

**ARTICLES OF INCORPORATION**  
**OF**  
**CORPORATE TRAINING SPECIALISTS, INC.**

**A Body Corporate**

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY:

The undersigned, Larry Robinson, acting as incorporator and desiring to organize a body corporate under the laws of the State of Alabama, hereby adopts the following **Articles of Incorporation**:

1. The name of the corporation is: Corporate Training Specialists, Inc.
  - (a) The corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The objects and purposes for which the corporation is formed are:

To provide training and other consulting assistance to various individuals and companies, and to do all things necessary thereto, and to engage in any other lawful activity.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and shareholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company or the business of insurance in any of its branches.

3. The location of the initial Registered Office of the Corporation shall be:  
4264 Highway 18, Montevallo, Alabama 35115.

(a) The initial Registered Agent at such address is:

Larry Robinson

4. The amount of total number of shares authorized to be issued shall be two thousand (2,000) shares, of a value of ten cent (\$0.10) Dollars, per share, to which 1000 shares shall be initially issued. Sarah P. Gentle 520, Larry Robinson 160, Thomas L. Moore 160, John C. Sawyer, Jr. 160. All such shares shall be Common Stock and of one class.

5. The name and post office address of the Incorporator is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Larry Robinson	4264 Highway 18 Montevallo, Alabama 35115

6. The number of Directors constituting the initial Board of Directors of the Corporation shall not be less than four (4), and not more than five (5), 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:

<u>NAME</u>	<u>ADDRESS</u>
Sarah P. Gentle	2504 Skyland Drive Birmingham, Alabama 35243
✓ Larry Robinson	✓ 4264 Highway 18 Montevallo, Alabama 35115
Thomas L. Moore	1028 Queensbury Road Homewood, Alabama 35209
✓ John C. Sawyer, Jr.	2688 Alta Glen Drive Birmingham, Alabama 35243

7. The period for the duration of the Corporation shall be perpetual.

8. This Corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the **Board of Directors** of this Corporation, provided that such restrictions be stated upon each certificate representing such share.

9. All persons who shall acquire stock in this Corporation shall acquire it subject to the provisions of this **Articles of Incorporation**, as the same from time to time may hereafter be amended, so far as not otherwise expressly provided by the laws of the State of Alabama, the Corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

10. The President or Vice-President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the corporation and the Secretary or any Assistant Secretary shall have authority to affix said seal to instruments requiring it, and attest the same.

11. The provisions for the regulation of the internal affairs of the corporation are:  
**By-Laws.**

12. The corporate powers shall be exercise by the **Board of Directors**, except as otherwise provided by statute or by this **Articles of Incorporation**. In furtherance and not

in limitation of the powers conferred by law, the **Board of Directors** is hereby expressly authorized:

(a) To adopt, alter, amend and repeal the By-Laws of the corporation, but By-Laws so made by the directors may be altered or repealed by the directors or shareholders; and,

(b) 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; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

The corporation may, in its **By-Laws**, confer powers upon its **Board of Directors** in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

13. No contract or other transaction between the Corporation and one or more of its Directors or any other firm, association or corporation 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 committee thereof which authorized, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the corporation and if either:

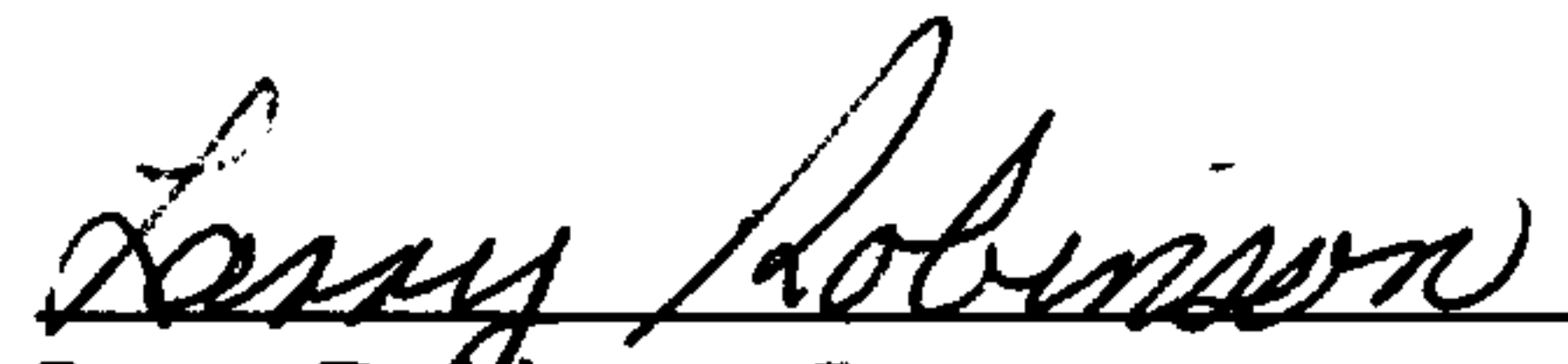
(1) The fact of such relationship or interest is disclosed to the **Board of Directors** or committee which authorized, approves or ratifies the contract or transaction, by vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or,

(2) 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.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto subscribed  
his name to this Articles of Incorporation on this the 6 day of August, 2002.

  
Larry Robinson, 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:

**Corporate Training Specialists, Inc.**

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Robert E Moorer, #3 Office Park Cir Ste 305, Birmingham, AL 35223 for a period of one hundred twenty days beginning June 12, 2002 and expiring October 11, 2002.



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.  
June 12, 2002

Date



Jim Bennett

Secretary of State

