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CERTIFICATE OF INCORPORATION
OF
HUNT MORTON, INCORPORATED

TO THE HONORABLE THOMAS A. SNOWDEN, JR., JUDGE OF PROBATE,
IN AND FOR THE COUNTY OF SHELBY, STATE OF ALABAMA

We the undersigned, Harold Lane Hunt, Jr. and John C. Morton, all of whom are over the age of twenty-one years, desiring to become a body corporate under the laws of the State of Alabama, for the purposes hereinafter stated and set forth, do hereby file with Your Honor as the Judge of Probate of Shelby County, Alabama, this our Certificate of Incorporation, to become incorporated under the Laws of the State of Alabama, and do hereby declare, certify, and set forth as follows, to wit:

I.

The name of said proposed corporation is:
HUNT MORTON, INCORPORATED

II.

That the nature of the business, or objects, or purposes proposed to be transacted, promoted, or carried on are:

1. To buy, acquire, invest in, hold, make improvements upon and to lease and manage real property of every kind.
2. To own and operate a general manufacturing and trading business and to buy, sell, manufacture, and generally deal in merchandise, equipment, and supplies of all types and kinds, and to buy, apply for or own and dispose of patents, copyrights, and inventions, and to license others in the use thereof in the United States and in foreign countries.
3. To buy, own, and sell and trade in mortgage and commercial papers, to buy, own and sell and otherwise deal in negotiable instruments of every kind, to borrow money, to lend money and discount notes and commercial paper, to otherwise deal in and finance purchase money contracts and lease sale contracts; to buy, hold and sell real estate; to acquire stock in other corporations; to acquire bonds, to purchase accounts and contracts and to finance other corporations or institutions of a like kind; to operate and own a general brokerage business.

Hunt Morton, Incorporated
P.O. Box 74002
1, 157-153

4. To acquire and pay for in cash, stocks, or bonds, or notes of this Corporation or otherwise, the good will, choses in action, accounts receivable, rights assets and property, and also to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation. To issue bonds, notes, debentures or obligations of this Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed, or trust or otherwise.

III.

The location of the principle office of the said Corporation shall be at Birmingham, Alabama, Jefferson County, Alabama.

IV.

(a) The amount of the total authorized capital stock of said Corporation is Four Thousand Dollars (\$4,000) consisting of four thousand shares of common stock of the par value of one dollar (\$1.00) each, fully paid for in cash, property or services.

(b) The amount of capital stock with which the Corporation will commence business is One Thousand Dollars (\$1,000.00) being One Thousand shares of common stock of the par value of one dollar (\$1.00) each, fully paid for in cash, property or services.

(c) Common stock of the Corporation shall be issued as (small business corporation) stock, in accordance with a plan or plans under provisions of Sections 1244 of the Internal Revenue Code of 1954.

V.

The names and places of residence of the Incorporators of the said HUNT MORTON, INCORPORATED and the number of shares subscribed for by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>
Harold Lane Hunt, Jr.	123 Spring St. Birmingham, AL	500
John C. Morton	4425 Corinth Dr. Birmingham, AL	500
Total -----		1,000

VI.

The Corporation shall have at least three Directors and a maximum of five directors, who need not be owners of common stock of the Corporation. The names and addresses of the Directors of said Corporation chosen for the first year, and until their successors are elected and qualify, are as follows:

Harold Lane Hunt, Jr.	123 Spring St. Birmingham, AL
John C. Morton	4425 Corinth Dr. Birmingham, AL
Barbara Hunt	123 Spring St. Birmingham, AL
Nancy M. Morton	4425 Corinth Dr. Birmingham, AL

The mailing address of the initial, principal place of business is Post Office Box 76002, Birmingham, Alabama, 35253; the mailing address of the Agent is 4425 Corinth Drive, Birmingham, Alabama, 35213.

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VII.

The names and addresses of the officers of said Corporation for this first year, and until their successors shall be elected by the Directors are as follows:

Harold Lane Hunt, Jr.	123 Spring St. Birmingham, AL	President
John C. Morton	4425 Corinth Dr. Birmingham, AL	Vice-President
Nancy M. Morton	4425 Corinth Dr. Birmingham, AL	Secretary
Barbara Hunt	123 Spring St. Birmingham, AL	Treasurer

VIII.

John C. Morton is the agent designated by the Incorporators to receive subscriptions to the capital stock of the said Corporation.

IX.

The Corporation shall have perpetual existence.

X.

The stockholders shall have the right to increase the capital stock of the said Corporation from time to time to such sums as they may desire.

XI.

