAMA NONPROFIT CORPORATION

ARTICLE ONE
INTRODUCTION

1.01 These Bylaws constitute the code rules adopted by *Building a Better Etowah County*, (sometimes hereinafter called “Corporation”), for the regulation and management of its affairs. These Bylaws supersede and replace all previous Bylaws of the Corporation.

1.02 Mission, Purposes and Powers

a. This corporation will have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be granted hereafter by law. This corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), and for nonprofit purposes, within the meaning of Ala. Code 1975, §10-3A-1 et seq.

b. The specific mission of the corporation is to provide educational opportunities that advance workforce development, incubate new businesses and jobs, and support economic growth with a focus on underserved populations in Etowah County.

ARTICLE TWO
OFFICES AND AGENCY; MEMBERS

2.01 Offices. The principal place of business of this corporation in Alabama will be located at **One Commerce Square, Gadsden, Alabama 35901**, or at such other place within the State of Alabama as may be determined by resolution adopted by the Board of Directors. In addition, the corporation may maintain other offices either within or without the State of Alabama as its business requires.

2.02 Members. The Corporation shall not have Members. Rather, its general operation shall be governed by the Board of Directors and as set forth in these Bylaws.

ARTICLE THREE
BOARD OF DIRECTORS

3.01 Function. The Board of Directors of the Corporation is that group of persons vested with full authority for the management of property, funds, the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws. The Board shall have power to do, or cause to be done by delegation to the President or others, any and all lawful things for and on behalf of the Corporation.

3.02 Qualifications. The qualifications for becoming and remaining a Director of this Corporation are as follows:

(a) Directors must be individuals of good character, who have demonstrated their interest in and support of the objects and purposes for which this Corporation is organized.

3.03 Number. The number of Directors of this Corporation will be not less than **two (2) and not more than five (5)**; provided, however, such number may be increased or decreased (but never less than two), as determined by resolution adopted by the Board of Directors of the Corporation. All Board Directors shall serve until their successor has been duly elected or appointed and qualified.

3.04 Tenure and Election. The Directors shall serve **two (2) year terms** and shall be elected at the annual meeting of the Directors. The annual meeting shall be for the purpose of electing the Board of Directors and shall take place during the regular meeting of the Corporation in **February** of each year unless another appropriate month for the annual meeting is determined beneficial to the Corporation by a majority of the Directors. Notice shall be given to all Directors, in writing, of the date, time and location of the annual meeting. Such notice shall be within ten (10) days of the date set for said annual meeting. At the annual meeting, nominations for the Board of Directors shall be taken by the Board. Directors shall be elected by majority vote of the Board.

3.05 Removal or Discipline. The Board of Directors shall have the power by two-thirds (2/3) vote of at any regular or special meeting to discipline, suspend or remove any Director or Officer when such conduct is considered detrimental to the best interest of the Corporation.

3.06 Vacancy. If a vacancy occurs in the Board of Directors, it may be filled by a majority vote of the remaining Directors at any regular or special meeting called for that purpose.

3.07 Meetings. Meetings of the Board of Directors, regular or special, will be held at the office of the Corporation or at any other place within or without the State of Alabama, as provided or such other place or places as the President designates.

Regular periodic meetings of the Board of Directors shall be held not less than **two (2) times per year** including an annual meeting which shall occur during **February** of each year. The meetings of the Board of Directors shall be held on the call of the president. The Board of Directors shall meet after the annual meeting to elect officers for that year.

Special meetings of the Board of Directors may be held at any time and place, designated by the President on three day's notice to each Director, either written or verbal, or by telegram or telephone, or without notice if notice be waived in writing by all Directors either before or after the meeting.

3.08 Quorum. A majority (51%) of the Directors shall constitute a quorum at any meeting of the Board of Directors and all questions shall be determined by a majority vote except as provided herein.

3.09 Presiding Officers. The President, or in his or her absence the Vice President, shall preside at all meetings of the Board of Directors. The Secretary of the Corporation shall act as Secretary at all meetings of the Board of Directors. In the absence of the Secretary the presiding officer shall appoint a Secretary of the meeting.

3.10 Duties. The duties of the Board of Directors shall be as follows:

- (a) To faithfully carry out the objectives and purposes of the Corporation; to conduct, manage and control the affairs and business of the Corporation; to make rules and regulations not inconsistent with law or with its Articles of Incorporation and Bylaws.
- (b) To organize the Board of Directors, to approve plans, and to generally supervise all programs and activities necessary to implement and achieve the objective purpose of the Corporation, as set forth in its Articles of Incorporation and Bylaws.
- (c) To establish committees and to delegate to committees such of its powers as it deems proper. Persons other than the Board of Directors may be designated by the Board to serve on the various committees of the Corporation. Each committee shall serve under the supervision and direction of the Board of Directors and shall give a report of all actions to the Board.

3.11 Approved Expenditures. The Board shall expend funds in accordance with the Corporation's stated objectives. All expenditures will be presented to the Board of Directors no less than on an annual basis.

ARTICLE FOUR OFFICERS

4.01 The officers of the Corporation will consist of the following:

- (a) A President
- (b) A Vice President
- (c) A Secretary (which may be combined with the office of Treasurer)
- (d) A Treasurer (which may be combined with the office of Secretary)
- (e) Such other officers as the Board of Directors may appoint

4.02 Terms; Election. The President and Treasurer will serve a two-year term. All other officers will serve a one-year term. Officers shall be elected and appointed by the Board of Directors of the Corporation at its annual meeting. Immediately following the annual meeting in **February**, the Directors present, provided there is a quorum, shall meet for the purpose of electing Officers from the Board and appointing committees for the ensuing year. Each officer will remain in office until a successor to such office has been selected and qualified. In any election of officers, the Board of Directors may elect and appoint a single person to any two or more offices simultaneously, except that the offices of the President and Secretary must be held by separate individuals.

4.03 President. The President will be the Chief Executive Officer of this Corporation and will, subject to the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors. He or she shall accept gifts, collect revenues, and make routine expenditures as may be delegated to him or her by the Board of Directors. The President shall be responsible for the maintenance and management of the Corporation's activities as may be sponsored and required by the Board of Directors.

4.04. Vice President. In the absence of the President, or in the event of his inability to act, the Vice President shall perform the duties of the President and, in so doing, shall have all the powers of the President. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President.

4.05 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors in a book provided for that purpose. He or she shall attend to the giving and serving of all notices required by the Bylaws of this Corporation. He or she may sign with the President in the name of the Corporation all contracts authorized by the Board of Directors, and when so ordered by the Board of Directors shall affix the seal of the Corporation thereto. He or she shall have charge of all such books and papers as the Board of Directors may direct, all of which shall at all reasonable times be open to the examination of any Director. He or

she shall, in general, perform all duties incident to the office of Secretary, subject to the control of the Board of Directors.

4.06 Treasurer. The Treasurer shall receive and keep the funds of the Corporation and payout the same only in accordance with the directions of the Board of Directors. He or she shall deposit all monies, checks, and other credits to the account of the Corporation in such bank or banks or other depository as the Board of Directors may designate. He or she shall audit all receipts and vouchers for payment made to and all vouchers and checks made by the Corporation. He or she shall render to the Board of Directors an account and statement of all of his transactions at the annual meeting of the Board and at such other times as said Board may from time to time determine. he or she shall enter regularly in the books of the Corporation to be provided for that purpose a full and accurate account of all monies received and paid out on account of the Corporation. He or she shall at all reasonable times exhibit his books and accounts to any Director of the Corporation, and shall in general perform all duties incident to the office of the Treasurer, subject to the control of the Board of Directors.

4.07 Other Duties. All other Officers shall have the duties appointed to them by the Directors.

4.08 Removal. Any Officer elected or appointed to office may be removed by two-thirds (2/3) vote of the unaffected and remaining Directors whenever, in their judgment, the best interests of this Corporation will be served.

ARTICLE FIVE COMMITTEES

5.01 The Corporation shall have an Executive Committee, a Nominating Committee, and any other special committees appointed by the President.

A. Executive Committee. The Executive Committee shall consist of the elected officers of the Board of Directors and the immediate past Board Chair. The President shall be responsible directing and coordinating affairs of the committee.

B. Nominating Committee. Ninety days prior to each annual meeting of the Directors corporation, the President shall appoint nominating committee of at least three (3) Directors, whose duty shall be to present at the next annual meeting of Corporation nominations the Board of Directors and Officers of the Corporation. The nominating committee shall exercise its responsibilities adhering to the board development process approved by the corporate board of directors. Any Director of the Corporation may, at any annual meeting, nominate candidates for Directors and Officers of the Corporation.

C. Special Committees. Special Committees may be appointed by the President for such special tasks as circumstances warrant. Such special committee shall

limit their activities to accomplishment of the task for which created, and shall have no power except as is specifically confirmed by action of the Board of Directors. Upon completion of and report on the task assigned, such special committees shall stand discharged.

5.02 Terms; Duties. All committee participants are appointed for one year or until their successors are named. All committee participants are eligible for reappointment. The President shall have the power to fill any vacancies. The President may name non-board participants as resource persons to any committee. Except as otherwise provided in these bylaws, or in the Board's resolution appointing a special committee, all committees of the Board shall maintain written minutes of their meetings which shall be available to the Board. They shall report to the full Board as necessary, in the form of reports and recommendations. Committees of the Board shall meet at such time and place as designated by its chairman and as often as necessary to accomplish its duties.

ARTICLE SIX ADMINISTRATION

6.01. Administration of the Building a Better Etowah County shall be under the general supervision of the President of the Corporation. The daily operation shall be conducted in accordance with the duties and responsibilities outlined in these bylaws.

ARTICLE SEVEN INFORMAL ACTION

7.01 Waiver of Notice: Whenever any notice whatever is required under the provision of the law, the Articles of Incorporation of this Corporation, or these bylaws, a waiver of such notice, signed by the person or persons entitled to notice, before or after the date and time stated in such waiver, shall be deemed equivalent to the giving of such notice.

7.02: Action by Consent: Any action required by law, or under the Article of Incorporation of this Corporation, or under these Bylaws, or any action which otherwise might be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all persons entitled to vote and filed with the Secretary of the Corporation.

ARTICLE EIGHT
ORDER OF BUSINESS

8.01. The order of business at all meetings of the Board of Directors shall follow Roberts' Rules of Order and overseen by the Parliamentarian, unless otherwise determined by the President or a majority vote of the Directors present.

ARTICLE NINE
FISCAL YEAR

9.01. The fiscal year of this Corporation shall end on December 31 of each year.

ARTICLE TEN
INDEMNIFICATION OF DIRECTORS AND OFFICERS

10.01. Each former, present, and future director, and officer of the Corporation shall be entitled, without prejudice to any other rights he or she may have, to reimbursement and indemnification by the Corporation against all liability and expense, including legal expense without limitation, hereafter reasonably incurred by him in connection with any claim, action, suit, or proceeding of whatever nature in which he or she may be involved as a party or otherwise by reason of having served before or after the date of adoption of these bylaws as a director, or officer of the Corporation; or by reason of any action alleged to have been theretofore or thereafter taken or omitted by him as a director or officer, including amounts paid or incurred in connection with reasonable settlements made with a view of curtailment of costs of litigation and with the approval of a majority of the directors of the Corporation then in office whether or not such majority constitutes a quorum. The Corporation and its directors, officers, employees, and agents shall not be liable to anyone for making any determination as to the existence or absence of liability, or for making or refusing to make any payment hereunder on the basis of such determination, or for taking or omitting to take any other action hereunder, in reliance upon the advice of counsel.

ARTICLE ELEVEN
CONFLICT OF INTEREST

11.01 Purpose. The purpose of the conflict of interest policy is to protect this Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not

replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

11.02. Interested Person: Any director, principal officer, or participant of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(a) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

(b) Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(c) A financial interest is not necessarily a conflict of interest. Under 11.03, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

11.03 Procedures

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and participants of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee participants shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more

advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

1. If the governing board or committee has reasonable cause to believe a director has failed to disclose actual or possible conflicts of interest, it shall inform the director of the basis for such belief and afford the director an opportunity to explain the alleged failure to disclose.

2. If, after hearing the director's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

11.04 Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed. The minutes shall also contain the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

11.05 Compensation

(a) A voting director of the governing board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that director's compensation.

(b) A voting director of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that director's compensation.

(c) No voting director of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

11.06 Annual Statements

(a) Each director, principal officer and participant of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

11.07 Periodic Reviews (a) To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits if applicable, are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

11.08 Use of Outside Experts. When conducting the periodic reviews as provided for in 11.07, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE TWELVE AMENDMENTS

12.01 Bylaws. These bylaws may be altered, amended, or rescinded at any annual, regular or special meeting of the Directors by the affirmative vote of a majority of the Directors, provided prior notice is given to all Directors, in writing or by telephone. Provided, however, any amendment must be approved by the Board and provided thirty-days prior notice of the meeting in which such Board approval. In no case, shall these bylaws be amended when said amendment is found to be inconsistent with the purpose and objectives of *the Building a Better Etowah County*, its articles of incorporation, or would in any manner jeopardize the Corporation's tax-exempt status.

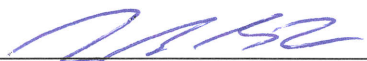
13.02 Articles of Incorporation. The Articles of Incorporation of the Corporation may be altered or amended at any annual, regular, or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors then in office, provided prior notice is

given to all the Board, either in writing or by telephone. Provided, however, in no case shall the Articles of Incorporation be altered or amended when said amendment is found to be inconsistent with the nonprofit and charitable purpose and objectives of *the Building a Better Etowah County*, or would in any manner jeopardize the Corporation's tax-exempt status.

ADOPTED this the 18th day of April, 2019.



Wilbur Masters, Secretary



Jonathan Tang, President

MINUTES OF THE FIRST MEETING OF THE BOARD OF DIRECTORS OF

A first meeting of the Board of Directors of *the Building a Better Etowah County*, an Alabama non-profit corporation. was held on April 18, 2019, at One Commerce Square, Gadsden, Alabama 35901

Directors present: Jonathan Tang, Morgan Lavender and Wilbur Masters

Directors absent: none

Jonathan Tang, President of the corporation, presided as Chairman of the meeting, and Wilbur Masters, Secretary of the corporation, acted as Secretary thereof.

The President declared that a quorum was present and that the meeting was open for the transaction of business.

The President announced that the Articles of Incorporation/Certificate of Formation of *the Building a Better Etowah County* had been prepared and exhibited the same for approval.

After discussion and upon motion duly made and seconded, the following resolution was unanimously adopted. That it be;

RESOLVED, that the Articles of Incorporation/Certificate presented be approved and adopted. The same was approved by the Incorporators and were directed to be filed by the attorney for the Corporation in the Office of the Judge of Probate of Etowah County, Alabama, as soon as possible. It was ordered that upon completion of recordation of said Articles of Incorporation, it be inserted into the Minute Book of the Corporation. It was ordered that the president of the Corporation, along with the any needed tax or legal professional prepare, sign and file whatever documents necessary in order to obtain tax-exempt status from the Internal Revenue Service. With the expected annual gross revenue of the Corporation being less than \$50,000 it was expected that a Form 1023EZ or 1023 as the case may be would be filed on behalf of the Corporation by the Corporation CPA.

After discussion and upon motion duly made and seconded, the following resolution was unanimously adopted. That it be;

RESOLVED, that Christie Knowles, Esq., hereby is designated as the agent of the corporation upon whom process may be served, and that the Secretary or President of this corporation be, and hereby is, authorized to provide all reports and documents required to be

filed on behalf of the corporation with the Internal Revenue Service, Alabama Department of Revenue and the Secretary of State of Alabama.

The President then presented to the meeting the proposed By-Laws of the corporation. After full discussion and upon motion duly made and seconded, the following resolution was unanimously adopted. That it be;

RESOLVED, that the initial By-Laws of the corporation, be and the same hereby are approved and adopted by the Board of Directors as the official By-Laws of the corporation.

A resolution was then adopted appointing the initial Board of Directors and officers of the corporation as follows:

There being no further business the meeting was adjourned by unanimous consent of the Directors.



Wilbur Masters, Secretary

Approved by:


Jonathan Tang, President

**Streamlined Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code**

Do not enter Social Security numbers on this form as it will be made public.

Information about Form 1023-EZ and its separate instructions is at www.irs.gov/form1023*Note: If exempt status is approved,
this application will be open for
public inspection.*☒ **Check this box to attest that you have completed the Form 1023-EZ Eligibility Worksheet in the current instructions, are eligible to apply for exemption using Form 1023-EZ, and have read and understand the requirements to be exempt under section 501(c)(3).**Have your annual gross receipts exceeded \$50,000 in any of the past 3 years and/or do you project that your annual gross receipts will exceed \$50,000 in any of the next 3 years? If yes, stop. Do not file Form 1023-EZ. See Instructions. ☐ Yes ☒ NoDo you have total assets the fair market value of which is in excess of \$250,000? If yes, stop. Do not file Form 1023-EZ. See Instructions. ☐ Yes ☒ No**Part I Identification of Applicant**

1a Full Name of Organization BUILDING A BETTER ETOWAH COUNTY		b Care Of Name (if applicable) JONATHAN TANG	
c Mailing Address (number, street, and room/suite). If a P.O. box, see instructions. ONE COMMERCE SQUARE		d City GADSDEN	e State AL
		f Zip code + 4 35901-0000	
2 Employer Identification Number 83-4705067	3 Month Tax Year Ends (MM) 12	4 Person to Contact if More Information is Needed HEATHER NEW	
5 Contact Telephone Number 256-543-3472		6 Fax Number (optional)	7 User Fee Submitted \$275.00
8 List the names, titles, and mailing addresses of your officers, directors, and/or trustees. (If you have more than five, see instructions.)			
First Name: JONATHAN		Last Name: TANG	
		Title: PRESIDENT	
Street Address: ONE COMMERCE SQUARE		City: GADSDEN	State: AL
		Zip code + 4: 35901-0000	
First Name: MORGAN		Last Name: LAVENDER	
		Title: VICE PRESIDENT	
Street Address: ONE COMMERCE SQUARE		City: GADSDEN	State: AL
		Zip code + 4: 35901-0000	
First Name: WILBUR		Last Name: MASTERS	
		Title: SECRETARY-TREASURER	
Street Address: ONE COMMERCE SQUARE		City: GADSDEN	State: AL
		Zip code + 4: 35901-0000	
First Name:		Last Name:	
		Title:	
Street Address:		City:	State:
		Zip code + 4:	
First Name:		Last Name:	
		Title:	
Street Address:		City:	State:
		Zip code + 4:	
9a Organization's Website (if available):			
b Organization's Email (optional):			

Part II Organizational Structure

- To file this form, you must be a corporation, an unincorporated association, or a trust. **Select the box** for the type of organization.
☒ Corporation ☐ Unincorporated association ☐ Trust
- ☒ **Check this box** to attest that you have the organizing document necessary for the organizational structure indicated above.
(See the instructions for an explanation of **necessary organizing documents**.)
- Date incorporated if a corporation, or formed if other than a corporation (MMDDYYYY): 05012019
- State of Incorporation or other formation: Alabama
- Section 501(c)(3) requires that your organizing document must limit your purposes to one or more exempt purposes within section 501(c)(3).
☒ **Check this box** to attest that your organizing document contains this limitation.
- Section 501(c)(3) requires that your organizing document must not expressly empower you to engage, otherwise than as an insubstantial part of your activities, in activities that in themselves are not in furtherance of one or more exempt purposes.
☒ **Check this box** to attest that your organizing document does not expressly empower you to engage, otherwise than as an insubstantial part of your activities, in activities that in themselves are not in furtherance of one or more exempt purposes.
- Section 501(c)(3) requires that your organizing document must provide that upon dissolution, your remaining assets be used exclusively for section 501(c)(3) exempt purposes. Depending on your entity type and the state in which you are formed, this requirement may be satisfied by operation of state law.
☒ **Check this box** to attest that your organizing document contains the dissolution provision required under section 501(c)(3) or that you do not need an express dissolution provision in your organizing document because you rely on the operation of state law in the state in which you are formed for your dissolution provision.

Part III Your Specific Activities

- 1 Briefly describe the organization's mission or most significant activities (limit 250 characters)

PROVIDE EDUCATIONAL RESOURCES AND PROGRAMS TO ADVANCE EXISTING AND NEW BUSINESSES AND ORGANIZATIONS FOR COMMUNITY CAPACITY-GROWTH AND ADVANCEMENT.

- 2 Enter the appropriate 3-character NTEE Code that best describes your activities (See the instructions):

B12

- 3 To qualify for exemption as a section 501(c)(3) organization, you must be organized and operated exclusively to further one or more of the following purposes. By checking the box or boxes below, you attest that you are organized and operated exclusively to further the purposes indicated.
- Check all that apply.**

- ☐ Charitable
 ☐ Religious
 ☒ Educational
 ☐ Testing for public safety
- ☐ Scientific
 ☐ Literary
 ☐ Prevention of cruelty to children or animals
- ☐ To foster national or international amateur sports competition

- 4 To qualify for exemption as a section 501(c)(3) organization, you must:

- ☐ Refrain from supporting or opposing candidates in political campaigns in any way.
- ☐ Ensure that your net earnings do not inure in whole or in part to the benefit of private shareholders or individuals (that is, board members, officers, key management employees, or other insiders).
- ☐ Not further non-exempt purposes (such as purposes that benefit private interests) more than insubstantially.
- ☐ Not be organized or operated for the primary purpose of conducting a trade or business that is not related to your exempt purpose(s).
- ☐ Not devote more than an insubstantial part of your activities attempting to influence legislation or, if you made a section 501(h) election, not normally make expenditures in excess of expenditure limitations outlined in section 501(h).
- ☐ Not provide commercial-type insurance as a substantial part of your activities.

☒ **Check this box** to attest that you have not conducted and will not conduct activities that violate these prohibitions and restrictions.

- 5 Do you or will you attempt to influence legislation? _____ ☐ Yes ☒ No
(If yes, consider filing Form 5768. See the instructions for more details.)
- 6 Do you or will you pay compensation to any of your officers, directors, or trustees? _____ ☐ Yes ☒ No
(Refer to the instructions for a definition of **compensation**.)
- 7 Do you or will you donate funds to or pay expenses for individual(s)? _____ ☐ Yes ☒ No
- 8 Do you or will you conduct activities or provide grants or other assistance to individual(s) or organization(s) outside the United States? _____ ☐ Yes ☒ No
- 9 Do you or will you engage in financial transactions (for example, loans, payments, rents, etc.) with any of your officers, directors, or trustees, or any entities they own or control? _____ ☐ Yes ☒ No
- 10 Do you or will you have unrelated business gross income of \$1,000 or more during a tax year? _____ ☐ Yes ☒ No
- 11 Do you or will you operate bingo or other gaming activities? _____ ☐ Yes ☒ No
- 12 Do you or will you provide disaster relief? _____ ☐ Yes ☒ No

Part IV Foundation Classification

Part IV is designed to classify you as an organization that is either a private foundation or a public charity. Public charity status is a more favorable tax status than private foundation status.

- 1 Are you applying for recognition as a church, school, or hospital (described in section 170(b)(1)(A)(i), (ii), or (iii) of the Internal Revenue Code)? If yes, stop. Do not file Form 1023-EZ. See instructions ☐ Yes ☒ No
- 2 If you qualify for public charity status, check the appropriate box (2a - 2c below) and skip to **Part V** below.
- a ☒ **Select this box** to attest that you normally receive at least one-third of your support from public sources or you normally receive at least 10 percent of your support from public sources and you have other characteristics of a publicly supported organization. **Sections 509(a)(1) and 170(b)(1)(A)(vi).**
- b ☐ **Select this box** to attest that you normally receive more than one-third of your support from a combination of gifts, grants, contributions, membership fees, and gross receipts (from permitted sources) from activities related to your exempt functions and normally receive not more than one-third of your support from investment income and unrelated business taxable income. **Section 509(a)(2).**
- c ☐ **Select this box** to attest that you are operated for the benefit of a college or university that is owned or operated by a governmental unit. **Sections 509(a)(1) and 170(b)(1)(A)(iv).**
- 3 If you are not described in Items 2a - 2c above, you are a private foundation. As a private foundation, you are required by section 508(e) to have specific provisions in your organizing document, unless you rely on the operation of state law in the state in which you were formed to meet these requirements. These specific provisions require that you operate to avoid liability for private foundation excise taxes under sections 4941-4945.
- ☐ **Select this box** to attest that your organizing document contains the provisions required by section 508(e) or that your organizing document does not need to include the provisions required by section 508(e) because you rely on the operation of state law in your particular state to meet the requirements of section 508(e). (See the instructions for explanation of the section 508(e) requirements.)

Part V Reinstatement After Automatic Revocation

Complete this section only if you are applying for reinstatement of exemption after being automatically revoked for failure to file required annual returns or notices for three consecutive years, and you are applying for reinstatement under section 4 or 7 of Revenue Procedure 2014-11. (Check only one box.)

- 1 ☐ Check this box if you are seeking retroactive reinstatement under section 4 of Revenue Procedure 2014-11. By checking this box, you attest that you meet the specified requirements of section 4, that your failure to file was not intentional, and that you have put in place procedures to file required returns or notices in the future. (See the instructions for requirements.)
- 2 ☐ Check this box if you are seeking reinstatement under section 7 of Revenue Procedure 2014-11, effective the date you are filling this application.

Part VI Signature

☒ I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, and to the best of my knowledge it is true, correct, and complete.

JONATHAN TANG

(Type name of signer)

PRESIDENT

(Type title or authority of signer)

05152019

(Date)