

STATE OF ALABAMA)
SHELBY COUNTY)

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CERTIFICATE OF INCORPORATION
OF
BAKER RESEARCH AND EDUCATION, INC.
d/b/a B.R.E., INC.

The undersigned, desiring to form a corporation pursuant to the laws of the State of Alabama do hereby make and file their Certificate of Incorporation as follows:

I.

The name of the corporation shall be Baker Research and Education, Inc. d/b/a B. R. E., Inc.

II.

The location of the principal office of the corporation shall be #2 Pawnee Drive, Shelby County, Alabama.

III.

The nature of the business and the object and the purposes for which this corporation is formed are and include, as fully as to the same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under and by virtue of the State of Alabama, the following:

a. To engage in the business of performing scientific research and other educational activities including the sales of educational materials and as a part of such activities to seek contracts, grants and other sources of revenue for the performance of such scientific research and educational activities.

b. To take, own, hold, deal in, mortgage or otherwise give lien against and to lease, sell, buy, exchange, transfer and, in any manner, dispose of or deal with real property of every class or description, and any and all interest therein, both within and without the State of Alabama.

c. To manufacture, purchase or otherwise acquire, in any lawful manner, and hold, own, mortgage, pledge or otherwise to give liens against and to lease, sell, assign exchange, transfer, or in any manner, dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within and without the State of Alabama, and in any part of the world.

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Thompson, J. L.
1609 - 21st St. S. Cambridge Row
B'ham, AL 35205

d. For any of the purposes of the corporation and without any limitation as to amount, to borrow and raise monies, to draw, make, accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds and other instruments, whether transferable, and other evidence of indebtedness, whether secured by mortgage or otherwise, either alone or jointly with any other person or corporation; to confer upon the holders of any of its obligations such rights, powers and pledges as from time to time might be deemed advisable by the Board of Directors, except as may be specifically prohibited by law; to lend money with or without collateral or other security.

e. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality or body politic.

f. To purchase, insofar as the same may be done without impairing capital of the corporation, except as otherwise permitted by law, and to hold, pledge, and reissue shares of its own capital stock, as determined by the Board of Directors.

g. To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, trustees or otherwise, and either alone or in the company of others.

h. In general, to carry on any other business in connection therewith and to do all things not forbidden by the laws of the State of Alabama and with all the powers conferred upon corporations by the laws of the State of Alabama. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this third article of these Articles of Incorporation shall, except where otherwise specified, be no wise limited or restricted articles, but that the objects, purposes and powers specified in this article and in each of the articles and paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes and powers shall not be construed to restrict, in any manner, the general powers and terms of this corporation nor shall the expression of any one thing be deemed to exclude another, although it be of like nature.

IV.

The amount of the total authorized capital of this corporation shall be One Thousand and No/100 Dollars (\$1,000.00), divided into One Hundred (100) shares of common stock of the par value of Ten Dollars (\$10.00) per share. The total capital with which the corporation shall begin business shall be One Thousand Dollars.

V.

The name and post office address of the officer or agent designated by the incorporators to receive subscriptions to the capital stock is Henry John Baker, Jr., D.V.M., #2 Pawnee Drive, Shelby County, Alabama (mailing address: Route 1, Box 405F, Helena, Alabama 35080).

The name of the registered agent for service of process and the address of the registered office of the corporation is Henry John Baker, Jr., D.V.M., #2 Pawnee Drive, Shelby County, Alabama (mailing address: Route 1, Box 405F, Helena, Alabama 35080).

VII.

The name and post office address of the incorporator and the number of shares subscribed for is as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Henry John Baker, Jr., D.V.M	Route 1, Box 405F Helena, Alabama 35080	50
Gertrude H. Baker	Route 1, Box 405F Helena, Alabama 35080	50

VIII.

The duration of the corporation shall be perpetual.

IX.

The initial Board of Directors shall consist of three directors. The names and addresses of the directors chosen for the first year is as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Henry John Baker, Jr., D.V.M.	Route 1, Box 405F Helena, Alabama 35080
Todd Michael Baker	Route 1, Box 405F Helena, Alabama 35080
Gertrude H. Baker	Route 1, Box 405F Helena, Alabama 35080

X.

The names and address of the officers chosen for the first year are as follows:

<u>OFFICER</u>	<u>ADDRESS</u>	<u>TITLE</u>
Henry John Baker, Jr., D.V.M	Route 1, Box 405F Helena, Alabama 35080	President
Gertrude H. Baker	Route 1, Box 405F Helena, Alabama 35080	Vice President Secretary/Treasurer

XI.

The power to manage and control the corporation shall be vested in the Board of Directors, subject to the By-Laws, rules and regulations adopted by the stockholders of the corporation.

XII.

No contract or other transaction between the corporation and any other firm, individual or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is interested in or a member of, stockholder, director or officer of any such firm or corporation; and any director or officer, individually or jointly, may be a party to or interested in any contract or transaction of this corporation, and no contract, act or transaction of this corporation with any person, firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation is a party to or interested in said contract.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Alabama does make, file and record this Certificate of Incorporation and does certify that the facts herein stated are true and has, accordingly, hereunto set his hand and seal on the date set opposite our name.


HENRY JOHN BAKER, JR., D.V.M.


GERTRUDE H. BAKER

STATE OF ALABAMA)

SHELBY COUNTY)

I, the undersigned Notary Public, in and for said County in said State, hereby certify that Henry John Baker, Jr., and Gertrude H. Baker, whose names are signed to the foregoing Certificate of Incorporation of Baker Research and Education, Inc. d/b/a B.R.E., Inc., who are known to me to be the party to same, acknowledged before me on this day that being informed of the contents of said Certificate of Incorporation, they executed the same voluntarily on the day the same bears date and said Certificate is the act and deed of the signers and the facts stated herein are true.

the 14th day of June, 1984. GIVEN under my hand and seal of my office on this

Brenda M. Thompson
NOTARY PUBLIC

My Commission ends:

January 12, 1987

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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 _____

Baker Research and Education, Inc. d/b/a/ B.R.E., Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Baker Research and Education, Inc. d/b/a B.R.E., 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.

Date June 6, 1984 - expires 10-5-84

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

BAKER RESEARCH AND EDUCATION, INC. d/b/a/ B.R.E., 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 BAKER RESEARCH AND EDUCATION, INC. d/b/a B.R.E., 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 BAKER RESEARCH AND EDUCATION, INC. d/b/a/ B.R.E., INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 21 st day of JUNE, 1984.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1984 JUN 21 PM 12:34

Thomas A. Swadlow, Jr.
JUDGE OF PROBATE

Thomas A. Swadlow, Jr.

Judge of Probate

Rec 25.00
Jud 1.00
26.00