

# **ARTICLES OF INCORPORATION OF SOUTHERN TALENT SPECIALISTS, INC.**

The undersigned, acting as Incorporators of a corporation under the Code of Alabama, hereby adopt the following Articles of Incorporation for such incorporation:

(1) **NAME OF CORPORATION and DURATION:** The name of the corporation shall be Southern Talent Specialists, Inc. and the period of its duration shall be perpetual.

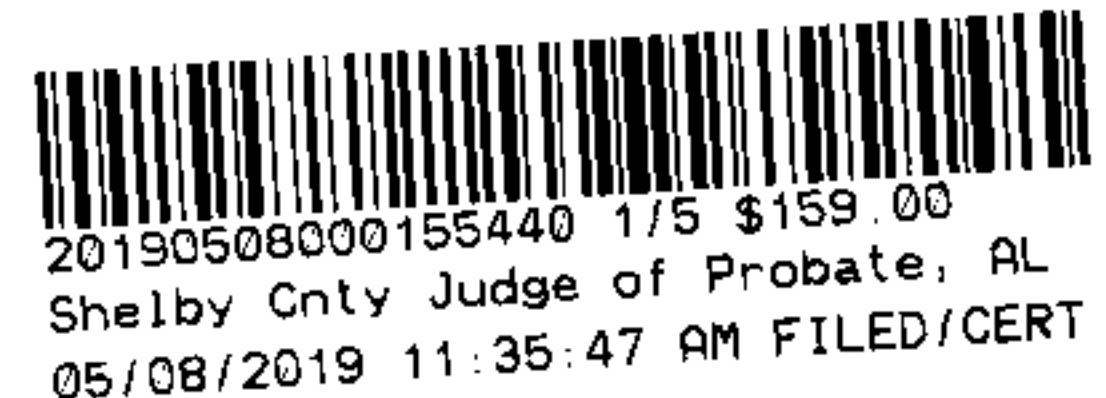
(2) **PURPOSE:** The objects and purposes for which the corporation is formed are:

(a) To develop, own, operate and maintain a talent recruitment and placement company;

(b) To enter into, make and perform contracts and agreements of every kind for any lawful purpose, with any person, firm, corporation, municipality, or political body, whether related to the business purpose stated in Paragraph (a) above or not, and generally to carry on any and every lawful business which a corporation is permitted to do by the Constitution and laws of the State of Alabama; and such other business shall not be limited to the State of Alabama; and

(c) In furtherance and not in limitation of the aforesaid objects, to carry on any lawful business, to sell all types of goods and perform all types of services, and to do anything convenient in connection with the carrying on of such business; and to do business without any restrictions in any legal business in the State of Alabama, or any other state of the United States, and to own, buy and sell personal property and to borrow money and issue its bonds, notes or mortgages therefor.

(3) **INITIAL REGISTERED OFFICE:** The address of the initial registered office of the corporation is 400 Boardman Drive, Chelsea, Alabama 35043, and the name of its initial registered agent at such address is Phillip A. Thrasher, Jr.



(4) STOCK: The amount of the total authorized capital stock of this corporation is fixed at \$500.00 divided into 200 shares of common stock of the par value of \$1.00 per share and 300 shares of treasury stock of the par value of \$1.00 per share.

(5) The name and address of the agent designated by the Incorporators to receive subscriptions to the capital stock of the corporation is Phillip A. Thrasher, Jr., 400 Boardman Drive, Chelsea, Alabama 35043

(6) BOARD OF DIRECTORS: The number of Directors constituting the initial Board of Directors of the Corporation is two, and the names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected and qualified are:

NAME	ADDRESS
Richard Candler Boyd	400 Boardman Drive Chelsea, Alabama 35043
Phillip A. Thrasher, Jr.	400 Boardman Drive Chelsea, Alabama 35043

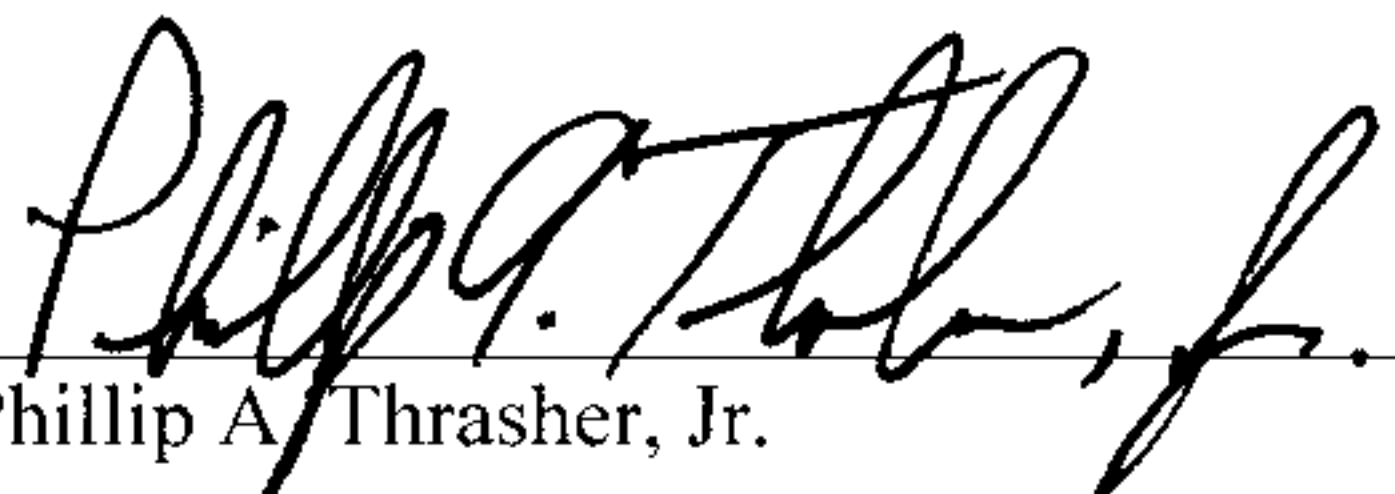
(7) INCORPORATORS: The names and addresses of the Incorporators and the number of shares of stock subscribed for by them are as follows:

