

This Instrument Prepared By:
Leonard Wertheimer, III, Esq.
Wertheimer, McCord, Feld & Hoffman, P.C.
2019 3rd Avenue, North
3rd Floor
Birmingham, Alabama 35203

ARTICLES OF INCORPORATION
OF
ALABAMA WALDORF ASSOCIATION/THE REDMONT SCHOOL, INC.

An Alabama Nonprofit Corporation

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, for the purpose of forming a nonprofit corporation under the Alabama Nonprofit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of the Corporation is Alabama Waldorf Association/The Redmont School, Inc.

ARTICLE TWO
DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE
PURPOSES

The purposes for which the Corporation is formed are as follows:

(1) To provide educational services to the community in the form of lectures, workshops and a children's school.

(2) For any lawful purpose or purposes as specified in the Alabama Nonprofit Corporation Act.

Notwithstanding any other provision of these Articles, the said purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under sections 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings of the 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 purposed set forth herein.

ARTICLE FOUR
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1211 28th Street South, Suite 203, Birmingham, Alabama 35205, and the name of the initial registered agent at such address is Beth McEntire Blayney.

ARTICLE FIVE
NO MEMBERS

The Corporation shall have no members.

ARTICLE SIX
DIRECTORS

There shall be eight (8) Directors constituting the initial Board of Directors. The names and addresses of such persons who are to serve until their successor or successors are elected and qualified, or for a period of one (1) year, are as follows:

NAME	ADDRESS
Beth McEntire Blayney	5545 Hampton Heights Drive Homewood, AL 35209
Robert Horner	3841 9 th Court South Birmingham, AL

Kelly Leavitt	4664 Old Looney Mill R. Birmingham, AL
Melanie Pollard	2915 River View Rd. Birmingham, AL
Allan Rosen	1007 30 th Street No. Birmingham, AL 35205
Lenny Rubin	4448 6 th Avenue South Birmingham, AL
Sheila Rubin	4448 6 th Avenue South Birmingham, AL
Paul Sonner	2132 15 th Avenue South Birmingham, AL 35205

ARTICLE SEVEN
INCORPORATORS

The name and addresses of the incorporators are as follows:

NAME	ADDRESS
Beth McEntire Blayney	5545 Hampton Heights Drive Homewood, AL 35209
Robert Horner	3841 9 th Court South Birmingham, AL
Kelly Leavitt	4664 Old Looney Mill R. Birmingham, AL
Melanie Pollard	2915 River View Rd. Birmingham, AL
Allan Rosen	1007 30 th Street No. Birmingham, AL 35205
Lenny Rubin	4448 6 th Avenue South Birmingham, AL

Sheila Rubin

4448 6th Avenue South
Birmingham, AL

Paul Sonner

2132 15th Avenue South
Birmingham, AL 35205

ARTICLE EIGHT
DISSOLUTION-LIMITATION ON DISTRIBUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

[ORIGINAL SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have hereunto set their hand and seal on this 11th day of July, 1988.

Beth McEntire Blayney (SEAL)
Beth McEntire Blayney

Robert Horner (SEAL)
Robert Horner

Kelly Leavitt (SEAL)
Kelly Leavitt

Melanie Pollard (SEAL)
Melanie Pollard

Allan Rosen (SEAL)
Allan Rosen

Lenny Rubin (SEAL)
Lenny Rubin

Sheila Rubin (SEAL)
Sheila Rubin

Paul Sonner (SEAL)
Paul Sonner

STATE OF ALABAMA
I CERTIFY THAT THIS INSTRUMENT
WAS FILED

1988 JUL 12 PM 2:20

NOTARY PUBLIC

[Signature]
NOTARY PUBLIC

26

ACTION BY WRITTEN CONSENT IN LIEU OF
ORGANIZATIONAL MEETING OF BOARD OF DIRECTORS OF
ALABAMA WALDORF ASSOCIATION/THE REDMONT SCHOOL, INC.

