

**ARTICLES OF INCORPORATION  
OF  
ROSE REALTY, INC.**

For the purpose of forming a corporation under the **Alabama Business and Nonprofit Entity Code** and any act amendatory thereof, supplementary thereto, or substituted therefor (hereinafter referred to as the Code), the undersigned does hereby sign and adopt these Articles of Incorporation, and, upon the filing for record of these Articles of Incorporation in the Office of the Judge of Probate of **Shelby County, Alabama** the existence of a corporation (hereinafter referred to as the Corporation), under the name set forth in Article One hereof, shall be deemed to commence.

**ARTICLE ONE  
CORPORATE NAME**

1.1 The name of the Corporation shall be **Rose realty, Inc.**

**ARTICLE TWO  
PERIOD OF DURATION**

2.1 The duration of the Corporation shall be perpetual.

**ARTICLE THREE  
PURPOSES, OBJECTS AND POWERS**

3.1 The purpose, objects and powers of the Corporation are:

(a) To engage in any lawful business, act or activity for which a corporation may be organized under the Code, it being the purpose and intent of this Article Three to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under the Code.

(b) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection therewith all powers given to corporations by the laws of the State of Alabama.

(c) Without limiting the scope and generality of the foregoing, the Corporation shall have the following specific purposes, objects and powers:

(1) To engage in all aspects of operating a real-estate brokerage and sales company, which represents clients who want to buy, sell, or lease real property, and which buys, sells, leases and manages real property, for clients who require those services;



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along with conducting all necessary and related accounting, administrative, advertising, and support-activities, as well as providing any necessary or desired ancillary or related services, for clients.

(2) To have and to exercise any and all of the powers specifically granted in the business corporation laws of the State of Alabama, none of which shall be deemed to be inconsistent with the nature, character or object of the Corporation, and none of which are denied to it by these Articles of Incorporation.

(3) To build, manufacture or otherwise process or produce; to acquire, own, manage, operate, improve or deal with; to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wheresoever situated.

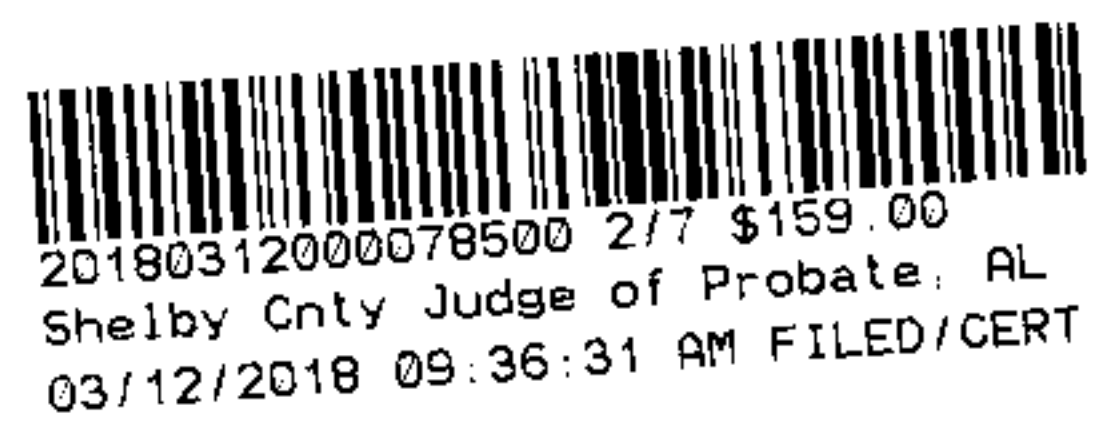
(4) To purchase, lease or otherwise acquire any interest in the properties and rights of any person, firm, corporation or governmental unit; to pay for the same in cash, in shares of stock, bonds, or other securities, evidence of indebtedness or property of this Corporation or of any other person, firm, corporation or governmental unit.

(5) To be a promoter or incorporator, to subscribe for, purchase, deal in and dispose of, any stock, bond, obligation or other security, of any person, firm, corporation, or governmental unit, and while the owner and holder thereof to exercise all rights of possession and ownership.

(6) To purchase or otherwise acquire (including, without limitation, to purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefor) to the fullest extent permitted by the Code, and to settle, pledge or otherwise deal in or dispose of shares of its own stock, bonds, obligations or other securities.

(7) To borrow money from any person, firm, corporation, business (public or non-profit), or governmental unit and to secure any debt by mortgage or pledge of any property of the Corporation; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes, if not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

(8) To lend money, or aid or extend credit to, or use its credit to assist, any person, firm, corporation, business (public or non-profit), or governmental unit, including, without limitation its employees and directors and those of any subsidiary, in accordance with the Code.



(9) To guarantee any indebtedness and other obligations of, and to lend its aid and credit to, any person, firm, corporation, business (public or non-profit), or governmental unit, and to secure the same by mortgage or pledge of, or security interest in, any property of the Corporation.

(10) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more business partnerships and joint ventures as a general or limited partner.

