



# STATE OF ALABAMA

## DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF FORMATION

1. THE NAME OF THE CORPORATION

**Emergence Benefactors**

2. THIS FORM WAS PREPARED BY:

Emergence Benefactors

3. THIS NONPROFIT CORPORATION:

HAS MEMBERS

HAS NO MEMBERS

4. THE STREET (NO PO BOXES) ADDRESS OF PRINCIPAL OFFICE:

2101 W. Clinton Avenue, Suite 102  
Huntsville, AL 35805

MAILING ADDRESS IN ALABAMA OF PRINCIPAL OFFICE (IF DIFFERENT FROM STREET ADDRESS):

5. THE NAME OF THE REGISTERED AGENT:

Elizabeth W Abel Esq.

6. STREET (NO PO BOXES) ADDRESS OF REGISTERED AGENT:

2101 W. Clinton Avenue, Suite 102  
Huntsville, AL 35805  
MADISON

MAILING ADDRESS IN ALABAMA OF REGISTERED OFFICE (IF DIFFERENT FROM STREET ADDRESS):

7. PURPOSE FOR WHICH CORPORATION IS FORMED (THE PURPOSE INCLUDES THE TRANSACTION OF ANY LAWFUL BUSINESS FOR WHICH NONPROFIT CORPORATIONS MAY BE INCORPORATED IN ALABAMA UNDER TITLE 10A, CHAPTER 3 OF THE CODE OF ALABAMA):

Started 501(c)(3) tax-exempt nonprofit corporation

**(FOR SOS OFFICE USE ONLY)**

Alabama  
Sec. Of State

835-289      DNP

Date	02/12/2021
Time	15:04:00
File	\$100.00
County	\$100.00
Exp	\$0.00
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Total	\$200.00

8. PERIOD OF DURATION SHALL BE PERPETUAL UNLESS STATED OTHERWISE BY AN ATTACHED EXHIBIT.

9. INCORPORATOR(S)

Incorporator	Office Address	Mailing Address
Elizabeth W Abel	2101 W. Clinton Avenue, Suite 102 Huntsville, AL 35805	2101 W. Clinton Avenue, Suite 102 Huntsville, AL 35805

10. THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS IS 7.

Director	Office Address	Mailing Address
Daniel M Ingram	[REDACTED]	[REDACTED]
Tas Dienes	[REDACTED]	[REDACTED]
Bree Grenberg Benjamin	[REDACTED]	[REDACTED]
Scott Gosnell	[REDACTED]	[REDACTED]
Gabriel Beeby	[REDACTED]	[REDACTED]
Shamil Chandaria	[REDACTED]	[REDACTED]
Nina McCallum	[REDACTED]	[REDACTED]

11. UNLESS AN ATTACHMENT TO THIS CERTIFICATE OF FORMATION PROVIDES THAT A CHANGE IN THE NUMBER OF DIRECTORS SHALL BE MADE ONLY BY AMENDMENT TO THE CERTIFICATE OF FORMATION, A CHANGE IN THE NUMBER OF DIRECTORS MADE BY AMENDMENT TO THE BYLAWS SHALL BE CONTROLLING. IN ALL OTHER CASES, WHENEVER A PROVISION OF THE CERTIFICATE OF FORMATION IS INCONSISTENT WITH A BYLAW, THE PROVISION OF THE CERTIFICATE OF FORMATION SHALL BE CONTROLLING.



ATTACHED ARE ANY OTHER PROVISIONS THAT ARE NOT INCONSISTENT WITH LAW RELATING TO ORGANIZATION, OWNERSHIP, GOVERNANCE, BUSINESS, OR REGULATION OF THE INTERNAL AFFAIRS OF THE NONPROFIT CORPORATION, INCLUDING ANY PROVISIONS FOR DISTRIBUTION OF ASSETS ON DISSOLUTION OR FINAL LIQUIDATION.

02/12/2021

DATE

Elizabeth W. Abel Attorney/Incorporator

ELECTRONIC SIGNATURE & TITLE/CAPACITY

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:

## **Emergence Benefactors**

This name reservation is for the exclusive use of Emergence Benefactors, c/o Elizabeth Abel at Lanier Ford, P, Huntsville, AL 35804-2087 for a period of one year beginning January 19, 2021 and expiring January 19, 2022



RES926396

**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.**

January 19, 2021

Date

**John H. Merrill**

**Secretary of State**

**CERTIFICATE OF FORMATION**  
**OF**  
**EMERGENCE BENEFACTORS**

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AN ALABAMA NONPROFIT CORPORATION  
Under Section 10A-1-3.05 and 10A-3-3.02  
of the Code of Alabama 1975

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Dated: February 12, 2021

This Instrument Prepared By:

Elizabeth W. Abel, Esquire  
Lanier Ford Shaver & Payne P.C.  
2101 W. Clinton Avenue - Suite 102  
Huntsville, Alabama 35805  
Telephone Number: (256) 535-1100

STATE OF ALABAMA     )

COUNTY OF MADISON    )

**CERTIFICATE OF FORMATION  
OF  
EMERGENCE BENEFACTORS**

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The undersigned, in order to form a nonprofit corporation under Section 10A-1-3.05 and 10A-3-3.02 of the Code of Alabama (1975), hereby states as follows:

ARTICLE ONE

Name

The name of the nonprofit corporation being formed is EMERGENCE BENEFACTORS (the "Nonprofit Corporation"). A copy of the name reservation certificate from the Office of the Alabama Secretary of State is attached hereto and made a part hereof.

