

**ARTICLES OF INCORPORATION  
OF**

**SAFE GUARD, INC.**

**A Close Corporation**

The undersigned, Ray Griffin, being over the age of nineteen (19) years and acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for said corporation.

**FIRST - NAME**

The name of the corporation is **Safe Guard, Inc.**

**SECOND - DURATION**

The period of its duration is perpetual.

**THIRD - 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, the business of buying, developing or selling disposable emergency sheets; and engage in any and all activities directly or indirectly advisable for the general purposes of the corporation.

**FOURTH - POWERS**

This corporation shall have all the powers necessary or convenient to effectuate its purposes; including, but not limited to the following:

- A. To purchase, own, sell, lease and otherwise acquire and dispose of land, buildings, equipment, supplies and services necessary for the operation of said corporation.
- B. 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.
- C. To draw, make, accept, endorse, discount, execute any promissory notes, drafts, bills of exchange, warrants, debenture, and other negotiable or transferable instruments.
- D. To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer or otherwise property of every kind and description or any interest therein.

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E. To enter into, make and perform contracts of every kind for any lawful purpose under the Alabama Business Corporation Act with any person, firm, association, corporation, town, city, county, state, territory, government or governmental subdivision.

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

G. To transact any lawful business which corporations may transact under the Alabama Business Corporation Act.

H. In carrying out the foregoing purposes, the corporation shall at all times have and may exercise all of the powers now or hereafter granted or permitted by the laws of the State of Alabama and any act therein as fully and to the same extent as a natural person might or could do. The Corporation need not carry out or engage in the pursuit of all of the foregoing purposes, but it shall be sufficient if at any time the Corporation is engaged in any one or more of such purposes. The above clauses shall be construed as purposes and powers and nothing shall be deemed to limit or exclude, in any manner, any right, power or privilege given to the Corporation by law or the authority which it is or might be permitted to exercise under the laws of the State of Alabama. All words and clauses appearing in these Articles are used in their broadest sense and are intended to be so construed.

#### **FIFTH - SHARES**

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) shares of common stock with a par value of One Dollar (\$ 1.00) per share.

#### **SIXTH - REGISTERED AGENT**

✓ The location and mailing address of the initial registered office of the corporation is 234 Norwick Forest Drive, Alabaster, Alabama 35007; and the name of its initial registered agent at such address is Ray Griffin. ✓

#### **SEVENTH - DIRECTORS**

The number of Directors constituting the initial board of directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Ray Griffin

234 Norwick Forest Drive  
Alabaster, Alabama 35007

## **EIGHTH - INCORPORATORS**

The name and address of each incorporator is:

Ray Griffin

234 Norwick Forest Drive  
Alabaster, Alabama 35007

## **NINTH**

The Corporation is a close corporation authorized by Sections 10-2A-300 through 10-2A-313, Code of Alabama (1975), as amended.

## **TENTH**

Restriction on the transfer of securities of the Corporation as permitted by Section 10-2A-41, Code of Alabama (1975), as amended, are as follows:

A. The holder of any securities of this Corporation shall offer to the Corporation or to all other holders of securities of the Corporation a prior opportunity, to be exercised within thirty (30) days, to acquire his or her restricted securities of the Corporation before said securities can be transferred to others who are not then security holders; and

B. Any proposed transferee, other than a transferee who is then a security holder in this Corporation, of the restricted securities of this Corporation shall be approved by all holders of securities of this Corporation.

## **ELEVENTH**

For purposes of determining the 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 (1) shareholder.

## **TWELFTH**

All of the Corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than ten (10) persons. The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a board of directors.

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.

IN WITNESS WHEREOF, we have hereunto subscribed our names to these Articles of Incorporation on this 16 day of April, 1995.

  
Ray Griffin - Incorporator

# 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 10-2B-4.02, 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:

Safe Guard, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of R. Stan Morris, 651 Beacon Parkway West, Birmingham, AL 35209 for a period of one hundred twenty days beginning April 26, 1995 and expiring August 25, 1995.



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.

April 26, 1995

Date

A handwritten signature in cursive script that reads "Jim Bennett".

Jim Bennett

Secretary of State

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