

STATE OF ALABAMA                    )  
  )  
COUNTY OF SHELBY                 )

**ARTICLES OF INCORPORATION**  
  
**OF**  
  
**AUSTIN SCOTT HOLDINGS, INC.**

The undersigned, acting as incorporator of a Corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**FIRST:**           The name of the Corporation is Austin Scott Holdings, Inc.

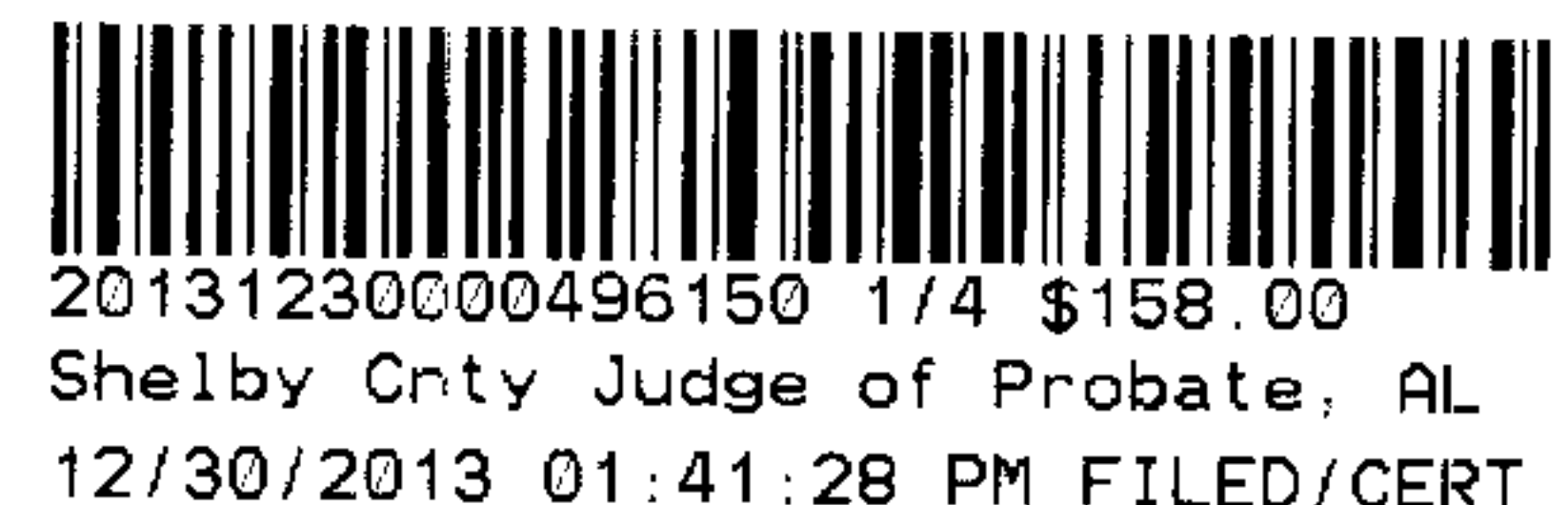
**SECOND:**

- (a)    The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share.
- (b)    All issued and outstanding shares shall have the same preferences and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one (1) vote per share; and (ii) the right to receive the net assets of the Corporation upon dissolution.

**THIRD:**           The address of the initial registered office of the Corporation is 4000 Eagle Point Corporate Drive, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is Christopher S. Dabbs.

**FOURTH:**       The name and address of the incorporator is:

| <u>Name</u>          | <u>Address</u>   |
|----------------------|--|
| Christopher S. Dabbs | 4000 Eagle Point Corporate Drive<br>Birmingham, AL 35242 |



**FIFTH:** The name and address of the person who is to serve as initial Director is:

| <u>Name</u>          | <u>Address</u>   |
|----------------------|--|
| Christopher S. Dabbs | 4000 Eagle Point Corporate Drive<br>Birmingham, AL 35242 |

**SIXTH:** The purpose for which the Corporation is organized is to transact any and all lawful business as may be allowed by law.

