

ARTICLES OF INCORPORATIONOFSPRATLIN AND EDWARDS CONSTRUCTION CO., INC.

The undersigned, acting as incorporators of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Spratlin and Edwards Construction Co., Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are:

(a) To engage in the general building business including the erection of homes and apartments; to operate a contracting business; to purchase, own, hold and sell real property, improved or unimproved, or any interest therein or easement thereon; to purchase lands and subdivide same into subdivisions or lots; to loan money upon real property and to accept secured and unsecured notes as collateral for same; to execute notes, deeds of trust, mortgages, and chattel mortgages; to enter into leases as landlord or tenant; to perform or do any act customarily performed or done by a contractor and builder, home builder, subdivider, or real property developer; to invest in and hold for investment any real property, shares of stock, bonds, government, private, or corporate; and to exchange and enter into agreements of exchange of one parcel of real property for another parcel of real property.

(b) To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in any of its property or any interest therein.

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P.O. Drawer - DC  
Tomball, TX 77040

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(c) To conduct its business, carry on its operations and have offices and exercise its powers within or without the State of Alabama.

(d) To do and engage in any business which a natural person can do.

(e) 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.

(f) 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.

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

(h) To purchase or otherwise acquire its own shares of stock and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue same.

(i) 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 and own 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.

(j) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(k) To transact any lawful business which the board of directors shall find will be in aid of the business.

(l) To have and exercise all powers necessary or convenient to effect its purposes.

(m) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

The foregoing clause shall be construed as objects and purposes of the corporation in addition to any 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.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares of common stock with a par value of ten dollars (\$10.00) per share.

FIFTH: The address of the initial registered office of the corporation is Route 1, Box 67A, Chelsea, Alabama 35043, and the name of its initial registered agent at such address is NEAL FRANK SPRATLIN.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successor or successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
NEAL FRANK SPRATLIN	Route 1, Box 67A Chelsea, Alabama 35043
THOMAS EDWARDS	Route 1, Box 965 Shelby, Alabama 35143

SEVENTH: The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
NEAL FRANK SPRATLIN	Route 1, Box 67A Chelsea, Alabama 35043
THOMAS EDWARDS	Route 1, Box 965 Shelby, Alabama 35143

Dated this 18th day of November, 1985.

Neal Frank Spratlin  
NEAL FRANK SPRATLIN - Incorporator

Thomas Edwards  
THOMAS EDWARDS - Incorporator

This instrument was prepared by:

V. Wayne Causey  
Attorney at Law  
Post Office Drawer D  
Calera, Alabama 35040  
Telephone: (205) 668-0753

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VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION  
TO CAPITAL STOCK OF  
SPRATLIN AND EDWARDS CONSTRUCTION CO., INC.

STATE OF ALABAMA     )  
COUNTY OF SHELBY    )

Before me, the undersigned, a Notary Public in and for said County and State, personally appeared NEAL FRANK SPRATLIN, who, being by me first duly sworn, deposes and says as follows:

That he is the agent or person designated by the incorporators of Spratlin and Edwards Construction Co., Inc., a proposed corporation, to receive the subscriptions to the capital stock of said corporation.

That, as shown by the subscription list attached hereto and marked as Exhibit "A", the amount of the capital stock paid in is One Thousand and No/100 Dollars (\$1,000.00) which said amount is more than the minimum amount required by law.

That the said NEAL FRANK SPRATLIN has been paid in cash and/or contributions to the capital assets to affiant as such agent for the said incorporators and none of the capital stock subscribed has been paid in by contracts in writing calling for the performance of stipulated labor or services.

  
NEAL FRANK SPRATLIN

Sworn to and subscribed before me on this 18th day of  
November, 1985.


  
NOTARY PUBLIC  
My commission expires: 11/9/86

EXHIBIT "A"

SUBSCRIPTION LIST TO CAPITAL STOCK OF  
SPRATLIN AND EDWARDS CONSTRUCTION CO., INC.

STATE OF ALABAMA     )

COUNTY OF SHELBY    )

We, the undersigned, do hereby subscribe for and agree to take and pay for in cash and/or contributions to capital assets, the amount of stock set opposite our names, said stock to be issued by an Alabama corporation to be styled "Spratlin and Edwards Construction Co., Inc." and with its initial principal office to be located in Shelby County, Alabama, it being further understood and agreed by us that the said stock will be paid for by the undersigned incorporators of said Alabama corporation upon the formation of the same.

Common stock is Ten Dollars (\$10.00) per share.

<u>NAME OF SUBSCRIBER</u>	<u>NO. OF SHARES OF COMMON STOCK SUBSCRIBED FOR</u>	<u>CONSIDERATION</u>
NEIL FRANK SPRATLIN	51	\$510.00
THOMAS EDWARDS	49	\$490.00

Done this 18th day of November, 1985.

  
NEAL FRANK SPRATLIN

  
THOMAS EDWARDS



# 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 \_\_\_\_\_

Spratlin and Edwards Construction Co., Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Spratlin and Edwards Construction Co., 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 14, 1985 - expires 3-15-86

Date

A handwritten signature in dark ink, appearing to read "Don Siegelman".

Don Siegelman

Secretary of State

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION OF

SPRATLIN AND EDWARDS CONSTRUCTION CO., 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 SPRATLIN AND EDWARDS CONSTRUCTION CO., 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 SPRATLIN AND EDWARDS CONSTRUCTION CO., 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 NOVEMBER, 19 85.

STATE OF ALABAMA BY Thomas A. [Signature]  
I CERTIFY THIS  
INSTRUMENT WAS FILED

Judge of Probate

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Thomas A. [Signature]  
JUDGE OF PROBATE

Rec 35.00  
Ind 1.00  
36.00

