

STATE OF ALA. MADISON CO.
I HEREBY CERTIFY THIS INSTRUMENT
WAS FILED ON

AUG 2 4 45 PM '88

RECORDED & INDEXED TAX HAS BEEN
PAID ON THIS INSTRUMENT.

Frank W. Riddick
CLERK OF COURTS

ARTICLES OF INCORPORATION

OF

HUNTSVILLE HOUSING DEVELOPMENTS, INC. an Alabama non-profit corporation

1. The name of the corporation is Huntsville Housing Developments, an Alabama non-profit corporation.

2. The period of its duration is perpetual; provided, however, its existence may be terminated pursuant to the provisions pertaining to the dissolution of the corporation hereinafter set out and in accordance with the provisions of the Alabama Nonprofit Corporation Act pertaining to such dissolution.

3. The objects and purposes of this corporation and the powers which it may exercise are as follows:

A. The corporation is organized for the purpose of engaging in all religious, charitable, scientific, literary or educational purposes in which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations promulgated thereunder, as said Code and regulations now exist or as they may hereafter be amended (or the corresponding provision of any subsequent federal tax law, said Code, regulations and subsequent federal tax laws, if any, being hereinafter referred to together as the "Code"), and to promote and advance such purposes by any activity in which a corporation organized under the Alabama Nonprofit Corporation Act may engage, exclusively, either directly or by contributions to organizations qualifying as exempt organizations under Section 501(c)(3) of the Code, and to receive and maintain a fund or funds of real or personal property, or both, and to administer and apply the income and principal thereof, within the United States of America, for such purposes.

B. Without in any way limiting the foregoing purposes, to engage in the development, financing, construction, renovation, rehabilitation, management and otherwise providing for and fostering low and moderate income housing within Madison County, Alabama.

C. The corporation shall possess and exercise all the powers and privileges granted by the Alabama Nonprofit Corporation Act or by any other law of the State of Alabama together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the corporation including, but not limited to the following powers:

- (i) to acquire by lease, option, purchase, gift, grant, devise, conveyance, or otherwise, and to hold, enjoy, possess, rent, lease, mortgage, farm, ranch, work, forest, and sell real property or any interest therein, and to construct, maintain and operate improvements thereon;
- (ii) to acquire by option, purchase, gift, grant, bequest, transfer or otherwise and to hold, enjoy, possess, use, run, work, pledge as security, sell, transfer or in any manner dispose of personal property of any class or description whatsoever;
- (iii) 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;
- (iv) 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 of the corporation may, in the discretion of the directors, deem advisable, however doubtful or 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 income and whether or not the same are or may be such as are authorized or deemed proper for investment of trust funds under the Constitu-

tion or laws of the State of Alabama or of the United States;

- (v) to borrow and lend money to or from any person, persons, firm, business, partnership, or corporation, with or without security, and if with security, with such security as the directors of the corporation deem proper or appropriate, and, in connection with any borrowing of money by the corporation, to issue evidences of indebtedness of such borrowing and to secure the same by mortgage, pledge or other lien on the corporation's property;
- (vi) to convert real property owned by the corporation into personal property and personal property into real property;
- (vii) 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;
- (viii) to manage and control any shares of stock, certificates of interest, bonds or other securities of any corporation, trust or association at any time acquired in any way by this corporation and with respect to the same to concur in any plan, scheme or arrangement for the consolidation, merger, conversion, recapitalization, reorganization or dissolution, or the lease or other disposition of the properties of any such corporation, trust or association the securities of which are held by this corporation and as owner thereof to vote any security of any corporation, trust or association held by this corporation at any meetings 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;
- (ix) to guarantee or become surety for the obligations of any other nonprofit corporation or corporation not of a business character; and
- (x) to do and perform all other acts and things which may be incidental to and

come legitimately within the scope of any and all of the objects and purposes of the corporation or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the objects and purposes of the corporation, and 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. Anything herein contained to the contrary notwithstanding, the corporation shall not be operated for private profit and no part of the assets or the net earnings of the corporation shall at any time inure to the benefit of any director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse expenditures incurred in the performance of their duties by directors and officers and to make payments and distributions in furtherance of the objects and purposes set forth in this Article 3.

E. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1954, or the corresponding provision of any subsequent federal tax laws, 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.

F. The foregoing clauses of this Article 3 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 corporation expressly conferred by law, except as expressly stated.

G. The foregoing powers of the corporation shall be exercised subject to and consistently with the following affirmative duties:

- (i) The corporation shall distribute its income for each taxable year at such time and in such manner as not to

become subject to the tax on undistributed income imposed by Section 4942 of the Code;

- (ii) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (iii) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (iv) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and
- (v) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

H. Notwithstanding any other provisions of these Articles of Incorporation, this corporation will not carry on any activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4. The corporation is to have no members.

