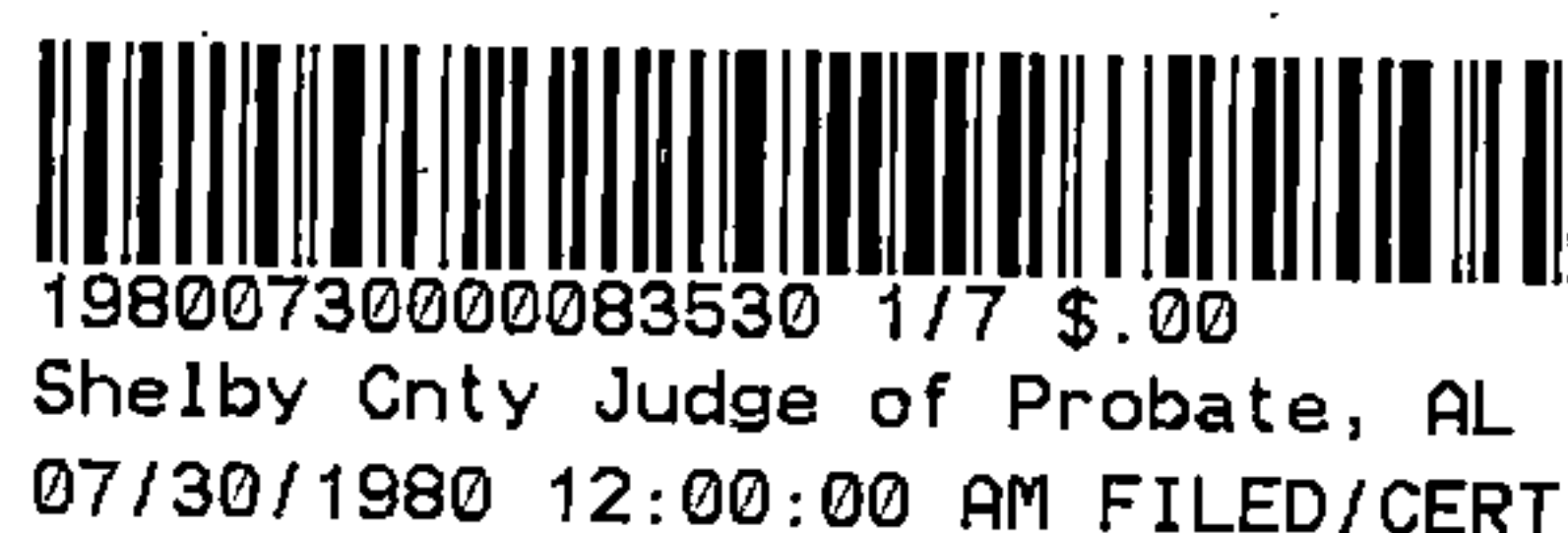


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CERTIFICATE OF INCORPORATION  
OF

CAHABA LAND & TIMBER COMPANY, INC.

52215



TO: The Hon. Frank Green, Probate Judge, Blount County, Alabama.

KNOW ALL MEN BY THESE PRESENTS, That we, William M. Harrington, Jr., Pete Bailey, Jr., and James Wallace Durden, desiring to become a body corporate, under and pursuant to the laws of the State of Alabama, for the purpose of carrying on the business hereinafter specified, do associate ourselves together for the purpose of forming a corporation under the Laws of the State of Alabama, and do hereby file with Your Honor, as Judge of said Court, this our certificate of incorporation in accordance with and pursuant to the provisions of Title 10 of the Code of Alabama, as recompiled, and do declare, set forth and certify as follows:

FIRST: That the name of the Corporation shall be: Cahaba Land & Timber Company, Inc.

SECOND: That the object or objects for which the Corporation is formed are as follows:

A) The conducting of a general real estate sales and developement company to sales, marketing, developement, subdivision, improvement, and maintenance of real estate within the State of Alabama.

B) The construction of homes, condominiums, apartments, and other buildings of all types, character, and description.

C. To adopt, applying for, obtain, register, purchase, lease, or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate and introduce, add to, sell and grant license or other rights in respect of, assign or otherwise dispose of, or any manner deal with, and contract with reference to any trade marts, trade names, patents, patent rights, patents pending, concessions, franchises, designs, copyrights, and distinctive marks and right analogous thereto, and inventions, improvements, processes, recipes, formulas and the like including but not limited to such thereof as may be covered by, used in accordance with, secured or received under, letters patent of the United States of America or elsewhere, and any licenses in respect thereof and any and or all rights connected therewith or appertaining thereto.

D. To construct either directly by the corporation or to contract or sub-contract for the construction thereof all necessary buildings, railways, roads, or other structures necessary for the accomplishment of the purposes for carrying out the provisions of this corporation.

E. To acquire by purchase, exchange, lease, device or otherwise, and to hold, own, maintain, manage, improve, develop, and operate, and to sell, transfer, convey, lease, mortgage, exchange or otherwise dispose of, deal in or with, real property, wheresoever situated and any and all rights, interests, or privileges therein; and to erect, construct, make, improve and operate, or to aid toward the erection, construction, making improvements, and operation of offices, warehouses, plants, mills,

Cahaba Title, Inc.

