

ARTICLES OF INCORPORATION
AND
CERTIFICATE OF INCORPORATION
OF
FOGLE ENTERPRISES, INC.
A CLOSE CORPORATION

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, F.R. Fogle, who is over the age of twenty-one years, desiring to organize a body corporate under the laws of the State of Alabama, and being the sole subscriber to the capital stock of the corporation hereby organized, does make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is Fogle Enterprises, Inc., and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The corporation is a close corporation, organized pursuant to Code of Alabama, Section 10-2A-300, et seq.

3. The period of duration for the corporation is perpetual.

4. The objects and purposes for which the corporation is formed are:

- (a) To purchase or sell real property, to erect or construct residential or commercial buildings, to develop, in any manner, real property of all kinds, to buy, sell, rent or lease personal property in connection therewith.
- (b) To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities, for the purposes of effectuating the above.
- (c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation.
- (d) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the

24 PAGE 371
BOOK

F.R. Fogle

law of such state, territory, district, or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit the purpose or purposes which the Corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose of purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

5. The location of the principal office of the corporation shall be Rt. 1, Box F, Maylene, Alabama 35114.

6. The amount of the total authorized capital stock of the corporation shall be One Thousand and No/100 Dollars (\$1,000.00), divided into One Thousand (1,000) shares of common capital stock having a par value of One and No/100 Dollars (\$1.00) per share. The amount of paid-in capital stock with which the corporation shall begin business shall be One Thousand and No/100 Dollars (\$1,000.00), divided into One Thousand (1,000) shares of common capital stock, having a par value of One and No/100 Dollars (\$1.00) per share.

The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation or to any other holders of securities of the corporation or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independent audit of the corporation's books.

For purposes of determining the number of holders of record of the stock of the said corporation, stock which is held joint or common tenancy or by the entirities shall be treated as held by one share holder.

All of the corporation's issued shares of stock may at no time be held by more than thirty (30) persons.

7. The name and address of the incorporator and the number of shares subscribed by him are as follows:

F.R. Fogle	1,000 shares
Rt. 1 Box F	
Maylene, Al. 35114	

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by the share holders of the corporation, except as otherwise provided by statute or by this Certificate of Incorporation.

10. The location of the initial registered office of the corporation is Rt. 1, Box F, Maylene, Alabama 35114.

11. The initial registered agent for the corporation shall be F.R. Fogle.

12. The name and address of the officer who shall hold office until his successors have been duly elected and qualified are as follows:

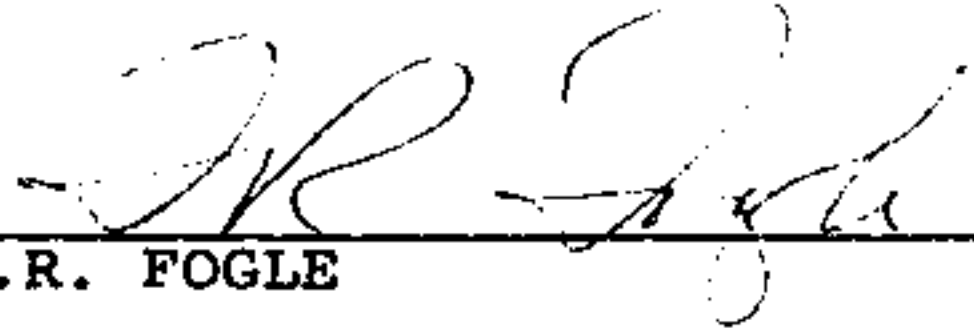
F.R. Fogle	President
Rt. 1 Box F	
Maylene, Al. 35114	

Michael Fogle	Secretary and Treasurer
P.O. Box 1245	
Alabaster, Al. 35007	

13. Attached hereto, marked EXHIBIT A and made a part hereof, is a copy of the subscription list to the capital stock of said corporation showing the amount of capital stock

subscribed for by the said incorporator and the manner in which such subscription is provided to be discharged.

IN WITNESS THEREOF, the undersigned incorporator has hereunto subscribed his name to this Certificate of Incorporation this the 23rd day of APRIL, 1983.


F.R. FOGLE

BOOK 24 PAGE 374

EXHIBIT A

SUBSCRIPTION LIST TO THE CAPITAL STOCK

OF

FOGLE ENTERPRISES, INC.

A CLOSE CORPORATION

The undersigned, does subscribe for and agree to pay for the number of shares of common capital stock of Fogle Enterprises, Inc., a close corporation, proposed to be organized under the laws of the State of Alabama, as set opposite my signature hereunder, and to pay therefore upon the organization of said corporation in the following manner:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>MANNER OF PAYMENT</u>
F.R. Fogle	1,000	Cash

BOOK 24 PAGE 375

STATE OF ALABAMA)

COUNTY OF SHELBY)

BY-LAWS

OF

FOGLE ENTERPRISES, INC.

ARTICLE I

The president shall preside at all stockholders' meetings. He may, and upon demand of any stockholder, shall call special meetings of the stockholders.

ARTICLE II

The secretary and treasurer shall, in the case of the absence or disability of the president, perform the duties of the president.

ARTICLE III

The treasurer shall have the custody of all the monies and securities of the corporation. He shall keep regular books. All money of the corporation shall be deposited in such depositories as shall be selected by the president. Checks may be signed by the president or secretary or treasurer. In addition, the treasurer shall perform all duties usually pertaining to his or her office.

ARTICLE IV

The secretary shall keep the records of the corporation and books of account. He shall have the custody of the seal of the corporation. He shall issue, sign, and seal all certificates of stock, which certificates must also be signed by the president and the secretary, and, in addition, perform all the other duties usually pertaining to his or her office.

