

ARTICLES OF INCORPORATION
OF
DALE W., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators, do hereby associate ourselves together for the purpose of forming a corporation under the Code of Alabama and adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be DALE W., INC.

ARTICLE II

The purpose or purposes for which this corporation is formed are:

- (1) Wholesale of moulding and framing supplies.
- (2) To do and engage in any business which a natural person can do.
- (3) To manufacture, purchase or otherwise acquire, own, pledge, sell assign and transfer, or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified.
- (4) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.
- (5) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

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Bham. 35222

(6) To purchase, acquire, hold, subdivide, develop and operate real estate, to erect buildings thereon, and to sell, lease, maintain, own, repair, and operate such properties.

(7) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature and description.

(8) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

(9) Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor.

(10) To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(11) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific

enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

ARTICLE III

The location and mailing address of the initial registered office of the corporation is Route 1, Box 25A, Columbiana, Alabama 35051, and the name of its initial registered agent at such address is Dale Watts.

ARTICLE IV

The amount of the total authorized capital stock of this corporation shall be \$1,000.00 divided into 100 shares with a par value of \$10.00 per share.

The amount of total authorized capital stock with which this corporation shall begin business shall be \$1,000.00 divided into 100 shares with a par value of \$10.00 per share, all of said shares of stock being paid for by each subscriber therefor in U. S. Currency, said stock being issued as shown by the subscription list hereto attached and marked Exhibit "A".

ARTICLE V

The name and address of the officer and agent designated by the incorporators to receive subscriptions to the capital stock of this corporation is Dale Watts, 102 Carters Lane Columbiana, Alabama 35051.

ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed and paid for by each are respectively as follows:

Dale Watts	50 Shares	102 Carters Lane Columbiana, Alabama 35051
James N. Myers	25 Shares	2636 Pike Road Birmingham, Alabama 35208
Charlene P. Myers	25 Shares	2636 Pike Road Birmingham, Alabama 35208

ARTICLE VII

The names and post office addresses of the officers of the corporation chosen for the first year are as follows:

NAME	OFFICE	ADDRESS
Dale Watts	President	102 Carters Lane Columbiana, Alabama 35051
James N. Myers	Vice-President	2636 Pike Road Birmingham, Alabama 35208
Charlene P. Myers	Secretary	2636 Pike Road Birmingham, Alabama 35208

ARTICLE VIII

The names and post office addresses of the directors of the corporation chosen for the first year are as follows:

Dale Watts	102 Carters Lane	Columbiana, Alabama 35051
James N. Myers	2636 Pike Road	Birmingham, Alabama 35208
Charlene P. Myers	2636 Pike Road	Birmingham, Alabama 35208
Connie Watts	102 Carters Lane	Columbiana, Alabama 35051

ARTICLE IX

The duration of this corporation shall be perpetual.

ARTICLE X

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation, or by By-Laws adopted in amendment thereto.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

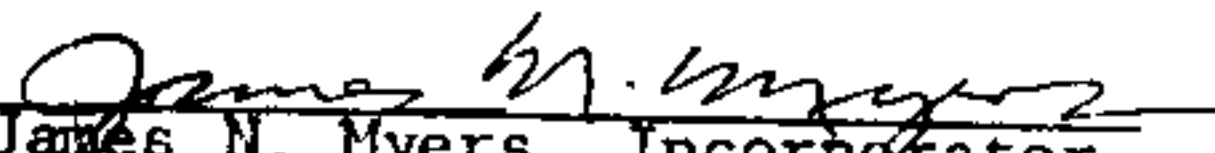
(a) To make and alter the By-Laws of this corporation, but By-Laws so made by the Directors may be altered or repealed by the directors or stockholders.

(b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payments of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

(c) To make, from time to time, (so far as may be permitted by law) temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the corporation.

The corporation may, in its By-Laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred by statute.


Dale Watts, Incorporator


James N. Myers, Incorporator


Charlene P. Myers, Incorporator

EXHIBIT "A"

All of the 100 shares of stock subscribed for by the subscribers listed below are issued and hereby declared to be fully paid stock, payment therefor having been made by U. S. Currency for the number of shares set forth opposite the name of each of the subscribers hereinbelow:

NAME	NO. OF SHARES	ADDRESS
Dale Watts	50	102 Carters Lane Columbiana, AL 35051
James N. Myers	25	2636 Pike Road Birmingham, AL 35208
Charlene P. Myers	25	2636 Pike Road Birmingham, AL 35208

STATE OF ALABAMA :

JEFFERSON COUNTY :

Before me, the undersigned authority in and for said County and State, personally appeared Dale Watts, who, being by me first duly sworn, deposes and says that he is the agent of DALE W. INC., designated by the incorporators to receive subscriptions to the capital stock of said corporation; that the foregoing is a true and correct list of the subscriptions to the capital stock of said corporation, together with the number of shares subscribed for by each, and that the subscriptions for all of the said stockholders have been paid for as shown therein.

Dale Watts
Dale Watts

Subscribed and sworn to before me this the 10 day of August, 1982.

Jane H. Windham
Notary Public
MY COMMISSION EXPIRES 2/85

This instrument prepared by
Jeff Bennitt
Attorney at Law
3716 So. 5th Ave.
Birmingham, Alabama 35222



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

DALE W., Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of DALE W., Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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.

August 3, 1982 - expires 12-2-82
Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

DALE W., INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of DALE W., INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, 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 him by law, hereby issues this Certificate of Incorporation of DALE W., INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 19th day of AUGUST, 19 82

RECEIVED SHELBY CO.
COUNTY CLERK
THIS
1982 AUG 19 PM 4:47

Thomas A. Snodgrass, Jr.

Judge of Probate

Thomas A. Snodgrass, Jr.
JUDGE OF PROBATE