(11) To carry on its business anywhere in the United States and in foreign countries, where legally permitted.

(12) To elect or appoint officers and agents and define their duties and fix their compensation; to pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive or deferred-compensation plans for any or all of its directors, officers and employees.

(13) To make donations for the public welfare or for charitable, scientific, or educational purposes; to transact any lawful business which the Board of Directors shall find to be in aid of governmental policy.

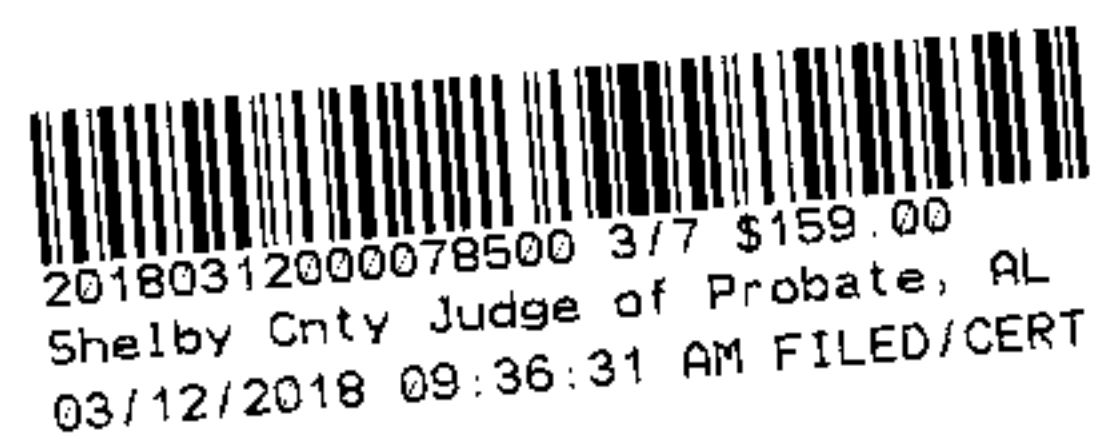
(14) To create and administer such employee-benefit plans as the Board of Directors may, in its judgment and discretion, deem beneficial to the education, health, and general welfare of its directors, shareholders, employees, and members of their immediate families, including, but not limited to tuition-payment or reimbursement plans, medical-savings plans, and health-club or gym membership-fee payment or reimbursement plans.

3.2 The foregoing clauses shall be construed as powers as well as purposes. The enumeration herein of specific purposes and powers shall not be held to limit or restrict in any way the general purposes and powers of the corporation.

3.3 The matters specified in any clause hereof shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of these Articles of Incorporation; but, the various purposes and powers specified in each of the clauses of this Article shall be regarded as independent purposes and powers.

#### **ARTICLE FOUR CAPITAL STOCK OF THE CORPORATION**

4.1 The aggregate number of shares which the corporation shall have authority to issue is **1,000**; all of which are common shares, of one class, and have the par value of One Dollar **(\$1.00)** each.





4.2 The transferability of the capital stock shall be subject to such agreements among the shareholders, as may from time-to-time, be on file with the Secretary of the Corporation and its counsel. Notice is hereby given of the probability of such agreement affecting the transferability of the corporate stock.

#### **ARTICLE FIVE REGISTERED OFFICE AND REGISTERED AGENT**

5.1 The location and mailing address of the initial registered office of the Corporation shall be as follows: **1842 Trail Ridge Drive, Pelham, Alabama 35124.**

5.2 The initial registered agent at such address shall be as follows: **Noelle L. Hardy.**

#### **ARTICLE SIX INITIAL BOARD OF DIRECTORS**

6.1 The number of directors constituting the initial Board of Directors shall be **one** (1).

6.2 The names and addresses of the persons who are to serve as directors of the corporation, until the first annual meeting of the shareholders; or, until the successors be elected and qualify, except as otherwise provided in Section 8.2 hereof, are as follows:

