

ARTICLES OF INCORPORATION  
OF  
JOHN W. EVERAGE & ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is John W. Everage & Associates, Inc.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

Alton J. Jones 2148 Bailey Brook Dr. B Ham 12  
35244

#### ARTICLE FOUR

The street address of the initial registered office of the corporation is 812 Riverchase Parkway W., Birmingham, Alabama 35244. The initial registered agent at such address is John W. Everage.

#### ARTICLE FIVE

The total number of shares that the corporation has authority to issue is 5,000 shares of common stock of the par value of \$10.00 per share. The amount of capital stock with which the corporation shall begin business shall be \$3,000.00, consisting of 300 shares of the common stock of the par value of \$10.00 per share.

#### ARTICLE SIX

The number of directors constituting the initial board of directors of the corporation is two. The names and addresses of the persons who are to serve as directors for the first year and until their successors are elected and qualified are:

John W. Everage

812 Riverchase Parkway W.  
Birmingham, Alabama 35244

Alice D. Everage

812 Riverchase Parkway W.  
Birmingham, Alabama 35244

#### ARTICLE SEVEN

BOOK 23 PAGE 785  
This corporation may from time to time issue its shares of stock for such consideration (but not less than par) as may be fixed from time to time by the board of directors and may receive payment thereof, in whole or in part, in cash, labor done, personal property (tangible and intangible) or real property. In the absence of actual fraud in the transaction, the judgment of the board of directors as to the value of such labor, personal property, or real property shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

#### ARTICLE EIGHT

This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital

stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the board of directors of this corporation, provided that such restrictions be stated upon each certificate representing such shares.

#### ARTICLE NINE

The bylaws of the corporation shall contain provisions for the regulation and management of the affairs of the corporation not inconsistent with any provisions of the articles of incorporation, and not inconsistent with the laws of the State of Alabama. The initial bylaws of the corporation shall be adopted by the stockholders. The bylaws of the corporation shall be subject to alteration, amendment or repeal, and new bylaws may be adopted by the affirmative vote of the holders of a majority of the shares of the common stock present in person or by proxy at any annual or special meeting of the stockholders entitled to vote thereat, a quorum being present. No amendment decreasing the number of directors shall have the effect of shortening the term of any incumbent director. The

BOOK 23 PAGE 786

bylaws may also be amended in the interim between stockholders' meetings by a majority vote of the board of directors, provided, however, that the board of directors may not alter, amend or repeal any bylaw establishing the number of directors, the number of directors constituting a quorum at a meeting of the board of directors, the time or place of stockholders' meetings, or what constitutes a quorum at such stockholders' meetings.

#### ARTICLE TEN

The corporate powers shall be exercised by the board of directors, except as otherwise provided by statute or by these articles of incorporation. Any action required or permitted to be taken at any meeting of the board of directors or any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the board or committee. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to fix and determine and to vary the

BOOK 23 PAGE 787

amount of working capital of the corporation, to determine the date or dates for the declaration and payment of dividends, and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in. The corporation may, in its bylaws, confer powers upon its board of directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

#### ARTICLE ELEVEN

(A) Subject to the provisions of subsection (D) hereof, the corporation 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 corporation), by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against

BOOK 23 PAGE 789  
expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any 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 the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(B) Subject to the provisions of subsection (D) hereof, the corporation 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 or suit by or in the right of the corporation to procure a judgment in its favor by reason of

the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(C) To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or other-



wise in defense of any action, suit or proceeding referred to in subsection (A) or (B) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

(D) Any indemnification under subsection (A) or (B) shall (unless ordered by a court) be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (A) or (B), as the case may be. Such determination shall be made (1) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders.

(E) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in the preceding subsection (D) upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount if and to the extent it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this article.

(F) The indemnification provided by this article shall not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the corporation's articles of incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

" (G) The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this article.

