

**Articles of Incorporation  
of  
Millennia Information Systems, Inc.**

The undersigned, acting as incorporators, desiring to form a corporation pursuant to the Alabama Business Corporation Act and the general corporation laws of the State of Alabama, hereby adopts the following Articles of Incorporation for such corporation.

Inst # 1997-11335

**ARTICLE I**

The name of the corporation shall be Millennia Information Systems, Inc.

**ARTICLE II**

The number of directors of the initial Board of Directors shall be two, and the names and post office addresses of the directors chosen for the first year, and until their successors are duly elected and qualified, are as follows:

**Name**

**Address**

David William Flowers

133 Kentwood Way  
Alabaster, Alabama 35007

DuWain Carroll Brundage

2050 Highland Drive  
Gardendale, Alabama 35071

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### **ARTICLE III**

The objects and purposes for which the said corporation is formed and the objects to be carried on and promoted by it are as follows:

1. To engage in the business of developing, writing, marketing and selling at wholesale and retail computer software, and selling computer hardware.
2. To engage in any other lawful business or activities related to the stated purposes; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.
3. Nothing herein contained shall be construed as giving the corporation any rights, powers, or privileges not permitted to it by the law, but the occurrence of any of the foregoing clauses of this article of any purpose, power, or object prohibited by the laws of the State of Alabama or of any other state or of any district, territory, colony, dependency, or foreign country in which the corporation may carry on business shall not invalidate any other purposes, power, or object not so prohibited, by reason of contiguity or apparent association therewith.

### **ARTICLE IV**

The corporation shall have and be invested with all rights and powers authorized by the laws and constitution of the State of Alabama, and shall have the right and power to do all things authorized by the laws of the State of Alabama as fully and to the extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under and by virtue of the laws of the State of Alabama.

### **ARTICLE V**

The address of the initial registered office of the corporation shall be 133 Kentwood Way, Alabaster, Alabama 35007.

## **ARTICLE VI**

1. The corporation shall have the authority to issue Four Hundred Dollars (\$400.00) of capital stock, which shall be divided into Four Thousand (4,000) shares at a par value of One Cent (\$0.01) per share. All such shares are of one class and are designated as common stock. Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further call or assessment of any other payment thereon.
2. No holder of shares of any class of capital stock of this corporation shall, as a shareholder, have preemptive right in, or to purchase or subscribe to, any shares of stock of this corporation. Nor shall any shareholder of this corporation have preemptive rights in, or to purchase or subscribe to, any bonds, debentures, or other securities or obligations that are convertible into or exchangeable with any shares of stock of this corporation. Provided, however, that any shareholder may have rights of conversion or exchange and rights under options, warrants, or purchase or subscription arrangements expressly granted by the board of directors or shareholders on other terms and conditions or designated by the Board of Directors or the shareholders.

## **ARTICLE VII**

The name and address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
David William Flowers	133 Kentwood Way Alabaster, Alabama 35007
DuWain Carroll Brundage	2050 Highland Drive Gardendale, Alabama 35071

## **ARTICLE VIII**

The corporation shall have perpetual existence.

## **ARTICLE IX**

1. The business and affairs of the corporation shall be managed by a Board of Directors which shall be invested all the powers and privileges provided by the laws and constitution of the State of Alabama. In furtherance, and not in limitation of said powers, The Board of Directors is expressly authorized and empowered to establish bonus, profit sharing or other type of incentive or compensation plans for the employees ( including officers and directors) of the corporation, and to fix the amounts of profits to be distributed or shared, and to determine the persons to participated in any such plans and the amounts of their respective participation.
2. Any director or any officer may be removed at any time in such manner as shall be provided in the by-laws of the corporation.
3. No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratified such contract or transaction, if the contract or transaction is fair and reasonable to the corporation and it either:
  - a. The fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors: or
  - b. The fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

Common or interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

4. Subject to any limitation in the by-laws, the members of the Board of Directors shall be entitled to reasonable fees, salaries, or other compensation for their services as such directors and to reimbursement for expenses incurred by them as such members. Nothing contained herein shall preclude any director from serving the corporation, or any subsidiary or affiliated corporation, in any other capacity and receiving reasonable compensation therefor.



5. The stockholders and Board of Directors of the corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the corporation, subject to the provisions of the laws of Alabama, outside of said state and at such place or places as may from time to time be designated by them.
6. The Board of Directors may authorize the sale and issuance of any authorized, but unissued, capital or treasury stock to such persons, on such terms and for such consideration as the Board of Directors in its discretion deems proper, provided however, existing stockholders shall have preemptive rights to the purchase of said stock.

### ARTICLE X

The corporation and its stockholders are hereby authorized to enter into agreements restricting the sale, transfer, or encumbrance of the capital stock of the corporation, or the voting rights relative thereto. Such agreement may be entered into by any of the stockholders or between themselves and may include the corporation as a party thereto. A copy of any such agreement shall be retained in the principal office of the corporation in the State of Alabama and shall be available for inspection by any stockholder or his duly authorized agent or representative.

IN WITNESS WHEREOF, WE, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Alabama, do make, file, and record these Articles of Incorporation, and do certify that the facts herein stated are true, and we have accordingly hereunto set our hands and seals on this 11 day of April, 1997.

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
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<u>David William Flowers</u> David William Flowers	133 Kentwood Way Alabaster, Alabama 35007	100
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<u>DuWain Carroll Brundage</u> DuWain Carroll Brundage	2050 Highland Drive Gardendale, Alabama 35071	100
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# 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:

Millenia Information Systems, Inc.

This domestic corporation name is proposed to be incorporated in ~~Shelby~~ County and is for the exclusive use of ~~DuWain Brundage~~, <sup>✓ DAVID FLOWERS</sup>  
~~133 KENTWOOD WAY ALABASTER AL 35007~~  
~~2050 Highland Drive, Gardendale, AL 35071~~ for a period of one hundred twenty days beginning February 20, 1997 and expiring June 21, 1997.



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.

February 20, 1997

Date

Jim Bennett

Secretary of State

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