

ARTICLES OF ASSOCIATION
OF
HOUSTON T. EDDENS, P.A.

The undersigned, as a duly licensed attorney, licensed under the laws of the State of Alabama, does hereby associate himself for the purpose of forming a Professional Association under the laws of the State of Alabama, and does declare as follows:

The name of the Association is Houston T. Eddens, P.A.

(1) To engage in the practice of law in accordance with the rules governing the conduct of attorneys in the State of Alabama and in accordance with the Code of Professional Responsibility of the American Bar Association; to carry on said practice only through officers, employees and agents who are duly licensed and authorized to render professional legal services through admission to the Bar of the State of Alabama and admission to practice before the Alabama Supreme Court. To invest its funds in real estate, mortgages, stocks, bonds or any other type of investment and to own, hold, mortgage, lease, sell or otherwise dispose of and trade in or with real and personal property insofar as the same may be necessary or appropriate with the lawful purposes of this Association.

(2) To make loans on mortgages secured by real estate and to do all things incident to or in furtherance of the ownership, collection and liquidation of such loans.

(3) To purchase, acquire, sell, dispose of and otherwise deal in negotiable and nonnegotiable instruments of all kinds, whether secured by mortgage or otherwise and to do all things incident to or in furtherance of the ownership and liquidation of such items.

(4) To acquire all or any of the good will, rights, property and

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 Belton Ala.
 36104

business of any person, firm, corporation or association, and to hold, utilize, enjoy and in any manner dispose of the whole or any of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, corporation or association.

(5) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae and the like, which may seem capable of being used for any of the purposes of the corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(6) To borrow money for any of the purposes of the association, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchases, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the property of the association, real or personal, including contract rights, whether at the time owned or thereafter acquired and to sell, pledge, discount, or otherwise dispose of such bonds, note or other obligations of the association for its association purposes.

(7) To guarantee the obligation of any person, corporation or association.

(8) To have the power to conduct and carry on any business or activity not prohibited by law, nor required to be specifically stated in these articles.

(9) To act as receiver or agent for any person or corporation or in respect to any lawful undertaking or transaction.

(10) To lend its aid and credit to any person, firm or corporation.

(11) To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated.

The foregoing clauses shall be construed as objects and purposes of the association in addition to those powers specifically conferred upon the association 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 association otherwise granted by law.

If any of the foregoing powers are in violation of any powers au-

thorized by the law in such matters, such powers shall be limited to those permitted by law.

ITEM II

The location of the principal office of the association in the State of Alabama shall be Helena Industrial Park, Helena, Alabama, P.O. Box 597, Pelham, Alabama 35124. The association may have such other offices as may be located at such places as the association may from time to time determine.

ITEM III

24 156
The amount of the total authorized capital stock of the association upon its organization, subject to the right of the association hereinafter to increase the same to any amount in the manner provided by law, shall be 5 shares of common stock having a par value of \$1,000.00 per share.

24 156
The amount of paid in capital with which the association shall commence business shall be \$1,000.00.

24 156
All of said stock being issued as shown on the subscription list hereto attached, and marked as Exhibit "A".

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. Such vote may be cast in person or by proxy.

No person shall have the right to purchase, own or hold legal title to any shares of stock issued by the association unless such person is licensed to engage in the practice of law within the State of Alabama; provided however, that the legal representatives of the estate of any shareholder who was duly licensed to practice law in Alabama may continue to hold stock in the association for a reasonable period of time, not to exceed the term of the administration of the estate of said deceased shareholder, but under no circumstances shall the legal representatives of said estate have any right to participate in any manner whatsoever in any decisions that might be made by the shareholders concerning the rendering of legal services by the association. Except as herein otherwise provided, the shares of stock of the association, may be sold, assigned and transferred without limitation.

ITEM IV

Nothing herein contained shall modify any law applicable to the relationship between one or more of the individuals employed by the association to furnish legal services hereunder to clients of the association

and any such client receiving such services. This shall include but not be limited to liability for tort arising out of such legal services, and shall also include the confidential relationship between any employed by the association who shall render such legal services and the person receiving the same. Subject to the foregoing provision, shareholders of the association shall not be liable for the debt of, or claims against the association, unless any such shareholder has personally participated in the transaction for which any debt or claim is made or out of which it may arise.

ITEM V

The name and post office address of the person creating the association and the number of shares of stock of the association owned by such person, which constitute all of the issued and outstanding shares of the stock of the association are as follows:

<u>NAME</u>	<u>RESIDENCE ADDRESS</u>	<u>NO. OF SHARES</u>
Houston T. Eddens	3277 Monte D'Oro Drive Hoover Birmingham, Alabama 35216	1

ITEM VI

The business and affairs of the association shall be managed by its Board of Governors which shall consist of one Governor. The number may be increased as provided in the By-Laws of the Association.

The Board of Governors shall have and may exercise all of the rights, power and authority that may be vested in a Board of Governors of a Professional Association organized under Act 865, Laws 1961 of the Alabama Legislature approved and effective September 8, 1961, or as last amended or modified by the Legislature of the State of Alabama, except as herein otherwise provided.

