

STATE OF ALABAMA)

COUNTY OF SHELBY)

CERTIFICATE OF INCORPORATION  
OF  
BRANTLEY HOMES, INC.

The undersigned, desiring to form a corporation pursuant to laws of the State of Alabama, do hereby make and file their Certificate of Incorporation as follows:

I.

The name of the corporation shall be BRANTLEY HOMES, INC.

II.

25 MAY 7 1964  
The address of the initial registered office of the corporation is Route 3, Box 14, Pelham, Alabama 35124, in Shelby County, State of Alabama, and the name of its registered agent at such address is Billy Ray Brantley.

III.

25 MAY 7 1964  
The nature of the business and the object and the purposes for which this corporation is formed are and include, as fully and to the same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under and by virtue of the laws of the State of Alabama, the following:

(1) To engage in the general speculative home building business, and general construction business, including the erection of homes, flats, and apartments; to operate a contracting business; to purchase, own, hold, and sell real property, improved and unimproved, or any interest therein or easement thereon; to purchase lands and subdivide same into subdivisions or lots; to loan money upon real property and to accept secured notes as collateral for same; to execute notes, deeds of trust, mortgages, chattel mortgages; to enter into leases as landlord or tenant; to perform or do any act customarily performed or done by a contractor and building, speculative builder, subdivider, or real property development; to invest in and hold for investment any and all real property, shares of stock, bonds, government, private or corporate; and to exchange and enter into agreements of exchange of one parcel of real property for another parcel of real property.

*Rory M. Wilkinson*  
P.O. Box - 37  
Pelham Al. 35124

(2) To take, own, hold, deal in, mortgage or otherwise give lien against and to lease, sell, buy, exchange, transfer and, in any manner, dispose of or deal with real property of every class or description, and any and all interest therein, both within and without the State of Alabama, wherever situated.

(3) To manufacture, purchase or otherwise acquire, in any lawful manner, and hold, own, mortgage, pledge, or otherwise to give liens against and to lease, sell, assign, exchange, transfer or, in any manner, dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within and without the State of Alabama, and in any part of the world.

(4) For any of the purposes of the corporation and without any limitation as to amount, to borrow and raise monies, to draw make accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds and other instruments, whether transferable, and other evidence of indebtedness, whether secured by mortgage or otherwise, either alone or jointly with any other person or corporation; to confer upon the holders of any of its obligations such rights, powers, and pledges as from time might be deemed advisable by the Board of Directors, except as may be specifically prohibited by law; to lend money with or without collateral or other security.

(5) To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality or body politic.

(6) To purchase, insofar as the same may be done without impairing capital of the corporation, except as otherwise permitted by law, and to hold, pledge, and reissue shares of its own capital stock, as determined by the Board of Directors.

(7) To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, trustees or otherwise, and either alone or in the company of others.

(8) In general, to carry on any other business in connection therewith and to do all things not forbidden by the laws of the State of Alabama and with all the powers conferred upon corporations by the laws of the State of Alabama. It is the intention that each of the objects purposes and powers specified in each of the paragraphs of this third article of this Certificate of Incorporation shall, except where otherwise specified, be nowise

limited or restricted articles, but that the objects, purposes and powers specified in this article and in each of the articles and paragraphs of this Certificate of Incorporation shall, be regarded as independant objects, purposes, and powers and the encumbration of specific objects, purposes and powers shall not be construed to restrict, in any manner, the general powers and terms of this corporation nor shall the expression of any one thing be deemed to exclude another, although it be of like nature.

IV.

The amount of the total authorized capitalization of this corporation shall be One Thousand Dollars (\$1,000.00) divided into One Hundred (100) shares of common stock of the par value of Ten Dollars (\$10.00) per share. The total paid in capital with which the corporation shall begin business shall be \$1,000.00.

V.

The name and post office address of the officer or designated by the incorporators to receive subscriptions to the capital stock is Billy Ray Brantley, Route 3, Box 14, Pelham, Alabama 35124.

VI.

The names and post office addresses of the incorporators and the number of shares subscribed for by each are as follows:

Billy Ray Brantley	-	50 shares
Route 3, Box 14		
Pelham, AL 35124		

Sue P. Brantley	-	50 shares
Route 3, Box 14		
Pelham, AL 35124		

VII.

