

ARTICLES OF INCORPORATION
OF
CAREFREE SWIMMING POOLS, INC.

The undersigned incorporators, desiring to form a corporation (hereinafter referred to as the corporation) pursuant to the applicable provisions of the Code of Alabama, and any subsequent amendments thereto, execute the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of the corporation is Carefree Swimming Pools, Inc.

ARTICLE TWO

PURPOSES

The purpose or purposes for which the corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the terms of the Alabama Business Corporations Act, and any subsequent amendments thereto.

ARTICLE THREE

TERM OF EXISTENCE

The period during which the corporation shall continue is perpetual.

W. L. Tanager, Allen & Johnson
Bo 831 - Hwy 31 - Okla - 35124

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ARTICLE FOUR

PRINCIPLE OFFICE AND REGISTERED AGENT

The post office address of the initial principle office of the corporation is 2925 Highway 31 South, Pelham, Alabama, 35124; the name and post office address of its initial registered agent in charge of such office is Henry Levesque 2925 Highway 31 South, Pelham, Alabama, 35124.

ARTICLE FIVE

CAPITAL STOCK

The aggregate number of shares which the corporation shall have the authority to issue is one thousand (1,000) shares of voting common stock of par value at One Dollar (\$1.00) per share.

ARTICLE SIX

RESTRICTION ON STOCK TRANSFER

Before any shares of stock of the corporation are sold or otherwise transferred, such stock must first be offered to the corporation at fair market value. The corporation shall have thirty (30) days to exercise its option to buy said stock, after which the corporation forfeits its right to purchase.

ARTICLE SEVEN

BOARD OF DIRECTORS

There are three (3) directors constituting the initial board of directors. The names and addresses of the initial board of directors of the corporation, who will hold such office until the first annual meeting of the shareholders, or until their successors are elected and qualify, are as follows:

- (1) Henry Levesque
2925 Highway 31 South
Pelham, Alabama 35124
- (2) Warren Darrel Dillon
2925 Highway 31 South
Pelham, Alabama 35124
- (3) James L. Levesque
2925 Highway 31 South
Pelham, Alabama 35124

ARTICLE EIGHT

INCORPORATORS

There are three (3) incorporators of the corporation
and their names and addresses are as follows:

- (1) Henry Levesque
2925 Highway 31 South
Pelham, Alabama 35124
- (2) Warren Darrel Dillon
2925 Highway 31 South
Pelham, Alabama 35124
- (3) James L. Levesque
2925 Highway 31 South
Pelham, Alabama 35124

IN WITNESS WHEREOF, we have hereunto set our hands and
seals this the 7th day of May, 1982.

WITNESSES:

