

STATE OF ALABAMA
COUNTY OF SHELBY

**ARTICLES OF INCORPORATION
OF
SUBLETT & ASSOCIATES, INC.**

The undersigned Incorporator hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME OF THE CORPORATION

The name of the Corporation is SUBLETT & ASSOCIATES, INC.

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual and unlimited.

ARTICLE III

OBJECTS AND PURPOSES

The objects and purposes for which the Corporation is formed are:

- (a) To engage in the business of showing and selling residential or commercial real estate.
- (b) To engage in loss mitigation and to assist individuals or mortgagees in avoiding foreclosure.

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(c) To engage in and transact any and all lawful business and to do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of the Corporation, to the same extent as a natural person might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any person, firm, association, corporation or any entity whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now hereafter applicable or available to the corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this Corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the Corporation, the directors, and shareholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

ARTICLE IV

CAPITAL STOCK

The total number of shares of Capital Stock which the Corporation shall be authorized to issue and have outstanding shall be One Thousand (1,000) shares of Common Stock with the par value of One Dollar (\$1.00) per share, being a total authorized capital stock of One Thousand Dollars (\$1,000).

ARTICLE V

LOCATION OF INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the Corporation in the State of Alabama shall be 200 Canyon Park Drive, Suite 101, Pelham, Alabama 35124, and the Corporation's initial registered agent at such address shall be Karen S. Sublett.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Karen S. Sublett	200 Canyon Park Drive Suite #101 Pelham, Alabama 35124

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is two (2), and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Karen S. Sublett	200 Canyon Park Drive Suite #101 Pelham, Alabama 35124

Billy J. Sublett

200 Canyon Park Drive
Suite #101
Pelham, Alabama 35124

ARTICLE VIII

CORPORATION BY-LAWS

The By-Laws of the Corporation shall contain provisions for the regulation and management of the Corporation and its affairs not inconsistent with any provisions of the Articles of Incorporation, and not inconsistent with the laws of the State of Alabama. The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The By-Laws of the Corporation shall be subject to alteration, amendment or repeal, and new By-Laws may be adopted by the affirmative vote of the holders of a majority of shares of the common stock present in person or by proxy at any annual or special meeting of the shareholders and entitled to vote thereat, a quorum being present. The By-Laws may also be amended in the interim between shareholders' meetings by a majority vote of the Board of Directors.

ARTICLE IX

STOCK TRANSFER RESTRICTIONS

This Corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the authorized, issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this Corporation.

ARTICLE X

AMENDMENT TO THE ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors, and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of the 1st day of August, 1996.


Karen S. Sublett

STATE OF ALABAMA
COUNTY OF SHELBY

I, the undersigned, a Notary Public, hereby certify that Karen S. Sublett, whose name as Incorporator of Sublett & Associates, Inc., a corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, she, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 1st day of August, 1996.


NOTARY PUBLIC

My Commission Expires:

9-24-98

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:

Shelby

Sublett Associates, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Edgar C Gentile III, 1928 First Ave No Ste 1501, Birmingham, AL 35203 for a period of one hundred twenty days beginning July 16, 1996 and expiring November 14, 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.

July 16, 1996

Date

Jim Bennett

Jim Bennett

Secretary of State

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