

STATE OF ALABAMA)
)
SHELBY COUNTY)

Articles of Incorporation of
ShowPlace Homes, Inc.

The undersigned acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST:

The name of the proposed corporation shall be:
ShowPlace Homes, Inc.

SECOND:

The period of its duration shall be perpetual.

THIRD:

The purposes for which this corporation is organized are:

To carry on the business of manufacturers of, dealers in, repairers, cleaners, storers and warehousemen of trailers, mobile homes and/or manufactured housing of all kinds, and all machinery, implements, utensils, appliances, apparatus, lubricants, cements, solutions and all things capable of being used therewith, or in the manufacture, maintenance or working thereof.

To insure property against loss or damage by fire, lightning, tornado, wind or hail and also against the perils of transportation, inland and ocean navigation, and to perform, transact and carry on the business usually done by fire, lightning, tornado, wind, hail and inland and marine insurance companies, and also all such acts and things as may be necessary or convenient to carry out the purposes intended by the organization of this corporation and not inconsistent with law.

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SHELBY COUNTY JUDGE OF PROBATE
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----- Articles of Incorporation of ShowPlace Homes, Inc. -----

To insure the life or lives of the public against the perils of life or the loss thereof, to protect persons and their families against loss of life, accident and medical emergencies. To provide for continuing income in the event of illness or accident. To provide hospital and/or other treatment for the sick, elderly or infirm, and in all and any manner to carry on an insurance business for whatever may be lawfully insured.

To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, manufacturers, importers and exporters; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

The buying and selling, as broker or agent, or on its own account, of all kinds of machinery and electrical and machine supplies.

To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights, and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States or in any other part of the world.

To sell, let or grant any patent rights, concessions, licenses, inventions, rights or privileges belonging to the corporation, or which it may acquire, or any interest in the same.

To register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of same, in any part of the world, and to apply for exercise, use, or otherwise deal with or turn to account any patent rights, concessions, or other rights or privileges, either in the United States or in any other part of the world.

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To manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, privileges as aforesaid.

To invest money in all kinds and types of property, both real and personal, at wholesale and retail, as principal or as agent for others, upon commission, consignment or otherwise, goods, wares, commodities, merchandise and personal property of every class, name, nature and description.

To invest money in all kinds and types of property, both real and personal, and wheresoever they may be situated.

To borrow and lend money, with and without security, and to mortgage, pledge or hypothecate any property the corporation may own, regardless of its nature or the evidence of same.

And generally to do and perform all the acts and enjoy all the powers conferred by the Constitution and General Laws of the State of Alabama, as provided in the Alabama Business Corporation Act and the Code of Alabama, 1975, as amended to date.

FOURTH:

The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares of common stock, with a par value of \$ 1.00 per share. The amount of the total authorized capital stock with which the corporation shall begin business shall be \$ 5,000.00 made up of 5,000 shares, all of said stock having been fully paid for in cash, or by the transfer of tangible personal property.

FIFTH:

The address of the initial registered office of the corporation is 3364 Highway 31 South, Pelham, Alabama 35124 and the

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name of the initial registered agent at such address is William G. Beard.

SIXTH:

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 his successor is elected and shall qualify is:

William G. Beard 3364 Highway 31 South Pelham, Alabama 35124

SEVENTH:

The following named person will serve as all officers of the corporation for the first year and until his successor is chosen and has qualified.

✓ William G. Beard, President, Vice-President,
Secretary and Treasurer.

EIGHTH:

The stockholders shall have the right to increase or decrease the capital stock of the corporation to such sum or sums as they may desire and as may be permitted by the Laws of the State of Alabama.

NINTH:

The directors or the stockholders may waive, in writing, any requirements under the By-Laws of the Corporation and the Laws of the State of Alabama, where the law permits such waiver, to hold a formal meeting with respect to any business to be transacted by the

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corporation, and may transact the business of the corporation by resolution executed and consented to in writing by all the directors or stockholders without the formality of a meeting, which resolution when so executed and consented to shall be valid and binding on the corporation in the same manner as if a meeting had been called with respect to the action in the same manner as if a meeting had been called with respect to the action and notice issued, as provided in the By-Laws of the corporation and the Laws of the State of Alabama.

TENTH:

The name and address of the incorporator is:

William G. Beard 3364 Highway 31 South Pelham, Alabama 35124

IN WITNESS WHEREOF, the incorporator has hereunto signed and subscribed his name this the 17th day of October, 1995.



William G. Beard

This instrument was prepared by:

John Burdette Bates, Attorney at Law
#10 Office Park Circle, Suite 122
Birmingham, Alabama 35223

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:

ShowPlace Homes, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Lewis Holmes, 904 Monarch Way, Northport, AL 35476 for a period of one hundred twenty days beginning September 12, 1995 and expiring January 11, 1996.



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 12, 1995

Date

Jim Bennett

Secretary of State

Inst # 1995-29672

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SHELBY COUNTY JUDGE OF PROBATE
007 MCD 90.00

William J. Beard
1470 Lantana Dr.
B'ham, AL 35226