

ARTICLES OF INCORPORATION

858

OF

DAVID FOWLER, INC.

STATE OF ALABAMA)

COUNTY OF SHELBY)

We the undersigned, desiring to become a body corporate under the general laws of the State of Alabama, for the purpose of carrying on a lawful business, and being all of the subscribers to the capital stock of the corporation hereby organized, do make, sign and file this Certificate of Incorporation as follows:

ARTICLE I

The name of the corporation shall be: David Fowler, Inc.

ARTICLE II

The location of the corporation's principal office in the State of Alabama shall be at 2700 Corsair Drive, Birmingham, Alabama 35244.

ARTICLE III

The period for the duration of the corporation shall be perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are:

A. As principal, agent or broker, and on commission or otherwise, to buy, sell, exchange, lease, let, grant or take licenses in respect of, improve, develop, repair, manage, maintain and operate real property of every kind. To act as loan broker, and generally do everything suitable, proper and conducive to the successful conduct of a real estate agent and brokerage business in all its branches and departments.

B. To build or cause to be built structures for any habitation whether single-family, multi-family or for business occupancy and to repair, remodel, or to refurbish existing properties.

C. To purchase, exchange, lease, hire, or otherwise acquire, hold, own, improve, manage, operate, let as lessor, sell, convey, or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

D. To purchase, exchange, lease, hire, or otherwise acquire, hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

F. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the shares of the corporation, but it shall not use its fund or property for the purchase, either directly or indirectly, of its own shares when such use would cause any impairment of the capital of the corporation.

G. To acquire by application, assignment, purchase, exchange, lease, hire, or otherwise, and to hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits whether intermediate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations, necessary, lawfully to accomplish the purposes set forth in this article.

H. To enter into, make, perform and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

I. To have and to exercise all powers necessary or convenient to effect any or all of the purposes for which this corporation is organized.

ARTICLE V

The corporation is herewith authorized to carry out the purpose hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes are forbidden by law, to limit the purpose or purposes which the corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate of application to do business in such state, territory, district or possession of the United States, or foreign country.

ARTICLE VI

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock. The hereinafter designated Secretary-Treasurer of the corporation, David F. Fowler, is authorized to receive subscriptions to the capital stock of the corporation at 2700 Corsair Drive, Birmingham, Alabama 35244.

ARTICLE VII

The corporation will not commence business until at least One Thousand Dollars (\$1,000.00) has been received by it as consideration for issuance of shares.

ARTICLE VIII

The number of Directors constituting the initial Board of Directors of the corporation is: Three.

The names and post office addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

David F. Fowler, 2700 Corsair Drive, Birmingham, Alabama, 35244

April Leigh Fowler, 2700 Corsair Drive, Birmingham, Alabama, 35244

David F. Fowler, Jr., 2700 Corsair Drive, Birmingham, Alabama, 35244

ARTICLE IX

The name, post office address, office held, and shares subscribed for by each incorporator is as follows:

David F. Fowler , Jr.
2700 Corsair Drive
Birmingham, AL 35244

President

100 Shares

April Leigh Fowler
2700 Corsair Drive
Birmingham, AL 35244

Vice-Prsidentsent

100 Shares

David F. Fowler
2700 Corsair Drive
Birmingham, AL 35244

Secretary-Treasurer

800 Shares

ARTICLE X

The corporation is authorized to issue only one (1) class of shares of stock. The total number of shares is One Thousand (1,000), the aggregate par value of such shares is One Thousand Dollars (\$1,000.00), and the par value of each share is One Dollar (\$1.00).

ARTICLE XI

Any shareholder desiring to sell any shares of the corporation shall first offer such shares to the corporation and the other shareholders in the following manner:

1. Such shareholder shall give written notice by Registered Mail to the Secretary of the corporation of his intention to sell such shares. Said notice shall specify the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. In the event that there is an uneven number of shares to be purchased by the existing shareholders, the corporation shall buy a number of shares equal to the amount required to allow an equal number of shares to be purchased by the existing shareholders. Such purchase may be authorized by the Board of Directors without any action by the shareholders of the corporation.
2. In the event that the corporation should fail to purchase all of such shares within the ten (10) day period, the Secretary of the corporation shall, within five (5) days thereafter, give written notice to each of the other shareholders of record, stating the number of shares offered for sale but not purchased by the corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last address as it appears on the books of the corporation. Within ten (10) days after the

mailing of said notices, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the Secretary of the corporation a written offer for the number of shares desired by him accompanied by the purchase price thereof with authorization to pay such purchase price against delivery of such shares.

