

**ARTICLES OF INCORPORATION  
OF  
CB II ASSOCIATES, INC.**

The undersigned, acting as incorporators of a corporation under the Alabama Business Corporation Act, adopt the following articles of incorporation for such corporation.

FIRST: The name of the Corporation is CB II Associates, Inc.

SECOND: The period of duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

1. For the development and management of computer consulting and service operations of all kind.
2. To engage in the purchase, sale and development of real property.
3. To invest money in all kinds of property both real and personal.
4. To buy, sell, own and deal in securities of all kinds.
5. To borrow and lend money, with or without security, and to mortgage, pledge, or hypothecate any property the corporation may own, regardless of it's nature or the evidence of same.
6. To negotiate loans and discounts, to buy and sell stocks, bonds, and other securities, as agents for it's own account or otherwise.
7. To develop, acquire, sell, lease, and own, real, personal, and mixed property of all kinds, and to build buildings of every kind and description; and to promote, organize and control land companies and construction companies, industrial, transportation, mercantile, or commercial companies, or any company having power to carry on any of the business herein set forth or referred to, or having power to exercise all, or any single power, which this company may exercise; and to become an incorporator of any such company, or cause its incorporation, and to subscribe for and own, hold, or dispose of the capital stock of such company or securities of such company to any extent.

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8. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account or deal with all or any part of the property, real or personal, of the corporation and, from time to time, to vary any investment or employment of capital of the corporation.

9. To borrow money, and to make and issue notes, bonds, debentures, obligations and evidence of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description.

10. To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

11. To buy and sell goods, wares and merchandise of every class and description which can be lawfully sold.

12. To acquire by purchase, subscription, or otherwise, and to hold or dispose of, shares, bonds, or any other obligations of any corporations formed for, or then or theretofore engaged in or pursuing, any one or more the kinds of businesses, purposes, objects, or operations above indicated, or owning or holding any property of any kind herein mentioned; or of any corporation owning or holding the shares or the obligations of any such corporation.

13. To acquire and hold for investment, or otherwise to acquire and to use, sell, or dispose of, any shares, bonds, or other obligations of any such other corporation; to aid in any manner any corporation whose shares, bonds, or other obligations of any such other corporation; to aid in any manner any corporation whose shares, bonds, or other obligations are held or in any manner guaranteed by the corporation, and to do any other acts or things for the preservation, protection, improvement, or enhancement of the value of any such shares, bonds, or other obligations, or to do any acts or things designed for any such purpose; and, while owner of any such shares, bonds, or other obligations, to exercise all the rights, powers, and privileges or ownership thereof, and to exercise any and all voting power thereon.

14. Without in any manner limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the Corporation shall have power to issue bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business; to create a security interest in or pledge any shares, bonds, or other obligations, or any property which may be acquired by it; to secure any bonds or other obligations by it issued or incurred; to guarantee any dividends or bonds or contracts or other obligations; to make and perform contracts of any kind and description; to purchase, lease, own and use lands for any purpose of the corporation, and in carrying on its business, or for the purpose of obtaining or furthering any of its objects, to do any and all other acts and things, and to exercise any and all other powers which a co-partnership or natural person could do and exercise, and which may now or hereafter be authorized by law.

15. To transact any and all lawful business for which corporations may be incorporated under Title 10 of the Code of Alabama of 1975, as the same may from time to time be amended, or any subsequent reenactment or recodification of the same, as the same from time to time be amended, doing and performing all the acts and enjoying all the powers conferred upon corporations by the general laws of Alabama.

16. The provisions of this article shall be construed both as purposes and powers and each as an independent purpose and power. The enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the Corporation, and the purposes and powers therein specified shall in no wise be limited or restricted by reference to, or inference from, the terms of any provision of this or any other article hereof.

FOURTH: The stock of the corporation shall be of one class, namely common. The aggregate number of shares which the Corporation shall have the authority to issue is one thousand (1,000) with a par value of One Dollar (\$1.00) per share. The initial issue of stock in the corporation shall be in the number of one thousand (1,000) shares.

