



20060428000199430 1/6 \$95.00
Shelby Cnty Judge of Probate, AL
04/28/2006 11:51:37AM FILED/CERT

ARTICLES OF INCORPORATION
OF
APERAL ENTERPRISES, INC.

**THE JUDGE OF PROBATE OF
SHELBY COUNTY, ALABAMA**

The undersigned, desiring to organize a body corporate under the laws of the State of Alabama and being the incorporator of the corporation hereby organized, does make, sign and file these ARTICLES OF INCORPORATION, as follows:

ARTICLES I

CORPORATE NAME

The name of the Corporation is: Aperial Enterprises, Inc.

ARTICLES II

EFFECTIVE DATE

The effective date of the Corporation shall be 12:01 a.m. April 23, 2006.

ARTICLES III

AUTHORIZED SHARES

The maximum number of shares, which the corporation is authorized to have outstanding, is 1,000 shares, all of which shall be common stock with no par value, the transfer of which is restricted according to the Bylaws of the corporation. No shares have been issued.

ARTICLES IV

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 101 Shine Drive, Pelham, AL 35124 and the name of its initial registered agent at such address is **Orunda' A. Bryant**.

ARTICLES V

INCORPORATOR

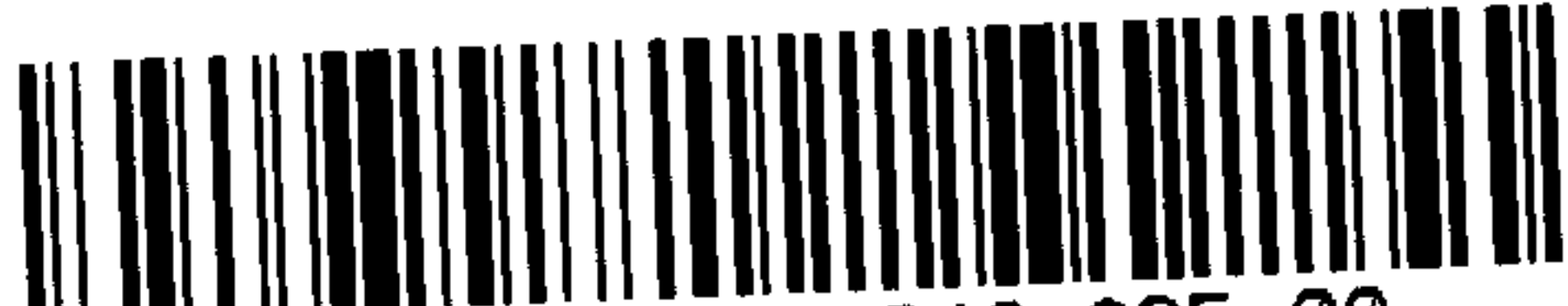
The name and address of the incorporator is as follows:

Name

Address

Orunda' A. Bryant

101 Shine Drive
Pelham, AL 35124


20060428000199430 2/6 \$95.00
Shelby Cnty Judge of Probate, AL
04/28/2006 11:51:37AM FILED/CERT

ARTICLES VI

The number of Directors constituting the initial Board of Directors of the Corporation is TWO, and the names and addresses of the persons whom are to serve as director until the first annual meeting of shareholders of until a successor is elected and shall qualify are:

Name

Address

Carlos P. Evans

321 Council Avenue
Anniston, AL 36201

Orunda' A. Bryant

101 Shine Drive
Pelham, AL 35124

ARTICLES VII

PURPOSES

The objects and purposes of which the corporation is formed are:

- a) To engage in the business of creating, producing, performing, promoting, marketing, manufacturing, distribution and publication of musical compositions, providing restaurant, bar & club services including live entertainment, design, manufacturing & sale of clothing apparel, acquiring and development of real estate & investment properties, and operating any other legal and lawful business.
- b) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association, or corporation; to pay for the same in cash, the stock or other securities of this Corporation, otherwise; to hold, or in any manner dispose of the whole or any part of property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.
- c) To enter into, make, and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government, or colony or dependency thereof.

- d) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law), and its bonds, debentures, notes, scrip, or other securities or evidence of indebtedness, and to hold, sell, transfer, or reissue the same.
- e) To do all and everything necessary and proper for the accomplishment of the objects to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise.
- f) To exercise all powers now granted, or which in the future may be granted, by the Alabama Business Corporation Act to corporations formed there under, subject to any limitation imposed or any provision of any other statute of the state of Alabama.

ARTICLES VIII

PAYMENT FOR STOCK

This corporation may from time to time issue its shares of stock for such consideration as may be fixed from time to time by the Board of Directors and may receive in payment thereof in whole or in part cash, labor done, personal property or leases thereof. Before the shares are issued the Board of Directors as to the value of such labor, property, real estate or leases thereof, shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

ARTICLES IX

STATUTORY RIGHTS

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers or privileges of the shareholders of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part less than all of the shareholders of any such corporation, shall apply to this Corporation and shall be binding upon not only this Corporation, but upon every shareholder thereof the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

ARTICLES X

DURATION

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

ARTICLES XI

MANAGEMENT

The conduct of the business and the affairs of the corporation shall be governed and regulated by its Bylaws. The shareholders reserve the right to adopt the initial Bylaws of the corporation. The Board of Directors is expressly authorized to alter, amend, or repeal the Bylaws of the Corporation, without any action on the part of the shareholders; but the Bylaws so altered, amended or repealed by the directors and the powers so conferred may be altered, amended or repealed by the shareholders at any annual meeting, or at any special meeting, provided notice of such proposed alteration, amendment, or repeal by the shareholders be included in the notice of such special meeting of the shareholders.

ARTICLES XII

INDEMNIFICATION


The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee

- a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of international misconduct in the performance of duties to the Corporation;
- b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and
- c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of services of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation, this the 23rd day of April 2006.


Orunda' A. Bryant, Incorporator

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:

Aperal Enterprises, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Orunda A Bryant, 101 Shine Dr, Pelham, AL 35124 for a period of one hundred twenty days beginning April 24, 2006 and expiring August 23, 2006.



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.

April 24, 2006

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', written over a horizontal line.

Nancy L. Worley

Secretary of State