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CERTIFICATE OF INCORPORATION
OF
BRANDY CORPORATION

State of Alabama)

Shelby County)

TO: The Honorable Judge of Probate
of Shelby County, Alabama

We, the undersigned, Beth F. Erwin and Charles W. Erwin, Jr., having associated ourselves together for the purpose of carrying on a lawful business, and desiring to become a body corporate, file this our Certificate of Incorporation, which is signed by each of us respectively and set forth as follows:

1st. The name of the corporation is Brandy Corporation..

2nd. The location of its principal office in this State is to be 108 Cambrian Way, Birmingham, Shelby County, Alabama.

3rd. The street address of the initial registered office of the corporation is 108 Cambrian Way, Birmingham, Shelby County, Alabama, and the initial registered agent at such address is Beth F. Erwin.

4th. The object for which the corporation is formed, and the purposes and nature of the business intended to be done are as follows:

(a) To operate and carry out all such businesses as are deemed appropriate for the corporation by its Board of Directors and to perform all acts

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Springfield & Beckham
200 Thirty-Nine Forty Bldg.
3940 Montclair Road
Birmingham, Alabama 35213

necessary and proper to carry on such business.

(b) To manage, operate and carry on a manufacturing business of any and all types and any business for sale at wholesale or retail of goods, wares, and merchandise.

(c) To purchase, rent, lease, mortgage, sell, hold, cultivate and otherwise acquire, maintain, and dispose of real estate, personal property and/or mixed property of any kind or character situated or located in Shelby County, Alabama, or any other county of the State of Alabama, or any state in the United States.

(d) To buy and sell accounts and mortgages.

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(e) To build houses, apartment houses, stores and other buildings, and to improve its own property and that of others for a reward; and to own, hold, sell, rent, transfer and dispose of by deed, mortgage, lease or other writing or in any other lawful method of conveyance, alienation or disposition of all or any part of its interests or claim in and to its real estate or personal or mixed property or either, upon such terms and conditions as are acceptable to it.

(f) To acquire, hold, buy, sell, convey, assign, transfer and mortgage all kinds of personal property and chattels of every nature and kind, including stocks, bonds, notes, mortgages and securities of corporations and individuals.

(g) To acquire, hold, lease, sell, convey and mortgage and otherwise dispose of real estate and its appurtenances and to cultivate, improve

and develop the same and contract in reference thereto.

(h) To borrow money, to issue notes, bonds and to secure the same by deed of trust or mortgage.

(i) To make loans to corporations or individuals and to secure the same by deed of trust or mortgage, or any other lawful method.

(j) To engage in the general contracting business.

(k) To engage in any business involving transactions for goods or services of any kind or nature whatsoever.

(l) To engage in any lawful business.

(m) Without in any particular limiting the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to issue bonds, notes, mortgages and other obligations in payment of property purchased or acquired by it for any object in or about its business, to mortgage or to pledge any stocks, bonds or other obligations on any property which may be acquired by it or secure any bonds or other obligations it may incur; to make and perform contracts of any kind or description in carrying on its business or for the purpose of obtaining or furthering any of its objects, and to do any and all other acts and things and to exercise any and all other powers which a corporation, a co-partnership or natural person could do and exercise, and which is now or hereafter authorized by law.

5th. The total authorized capital stock of the corporation shall be ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00) divided into ONE THOUSAND (1,000) shares of the par value of ONE AND

NO/100 DOLLARS (\$1.00) per share. Prior to the sale and issuance of any stock of this Corporation, the Corporation shall adopt a Plan to offer and issue said stock in accordance with the terms and provisions of the Internal Revenue Code, Section 1244, so that the holder of said stock will be entitled to the benefits as may from time to time be available under Section 1244.

6th. The corporation shall begin business with ONE THOUSAND AND NO/100 DOLLARS (\$1,000) full paid in capital stock.

7th. The names and addresses of the incorporators and the number of shares for which the undersigned respectively subscribe are as follows:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>
Beth F. Erwin 108 Cambrian Way Birmingham, AL 35243	900
Charles W. Erwin, Jr. 108 Cambrian Way Birmingham, AL 35243	100

8th. The corporation is organized without limit as to duration.