FIFTH: The provisions for the regulation of the internal affairs of the Corporation are:

1. Transfer of shares is restricted, as noted conspicuously on such shares, the effect of such restriction being that no sale of shares shall be made by any shareholder to any person who is not a shareholder of the Corporation except as follows:

(a) In the event any shareholder desires to sell his shares, or any portion thereof, to any person who is not a shareholder of the Corporation, he shall first submit to the shareholders of the Corporation satisfactory evidence of the agreement to purchase such shares by such third person and the agreement to purchase such shares by such third person and the price agreed to paid therefor.



(b) In the event the remaining shareholders agree to purchase such shares at the same price which the shareholders can receive from the third party, then the shares to be sold to the shareholders of the Corporation in such proportionate amounts as their respective shareholders bear to all of the shares held by the shareholders of the corporation, computed without regard to those shares being offered for sale.

(c) In the event that any of the shareholders do not desire to purchase such shares, then such shares shall be sold at the same price which the shareholder can receive from the third party to such of the shareholders who may desire to purchase the same, and in the same proportion as above set forth.

(d) No shares shall be sold to any person other than the shareholders of the Corporation until each of the shareholders shall have been afforded the opportunity to purchase such shares at the price evidenced as above set forth and shall have declined to do so.

(e) Notice in writing to the shareholders of the Corporation of the desire to any shareholder to sell his shares shall be given by such shareholder, and, at the same time, satisfactory evidence shall be furnished to the shareholders as to the price as is here above set forth. Shareholders all have 30 days time after the receipt of such notice within which to elect in writing to purchase such shares or to decline to do so.

2. Other provisions for the regulation of the internal affairs of the Corporation are to be set forth in the By-Laws of The Corporation.

SIXTH: The address of the initial registered office of the Corporation is 905 Inverness Lane, Birmingham, Alabama 35242. The name of its registered agents at such address is Clay Bower, Jr.

SEVENTH: The initial Board of Directors shall consist of one Director. The number Constituting the Board of Directors may from time to time be reduced to not less than one by the shareholders at any annual meeting of the shareholders or any duly called and held meeting of the shareholders. The number constituting the Board of Directors may in like manner be increased to a number desired.

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:

Name

Address

Clay Bowser, Jr.

905 Inverness Lane  
Birmingham, Alabama 35242


EIGHTH: Name, address, title & shares of each incorporator is:

Clay Bowser, Jr.  
905 Inverness Lane  
Birmingham, AL 35242  
SS# [REDACTED]

President

1000 Shares

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto  
subscribed their names on this 7th day of April, 1997, at Birmingham, Alabama.

  
Clay Bowser, Jr.

STATE OF ALABAMA        )

COUNTY OF SHELBY        )

### STOCK OPTION AGREEMENT

#### KNOW ALL MEN BY THESE PRESENTS:

That this agreement, entered into this the 7th day of April, 1997, by Clay Bower, Jr. hereinafter referred to as "Stockholder" and CB II Associates, Inc., a Corporation; hereinafter referred to as the Corporation.

#### WITNESSETH

That in the consideration of the mutual promises and covenants hereinafter contained, and in further consideration of the payment by the corporation to each of the Stockholders named above of the sum to-wit, Ten Dollars (\$10.00) and 00/100, the parties hereto hereby agree with each other as follows:


Each stockholder named above hereby gives and grants to the corporation the exclusive right and option to purchase his stock in the Corporation upon the happening of one or more of the following events:


- (a) The Stockholder leaves the employ of the Corporation.
- (b) The Stockholder desires to sell, transfer, pledge, or encumber his stock in the corporation.
- (c) The Stockholder files voluntary petition in bankruptcy or has an involuntary petition in bankruptcy filed against him, or a receiver or guardian is otherwise appointed to take charge of his assets, or an execution or attachment or other court process is levied upon his stock in the corporation.
- (d) The Stockholder executes a pledge or transfer of his stock without prior written approval of the corporation.

(e) The Stockholder dies. Upon the happening of one of the foregoing events the stockholders, his heirs, executors, or administrators, shall give written notice to the corporation of such event and shall offer to sell to the corporation all of the shares of stock which such stockholder own in the corporation at the book value per Corporate Income Tax Return as filed as of the close of business on the last day of the fiscal year preceding the happening of such event. The offer shall remain open for a period of 30 days. In the event the Corporation fails to exercise said option and complete purchase within said period of 30 days from the date of receipt of said written notice, then the remaining individual stockholders agree that they will purchase said stock in said corporation and Said purchase will be completed within 30 days from the date the corporation either refuses to exercise its option or fails to exercise its option, whichever comes first.

