

ARTICLES OF INCORPORATION
OF
SHADES CREST HOMES, INC.

The undersigned for the purposes of forming a corporation under the Alabama Business Corporation Act, as amended, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is Shades Crest Homes, Inc.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is and the transaction of any and all lawful business for which corporations may be incorporated under Sec. 10-2A-1, et. seq., of the Code of Alabama.

Inst # 1996-21322

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SHELBY COUNTY JUDGE OF PROBATE
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ARTICLE FOUR

CAPITAL STOCK

The total authorized capital stock shall be One Thousand Dollars (\$1000.00) consisting of 1,000 shares of common stock of par value of One Dollar (\$1.00) per share. All stock shall be common stock and non-assessable.

ARTICLE FIVE

NAME OF INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Rodger D. Bass

5205 Southshades Crest Road

Bessemer, Alabama 35023

ARTICLE SIX

LOCATION OF INITIAL REGISTERED OFFICE

The location of the initial registered office of the corporation is:

5205 Southshades Crest Road

Bessmer, Alabama 35023

ARTICLE SEVEN

DIRECTORS

The corporation shall operate with no less than two (2) directors. The name and address of the initial Board of Directors who shall serve until predecessors have been elected are as follows:

Charlie D. Jackson, President

5205 Southshades Crest Road

Bessemer, Alabama 35023

Carl R. Reid, Vice President

Route 3, Box 1016

Bessemer, Alabama 35023

Judith Gay Reid, Vice President

Route 3, Box 1016

Bessemer, Alabama 35023

Mary L. Jackson, Vice President

5205 Southshades Crest Road

Bessemer, Alabama 35203

Gregg Jackson, Secretary

5205 Southshades Crest Road

Bessemer, Alabama 35023

ARTICLE EIGHT

OFFICERS

The name and address of the initial Officers who shall serve until predecessors have been elected are as follows:

Charlie D. Jackson, President

5205 Southshades Crest Road

Bessemer, Alabama 35023

Carl R. Reid, Vice President

Route 3, Box 1016

Bessemer, Alabama 35023

Judith Gay Reid, Vice President

Route 3, Box 1016

Bessemer, Alabama 35023

Mary L. Jackson, Vice President

5205 Southshades Crest Road

Bessemer, Alabama 35023

Gregg Jackson, Secretary

5205 Southshades Crest Road

Bessemer, Alabama 35023

ARTICLE NINE

INCORPORATORS

The name and address of the incorporator of the corporation is as follows:

Charlie D. Jackson

5205 Southshades Crest Road

Bessemer, Alabama 35023

ARTICLE TEN

ACTION BY STOCKHOLDERS OR DIRECTORS WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors or of the stockholders or of any committee thereof, may be taken without meeting with the written consent thereto as signed by all the members of the Board of Directors or of the stockholders or of the committee, if applicable, and if such consent is filed with the minutes of the proceedings of the Board of Directors, the stockholders or the committee, whichever is applicable.

ARTICLE ELEVEN

MISCELLANEOUS

Attached hereto as Exhibit "A" is the statement under oath of CHARLIE D. JACKSON, the person designated herein as agent to receive subscriptions for capital stock of said corporation, which said affidavit shows the amount of capital stock which has been subscribed for and paid in.

I, the undersigned, being the incorporator, has subscribed my name this the
27 day of June, 1996.

Charlie D. Jackson
CHARLIE D. JACKSON

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County and State at Large, hereby
certify that CHARLIE D. JACKSON, whose name is signed to the foregoing Articles of
Incorporation, and who is known to me, acknowledged before me on this day that, being
informed of the contents of the Articles of Incorporation he has executed the same
voluntarily on the day the same bears date.

Given under my hand and seal this the 27 day of June, 1996.

Wace Taylor
NOTARY PUBLIC
My Commission Expires: Aug 4, 1999

THIS INSTRUMENT WAS PREPARED BY:

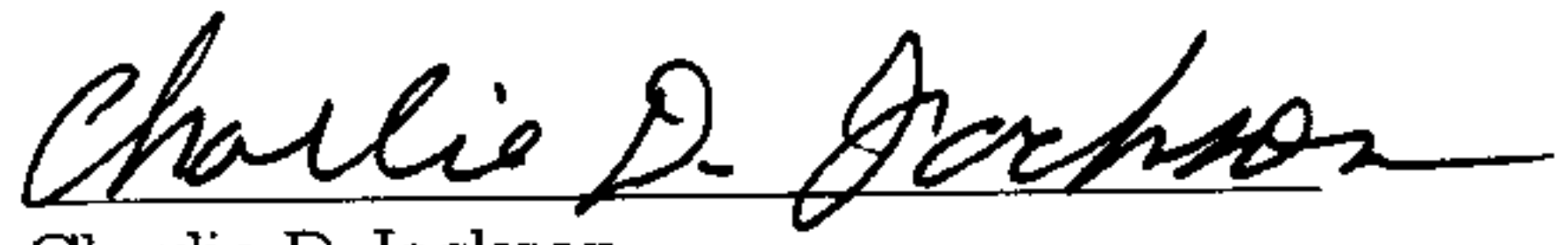
Rodger D. Bass
Attorney at Law
P.O. Box 430
Pelham, Alabama 35124
(205) 663-7000

Exhibit "A"

SUBSCRIPTION LIST

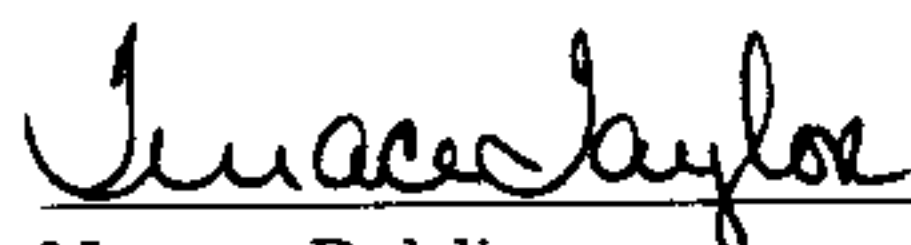
I, the undersigned, hereby subscribe for the number of shares in the amount and payable as set opposite our respective names, or the capital stock of SHADES CREST HOMES, INC., a corporation organized under the laws of the State of Alabama.

NAME OF SUBSCRIBER	NO. OF SHARES SUBSCRIBED FOR	CONSIDERATION
Charlie D. Jackson	800	\$800.00
Carl R. Reid	200	\$200.00


Charlie D. Jackson

STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me, the undersigned, a Notary Public, in and for said State of Alabama at Large personally appeared CHARLIE D. JACKSON, who is known to me and, who being by me first duly sworn, deposes and says that he is the person designated by the incorporator of Shadescrest Homes, Inc., to receive subscriptions to the capital stock of the corporation and that the above and foregoing is the subscription list of the incorporator thereof; that the said incorporator has paid in full for such shares of stocks set opposite his respective name on said subscription list in the manner therein described.


Notary Public
My Commission Exp. Aug 4, 1999

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:

Shades Crest Homes Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Roger Bass, P O Box 430, Pelham, AL 35124 for a period of one hundred twenty days beginning June 21, 1996 and expiring October 20, 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.

June 21, 1996

Date



Jim Bennett

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

Secretary of State

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