**SEVENTH:** No Shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right 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 now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

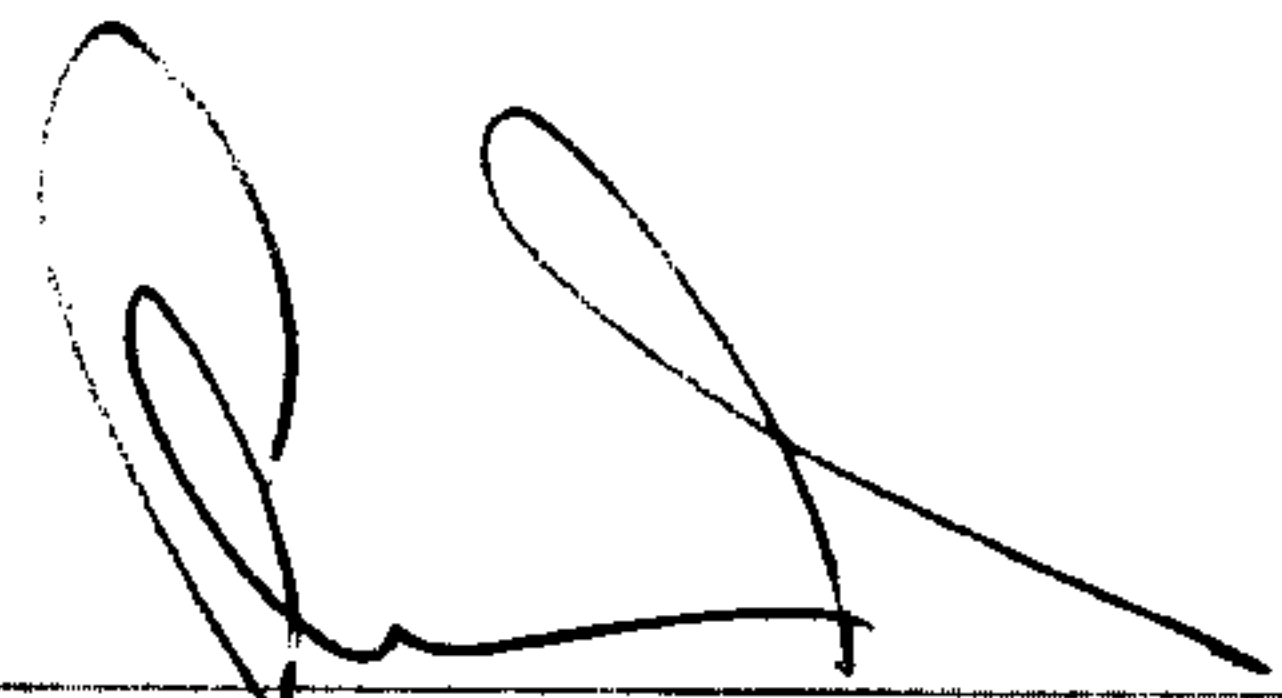
**EIGHTH:** A Director of the Corporation shall have no liability to the Corporation or its Shareholders for money damages for any action taken, or any failure to take any action, as a Director except liability for (a) the amount of financial benefit received by the Director to which he or she is not entitled; (b) an intentional infliction of harm on the Corporation or Shareholders; (c) a violation of Section 10A-2-8.33 of the Alabama Business Corporation Act; (d) an intentional violation of criminal law; or (e) a breach of the Director's duty of loyalty to the Corporation or its Shareholders.

**NINTH:** The period of the Corporation's duration is perpetual.

**TENTH:** The right to adopt the initial Bylaws of the Corporation is reserved to the

Shareholders. The Board of Directors of the Corporation is expressly authorized to alter, amend, or repeal the Bylaws; but the Bylaws so altered, amended or repealed by the Board of Directors may be altered, amended or repealed by the Shareholders at any annual meeting or at any special meeting for which notice of such alteration, amendment or repeal by the Shareholders is given; and provided, that only the Shareholders may approve any Bylaw amendment that increases or decreases by more than thirty (30) percent the number of Directors of the Corporation last approved by the Shareholders.