The option must be exercised in writing. Payment of the purchase price shall be made as follows: The entire purchase price shall be paid in cash or its equivalent in one (1) equal annual installments and represented by a promissory note executed by the purchaser or purchasers as the case may be. The note shall be payable on or before maturity and shall not bear interest. After the initial payment is made to the seller, the seller shall not have the right to vote said shares of stock but may retain a lien on said stock under the terms of said note until the full purchase price is paid. If the individual stockholders purchase said stock and are not in default they shall be entitled to vote said stock and to foreclose the lien on said stock pursuant to customary provisions. This option agreement shall be perpetual.

WITNESS our hands and seals this the 7th day of April, 1997.

  
Clay Bowser, Jr.

BY:   
Clay Bowser, Jr., Its President

**ORGANIZATIONAL MEETING OF  
STOCKHOLDERS AND DIRECTORS  
CB II ASSOCIATES, INC.**

An organizational meeting of Stockholders and Directors of CB II Associates, Inc., and Alabama Corporation, was held on the 7th day of April, 1997, at the office of the corporation in Birmingham, Alabama. Each and every stockholder and each and every director were present in person and waived notice of time, place and purpose of said meeting.

Clay Bowser, Jr. served as secretary of the meeting.

The original Articles of Incorporation recorded on the \_\_\_\_\_ day of \_\_\_\_\_, 1997, in Corporation Record Book \_\_\_\_\_, Page \_\_\_\_\_, in the office of the Probate Judge of Shelby County, Alabama, was exhibited, read and unanimously approved.

The first item to come before the meeting was the establishing of a bank account. It was moved, seconded and unanimously approved that the corporation maintain a bank account at \_\_\_\_\_, and that the proper officers or directors be and they are hereby authorized to execute the proper forms as provided by the bank for opening and maintaining said bank account.

The following resolution was offered:

"BE IT RESOLVED BY THE STOCKHOLDERS AND DIRECTORS OF CB II ASSOCIATES, INC., that this corporation elects to report its income as a corporation under the applicable provisions of the Internal Revenue Service laws of the United States and that after the salaries and expenses of the corporation are paid the net earnings of the corporation will then be divided among and paid to the individual stockholders within 60 days of the close of each fiscal year in the same proportion as the shares of stock are held."

Upon being duly seconded said resolution was unanimously adopted.


The next item to come before the meeting was the discussion of the advisability of stock options.



After some discussion the following resolution was offered: "BE IT RESOLVED by the Stockholder and Director of CB II Associates, Inc. that the agreement signed by any one stockholders of the corporation granting to the corporation the first option to purchase the shares of stock of the stockholders who may withdraw from the corporation for the reasons therein stated is hereby ratified and approved.

Upon being duly seconded and put to a vote same was unanimously approved.

There being no further business to come before the meeting same was declared adjourned.

  
Clay Bowser, Jr., Stockholder & Dir.

**BY-LAWS OF**  
**CB II ASSOCIATES, INC.**

**OFFICERS**

1. The principle office of the Corporation shall be in the City of Birmingham, Alabama. The Corporation may also have offices in such other places as the Board of Directors may from time to time appoint or the business of the Corporation may require.

**DIRECTORS**

2. The property and business of the Corporation shall be managed by its Board of Directors, 1 (one) in number. They shall be elected at the annual meeting of the directors, and each director shall be elected to serve until his successor shall be elected and shall qualify.
3. Directors shall not receive any compensation for their services.
4. Regular meetings of the Board of Directors may be called by the President on three day's notice to each Director either personally or by mail or by telegram, unless such three day's notice is waived by each Director in Writing; special meetings shall be called by the President or Secretary in like manner and on like written notice on the request of on Director.
5. At all meetings of the Board of Directors, 1 (one) of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and an act of the majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation or by these by-laws.

