

334
ARTICLES OF INCORPORATION
OF
CLASSIC TOURS AND TRAVEL, INC.

STATE OF ALABAMA

SHELBY COUNTY

UNDER AND BY VIRTUE of Chapter 2A of Title 10, 1975 Code of Alabama, known as the "Alabama Business Corporation Act", effective January 1, 1981, and the Laws of the State of Alabama, the undersigned Jeri A. Vandiver, Jerry D. Vandiver, and Alice Ann Vandiver, for the purpose of forming a corporation under the Alabama Business Corporation Act to carry on the business hereinafter named, hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this Corporation is CLASSIC TOURS AND TRAVEL, INC., an Alabama Corporation.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The objects and purposes for which this Corporation is formed are as complete and to the same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under the Laws of the State of Alabama, and its powers and rights include all of those provided for and enumerated by the general Laws of the State of Alabama and by Chapter 2A of Title 10, 1975 Code of Alabama, known as the "Alabama Business Corporation Act". This Corporation shall have the power to conduct and carry on any and all lawful business or activity for which corporations may be incorporated under Chapter 2A of Title 10, 1975 Code of Alabama, and the general laws of the State of Alabama.

ARTICLE IV

INCORPORATORS

The name and place of residence of the Incorporators of this Corporation are as follows:

NAME

RESIDENT ADDRESS

✓ Jeri A. Vandiver

2949 Riverwood Terrace
Birmingham, AL 35243

Classic Tours
P.O. # 36956
D.A.

Jerry D. Vandiver

5029 Kerry Downs Road
Birmingham, AL 35243

Alice Ann Vandiver

5029 Kerry Downs Road
Birmingham, AL 35243

ARTICLE V

CAPITAL STOCK

The amount of the total authorized capital stock shall be ONE THOUSAND (\$1,000.00) DOLLARS divided into 1,000 shares of common stock of the par value of \$1.00 per share. The shareholders shall have the right to increase or decrease the capital stock to such sum or sums as they desire and as permitted by the Laws of the State of Alabama.

ARTICLE VI

REGISTERED OFFICE - INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of this Corporation is Suite 126, Building Two, Riverchase Office Plaza, Birmingham, AL, 35244.

The initial registered agent of this Corporation at this same location and address is Jeri A. Vandiver.

ARTICLE VII

INITIAL DIRECTORS

The initial Board of Directors of this Corporation shall consist of three (3) members.

The name and place of residence of the persons who are to serve as Directors of the initial Board of Directors until the first meeting of the shareholders or until their successor be elected and qualified are:

NAME

RESIDENT ADDRESS

Jeri A. Vandiver

2949 Riverwood Terrace
Birmingham, AL 35243

Jerry D. Vandiver

5029 Kerry Downs Road
Birmingham, AL 35243

Alice Ann Vandiver

5029 Kerry Downs Road
Birmingham, AL 35243

ARTICLE VIII

SPECIAL PROVISIONS

In furtherance and not in limitation of the powers conferred by statute, the following provisions for the regulation of this Corporation, its shareholders and Directors are hereby established:

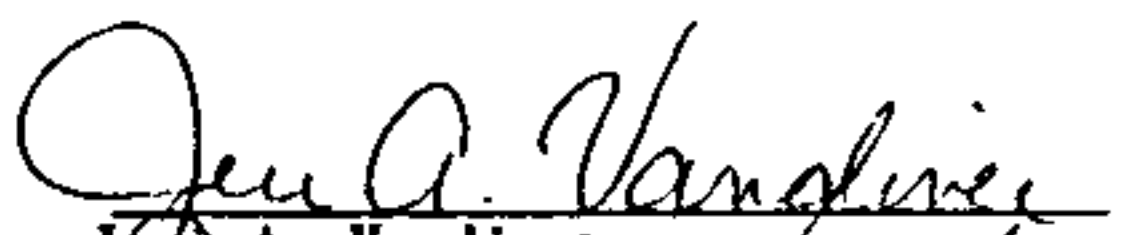
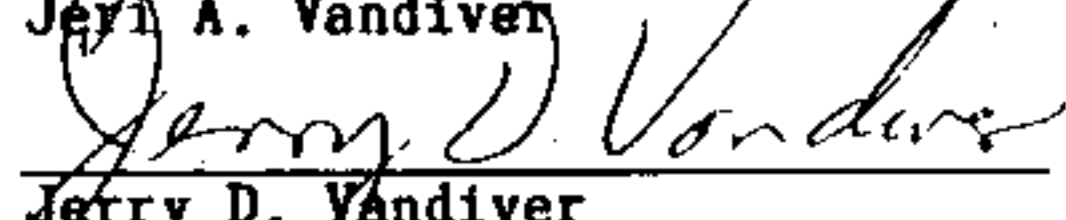
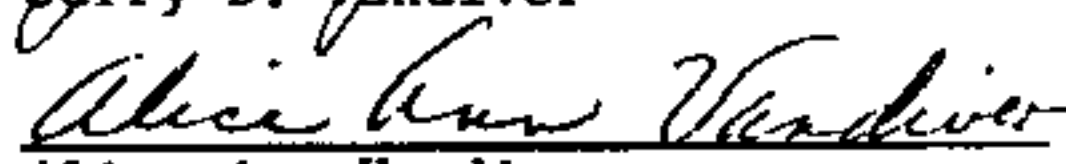
(a) The Board of Directors shall have power to alter, amend and repeal the Bylaws of this Corporation or adopt new Bylaws for this Corporation at any regular or special meeting of the Board, provided that the Board of Directors may not alter, amend or repeal any Bylaw which establishes the time or place of shareholders' meetings, or what constitutes a quorum at such shareholders' meetings, or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.

(b) The shareholders may alter, amend or repeal the Bylaws of this Corporation or adopt new Bylaws for this Corporation at any annual meeting or at a special meeting called for the purpose, and all Bylaws made by the Directors may be altered or repealed by the shareholders.

(c) Any action required or permitted to be taken at any meeting of the shareholders or of the Board of Directors may be taken without a meeting if prior to such action a written consent setting forth the action so taken is signed by all shareholders or by all members of the Board of Directors, as the case may be, and such written consent is filed with the minutes of the proceeding of the shareholders or Board of Directors.

(d) Insofar as not prohibited by applicable law, no contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by reason of the fact that any one or more of the shareholders, Directors or Officers of this Corporation is, or are, interested therein, or is a shareholder, director or officer or are shareholders, directors or officers of such other corporation. Each and every person who is or may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself, or any firm, association or corporation in which he may be in anywise interested.

IN WITNESS WHEREOF, the undersigned Incorporators, for the purpose of forming a business corporation under the Alabama Business Corporation Act, and Laws of the State of Alabama, have hereunto signed and subscribed their names and caused these Articles of Incorporation to be filed for record in the Office of the Judge of Probate of Shelby County, Alabama, and do hereby certify that the facts therein stated are true.


Jerry A. Vandiver

Jerry D. Vandiver

Alice Ann Vandiver



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

Classic Tours and Travel, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Classic Tours and Travel, 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.

January 13, 1986- expires 5-14-86

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION

OF

Classic Tours and Travel, 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 Classic Tours and Travel, 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 Classic Tours and Travel, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 6th day of March, 19 86.

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT TO BE FILED

1986 MAR -6 PM 4:08

JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate