



LEGISLATURE OF ALABAMA

ALABAMA STATE HOUSE

11 SOUTH UNION STREET MONTGOMERY, AL 36130-4600



Patrick Harris
Secretary of the Senate
334 242-7803

Jeff Woodard
Clerk of the House
334 242-7609

Date (month/day/year)

Legislative Caucus Certificate of Registration

PURPOSE: In order to raise funds for its administration, Section 17-5-5.1 of the Code of Alabama 1975 requires that a legislative caucus must file this Certificate of Registration with the Secretary of the Senate, for a Senate caucus, or the Clerk of the House of Representatives, for a House caucus, or both for a bicameral legislative caucus.

INSTRUCTIONS: Deliver one signed original of this completed form to the Secretary of the Senate and/or the Clerk of the House of Representatives, as applicable.

RECEIVED IN OFFICE OF
SECRETARY OF SENATE

9/10/2013
Signed
Jeff Wright

The information in this form must be typed, laser printed or printed.

1. The name of the legislative caucus shall be: Alabama Senate Republican Conference

2. The caucus shall be a (1) Senate Caucus, (2) House Caucus or (3) Bicameral Legislative Caucus
(circle one)

3. Physical address of the caucus: n/a

4. The name of the organization's designated representative is: Sen. James T. Waggoner

Title: Chair

5. The address of the organization's designated representative is: P.O. Box 660609

Vestavia Hills, AL 35266

6. Contact phone number: (205) 822-7443 E-mail address: waggonerjt@gmail.com

7. A general description of the organization is: See attached Articles of Incorporation

ARTICLES OF INCORPORATION
ALABAMA SENATE REPUBLICAN CONFERENCE, INC.

For the purpose of forming a nonprofit corporation under the Alabama Business and Nonprofit Entities Code (§ 10A-1-1.01 et seq. Code of Alabama 2015) and the Alabama Nonprofit Corporation Law (§ 104-1-1 et seq. Code of Alabama 2015), and now set forth hereinafter, supplementary thereto, the Articles of Incorporation of the Alabama Senate Republican Conference, Inc. (hereinafter referred to as "the Conference"), are adopted.

9 / 5 / 13
Date (month/day/year)

James T. Waggoner
Signature of Designated Representative

On this day of September, 2013, I, Sen. James T. Waggoner, a citizen of the State of Alabama, do hereby certify that I have read the foregoing Articles of Incorporation in the Office of the Secretary of State of Alabama, and that the existence of a nonprofit corporation under the Alabama Nonprofit Corporation Law (§ 104-1-1 et seq. Code of Alabama 2015) shall commence.

STATE OF ALABAMA
COUNTY OF Jefferson

Sworn to (or affirmed) and subscribed before me this 5th day of September, 2013

Sherry Layton Bush
Signature of Notary Public

My Commission expires: July 22, 2017
Notary Public - Alabama State At Large
My Commission Expires
July 22, 2017
Bonded Thru Notary Public Underwriters



The objects and purposes of the Conference and the powers which it may exercise are as follows:

(a) The Conference shall possess and may exercise all the powers and privileges vested in a nonprofit corporation by the Nonprofit Corporation Law or by any other law of the State of Alabama or other state in which the Conference conducts its activities, together with all powers necessary or convenient in the conduct, promotion or attainment, of the activities or purposes for which the Conference is organized, provided, however, that the activities conducted by the Conference shall be subject to any restrictions set forth in these Articles of incorporation.

(b) Without limiting the foregoing statement of purposes, the Conference is organized primarily for the purpose of facilitating the involvement of Republican members of the Alabama Senate in and with respect to debating, discussing, developing and formulating educated on public policy matters important to the legislative process, including matters involving proposed and pending legislation. The Conference:

**ARTICLES OF INCORPORATION
OF
ALABAMA SENATE REPUBLICAN CONFERENCE, INC.**

For the purpose of forming a nonprofit corporation under the Alabama Business and Nonprofit Entities Code (§ 10A-1-1.01 *et seq.*, Code of Alabama (1975)) and the Alabama Nonprofit Corporation Law (§ 10A-3-1.01 *et seq.*, Code of Alabama (1975)), and any acts or laws amendatory thereof, supplementary thereto or substituted therefor (collectively hereinafter referred to as the "Nonprofit Corporation Law"), the undersigned organizer does hereby adopt, execute and verify these Articles of Incorporation, and, upon the filing for record of these Articles of Incorporation in the Office of the Judge of Probate of Montgomery County, Alabama, the existence of a nonprofit corporation under the name set forth in Article I hereof shall commence.

ARTICLE I

NAME

The name of the filing entity being formed is Alabama Senate Republican Conference, Inc., hereinafter referred to as the "Conference."

ARTICLE II

TYPE OF FILING ENTITY

The type of filing entity being formed is a nonprofit corporation within the meaning of Section 10A-3-1.02(6) of the Alabama Nonprofit Corporation Law.

ARTICLE III

PURPOSES

The objects and purposes of the Conference and the powers which it may exercise are as follows:

(a) The Conference shall possess and may exercise all the powers and privileges vested in a nonprofit corporation by the Nonprofit Corporation Law or by any other law of the State of Alabama or other state in which the Conference conducts its activities, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes for which the Conference is organized; provided, however, that the activities conducted by the Conference shall be subject to any restrictions set forth in these Articles of Incorporation.

(b) Without limiting the foregoing statement of purposes, the Conference is organized primarily for the purpose of facilitating the involvement of Republican members of the Alabama Senate in and with respect to debating, discussing, developing and becoming educated on public policy matters important to the legislative process, including matters involving proposed and pending legislation. The Conference:

(i) will not in any way participate in any election or expend any funds "for the purpose of influencing the result of an election" (within the meaning of the Alabama Fair Campaign Practices Act);

(ii) will not receive "contributions" or make "expenditures" (as defined in the Alabama Fair Campaign Practices Act) for or on behalf of any elected official, proposition, candidate, principal campaign committee or other political committee; and

(iii) will expend funds exclusively in furtherance of the purposes set forth in (a) and (b) above, for example, to pay administrative and operational costs for the following Conference activities:

- a. to provide research, education, and policy development, including research and analysis on legislation pending before the Alabama Senate;
- b. to generally communicate to constituents the goals, objectives, and priorities of the Republican members of the Alabama Senate, and to educate the public on the Conference's legislative priorities and the public policy reasons therefor;
- c. for business expenses allowable under the Alabama Ethics Law expended in the furtherance of debating, developing, becoming educated, and educating constituents and the public on public policy matters important to the legislative process;
- d. copy and office supply charges relating to the work of the Conference, including printing of educational materials, programs, invitations, newsletters, etc.;
- e. paying staff, counsel, accountants and others doing work for the Conference;
- f. newspaper, periodical and other educational and informational expenses;
- g. public opinion surveying and data analysis on matters of public interest;
- h. computer, internet and telephone expenses;
- i. utilities; and

j. other similar administrative and operational expenses.

(c) The foregoing clauses of this Article III shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the Conference expressly conferred by law, except as expressly stated herein.

ARTICLE IV MEMBERS

The Conference shall have no members or shareholders and shall not issue any shares of stock or certificates or any evidence of membership.

ARTICLE V REGISTERED OFFICE

The street address of the initial registered office of the Conference is 2 North Jackson Street, Suite 605, Montgomery, Alabama 36104. The name of the initial registered agent of the Conference at such address is C T Corporation System.

ARTICLE VI ORGANIZER

The name and address of the sole organizer of the Conference is Senator James T. Waggoner, P.O. Box 660609, Vestavia Hills, Alabama.

ARTICLE VII PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles of Incorporation, no part of the earnings of the Conference shall inure to the benefit of any director, officer or other person holding a position of influence with the Conference, or to any private individual (except that the Conference may (a) reimburse any person for any reasonable expense incurred on its behalf, and (b) pay reasonable compensation for services rendered to or for its benefit), and no director or officer of the Conference, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Conference. The Conference shall not participate in any political campaign on behalf of or in opposition to any candidate for public office.

The Conference shall not engage in any activity which would be in violation of the Nonprofit Corporation Law, and no director or officer thereof or any private individual shall be made to participate in any activity which would in any way result in the operation of the Conference for the present advantage or pecuniary profit of any director or officer thereof or result in the operation of the Conference for any purpose other than those authorized under the Nonprofit Corporation Law.

ARTICLE VIII BOARD OF DIRECTORS

(a) The number of directors constituting the initial board of directors of the Conference shall be three (3). The number of directors constituting the board of directors of the Conference thereafter shall be that number set forth in the bylaws of the Conference. The names and addresses of the persons who are to serve as directors until the first annual meeting of the directors or until their successors are elected and qualify are as follows:

<u>Director</u>	<u>Address</u>
Sen. James T. Waggoner	P.O. Box 660609, Vestavia Hills, Alabama 35266
Sen. Greg Reed	800 Highway 78 East, Suite 200, Box 106 Jasper, Alabama 35501
Sen. Del Marsh	546 Hillyer High Road, Anniston, Alabama 36207

(b) The manner of electing directors, filling vacancies created by the resignation or removal of directors, and increasing or decreasing the number of directors constituting the board of directors is set forth in the bylaws of the Conference. A director may be removed from office at any time, with or without cause, by a majority of the directors.

(c) There shall be no personal or individual liability for any director with respect to any debt, liability or obligation of the Conference. No director shall be liable to any person for any act of negligence or default on the part of any one or more of the other directors.

ARTICLE IX BYLAWS

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors of the Conference.

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended from time to time in accordance with the terms and provisions of the Nonprofit Corporation Law. No such amendment shall be made which would in any way result in the operation of the Conference for the private advantage or pecuniary profit of any director or officer thereof or permit the operation of the Conference for any purpose other than those authorized under the Nonprofit Corporation Law.

ARTICLE XI
DISSOLUTION

Upon the dissolution of the Conference and the winding up of its affairs, the assets of the Conference remaining after payment of all costs and expenses of such dissolution shall be distributed to (a) one or more other organizations described in Section 501(c)(3) of the Code and recognized as other than a private foundation under Section 509(a)(1) or (2) of the Code, or (b) the State of Alabama or any local government to be used exclusively for public purposes. The identity of such organization or organizations shall be determined by the board of directors of the Conference. No assets of the Conference shall be distributed to any officer or director of the Conference or to any private individual.

[Signature page to follow]

This instrument prepared by

Mark James Lewis
Bradley Arant Boult Cummings LLP
One Federal Plaza
1616 19th Avenue North
Birmingham, AL 35203-3176
(205) 579-4000

IN WITNESS WHEREOF, the undersigned, acting as the sole organizer of Alabama Senate Republican Conference, Inc., has executed these Articles of Incorporation on this 21st day of December, 2011.

Patrick Murphy
Secretary of the Senate
334-742-7873

Jeff Pendleton
Clerk of the House
334-742-7009

ORGANIZER:


Sen. James T. Waggoner, Organizer

Legislative Caucus Certificate of Registration

PURPOSE: In order to raise funds for its administration, Section 17-5-5.1 of the Code of Alabama 1975 requires that a legislative caucus must file this Certificate of Registration with the Secretary of the Senate, for a Senate caucus, or the Clerk of the House of Representatives, for a House caucus, or both, for a bicameral legislative caucus.

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1. The name of the legislative caucus shall be: Alabama Senate Republican Conference
2. The caucus shall be a (1) Senate Caucus, (2) House Caucus or (3) Bicameral Legislative Caucus (circle one)
3. Physical address of the caucus

4. The name of the organization's designee

This instrument prepared by:

5. Marc James Ayers
Bradley Arant Boult Cummings LLP
One Federal Place
1819 Fifth Avenue North
Birmingham, AL 35203-2104
(205) 521-8000

STATE OF ALABAMA
MONTGOMERY CO.
I CERTIFY THIS INSTRUMENT
WAS FILED ON
2012 JAN -3 AM 8:56
REESE MCKINNEY, JR.
JUDGE OF PROBATE

Sept. 1, 2012, Waggoner

Chair

P.O. Box 660600

Vestavia Hills, AL 35260

E-mail address: waggoner@raed1.com

6. A general description of the organization. See attached Articles of Incorporation