This Corporation shall have all the rights, powers privileges, immunities and liberties, conferred by the general laws of the State of Alabama and all other laws applicable thereto, all of which are hereby referred to and make a part of this Certificate as fully as though set out herein.

XII.

The Incorporators hereto attach to this Certificate a statement under oath by John C. Morton, the Agent designated to receive subscriptions to the Capital Stock of said Company, showing the amount of capital stock which has been subscribed for and paid in cash and by the transfer of property.

XIII.

A meeting of the stockholders shall be held annually on the third Thursday of January of each year, of which meeting the Secretary shall give each Stockholder ten (10) days written notice by mail. Other meetings of Stockholders may be held at such time and upon such notice as may be provided in resolutions adopted at any meeting of Directors or Stockholders. In addition, any holder or holders of a least forty (40) percent of the outstanding shares of stock of the Corporation may, not more than twice in any calendar year, call special meetings of Stockholders or of Directors of the Corporation at its principal place of business by mailing notice in writing to the other stockholders or directors by registered mail, addressed to them at their addresses as shown by the records of the Secretary of the Corporation and so deposited in the

EXHIBIT "A"
SUBSCRIPTION LIST

We the undersigned Incorporators of HUNT MORTON CORPORATION hereby subscribe for the number of shares of the capital stock of the said Company as set opposite our names, respectively, at the par value of one dollar (\$1.00) per share; that all such subscriptions shall be fully paid for in cash.

	<u>Shares</u>	<u>Amount</u>
<u>Harold Lane Hunt, Jr.</u> Harold Lane Hunt, Jr.	500	\$500.00
<u>John C. Morton</u> John C. Morton	500	\$500.00
Total ---	1,000	\$1,000.00

The total authorized capital stock in the said Corporation is Four Thousand Dollars (\$4,000).

United States' mail ten (10) days prior to the date of the meeting.

XIV.

Meetings of the Board of Directors of the Corporation shall be held at the principal place of business of the Corporation in Alabama unless a different place, either within or without the State of Alabama, shall be designated from time to time by resolution of the Board of Directors. Meetings of Stockholders shall be held at the principal place of business of the Corporation in Alabama, provided, however, that meetings of the Stockholders may be held outside the State of Alabama when authorized by appropriate action of the Stockholders as provided by the Statutes of Alabama.

IN TESTIMONY WHEREOF, The Incorporators of HUNT MORTON, INCORPORATED subscribed their names, and filed this Certificate for record in the Office of the Probate Judge of said County, and ask that he endorse thereon his Certificate of Registration, showing the book and page where it is recorded, so that the Incorporators shall constitute a body corporate under the name hereinabove set forth, this the 11th day of January, 1984.

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Harold Lane Hunt, Jr.
Harold Lane Hunt, Jr.

John C. Morton
John C. Morton

Nancy M. Morton
Nancy M. Morton

Barbara Hunt
Barbara Hunt

STATE OF ALABAMA
SHELBY COUNTY

Before me, the undersigned authority in and for said County, in said State, personally appeared John C. Morton designated by the Incorporators of HUNT MORTON, INCORPORATED to receive subscriptions to the capital stock of the proposed Corporation, who is known to me, and who, being duly sworn, deposes and says:

That he is the Agent designated to receive subscriptions to the capital stock of the said Company, that the foregoing is the Certificate of said Company, and that the same was signed by each of them; that each of them has subscribed for the number of shares set opposite their names, to wit:

	<u>Shares</u>	<u>Amount</u>
Harold Lane Hunt, Jr.	500	\$500.00
John C. Morton	<u>500</u>	<u>\$500.00</u>
	1,000	\$1,000.00

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That he has received from such subscribers the sum of one thousand (\$1,000.00) dollars in property, in full payment of all such subscriptions, and which is the total amount of all authorized stock of such Corporation and the amount of capital stock with which said Corporation shall begin business.

John C. Morton
John C. Morton

Sworn to and subscribed
before me this the 11
day of January, 1984.

Francis M. Grant

Notary Public

Commission Expires
4/28/86



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 _____

Hunt Morton, Incorporated

is reserved as available based only upon an examination of the corporation records

on file in this office for the exclusive use of Hunt Morton, Incorporated

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.

January 9, 1984 - expires 5-9-84

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF HUNT MORTON, INCORPORATED

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 HUNT MORTON, INCORPORATED, 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 HUNT MORTON, INCORPORATED, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 12th day of JANUARY, 19 84.

Thomas A. Mowden, Jr.
Judge of Probate

1934 JAN 12 PM 4:23

Rec. 25.00
Ind. 1.00
26.00

