

529

ARTICLES OF INCORPORATION  
OF  
B. J. LAND COMPANY, INC.

KNOWN ALL MEN BY THESE PRESENTS: That for the purpose of forming a corporation under the Alabama Business Corporations Act, as last amended, Dr. Betty J. Pritchard, Paul T. Pritchard, Paula J. Haddock, Pamela J. Neal, Paul T. Pritchard, Jr., each of whom is over the age of nineteen years, desiring to organize a body corporate under the laws of the State of Alabama, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation is B. J. Land Company, Inc. and the Corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

ARTICLE II

The period of duration of the Corporation shall be perpetual.

ARTICLE III

The objects and purposes for which the Corporation is formed are as follows:

Counseling and Testing, General Sales and Purchasing, and Investments. The transaction of any or all other lawful business for which such Corporation may be incorporated under the Alabama Business Corporations Act as last amended.

ARTICLE IV

The aggregate number of shares which the Corporation shall have the authority to issue shall be One Hundred (100) shares of common stock at a par value of Ten Dollars (\$10.00) per share. The total of authorized stock is thus One Thousand Dollars (\$1,000.00) and all of said stock shall be common and none shall be preferred stock, or stock of a different class. The Corporation will begin business with One Thousand shares of said common stock of the aggregate value of One Thousand Dollars (\$1,000.00) fully paid for as shown by the subscription list hereinafter set out.

ARTICLE V

The address of the initial registered agent of the Corporation is 2304 Lake Side Drive, Birmingham, Al 35244 and the name of its initial registered agent at such address is Paul T. Pritchard.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is five (5) 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 and shall qualify are:

<u>NAME</u>	<u>SHARES</u>
Dr. Betty J. Pritchard	35
Paul T. Pritchard	35
Paula J. Haddock	10
Paula J. Neal	10
Paul T. Pritchard, Jr.	10

#### ARTICLE VII

The name and addresses of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Paul T. Pritchard	2304 Lake Side Drive Birmingham, Al 35244	Sec't/Treas

#### ARTICLE VIII

The Corporation is a close corporation authorized by Section 10-2-313, Code of Alabama (1975), as amended.

#### ARTICLE IX

Each of the subscribers or incorporators respectively agrees that no stock shall be sold or otherwise alienated by any holder thereof until the same shall be offered in writing at its book value to the corporation for thirty (30) days; such writing to be filed with the secretary of the corporation, and a copy thereof mailed to each known stockholder of the corporation. In the event the corporation does not exercise said option, or it gives notice in writing during said thirty (30) day period that it does not wish to exercise said option, then said stock shall be offered to the individual stockholders on a pro-rata basis for a period of thirty (30) days and any stockholder's share not purchased, shall be offered to those stockholders exercising their option on a pro-rata basis, it being the intent of the incorporators that the corporation shall have first option of the purchase or transfer of its stock, or any portion thereof, and that the stockholders shall have the second option of purchase or transfer of the stock of the corporation. This restrictive transfer applies to transfer between stockholders, as well as transfer to non-stockholders. In the event of the death of any stockholder or dissolution of any corporate stockholder, the shares owned by said stockholder shall be offered for

sale or transfer in compliance with the conditions set out above, and each stockholder binds himself, his heirs and assigns thereto. A written restriction shall appear upon the certificates of stock of the corporation in compliance with the adherence to the terms and requirements of Section 10-2(a)-41 and Section 10-2(a)-301, Code of Alabama (1975), as amended.

#### ARTICLE X

For purposes of determining the number of holders of record of stock of the corporation, stock which is held in joint tenancy or common tenancy or by the entireties shall be treated as held by one stockholder.

#### ARTICLE XI

All of the corporation's issued shares of all classes, exclusive of treasure shares, shall be held of record by not more than thirty (30) persons.

The formation of the corporation as a close corporation has been authorized by the affirmative vote of all holders of and subscribers to shares of the corporation.

Dated this the 7 day of March, 1986.

  
PAUL T. PRITCHARD, Incorporator



# 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. J. Land Company, 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. J. Land Company, 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 ~~Jefferson~~. 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 28, 1986 - expires 6-29-86

Date

*Don Siegelman*

Don Siegelman

Secretary of State

# State of Alabama

Shelby County

## CERTIFICATE OF INCORPORATION

OF

B.J. Land Company, 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.J. Land Company, 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.J. Land Company, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 14th day of March, 19 86

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

1986 MAR 14 PM 4:55

Thomas A. [Signature]  
Judge of Probate

Thomas A. [Signature]  
JUDGE OF PROBATE

