ARTICLES OF INCORPORATION

OF.

OMNI BUSINESS SYSTEMS, INC.

This instrument was prepared by BEN A. ENGEL

W. B. HA'RGTON

C. H. MOSES, III

C. R. JOHANSON, III

7th Floor Watts Building

Birmingham, AL 35203

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TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, desiring to organize a body corporate under the laws of the State of Alabama and being all of the subscribers to the capital stock of the corporation hereby organized, do make, sign and file these ARTICLES OF INCORPORATION, as follows:

# <u>FIRST</u>

The name of the corporation is:

OMNI BUSINESS SYSTEMS, INC.

## SECOND

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

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- (a) Engage in the business of retail and wholesale sale and leasing of office equipment, related supplies and furnishings and services related to such business.
- (b) To buy, sell, own, build, improve, design, plat, and deal in houses and buildings of every nature, and real estate.
- (c) To act as agent, jobber or broker 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 all interests in and claims affecting the same.
- (d) To buy, own, sell, pledge, exchange, convey and otherwise acquire, hold, dispose of and deal with bills, notes, bonds, warrants, debentures and securities of all kinds.

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- (e) To acquire the goodwill, 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 this 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.
- (f) 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, formulas, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.
- (g) To assume or guarantee the payment of the principal of or dividends or interest on any shares of stock, notes, bonds or other securities, and to guarantee any contracts or obligations issued by any corporation, firm or individual, and to use its name and credit for the benefit of other corporations, firms or individuals.
- (h) To borrow and lend money; to give or to take security for money borrowed or loaned or for the purposes, by way of mortgage, pledge, transfer, assignment or otherwise, on real or personal property of every nature and description; and to issue bonds, notes, bills of exchange, debentures and other obligations and evidences of indebtedness.
- (i) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.
- (j) To have one or more offices, and to carry on all or any of its operations, businesses and powers, without restriction or limit as to amount, in any of the states, districts, territories or colonies of the United States and in any and all foreign countries subject to the laws of such state, district, territory, colony or country.

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- (k) To purchase 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.
- To do all and everything necessary and proper for the accomplishment of the objects to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise.

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, and each class of stockholders, in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, 1- however, 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.

## THIRD

The address of the initial registered office of the corporation is 3525 Meadowbrook Circle, Birmingham, Alabama 35243 and the name of its initial registered agent at such address is C. Wesley Day.

# FOURTH

The maximum amount of the total authorized stock of the corporation shall be \$10,000.00 divided into 20,000 shares, of common stock, having a par value of \$ .50 per share. The amount of paid in capital stock with which the corporation will begin business is \$1,000.00 consisting of 2,000 shares of common stock having a par value of \$ .50 per share.

#### FIFTH

This corporation may from time to time issue its shares of stock for such consideration as may be fixed from time to time by the Board of Directors and may receive in payment thereof in whole or in part cash, labor done, personal property, or real property or leases thereof. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, property, real estate or leases thereof, shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

#### SIXTH

All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of these Articles of Incorporation. 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.

## SEVENTH

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers or privileges of the shareholders of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part less than all of the shareholders of any such corporation, shall apply to this corporation and shall be binding upon not only this corporation but upon every shareholder thereof to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

## EIGHTH

The name and post office address of the incorporator is as follows:

NAME

POST OFFICE ADDRESS

C. Wesley Day

3525 Meadowbrook Circle Birmingham, Alabama 35243

## NINTH

The number of directors constituting the initial board of directors of the corporation is two, and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until a successor is elected and shall qualify are:

C. Wesley Day

3525 Meadowbrook Circle Birmingham, Alabama 35243

Danny H. Bryant

Box 474 Brock Road Boaz, Alabama 35957

#### TENTH

The period for the duration of the corporation shall be perpetual.

#### **ELEVENTH**

The corporate power shall be exercised by the Board of Directors, without a meeting by unanimous consent or otherwise, except as otherwise provided by statute or by these Articles of Incorporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To make and alter the By-Laws of the corporation, but By-Laws so made by the directors may be altered or repealed by the directors or stockholders
- (b) To fix and determine and vary the amount of working capital of the corporation; to determine whether any and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by Statute.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation, this the subscribed his signature to these Articles of Incorporation, this the subscribed his signature to these Articles of Incorporation, this the

C. Wesley Day



# 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

	o£	of Section 10-2A-26, Code of Alabama 1975, the corporate name			
Ó	Omni Business Systems, Inc.				
ACE	is reserved as available based only upon an examination of the corporation record on file in this office for the exclusive use ofOmni Business Systems, Inc.				
"					
Γ-		a period of one hundred twenty days from this date. In the case of a domestic			
ķ	corporation, the name of the county in which the corporation was or is proposed to				
DO	ъe	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 c					
	ne 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.

Don Siegelman

Secretary of State

# State of Alabama

	SHELBY	ounty
CERTI	FICATE OF NOT	<b></b>
OMNI BU	OF SINESS SYSTEMS, INC.	· · · · · · · · · · · · · · · · · · ·
The undersigned, as June of the line of th		County, State of Alabama, INCORPORATION
	•	, duly signed
		10-2A-26 of the Alabama
Business Corporation Act, he ACCORDINGLY the us authority vested in him by la	ave been received in this offindersigned, as such Judge w, hereby issues this Certifica	ce and are found to conform to law. of Probate, and by virtue of the
	of the Articles of INCORE	
GIVEN Under My Hand		e <u>25th</u> day of
	STATE OF ALA. SHELBY CU.  STATE OF ALA. SHELBY CU.  1083 APR 25 PH 2: 12  1083 APR 25 PH 2: 12	Judge of Probate  Rec 25.00  Jud 1.00