**OFFICERS**

6. The Officers of the Corporation shall be chosen by the Board of Directors and shall be a President/Vice President/Secretary/Treasurer.
7. The Board of Directors, at its first meeting after each annual meeting of directors shall choose the officers of the Corporations.
8. The Board of Directors may appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board.

9. The Officers of the Corporation shall hold office until their successors are chosen and qualify in their stead. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors.

#### **THE PRESIDENT**

10. The President shall be the chief executive officer of the Corporation; he shall preside at all meetings of the directors; he shall have general supervision and management of the business of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.

11. The Treasurer shall have authority to execute notes, mortgages, bonds, and conveyances of property for and on behalf of the Corporation, in the normal and usual course of business of the Corporation.

#### **THE TREASURER**

12. The Treasurer shall have the authority to execute bonds, mortgages and other conveyances of the property of the Corporation, other than in the normal course of business, only on resolution of the Board of Directors, and on such bonds, mortgages or conveyances, the Seal of the Corporation must be affixed and attested by the Secretary of the Corporation. He shall have custody of all of the Corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name of, and to the credit of, the Corporation in such depositories as may be designated by the Board of Directors, except sums of money may be set up to be exempt from the above provision by the Board of Directors to be known as petty cash funds for each office of the Corporation, and the Board of Directors shall prescribe the amount to be so exempt from this provision. Such funds so deposited shall be subject to withdrawal on checks signed by the Treasurer, or other such persons as the Board of Directors may, from time to time, designate. The Secretary-Treasurer shall render to the Board of Directors at regular meetings of the Board of Directors whenever required, and account of all financial transactions of the Corporation and report of the financial condition of the Corporation.

13. The property and business of the Corporation shall not be sold as an entirety without the unanimous vote of the Board of Directors.

## THE SECRETARY

14. The Secretary shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and perform such other duties as the Board of Directors shall prescribe, except that he shall not have the power to execute notes, mortgages, bonds, or conveyances of property for and on behalf of the Corporation. He shall attend all sessions of the Board of Directors to meetings of the Directors and record all votes and minutes of all meetings to be kept in a book for that purpose. He shall give or cause to be given notice of all meeting of the Board of Directors. The Secretary shall be custodian of the Corporate Seal and, when authorized by the Board of Directors, shall affix the seal of the Corporation to any instrument requiring it, attesting the same by his signature.

15. If the office of any Director or any other Officer, one or more, becomes vacant by the reason death, resignation, retirement, disqualification, removal from office, or otherwise, the Directors then in office, although less than a quorum, by majority vote may choose a successor who shall hold office for the unexpired term in respect of which such vacancy occurred.

## NOTICES


16. Whenever under the provisions of these by-laws notice is required to be given to any Director or Officer, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, or telegram, by depositing the same in the post office, letter box, or telegraph office, charges prepaid, addressed to such officer or Director, at such address as appears on the books of the Corporation or, in default of other address, to such Director or officer at the general Post Office in the City of Birmingham, Alabama, and such notice shall be deemed to be given when thus mailed. Any director or officer may waive any notice required to be given under these by-laws.

17. Any stalemate that may develop between the 1 (one) incorporators shall be dispensed with by the flip of a coin, and whoever wins the coin toss shall have his way in the disputed matter.



## AMENDMENTS

18. These by-laws may be altered or amended by the affirmative vote of a majority of the Directors at any regular or special meeting of the Directors if notice of the proposed alteration or amendment be contained in the notice of the meeting, or by the affirmative vote of the majority of the Board of Directors if the alteration or amendment be proposed at a regular or special meeting of the Board of Directors and adopted at a subsequent regular meeting; provided, however, that no change of the time or place for the election of officers shall be made within thirty days next before the day on which the election is to be held and that in case of any change of such time or place, notice thereof shall be given to each stockholder in person or by letter mailed to his last known post office address at least ten days before the election is held.

  
\_\_\_\_\_  
Clay Bowser, Jr., President

# 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:

CB II Associates, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Clay Bowser Jr, 406 Royal Oaks, Birmingham, AL 35244 for a period of one hundred twenty days beginning April 7, 1997 and expiring August 6, 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.

April 7, 1997

Date

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

Jim Bennett

Secretary of State

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