

**ARTICLES OF INCORPORATION  
OF  
SOUTHERN ARCHITECTS, P.C.**

The undersigned, Emmett D. Smith and Robert F. Taylor, Jr., being duly licensed under the laws of the State of Alabama to practice the profession of Architecture, desiring to form a professional corporation under the laws of the State of Alabama for the practice of the profession of Architecture, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is Southern Architects, P.C.

**ARTICLE II**

**PURPOSE**

The purpose for which the corporation is organized is to engage in every phase and aspect of the practice of Architecture. The corporation shall not engage in any business other than Architecture and to furnish related Architectural and administrative services, all of which constitutes one type of professional service, the overall practice of Architecture. However, it may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real or personal property necessary or appropriate for rendering such professional services.

**ARTICLE III**

**GOVERNING LAW AND POWERS**

The corporation shall be governed by the "Revised Alabama Professional Corporation Act" (Code of Ala. 1975, Title 10, Chapter 4, Article 19) and all amendments thereto, hereinafter referred to as the "Act"; and all other laws of Alabama governing or applicable to corporations. The corporation shall enjoy the powers and privileges and be subject to the duties, restrictions and liabilities of other corporations, except where inconsistent with the provisions and purposes of the aforesaid " Act" of Alabama. The powers of the corporation

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pursuant to the laws of Alabama include the power to contract in its own name; to take, hold, and sell real and personal property in its own name, independent of its members and shareholders; and to sue and be sued as an independent entity.

#### **ARTICLE IV**

##### **REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The location and mailing address of the Corporation's registered office and the name of its initial agent at such address are:

<b>NAME OF INITIAL REGISTERED AGENT</b>	<b>LOCATION AND MAILING ADDRESS OF REGISTERED OFFICE</b>
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Emmett D. Smith

44 Inverness Center Parkway  
Birmingham, Alabama 35242

#### **ARTICLE V**

##### **RENDITION OF PROFESSIONAL SERVICES**

This corporation shall render professional services only through officers, employees, and agents who themselves hold a license to practice the profession of Architecture within the State of Alabama. The term "employee" as used in this ARTICLE V and in ARTICLE XIII of these Articles of Incorporation does not include clerks, bookkeepers, technicians, or other individuals who are not usually or ordinarily considered by custom and practice to be rendering professional Architectural services, nor does the term "employee" include any other person who performs all his or her employment under the direct supervision and control of an officer, agent, or employee who is so licensed to practice in the State of Alabama, and who is rendering professional Architectural services to the public on behalf of this corporation; provided that no person shall under the guise of employment by this corporation practice the profession of Architecture within the State of Alabama unless duly licensed to do so.

**ARTICLE VI**  
**RELATIONS BETWEEN PERSONS FURNISHING**  
**AND RECEIVING PROFESSIONAL SERVICES**

Nothing contained herein shall modify any law applicable to the relationship between one or more of the individuals employed by this corporation furnishing professional services and a person receiving such services, including liability for any tort arising out of such professional services.

**ARTICLE VII**  
**PROFESSIONAL REGULATIONS**

Nothing contained herein shall restrict or limit in any manner the authority and duty of the regulating board for the licensing of individual persons rendering professional services in the State of Alabama, notwithstanding that any such person subject to the jurisdiction of such regulating board is an officer, director, shareholder or employee of this corporation and rendering professional services or engaging in the practice of his or her profession through this corporation.

**ARTICLE VIII**  
**ACTS PROHIBITED**

This corporation shall not do any act which is prohibited to be done by individual persons licensed to practice the profession of Architecture.

**ARTICLE IX**  
**CAPITAL STOCK**

1. The aggregate number of shares of stock which the corporation shall have authority to issue shall be 1,000 shares of common stock at the par value of One Dollar (\$1.00) per share.

2. No person may become a shareholder of this corporation who is not licensed to practice the profession of Architecture in the State of Alabama. The corporation may issue shares of its capital stock only to individuals who are licensed to practice such profession in Alabama.

A shareholder may voluntarily transfer his or her shares in this corporation only to an individual who is so licensed to practice. Any shares of this corporation issued in violation of this ARTICLE IX, Paragraph 2, are null and void. The voluntary transfer of any shares transferred in violation of this ARTICLE IX, Paragraph 2, is null and void. No shares of this corporation may be transferred upon the books of this corporation or issued by this corporation until there is presented to and filed with this corporation a certificate by the regulating board charged with licensing and regulating the practice of the profession of Architecture in the State of Alabama stating that the individual to whom such transfer is to be made or such shares issued is a person licensed to practice the profession of Architecture in the State of Alabama.

