

ARTICLES OF INCORPORATION
OF

SNODGRASS, INC.

STATE OF ALABAMA

JEFFERSON COUNTY

TO THE HONORABLE JUDGE OF PROBATE OF SAID COUNTY:

We, the undersigned, in order to form a corporation for the purposes hereinafter states, under and pursuant to the provisions of the Constitution and Laws of the State of Alabama, do hereby mutually agree to unite and associate ourselves as a corporation and hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be:

SNODGRASS, INC.

ARTICLE II

The nature of the business and the object and purposes proposed to be transacted, promoted and carried on are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do viz:

To operate a convenience store and sell gasoline, miscellaneous sundries and groceries.

To acquire by purpose, subscription or otherwise, and to hold or dispose of stocks, bonds, share collateral or any other obligations of any other corporation to hold for investment or otherwise to use, sell, or dispose of any stocks, bonds, share collateral or any other obligations of any corporation and exercise all rights, powers and privileges of ownership thereon, and to exercise all voting powers relative thereto.

To acquire by purchase or otherwise, and to sell or otherwise dispose of real, personal and mixed property of any and all kinds and descriptions. Directors may elect to be treated as a Sub-Chapter S Corporation.

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DIRECTORS

The names of the directors constituting the initial Board of Directors, which Board shall consist of two members, and who are to serve as directors until the first annual meeting of shareholders are as follows:

1. Thomas R. Snodgrass
1005 Ryecroft Circle
Pelham, Alabama 35124
2. Chau N. Snodgrass
1005 Ryecroft Circle
Pelham, Alabama 35124

The names and post office addresses of the officers chosen for the first year, subject to the Charter provisions herein contained and to the By-Laws which may from time to time be adopted, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
CHAU N. SNODGRASS	1005 Ryecroft Circle Pelham, Alabama 35124	President
THOMAS R. SNODGRASS	1005 Ryecroft Circle Pelham, Alabama 35124	Vice President, Secretary and Treasurer

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

Said corporation shall have the right and power to adopt any and all reasonable rules and regulations and By-Laws for its proper management and operation which are not inconsistent with this certificate, or the laws of the State of Alabama.

No stockholder of this corporation shall be liable or responsible for any costs, contracts, debts, or faults or failure of this corporation, or any of its officers, nor shall any mere informality in organization have the effect of rendering this Charter null and void, or of exposing a stockholder to any liability beyond the unpaid balance due on the stock owned by him or her.

To do any one or more of the acts herein set forth to conduct its business in other states, territories and foreign countries, and said corporation may have one office or more than one office outside of the State of Alabama, and perform all of the above objects in such other states or foreign countries.

To borrow from banks, lending institutions, loan associations, or any and all other types of lending institutions, with the proper officer and/or officers of said corporation executing notes, agreements, mortgages, liens or any other type instrument on behalf of the corporation.

ARTICLE V

The registered office of the corporation shall be 1005 Ryecroft Circle, Pelham, Alabama 35124, unless and until changed by the Board of Directors, but it may have other offices and places of business elsewhere, and may transact any corporate business wherever desired. Further, the registered agent for the subject corporation shall be CHAU N. SNODGRASS, 1005 Ryecroft Circle, Pelham, Alabama 35124

ARTICLE VI

The total authorized capital stock of this corporation is here fixed at 100 shares with a par value of \$10.00 per share.

ARTICLE VII

The name and post office address of the agent designated by the incorporators to receive subscriptions to the capital stock of the corporation is CHAU N. SNODGRASS, 1005 Ryecroft Circle, Pelham, Alabama 35124.

ARTICLE VIII

The names and post office addresses of the incorporators, and the number of shares of stock subscribed for by each of them respectively, are as follows:

- | | | |
|----|--|-----------|
| 1. | CHAU N. SNODGRASS
1005 Ryecroft Circle
Pelham, Alabama 35124 | 50 Shares |
| 2. | THOMAS R. SNODGRASS
1005 Ryecroft Circle
Pelham, Alabama 35124 | 50 Shares |


ARTICLE IX


All certificates of stock issued hereunder shall be fully paid and nonassessable.

ARTICLE X

The number of directors of the corporation shall be fixed from time to time, by the By-Laws and the number may be either increased or reduced by alternation or amendment of the By-Laws, but the number of directors provided for shall never be less than one. In the event of the increase of the number of directors, the additional directors so elected shall serve until the next regular annual stockholders meeting or special meeting of stockholders called for the purpose of election of directors.

IN WITNESS WHEREOF, we the said incorporators, have hereunto set our hands and seals this the 8th day of October, 1993.


THOMAS R. SNODGRASS
(Incorporator)


CHAU N. SNODGRASS
(incorporator)

STATE OF ALABAMA
JEFFERSON COUNTY

I, the undersigned, a Notary Public in and for said County and State, do hereby certify that THOMAS R. SNODGRASS and CHAU N. SNODGRASS, whose names are signed to the foregoing Articles of Incorporation and who are known personally to me, have acknowledged before me this date, that being informed of the contents of said instrument, they have severally executed the same voluntarily for the purposes therein stated on the day the same bears date.

Given under my hand and seal this the 8th day of October, 1993.


NOTARY PUBLIC

THIS INSTRUMENT PREPARED BY
HAROLD P. KNIGHT
ATTORNEY AT LAW
723 FRANK NELSON BUILDING
BIRMINGHAM, ALABAMA 35203
PHONE: (205) 322-4715

STATE OF ALABAMA

I, Jim Bennett, 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:

Snodgrass, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Harold T Knight, 723 Frank Nelson Bldg, Birmingham, AL 35203 for a period of one hundred twenty days beginning September 28, 1993 and expiring January 27, 1994.



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.

September 28, 1993

Date

Jim Bennett

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION
OF

SNODGRASS, 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 SNODGRASS, 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 SNODGRASS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 26th day of OCTOBER, 19 93.



Thomas A. Snowden, Jr.

Judge of Probate

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