

ARTICLES OF INCORPORATION
OF
FRANK WRIGHT & ASSOCIATES, 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 Frank Wright & Associates, 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 and the representation of manufacturers in the retail and wholesale and distribution of manufacturers' goods to the public; 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

Tom R. Roper
P.O. Box 427, Alabama, 35104

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value of Three Dollars (\$3.00) per share.

ARTICLE FIVE

NAME OF INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Frank Wright,
1213 David Drive, Pelham, Alabama, 35124.

ARTICLE SIX

LOCATION OF INITIAL REGISTERED OFFICE

The location of the initial registered office of the corporation is
1213 David Drive, Pelham, Alabama, 35124.

ARTICLE SEVEN

DIRECTORS

The corporation shall operate with no less than two (2) directors. The
names and addresses of the initial Board of Directors who shall serve until pre-
decessors have been elected are as follows:

- (a) Frank H. Wright
1213 David Drive
Pelham, Alabama 35124
- (b) David Wright
1213 David Drive
Pelham, Alabama 35124

ARTICLE EIGHT

INCORPORATORS

The names and addresses of the incorporators of the corporation are as
follows:

- (a) Frank H. Wright
1213 David Drive
Pelham, Alabama 35124
- (b) David Wright
1213 David Drive
Pelham, Alabama 35124

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.

WE, the undersigned, being each the incorporators, have subscribed our names this the 25 day of NOVEMBER, 1985.

Frank H. Wright

FRANK H. WRIGHT

David Wright

DAVID WRIGHT

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public, in and for said County and State at Large, hereby certify that Frank H. Wright and David Wright, whose names are signed to the foregoing Articles of Incorporation, and who are known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation they have executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 25th day of November, 1985.

Maisha A. Graham

NOTARY PUBLIC

My Commission Expires: 04/11/88

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

Frank Wright & Associates, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Frank Wright & Associates, 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 12, 1985- expires 3-13-86

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY **County**

CERTIFICATE OF INCORPORATION

OF

FRANK WRIGHT & ASSOCIATES, 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 FRANK WRIGHT & ASSOCIATES, 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 FRANK WRIGHT & ASSOCIATES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 17th day of JANUARY, 19 86.

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

1986 JAN 17 PM 12:48

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 35.00
Jud 1.00
36.00