9th. The names and addresses of the officers chosen for the first year of the company's existence are as follows:

<u>NAME AND ADDRESS</u>	<u>OFFICE</u>
Beth F. Erwin 108 Cambrian Way Birmingham, AL 35243	President
Charles W. Erwin, Jr. 108 Cambrian Way Birmingham, AL 35243	Vice-President/ Secretary

10th. The names and addresses of the directors elected to hold office for the first year are as follows:

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NAME AND ADDRESS

Beth F. Erwin
108 Cambrian Way
Birmingham, AL 35247

Charles W. Erwin, Jr.
108 Cambrian Way
Birmingham, AL 35243

11th. The number of directors of this corporation shall be from time to time fixed by the By-Laws made by the stockholders, but the Board shall not be less than one (1). The Board of Directors shall have the power, from time to time, to fix and determine and vary the amount of the working capital of the company, and to direct and determine the disposition of the surplus and net profits over and above the capital stock paid in and upon such terms as the Board of Directors may deem expedient.

12th. Subject always to the By-Laws made by the stockholders the directors may make By-Laws and from time to time may alter, amend and repeal the same.

13th. Beth F. Erwin, whose address is as set forth above, is designated by the incorporators as the person to receive subscriptions to the capital stock which are shown in Exhibit "A" attached hereto.

14th. The incorporators will cause to be transferred to the corporation cash in the amount of ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00).

15th. The incorporators attach hereto as Exhibit "B" the statement under oath, of Beth F. Erwin, the person authorized by the incorporators to receive subscriptions to the capital stock which said statement shows the amount of capital stock subscribed for by each subscriber and that the same has been paid for by the payment of cash in the amount of ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00).

IN TESTIMONY WHEREOF, the undersigned subscribers, who are the incorporators, hereby sign their names and file this Certificate in Your Honor's Court and pray that such proceedings be had that will effectuate said corporation.

This the 9th day of May, 1984.

Beth F. Erwin
Beth F. Erwin

Charles W. Erwin, Jr.
Charles W. Erwin, Jr.



EXHIBIT "A"

SUBSCRIPTIONS TO THE CAPITAL STOCK OF
Brandy Corporation

State of Alabama)

Shelby County)

We, the undersigned incorporators of Brandy Corporation do hereby
subscribe to the amount of capital stock of said corporation set opposite our
respective names, to-wit:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>
Beth F. Erwin 108 Cambrian Way Birmingham, AL 35243	900
Charles W. Erwin, Jr. 108 Cambrian Way Birmingham, AL 35243	100

We do each agree for and discharge our respective stock subscriptions
in cash as follows:

<u>NAME</u>	<u>AMOUNT</u>
Beth F. Erwin	\$900.00
Charles W. Erwin, Jr.	\$100.00

Beth F. Erwin
Beth F. Erwin

Charles W. Erwin, Jr.
Charles W. Erwin, Jr.

EXHIBIT "B"

STATEMENT OF PERSON AUTHORIZED TO
RECEIVE SUBSCRIPTIONS TO THE CAPITAL STOCK OF
Brandy Corporation

State of Alabama)

Shelby County)

Before me, the undersigned authority in and for said County and said State, personally appeared Beth F. Erwin , who is known to me and who being by me first duly sworn, deposes and says as follows:

That she is the person authorized by the incorporators of Brandy Corporation, to receive subscriptions to the capital stock of said corporation, and that the following persons subscribed for the amount of capital stock set opposite their respective names, to-wit:

<u>NAME AND ADDRESS</u>	<u>NO. OF SHARES</u>
Beth F. Erwin 108 Cambrian Way Birmingham, AL 35243	900
Charles W. Erwin, Jr. 108 Cambrian Way Birmingham, AL 35243	100

Affiant further deposes and says that each of said subscribers has paid for and discharged his or her respective subscriptions to the capital stock in said corporation in full by cash aggregating as follows:

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<u>NAME</u>	<u>AMOUNT</u>
Beth F. Erwin	\$900.00
Charles W. Erwin, Jr.	\$100.00

Affiant further deposes and says that the subscriptions list to the capital stock of said company which is attached to the Certificate of Incorporation and marked Exhibit "A" is true and correct and signed by each of the subscribers.

Beth F. Erwin
Beth F. Erwin

Sworn to and subscribed before me this
the 27th day of May
Benjamin F. Beckman
NOTARY PUBLIC



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 _____

Brandy Corporation

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

May 3, 1984 - expires 9-1-84

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF BRANDY CORPORATION

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 BRANDY CORPORATION, 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 BRANDY CORPORATION, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 23rd day of MAY, 1984.



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

1984 MAY 23 PM 12:00

Thomas A. Brumby, Jr.
JUDGE OF PROBATE

Thomas A. Brumby, Jr.
Judge of Probate

Recd 25.00
Jud 1.00
26.00