3. If the shareholders offer to purchase more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such portion of said shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the portion of said shares to which any shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the over plus as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

4. If none or only a part of the shares offered for sale is purchased by the corporation or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter, the right to sell the said shares not so purchased to such person or persons as he desires; provided; however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than to those specified in the written notice he gave the corporation.
5. Any share of the stock of the corporation shall be null and void unless the provisions of this article are strictly observed and followed. The stock certificates of the corporation shall be imprinted with the notice that there is a restrictive transfer of said shares of stock by the holder of said shares.
6. The transfer restriction may be waived by written agreement of all shareholders, provided that the said waiver shall be strictly specific as to the sale of stock and shall not be construed as a general waiver.

ARTICLE XII

The corporation reserves the right to amend, alter, change, or repeal any or all of the provisions contained in this Certificate of Incorporation, in the manner now or hereinafter prescribed by the statute and all rights conferred upon shareholders and directors herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporators of this corporation, including the persons hereinabove named as First Directors and First Officers, have executed these Articles of Incorporation this 11 day of DEC, 1985.

David F. Fowler
DAVID F. FOWLER

April Leigh Fowler
APRIL LEIGH FOWLER

David F. Fowler, Jr.
DAVID F. FOWLER, JR.

STATE OF ALABAMA)
COUNTY OF SHELBY)

On this 11th day of Dec, 1985, before me, a Notary Public in said County and State, personally appeared DAVID F. FOWLER, APRIL LEIGH FOWLER, and DAVID F. FOWLER, JR., known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they have executed the same.

WITNESS my hand and official seal this 11th day of Dec, 1985.

Rebecca Sanders
NOTARY PUBLIC

My Commission Expires August 26, 1989



VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION
TO CAPITAL STOCK OF
DAVID FOWLER, INC.

STATE OF ALABAMA)
COUNTY OF SHELBY)

Before me, the undersigned Notary Public in and for said
County and State, personally appeared David F. Fowler, who, being by me
first duly sworn, deposes and says as follows:

That he is the agent or person designated by the incorporators
of DAVID FOWLER, INC., a proposed corporation, to receive subscriptions to
the capital stock of said corporation;

That, as shown by the subscription list hereto attached and
marked Exhibit "A," the amount of capital stock paid in is One Thousand
Dollars (\$1,000.00), which said amount is at least the minimum amount
required by law;

That the said amount has been paid in cash and/or contributions
to capital assets to affiant as such agent for the said incorporators and
none of the capital stock subscribed has been paid in by contracts in
writing calling for the performance of stipulated labor or services.


DAVID F. FOWLER

Sworn to and subscribed before me
this 11th day of Dec, 1985.


Notary Public My Commission Expires August 26, 1989

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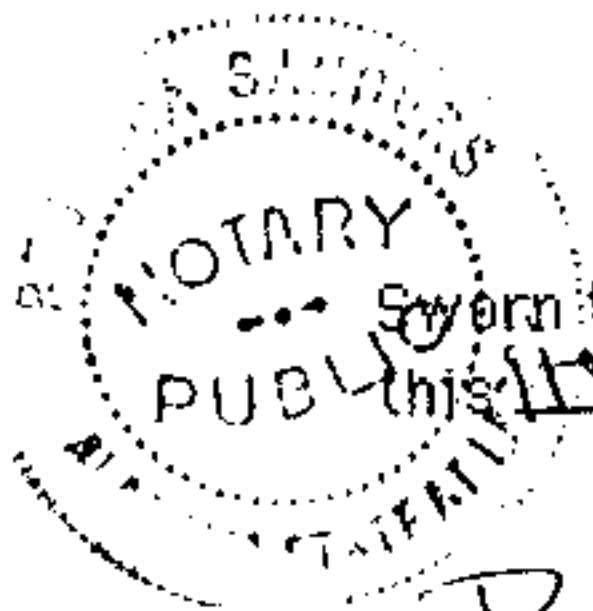


EXHIBIT "A"

SUBSCRIPTION LIST TO CAPITAL STOCK OF
DAVID FOWLER, INC.

STATE OF ALABAMA)

COUNTY OF SHELBY)

We, the undersigned, do hereby severally subscribe for and agree to take and pay for in cash and/or contributions to capital assets, the amount of stock set opposite our respective names, said stock to be issued by an Alabama Corporation to be styled David Fowler, Inc., and with its initial principal office to be located at 2700 Corsair Drive Birmingham, Alabama 35244, it being further understood and agreed by each of us that the said stock will be paid for by the undersigned, as one of the incorporators of said Alabama corporation upon the formation of the same.

