

**ARTICLES OF INCORPORATION
OF
TALUCA POTTERY & THINGS, INC.**

An Alabama Corporation

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA:



20091116000426350 1/6 \$95.00
Shelby Cnty Judge of Probate, AL
11/16/2009 02:44:29 PM FILED/CERT

The undersigned for the purpose of forming a corporation pursuant to the "Alabama Business Corporation Act," Code of Alabama (1975) § 10-2B-1.01 et seq., hereby certifies as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be:

"Taluca Pottery & Things, Inc."

**ARTICLE II
DURATION**

- A. The duration of the Corporation shall be perpetual.
- B. The Corporation shall continue as a separate entity independent of its shareholders for all purposes during the period of time provided in Section A of this Article 2 and shall continue notwithstanding the death, insanity, incompetence, conviction for felony, resignation, withdrawal, transfer of shares of stock, retirement or expulsion of any one or more of the shareholders, or any other event which under the laws of the State of Alabama and under like circumstances would work a dissolution of a corporation, it being the intention hereof that this Corporation shall have continuity of life independent of the life or status of its shareholders.

**ARTICLE III
PURPOSES**

- A. To specifically engage in any and all business activities related or incidental to purchasing, selling and/or marketing pottery and related merchandise.

B. To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of Alabama.

C. The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

ARTICLE IV

GOVERNING LAW AND POWERS

The Corporation shall be governed by the "Alabama Business Corporation Act," Code of Alabama, §10-2B-1.01 et seq., including all amendments thereto. The Corporation shall have all the powers and privileges necessary or convenient to effectuate its purposes, including those enumerated in the Alabama Business Corporation Act.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The location and mailing address of the initial registered office of the Corporation, and the name of its initial registered agent at such address are as follows:

Charles Rich
1728 Chelsea Road
Chelsea, Alabama 35043

ARTICLE VI

CAPITAL STOCK

A. The aggregate number of shares of stock which the Corporation shall have authority to issue is One Hundred (100) shares of common stock of the par value of One and No/100 Dollars (\$1.00) per share, and consisting of one class only.

B. The Corporation may from time to time issue its shares of stock for such consideration (not less than the par value respecting shares having a par value) as may be fixed from time to time by the Board of Directors and may receive in payment thereof, in whole or in part, money, labor done, services actually performed or real or personal property (tangible or intangible). In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of the consideration received for shares 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.

C. The Corporation may, from time to time, lawfully enter into any agreement to which all or less than all of 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.

D. The Corporation may create and issue, whether or not in connection with the issuance and sale of any of its shares or other securities, rights or options entitling the holders thereof to purchase from the Corporation shares of any class or classes of its stock.

E. The Corporation shall have a lien on the shares of its shareholders for any debt or liability incurred to it by such shareholders before notice of transfer of or levy on such shares, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such shares which remedies are cumulative to an action to enforce payment or other remedies provided by law.

F. All persons who shall acquire stock in this Corporation shall acquire it subject to the provisions of these Articles of Incorporation. 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 to or interest in said share on the part of any other person, whether or not the Corporation shall have notice thereof.

G. No shareholder shall be entitled as a matter of right to subscribe for, purchase, or receive any shares of stock, or other securities convertible into stock, of the Corporation which it may issue or sell whether out of the number of shares thereof, but any such additional shares of stock or other securities may be issued and disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable. No shareholder of any shares of stock shall have any preemptive rights with respect to the issuance of any class of stock including treasury shares.

H. The Corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

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ARTICLE VII
INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who shall serve as the initial Directors of the Corporation until the first annual meeting of shareholders, or until successors are elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Charles Rich	813 Greystone Highlands Drive Birmingham, Alabama 35242
David M. Garcia	76 Stevie Lane Wilsonville, Alabama 35186

ARTICLE VIII
INCORPORATORS

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Charles Rich	813 Greystone Highlands Drive Birmingham, Alabama 35242
David M. Garcia	76 Stevie Lane Wilsonville, Alabama 35186

