

NACS

CERTIFICATE OF INCORPORATION OF

ALABAMA VETERINARY TECHNICIAN ASSOCIATION, INC.

Alabama
Sec. Of State

New Entity
001-156-794 DNP
Date 10/01/2024
Time 16:21
241001 8 Pg
Lee County

File \$100.00
County \$100.00
Total \$200.00
05/009

TO THE SECRETARY OF STATE OF THE STATE OF ALABAMA:

The undersigned nonprofit corporation, pursuant to the provisions of the Alabama Nonprofit Corporation Law, as amended (the "Act"), does hereby adopt the following as its certificate of incorporation ("Certificate of Incorporation"), executed as of October 1, 2024:

ARTICLE I

NAME

The name of the nonprofit corporation shall be **Alabama Veterinary Technician Association, Inc.** (the "Association").

ARTICLE II

DURATION

The duration of the Association shall be perpetual, unless the Association is dissolved in accordance with the laws of the State of Alabama.

ARTICLE III

LOCATION OF REGISTERED OFFICE AND NAME OF REGISTERED AGENT

The initial registered office of the Association shall be in **Lee County** at **202 Lee Road 2222, Salem, Alabama 36874**. The name of the initial registered agent at such address shall be **Hayley Pritchard**.

ARTICLE IV

PURPOSE

The Association is organized for the purposes of, and to carry on the activities authorized by, Section 501(c)(6) 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"). Without limiting the foregoing, the Association is organized for the purposes of:

- (1) Promoting the professional and educational advancement of licensed veterinary technicians and veterinary support staff, and, by so doing, aiding in the protection and improvement of public health for the State of Alabama;
- (2) Establishing and maintaining a cooperative and professional relationship with the veterinary medical profession in the State of Alabama; and



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SECRETARY OF STATE
OF ALABAMA

(3) Enhancing the knowledge and skills of licensed veterinary technicians and veterinary support staff by promoting professionalism, responsibility, leadership and continuing education.

In order to carry out the purposes herein above set forth, the Association shall have and exercise any and every power conferred on it by the laws of the State of Alabama that a nonprofit corporation organized under the provisions of the Act can be authorized to exercise (limited only by the restrictions set forth in this Certificate of Incorporation), and 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 Association or which may be necessary or appropriate for the carrying out and accomplishment of any and all of the objects and purposes of the Association, 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.

ARTICLE V
RESTRICTION ON USE OF EARNINGS

No part of the net earnings of the Association shall inure to the benefit of or be distributable to any member, director or officer of the Association or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. Without limiting the foregoing, the Association 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)(6) of the Code.

ARTICLE VI
MEMBERSHIP

The Association shall have such members (the "Members") as may be provided in the Bylaws. Without limiting the foregoing, the Association shall establish such qualifications for membership and procedures for nominating and selecting Members, and the Members shall have such rights, privileges and obligations, as may be provided in the Bylaws.

ARTICLE VII
BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of the board of directors (the "Board of Directors"). All members of the Board of Directors (each, a "Director") shall be natural persons but need not be residents of the State of Alabama. The number Directors shall be fixed by the Bylaws, provided that in no event shall the Board of Directors consist of less than three (3) Directors, or such lower number as may be permitted by law. The Bylaws of the Association may prescribe further qualifications for Directors.

The initial Board of Directors shall consist of five (5) Directors, whose names and mailing addresses are as follows:

Hayley Pritchard

[REDACTED]

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Elena Graves

[REDACTED]

Maureen Donohue

[REDACTED]

Kellye Berkley

[REDACTED]

Bethany Trucks

[REDACTED]

**ARTICLE VII
BYLAWS**

The Board of Directors shall have the power to adopt initial bylaws (the "Bylaws") for the regulation and government of the Association, its members, Directors, officers, employees, agents, servants and representatives, and for all other purposes not in conflict with the this Certificate of Incorporation or the laws of the State of Alabama. Without limiting the foregoing, the Bylaws may establish dates on which the members, Directors and the officers of the Association shall meet; the number, classes, terms of office, powers and duties of the Directors; the offices, terms of office, powers and duties of the officers; and procedures for nominating and electing Directors and officers.

