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This instrument prepared by:  
Jim M. Sandefer  
✓ 4 Office Park Circle, Room 120  
Mountain Brook, Al. 35223

ARTICLES OF INCORPORATION

OF

SHELMONT, INC.

A BODY CORPORATE

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

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KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, acting as incorporators of a corporation under the laws of the State of Alabama, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be Shelmont, Inc.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

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

(a) To perform all activities in carrying on and operating a Grocery Store, including, but not limited to retail and wholesale sales of groceries.

(b) To purchase, acquire, lease, own, hold, sell, convey or mortgage and otherwise deal in real estate, property, tenements, and hereditaments, as well as any interest therein and directly or through the ownership of stock in any corporation, to maintain and improve the same by erecting, constructing, rebuilding, repairing, and equipping any and all kinds of buildings and other structures and erections, and to install therein such furniture and appliances which at any time may be necessary to the conduct thereof.

(c) To acquire bonds or stocks of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the 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.

(d) to acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in conjunction with any business of this corporation.

(e) To acquire by purchase, subscription, contract, underwriting or otherwise, to hold for investment or otherwise, to pledge, hypothecate, exchange, sell, deal in and with and dispose of or to turn to account or to realize upon, alone or in syndicate or otherwise in conjunction with others, stocks, securities and investments of every kind and description, including, but not by way of limitation, shares, stocks, script, notes, bonds, and debentures, rights participating certificates, certificates of interest, mortgages, acceptances, commercial paper and choses in action, evidence of indebtedness and other obligations of every kind and description (all of which are hereinafter sometimes called "securities") of any private, public or quasi-public corporation, association, partnership, common law trust, syndicate, firm or individual or of any combinations, organizations or entities whatsoever, irrespective of their form or the names by which they may be described; and, to the extent now or hereafter permitted by law, to aid by loan, guarantee or otherwise those issuing, creating or responsible for any such securities.

(f) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property, of every nature and description.

(g) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, town, city, county, state, territory, government or governmental subdivisions.

(h) To draw, make, accept, endorse, discount, execute and to issue promissory notes, drafts, bill of exchange, warrants, debentures and other negotiable or transferable instruments.

(i) To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(j) To have one or more offices to carry on all or any of its operations and business and, without restriction of limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, assign, and transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description in any of the states, districts, territories or colonies, subject to the laws of such state, district, territory, colony and country.

(k) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, script or other securities or evidence of indebtedness, and to hold, sell, transfer, or reissue the same.

(l) To enter into any plan or project for the assistance and welfare of its employees.

(m) To enter into any legal arrangements for sharing of profits, union of interests, reciprocal concessions of cooperation with any person, partnership, corporation with any person, partnership, corporation, association, combination, organization, entity or body whatsoever, domestic or foreign, carrying on or proposing to carry on any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this corporation.

(n) To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of another or others, and to guarantee the payment of dividends upon any security or securities.

(o) To do all and every thing necessary and proper for the accomplishment of the objects any lawful business necessary or incidental 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 herein above set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company.

The foregoing clauses shall be construed as objects and purposes of 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.

#### ARTICLE IV

The amount of the total authorized capital stock of this corporation shall be One Thousand shares (1000) with a par value of One Hundred Dollars per share. The corporation shall begin business with Ten (10) shares of capital stock paid in, or One Thousand Dollars (\$1000.00)

#### ARTICLE V

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by these Articles of Incorporation, or by Bylaws hereafter adopted and any amendments to the foregoing.

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 Bylaws of this corporation, but Bylaws so made by the Directors may be altered or repealed by the Directors or Stockholders;

(b) To fix and determine and to 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 direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in;

(c) To make, from time to time (so far as may be permitted by law), temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the corporation.

The corporation may, in its Bylaws, 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.

#### ARTICLE VI

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This corporation may, from time to time, issue its shares of stock for such consideration (but not less than par so long as the corporation be solvent), 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.

This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties restricting the transfer of any or all shares of its capital stock represented by certificates therefor.

ARTICLE VII

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the stockholders 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 stockholders of any such corporation, shall apply to this corporation and shall be binding upon not only this corporation but upon every stockholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Article of Incorporation.

ARTICLE VIII

The corporation shall have a lien on its shares of stock for any debt or liability incurred to it by a stockholder, before notice of a transfer or levy on such shares.

ARTICLE IX

The corporation shall have the right to purchase, take receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of earned surplus or capital surplus available therefor.

ARTICLE X

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

ARTICLE XI

The President or any Vice President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the corporation, and the Secretary or any Assistant Secretary shall have authority to affix said seal to instruments requiring it, and attest the same.

ARTICLE XII

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Every person (and the heirs, executors and administrators of such person) who is or was an officer, director or employee of the corporation, or of any other corporation which he served as such at the request of the corporation, and of which the corporation directly or indirectly is a stockholder or creditor, or in which, or in stocks, securities or other obligations of which it is in any way interested, may in accordance with the second paragraph of this Article be indemnified by the corporation against any and liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the corporation or such other company or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been an officer, director or employee in the corporation or such other corporation, or by reason of any taken or not taken by him in such capacity, whether he continues to be such officer, director or employee at the time such liability or expense shall have been incurred, provided he acted in good faith in what he reasonably believed to be the best interests of the corporation or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. As used herein, the terms "liability" and "expense" shall include, but not be limited to, counsel fees and disbursements and amounts paid and settlements by or for such person. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction shall not create a presumption that such person does not meet the standards of conduct set forth herein.

Any indemnification hereunder shall be made at the direction of the corporation, but only if the Board of Directors (with no who is a party to or interest in such claim, action, suit or proceeding, participating) shall find that such person has met the standards of conduct set forth in the preceding paragraph.

ARTICLE XIII

The post office address of the initial registered office of the corporation is 130 Mission Circle South, Montevallo, Alabama 35115, and the name of the initial registered agent at such address is Don Y. Stonicher.

ARTICLE XIV

The number of directors constituting the initial Board of Directors of the corporation is three, and the names and post office addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Don Y. Stonicher	130 Mission Circle South Montevallo, Alabama 35115
Jean O. Stonicher	130 Mission Circle South Montevallo, Alabama 35115
Gary A. Stonicher	75 F Nytoi Circle Birmingham, Alabama 35210

ARTICLE XV

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

<u>NAME</u>	<u>ADDRESS</u>
Don Y Stonicher	130 Mission Circle South Montevallo, Alabama 35115
Jean O. Stonicher	130 Mission Circle South Montevallo, Alabama 35115
Gary A. Stonicher	75 F Nytoi Circle Bessemer, Alabama 35210



IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 16 day of

February, 1984.

Don Y. Stonicher (L.S.)

Don Y. Stonicher

Jean O. Stonicher (L.S.)

Jean O. Stonicher

Gary A. Stonicher (L.S.)

Gary A. Stonicher

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# 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 Shelmont, Inc.

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

January 18, 1984 - expires 5-18-84

Date

Don Siegelman

Secretary of State

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION

OF

SHELMONT, 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 SHELMONT, 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 SHELMONT, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 17th day of FEBRUARY, 19 84.

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

1984 FEB 17 AM 10:00

Thomas A. Snowden, Jr.  
JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