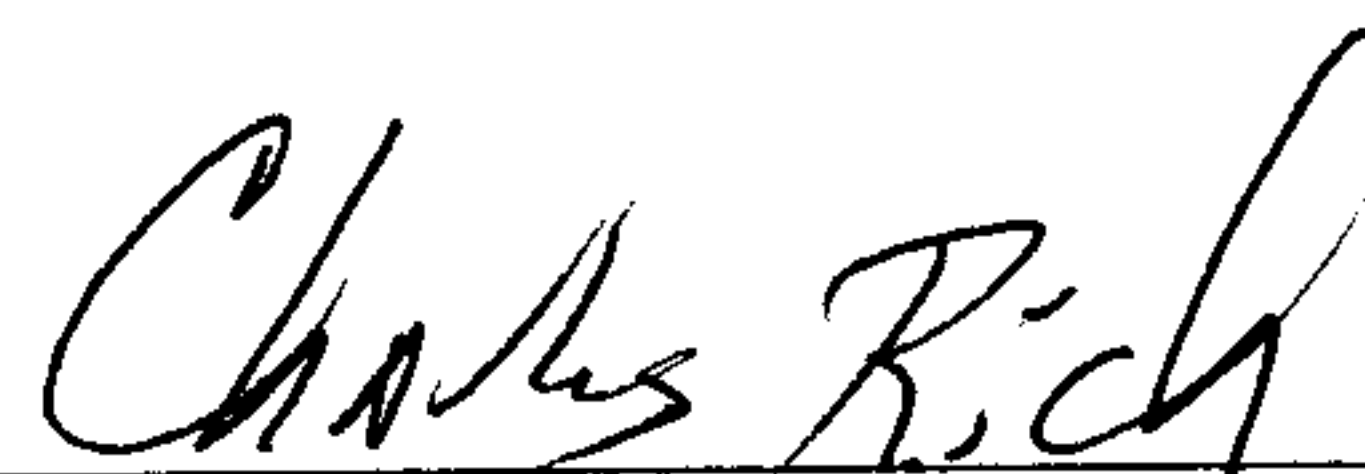
ARTICLE IX
DENIAL OF PREEMPTIVE RIGHTS

No holder of shares of any class of this Corporation shall, as such holder, have any preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the Board of Directors or shareholders at such prices and upon such other terms and conditions as the Board of Directors, in its discretion, or the shareholders may fix or designate.

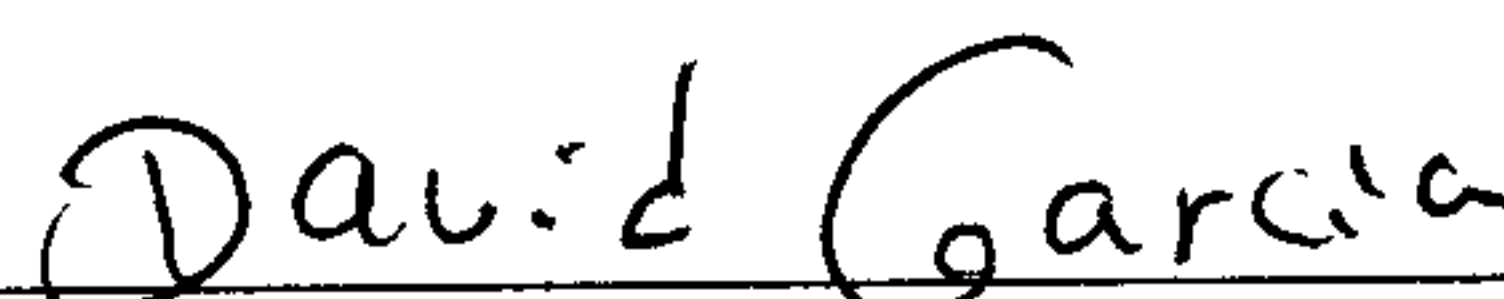
ARTICLE X
LIMITATION OF LIABILITY

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. The limitation on the liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omission occurring prior to the adoption of this Article. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned incorporators hereunto subscribed their names to these Articles of Incorporation on November 16, 2009.



Charles Rich



David M. Garcia

This document prepared by:
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Beth Chapman
Secretary of State

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

STATE OF ALABAMA

I, Beth Chapman, 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:

Taluca Pottery & Things, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Dana Gache, 1800 International Park Dr Ste 10, Birmingham, AL 35243 for a period of one hundred twenty days beginning November 6, 2009 and expiring March 7, 2010.

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.

November 6, 2009

Date

Beth Chapman TM

Beth Chapman

Secretary of State