5. The number of directors constituting the initial board of directors of the corporation shall be five (5). The names and addresses of the initial directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Arthur Porter	6407 Cedar Point Drive Huntsville, Alabama 35810
Phillip Dotts	403 White Street SE Huntsville, Alabama 35801
Rev. E. C. Ward	3104 McDow Avenue NW Huntsville, Alabama 35805
Leander R. Patton	116 Chase Road Normal, Alabama 35762
Jerry Galloway	7901 Lauderdale Road SW Huntsville, Alabama 35802

The number of directors constituting the board of directors of the corporation thereafter shall be five (5) and a change in the number of directors shall be made only by amendment to the Bylaws.

6. The members of the first board of directors shall hold office until the first annual meeting of the directors and until their successors shall have been elected and qualified. Thereafter, the directors of the corporation shall be elected in the manner and for the term specified in the bylaws of the corporation.

7. Any member of the board of directors may be removed from office, with or without cause, by the affirmative vote of two-thirds of the directors of the corporation.

8. In the event of dissolution of the corporation, the residual assets of the corporation 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 Code or to the Federal, State, or any local government exclusively for public purposes.

9. There shall be no personal or individual liability of any director or officer for any debts, liabilities or obligations of the corporation of any kind whatsoever.

10. The corporation may through its board of directors, exculpate its directors and officers from civil liability except for such director's or officer's wilfull or wanton misconduct or fraud. The corporation may also through its board of directors indemnify its directors, officers, employees, former or present, and others acting at the request of the corporation, for costs and expenses incurred in the defense of litigation except where such person is adjudged liable of negligence or misconduct. The corporation may also purchase insurance on behalf of any person who is or was a director, officer, employee, agent or other person acting on behalf of the corporation against liability where acting within the scope of his or her employment.

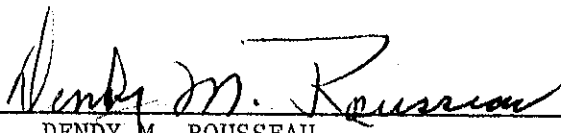
11. The initial registered office of the corporation shall be located at 2711 Holmes Avenue, Huntsville, Alabama and its mailing address shall be Post Office Box 486, Huntsville, Alabama 35804. The name of the initial registered agent of the corporation at such address is Dendy M. Rousseau.

12. The name and address of the incorporator of the corporation is The Housing Authority of the City of Huntsville, a municipal corporation.

13. These articles of incorporation may be amended from time to time in accordance with the terms and provisions of the Alabama Nonprofit Corporation Act; provided, however, that no such amendment shall be made which would in any way result in the operation of the corporation for the private advantage or pecuniary profit of any director thereof or permit the operation of the corporation for any purpose other than religious, charitable, scientific, literary and educational purposes.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Nonprofit Corporation Act, executes these Articles of Incorporation this 7th day of July, 1988.

HOUSING AUTHORITY OF THE CITY
OF HUNTSVILLE


By DENDY M. ROUSSEAU

This instrument prepared by:

Stuart M. Maples
Bradley, Arant, Rose & White
223 East Side Square
Huntsville, Alabama 35801-4898

OFFICE OF THE JUDGE OF PROBATE MADISON COUNTY, ALABAMA
CERTIFICATE OF INCORPORATION


OF

HUNTSVILLE HOUSING DEVELOPMENTS, INC.,
an Alabama nonprofit corporation

The undersigned, as Judge of Probate, Madison County, Alabama, hereby certifies that Articles of Incorporation for the incorporation of Huntsville Housing Developments, Inc., an Alabama nonprofit corporation, duly signed pursuant to the provisions of the Code of Alabama, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in the Judge of Probate by law, hereby issues this Certificate of Incorporation of Huntsville Housing Developments, Inc., an Alabama nonprofit corporation, and attaches hereto a certified copy of the Articles of Incorporation.

Dated August 2, 1988.



Judge of Probate

STATE OF ALABAMA

COUNTY OF MADISON

I, Frank H. Riddick, Judge of Probate in and for the County and State aforesaid, hereby certify that the within and foregoing is a true, correct and complete copy of

ARTICLES OF INCORPORATION
OF
HUNTSVILLE HOUSING DEVELOPMENTS, INC.,
an Alabama nonprofit corporation

as same appears of record in my office.

Given under my hand and seal of office this 2nd day of August,
1988.

Frank H. Riddick
Judge of Probate

**AMENDMENT I
TO THE
ARTICLES OF INCORPORATION
OF HUNTSVILLE HOUSING DEVELOPMENTS, INC.**

As of the date written below, the Articles of Incorporation of Huntsville Housing Developments, Inc., an Alabama non-profit corporation organized under the provisions of the Alabama NonProfit Corporation Act, as duly recorded with the Judge of Probate, Madison County, Alabama on August 24, 1988 in Book 100, Page 13 are hereby amended as follows:

1. Section 3(B) shall now read:

Without in any way limiting the foregoing purposes, to engage in the development, financing, construction, renovation, rehabilitation, management and otherwise providing for and fostering low and moderate income housing within the State of Alabama.

