

CERTIFICATION OF INCORPORATION

OF

NANA'S LAND, INC.

STATE OF ALABAMA )

COUNTY OF SHELBY )

For the purpose of forming a Corporation under Articles I through III of Chapter 2A of Title 10, Code of Alabama (1975) as amended, the undersigned have associated themselves together and have agreed upon and adopted this Certificate of Incorporation, to constitute and become its Charter upon the filing hereof pursuant to law.

ITEM ONE

The name of the Corporation is: Nana's Land, Inc.

ITEM TWO

The purposes and objects for which the Corporation is formed are:

1. To make crochet items.
2. To make loans on mortgages secured by real estate and to do all things incident to or in furtherance of the ownership, collection, and liquidation of such loans.
3. To purchase, acquire, sell, dispose of and otherwise deal in negotiable and nonnegotiable instruments of all kinds, whether secured by mortgage or otherwise, and to do all things incident to or in furtherance of the ownership and liquidation of such items.
4. To acquire all or any of the goodwill, rights, property and business of any person, firm, corporation or association, and to hold, utilize, enjoy and in any manner, dispose of the whole or any of the rights, property and business so acquired, and to assume in connection therewith, any liabilities of any such person, firm, corporation or association.
5. To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulate and the like, which may seem capable of any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

6. To borrow money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any lawful consideration, and to secure the payment thereof and of the interest thereon by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including the contract rights, whether at the time owned or thereafter acquired to sell, pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

7. To guarantee the obligation of any person, corporation or association.

8. To have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these Articles.

9. To act as receiver or agent for any person or corporation or in respect to any lawful undertaking or transaction.

10. To do each and every thing necessary, suitable or proper for the accomplishment or any of the purposes the attainment of any one or more of the objects herein enumerated.

#### ITEM THREE

The location of the "Registered Office" of the Corporation in the State of Alabama shall be: 300 Quail Ridge Court, Helena, Alabama 35080.

#### ITEM FOUR

The amount of total authorized capital stock of the Corporation upon its organization, subject to the right of the Corporation hereinafter to increase the same to any amount in the manner provided by law shall be One hundred (100) shares of common stock, having a par value One dollar (\$1.00) per share.

The amount of paid in capital with which the Corporation shall commence business shall be One Hundred Dollars (\$100.00).

#### ITEM FIVE

The Corporation hereby issues its stock under the foregoing plan and in conformance and compliance with the requirements of Section 1244 of the Federal Income Tax Code with purchasers of the stock entitled to receive all the benefits accorded to them by the provisions of the above said Section of the Federal Income Tax Code.

ITEM SIX

The name and post office address of the initial Registered Agent and the initial Registered Officer designated by the incorporators to receive service of process for the Corporation is: Carol S. Forsyth, 300 Quail Ridge Court, Helena, Alabama 35080.

ITEM SEVEN

The names and address of the incorporator and the name of the appointed Director and Officer are as follows:

INCORPORATOR:

ADDRESS:

Carol S. Forsyth

300 Quail Ridge Court  
Helena, Alabama 35080

OFFICERS AND DIRECTORS:

POSITIONS:

Carol S. Forsyth  
300 Quail Ridge Court  
Helena, Alabama 35080

President

Traci K. Land  
5134 Colonial Park Road  
Birmingham, Alabama 35242

Vice President

Stephen R. Forsyth  
300 Quail Ridge Court  
Helena, Alabama 35080

Secretary

Stephen R. Forsyth  
300 Quail Ridge Court  
Helena, Alabama 35080

Treasurer

SHAREHOLDERS:

NO. OF SHARES:

Carol S. Forsyth  
Traci K. Land  
Stephen R. Forsyth

51 Shares  
25 Shares  
24 Shares



## ITEM EIGHT

The Corporation shall have perpetual existence unless dissolved in accordance with the law.

## ITEM NINE

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

1. A Board of Directors shall be subject to election at each annual meeting of the Stockholders or in the absence of such election at an adjourned meeting of Stockholders or special meeting of Stockholders thereafter held in accordance with the By-Laws.
2. Other Officers shall be elected or appointed by the Directors and/or such committee or Officer as may be provided by the By-Laws or by resolution of the Board of Directors.
3. The number of Directors of the Corporation shall be fixed from time to time by the By-Laws or by resolution of the Stockholders and may be increased or diminished by change in the By-Laws, or by a resolution of the Stockholders at any regular or special meeting provided that the Board of Directors shall consist of not less than one, nor more than fifteen Directors. Any authorized increase in the number of Directors may be filled by vote of the Stockholders or by the Directors, subject to action by the Stockholders at any regular or special meeting. In the event of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the remaining Director or Directors may by affirmative vote, elect a successor or successors to hold for the unexpired portion of the term of the Director or Directors whose place or places shall be vacant and until the election of a successor.
4. Unless and until changed by the By-Laws, annual meetings of the Stockholders shall be held on the 15<sup>th</sup> day of January and each year thereafter on a like day at which the Board of Directors shall be elected by the Stockholders and immediately after the adjournment of the annual meeting or other meeting, at which a new Board of Directors shall be elected or at such other time and place as may be designated at any such meeting of Stockholders, said Board of Directors shall convene and elect the remaining Officers of the company. Each Director shall hold his office until the next annual or subsequent meeting of Stockholders at which a full Board shall be elected, provided, however, that the Stockholders may by action of a majority thereof, at a special meeting remove the Board of Directors, or any member thereof, or any Officer or Officers and elect successors thereof.
5. Any action required or proposed to be taken by the Directors, or Stockholders of any class, or any Executive or other committee, may be validly effected in the following manner without notice or formal meeting: Any resolution or proceeding approved in writing by all the Stockholders, Directors or members of such committee, as the case may be, by the subscription of their names in writing to the same or concurrent instruments shall be valid and effective as if

