

ARTICLES OF INCORPORATION

OF

NORVILLE, RANDOLPH & YOUNG, INC.

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation is NORVILLE, RANDOLPH & YOUNG, INC.

ARTICLE TWO

The period of the corporation's duration is perpetual.

ARTICLE THREE

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

- (a) Marketing and developing real estate.
- (b) To have and to exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed.
- (c) In addition to the powers specifically conferred by statute, the corporation shall have the power to engage in any business activity not prohibited by law, nor required by law to be specifically stated in these Articles, including the power to engage in business as fully as natural persons.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares, with a par value of Ten (\$10.00) Dollars each.

ARTICLE FIVE

The address of the initial registered office of the corporation is 155 Inverness Plaza, Birmingham, Alabama 35243 and the name of its initial registered agent at such address is Herbert F. Young, Jr.

ARTICLE SIX

The officers of the corporation shall consist of a President, Vice President and a Secretary-Treasurer and for the first year or until successors are elected, said offices shall be held as follows:

T. Peyton Norville, III
Richard R. Randolph, III

President
Vice-President

Herbert F. Young, Jr.
1901 - 1101 1/2 1st Blvd

29 PAGE 725

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected are:

<u>NAME</u>	<u>ADDRESS</u>
T. Peyton Norville, III	176 Ross Drive Birmingham, Alabama 35213
Richard R. Randolph, III	3846 Cove Drive Birmingham, Alabama 35213
Herbert F. Young, Jr.	1901 Enolam Boulevard, S.E. Decatur, Alabama 35601

ARTICLE EIGHT

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
T. Peyton Norville, III	176 Ross Drive Birmingham, Alabama 35213
Richard R. Randolph, III	3846 Cove Drive Birmingham, Alabama 35213
Herbert F. Young, Jr.	1901 Enolam Boulevard, S.E. Decatur, Alabama 35601

ARTICLE NINE

The corporation shall possess all the powers necessary to conduct the business or businesses and carry out the objects herein expressed and all those expressly conferred upon corporations by the laws of the State of Alabama, as well as those necessarily implied, together with the following additional powers:

- A. To lend money and to take security therefor, or to borrow money and to give security therefor, on such terms as the Board of Directors may deem proper and advisable.
- B. To purchase, acquire and own shares of its capital stock or the capital stock of any other corporation.
- C. To engage in business as natural persons may, not inconsistent with the provisions of laws pertaining to corporations in the State of Alabama.

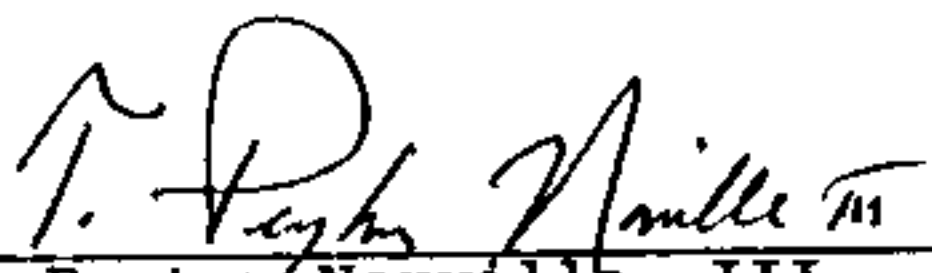
ARTICLE TEN

This corporation is a "Small Business Corporation", as defined in Section 1244 of the Internal Revenue Code in that the total amount of authorized capital stock of said corporation shall be ONE THOUSAND AND NO/100 (\$1,000.00) DOLLARS, and that said amount of money will be received subsequent to June 30, 1958; and that there is no prior offering of stock nor any portion thereof now outstanding in or by this corporation.

The following plan is therefore adopted, pursuant to Section 1244 of the Internal Revenue Code:

1. The maximum amount of money to be received for the capital stock of said corporation shall be \$1,000.00;
2. The capital stock shall be divided into 100 shares of common stock, with a par value of \$10.00 per share;
3. The amount of capital stock with which the corporation shall begin business is \$1,000.00;
4. All of the stock of said corporation shall be of one class, and same shall be common stock;
5. The offering period of this stock shall be from February 1, 1986 through January 31, 1987;
6. All stock issued under this plan shall be issued for cash or other property stated in cash values, but none is to be issued for stock and securities;
7. This plan is adopted with the understanding that all provisions of Section 1244c for the purposes of defining Section 1244c Stock and for the purpose of defining a small business corporation are applicable to Norville, Randolph & Young, Inc.

IN WITNESS WHEREOF, we, T. Peyton Norville, III, Richard R. Randolph, III and Herbert F. Young, Jr., being the incorporators hereinabove named, have hereunto set our hands and seals on this the 31 day of January, 1986.