#### ARTICLE TWELVE

No contract or other transaction between this corporation and any person, firm, association or corporation and no other act of this corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the directors of the corporation are, directly or indirectly, pecuniarily or otherwise interested in such contract, transaction or other act, or related to or interested in (either as director, stockholder, officer, employee, member of otherwise) such person, firm, association or corporation. Any director of the cor-

poration individually, or any firm or association of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he, individually, or such firm or association is so interested, shall be disclosed or known to the board of directors or a majority of the members thereof as shall be present at any meeting of the board of directors, or of any committee of directors having the powers of the full board, at which action upon any such contract, transaction or other act is taken; and if such fact shall be so disclosed or known, any director of this corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the board of directors, or of such committee, at which action upon any such contract, transaction or act shall be taken, and may vote thereat with respect to such action with like force and effect as if he were not so related or interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

ARTICLE THIRTEEN

The names and addresses of the incorporators are:

John W. Everage

812 Riverchase Parkway W.  
Birmingham, Alabama 35244

Alice D. Everage

812 Riverchase Parkway W.  
Birmingham, Alabama 35244

WE, THE UNDERSIGNED, have subscribed our names this the  
5<sup>th</sup> day of December, 1982.

John W. Everage  
John W. Everage, Incorporator

Alice D. Everage  
Alice D. Everage, Incorporator

This instrument was prepared by <sup>✓</sup>Alec Jones whose address  
is 2148 Bailey Brook Drive, Birmingham, Alabama 35244.



# 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 \_\_\_\_\_

John W. Everage & Associates, Inc.

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

November 30, 1982 - expires 3-31-83

Date

Don Siegelman

Secretary of State

# State of Alabama

SHELBY

## County

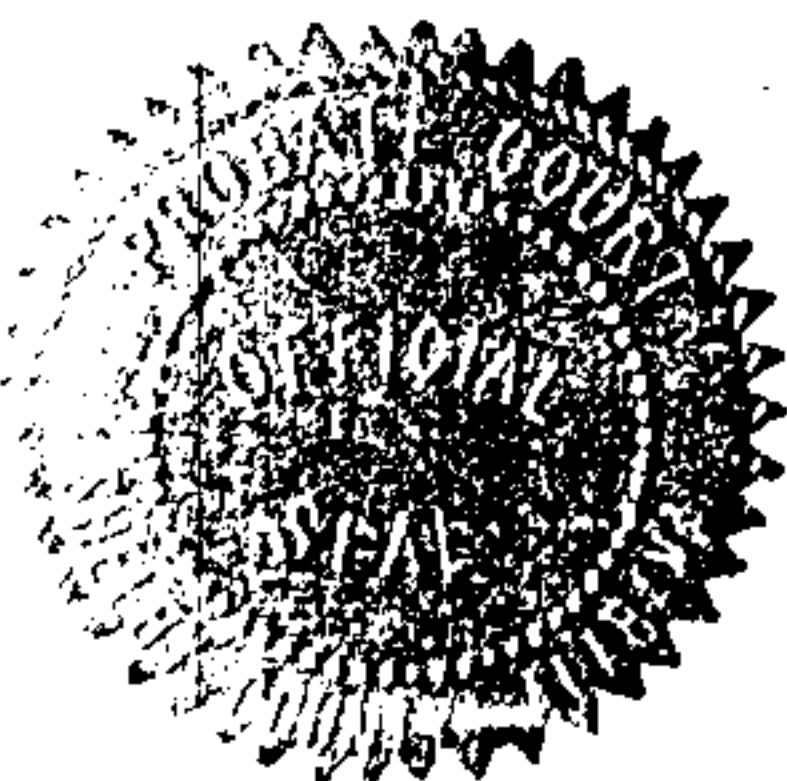
### CERTIFICATE OF INCORPORATION

OF  
JOHN W. EVERAGE & ASSOCIATES, 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 JOHN W. EVERAGE & ASSOCIATES, 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 JOHN W. EVERAGE & ASSOCIATES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 6th day of DECEMBER, 19 82.



RECEIVED  
1982 DEC -6 AM 11:11

*Thomas A. [Signature]*  
Judge of Probate

Rec 25.00  
Jud 1.00  
26.00