##### **NAME OF DIRECTOR**

##### **ADDRESS OF DIRECTOR**

Noelle L. Hardy

1842 Trail Ridge Drive  
Pelham, Alabama 35124

#### **ARTICLE SEVEN SOLE INCORPORATOR**

7.1 The name and address of the sole incorporator, of this corporation, is as follows:

##### **NAME OF INCORPORATOR**

##### **ADDRESS OF INCORPORATOR**

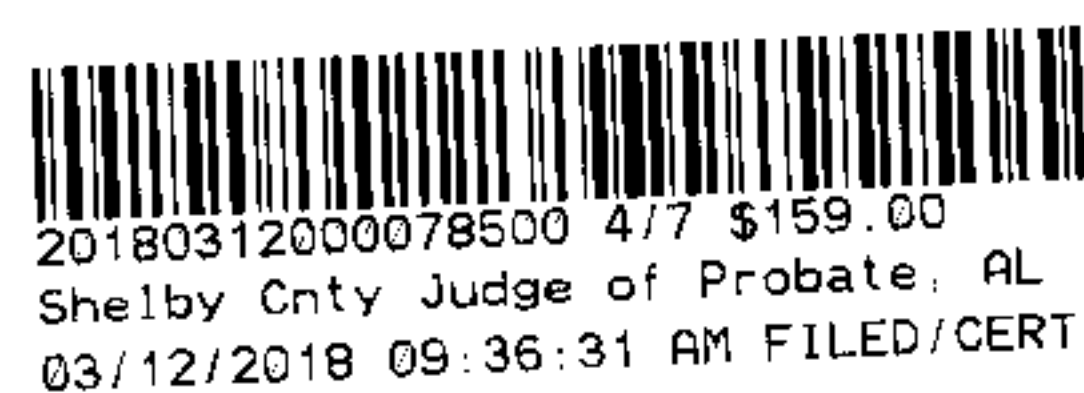
Noelle L. Hardy

1842 Trail Ridge Drive  
Pelham, Alabama 35124

#### **ARTICLE EIGHT INTERNAL AFFAIRS**

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation; the directors; and the shareholders are hereby adopted:

8.1 The initial by-laws of the Corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the by-laws or



adopt new by-laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the by-laws. Provided, however, that the Board of Directors may not alter, amend or repeal, any by-law or resolution, of the shareholders establishing the number of directors; the time or place of shareholders' meetings; or what constitutes a quorum at such shareholders' meetings; or, which was adopted by the shareholders and specifically provides that it cannot be altered, amended, or repealed by the Board of Directors. The corporate by-laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the directors, and the shareholders which are not inconsistent with the Code, or these Articles of Incorporation.

8.2 The business and affairs of the Corporation shall be managed by the Board of Directors. The number of directors comprising the initial Board of Directors shall be **one**. The number of directors of the Corporation shall be fixed, from time-to-time, in the manner provided in the by-laws, or, in the absence of such a by-law, the number of directors shall be **one**. The number of directors may be increased or decreased from time to time by amendment to the by-laws or in the manner provided for therein, provided that the Board of Directors shall consist of not less than **one** natural person, and that no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

8.3 Any contract or other transaction which is fair and reasonable to the Corporation, between the Corporation and one or more of its directors, or between the Corporation and any firm in which one or more of its directors are members or employees; or in which they are financially interested; or between the Corporation and any corporation or association in which one or more of its directors are shareholders, members, directors, officers, or employees; or in which they are financially interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the Corporation, or any committee thereof that acts upon, or in reference to the said contract or transaction; if, either the fact of such interest shall be disclosed or known to the Board of Directors or such committee, as the case may be; and, the Board of Directors or such committee shall nevertheless, authorize or ratify the contract or transaction; or the fact of such relationship, or interest, is disclosed to the shareholders entitled to vote; and they authorize, approve or ratify such contract or transaction; by vote or written consent. The interested director or directors shall not be counted in determining whether a quorum is present and they shall not be entitled to vote on such authorization or ratification. This section shall not be construed to invalidate any contract, or other transaction, that would otherwise be valid under the common and statutory law applicable to it. Each and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the Corporation, for the benefit of himself or any firm or corporation, in which he may, in any way, be interested.



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8.4 The Corporation reserves the right, from time-to-time to amend, alter or repeal each and every provision contained in these Articles of Incorporation; or, to add one or more additional provisions, in the manner now or hereafter prescribed or permitted, by the Code. All rights conferred upon shareholders, at any time, are granted subject to this reservation.

8.5 Unless and until these Articles of Incorporation are amended by duly authorized action of the Board of Directors, ratified by the shareholders, the Corporation shall have only one (1) class of stock which is common stock. The holders of said common stock shall have unlimited voting-rights and the right to receive an aliquot share of the net assets, of the Corporation, upon liquidation thereof, as determined by their proportionate stock holdings.


8.6 The directors of the corporation are hereby indemnified and excused from liability for money damages, to either the Corporation, or its shareholders, for any action taken or the failure to take action, while in the capacity of director, except as follows: (A) the amount of any financial-benefit received to which said director is not entitled; (B) intentional infliction of harm upon the corporation or the shareholders; (C) liability for unlawful distributions in violations of Code of Alabama section 10A-2-8.33; (D) intentional violation of criminal law; and (E) a breach of the director's duty of loyalty to the corporation and its shareholders.

**IN TESTIMONY WHEREOF**, witness the hand of the undersigned incorporator on this, the 20<sup>th</sup> day of February, 2018.

  
Noelle L. Hardy  
Incorporator

THIS INSTRUMENT PREPARED BY:

Steven C.R. Brown  
P.O. Box 43532  
Birmingham, Alabama 35243  
(205) 821-1862

  
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John H. Merrill  
Secretary of State

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

# STATE OF ALABAMA

**I, John H. Merrill, 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:

**Rose Realty, Incorporated**

This name reservation is for the exclusive use of Noelle L. Hardy, 1842 Trailridge  
Drive, Pelham, AL 35124 for a period of one year beginning February 17, 2018  
and expiring February 17, 2019



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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.**

February 17, 2018

Date

*J. H. Merrill*

John H. Merrill

Secretary of State