(1)

P. O. BOX 689  
PELHAM, AL 35124  
Phone 988-5600

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stores, laboratories, and equipment, machinery, apparatus, and other facilities of every kind, and description.

F. To borrow, or raise monies for any of the purposes of the Corporation and, from time to time, without limit as to amount, to draw, accept, make, endorse, execute, issue, and grant promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures, and other negotiable or non-negotiable instruments, evidences of indebtedness and agreements; to secure the payment thereof and of the interest thereon and the performance thereof by mortgage upon, or pledge, conveyance, or assignment in trust of, the whole or any part of the assets of the Corporation, whether at the time owned or thereafter acquired; and to sell, pledge, or otherwise dispose of such securities or other obligations of the Corporation for its corporate purposes.

G. To acquire by purchase, exchange or otherwise all or any part of, or any interest in, the properties, assets, business, and good will of any one or more persons, firms, associations, or corporation, now or hereafter engaged in any business for which a corporation may now or hereafter be organized under the Laws of the State of Alabama, to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, mortgage, pledge, sell, exchange, or in any other manner deal in or with or dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms, associations, or corporations; and to conduct in any lawful manner the whole or any part of any business thus acquired, provided such business is of a kind herein stated.

H. To promote, organize, aid or assist financially or otherwise, persons, firms, associations, or corporations engaged in any business whatsoever, to such extent as a corporation organized under the Laws of the State of Alabama may now or hereafter lawfully do; and, to a like extent, to advance monies or property of any kind thereto, or to assume, guarantee, or under write the securities thereof as to principal interest, dividends, or sinking fund obligations in respect thereof or all or any thereof, or the performance of all or any of their other liabilities, obligations or contracts.

I. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize and in any manner dispose of the rights and property so acquired.

J. To make any guarantee respecting dividends, stocks, and securities, indebtedness, interest, contracts, or other obligations so far as the same may be permitted to be done by Corporations organized under the Laws of the State of Alabama.

K. To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperations, with any corporation, association, partnership, syndicate, entity, person, or governmental municipality, or public authority, domestic or foreign, in the carrying on of any business which the corporation is authorized to carry on or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the purposes of the Corporation.

L. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.

M. To exercise all or any of the corporate powers and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney in fact for any persons or corporations, and to perform any service under contract or otherwise for any corporations, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangements, to develop, improve, stabilize, strengthen, or entendor participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or





assistance in so far as it lawfully may under the Stock Corporation Law.

N. To subscribe for, purchase, or otherwise, acquire and hold, with same right of ownership therein as may be permitted to natural persons, the shares, bonds, and obligations of the Corporation.

O. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either along or associated with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided by the same be not inconsistent with the Laws of the State of Alabama.

P. The provisions in the classes contained in this article are to be construed both as purposes and powers and shall, except when otherwise expressed in this article, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this, or of any other article of this certificate, but each of the purposes of any powers specified in this article shall be regarded as independent purposes and powers; and the specifications herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers herein contained, or in limitation of the powers granted to corporations under the Laws of the State of Alabama, but is intended to be, and shall be held to be, in furtherance thereof.

THIRD: The location of the principle office and place of business of said Corporation shall be General Delivery, Oneonta, Alabama 35121.

FOURTH: A total authorized capital stock of said corporation shall be One Thousand Dollars (\$1,000.00), represented by one hundred (100) shares of the par value of Ten Dollars per share, all to be common stock of the same class and non-preferred. The Corporation will begin business with One Hundred (100) shares of said authorized capital stock in the aggregate of One Thousand (\$1,000.00) Dollars fully paid for by the stockholders of the above named Corporation, as shown by the subscription list hereinafter set out. Said Corporation may, from time to time, create or authorize one or more additional classes of stock or bonds, and with such designations, rights, preferences, privileges, and subject to restrictions, limitations or qualifications as may be determined by resolution of the stockholders creating and authorizing the same, which may be the same or different from the designations, rights, preferences, privileges, or restrictions, limitations or qualifications of the class or classes of stock of the Corporation then authorized.

FIFTH: The name and post office address of the officer of the Corporation designated by the incorporators to receive subscriptions to the capital stock of the Corporation is: William M. Harrington, Jr., whose address is General Delivery, Oneonta, Alabama 35121, and who is President of the Corporation.

SIXTH: The name and post office addresses of each of the incorporators and the number of shares subscribed by each are as follows:

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Shelby Cnty Judge of Probate, AL  
07/30/1980 12:00:00 AM FILED/CERT



| <u>NAME</u>                | <u>ADDRESS</u>                           | <u>NO. OF SHARE</u> |
|----------------------------|--|---------------------|
| William M. Harrington, Jr. | General Delivery, Oneonta, AL 35121      | 45                  |
| Pete Bailey, Jr.           | General Delivery, Oneonta, AL 35121      | 45                  |
| James Wallace Durden       | General Delivery, Oneonta, Alabama 35121 | 10                  |

The names and post office addresses of the Directors chosen for the first year, are as follows:

| <u>NAME</u>                | <u>ADDRESS</u>                      | <u>OFFICE</u> |
|----------------------------|-------------------------------------|---------------|
| William M. Harrington, Jr. | General Delivery, Oneonta, AL 35121 | President     |
| Pete Bailey, Jr.           | General Delivery, Oneonta, AL 35121 | V-President   |
| James Wallace Durden       | General Delivery, Oneonta, AL 35121 | Sec/Treas.    |

SEVENTH: The period of duration of this Corporation shall be perpetual.