An Alabama Nonprofit Corporation

Pursuant to the Code of Alabama, 1975, Section 10-3A-64, the undersigned, being all of the members of the Board of Directors of the Corporation, do hereby take and adopt the following action in writing, without a meeting:

BE IT RESOLVED, that the Articles of Incorporation which have been filed with the Judge of Probate are hereby ratified and approved and upon receipt of the Certificate of Incorporation, the same shall be inserted in the Minute Book of the Corporation.

BE IT RESOLVED that the following named persons are hereby elected to serve in the offices set forth opposite their names for a period of one year or until their successors are duly elected and qualified.

<u>NAME</u>	<u>OFFICE</u>
Beth McEntire Blayney	President
Paul Sonner	Vice President
Melanie Pollard	Secretary
Lenny Rubin	Treasurer

BE IT FURTHER RESOLVED, that the seal, an impression of which is affixed hereto, is hereby adopted as the official seal of the Corporation.

BE IT FURTHER RESOLVED, that the President of the Corporation is hereby authorized and directed to pay all expenses incident to and necessary for the organization of the Corporation.

This written consent is to be placed with the minutes of proceedings of the Corporation, and the above actions are to be as fully effective as if taken at a meeting of the Board of Directors duly called and held.

DATED this 11th day of July, 1988.

Beth McEntire Blayney
Beth McEntire Blayney

Robert Horner
Robert Horner

Kelly Leavitt
Kelly Leavitt

Melanie Pollard
Melanie Pollard

Allan Rosen
Allan Rosen

Lenny Rubin
Lenny Rubin

Sheila Rubin
Sheila Rubin

Paul Sonner
Paul Sonner

BY-LAWS
OF
ALABAMA WALDORF ASSOCIATION/THE REDMONT SCHOOL, INC.
An Alabama Nonprofit Corporation

ARTICLE I
OFFICES

The principal office of the Corporation shall be located in the City of Birmingham, Jefferson County, Alabama.

ARTICLE II
BOARD OF DIRECTORS

2.01. General Powers. The business and affairs of the Corporation and all corporate powers shall be exercised by or under the authority of the Board of Directors, subject to limitations imposed by the law, the Articles of Incorporation, or these by-laws as to action which requires authorization or approval by the members.

2.02. Number, Tenure and Qualifications. The number of Directors constituting the Board of Directors shall be not less than five (5) nor more than (15), and such number shall continue to be the number of Directors until changed by the Directors at their annual meeting or at any special meeting called for that purpose. The eight (8) members of the Board of Directors initially appointed shall serve terms of one (1) year, and thereafter, the successor members shall serve one (1) year terms. The Board of Directors shall be elected annually by the Board of Directors at their annual meeting or at a special meeting, and shall hold office at the pleasure of the Directors and until respective successors are elected. Directors need not be residents of the State of Alabama or members or officers of the Corporation.

2.03. Regular Meeting. A regular meeting of the Board of Directors shall be held, without other notice than it's by-law, during the month of November of each year. The Board of Directors may provide, by resolution, the time and place for the holding of such additional regular meetings without other notice than such resolution.

2.04. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or by any other Director on two (2) days' notice to each Director either personally or by mail or telegram.

2.05. Notice of Special Meetings. Notice of any special meeting shall be given not less than two (2) days in advance of said meeting. Such notice may be by mail, telegram, telephone or may be verbal. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive a notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting transacted at, or the purpose of, any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

2.06. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If a quorum is present when a meeting is convened, the Directors present may continue to do business, taking action by a vote of the quorum, until adjournment notwithstanding the withdrawal of enough Directors to leave less than a quorum, or the refusal of any Director present to vote.

2.07. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, and if such written consent is filed with the minutes of proceedings of the Board of Directors.

2.08. Vacancies and Removal. Any vacancy occurring in the Board of Directors may be filled by the remaining Directors at any meeting of the Board of Directors. The Directors may remove any Director or the entire Board of Directors, with or without cause, at any meeting of the directors expressly called for that purpose, by a majority vote of the directors present at said meeting.

2.09. Compensation. By resolution of the Board of Directors, each Director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as Director. No such payment shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore. The Board of Directors shall fix the compensation of the officers of the Corporation.