The name and address of the governor of the association at the present time is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Houston T. Eddens	3277 Monte D'Oro Drive Hoover Birmingham, Alabama 35216

Members of the Board of Governors need not be members of the association.

ITEM VII

The association shall have perpetual existence unless dissolved in accordance with the law.

ITEM VIII

The officers of the association shall include a president, a vice-president, a secretary, a treasurer and such other officers as the Board of Governors may determine. Any one person may serve in more than one of such offices, except that the president and the secretary shall not be the same person.

The name of the present officers of the association and the offices which they hold are as follows:

<u>NAME</u>	<u>OFFICE</u>
Houston T. Eddens	Chairman of the Board of Governors; President
Mary M. Eddens	Vice-President; Secretary; Treasurer

The officers of the association need not be members of the Board of Governors, except that the President shall be a member thereof.

Notwithstanding anything herein to the contrary, no officer or member of the Board of Governors who is not duly licensed to practice law shall participate in any decisions of the association in connection with the practice of law by the association.

ITEM IX

Neither the estate nor the legal representative of any deceased, insane or incompetant shareholder, or any shareholder who shall in any manner whatsoever transfer his ownership in shares of the stock of the association shall have any right, title or interest whatsoever in the good will, if any, or any other property owned by the association.

ITEM X

Dividends in cash or property may be declared by the Board of Governors and paid only out of unreserved and unrestricted earned surplus; provided, however, that no dividend shall be paid when the association is insolvent or when the declaration or payment thereof would render the association insolvent.

Dividends may be declared and paid in the shares of the association

out of (a) any treasury shares reacquired out of surplus of the association, and (b) the authorized but unissued shares of the association. In either case, the shares shall be issued at such value as is fixed by the Board of Governors and an amount of surplus equal to the aggregate value so fixed shall be transferred to stated capital. The amount per share so transferred shall be disclosed to the shareholders.

ITEM XI

The Board of Governors shall have the power to sell, lease, exchange or make any other disposition of all, or substantially all, of the property and assets of the association when made in the usual and regular course of its business, and to mortgage or pledge any or all of the assets of the association without the authorization or consent of the shareholders.

If a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the association, either with or without the good will of the association, it shall first be authorized by the affirmative of at least two-thirds of the outstanding shares of the association at a meeting called for that purpose.

ITEM XII

The association shall have such By-Laws as may be adopted by the shareholders. The power to alter, amend or repeal such By-Laws, is hereby vested in the Board of Governors. The By-Laws may provide that any action that is required to be taken at a meeting of shareholders may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all shareholders with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote.

ITEM XIII

If any shareholder, member of the Board of Governors, officer, agent or employee of the association becomes legally disqualified to practice law in the State of Alabama, or accepts employment or is elected to a public office which, pursuant to existing law is a restriction or limitation upon his practice of law, he shall sever all relations which he has with the association of every kind, nature and description, including specifically his financial interest in the association, his membership on the Board of Governors, his position as officer, or as employee or agent of the association as the case may be.

ITEM XIV

The price at which the association or its shareholders may purchase, or be obligated to purchase the shares of stock of the association

of a deceased, retired, expelled or disqualified shareholder and the price at which such person shall be required to sell such shares shall be fixed by the By-Laws of the Association. In the event the By-Laws shall not fix the price therefor, then the price thereof shall be book-value thereof at the end of the month immediately prior to the death or disqualification of the shareholder. Book value shall be determined by the CPA then servicing the association according to standard accounting procedures, and such determination shall be conclusive for all purposes.

ITEM XV

These articles may be amended, altered or repealed by the affirmative vote of two-thirds of the issued and outstanding shares of the association, and all rights of shareholders hereof are subject to this reservation.

ITEM XVI

The association shall not carry on or exercise any of the business, purposes or powers herein authorized except in full compliance with and under such licenses or other authority as may be required by Alabama laws, and in no event in violation of said laws.

The association shall be governed by all laws governing or applicable to corporations, where applicable and where not in conflict herein, including, but not limited to, the "Alabama Business Corporation Act."

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this the 24th day of May 1983.


Houston T. Eddens LS

STATE OF ALABAMA)
)
JEFFERSON COUNTY)

EXHIBIT "A"

Before me, the undersigned Notary Public in and for said State and county, personally appeared Houston T. Eddens, known to me, and by me first duly sworn who deposes and says that he is the officer and agent designated by the incorporators of Houston T. Eddens, P.A. organized under the Laws of the State of Alabama to receive subscriptions to the capital stock of said association and that he received the following:

<u>Name</u>	<u>No. of Shares</u>	<u>Amount</u>
Houston T. Eddens	1	\$1,000.00

The said affiant represents and shows that the total subscriptions to the capital stock of the Corporation, the number of shares subscribed to and the money paid in performance of the said subscriptions are correctly set forth above and that said subscriptions are fully paid for and all payments were made in cash.

Houston T. Eddens
Affiant

Subscribed and sworn to before me,
this the 24th day of May 1983.

Blair
Notary Public

My Commission Expires Sept 7, 1986

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
DOCUMENT WAS FILED
1983 MAY 24 AM 10:29

Thomas A. Williams, Jr.
CLERK OF THE COURT

July, Fee - 2.50
Rec. 12.00
Ind. 1.00
15.50