

449

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

CERTIFICATE OF INCORPORATION

OF

HIGHLAND INVESTMENT COMPANY, INC.

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

UNDER AND BY VIRTUE OF the Alabama Business Corporation Act, the undersigned, WILLIAM C. STEGALL, JR. hereby make and file this Certificate pursuant to the provisions of said laws, to come thereunder a body corporate for the purpose of carrying on the business hereinafter named and hereby certify and declare as follows:

FIRST: The name of the corporation shall be:

HIGHLAND INVESTMENT COMPANY, INC.

SECOND: The address of the initial registered office of corporation is 3200 ANGUS LANE, BIRMINGHAM ALABAMA 35243, and the name of its initial registration agent at such address is WILLIAM C. STEGALL, JR.

THIRD: The object and purposes for which this corporation is formed are:

a. To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings, roads, sidewalks, highways, bridges, or manufacturing plants, to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction; to execute contracts or to receive assignments of contracts therefore, or relating thereto; also, to manufacture and furnish the building materials and supplies connected herewith.

b. To own and acquire any real or personal property and to do any and all things in connection with the purchasing, renting and construction of structures and all other acts for

C. C. Stegall, Jr.

BOOK 27 PAGE 08

the purpose of carrying on the business of this corporation.

c. To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said company, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, office, stores, warehouses, mills, shops, factories, plants, gas houses, machinery rights, easements, privileges, franchise and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the company, or any part thereof.

d. To engage in any commercial and industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Alabama; to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

e. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account, or deal with all or any part of the property of the partnership, real and personal and from time to time to vary investment or employment of the capital of the company.

f. To purchase, own, trade, or sell any and all necessary merchandise, fixtures, appliances, stock, equipment, machines, vehicles, tools and other items necessary and incidental to the carrying out of the business of this corporation.

g. To own, buy, lease, mortgage, sell or otherwise acquire such real estate as may be necessary for carrying out the purposes of which this corporation is organized.

h. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes of attainment of any of the objects for the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incident or pertinent to growing out of or connected with the aforesaid business or power or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

FOURTH: The total amount of the authorized stock of said

corporation is \$1,000.00 divided into 1,000.000 shares of common stock, the par value of \$1.00 per share. The amount of total authorized capital stock with which this corporation shall begin business shall be \$1,000.00, all of said shares of stock issued having been paid for in cash.

FIFTH: The names and places of residence of the incorporators are as follows:

WILLIAM C. STEGALL, JR. 3200 Angus Lane
Birmingham, Alabama 35243

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is one, and name and address of the person who is to serve as directors and officers until the first annual meeting of stockholders or until their successors have been elected and shall qualify are:

WILLIAM C. STEGALL JR. 3200 Angus Lane
Birmingham, Alabama 35243

The officers of the corporation are:

WILLIAM C. STEGALL JR.- President

MARY GRAVES STEGALL - Secretary

SEVENTH: Said corporation shall have perpetual existence.

EIGHTH: WILLIAM C. STEGALL, JR. is the person to receive subscriptions to the capital stock of the corporation.

NINTH: The corporation shall have all the rights, powers, privileges and immunities as set out in the Code of Alabama, 1975, and Alabama Business

Corporation Act, and all other laws applicable thereto, whether herein specifically set out or not, all of which are hereby referred to and made a part hereof as though set out fully herein.

TENTH: The stockholders shall have the right to increase or decrease the capital stock to such sums as they may desire, and as may be permitted by the laws of the State of Alabama.

ELEVENTH: The directors or stockholders may waive, in writing, any requirement under the By-Laws of the corporation, or the Laws of the State of Alabama (where the law permits such waivers) to hold a formal meeting with respect to any business to be transacted by the corporation by resolution executed or consented to in writing by all of the directors or stockholders without the formality of a meeting, such resolution when so executed or consented to shall be valid and binding on the corporation in the same manner as if a meeting had been called with respect to such action and notice issued, as provided by the By-Laws of the corporation or the laws of the State of Alabama. Meetings of the directors or stockholders may be held within or without the State of Alabama.

IN WITNESS WHEREOF, the incorporators have hereunto signed and subscribed their names, and file this Certificate for record in the Office of the Probate Judge of Shelby County, Alabama, on the 7 day of NOVEMBER, 1984.


WILLIAM C. STEGALL, JR.

CICIO & NOLEN
Attorneys at Law

Rodney E. Nolen
2153 14th Avenue South
Birmingham, Alabama 35205
(205) 939-1327



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 _____

Highland Investment Company, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Highland Investment Company, 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.

October 9, 1984 - expires 2-7-85
Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

HIGHLAND INVESTMENT COMPANY, 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 HIGHLAND INVESTMENT COMPANY, 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 HIGHLAND INVESTMENT COMPANY, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10th day of DECEMBER, 1984.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT TO BE TRUE

1984 DEC 10 PM 2:50

Thomas A. Snodden, Jr.
JUDGE OF PROBATE

Thomas A. Snodden, Jr.
Judge of Probate

Rec 35.00
Ind 1.00
36.00

BOOK 27 PAGE 14