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INC 146-893

150,000.00
15,000.00

CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
SOUTHERN TIMBER MANAGEMENT SERVICE, INCORPORATED

WHEREAS, Southern Timber Management Service, Incorporated was incorporated under the laws of the State of Alabama in Jefferson County, Alabama, under a Certificate of Incorporation which was filed in the Office of the Judge of Probate of Jefferson County, Alabama, on or about January 4, 1956, in Book 102 at Page 473; and

WHEREAS, the said Certificate of Incorporation was amended by a Certificate of Amendment which was filed in the Office of the Judge of Probate of Jefferson County, Alabama, on or about January 30, 1959, in Book 119 at Page 31; and

WHEREAS, the directors and stockholders of Southern Timber Management Service, Incorporated desire to amend its Certificate of Incorporation, as amended, in the manner hereinafter provided pursuant to the provisions of Title 10, Section 21 (20), Code of Alabama, 1940, as amended (1959 Supplement); and

WHEREAS, the President and Secretary of Southern Timber Management Service, Incorporated have executed this Certificate of Amendment for the purpose of certifying that this amendment has been duly adopted in accord-

ance with the provisions of said Title 10, Section 21 (20), Code of Alabama, 1940, as amended (1959 Supplement); and

WHEREAS, all the directors and stockholders of Southern Timber Management Service, Incorporated have unanimously consented to the amendment of its Certificate of Incorporation, as amended, as herein provided, which consent is signified herein by the signature of each below, attested by two witnesses;

NOW, THEREFORE, all the directors and stockholders of Southern Timber Management Service, Incorporated hereby unanimously consent to the amendment of Articles I, II and V of the Certificate of Incorporation, as amended, of Southern Timber Management Service, Incorporated, as follows:

RESOLVED, by all the directors and stockholders of Southern Timber Management Service, Incorporated, that Article I of its Certificate of Incorporation, as amended, be, and hereby is, amended to read as follows:

"ARTICLE I

"The name of this corporation shall be and is RESOURCE MANAGEMENT SERVICE, INC."

; and

RESOLVED FURTHER, by all the directors and stockholders of Southern Timber Management Service, Incorporated, that Article II of its Certificate of Incorporation, as amended, be, and hereby is, amended to read as follows:

"The objects, purposes and powers of this corporation shall be as follows:

"(a) To provide consultant and management services for the development of natural, economic or human resources including, without limitation, services related to or rendered in connection with forestry, engineering, agronomy, animal husbandry, range management, game management, photogrammetry, recreation, sociology, meteorology, hydrology and geology.

"(b) To provide consultant and management forestry services for private or public forest owners, including, but not limited to, cruising, reforestation, surveys, photogrammetry, maps, management plans, timber stand improvement, timber marking, timber sales and purchases, landscape forestry, arboriculture and tree surgery; integrated marketing and mill operation, timber production efficiency and market surveys; forest sanitation and salvage service, and seedling growing and sales; to carry on and conduct experimental and development research; testing, improvement, selection and processing of seeds, nuts, acorns and seedlings for timber species improvement and improved growth methods, and restocking and planting; to provide professional services and data and arrange terms and to advise on terms and conditions of lending or borrowing money, with timber lands as security therefor, and to provide forest information to the sellers or buyers of timber lands.

"(c) To mine, produce, manufacture, repair, alter, purchase, or otherwise acquire, own, operate, mortgage, pledge, exchange, assign, convey, transfer or otherwise dispose of, invest in and trade and deal in or with goods, wares and merchandise, chattels real, and personal and real property of every class, kind, nature and description or any estate or interest therein.

"(d) To construct, alter, repair, purchase, hire or otherwise acquire buildings and improvements of every nature and description on the property of the corporation or on the property of others.

"(e) To acquire, take, hold and own real and personal property of every kind and nature capable of ownership, and to

pay therefor in cash or to issue in payment therefor its stock, debentures, certificates of indebtedness or any other evidence of indebtedness of any kind and nature.

"(f) To acquire the good will, rights, assets and properties and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise; to hold, or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

"(g) To acquire, hold, use, sell, assign, lease, exchange and grant licenses in respect of, mortgage or otherwise dispose of, letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trade-marks and trade names, relating to or useful in connection with any business of the corporation.

"(h) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or foreign countries and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

"(i) To assume or guarantee the payment of dividends or interest of or upon any shares of stock, or notes, bonds, or other securities issued by any corporation; to guarantee contracts made by or obligations of any corporation, firm or individual; and to use its name and credit for the benefit of other corporations, firms, or individuals.