EIGHTH: The stockholder shall have the authority to adopt such rules, by-laws, and regulations governing such Corporation as they may deem necessary or expediant, and each share of common stock shall have one (1) vote at any meeting of the stockholders, and may be voted by the stockholders of record either in person or by proxy. The Corporation shall have a lien on the shares of its stockholders for any debt or liability incurred to it by a stockholder before a notice of a transfer or levy on such shares, and shall have the right to respect thereto, and to the enforcing of said lien as are now, or may be hereafter conferred by the Laws of the State of Alabama.

NINTH: The Corporation reserves the right to amend, alter, modify, change or repeal any provisions contained in this certificate of incorporation in the manner now or hereafter provided by law, and all rights conferred upon the officers, directors, and stockholders herein are granted subject to this provision and reservation.

TENTH: The Board of Directors shall be clothed with full and complete power and authority to manage and control the property, business and affairs of the Corporation.

ELEVENTH: There is filed herewith, and attached hereto, and made a part hereof, a statement under oath by William M. Harrington, Jr., the person chosen by the incorporators to receive subscriptions to the capital stock, showing that (100) one hundred shares of capital stock of this Corporation have been subscribed and paid for in full in lawful currency of the United States of America, or by the transfer of assets of equal value.

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Shelby Cnty Judge of Probate, AL  
07/30/1980 12:00:00 AM FILED/CERT

STATE OF ALABAMA)  
COUNTY OF BLOUNT)

Before me, the undersigned authority, in and for said County and in said State, this day personally appeared William M. Harrington, Jr., who being known to me, and being by me first duly sworn, deposes and says that he is the person chosen by the incorporators of Cahaba Land & Timber Company, Inc., to receive the subscriptions of the capital common stock of the par value of (\$10.00) Ten Dollars per share and that said stock has been subscribed for as follows:

| NAME                       | ADDRESS                             | NO. OF SHARE |
|----------------------------|-------------------------------------|--------------|
| William M. Harrington, Jr. | General Delivery, Oneonta, AL 35121 | 45           |
| Pete Bailey, Jr.           | General Delivery, Oneonta, AL 35121 | 45           |
| James Wallace Durden       | General Delivery, Oneonta, AL 35121 | 10           |

The parties subscribing for the said One-Hundred (100) shares hereinabove set out have paid for in full the amount of their subscriptions in lawful currency of the United States of America, or by the transfer of assets of equal value.

Sworn to and subscribed before me on this the 1<sup>st</sup> day of May, 1979.

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Shelby Cnty Judge of Probate, AL  
07/30/1980 12:00:00 AM FILED/CERT

*William M. Harrington Jr.*  
*James Wallace Durden*  
Notary Public

52215  
STATE OF ALABAMA, BLOUNT COUNTY

Filed 5-2-79 at 3:10 o'clock P.M.  
Recorded 6017 Record, Vol. 4 Page 1251  
\$ Tax Paid.

*James Wallace Durden*, Probate Judge

5.00  
10.00  
25.00  
40.00 pd



IN TESTIMONY AND WITNESS WHEREOF, the undersigned incorporators have hereunto set  
their hands on this the 15<sup>th</sup> day of May, 1979.

William M. Harrington L  
Pete Bailey L  
James W. Dunder L



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Shelby Cnty Judge of Probate, AL  
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SUBSCRIPTION LIST

We, the undersigned, respectfully subscribed for the number of shares set opposite our names of the capital common stock of Cahaba Land & Timber Company, Inc., a Corporation, to be organized under the Laws of the State of Alabama with authorized capital stock of One Thousand and NO/100--Dollars represented by One Hundred (100) shares at the par value of Ten and NO/100 Dollars per share.

This the 15<sup>th</sup> day of May, 1979.

| <u>NAME</u>                | <u>ADDRESS</u>                      | <u>NO. OF SHARES</u> |
|----------------------------|-------------------------------------|----------------------|
| William M. Harrington, Jr. | General Delivery, Oneonta, AL 35121 | 45                   |
| Pete Bailey, Jr.           | General Delivery, Oneonta, AL 35121 | 45                   |
| James Wallace Durden       | General Delivery, Oneonta, AL 35121 | 10                   |



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Shelby Cnty Judge of Probate, AL  
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William M. Harrington L.S.  
Pete Bailey Jr. L.S.  
James W. Durden L.S.

STATE OF ALA. SHELBY CO.  
JUDGE OF PROBATE

1980 JUL 30 AM 11:12

Rec. 10.50  
Ind. 1.00  
11.50

11.58