May 7th
May 7th
May 7th

Henry Levesque
HENRY LEVESQUE

Warren Darrel Dillon
WARREN DARREL DILLON

James L. Levesque
JAMES L. LEVESQUE



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

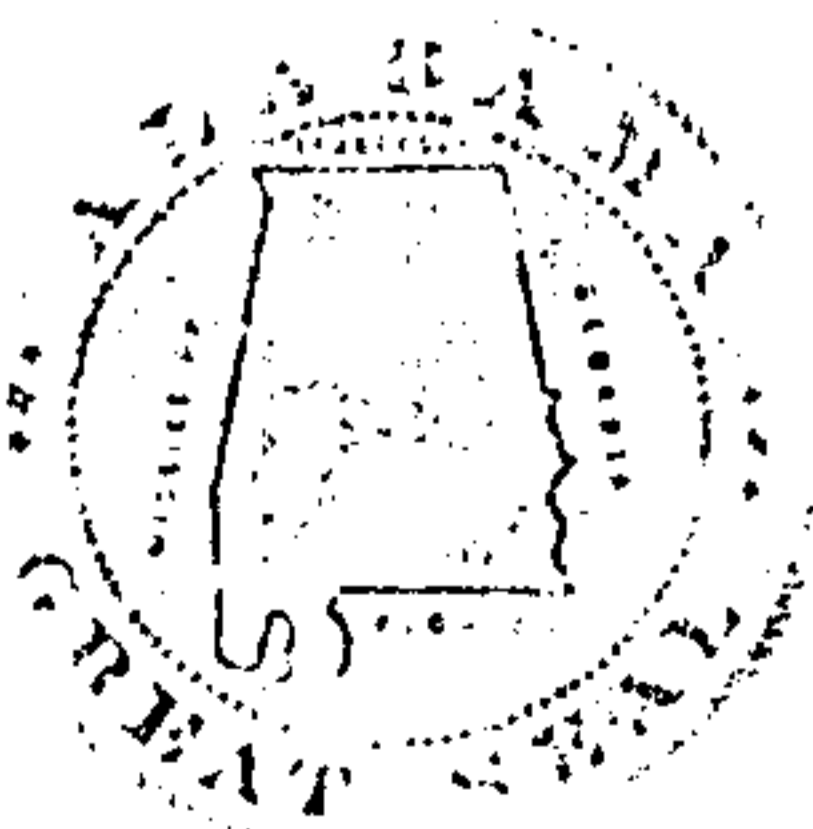
Carefree Swimming Pools, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Carefree Swimming Pools, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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.



Date

April 21, 1982

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

CAREFREE SWIMMING POOLS, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of CAREFREE SWIMMING POOLS, INC., duly signed and verified pursuant to the provisions of Section 10-2A-91 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of CAREFREE SWIMMING POOLS, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

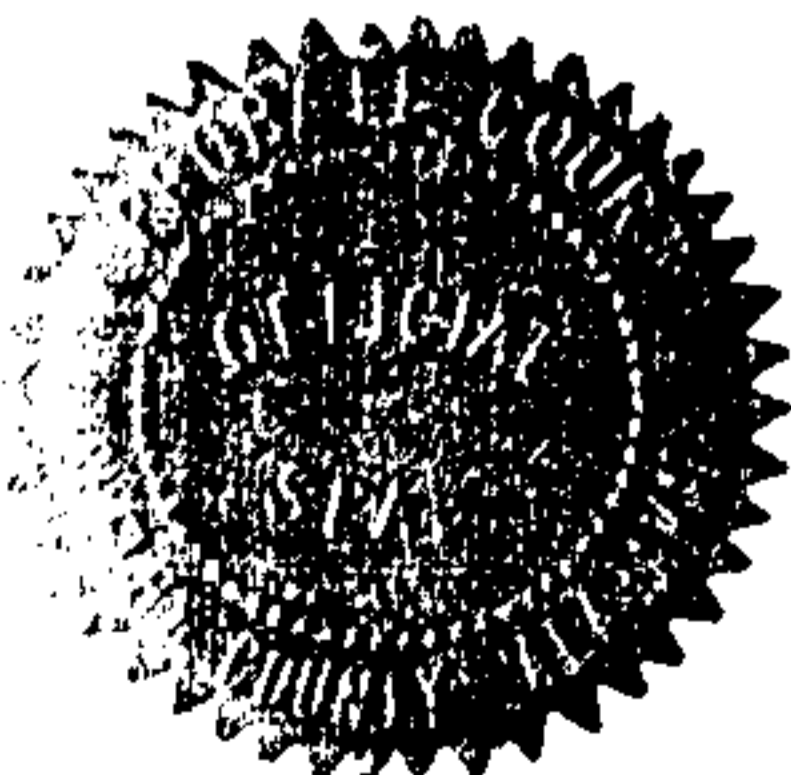
GIVEN Under My Hand and Official Seal on this the 11th day of MAY, 1982.

Thomas A. Shouder, Jr.

Judge of Probate

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1982 MAY 11 AM 10 16

Thomas A. Shouder, Jr.
JUDGE OF PROBATE



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