2.10. Eligibility. A Director who has a personal interest in a matter before a meeting of the Board of Directors will by reason of such personal interest lose his eligibility for quorum purposes in order to take action prerequisite to the submission of a matter for director approval or for any other purposes, and such Director shall be disqualified because of such personal interest from voting on such matter in which he has personal interest.

ARTICLE III
OFFICERS

3.01. Number and Titles. The officers of the Corporation shall be a President and a Secretary, both of whom shall be elected by the Board of Directors. One or more Vice Presidents, a Treasurer and such other officers and assistant officers as may be required by law or as may be deemed necessary shall be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person where not otherwise prohibited by law.

3.02. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the regular meetings of the Board of Directors at the regular meetings of the Board. Such officers shall hold office at the pleasure of the Board of Directors and until their successors are elected and qualified. In its discretion, the Board of Directors by a vote of a majority thereof may leave unfilled for such period as it may fix by resolution any offices except those of President and Secretary.

3.03. Vacancies and Removal. Vacancies in any office arising from any cause may be filled for the unexpired portion of the term of office by the Board of Directors at any regular or special meeting. The Board of Directors may remove any officer, with or without cause, at any time by an affirmative vote of a majority of the Board.

3.04. President. The President shall be the principal executive officer of the Corporation, and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He shall, when present, preside at all meetings of the Directors, provided no one has been specifically elected to the office of Chairman of the Board. He may sign, with the Secretary or any other officer of the Corporation having authorization from the Board of Directors, stock certificates of the Corporation, deeds, mortgages, bonds, contracts or other instruments which the Board of Directors authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and he shall in general perform all duties as may be prescribed by the Board of Directors from time to time. The President may, during the absence of any officer, delegate such officer's duties to any other officer or Director.

3.05. Vice President. In absence of the President or in the event of his death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in absence of any designation, then in order of their election) shall perform the duties of President, and when so acting, shall have all powers of and may be subject to all the restrictions of the President. Any Vice President may sign, with the Secretary or any other officers of the Corporation having authorization from the Board of Directors, stock certificates of the Corporation, and shall perform such duties as from time to time may be assigned to him by the President or by the Board of Directors.

3.06. Secretary. The Secretary shall issue notices of all meetings of the Board of Directors, shall keep the minutes of all such meetings, shall have charge of the seal of the Corporation, shall serve as custodian for all Corporation records, keep a register of the post office address of each director, which shall be furnished to the Secretary by each director, and shall make reports and perform such duties as are incidental to his office or delegated to him by the President or the Board of Directors.

3.07. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of ARTICLE IV of these By-laws; and, in general, the Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President. The Treasurer may sign, with the Secretary or any other proper officer of the Corporation having authorization from the Board of Directors, stock certificates of the Corporation. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors may determine.

ARTICLE IV CONTRACTS, LOANS, CHECKS AND DEPOSITS

4.01. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

4.02. Loans. No loans shall be contracted on behalf of the Corporation, no evidences of indebtedness shall be issued in its name and no loan shall be made to any Director of the Corporation unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

4.03. Checks, Draft, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4.04. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE V FISCAL YEAR

The initial taxable year of the Corporation shall commence on the date of incorporation, and end on such date as the Board of Directors may determine, in accordance with all applicable provisions of the Internal Revenue Code of 1986, as amended.

ARTICLE VI
SEAL

The Corporation seal shall have inscribed thereon the name of the Corporation and the words "Corporation Seal, Alabama".

ARTICLE VII
AMENDMENTS

These By-laws may be altered, amended or repealed or new By-laws may be adopted by the Board of Directors.

Dated: _____ JULY 11, 1988 _____

Amendments made July 21, 2015

Be it resolved that board officers and reps serve 3 year terms, renewable at the board's discretion, and members serve 1 year terms, renewable at the board's discretion.

Be it resolved that the AWS Board of Directors is now occupying the role of AWS Board of Trustees in deed and name.

Amendment made August 11, 2015

Be it resolved that the AWS Officer title for President, Board of Directors is now changed to Chair, Board of Trustees; Vice President, Board of Directors is now changed to Vice-Chair, Board of Trustees.