

**ARTICLES OF INCORPORATION**  
**OF**  
**WOODLAND HOLDINGS, INC.**

**STATE OF ALABAMA**            )  
  )  
**COUNTY OF SHELBY**        )

The undersigned desires to become a body corporate for the purpose of forming a business corporation, and for that purpose do make, sign and file the following Articles of Incorporation pursuant to the provisions of § 10-2B-1.01 et seq. of the Code of Alabama (1975), known as the “Alabama Business Corporation Law.”

**Article I**

The name of this corporation shall be Woodland Holdings, Inc.

**Article II. Purpose**

The general nature of the business to be transacted by the corporation shall be and is to engage in the transaction of any lawful business for which corporations may be organized under the laws of the State of Alabama..


**Article III. Stocks**

This shall be a stock-type corporation with the members owning no individual interest in the assets of the corporation. All stock issued shall be fully paid and non-assessable. The stockholders shall have pre-emptive rights with respect to the stock of the corporation.

**Article IV. Authorized Shares**

Section 1. Number. The aggregate number of shares which the corporation shall have authority to issue is 10 shares of capital stock, with par value of \$100.00 per share. The corporation is authorized to issue fractional shares.

Section 2. Initial Issue. 10 shares of the capital stock of the corporation shall be issued for cash at \$100.00 per share; and the \$1,000.00 when received in payment therefor, shall constitute the initial consideration for the issuance of shares, referred to in Article IX, which is a condition precedent to the commencing of business by the corporation.

  
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**Article V. Capital**

The amount of capital with which this corporation will begin business shall be and is the sum of \$1,000.00

**Article VI. Duration**

The corporation shall have perpetual existence.

**Article VII. Offices**

The principal office of this corporation shall be located in the City of Birmingham, County of Jefferson, State of Alabama, and the post office address of said principal office of the corporation shall be 517 Founders Park Circle, Hoover, Alabama 35244.

**Article VIII. Directors**

The number of directors of the corporation shall be not less than one (1) nor more than ten (10).

**Article IX. Board of Directors**

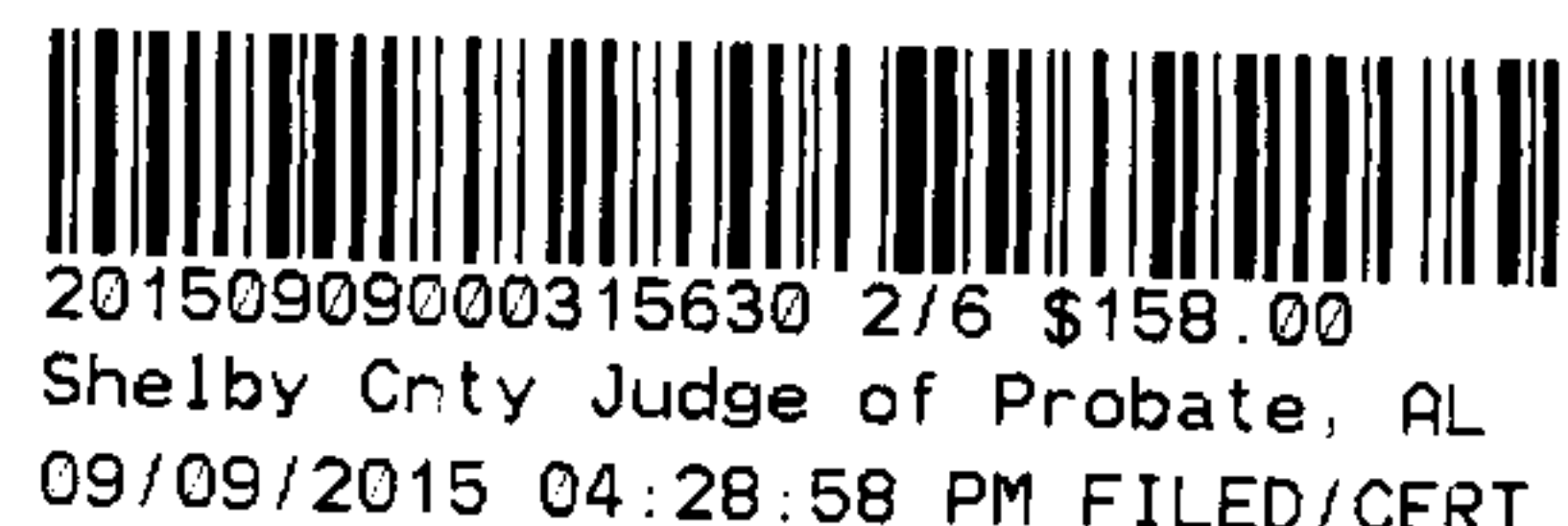
The name(s) and address(es) of the member(s) of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, is/are as follows:

Name(s):	Address(es):
Scott Ashley Underwood	517 Founders Park Circle Hoover, Alabama 35244

**Article X. Incorporators**

The name(s) and address(es) of each subscriber of these Articles of Incorporation and the number of shares subscribed for by each is/are as follows:

Name(s):	Address(es):
Scott Ashley Underwood (10 shares)	517 Founders Park Circle Hoover, Alabama 35244



The subscriber(s) certify that the proceeds of the stock subscribed for will not be less than the amount of capital stock with which the corporation will begin business, as set forth in Article V. hereinabove.

### **Article XI. Officers**

The name(s) and address(es) of the officer(s) for the first year and until their successor(s) are elected and shall have qualified are as follows:

Name(s):	Address(es):
Scott Ashley Underwood Title: "President"	517 Founders Park Circle Hoover, Alabama 35244

### **Article XII. Stockholders**

The stock of the corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and who are employees, officers or agents of the corporation. In the event that a stockholder;

- (a) ceases to be an employee, officer or agent of the corporation, or
- (b) sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this corporation to any person ineligible by law or by virtue of these Articles to be a shareholder in this corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer, hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles, or by the By-Laws of this corporation, or
- (c) suffers an execution to be levied upon his stock, or such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder, or
- (d) is adjudicated a bankrupt or makes an assignment for the benefit of creditors, or had receiver appointed, then the stock of such stockholder shall immediately stand forfeited and such stock shall be immediately canceled by this corporation and the stock holder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock, which said value shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The stockholder whose stock so becomes forfeited and is canceled by the corporation, shall forthwith cease to be an employee, officer, director or agent of the corporation and except to receive payment for his stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the corporation, such stockholder shall then and

thereafter have no further financial interest of any kind in this corporation.

### **Article XIII. Death of the Stockholder**

Upon the death of a stockholder, his stock shall be subject to purchase by the corporation or by the other stockholders at such price and upon such terms and conditions and in such manner as may be provided for in the By-Laws of this corporation, in a manner consistent with law and these Articles.

### **Article XIV. Sale of Stocks**

No stockholder of this corporation may sell or transfer any of such stockholder's shares of stock in this corporation only after the proposed sale or transfer shall have been first approved, at a stockholders' meeting specially called of such purpose, by such proportion, not less than a majority, of the outstanding stock, excluding the shares of stock proposed to be sold or transferred, as may be provided from time to time in the By-Laws. In such stockholders' meeting, the shares of stock proposed to be sold or transferred may not be voted or counted for any purpose

The corporation's shareholders are specifically authorized from time to time to adopt By-Laws not inconsistent herewith restraining the alienation of shares of stock of this corporation and providing for the purchase or redemption by the corporation of its shares of stock.

### **Article XV. Regulation of Business**

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.
2. The corporation shall have such officers as may from time to time be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.
3. No contract or other transaction between the corporation and any other firm, association or corporation shall be affected or invalidated by the



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:

**Woodland Holdings, Inc.**

This name reservation is for the exclusive use of Scott Underwood, 517 Founders Park Circle, Hoover, AL 35226 for a period of one year beginning June 12, 2014 and expiring June 12, 2015



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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.**

June 12, 2014

Date

Jim Bennett

Secretary of State