

BY-LAWS OF  
FINANCIAL AND ESTATE PLANNING  
COUNCIL OF HUNTSVILLE

ARTICLE I

OFFICE

Section 1. Principal Office. The principle office of the corporation shall be at such place in the City of Huntsville, Alabama, as may be designated from time to time by the Board of Directors.

Section 2. Other Offices. The corporation shall also have offices at such other places without, as well as within, the State of Alabama as the Board of Directors may from time to time determine.

ARTICLE II

MEMBERSHIP

Section 1. Membership in the organization shall consist of:

(a) Officers of trust companies or banks maintaining trust departments which are actively engaged in trust or estate operations and administration;

(b) Chartered Life Underwriters;

(c) Attorneys;

(d) Certified Public Accountants;

(e) Stock brokers and persons offering to the public financial planning services or asset management services.

All members must be interested in and actively practicing financial planning, estate planning or related subjects.

Section 2. Charter members shall be those persons listed on Schedule A and hereto attached. A new member must be nominated by a current member. The nomination shall be given to the President. The President shall present the nomination to the Board of

Directors which shall approve membership of the nominee by majority vote. The Board of Directors shall attempt to maintain parity among the categories of membership when admitting new members and no new members shall be admitted under a category if that category has 35% or more of the membership. No more than two members of any single category for membership qualification shall serve on the Board of Directors at one time and each category shall be represented by one member at all times.

### ARTICLE III

#### BOARD OF DIRECTORS

All powers necessary for the government of the organization shall be vested in the Board of Directors composed of the President, Vice President, Secretary-Treasurer, four members elected at the last full membership meeting of the year by the membership, and the past president who shall serve as a director without being subject to election.

### ARTICLE IV

#### OFFICERS

Section 1. President. The president shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Directors.

Section 2. Vice President. At the request of the president, or in the event of his absence or disability, the vice president shall perform the duties and possess and exercise the powers of the president; the vice president with the assistance of the Executive Committee shall be in charge of programs and shall perform such other duties as may be assigned to him by the Board of Directors.

Section 3. Secretary-Treasurer. The secretary-treasurer shall have charge of such books, documents and papers as the Board of Directors may determine and shall have the custody of the corporate seal. He shall attend and keep the minutes of all the meetings of the Board of Directors. He shall have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors.

Section 4. The officers shall serve from January 1 to December 31. The Secretary-Treasurer for the coming year shall be elected by the membership at the last meeting of the full membership of the current year. The current Secretary-Treasurer shall become the Vice President for the coming year and the current Vice President shall become the President for the coming year. If a current officer or an incoming officer resigns or is unable to serve for any reason, a replacement shall be elected by the full membership.

Section 5. If a vacancy during the year occurs in a position on the Board of Directors (other than officers), the position shall be filled by a majority vote of the Board of Directors.

Section 6. The Board of Directors shall nominate a slate of candidates for all vacant positions to be voted on by the full membership. Nominations may be received from the floor.

#### ARTICLE V

##### QUORUMS

Any three members of the Board of Directors shall constitute a quorum for the transaction of business. One-fifth of the membership shall constitute a quorum at meetings of the full membership for the transaction of business.

#### ARTICLE VI

##### MEETINGS

The full membership shall meet at least four times a year, the dates to be determined by the Board of Directors. The Board of Directors shall meet at the call of the President or at the call of three other members of the Board of Directors.

ARTICLE VII

EXPENSES AND DUES

The expenses of the organization shall be provided by annual dues of \$100.00 per member, payable in January of each year. The Board of Directors may assess special charges as admission to seminars or other special events sponsored by the organization.

ARTICLE VIII

ADVERTISEMENT

No member of the organization shall use his membership herein in any form of advertisement or solicitation of business.

ARTICLE IX

AMENDMENTS

These By-Laws may be amended at full membership meetings of the organization by vote of two-thirds of the members present assuming a quorum exists; provided, that notice setting forth the proposed amendment shall have been mailed to all members at least five days prior to the date of such meeting, and provided further, that the Board of Directors shall have theretofore approved such amendment in writing.

