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STATE OF ALABAMA)

COUNTY OF SHELBY)

ARTICLES OF INCORPORATION

OF

AMERICAN HERITAGE BUILDERS, INC.

The undersigned, in order to form a corporation under and pursuant to the laws of the State of Alabama, hereby adopts the following Articles of Incorporation:

1. **NAME:** The name of the corporation is:

AMERICAN HERITAGE BUILDERS, INC.

2. **PERIOD OF DURATION:** The period for the duration of the corporation shall be perpetual.

3. **PURPOSE:** The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act including but not limited to:

(a) To engage in the construction of commercial and residential buildings and homes, and any and all kinds of buildings and other structures and erections, and to perform all acts necessary or incident thereto.

(b) To engage in the maintenance and establishment of a construction business, including any constructing, rebuilding, repairing, equipping, any and all kinds of buildings and other structures, and any other related act necessary to the business thereof.

(c) To purchase, acquire, lease, own, hold, sell, convey or mortgage and otherwise deal in real estate, property, tenements, and hereditaments, as well as any interest therein, and directly or through the ownership of stock in any corporation, to maintain and improve the same by erecting, constructing, rebuilding, repairing, equipping, any and all kinds of buildings and other structures and erections, and to install therein such furniture and appliances which at any times may be necessary.

(d) To acquire and pay for in cash, bonds or stock of this corporation or otherwise, the goodwill, rights, assets and properties of any person, firm, partnership, association, trust, estate, or corporation and to undertake, assume, or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate or corporation; to hold, or in any manner dispose of the whole or any part of the properties so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this corporation.

(e) To acquired by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hyprothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests (whether general or limited), mortgages or securities executed or issued by the government of the United States or by any other government, state, territory, governmental district, municipality, county, political entity or any subdivision or instrumentality of any of the foregoing, or by any person or individual, partnership, firm, association, trust, investment company, corporation, or otherwise,

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B.B. Fleming
Suite 204
2105 Old Montgomery Hwy
2105 Old Montgomery Hwy

whether public or private and whether organized and existing under the laws of Alabama or any other state or foreign country, and to issue and exchange for any or all such stocks, bonds debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages or other securities the stocks, stock rights, bonds, debentures, evidences of indebtedness or other securities of this corporation, and this corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, encumber, deposit in escrow, lend hypothecate, trade or otherwise dispose of all or any part of its interest in any such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages or securities so acquired by it, and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama or of such other jurisdiction as are applicable in the premises, whether or not the exercise of such rights of ownership involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation and whether or not the exercise of such rights of ownership and the retention of such property involves a sharing delegation of control over the business or property of this corporation with or to persons other than the board of directors of the corporation.

(f) To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real and personal property of every nature and description or by way of guaranty or otherwise.

(g) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(h) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust or otherwise.

(i) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same.

(j) To endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, mortgage or obligation, or the payment of dividends or the redemption or purchase price or liquidation rights of any stock, of any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

(k) To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders.

(l) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration, with any person, firm, partnership, trust estate, association, corporation, state, territory, municipality, county, government, governmental district, body politic, or any subdivision or instrumentality thereof.

(m) To act as agent, jobber, broker, or attorney-in-fact in buying, selling and dealing in real and personal property of every

nature and description and leases respecting the same and estates and interest therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interest in and claims affecting the same.

(n) To participate with any person, partnership, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as general partner or as limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interests, reciprocal concession, joint ownership, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, trust, estate, firm, association, or corporation, for the purpose of any transaction, undertaking, or arrangement, or carrying on of any business within the power of a corporation organized under the laws of Alabama, whether or not such participation or arrangements involve sharing or delegation of control over the business or properties of this corporation with or to persons other than this corporation's board of directors and whether or not such participation or arrangements involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation.

(o) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.

(p) To enter into any plan or project for the assistance and welfare of its directors, officers or employees; to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursements plans, and other incentive plans for any or all of its directors, officers and employees.

(q) Subject to the limitations and restriction imposed by Alabama law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was 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 and including actions by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) and (if such action is not by or in the right of the corporation) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such claim action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation; and to purchase and maintain insurance on behalf of any such person who is a director, officer, employee or agent of this 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 or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

(r) To make donations for the public welfare or for charitable, scientific or educational purposes.

(s) To transact any lawful business which the board of directors

find to be in aid of governmental policy.

(t) 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.

(u) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory, government or governmental subdivision.

(v) To make, accept, endorse, discount, execute and to issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(w) To have and exercise all powers necessary or convenient to effect its purposes including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

4. **AUTHORIZED SHARES:** The aggregate number of shares of stock which the corporation shall have the authority to issue shall be Ten shares of common stock of the par value of One Hundred Dollars (\$100.00) per share.

5. **REGISTERED OFFICE/INITIAL REGISTERED AGENT:** The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address are:

NAME OF INITIAL
REGISTERED AGENT

LOCATION AND MAILING
ADDRESS OF REGISTERED
OFFICE

Robert K. Fleming

2105 Old Montgomery Highway
Birmingham, Alabama

6. **INITIAL BOARD OF DIRECTORS:** The initial board of directors shall consist of one person. The name and address of the person who shall serve as director until the first annual meeting of shareholders of the corporation or until the successor to such director is elected and qualify are:

NAME

ADDRESS

Robert K. Fleming

2105 Old Montgomery Highway
Birmingham, Alabama

7. **INCORPORATOR:** The name and address of the incorporation is:

NAME

ADDRESS

Robert K. Fleming

2105 Old Montgomery Highway
Birmingham, Alabama

EXECUTED on, this the 11th day of March, 1986.


INCORPORATOR

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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 _____

American Heritage Builders, Inc.

is reserved as available based only upon an examination of the corporation records

on file in this office for the exclusive use of American Heritage Builders, 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.

March 4, 1986-expires 7-3-86

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION

OF

American Heritage Builders, 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 American Heritage Builders, 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 American Heritage Builders, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 11th day of March, 19 86.

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

1986 MAR 11 PM 3:51

Thomas G. ...
JUDGE

Thomas G. ...
Judge of Probate