such action were adopted by the same vote at a regularly called meeting of such Stockholders, Directors or committee as the case may be, and shall be effective as of the date therein expressed, or, if no effective date shall be designated, as of the date on which the same shall be filed and noted by the Secretary; and such resolution shall thereupon be entered in the Minutes of the Corporation under such effective date.

6. Any Officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors, but any Officer or employee of the Corporation may be removed at any time by the vote of the Board of Directors or by any committee, or by any superior Officer to whom authority in the premises may have been delegated by the By-Laws or by resolution of the Directors.

7. The Board of Directors, by affirmative vote or a majority of the whole Board, may appoint from the Directors an Executive Committee, of which a majority shall constitute a quorum, and, such Committee shall have and exercise any and all of the powers of the Board of Directors, including the power to cause the seal of the Corporation to be affixed to all papers that may require it.

8. The Board of Directors by the affirmative vote of a majority of the whole Board, may appoint other standing committees, and such standing committee shall have and exercise such powers as shall be conferred or authorized by resolution of the Board, and the Board of Directors may, in like manner, confer such authority upon any Officer or agent, or attorney of the Corporation as it may deem wise.

9. The Board of Directors may appoint not only other Officers of the Corporation, but also one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, and the person or persons so appointed, respectively, shall have and may exercise all the powers of the President, of the Treasurer and of the Secretary, respectively.

10. The Board of Directors shall have the power from time to time, to fix and determine, the use and disposition of any surplus over and above the capital stock paid in, and shall be authorized to disburse any gratuities or donations for the Corporation.

11. No contract or other transaction between this Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Officers or Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of such corporation; any Director individually or any firm of which any Director may be a member may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; any Director of this Corporation who is also a Director of or Officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other Corporation or not so interested.

12. In the event the Corporation on formation shall have by inadvertence, failed to have

complied with the applicable provisions of the Laws of the State of Alabama governing the formation of Corporations, the provisions of this Certificate shall be deemed to be amended to correct any errors or supply any omissions as of the date of filing hereof.

IN WITNESS WHEREOF, WITNESS, the hand of the undersigned Incorporator, on this the 21<sup>st</sup> day of March, 2003.

  
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Carol S. Forsyth - Incorporator



STATE OF ALABAMA )

COUNTY OF SHELBY )

EXHIBIT "A"

Before me the undersigned authority, a Notary Public in and for the State of Alabama at large, personally appeared Carol S. Forsyth , who is known to me and who after first being duly sworn, deposes and says that she is the Officer and designated "Registered Agent" by the incorporator of Nana's Land, Inc., organized, under the laws of the State of Alabama to receive subscriptions to the capital stock of said Corporation, and that she received the following:

NAME:	NUMBER OF SHARES:	AMOUNT:
<u>Carol S. Forsyth</u>	<u>51</u> Shares	\$ <u>51.00</u>
<u>Traci K. Land</u>	<u>25</u> Shares	\$ <u>25.00</u>
<u>Stephen R. Forsyth</u>	<u>24</u> Shares	\$ <u>24.00</u>

The said Affiant represents and shows that total subscriptions to the capital stock of the Corporation, the number of shares subscribed to and the money paid in performance of the said subscriptions are correctly set forth above, and that said subscriptions are fully paid for and all payments were made in cash.

Carol S. Forsyth  
Carol S. Forsyth - Incorporator

Subscribed and sworn to before me on this the 21<sup>st</sup> day of March, 2003.

Stephanie D. Demean  
NOTARY PUBLIC

5/16/06  
COMMISSION EXPIRES

Nancy L. Worley  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Nancy L. Worley, 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:

**Nana's Land, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Stephen R. Forsyth, 3418 Stoneleigh Dr, Birmingham, AL 35223 for a period of one hundred twenty days beginning March 19, 2003 and expiring July 18, 2003.

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.

March 19, 2003



Date

*Nancy L. Worley*

Nancy L. Worley

Secretary of State