This Instrument Was Prepared By Jackson P. Burwell,  
P.C., 406 1/2 Governors Dr., S.W., Huntsville, Alabama,  
35801

FINANCIAL AND ESTATE PLANNING  
COUNCIL OF HUNTSVILLE

CERTIFICATE OF INCORPORATION

The undersigned incorporators, desiring to form a  
nonprofit corporation under the laws of the State of  
Alabama do hereby certify:

ARTICLE I

NAME

The name of the corporation shall be the  
Financial and Estate Planning Council of Huntsville.

ARTICLE II

OBJECTIVES

The corporation is formed for the following  
objectives:

(a) To foster intelligent cooperation and a cordial understanding among the members as to the proper relationship between the function of the attorney, certified public accountant, life underwriter trust officer and financial planner in the field of financial and estate planning; and

(b) To assist its members in keeping abreast of laws and conditions affecting business and personal taxation and the problems of estate accumulation and conservation so as to improve the knowledge of each member within his sphere; and with these objectives

(c) To encourage its members to have as their ultimate goal the rendering of the best professional service to the public.

### ARTICLE III

#### TIME LIMIT

The time period of this corporation shall be perpetual.

### ARTICLE IV

#### Election of Directors

The original Board of Directors shall consist of eight members as named in this certificate of incorporation. The by-laws of the corporation, which shall be adopted by the Board of Directors, shall provide for terms of office and manner of election of

succeeding members to the Board of Directors. The Board of Directors may, by provision in the by-laws, change the number of members on the Board of Directors.

#### ARTICLE V

##### Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation, except beneficiaries of the corporation for the purposes for which the corporation has been organized as set out in Article II. 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 any political campaign on behalf of any candidate in public office.

ARTICLE VI

Officer and Agent

The address of the initial registered office of the corporation shall be 406 1/2 Governors Dr., S.W., Suite B, Huntsville, Alabama 35801 and the initial registered agent of the corporation at such address shall be Jackson P. Burwell.

ARTICLE VII

DIRECTORS AND INCORPORATORS

The names and addresses of the initial directors and incorporators are as follows:

<u>Name</u>	<u>Address</u>
Jackson P. Burwell	406 1/2 Governors Dr., S.W. Suite B Huntsville, Alabama
George Henry	120 South Side Squ. Huntsville, Alabama
Donald Martin	218 Rhett Ave., S.W. Huntsville, Alabama
Don Kyle	Colonial Bank P.O. Box 1708 Huntsville, Alabama
Scott Ludwig	P.O. Box 287 Huntsville, Alabama
Harry Hepler	707 Fiber St., N.W. Huntsville, Alabama



IN WITNESS WHEREOF, the undersigned have hereunto  
set their hands this \_\_\_\_\_ day of \_\_\_\_\_, 198\_\_.

INCORPORATORS

\_\_\_\_\_  
JACKSON P. BURWELL

\_\_\_\_\_  
GEORGE HENRY

\_\_\_\_\_  
DONALD MARTIN

\_\_\_\_\_  
DON KYLE

\_\_\_\_\_  
SCOTT LUDWIG

\_\_\_\_\_  
HARRY HEPLER

HUNTSVILLE ESTATE PLANNING  
MEMBERSHIP LIST  
AS OF  
January 3, 1986

Mr. Charles Adams, CPA  
Suite 900  
200 Westside Square  
Huntsville, AL 35801  
533-9105

Mr. Danny L. Alm, CPA  
120 South Side Square  
Huntsville, AL 35801  
539-9641

Mr. Jackson P. Burwell  
406 1/2 Governors Drive, S.W.  
Suite B  
Huntsville, Alabama 35801  
534-1181

Mr. Sam Chirella  
3125-D University Dr. N.W.  
Huntsville, AL 35807  
534-6320

Mr. L.C. Clendenon, CPA  
303 Williams Avenue  
Huntsville, AL 35801  
536-6426, 536-7032