NAME	ADDRESS	SHARES
Richard Candler Boyd	400 Boardman Drive Chelsea, Alabama 35043	100
Phillip A. Thrasher, Jr.	400 Boardman Drive Chelsea, Alabama 35043	100

(8) BYLAWS: The shareholders shall have the authority to adopt Bylaws of the Corporation, and the power to alter, amend, or repeal the Bylaws and to adopt new Bylaws. The Bylaws shall contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

(9) AMENDMENTS: All provisions of these Articles of Incorporation shall be subject to amendment by affirmative vote of three quarters of the shareholders.


**IN WITNESS WHEREOF**, the undersigned Incorporators have hereunto set their signatures on this the 7th day of May, 2019.

  
Phillip A. Thrasher, Jr.

STATE OF ALABAMA                     )  
SHELBY COUNTY                        )

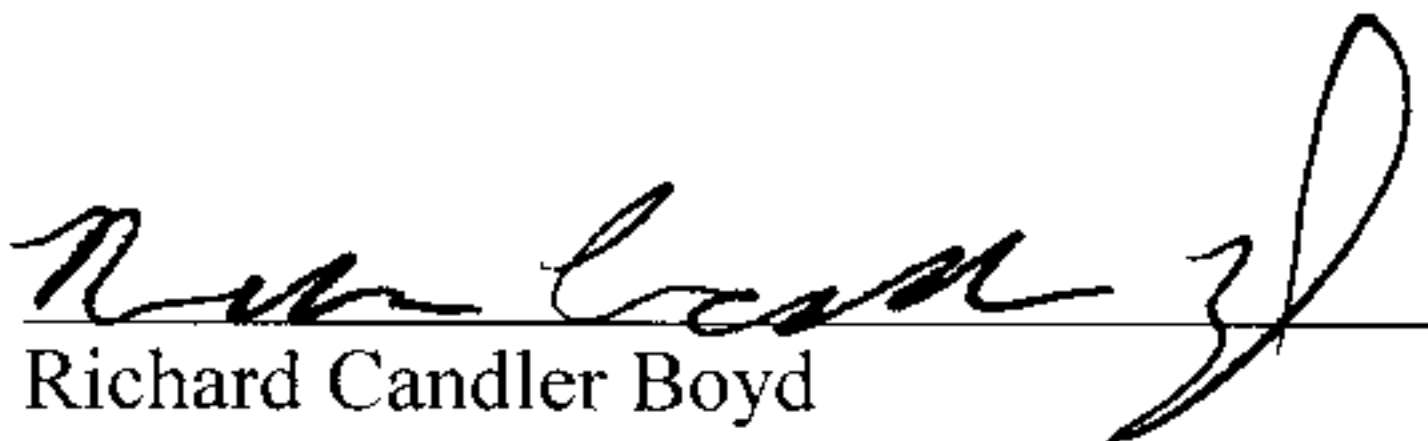
Before me, a Notary Public, in and for said County and State, appeared Phillip A. Thrasher, Jr., who is known to me, and having been duly sworn, states that the above is his signature, that it is attached to these Articles of Incorporation and that it is subscribed for the purpose stated herein, this the 7 day of May, 2019.

SEAL

  
Notary Public  
My commission expires: 10-28-2022


*(Signatures Continue on Next Page)*

STATE OF ALABAMA                     )  
SHELBY COUNTY                        )


  
Richard Candler Boyd

Before me, a Notary Public, in and for said County and State, appeared Richard Candler Boyd, who is known to me, and having been duly sworn, states that the above is his signature, that it is attached to these Articles of Incorporation and that it is subscribed for the purpose stated herein, this the 7 day of May, 2019.

SEAL

  
Notary Public  
My commission expires: 10-26-2022

Prepared by:  
Mark S. Boardman, Esquire  
Boardman, Carr, Petelos, Watkins, & Ogle, P.C.  
400 Boardman Drive  
Chelsea, Alabama 35043-8211  
(205) 678-8000

  
20190508000155440 4/5 \$159.00  
Shelby Cnty Judge of Probate, AL  
05/08/2019 11:35:47 AM FILED/CERT

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:

**Southern Talent Specialists, Inc.**

This name reservation is for the exclusive use of Phillip A. Thrasher, Jr., 2 Chase  
Corporate Dr., Suite 55, Hoover, AL 35244 for a period of one year beginning  
April 30, 2019 and expiring April 30, 2020



RES838434

**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 30, 2019

Date

*J. H. Merrill*

John H. Merrill

Secretary of State



20190508000155440 5/5 \$159.00  
Shelby Cnty Judge of Probate, AL  
05/08/2019 11:35:47 AM FILED/CERT