

2081

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF INCORPORATION

OF

PCA LAND DEVELOPMENT, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators, do hereby associate ourselves together for the purpose of forming a corporation under the Alabama Business Corporation Act, and do declare:

ARTICLE I

NAME

The name of the Corporation shall be PCA Land Development, Inc.

ARTICLE II

PURPOSES

The purposes for which this Corporation is organized are:

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

(b) 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, whether or not the same specifically pertain to the classes of business above specified.

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P. O. Box 55727

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(c) To enter into, made and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.

(d) 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.

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

(f) 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.

(g) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

(h) 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, own, and hold 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.

(i) To issue bonds, debentures, or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(j) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

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The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those 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.

ARTICLE III

LOCATION AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT THEREAT

The location and mailing address of the initial registered office of the Corporation shall be

200 Mildred Street
Columbiana, Alabama 35051

The name of the Corporation's initial registered agent at said address shall be William R. Dexheimer.

ARTICLE IV

AUTHORIZED CAPITAL SHARES

The total number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of Common of the par value of Ten Cents (\$0.10) per share, constituting a total authorized capital of One Hundred Dollars (\$100.00) and consisting of such one class only.

ARTICLE V

NAMES AND ADDRESSES OF INCORPORATORS

The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
William R. Dexheimer	701 Riverchase Parkway West Birmingham, AL 35244

ARTICLE VI

NUMBER OF DIRECTORS AND NAMES AND
ADDRESSES OF INITIAL BOARD

The initial Board of Directors shall consist of four (4) Directors. The names and mailing addresses of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Harry Phillips	200 Mildred Street Columbiana, AL 35051
Eric Solomon	140 Riverchase Parkway East Birmingham, AL 35244
J. Rudolfo Vargas	2022 Brookwood Medical Center Ste. 504, Ambulatory Care Birmingham, AL 35209
William R. Dexheimer	2178 Banberry Dr 701 Riverchase Parkway West Birmingham, AL 35244

ARTICLE VII

DURATION

The duration of this Corporation shall be perpetual.

ARTICLE VIII

INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and the shareholders are hereby adopted:

(a) The initial By-Laws of the Corporation shall be adopted by the shareholders. The power to alter, amend, repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the By-Laws; provided, however, that the Board of Directors may not alter, amend or repeal any By-Law which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not permitted by applicable law to be altered, amended or repealed solely by action of the Board of Directors. The By-Laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and shareholders not inconsistent with the Alabama Business Corporation Act or these Articles of Incorporation.

(b) The business and affairs of the Corporation shall be managed by the Board of Directors. The number of Directors comprising the initial Board of Directors shall be the number of persons listed as Directors in Article VI hereof. Thereafter, the number of Directors of the Corporation shall be fixed by, or in the manner provided in, the By-Laws or, in the absence of a By-Law providing for the number of Directors, the number of Directors shall be the same as the number comprising the initial Board of Directors. The number of Directors may be increased or decreased from time to time, in the manner provided in the By-Laws, provided that no decrease shall have the effect of shortening the term of any incumbent Director, except that any Director may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors at a meeting of shareholders held pursuant to the laws of Alabama.

(c) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any, accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to

direct and determine the use and disposition of any surplus or net profits over and above the capital shares paid in;

(2) To make, from time to time (so far as may be permitted by federal or state law and regulations), temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.

(3) To distribute to the shareholders of any class of shares as a stock dividend shares of any other class which the Corporation is authorized to issue, subject to the restrictions and limitations as set forth in the Alabama Business Corporation Act as presently in effect, or as hereafter amended.

(4) To distribute to the shareholders of the Corporation, either out of its capital surplus or out of its earned surplus, a portion of the Corporation's assets, in cash or in property, subject to the restrictions and limitations as set forth in the Alabama Business Corporation Act as presently in effect, or as hereafter amended, or as set forth in the By-laws of the Corporation.

(d) Any action required or permitted to be taken at any meeting of the Board of Directors or of the shareholders may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, if action by Directors is involved, or by all of the shareholders entitled to vote thereon, if action by

shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board of Directors or of the shareholders, as the case may be.

(e) At any time and from time to time when authorized by resolution of the Board of Directors and, except as otherwise provided in the within Articles of Incorporation and by statute, without any action by its shareholders, the Corporation may

(1) issue or sell for such consideration as may be fixed from time to time by the Board of Directors, any number of its capital shares, and whether out of the unissued shares thereof authorized by these Articles of Incorporation, as from time to time amended, or out of shares of its capital shares acquired by it after the issuance thereof;

(2) issue and sell its obligations, secured or unsecured, and in bearer, registered or such other form, and including such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine, and mortgage or pledge as security therefor, any property of the Corporation, real or personal, including after-acquired property; and

(3) issue or grant, for such consideration as may from time to time be fixed by the Board of Directors, warrants or options, in bearer, registered or such other form as the Board of Directors may determine, for the purchase of its capital shares with or without par value of any class

within such period of time, or without limit as to time, to such aggregate number of shares, and at such price per share as the Board of Directors may determine. Such warrants or options may be issued or granted separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness or capital shares of any class of the Corporation and for such consideration and on such terms and conditions as the Board of Directors in its sole discretion may determine.

(f) The Corporation shall have a lien upon all shares subscribed for or issued for the full subscription price thereof or any debt or liability incurred to it by the subscriber or shareholder, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such subscription, which remedies are cumulative to an action to enforce payment or other remedies provided by law. At the election of the Corporation, a subscriber shall not be considered as a shareholder until said subscription shall have been paid in full.

(g) The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, and transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor, or to the

extent of unreserved and unrestricted capital surplus available therefor.

ARTICLE IX

RIGHT TO AMEND PROVISIONS IN ARTICLES

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

ARTICLE X

DENIAL OF PRE-EMPTIVE RIGHTS

No holder of shares of any class of this Corporation shall, as such holder, have any pre-emptive rights in, or pre-emptive rights to purchase or subscribe to, any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the Board of Directors or shareholders at such prices and upon such other terms and conditions as the

Board of Directors, in its discretion, or the shareholders may fix or designate.

WE, THE UNDERSIGNED, being all of the incorporators hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, have executed the foregoing Articles of Incorporation on this 19 day of December, 1988.

William R. Dexheimer
William R. Dexheimer

(INCORPORATOR)

Ref: CMG/8C210

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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 PCA Land Development, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of PCA Land Development, 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.

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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.

January 30, 1989 - expires - 5-31-89

Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF PCA LAND DEVELOPMENT, 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 PCA LAND DEVELOPMENT, 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 PCA LAND DEVELOPMENT, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 31st day of JANUARY, 19 89

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

89 JAN 31 AM 11:07

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Re 35.00
Jud 1.00
36.00