

CERTIFICATE OF INCORPORATION
of
Shades Valley Holding Company

TO THE HONORABLE J. P. Stiles, Judge of Probate in and for the County of Jefferson State of Alabama:

We, the undersigned, each of whom is over the age of twenty one years, desiring to become a body corporate and pursuant to the laws of the State of Alabama, for the purposes hereinafter stated and set forth, do hereby file with your Honor as Judge of said Court, this, our Certificate of Incorporation, in accordance with Chapter #274 of the Code of 1923 of the State of Alabama, and we hereby declare, set forth and certify as follows:

First: That the name of the said proposed corporation is Shades Valley Holding Company.

Second: That the purposes for which this corporation is formed are:

(a) To purchase, hold, sell, improve, divide and subdivide, lease, sublease, mortgage or encumber real estate or other property, and to erect manage, care for, maintain extend and alter buildings thereon; to conduct, erect and improve houses, buildings, public or private roads, alleys, tramways, sewers, conduits and subways to make enter into, perform and carry out contracts for constructing, altering, decorating, maintaining, setting up and improving buildings of every sort and kind, and to borrow, lend or advance money for said purposes; to carry on any and all branches and business of builders; contractors and dealers in stone, brick, timber, hardware or any other building materials and requisites.

(b) To buy, sell, discount and otherwise deal in, notes, bonds and other evidences of indebtedness whether the same be secured or not, and to buy, sell, discount and otherwise deal in mortgages and mortgage paper.

(c) To conduct a general brokerage agency and commercial business for others in the purchase, sale and management of real estate for others, and the negotiations of loans, stocks, bonds and notes, and to negotiate loans thereon for others; to act as trustees in deeds of trust or mortgages on real or personal property and in any evidences of value to secure them, and to act as agents for renting houses, lands, and the collection of rents and the payment of taxes.

(d) To become and act as agent or broker or middleman for persons, firms or corporations in and about the purchase or sale of stocks, bonds, notes, bills of exchange of any and all kinds of personal property and choses in action, in any manner and to any extent and upon such terms and conditions and for such consideration as it may deem fit.

(e) To establish and maintain an office or offices at its principal place of business for the conduct of its business and to establish and maintain branch offices at any other place or places as it may deem fit for the conduct of its business, or any of them.

(f) Also, to do any other acts and kinds of business as are usually done and carried on in the City of Birmingham, Alabama, by persons, firms or corporations conducting a real estate, rental and loan business,.

Third: That said proposed corporation shall have no right, power or authority to manufacture, sell, keep for sale, or otherwise, dispose of, store, warehouse deliver or transport any prohibited liquors or beverages or to be in anywise concerned in the traffic therein; and if said corporation shall do or perform any act which it has herein specified that it cannot do or engage in, it will forfeit its charter

which may be declared in a suit in quo warranto.

Fourth: That the location of its principal place of business and its principal office in the State of Alabama is Birmingham, Jefferson County, Alabama, with such other and branch offices and places of business as it may deem fit and proper.

Fifth: That the amount of the total authorized capital stock of said proposed corporation is Two Thousand (\$2,000.00) Dollars, divided into twenty shares of the par value of \$100.00 per share, all of which is Common Stock; and that said proposed corporation shall begin business with a paid in capital stock of One Thousand (\$1,000.00) Dollars.

Sixth: That M. L. McLaurine of Birmingham, Alabama, who will be the President of said corporation for the ensuing year, or until his successor is elected, is hereby designated to receive subscriptions to the capital stock of said proposed corporation.

Seventh: That the names and post office addresses of the incorporators and the number of shares subscribed for by each is as follows:

NAME	ADDRESS	No of SHARES
M. L. McLaurine	Birmingham, Alabama	Four
A. L. Warren	Birmingham, Alabama	Three
J.B.Reese	Birmingham, Alabama	Three

That the name and post office addresses of the directors and officers of said proposed corporation, chosen for the ensuing year, or until their successors are elected are:

NAME	DIRECTORS	ADDRESS
M. L. McLaurine		Birmingham, Ala.
A. L. Warren		Birmingham, Ala.
J. B. Reese		Birmingham, Ala.

