

ARTICLES OF INCORPORATION

OF

GARY E. CARTER BUILDERS, INC

The undersigned, acting as incorporator(s) of a corporation under the Code of Alabama, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is **GARY E. CARTER BUILDERS, INC.**

SECOND: The period of its duration is perpetual

THIRD: The purpose or purposes for which the corporation is organized are:
For new construction and sales of residential and commercial development, to invest and develop real property. To engage in the transaction of any and all other lawful business for which a corporation may be allowed under the Laws of the State of Alabama. The foregoing purposes and activities will be interpreted as examples only and not as limitations and nothing herein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable or desirable for the furtherance of the incorporate objectives expressed above.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is One Hundred Shares (100) of common stock at a par value of One Dollar (\$1.00) per share.

Gary E.Carter will hold 100% of the shares of stock.

In connection with the sale of any authorized but uninsured shares of common stock with the corporation, the Directors may by resolution deny preemptive rights to existing shareholders. All shares of stock issued by the corporation shall be subject to the following restrictions on transfer, which shall be done on the certificate:

- 1) No common stock of the corporation shall be transferred unless the holder of the restricted security offers it first to the corporation and then to any other holders of the common stock of the corporation, a prior opportunity to be exercised within a reasonable time, to acquire the restricted securities
- 2) No shareholder may transfer any restricted security to any person or entity in competition with this corporation.
- 3) Shares having par value may be sold for such dollars as shall be fixed from time to time by the Board of Directors.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are:

- A. The majority of the shares of entitles to vote, represented in person or proxy, shall constitute a quorum at a meeting of the shareholders. The affirmative vote of the majority of the shares represented at the meeting and entitles to vote on subject matter shall be act of the shall shareholders, accept that this instrument may not be amended except for the affirmative vote of

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the majority of the shares issued and entitled to vote thereon.

B. The power to alter amend or appeal the by-laws, or adopt new by-laws is vested in the Board of Directors.

C. Upon written request of any shareholder, the corporation shall send out its most recent statement. The corporation will mail to each of the shareholders not later than 120 days after the close of its fiscal year a financial statement, including a balance sheet as of the end of such fiscal year and a statement of income for such fiscal year.

SIXTH: The address of the initial registered office of the corporation is 1220 Dunham Lane, Helena, Al. 35080 the name of its initial registered agent at such address is Gary E. Carter.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is one, 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:

Name/Address

Gary E. Carter: President/Secretary
P.O. Box 326
Helena, Al. 35080

EIGHTH: The name and address of each incorporator is:

Name/Address

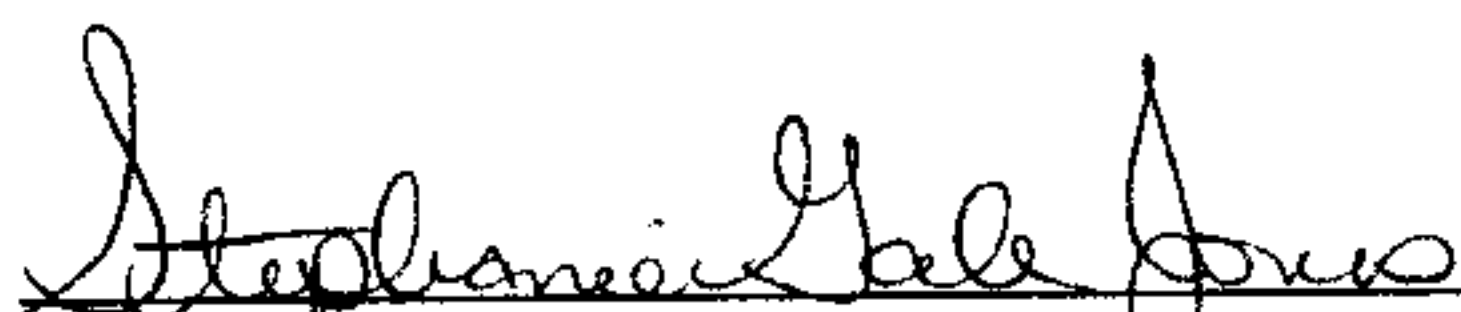
Gary E. Carter
P.O. Box 326
Helena, Al. 35080
Dated August 6, 2001

IN WITNESS WHEREOF, the undersigned incorporator has caused this instrument to be executed on this 6th day of August, 2001



Gary E. Carter, Incorporator

SWORN TO AND SUBSCRIBED before to me on this the 6th day of August, 2001.



STEPHANIE GALE JONES, NOTARY PUBLIC
My Commission Expires: 02-26-05

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:

Gary E. Carter Builders, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Chris Battles, 3150 Hwy 52 W, Pelham, AL 35124 for a period of one hundred twenty days beginning July 16, 2001 and expiring November 14, 2001.

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, 2001



Date

Jim Bennett

Jim Bennett

Secretary of State

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