ARTICLE TWO

Type of Entity

The type of entity being formed is a domestic nonprofit corporation.

ARTICLE THREE

Purposes

The Nonprofit Corporation is formed and shall be operated exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE FOUR

Period of Duration

The period of duration of the Nonprofit Corporation shall be perpetual.

ARTICLE FIVE

Initial Registered Office and Initial Registered Agent

The street address and mailing address of the Nonprofit Corporation's initial registered office is Lanier Ford Shaver & Payne P.C., 2101 West Clinton Avenue, Suite 102, Huntsville, Alabama 35805, and the name of the initial registered agent of the nonprofit corporation at such office is Elizabeth W. Abel, Esq.

ARTICLE SIX  
No Capital Stock or Members

This Nonprofit Corporation shall have no capital stock and no members.

ARTICLE SEVEN  
Name and Address of Incorporator

The name and mailing address of the incorporator of the Nonprofit Corporation are as follows:

<u>Name</u>	<u>Address</u>
Elizabeth W. Abel	P.O. Box 2087 Huntsville, AL 35804

ARTICLE EIGHT  
Provisions for the Regulation of the Nonprofit Corporation's Internal Affairs

(a) The Nonprofit Corporation is authorized to perform all acts necessary or appropriate to carry out its purposes as stated in Article Three above. The Nonprofit Corporation shall have and may exercise each of the powers granted to nonprofit corporations by the Alabama Nonprofit Corporation Law (the "Nonprofit Law") to the extent that those powers are consistent with the nonprofit corporation's status as an organization exempt from federal income tax under Code Sections 501(a) and 501(c)(3) of the Code, and to which contributions are deductible under Code Section 170(c)(2). The Board of Directors of the Nonprofit Corporation shall invest, reinvest, administer, and distribute the assets held by it in a manner that best serves the charitable purposes for which the Nonprofit Corporation is formed.

(b) No part of the net earnings of the Nonprofit Corporation shall inure to the benefit of or be distributable to its officers, directors, or private individuals, but the Nonprofit Corporation is authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes specified in Article Three above. It is intended that the Nonprofit Corporation shall have and continue to have the status of a corporation which is exempt from federal income tax under Code Section 501(a), and as an organization described in Code Section 501(c)(3). This Certificate of Formation shall be construed accordingly, and all powers and activities shall be limited accordingly.

(c) No substantial part of the activities of the Nonprofit Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. No activity of the Nonprofit Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) On the dissolution, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Nonprofit Corporation, shall distribute the assets of the

Nonprofit Corporation exclusively for charitable, scientific, literary, or educational purposes to one or more organizations as the Board of Directors determines. To be entitled to receive a distribution of assets, any recipient organization must be one which is then recognized as exempt under the provisions of Code Section 501(c)(3), and contributions to which are then deductible for United States income tax purposes under Code Section 170(c)(2)(B). Assets, if any, which the directors fail to distribute shall be distributed as determined by a court of competent jurisdiction exclusively for one or more of the purposes of the Nonprofit Corporation to one or more organization so qualified as the court determines.

ARTICLE NINE  
Initial Board of Directors

The number of directors constituting the Board of Directors of the corporation shall be not less than three (3) nor more than nineteen (19) voting directors, with the exact number being set annually by resolution of the Board of Directors. The Board of Directors shall consist of the Chief Executive Officer, Secretary, Treasurer, and at least one (1) other person.

The names and addresses of the nine (9) persons who are to serve as the initial directors until the first annual meeting of the directors or until their successors are selected are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Daniel M. Ingram	Chief Executive Officer and Board Chair	[REDACTED]
Tas Dienes	Treasurer and Director	[REDACTED]
Gabriel Beeby	Secretary and Director	[REDACTED]
Bree Greenberg Benjamin	Director	[REDACTED]
Shamil Chandaria	Director	[REDACTED]
Scott Gosnell	Director	[REDACTED]
Nina McCallum	Director	[REDACTED]

Reuben Weiss

Director



Malcolm Wright

Director



(a) Any director may be removed from office at any time, with or without cause, by procedures in the Bylaws and Policies and Procedures of the Nonprofit Corporation.

(b) Newly created directorships resulting from any increase in the authorized number of directors or any vacancy in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall be filled by an affirmative vote of a majority of the remaining directors, and the directors so chosen shall hold office until the next annual meeting of directors. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

ARTICLE TEN  
Miscellaneous

Whenever a provision of the Certificate of Formation is inconsistent with a provision of the Nonprofit Corporation's Bylaws, the provision of the Certificate of Formation shall be controlling.

IN WITNESS WHEREOF, the above-named incorporator signs the Certificate of Formation of the domestic nonprofit corporation on this, the 12th day of February, 2021.

  
Elizabeth W. Abel