ARTICLE V

Regular meetings of the share holders shall be held at such times and places as the shareholders may determine. No notice of or to the shareholders of such regular meetings shall be required, and it shall be the duty of each shareholder to attend the same without notice.

ARTICLE VI

Special meetings of the shareholders may be called by the president upon one days notice, or such special meetings may be hald at any time by unanimous consent of the shareholders.

ARTICLE VII

The secretary shall, at least ten days prior to each annual meeting, give each stockholder of the corporation written notice of the meeting, by mailing to each stockholder, at his or her last known address, notice of the time and place of such meeting. Special meetings of the stockholders may be called upon the call of the president on ten days notice, mailed to each stockholder at his or her last known address, or such special meetings may be held at any time by unanimous consent.

ARTICLE VIII

At all meetings of the stockholders, regular or special, a majority of the stockholders shall constitute a quorum.

A majority of a quorum may decide any question coming before the meeting.

ARTICLE IX

At all stockholders' meetings, each stockholder of the stock shall be entitled to one vote for each share of the stock held by him, except as otherwise provided in the Articles of Incorporation. Each stockholder may vote either in person or by written proxy.

ARTICLE X

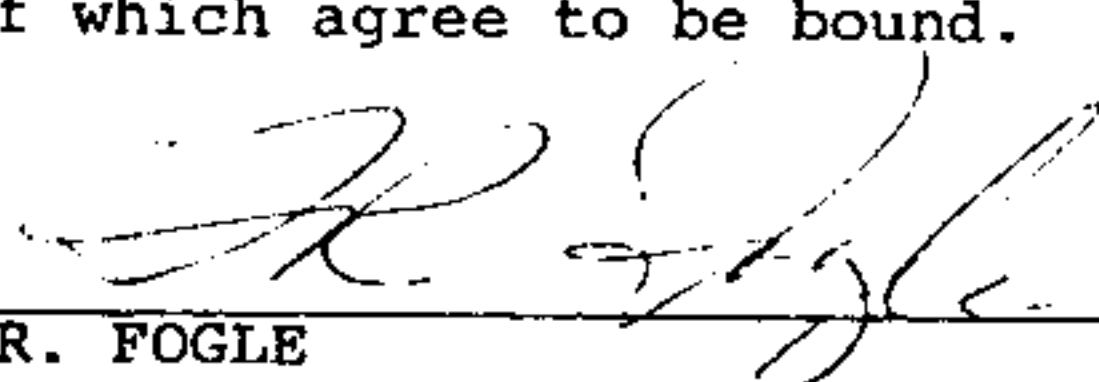
The corporation shall have a lien upon each share of stock for any indebtedness due to it, from the stockholder thereof. Stock of the corporation may only be transferred upon the books of the corporation and upon the surrender of all outstanding certificates for such stock.

ARTICLE XI

These by-laws or any part of them may be abridged, altered, amended, or repealed by the same body which enacted them at any regular or special meeting.

BOOK 24 PAGE 377

IN WITNESS WHEREOF, the undersigned, all of the stockholders and officers of Fogle Enterprises, Inc., have signed and acknowledged these by-laws and by the terms of which agree to be bound.

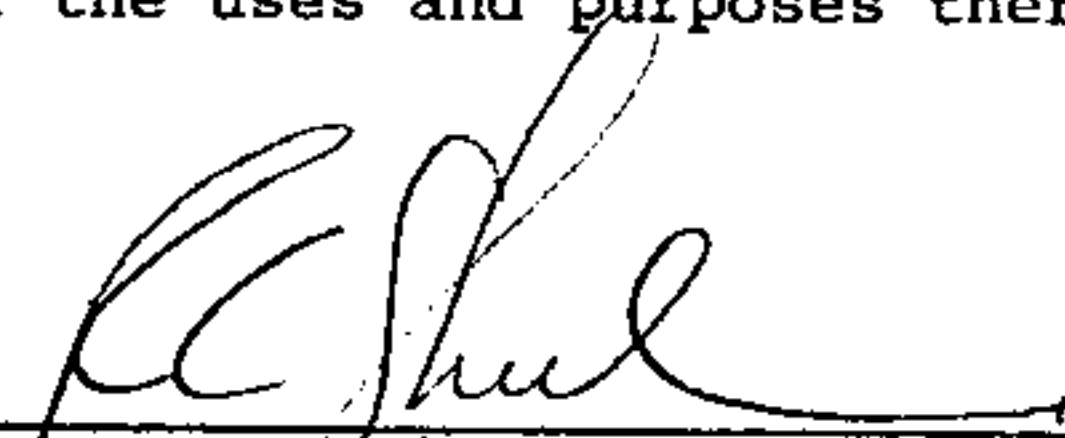

F.R. FOGLE


MICHAEL FOGLE

STATE OF ALABAMA)

COUNTY OF SHELBY)

On the 23RD day of APRIL, 1983, personally appeared before me, the above named persons, known to be the persons who executed the foregoing certificate and acknowledged that they executed the same for the uses and purposes therein set forth.


Notary Public

BOOK 24 PAGE 378



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 _____

Fogle Enterprises, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Fogle Enterprises, 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.

April 28, 1983 - expires 8-27-83

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

FOGLE ENTERPRISES, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of FOGLE ENTERPRISES, INC., duly signed pursuant to the provisions of Section 64 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 FOGLE ENTERPRISES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 6th day of

MAY, 19 83.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1983 MAY -6 PM 3:05

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 25.00
Jud 1.00
26.00