The undersigned, acting before and on behalf of the corporation named herein in accordance with the Alabama NonProfit Corporation Act, executes this Amendment this 3rd day of August, 1994.

HUNTSVILLE HOUSING DEVELOPMENTS, INC.

BY: 

Philip C. Dotts, Chairman

ATTEST: 

Jerry Galloway, Secretary

This instrument prepared by:

Mary Ellen Judah
100 Washington Street, Suite 201
Huntsville, Alabama 35801

AMENDMENT II
TO THE ARTICLES OF INCORPORATION OF
HUNTSVILLE HOUSING DEVELOPMENTS, INC.

As of the date written below, the Articles of Incorporation of Huntsville Housing Developments, Inc., an Alabama non-profit corporation organized under the provisions of the Alabama NonProfit Corporation Act, as duly recorded with the Judge of Probate, Madison County, Alabama on August 24, 1988 in Book 100, Page 13 are hereby amended as follows:


1. Section 3(B) shall now read:

Without in any way limiting the foregoing purposes, to engage in the development, financing, construction, renovation, rehabilitation, management and otherwise providing for and fostering low and moderate income housing in the State of Alabama and other locations outside the State of Alabama.

The undersigned, acting before and on behalf of the corporation named herein in accordance with the Alabama NonProfit Corporation Act, executes this Amendment this 15th day of December, 1994.

HUNTSVILLE HOUSING DEVELOPMENTS, INC.

BY: _____


Philip C. Dotts, Chairman

ATTEST: _____


Jerry Galloway, Secretary

This instrument was prepared by:

Mary Ellen Judah
100 Washington Street, Suite 201

Huntsville, Alabama 35801

AMENDMENT III
TO THE ARTICLES OF INCORPORATION OF
HUNTSVILLE HOUSING DEVELOPMENTS, INC.

As of the date written below, the Articles of Incorporation of Huntsville Housing Developments, Inc., an Alabama non-profit corporation organized under the provisions of the Alabama NonProfit Corporation Act, as duly recorded with the Judge of Probate, Madison County, Alabama on August 24, 1988 in Book 100, Page 13, as amended on August 3, 1994 and further amended on January 10, 2000, are hereby amended as follows:

1. Section 1 shall now read:

The name of the corporation is Neighborhood Concepts, Inc.

The undersigned, acting before and on behalf of the corporation named herein in accordance with the Alabama NonProfit Corporation Act, executes this Amendment this 18th day of November, 2009.

HUNTSVILLE HOUSING DEVELOPMENTS, INC.

By: 

Philip C. Dotts, Chairman of the Board

ATTEST:



Bill McDowell, Secretary

This instrument prepared by:

Mary Ellen Judah
116 S. Jefferson Street
Suite 207
Huntsville, AL 35801

NEIGHBORHOOD CONCEPTS INC
116 JEFFERSON STREET
SUITE 207
HUNTSVILLE, AL 35801

OFFICE OF THE PROBATE JUDGE, MADISON COUNTY, ALABAMA

CERTIFICATE OF AMENDMENT

OF

Huntsville Housing Developments, Inc

The undersigned, as Judge of Probate of Madison County, Alabama, hereby certifies that Articles of Amendment to the Articles of Incorporation of Huntsville Housing Developments, Inc. duly signed and verified pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law. (And if the articles of amendment change the name of the corporation, that the amended name is now reserved with the Secretary of State under Reservation No. _____.)

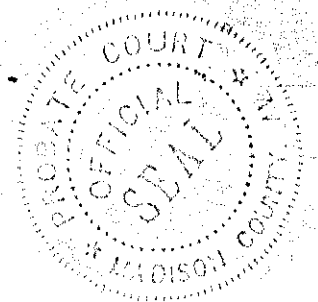
ACCORDINGLY the undersigned as such Judge of Probate and by virtue of the authority vested in me by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of Huntsville Housing Developments, Inc and attaches hereto a certified copy of the Articles of Amendment.

Dated December 9, 2009.

Jimmy R. Gaud

JUDGE OF PROBATE

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Madison Cnty Judge of Probate, AL
12/09/2009 08:53:14AM FILED/CERT



Beth Chapman
Secretary of State

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

STATE OF ALABAMA

I, Beth Chapman, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the domestic corporation records on file in this office disclose that Neighborhood Concepts, Inc., a non-profit corporation, incorporated in Madison County, Huntsville, Alabama on August 2, 1988. I further certify that the records do not disclose that said Neighborhood Concepts, Inc. has been dissolved.



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 20, 2010

Date

Beth Chapman

Beth Chapman

Secretary of State