"(j) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

"(k) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty or otherwise.

"(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

"(m) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

"(n) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interest in and claims affecting the same.

"(o) To purchase, redeem or otherwise acquire its own shares of stock (so far as may be permitted by law), and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

"(p) To enter into any plan or project for the assistance and welfare of its employees.

"(q) To enter into any legal arrangements for sharing of profits, union or interest, reciprocal concessions, or co-operation, as partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

"(r) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount in any of the states, districts, territories, or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

"(s) To carry on any other business in connection with the foregoing.

"(t) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

"The foregoing clauses shall be construed as objects, purposes, powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and stockholders thereof, and the enumeration thereof shall not be held to limit or restrict in any manner the powers now or hereafter conferred upon this corporation by law but shall be in addition thereto; and it is hereby expressly provided that the objects, purposes,

powers and provisions above specifically enumerated shall be in no way limited or restricted by reference to or inference from the terms of any particular clause or paragraph hereof, but the objects, purposes, powers and provisions in each of the clauses and paragraphs hereof shall be regarded as independent one from the other. Nothing herein contained shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches."

; and

RESOLVED FURTHER, by all the directors and stockholders of Southern Timber Management Service, Incorporated, that the shares of stock which the said corporation shall have authority to issue and have outstanding be changed from the present shares, viz: Fifteen Thousand (15,000) shares of voting stock of the par value of \$10 per share with 6% cumulative dividends, to, viz: Fifteen Thousand (15,000) shares of voting common stock of the par value of \$1 per share, and that in order to effect such change, Article V of the said Certificate of Incorporation, as amended, be, and hereby is, amended to read in its entirety as follows:

"ARTICLE V

"The total number of shares of stock which this corporation shall be authorized to issue and have outstanding after the date of filing this Certificate of Amendment is 15,000 shares of common stock of the par value of \$1 per share, and each of such shares of common stock shall have one vote. No other shares of stock may be issued by this corporation."

; and

RESOLVED FURTHER, that the President and Secretary of this corporation be, and they hereby are, authorized and directed forthwith to prepare and file with the Office of the Judge of Probate in Jefferson County, Alabama, the certificate required by Title 10, Section 21 (20), Code of Alabama, 1940, as amended (1959 Supplement).

In order to signify their unanimous consent to the foregoing amendment to the Certificate of Incorporation, the following, being all the directors and stockholders of Southern Timber Management Service, Incorporated, have executed this Certificate of Amendment:

WITNESSES:

DIRECTORS:

Frank H. Gafford
Harold Cannon

John M. Bralley, Jr.

Frank H. Gafford
Harold Cannon

R. Nelson Park

Frank H. Gafford
Harold Cannon

Thomas J. Newman

Frank H. Gafford
Harold Cannon

William H. Mullins

Frank H. Gafford
Harold Cannon

Harry E. Murphy

WITNESSES:

STOCKHOLDERS:

Frank H. Gafford
Harold Cannon

John M. Bralley, Jr.

Frank H. Gafford
Harold Cannon

Thomas J. Newman

Frank H. Gafford
Harold Cannon

William H. Phillips

Frank H. Gafford
Harold Cannon

Henry E. Murphy

STATE OF ALA. JEFFERSON CO.
A CERTIFICATE THIS IS CERTIFICATE
WAS FILED ON
NOV 6 4 30 PM '63
146P893
J. M. Bradley, Jr.
J. Newman
J. M. Bradley, Jr.
J. Newman
J. M. Bradley, Jr.
J. Newman