Mr. John Coyle  
4040 Memorial Parkway, SE  
Huntsville, AL 35802  
883-9580

Mr. Dwight Daniell, CPA  
806 Gallatin St., S.W.  
Huntsville, AL 35801  
533-4700

Mr. F. Ralph Dowdy, CPA  
Suite 900, 200 Westside Square  
Huntsville, AL 35801  
533-9105

Mr. Arthur Faulkner, CPA  
102 Southside Square  
Huntsville, AL 35801  
539-4413

Mr. James M. Gaines  
108 Southside Square  
Huntsville, AL 35801  
534-4557

Mr. David Ronnie Hamilton, CPA  
P.O. Box 2475  
Huntsville, AL 35804  
533-1040

Mr. Harry Hepler  
8109 Hillside Lane  
Huntsville, AL 35803  
883-0990

Mr. George A. Henry, III, CPA  
120 Southside Square  
Huntsville, AL 35801  
539-9641

Mr. Forest D. Herrington  
116 S. Jefferson St.  
Huntsville, AL 35804  
533-1421

Mr. C. Tom Hodges  
808 John T. Reid Parkway  
Scottsboro, AL 35768  
259-1987

Mr. Walt Jackson  
104 Williams Avenue  
Huntsville, AL 35801  
533-5700

Mr. C.J. Jacobs  
New York Life, Central Bank Building  
Huntsville, AL 35801  
533-9770

Mr. Ralph Jones  
817 2nd Avenue, SE  
Decatur, AL 35601  
353-8224

Mr. Gary D. Joyce, CPA  
Johnston, Joyce and Wiginton  
Suite 100, Central Bank Building  
Huntsville, AL 35801  
533-1720

Mr. Don Kyle  
P.O. Box 1708, Colonial Bank  
Huntsville, AL 35807  
533-0800

Mr. David Lewis  
218 Rhett Ave., SW  
Huntsville, AL

Mr. J. Hoyt Looney, CPA  
Taylor, Snyder & Company  
2021 Clinton Avenue, W.  
Huntsville, AL 35805  
539-0601

Mr. Scott Ludwig  
P.O. Box 287  
Huntsville, AL 35804  
533-3500

Mr. Donald C. Martin, CLU  
218 Rhett Avenue, SW  
Huntsville, AL 35801  
533-1941

Mr. James R. McCown  
303 Williams Ave., Suite 136  
Huntsville, AL 35801  
533-4440

Mr. William H. Michael  
2617 Belle Meade Dr. NE  
Huntsville, AL 35810  
830-5636

Ms. Joan Napp  
Trust Office, First Alabama Bank  
500 Madison Street  
Huntsville, AL 35801  
535-0370

Mr. Ernest L. Potter, Jr.  
221 East Side Square  
Huntsville, AL 35801  
536-2467

Mr. Joe H. Ritch  
1 Washington Square  
Huntsville, AL 35801  
536-1711

Mr. Thomas R. Robinson  
404 Madison Street  
Huntsville, AL 35801  
533-5920

Mr. S. Dagnal Rowe  
300 Clinton Avenue, W.  
Huntsville, AL 35801  
533-9025

Mr. Gary Saliba  
220 Rhett Ave., Suite D  
Huntsville, Alabama 35801

Mr. Louis Salmon  
P.O. Box 287  
Huntsville, AL 35804  
533-3500

Mr. Robert Sellers Smith  
223 East Side Square  
Huntsville, AL 35801  
533-5040

Mr. William B. Tatum  
218 Randolph Avenue  
Huntsville, AL 35801  
533-5030

Mr. Sidney R. White, CPA  
201 East Side Square  
Huntsville, AL 35801  
533-7610

Mrs. Sarah F. Wilkinson, CPA  
Georgetown Square  
2009 Gallatin Street  
Huntsville, AL 35801  
534-6611

Mr. Stephen M. Wilson  
203 East Side Square  
Huntsville, AL 35801  
534-3697

Mr. John R. Wynn  
404 Madison Street  
Huntsville, AL 35801  
533-5920