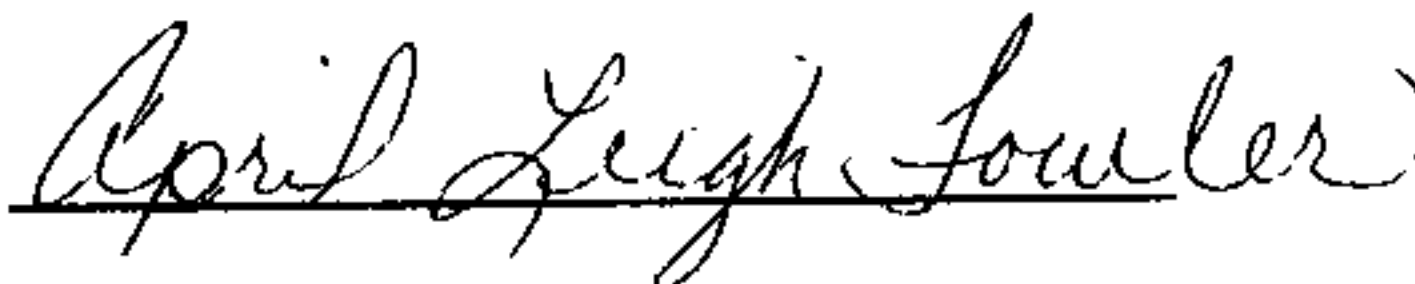
COMMON STOCK at One Dollar (\$1.00) per share.

<u>NAME OF SUBSCRIBER</u>	<u>NO./ SHARES SUBSCRIBED FOR</u>	<u>CONSIDERATION</u>
David F. Fowler	800	\$800.00
April Leigh Fowler	100	\$100.00
David F. Fowler, Jr.	100	\$100.00

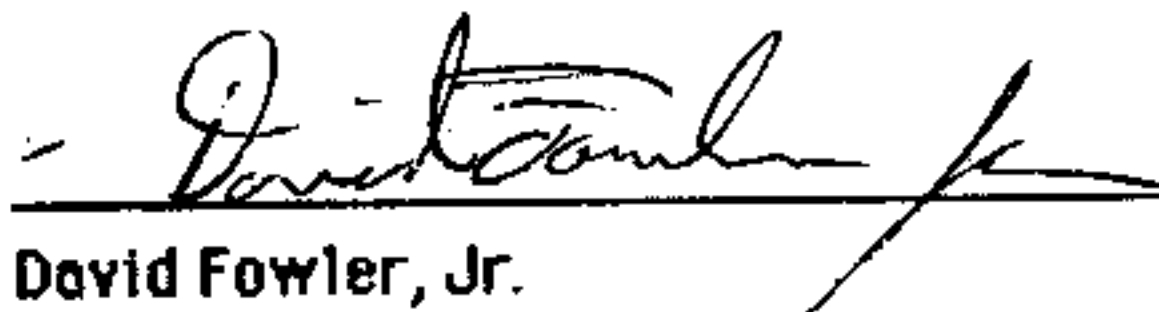
Done this the 11 day of DEC, 1985.



David Fowler



April Leigh Fowler



David Fowler, Jr.

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CERTIFICATE

STATE OF ALABAMA)
COUNTY OF SHELBY)

WHEREAS, DAVID F. FOWLER, APRIL LEIGH FOWLER, and DAVID F.

FOWLER, JR., did on this the 13th day of December 1985, file in the office
of the Judge of Probate of Shelby County, Alabama, their declaration of
organization of

DAVID FOWLER, INC.

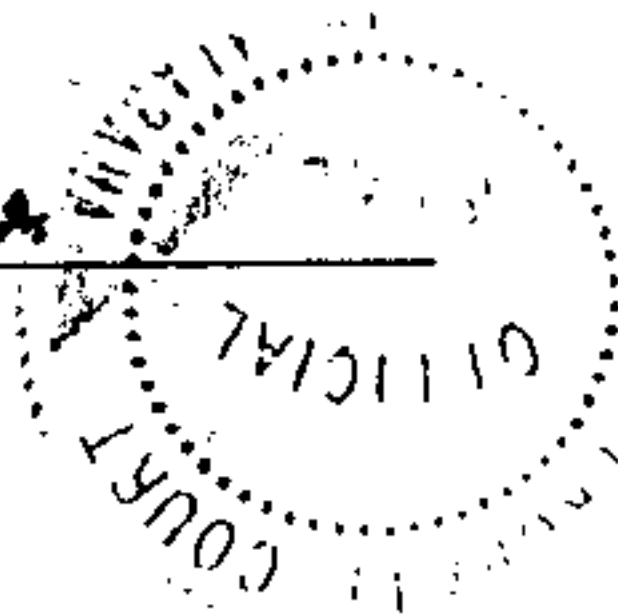
setting forth the objects and purposes of said corporation according to the
law in such cases made and provided:

NOW, THEREFORE, in pursuance of the authority in and by law
vested, I, THOMAS A. SNOWDEN, JR., JUDGE OF PROBATE of Shelby County,
do hereby certify that

DAVID FOWLER, INC.

GIVEN under my hand and official seal on this 13th day of
December, 1985.

Thomas A. Snowden, Jr.
JUDGE OF PROBATE



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1985 DEC 13 AM 8:16

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec 35.00
Jud 1.00
36.00

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