

**ARTICLES OF INCORPORATION**  
**OF**  
**ACCESS MANAGEMENT CORPORATION**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators, desire to form a corporation under the Code of Alabama and adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the corporation shall be **ACCESS MANAGEMENT CORPORATION**.

**ARTICLE II**

- (1) The purpose or purposes for which this corporation is formed are to engage in professional recruiting, placement and personnel consultation; and
- (2) To do and engage in any business which a natural person can do; and
- (3) 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; and
- (4) To enter into, make 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; and
- (5) 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; and
- (6) 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; and
- (7) To borrow and lend money and to give or take security

*Beah & Assoc*

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therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature; and

(8) 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; and

(9) Generally to purchase, take or lease, 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; and

(10) 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; and

(11) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or 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.

The foregoing clauses shall be construed as objects and purposes of the corporation 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**

The location and mailing address of the initial registered office of the corporation is **4604 Eagle Wood Court, Birmingham, Alabama 35242 (Shelby)** and the name of its initial registered agent at such address is **Michael J. Ochotnický**.

#### **ARTICLE IV**

The amount of the total authorized capital stock of this corporation shall be **\$1000.00** divided into **1000** shares with a par value of **\$1.00** per share.

The amount of total authorized stock with which this corporation shall begin business shall be **\$1000.00** divided into **1000** shares with a par value of **\$1.00** per share, all of said shares of stock being paid for by the subscribers therefor in U.S. Currency, said stock being issued as shown by the subscription list hereto attached and marked Exhibit "A".

#### **ARTICLE V**

The name and address of the officer and agent designated by the incorporators to receive subscriptions to the capital stock of this corporation is **Kathy L. Register**.

#### **ARTICLE VI**

The name and post office address of the incorporators and the number of shares subscribed and paid for by each are as follows:

NAME	ADDRESS	SHARES
<b>Michael J. Ochotnický</b>	<b>4604 Eagle Wood Court Birmingham, Alabama 35242</b>	<b>500</b>
<b>Kathy L. Register</b>	<b>4604 Eagle Wood Court Birmingham, Alabama 35242</b>	<b>500</b>

## **ARTICLE VII**

The name and post office address of the officers of the corporation chosen for the first year are as follows:

<b>NAME</b>	<b>OFFICE</b>	<b>ADDRESS</b>
<b>Michael J. Ochotnický</b>	<b>President</b>	<b>4604 Eagle Wood Court Birmingham, Alabama 35242</b>
<b>Kathy L. Register</b>	<b>Secretary/ Treasurer</b>	<b>4604 Eagle Wood Court Birmingham, Alabama 35242</b>
<b>Kathy L. Register</b>	<b>Vice-President</b>	<b>4604 Eagle Wood Court Birmingham, Alabama 35242</b>

## **ARTICLE VIII**

The name and post office address of each of the directors of the corporation chosen for the first year is as follows:

<b>Michael J. Ochotnický</b>	<b>Chairman</b>	<b>4604 Eagle Wood Court Birmingham, Alabama 35242</b>
<b>Kathy L. Register</b>	<b>Director</b>	<b>4604 Eagle Wood Court Birmingham, Alabama 35242</b>

## **ARTICLE IX**

The duration of this corporation shall be perpetual.

## **ARTICLE X**

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation, or by By-Laws in amendment thereto.

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

- (a) To make and alter the By-Laws of this corporation, but By-Laws so made by the Directors may be altered or repealed by the directors or stockholders.
- (b) 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 payments of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.
- (c) To make, from time to time, (so far as may be permitted by law) 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.

The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred by statute.

## **ARTICLE XI**


The stockholders, officers or directors shall not be liable for the debts or obligations of the corporation.


No contract or other transaction between the corporation and any other entity shall in any way be affected or invalidated by the fact that the said entity shall have common officers, directors or stockholders or by the fact that this corporation, its officers, directors, or shareholders should have a pecuniary interest in the said entity.



## ARTICLE XII

The corporation shall indemnify and hold harmless the officers, directors and shareholders, and former officers, directors and shareholders, or any person who may have served at its request as an officer, director or shareholder of any corporation in which it owns capital stock or of which it is a creditor, against expenses including, but not limited to, attorneys fees, actually and necessarily incurred by them in connection with the defense or settlement of any civil action, suit or proceeding brought or threaten in which they as such officer acted within the scope of their duty and said indemnification and/or settlement is approved by the Board of Directors.