OFFICERS		
NAME	ADDRESS	OFFICE
M. L. McLaurine	Birmingham, Alabama	President
A. L. Warren	Birmingham, Alabama	Vice President
J.B.Reese	Birmingham, Alabama	Sec'y-Treasurer

EIGHTH: That said corporation shall be perpetual.

NINTH; That the stockholders of said proposed corporation shall have the right to adopt such rules and by-laws and regulations for the government of said proposed corporation as they may deem necessary or expedient, and every share of stock shall have one vote at regular and special meetings of the stockholders and may be voted by the stockholders of record, either in person or by proxy.

TENTH: That attached hereto marked "Exhibit A", and made a part hereof is a statement under oath by the said M. L. McLaurine, the person designated by the incorporators to receive subscriptions to the capital stock of said corporation, which shows:

- (1) The amount of capital stock which has been paid in, and
- (2) A true and correct copy of the subscription list of said proposed corporation; and
- (3) The subscribers from whom payments have been received in cash and the amount so paid by each subscriber.

In witness whereof we the undersigned, incorporators, have hereunto set our hands and seals on this the 29th day of September 1928.

M. L. McLaurine (Seal)
A. L. Warren (Seal)
J.B.Reese (Seal)

I, the undersigned M. L. McLaurine, being the person designated by the incorporations of the Shades Valley Holding Company to receive subscriptions to the capital stock of said company, do hereby set forth and certify as follows: viz:

- (1) That the total amount of capital stock subscribed for and with which this corporation shall begin business is \$1000.00 as shown by "Exhibit B" hereto attached and made a part of this statement, which is a true and correct copy of the subscriptions list of the capital stock of this corporation, and is more than 25% of the total amount of the authorized capital stock of said corporation;
- (2) That the amount of capital stock of this corporation which has been paid in is One Thousand (\$1000.00) Dollars, which is the entire amount of the capital stock subscribed for;
- (3) That the subscriptions to the capital stock of said corporation are payable in cash and that the subscribers from whom the payments have been received in cash and the sum paid in by each is as follows:

NAME	AMOUNT	
M. L. McLaurine	\$400.00	
A. L. Warren	300.00	
J.B. Reese	300.00	
THE STATE OF ALABAMA)	M. L. McLaurine
	SS	
JEFFERSON COUNTY)	

Before me Evye Holoman, a Notary Public in and for said County in said State, personally appeared M. L. McLaurine, who is known to me, and who being by me first duly sworn sworn deposes and says, that she has read the foregoing statement and knows the contents thereof, and that the same is true and correct.

Given under my hand and seal this 29th day of September, 1928.
Evye Holoman--Notary Public

"EXHIBIT B"
SUBSCRIPTION list to the Capital Stock
of the
Shades Valley Holding Company

We, the undersigned do hereby subscribe and have agreed to take and pay for the number of shares of the capital stock of the Shades Valley Holding Company as hereinafter set opposite our respective names, said capital stock being of the par value of \$100.00 per share, it being understood that each subscriber is paying for his respective shares in cash.

Name	No of Shares	
M. L. McLaurine	Four	
A. L. Warren	Three	
J.B. Reese	Three	
STATE OF ALABAMA)	
JEFFERSON COUNTY)	In the Probate Court

I, H. P. Stiles, Judge of Probate in and for the County and State aforesaid, do hereby certify the foregoing to be and contain a true, correct and complete copy of the Certificate of Incorporation of the Shades Valley Holding Company, together with the filing of same, as appears of record in this office in Vol. 24, record of Inc. page 209, et seq.

Given under my hand and official seal this the 19th day of December, 1930.
J.P. Stiles--Judge of Probate

THE STATE OF ALABAMA)
SHELBY COUNTY)
I hereby certify that the within Certificate of Incorporation was filed in this office for record Jan. 5th 1930 at 2 oc lock P.M. and recorded in Deed record 92 page 113 and examined,

Cage Head--Judge of Probate