

This instrument was prepared by:

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2700 Highway 280 East, Suite 310
Birmingham, Al 35223
(205) 871-7732

STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF INCORPORATION

OF

Procter & Associates, Inc.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby
form a corporation under the Alabama Business Corporation Act, and does declare:

ARTICLE I

NAME

The name of the Corporation shall be **Procter & Associates, Inc.**

ARTICLE II

PURPOSES

The purposes for which this Corporation is formed are as follows:

- a. Retail sales and business development.
- b. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

Inst # 1999-03351

01/25/1999-03351

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c. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

d. To invest its funds in real estate, mortgages, stocks and bonds or any other type of investment.

e. To have and exercise all powers necessary or convenient to effect its corporate purposes.

f. To have one or more offices and to conduct any or all of its operation and business and to promote its objects, within or without the State of Alabama, without restriction as to place or amount.

g. To do any and all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company with others, whether such others be individuals, corporations, associations or in partnership.

h. To exercise all powers now granted, or which in the future may be granted, by the Alabama Business Corporation Act to corporations formed thereunder, subject to any limitation imposed or any provision of any other statute of the State of Alabama.

ARTICLE III

LOCATION AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the Corporation shall be as follows:

118 Hilltop Business Drive
Pelham, Al. 35124

The name of the Corporation's initial registered agent at said address shall be Ralph T.

Procter.

ARTICLE IV

AUTHORIZED CAPITAL SHARES

The total number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares of Common stock of the par value of One Dollar (\$1.00) per share, constituting a total authorized capital of ten thousand Dollars (\$10,000) and consisting of one such class only.

ARTICLE V

NAME AND ADDRESS OF INCORPORATOR

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

NAME

Steve E. Martin

MAILING ADDRESS

2700 Highway 280 East, Suite 310
Birmingham, AL 35223

ARTICLE VI

NUMBER OF DIRECTORS AND NAME AND ADDRESS OF INITIAL DIRECTORS

The initial Board of Directors shall consist of one (1) Director. The name and mailing address of the person to serve as Director until the first annual meeting of shareholders, or until the Directors' successors are elected and qualified, are as follows:

NAME

Ralph T. Procter

MAILING ADDRESS

118 Hilltop Business Drive
Pelham, Al. 35124

ARTICLE VII

DURATION

The duration of this Corporation shall be perpetual.

ARTICLE VIII

INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and the shareholders are hereby adopted:

(a) The initial By-Laws of the Corporation shall be adopted by the shareholders. The power to alter, amend, repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the By-Laws; provided, however, that the Board of Directors may not alter, amend or repeal any By-Law which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not permitted by applicable law to be altered, amended or repealed solely by action of the Board of Directors. The By-Laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and shareholders not inconsistent with the Alabama Business Corporation Act or these Articles of Incorporation.

(b) The business and affairs of the Corporation shall be managed by the Board of Directors. The number of Directors comprising the initial Board of Directors shall be the number of persons listed as Directors in Article VI hereof. Thereafter, the number of Directors of the Corporation shall be fixed by, or in the manner provided in the By-Laws or, in the absence of a By-Law providing for the number of Directors, the number of Directors shall be the same as the number comprising the initial Board of Directors. The number of Directors may be increased or decreased from time to

time, in the manner provided in the By-Laws, provided that no decrease shall have the effect of shortening the term of any incumbent Director, except that any Director may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors at a meeting of shareholders held pursuant to the laws of Alabama.

(c) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any, accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital shares paid in;

(2) To make, from time to time (so far as may be permitted by federal or state law and regulations), temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.

(3) To distribute to the shareholders of any class of shares as to stock dividend shares of any other class which the Corporation is authorized to issue, subject to the restrictions and limitations as set forth in the Alabama Business Corporation Act as presently in effect, or as hereafter amended.

(4) To distribute to the shareholders of the Corporation, either out of its capital surplus or out of its earned surplus, a portion of the Corporation's assets, in cash or in property, subject to the restrictions and limitations as set forth in the Alabama Business Corporation Act as presently in effect, or as hereafter amended, or as set forth in the By-Laws of the Corporation.

(d) Any action required or permitted to be taken at any meeting of the Board of Directors or of the shareholders may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, if action by Directors is involved, or by all of the shareholders entitled to vote thereon, if action by shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board of Directors or of the shareholders, as the case may be.

(e) At any time and from time to time when authorized by resolution of the Board of Directors and, except as otherwise provided in the Articles of Incorporation and by statute, without any action by its shareholders, the Corporation may

(1) issue or sell for such consideration as may be fixed from time to time by the Board of Directors, any number of its capital shares, and whether out of the unissued shares thereof authorized by these Articles of Incorporation, as from time to time amended, or out of shares of its capital shares acquired by it after the issuance thereof;

(2) issue and sell its obligations, secured or unsecured, and in bearer, registered or such other form, and including such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine, and mortgage or pledge as security therefor, any property of the Corporation, real or personal, including after-acquired property; and

(3) issue or grant, for such consideration as may from time to time be fixed by the Board of Director, warrants or options, in bearer, registered or such other form as the Board of Directors may determine, for the purchase of its capital shares with or without par value of any class within such period of time, or without limit as to time, to such aggregate number of shares, and at such price per share as the Board of Directors may determine. Such warrants or options may be issued or granted separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness or capital shares of any class of the Corporation and for such

consideration and on such terms and conditions as the Board of Directors in its sole discretion may determine.

(f) The Corporation shall have a lien upon all shares subscribed for or issued for the full subscription price thereof or any debt or liability incurred to it by the subscriber or shareholder, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such subscription, which remedies are cumulative to an action to enforce payment or other remedies provided by law. At the election of the Corporation, a subscriber shall not be considered as a shareholder until said subscription shall have been paid in full.

(g) The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, and transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor, or to the extent of unreserved and unrestricted capital surplus available therefor.

ARTICLE IX

RIGHT TO AMEND PROVISIONS IN ARTICLES

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, has executed the foregoing Articles of Incorporation on this 20 day of January, 1999.


Steve E. Martin
(Incorporator)

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:

Procter & Associates, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Steve Martin, PO Box 55905, Birmingham, AL 35255 for a period of one hundred twenty days beginning January 19, 1999 and expiring May 20, 1999.



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.

January 19, 1999

Date

A handwritten signature in dark ink, appearing to read 'Jim Bennett', written over a horizontal line.

Jim Bennett

Secretary of State

Inst # 1999-03351

01/25/1999-03351
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