  
Michael J. Ochotnicki, Incorporator

  
Kathy L. Register, Incorporator

This instrument prepared by:

W. RUSSELL BEALS, JR.  
BEALS & ASSOCIATES, P.C.  
#10 INVERNESS CENTER PARKWAY  
SUITE 110  
BIRMINGHAM, AL 35243

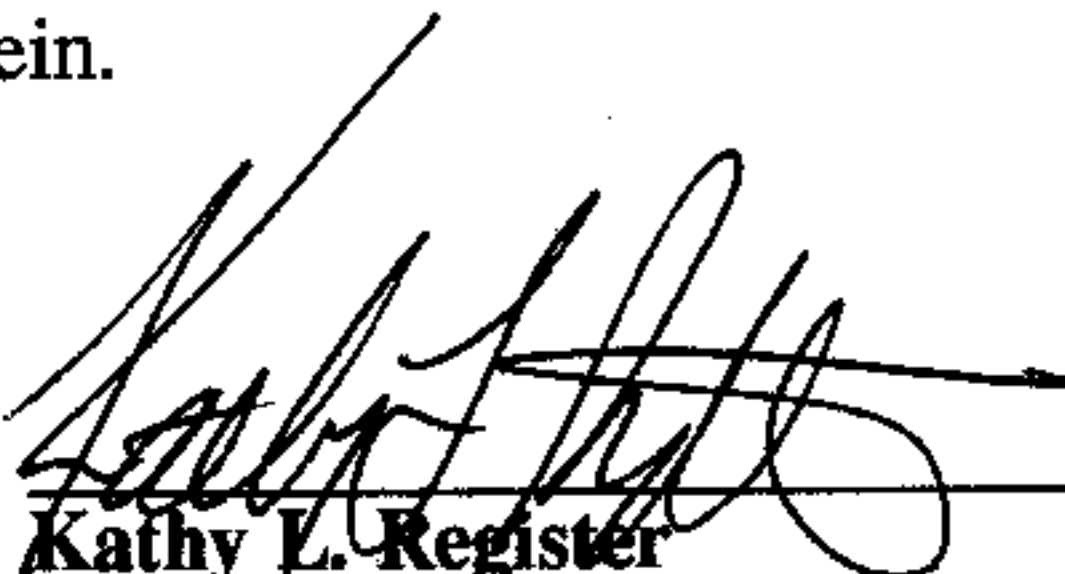
**EXHIBIT "A"**

All of the **1000** shares of stock subscribed for by the subscribers listed below are issued and hereby declared to be fully paid stock, payment therefor having been made by U. S. Currency for the number of shares set forth opposite the name of the subscriber hereinbelow:


NAME	ADDRESS	# SHARES	DOLLARS
Michael J. Ochotnicky	4604 Eagle Wood Court Birmingham, Alabama 35242	500	\$500.00
Kathy L. Register	4604 Eagle Wood Court Birmingham, Alabama 35242	500	\$500.00

**STATE OF ALABAMA :**  
**COUNTY OF SHELBY :**

Before me, the undersigned authority in and for said County and State, personally appeared **Kathy L. Register**, who, being by me first duly sworn, deposes and says that he is the agent of **ACCESS MANAGEMENT CORPORATION** designated by the incorporators to receive subscriptions to the capital stock of said corporation; that the foregoing is a true and correct list of the subscriptions to the capital stock of said corporation, together with the number of shares subscribed for, and that the subscriptions for the said stockholders have been paid for as shown therein.

  
\_\_\_\_\_  
Kathy L. Register

Subscribed and sworn to before me this the **3rd** day of **June, 1993**.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: **09/21/94**

# STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

**Access Management Corporation**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of W. Russell Beals Jr., #10 Inverness Center Parkway, Birmingham, AL 35242 for a period of one hundred twenty days beginning May 5, 1993 and expiring September 3, 1993.



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.

May 5, 1993

Date

Billy Joe Camp

Secretary of State



# State of Alabama

SHELBY County

## CERTIFICATE OF INCORPORATION OF ACCESS MANAGEMENT CORPORATION

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 ACCESS MANAGEMENT CORPORATION, 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 ACCESS MANAGEMENT CORPORATION, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 30th day of JULY, 19 93.

*Thomas A. Snowden, Jr.*

Judge of Probate

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