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ARTICLES OF INCORPORATION

OF

B & R POOL, INC.

The undersigned for the purposes of forming a corporation under the Alabama Business Corporation Act, as amended, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is B & R. Pool, Inc.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is the operation of, the sale of and the retail of and the placement of swimming pools and supplies; and the transaction of any and all lawful business for which corporations may be incorporated under §10-2A-1 et. seq. of the Code of Alabama.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is one thousand (1,000) all of which shall be common shares with a par value of One Dollar (\$1.00) per share.

Tom Roper
Richard W. Bell

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ARTICLE FIVE

NAME OF INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Bobby Dowdell, Jr., 318 5th Avenue S.E., Alabaster, Alabama, 35007.

ARTICLE SIX

LOCATION OF INITIAL REGISTERED OFFICE

The location of the initial registered office of the corporation is 318 5th Avenue S.E., Alabaster, Alabama, 35007.

ARTICLE SEVEN

DIRECTORS

The corporation shall operate with no less than one (1) director. The names and addresses of the initial Board of Directors who shall serve until predecessors have been elected are as follows:

- (a) Bobby Dowdell, Jr.
318 5th Avenue S.E.
Alabaster, Alabama 35007

ARTICLE EIGHT

INCORPORATORS

The names and addresses of the incorporator of the corporation is as follows:

- (a) Bobby Dowdell, Jr.
318 5th Avenue S.E.
Alabaster, Alabama 35007

ARTICLE NINE

ACTION BY STOCKHOLDERS OR DIRECTORS WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors or of the stockholders or of any committee thereof, may be taken without meeting with the written consent thereto as signed by all the members of the Board of Directors or of the stockholders or of the committee, if

applicable, and if such consent is filed with the minutes of the proceedings of the Board of Directors, the stockholders or the committee, whichever is applicable.

I, the undersigned, being the incorporator, have subscribed my name this the 3 day of Dec., 1985.

Bobby Dowdell
BOBBY DOWDELL, JR.

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public, in and for said County and State at Large, hereby certify that Bobby Dowdell, Jr., whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation he has executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 3rd day of December, 1985.

Marsha A. Graham
NOTARY PUBLIC
My Commission Expires: 04/11/88

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THIS INSTRUMENT WAS PREPARED BY:

Tom R. Roper
Attorney at Law
3083 Highway 31 South
P. O. Box 427
Pelham, AL 35124

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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 _____

_____ B & R Pool, Inc. _____

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of _____ B & R Pool, 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.

November 13, 1985- expires 3-14-86

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

B & R POOL, 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 B & R POOL, 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 B & R POOL, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 7th day of JANUARY, 1986.

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

1986 JAN -7 PM 3:15 Judge of Probate

Thomas A. Brouder, Jr.
JUDGE OF PROBATE

Rec 35.00
Jud 1.00
36.00

