

984

STATE OF ALABAMA

COUNTY OF SHELBY

ARTICLES OF INCORPORATION  
OF  
COMPLUS, INC.  
AN ALABAMA CORPORATION  
(A CLOSE CORPORATION)

The undersigned, acting as incorporator, and in order to form a corporation for the purposes hereinafter stated, under and pursuant to the laws of the State of Alabama does hereby adopt these Articles of Incorporation as follows:

FIRST: The name of the corporation is COMPLUS, INC.

SECOND: The period of its duration is perpetual.

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

To develop, design and market computer software, hardware and all related data materials.

To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired or acquired under the General Corporation Law of the State of Alabama.

To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise

Douglas Rogers

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alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real property, chattels real, and other property of the company, real and personal, and wheresoever situated, and any and all legal and equitable rights therein.

To borrow money, with or without pledge of or mortgage upon all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal and real property, or on either of them.

To buy, sell and deal in, with or without guaranty of payment thereof, bonds and mortgages and other like securities and other kinds of properties whether real or personal, not prohibited or specially excepted by any law, and to do and prosecute any acts and things incident to or proper in connection with the carrying on of the business of this company.

To purchase or otherwise acquire, undertake, carry on, improve and develop all or any of the business, good will, rights, assets or liabilities of any person, firm association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on pursuant to the provisions of this certificate.

To do all such acts and things as are conducive to the premises. And this corporation shall have the power

to conduct its business in all its branches in the State of Alabama and any other state or states of the United States and ultimately to hold, purchase, mortgage, lease, convey, manage, and control, real and personal property therein as above provided and generally to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of the said corporation, or to promote any of the objects for which the company is formed.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Three Hundred (300) shares at Ten Dollars (\$10.00) par value per share, and said Three Hundred (300) shares are of one class only.

FIFTH: The address of the initial registered office of the corporation is: 1463 Winterhaven Drive, Alabaster, Alabama 35007.

SIXTH: The name of the corporation's initial registered agent is: James V. Branum and his address is: 1463 Winterhaven Drive, Alabaster, Alabama 35007.

SEVENTH: The business of the corporation shall be managed by the shareholders of the corporation rather than a board of directors pursuant to Title 10, Chapter 2A, Section 308, of the Alabama Business Corporation Act of the Code of Alabama, (1975). Said shareholders are set out in the eighth paragraph listed hereafter.

EIGHTH: The name and address of each incorporator is:

James V. Branum	1463 Winterhaven Drive Alabaster, AL 35007
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Larry A. Butler	3501 Road 39 Chelsea, AL 35043
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Richard G. Nelson	Rt. 4, Box 693 B Trussville, AL 35173
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NINTH: The corporation is a close corporation authorized by Title 10-2A-300 through 10-2A-313, Code of Alabama, (1975), as amended.

TENTH: All of the issued shares of stock shall be subject to one or more of the restrictions on transfer permitted by Title 10-2A-41 and Title 10-2A-301 of the Alabama Business Corporation Act of the Code of Alabama, (1975), as amended.

ELEVENTH: For purposes of determining and number of holders of record of the stock of the corporation, stock


which is held in joint tenancy or common tenancy or by the entireties shall be treated as held by one shareholder.


TWELFTH: All of the corporation's issued shares of all classes, if different classes are authorize, exclusive of treasury shares, shall be held of record by not more than a specified number of persons, not exceeding thirty (30).

The formation of the corporation as a close corporation has been authorized by the affirmative vote of all holders of, and subscribers to shares of the corporation.

Dated this 4th day of December, 1987.

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JAMES V. BRANUM

  
LARRY A. BUTLER

  
RICHARD G. NELSON

THIS INSTRUMENT PREPARED BY:

DOUGLAS ROGERS  
Attorney at Law  
1920 Mayfair Drive  
Birmingham, AL 35209



# STATE OF ALABAMA

I, Glen Browder, 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 Commplus, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Commplus, 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 28, 1987 - expires 2-26-88

Date

*Glen Browder*

Glen Browder

Secretary of State

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION OF

COMPLUS, 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 COMPLUS, INC., duly signed pursuant to the provisions 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 COMPLUS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 14th day of DECEMBER, 19 87.

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

1987 DEC 14 PM 2:11

*Thomas A. Snowden, Jr.*  
JUDGE OF PROBATE

*Thomas A. Snowden, Jr.*  
Judge of Probate

#### RECORDING FEES

Recording Fee \$ 35.00

Index Fee 1.00

36.00