

**ARTICLES OF INCORPORATION**  
**OF**  
**DAVIS, LATHAM & SLEDGE, INC.**

The undersigned, being over the age of twenty-one (21) years, acting as incorporator of a Corporation under Alabama Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**FIRST:** The name of the Corporation is: **DAVIS, LATHAM & SLEDGE, INC.**

**SECOND:** (a) The aggregate number of shares which the corporation shall have authority to issue is **Five-Thousand (5,000)** shares of common stock of the par value of One Dollar (\$1.00) per share.

(b) All issued and outstanding shares shall have the same preferences and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one (1) vote per share; and (ii) the right to receive the net assets of the corporation upon dissolution.

**THIRD:** The address of the initial registered office of the corporation is **Ray P. Davis**, and the name of its initial registered agent at such address is 106 Indigo Lane, Calera, Alabama, 35040.

**FOURTH:** The name and address of the incorporators are:

<u>Name</u>	<u>Address</u>
<b>Ray P. Davis</b>	<b>106 Indigo Lane Calera, Alabama 35040</b>
<b>Kerry L. Latham</b>	<b>280 Big Springs Road West Blocton, Alabama 35184</b>
<b>Frank L. Sledge</b>	<b>160 Indigo Lane Calera, Alabama 35040</b>

**FIFTH:** The names and addresses of the persons who are to serve as initial directors are:

<u>Name</u>	<u>Address</u>
<b>Ray P. Davis</b>	<b>106 Indigo Lane Calera, Alabama 35040</b>

01/25/2000-02560  
10:19 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
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Inst # 2000-02560

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**Kerry L. Latham**

**280 Big Springs Road  
West Blocton, Alabama 35184**

**Frank L. Sledge**

**160 Indigo Lane  
Calera, Alabama 35040**

**SIXTH:** The purposes for which the Corporation is organized are as follows:

(A) To carry on and conduct a general construction business including designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work on commercial or industrial structures, using any building materials and techniques now employed or to be developed; to make, execute, and receive contracts or assignments or delegations of contracts therefor or relating thereto or connected therewith; to manufacture or otherwise acquire and to furnish all building and other tools and equipment connected therewith or required therefor; to manufacture, produce, adapt, and prepare, and deal in or with any materials, articles, or things incidental to, or required for, or useful in connection with, any of such activities; and generally to carry on any other business which can be advantageously pursued in conjunction with or incidental to any of the above purposes;

(B) To engage in the general speculative home building business, including the erection of homes, flats and apartments; to operate a contracting business; to purchase, own, hold, and sell real property, improved and unimproved, or any interest therein or easement thereon; to purchase lands and subdivide same into subdivisions or lots; to loan money upon real property and to accept secured and unsecured notes as collateral for same; to execute notes, deeds of trust, mortgages, and chattel mortgages; to enter into leases as landlord or tenant; to perform or do any act customarily performed or done by a contractor and builder, speculative builder, subdivider, or real property developer; to invest in and hold for investment any real property, shares of stock, bonds, government, private, or corporate; and to exchange and enter into agreements of exchange of one parcel of real property for another parcel of real property;

(C) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

(D) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(E) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and

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to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(F) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(G) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(H) To transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

**SEVENTH:** No shareholder of the corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the board of directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

**EIGHTH:** A director of the corporation shall have no liability to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director except liability for (A) the amount of financial benefit received by the director to which he or she is not entitled; (B) an intentional infliction of harm on the corporation or shareholders; (C) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (D) an intentional violation of criminal law; or (E) a breach of the director's duty of loyalty to the corporation or its shareholders.

**NINTH:** The period of the corporation's duration is perpetual.

**TENTH:** The Board of Directors of the corporation is expressly authorized to alter, amend, or repeal the By-laws; but the By-laws so altered, amended or repealed by the Board of Directors may be altered, amended or repealed by the shareholders at any annual meeting or at any special meeting for which notice of such alteration, amendment or repeal by the shareholders is given. (Since this is set out in the Act); and provided, that only the shareholders may approve any By-law amendment that increases or decreases by more than thirty (30) percent the number of directors of the corporation.