**ARTICLE VIII
TERMINATION**

In the event of dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, transfer all of the remaining assets of the Association to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of the Association, as the Board of Directors shall select, consistent with the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operate exclusively for the purposes set out above.

**ARTICLE IX
INDEMNIFICATION**

(a) The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Association), by reason of the fact that such person is or was a Director or officer, or is or was serving at the request of the Association as a director, officer or partner of another corporation, partnership, joint venture, trust or other enterprise (any of the foregoing an

"Indemnified Person"), (i) as may be ordered by a court of competent jurisdiction; or (ii) upon a determination (A) if the number of the Directors who were not parties to, or who have been wholly successful on the merits with respect to, such claim, action, suit or proceeding (collectively, the "Disinterested Directors") constitutes a quorum of the Board of Directors under the Bylaws, by the majority vote of the Disinterested Directors, or (B) if no such quorum exists, or, if a majority of the Disinterested Directors so directs, by independent legal counsel in a written opinion, that the Indemnified Person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, against any expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding.

(b) For purposes of this Article, the termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that an Indemnified Person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(c) Any amount to be paid as indemnification under this Article may be paid by the Association to an Indemnified Person in advance of the final adjudication of the applicable claim, action, suit or proceeding; provided, however, that such person shall repay such amount if and to the extent it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as authorized in this Article.


(d) Indemnification made to an Indemnified Person shall (i) not be deemed exclusive of, and shall be in addition to, any other rights to which the Indemnified Person may be entitled hereunder or under the Bylaws or by virtue of any agreement or majority vote of the Disinterested Directors; (ii) apply to actions taken in the Indemnified Person's capacity as a Director or officer, or serving at the request of the Association as a director, officer or partner of another corporation, partnership, joint venture, trust or other enterprise, or any other capacity on behalf of the Association; and (iii) continue after the Indemnified Person has ceased serving in such capacity, and inure to the benefit of his or her heirs, executors and administrators.

(e) The Association shall have the power to purchase and maintain insurance on behalf of any Indemnified Person against any liability asserted against or incurred by him or her in any such capacity, or arising out of actions taken by the Indemnified Person in such capacity, regardless of whether the Association would have the power to indemnify the Indemnified Person against such liability under the provisions of this Article.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK;
SIGNATURE PAGES TO FOLLOW]

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Incorporation to be executed as of the date first set forth above.

Alabama Veterinary Technician Association,
Inc.
an Alabama nonprofit corporation


By: Hayley Pritchard
Its: President

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Signature Page to Certificate of Incorporation
Alabama Veterinary Technician Association, Inc.

Kellye J. Berkley
By: Kellye Berkley
Its. Secretary

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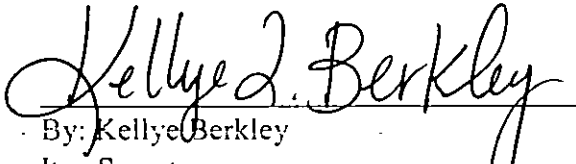
File \$100.00
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*Signature Page to Certificate of Incorporation
Alabama Veterinary Technician Association, Inc.*

VERIFICATION

I, the undersigned, as Secretary of Alabama Veterinary Technician Association, Inc., an Alabama nonprofit corporation, do hereby certify and attest that the foregoing officers have executed a true and correct copy of the Certificate of Formation of this Association.


By: Kellye Berkley
Its: Secretary

THIS DOCUMENT PREPARED BY:

John G. Archer, Esq.
Gilpin Givhan, PC
Post Office Drawer 4540
Montgomery, Alabama 36103-4540
Telephone - (334) 409-2247
Fax - (334) 244-1969

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Wes Allen
Secretary of State

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

STATE OF ALABAMA

I, Wes Allen, 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:

Alabama Veterinary Technician Association, Inc.

This name reservation is for the exclusive use of Gilpin Givhan, PC, 2660 Eastchase Lane, Suite 300, Montgomery, AL 36117 for a period of one year beginning October 01, 2024 and expiring October 01, 2025

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.

October 01, 2024

Date



RES180257

Wes Allen

Secretary of State