3. No shareholder of this corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his or her shares of stock in this corporation.

4. The shareholders of the stock of the corporation upon issue of stock of any class (whether now or hereafter authorized) have the right, during such period of time and upon such conditions as the Board of Directors shall prescribe, to subscribe to and purchase such shares in proportion to their respective holdings of the stock of the corporation at such price or prices as the Board of Directors may from time to time fix.

5. The corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

## **ARTICLE X**

### **TRANSFERABILITY OF SHARES**

Except as may otherwise be provided in these Articles or in the Bylaws of the corporations, or by private agreement, stock in this corporation may be sold, assigned and transferred without limitation to any person who is licensed to engage in the practice of Architecture in Alabama.



**ARTICLE XI**  
**DIRECTORS AND OFFICERS**

1. The business and affairs of the corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of two (2) Directors. The number may be changed as provided in the Bylaws of the corporation. The name(s) and address(es) of the persons who shall serve as Director or Directors until the first annual meeting of shareholders or until their successor or successors to such Director or Directors be elected and qualify are:

NAME	ADDRESS
Emmett D. Smith	P.O.Box 2625 Birmingham, Alabama 35202
Robert F. Taylor, Jr.	333 Piedmont Avenue Atlanta, Georgia 30308

2. The members of the Board of Directors shall be elected at the annual meeting of shareholders and shall hold office for one (1) year until the next annual meeting of shareholders or until their successors have been elected and qualified. Any vacancy occurring in the Board of Directors may be filled by the remaining member or members of the Board of Directors. Any directorship to be filled by reason of an increase in the number of directors must be filled by election at a meeting of the shareholders.

3. The Board of Directors shall have and may exercise all of the rights, power and authority that may be vested in the Board of Directors of a professional corporation organized under the aforementioned "Act" of Alabama as the same has been or shall be from time to time amended, to include all rights, power and authority vested in the Board of Directors of a corporation organized under the laws of Alabama and not inconsistent with said "Act" of Alabama except as herein otherwise provided.

4. Members of the Board of Directors need not be shareholders of the corporation.

5. The officers of the Corporation shall be elected by the Board of Directors and shall include a President and a Secretary, and such other officers as the Board of Directors may from time to time determine. Any number of offices may be held by the same person unless the By-Laws provide otherwise.

6. The President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the corporation, and the Secretary or any Assistant Secretary shall have authority to affix the seal to instruments requiring it, and attest the same.

7. The officers of the corporation need not be members of the Board of Directors, except that the President shall be a member of the Board of Directors.

8. Anything herein to the contrary notwithstanding, no officer or member of the Board of Directors who is not duly licensed to practice the profession of Architecture in the State of Alabama shall participate in any decisions of the corporation in connection with the rendition of professional services by the corporation.

## **ARTICLE XII**

### **DURATION**

1. The duration of the corporation shall be perpetual.

2. This corporation shall continue as a separate entity independent of its shareholders for all purposes during the period of time provided in Paragraph 1 of this ARTICLE XII and shall continue notwithstanding the death, insanity, incompetence, conviction for felony, resignation, withdrawal, transfer of shares of stock, retirement or expulsion of any one or more of the shareholders, the transfer of shares, or any other event which under the laws of the State of Alabama and under like circumstances would work a dissolution of a partnership, it being the intention hereof that this corporation shall have continuity of life independent of the life or status of its shareholders.

**ARTICLE XIII**  
**DISQUALIFICATION OF SHAREHOLDERS, DIRECTORS,**  
**OFFICERS, AND EMPLOYEES OF THE CORPORATION**

If any shareholder, member of the Board of Directors, officer or employee ("employee" being defined as in ARTICLE V hereinabove) of the corporation, becomes legally disqualified to practice the profession of Architecture in the State of Alabama, or accepts employment or is elected to a public office which, pursuant to existing law, is a restriction or limitation upon his practice of the profession of Architecture he or she shall sever all employment with, or financial interest in this corporation.