**DATED:** 12-30, 2013

  
\_\_\_\_\_  
Christopher S. Dabbs

(INCORPORATOR)

This Document was Prepared by:  
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King, Drummond & Dabbs, LLC  
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Jim Bennett  
Secretary of State

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


# STATE OF ALABAMA

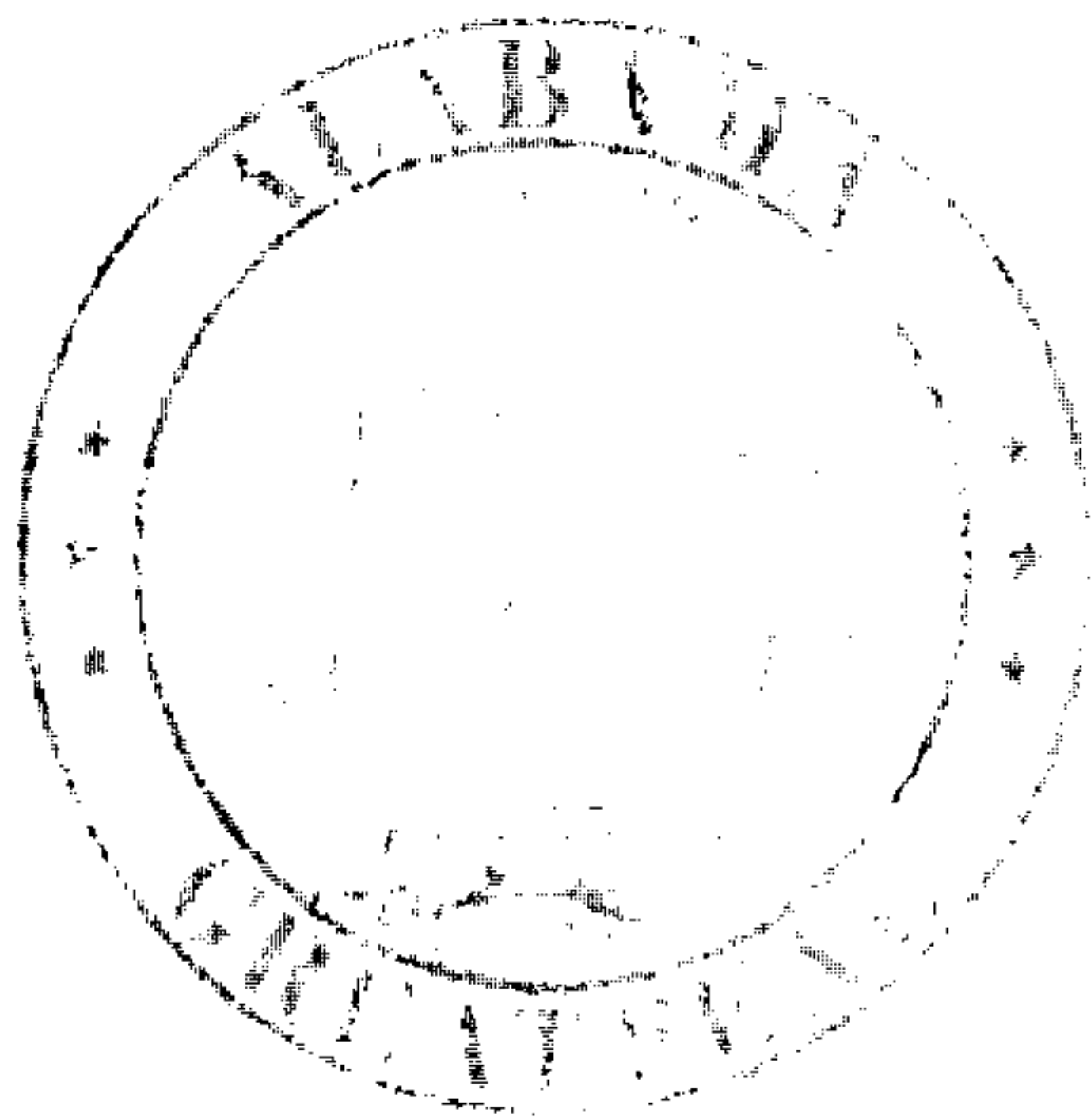
**I, Jim Bennett, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama  
1975, and upon an examination of the entity records on file in this office, the  
following entity name is reserved as available:

**Austin Scott Holdings, Inc.**

This name reservation is for the exclusive use of Marjorie Dabbs, 4000 Eagle  
Point Corporate Drive, Birmingham, AL 35242 for a period of one year beginning  
December 27, 2013 and expiring December 27, 2014

  
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**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.**

December 27, 2013

Date

Jim Bennett

Secretary of State