T. Peyton Norville, III (SEAL)


Richard R. Randolph, III (SEAL)


Herbert F. Young, Jr. (SEAL)

STATE OF ALABAMA

COUNTY OF

Jefferson

X
X
X

Before me, the undersigned authority, a Notary Public, in and for said County, in said State, personally appeared T. Peyton Norville, III, Richard R. Randolph, III and Herbert F. Young, Jr., whose names appear affixed to the foregoing Declaration of Incorporation of Norville, Randolph & Young, Inc. and who are personally known to me, did acknowledge that they, being aware and informed of the contents thereof did voluntarily execute aforesaid Declaration of Incorporation, for the purpose therein stated, the day the same bears date.

GIVEN under my hand and official seal this, the 31st day of January, 1986.

(NOTARY SEAL)

Cosette Stephenson
NOTARY PUBLIC

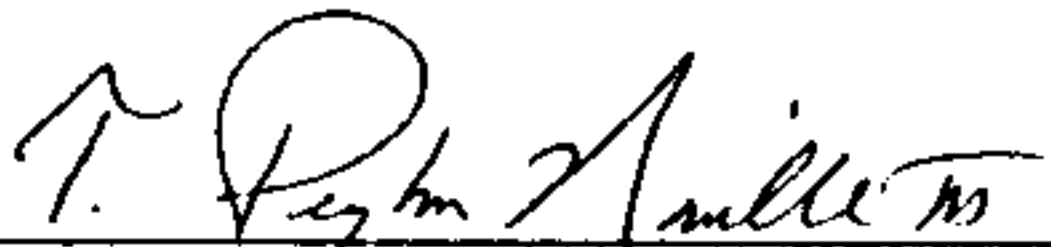
BOOK 29 PAGE 728

BOOK

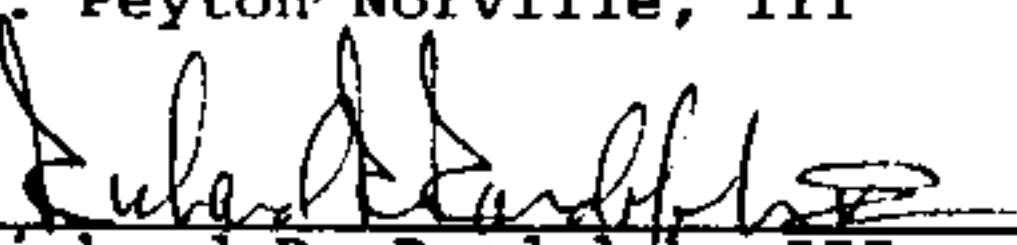
SUBSCRIPTION LIST

We, the undersigned, hereby subscribe for the number of shares in the amount and payable as set opposite our names, of the capital stock of NORVILLE, RANDOLPH & YOUNG, INC., a corporation, and being organized under the laws of the State of Alabama:


<u>Name of Subscriber</u>	<u>Number of Shares Subscribed For</u>	<u>Consideration</u>
T. Peyton Norville, III	33 1/3	\$333.33
Richard R. Randolph, III	33 1/3	\$333.33
Herbert F. Young, Jr.	33 1/3	\$333.34



T. Peyton Norville, III



Richard R. Randolph, III



Herbert F. Young, Jr.

STATE OF ALABAMA

COUNTY OF Jefferson

X
X
X

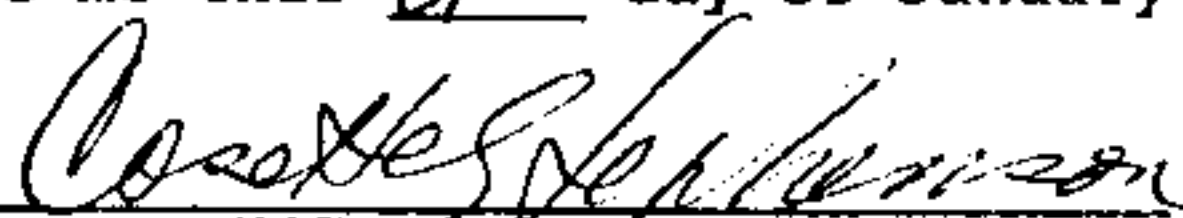
Before me, the undersigned authority, a Notary Public, in and for said State and County, personally appeared T. Peyton Norville, III, who is known to me, and who being by me first duly sworn, deposes and says that he is the person designated by the incorporators of Norville, Randolph & Young, Inc., a corporation, to receive subscriptions to the capital stock of said corporation, and that the above and foregoing is the subscription list of the incorporation thereof; that said incorporation has been paid in full for such shares of stock as set opposite the respective name of said subscriber on said subscription list and in the manner therein described.



T. Peyton Norville, III

Sworn to and subscribed before me this 31st day of January, 1986.

(NOTARY SEAL)



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 _____

Norville, Randolph and Young, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Norville, Randolph and Young, 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 _____. 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.

February 5, 1986 - expires 6-6-86

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION

OF

Norville, Randolph & Young, 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 Norville, Randolph & Young, 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 Norville, Randolph & Young, 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 February, 19 86.

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

1986 FEB -7 PM 4:23

Thomas A. Shouder, Jr.
JUDGE OF PROBATE

Thomas A. Shouder, Jr.
Judge of Probate

