

544
This instrument prepared by Wade
H. Morton, Jr., Attorney at Law
South Main Street, P O Box 1227
Columbiana, Alabama 35051-1227

ARTICLES OF INCORPORATION

OF

A & H SOFTWARE, 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 Russell L. Anthony, Roy H. Hadaway and June A. Hadaway, 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 A & H SOFTWARE, INC., an Alabama corporation.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

OBJECTS, PURPOSES AND POWERS

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." These objects and purposes specifically include, but are not limited to, authorship, installation, support and marketing, both at wholesale and retail, of computer software programs, including a copyrighted program for order and entry systems.

In addition to the objects and purposes stated aforesaid, this Corporation shall have the power to conduct and carry on any and all lawful business or activity for which corporations may be incorporated

BOOK 030 PAGE 586

under Chapter 2A of Title 10, 1975 Code of Alabama, and the general laws of the State of Alabama.

ARTICLE IV

CAPITAL STOCK

The amount of the total authorized capital stock shall be TEN THOUSAND (\$10,000.00) DOLLARS divided into 1,000 shares of common stock of the par value of \$10.00 per share.

The total amount of the capital stock subscribed for and issued and with which this Corporation shall commence business shall be FIVE THOUSAND and NO/100 (\$5,000.00) DOLLARS divided into 500 shares of common stock of the par value of \$10.00 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 V

INCORPORATORS

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

<u>NAME</u>	<u>RESIDENT ADDRESS</u>
Russell L. Anthony	2643 Payden Place Birmingham, Alabama 35226
Roy H. Hadaway	Post Office Box 353 Calera, Alabama 35040
June A. Hadaway	Post Office Box 353 Calera, Alabama 35040

ARTICLE VI

REGISTERED OFFICE - INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of this Corporation is 8th Avenue & U.S. Highway 31 North, Post Office Drawer H, Calera, Shelby County, Alabama 35040.

The initial registered agent of this Corporation at this same location and address is, Roy H. Hadaway.

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:

NAMERESIDENT ADDRESS

Russell L. Anthony

2643 Payden Place
Birmingham, Alabama 35226

Roy H. Hadaway

Post Office Box 353
Calera, Alabama 35040

June A. Hadaway

Post Office Box 353
Calera, Alabama 35040ARTICLE VIIISPECIAL 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.

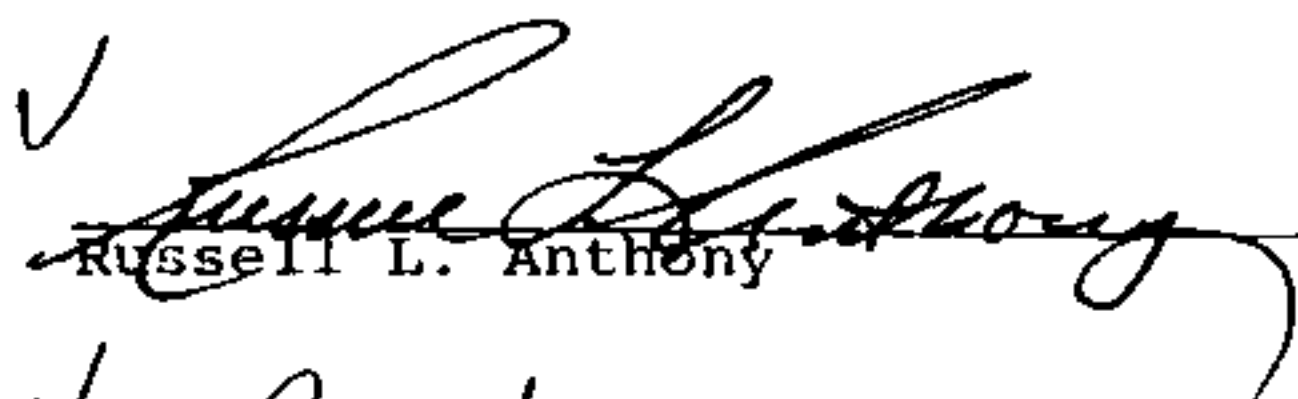
(b) The shareholders may alter, amend or repeal the Bylaws of this Corporation or adopt new Bylaws for this Corporation at any annual meeting or at a special meeting called for the purpose, and all Bylaws made by the Directors may be altered or repealed by the shareholders.

(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 proceeding of the shareholders or Board of Directors.

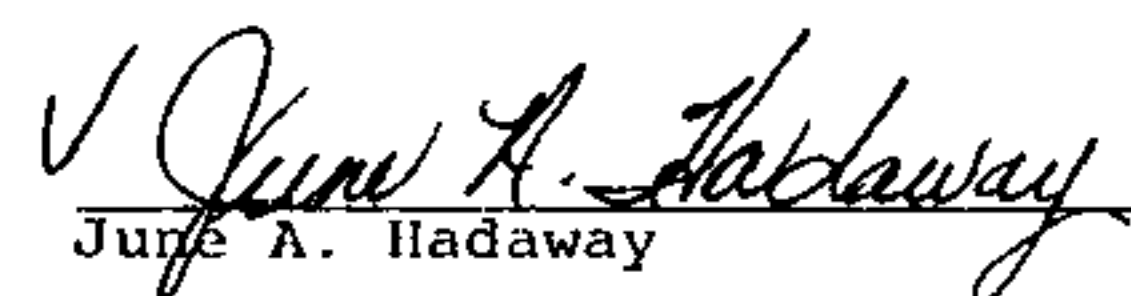
(d) Insofar as not prohibited by applicable law, no contract, or other transaction between this Corporation and any other corporation shall be affected or invalidated by reason of the fact that any one or more of the shareholders, Directors or Officers of this Corporation is, or are, interested therein, 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, on this 3rd day of June, 1986.

✓  (SEAL)
Russell L. Anthony

✓  (SEAL)
Roy H. Hadaway

✓  (SEAL)
June A. Hadaway

BOOK 030 PAGE 583



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 _____

A & H Software, Inc.

is reserved as available based only upon an examination of the corporation records

on file in this office for the exclusive use of A & H Software, 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.

May 21, 1986 - expires 9-19-86

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY **County**

CERTIFICATE OF INCORPORATION

OF

A & H SOFTWARE, 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 A & H Software, 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 A & H Software, Inc., and attaches

hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 9th day of June, 1986.

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

1986 JUN -9 PM 3:39

Thomas A. Smucker, Jr.
JUDGE OF PROBATE

Thomas A. Smucker, Jr.
Judge of Probate

RECORDING FEES

Recording Fee	\$ <u>35.00</u>
Index Fee	<u>1.00</u>
TOTAL	\$ <u>36.00</u>

