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Shelby Cnty Judge of Probate, AL  
04/17/2003 15:32:00 FILED/CERTIFIED

**ARTICLES OF INCORPORATION**  
**OF**  
**CAMPUS STORES OF AMERICA, INC.**

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**CAMPUS STORES OF AMERICA, INC.**

**Article I**

*Name*

The name of the corporation is Campus Stores of America, Inc.

**Article II**

*Duration*

The corporation shall have a perpetual duration from the date of incorporation, unless it is dissolved and its affairs wound up in accordance with the Alabama Business Corporations Act.

**Article III**

*Shares of Stock*

The aggregate number of shares of capital stock which the corporation shall have authority to issue is 100 shares of common stock, par value \$10.00 per share.

**Article IV**

*Registered Office/Registered Agent*

The street address of the initial registered office of the corporation is 640 Middle Street, Montevallo, Alabama 35115, and the name of its initial registered agent at that office is Richard Lee Massie.

**Article V**

*Incorporator*

The name and address of the incorporator of the corporation is Richard Lee Massie, 640 Middle Street, Montevallo, Alabama 35115.

## **Article VI**

### *Directors*

The number of directors constituting the initial board of directors of the corporation is 2, and the names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders and until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Richard Lee Massie	640 Middle Street, Montevallo, Alabama 35115
Carla D. Irwin	640 Middle Street, Montevallo, Alabama 35115

## **Article VII**

### *Purposes*

The purposes for which the corporation is organized are:

- (a) To purchase and sale textbooks, school supplies, office supplies, software, sundries, gifts and apparel;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, and other services of every nature, kind and character, which it may legally render;
- (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 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, corporation, associations, partnerships, limited liability companies, 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 engage in any other lawful act or activity for which corporations may be incorporated under the Alabama Business Corporations Act.

### **Article VIII**

#### *Bylaws*

The shareholders of the corporation reserve the right to adopt the initial bylaws of the corporation.

### **Article IX**

#### *Management*

The business and affairs of the corporation shall be managed and regulated by the board of directors of the corporation.

IN WITNESS WHEREOF, the undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 17th day of April 2003.



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Richard Lee Massie

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:

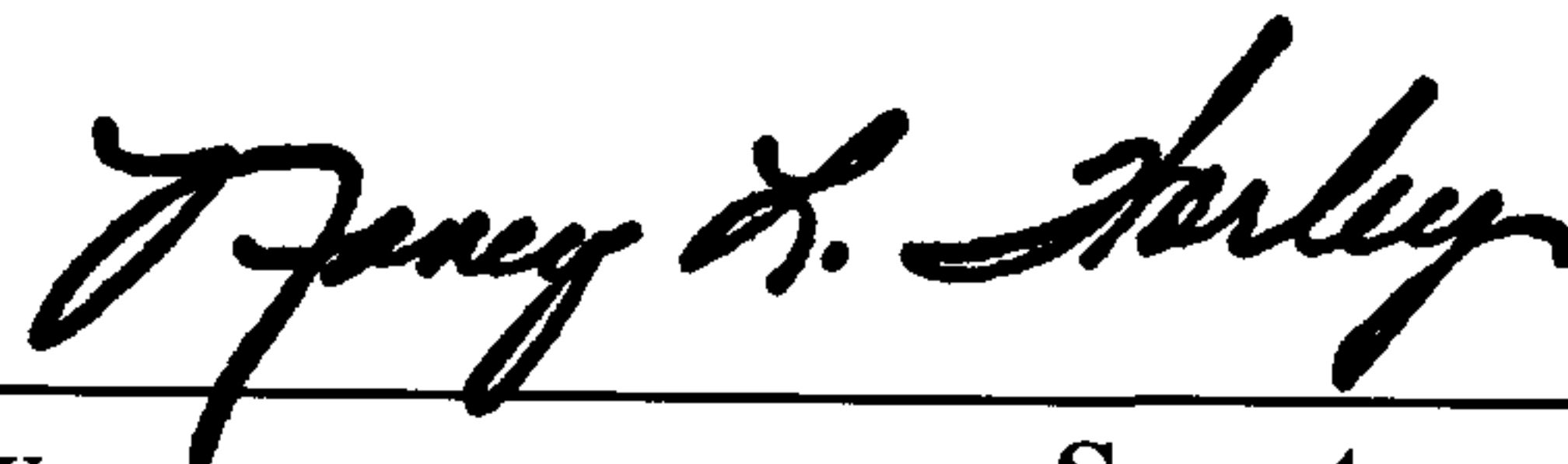
**Campus Stores of America, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of ✓ Carl O'Neal, ✓ 2602 Kings Ridge Drive, Birmingham, AL 35243 for a period of one hundred twenty days beginning March 27, 2003 and expiring July 26, 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 27, 2003

Date



Nancy L. Worley

Secretary of State