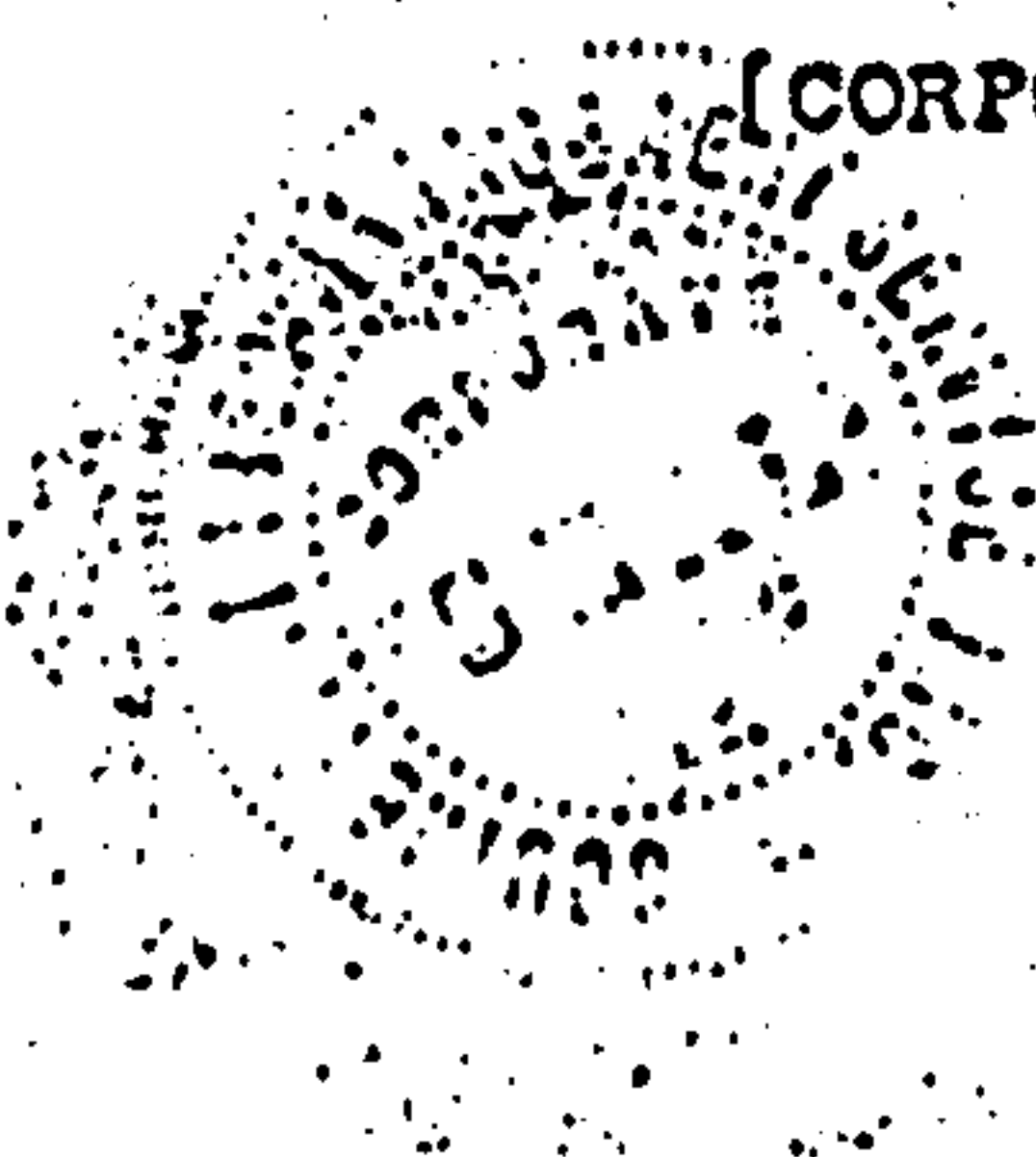
John M. Bradley, Jr., the President of Southern Timber Management Service, Incorporated, and Thomas J. Newman, the Secretary of said corporation, have executed this Certificate of Amendment under the corporate seal to set forth the information required by Title 10, Section 21 (19), Code of Alabama, 1940, as amended (1959 Supplement), and to certify that the foregoing amendment to the Certificate of Incorporation, as amended, of said corporation has been duly adopted in accordance with the provisions of Title 10, Section 21 (20), Code of Alabama, 1940, as amended (1959 Supplement).

John M. Bradley, Jr.
President

Thomas J. Newman
Secretary

[CORPORATE SEAL]

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THE STATE OF ALABAMA,
JEFFERSON COUNTY

PROBATE COURT

I, the Undersigned, as Judge of the Court of Probate, in and for said County, in said State, hereby certify that the foregoing contains a full, true and correct copy of the Change of Name and Increase of
Southern Timber Management Service, Incorporated

_____ together
with the filing of same as appears of record in this office in Vol. 146 Record of Inc. on page 893

STATE OF ALA. SHELBY CO.
I CERTIFY THIS INSTRUMENT
WAS FILED ON 2/29/64
RECORDED & \$ 100.00 INFO. TAX
& \$ 0.00 DEED TAX HAS BEEN
PD. ON THIS INSTRUMENT.

Given under my hand and official seal, this
the 29 day of January, 19 64

J. Paul Meeks

Judge of Probate.

Conrad M. Paulson
JUDGE OF PROBATE

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