The Chairman then advised that the Shareholders had requested that the Corporation elect to be treated as a small business corporation for income tax purposes. He noted that the Corporation met all of the requirements for qualification and he recommended that such action be taken. Upon motion duly made, seconded and unanimously carried, it was:

"RESOLVED, that the corporation elects to be taxed as a small business corporation under **Sub-chapter S** of the Internal Revenue Code of 1986, as amended, and the President is authorized and directed to execute such forms as may be prescribed by the Internal Revenue Service for the making of such election;"

"RESOLVED, that the fiscal year of the corporation shall end on the **31st** day of **December** each year;"

and it was:

"FURTHER RESOLVED, that the President and the Secretary are hereby authorized to take all steps necessary to qualify the corporation to do business in such other states as the President shall deem necessary, including, but not limited to, the appointment of statutory agents in such states upon whom all legal processes shall be served."

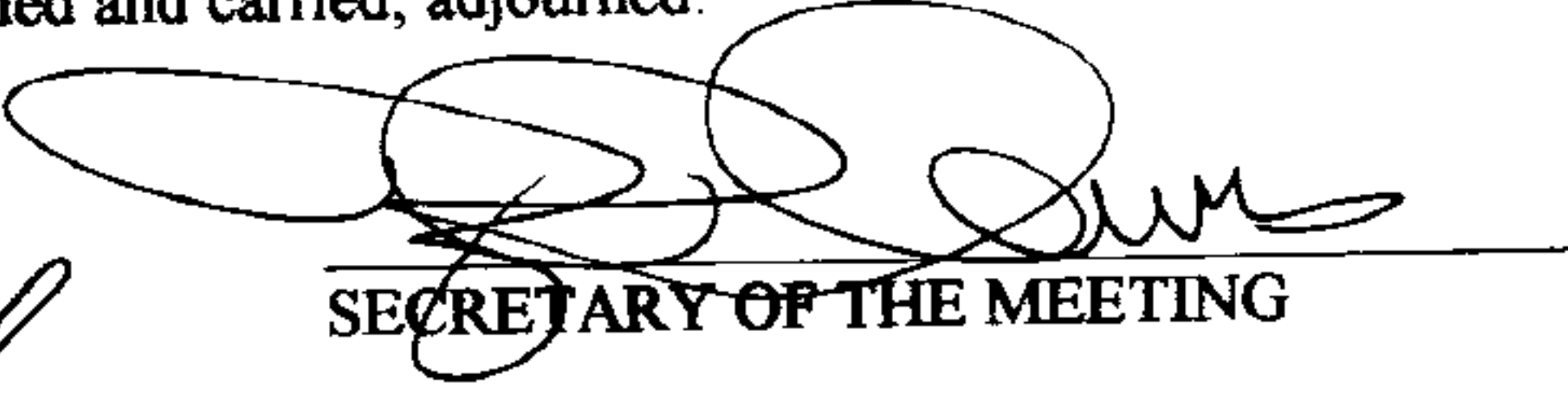
The banking arrangement of the Corporation was then discussed. After discussion, on motion duly made, seconded and carried, it was:

"RESOLVED, that the President be, and is hereby authorized to make arrangements for the opening of such bank account or accounts on behalf of the corporation as shall be necessary for the conduction of the corporation's business."

The expenses of incorporating **Davis, Latham & Sledge, Inc.**, was discussed, and upon motion duly made and seconded, the following resolution was unanimously adopted:

"RESOLVED, that the Treasurer be and hereby is authorized and directed to pay all fees and expenses inherent to, incident to, necessary and required for the organization and incorporation of **Davis, Latham & Sledge, Inc.**"

There being no further business to come before the meeting, the same was, upon motion duly made, seconded and carried, adjourned.



SECRETARY OF THE MEETING



CHAIRMAN OF THE MEETING

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IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signatures to these Articles of Incorporation, this 24<sup>th</sup> day of January, 2000.

Karend Blackmon [Signature]  
WITNESS Ray P. Davis

Karend Blackmon [Signature]  
WITNESS Frank L. Sledge

Karend Blackmon [Signature]  
WITNESS Kerry E. Latham

THIS INSTRUMENT WAS PREPARED BY:  
George J. Bouloukos  
BOULOUKOS & OGLESBY  
2017 Second Avenue North  
Birmingham, Alabama 35203  
Telephone: 205/322-1641

# 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:

Davis, Latham & Sledge, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of George Bouloukos, 2017 2nd Ave N, Birmingham, AL 35203-3703 for a period of one hundred twenty days beginning November 9, 1999 and expiring March 9, 2000.

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.



November 9, 1999

Date

Jim Bennett

Secretary of State

*[Handwritten signature]*

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