**ARTICLE XIV**  
**PRICE OF STOCK**

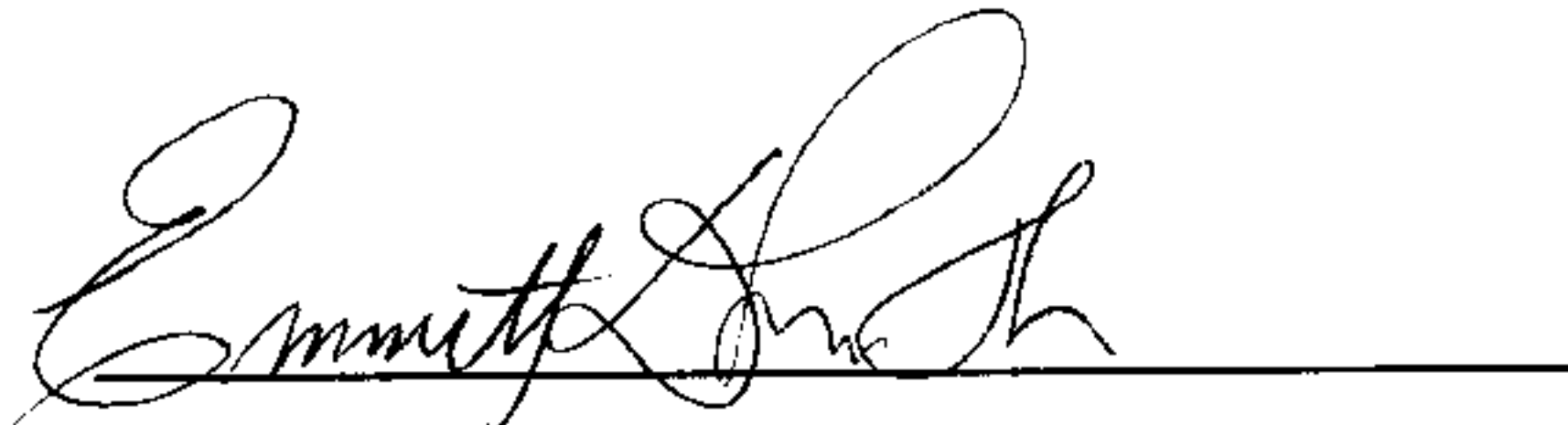
The price at which the corporation or its shareholders may purchase, or be obligated to purchase, the share of stock of the corporation of a deceased, retired, expelled or disqualified shareholder and the price at which such deceased, retired, expelled or disqualified shareholder shall be required to sell his shares in the corporation, or its other shareholders, shall be fixed by the By-Laws of the corporation, or by private agreement. In the event that the price at which such sale and purchase shall be made is not fixed as aforesaid, then the price for such share or shares of the stock of the corporation shall be the book value thereof at the end of the month immediately preceding the death of, or disqualification of the shareholder. Book value which shall, for this purpose, be deemed to include the accounts receivable and the work in process of the corporation after a reasonable allowance for uncollectible accounts, will be determined by an independent certified public accountant employed for such purpose, from the books and records of the corporation. The determination by such certified public accountant of book value shall be conclusive on the corporation and its shareholders.

## ARTICLE XV

### BY-LAWS

1. The corporation shall have such By-Laws as may be adopted by the shareholders.
2. The power to alter, amend or repeal the By-Laws adopted by the shareholders or to adopt new By-Laws is hereby vested in the Board of Directors; provided, however, that the Board of Directors may not amend or repeal any By-Law establishing the number of Directors, the time or place of shareholders' meetings, or what constitutes a quorum of such shareholders' meetings.
3. The By-Laws may provide that any action required to be taken at a meeting of shareholders or a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all of the shareholders or all members of the Board, respectively, entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.
4. The By-Laws may provide that whenever any notice is required to be given under either the laws of the State of Alabama, these Articles of Incorporation, or By-Laws adopted pursuant to the provisions hereof, a waiver in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to these Articles of Incorporation on this the 18 day of December, 1995.



Incorporator/President/Director



# 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:

Southern Architects, P.C.

This domestic corporation name is proposed to be incorporated in ~~Jefferson~~ <sup>Shelby</sup> County and is for the exclusive use of John Grimes, P O Box 550146, Birmingham, AL. 35255 for a period of one hundred twenty days beginning December 13, 1995 and expiring April 12, 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.

December 13, 1995

Date

Jim Bennett

Secretary of State

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