

STATE OF ALABAMA)
)
)
 SHELBY COUNTY)

ARTICLES OF INCORPORATION
 OF
 THE CONTINENTAL CORPORATION

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby form a corporation under the Alabama Business Corporation Act, pursuant to Title 10, Section 10-2A-1 et seq., Code of Alabama 1975, and does declare:

ARTICLE I

The name of the corporation shall be The Continental Corporation.

ARTICLE II

The purposes for which the corporation is formed are:

- (1) Primarily, to purchase, own, and hold the stock of other corporations, and to do every act and thing covered generally by the denomination "holding company" or "holding corporation", and especially to direct the operations of other

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 ATTORNEY AT LAW
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corporations through the ownership of stock therein;

- (2) To perform all duties required and necessary in the formation of other corporations;
- (3) To purchase, subscribe for, acquire, hold, own, sell, exchange, assign, transfer, create security interests in, pledge or otherwise dispose of shares or voting trust certificates for shares of the capital stock, or any bonds, notes, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or district or country, nation or government and also bonds or evidences of indebtedness of the United States or of any state, district, territory, dependency or country or subdivision or municipality thereof;
- (4) To issue in exchange therefor shares of the capital stock, bonds, notes, or other obligations of the Corporation and while the owner thereof to exercise all the rights, powers and privileges of ownership including the right to vote on any shares of stock or voting trust certificates so owned;
- (5) To promote, lend money to, and otherwise aid in any manner which shall be lawful, any corporation or association of which any bonds, stock, voting trust certificates, or other securities or evidences of indebtedness shall be held by or for this Corporation, or in which, or in the welfare of which, this Corporation shall have any interest, and to do any acts and things permitted by law and designed to protect, preserve, improve, or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness or property of this Corporation.

ARTICLE III

The corporation shall have perpetual existence unless

and until dissolved in accordance with the laws of the State of Alabama.

ARTICLE IV

The total number of shares which the corporation shall have the authority to issue is One Hundred (100) shares of common of the par value of Fifty Dollars (\$50.00) per share and consisting of such one class only. The corporation shall issue One Hundred shares initially which shall constitute a total authorized initial capital of \$5,000.00.

ARTICLE V

The location and address of the corporation's initial registered office is as follows:

Route 1, Box 253
Columbiana, Alabama 35051

The name and address of the corporation's registered agent is as follows:

David C. Hayes
Route 1, Box 253
Columbiana, Alabama 35051

ARTICLE VI

The name and address of the incorporator of the corpo-

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ration is as follows:

David C. Hayes
Route 1, Box 253
Columbiana, Alabama 35051

ARTICLE VII

The number of Directors constituting the entire Board of Directors shall be one (1). The name and mailing address of the person who is to serve as Director until a successor shall be elected is:

David C. Hayes
Route 1, Box 253
Columbiana, Alabama 35051

ARTICLE VIII

The corporation reserves the right from time to time to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed or permitted by law.

ARTICLE IX

The following provisions for the regulation of the business and for the conduct of the internal affairs of the corporation are hereby adopted:

- (1) The bylaws of the Corporation shall contain provisions

for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Alabama and not inconsistent with any provisions of the Articles of Incorporation. The bylaws of the corporation shall be adopted by the shareholders (one vote per share of stock owned), by majority vote, at the first meeting of shareholders, to be conducted by said shareholders as soon as practicable following the filing of the articles of incorporation.

(2) A Board of Directors shall be subject to election at each annual meeting of the shareholders or in the absence of such election at an adjourned meeting of shareholders or special meeting of shareholders thereafter held in accordance with the bylaws.

(3) Other officers shall be elected or appointed by the Directors and/or such committee or officer as may be provided by the bylaws or by resolution of the Board of Directors.

(4) The number of Directors of the Corporation shall be fixed from time to time by the bylaws or by resolution of the shareholders and may be increased by change in the bylaws, or by a resolution adopted by the shareholders at any regular or special meeting.

(5) Unless and until changed by the bylaws, annual meetings of the shareholders shall be held on the second Saturday of June and each year thereafter, excepting the first meeting which shall be held in accordance with the provisions above. The Board of Directors shall be elected by the shareholders at such meetings or at such other time and place as may be designated at any such meeting of shareholders. The said Board of Directors shall convene and elect the officers of the corporation at such time and place as provided by the bylaws or at any time voted upon by a majority of a quorum of the Directors. Each Director shall hold his office until the next annual or subsequent meeting of shareholders at which a Board shall be elected, provided however, that the shareholders may, by action of a majority thereof, at a special meeting, remove the Board of Directors, or any member thereof, or any officer or officers and elect successors thereto.

(6) Any action required or proposed to be taken by the Directors, shareholders of any class, or any executive or committee, may be validly effected in the following manner without notice or formal meeting: Any resolution or

proceeding approved in writing by all of the shareholders, Directors or member of such committee, as the case may be, by the subscription of their names in writing to the same or concurrent instruments shall be valid and effective as if such action were adopted by the same vote at a regularly called meeting of such shareholders, Directors or committee and shall be effective as of the date therein expressed, or if no effective date shall be designated, as of the date on which the same shall be filed and noted by the Secretary; and such resolution shall thereupon be entered in the minutes of the corporation under such effective date.

(7) The Board of Directors, by a majority vote of a quorum, shall decide issues, approve contracts and transact such other business, including ratification of actions taken on behalf of the officers, which affect the corporation.

The undersigned, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, has executed the foregoing Articles of Incorporation on this the 19TH of SEPTEMBER, 1985.

Incorporator


David C. Hayes

This instrument prepared by:

Michael L. Chambers
Attorney at Law
825 Frank Nelson Building
Birmingham, Alabama 35203
Telephone: 251-9201



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 _____

The Continental Corporation

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

September 10, 1985- expires 1-9-86

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF THE CONTINENTAL 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 THE CONTINENTAL 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 THE CONTINENTAL CORPORATION, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the FIRST day of OCTOBER, 19 85.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1985 OCT -1 PM 1:56

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

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