The duration of the corporation shall be perpetual.

VIII.

The names and post office addresses of the directors chosen for the first year are as follows:

Billy Ray Brantley, Route 3, Box 14, Pelham, AL 35124.

Sue P. Brantley, Route 3, Box 14, Pelham, AL 35124.

The names and post office addresses of the officers chosen for the first year are as follows:

Billy Ray Brantley - President  
Route 3, Box 14  
Pelham, AL 35124

Sue P. Brantley - Vice President  
Route 3, Box 14  
Pelham, AL 35124

X.

The power to manage and control the corporation shall be vested in the Board of Directors, subject to the By-Laws, rules and regulations adopted by the stockholders of the corporation.

XI.

No contract or other transaction between the corporation and any other firm, individual or corporation shall be affected or invalidated by reason of the fact that anyone or more of the directors or officers of this corporation is interested in or a member of, stockholder, director or officer of any such firm or corporation; and any director or officer, individually or jointly may be a party to or interested in any contract or transaction of this corporation, and no contract, act, or transaction of this corporation with any reason, firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation is a party to or interested in said contract.

IN WITNESS WHEREOF, we, the undersigned, for the purpose of forming a corporation under the laws of the State of Alabama do make, file and record this Certificate of Incorporation and do certify that the facts herein stated are true and we have, accordingly, hereunto set our respective hands and seals on the date set opposite our respective names.

DATE 3-29-84

Billy Ray Brantley  
BILLY RAY BRANTLEY

DATE 3-29-84

Sue P. Brantley  
SUE P. BRANTLEY

BOOK 25 PAGE 714

STATE OF ALABAMA)

COUNTY OF SHELBY)

Before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Billy Ray Brantley, who being first duly sworn, deposes and says that he is the person authorized by the incorporators of BRANTLEY HOMES, INC., to receive subscriptions to the capital stock of said corporation and that the following individuals have subscribed for the number of shares of stock set opposite their respective names:

NAME	SHARES OF STOCK	AMOUNT
Billy Ray Brantley	50	\$500.00
Sue P. Brantley	50	500.00

The said Billy Ray Brantley, and Sue P. Brantley have each paid unto the corporation, in cash, the amount set opposite their names above and deponent holds said money for and on behalf of the said BRANTLEY HOMES, INC.

  
BILLY RAY BRANTLEY

Sworn to and subscribed before  
me the 29<sup>th</sup> day of  
March, 1984.

  
Notary Public

STATE OF ALABAMA)

COUNTY OF SHELBY)

BE IT REMEMBERED, that on this the 29<sup>th</sup> day of March, 1984, personally appeared before me, the undersigned authority, in and for said County in said State, Billy Ray Brantley and Sue P. Brantley, who are known to me, and I haveing first made known to each of them the contents of the above Certificate of Incorporation, they did each, severally, acknowledge that they signed, sealed and delivered the same as their voluntary act and deed and each deposed the facts therein stated were truly set forth.

Given under my hand this 29 day of March, 1984.

Tami Chapman  
NOTARY PUBLIC

BOOK  
25 PAGE 716

STATE OF ALABAMA)

COUNTY OF SHELBY)

We, the undersigned Billy Ray Brantley and Sue P. Brantley, hereby severally subscribe to the number of shares of the capital stock of BRANTLEY HOMES, INC., set opposite our respective names and we agree to pay for said shares of stock the sum of \$10.00 per share, in cash, and other valuable consideration as allowed by the laws of the State of Alabama.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 29<sup>th</sup> day of March, 1984.

Billy Ray Brantley  
BILLY RAY BRANTLEY

No. of Shares

50

Sue P. Brantley  
SUE P. BRANTLEY

50



# 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 \_\_\_\_\_

Brantley Homes, Inc.

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

on file in this office for the exclusive use of Brantley Homes, 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.

March 22, 1984 - expires 7-21-84

Date

Don Siegelman

Secretary of State

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION

OF

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

GIVEN Under My Hand and Official Seal on this the 2nd. day of APRIL, 1984.



STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED  
1984 APR -2 PM 12:29

*Thomas A. Brantley, Jr.*  
Judge of Probate

*Thomas A. Brantley, Jr.*  
JUDGE OF PROBATE

Recd 25.00  
Jud 1.00  
26.00