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ARTICLES OF INCORPORATION

OF

JIM LEAVITT BUILDERS, INC.

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

FIRST: The name of the Corporation is JIM LEAVITT BUILDERS, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the Corporation is organized are:

Engage in the designing and construction of homes for sale to the public, to carry on and conduct a design, construction and sales organization, individually, and as a group; to act as a designer for all types of homes; to construct, buy, and sell homes, and to construct the component parts into a finished home; to contract for the purchase and sale of land; to contract with subcontractors for the construction of homes; to sell residences of any kind and nature and to execute contracts or to receive assignments of contracts therefor or relating thereto; also to manufacture and furnish supplies connected with the construction of homes; and to do any and all things necessary and incident to the business of the corporation, and to exercise or possess the powers herein set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is ONE THOUSAND (1,000) shares, common stock, with a par value of ONE DOLLAR (\$1.00) per share.

FIFTH: The regulation of the internal affairs of the Corporation shall be by By-Laws.

SIXTH: The address of the initial registered office of the Corporation is:

723 Second Avenue, Northwest  
Alabaster, Alabama 35007.

The name of its initial Registered Agent at such address is:

James Edward Leavitt.

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Kracke, Tompson, Ellis

SEVENTH:

The number of Directors constituting the initial Board of Directors of the Corporation is two (2), 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>ADDRESS</u>
James Edward Leavitt	723 Second Avenue, Northwest Alabaster, Alabama 35007
Kelly Jeter Leavitt	723 Second Avenue, Northwest Alabaster, Alabama 35007.

EIGHTH:

The name and address of each Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
James Edward Leavitt	723 Second Avenue, Northwest Alabaster, Alabama 35007
Kelly Jeter Leavitt	723 Second Avenue, Northwest Alabaster, Alabama 35007.

NINTH:

Each Stockholder shall have a preemptive right to purchase shares of any class of capital stock of the Corporation, including treasury shares.

TENTH:

The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the Corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the Corporation available therefor.

ELEVENTH:

The Corporation shall have and may exercise any and all powers which a Corporation incorporated under the Alabama Business Corporation Act may have and exercise. Without in any way limiting the foregoing, this Corporation shall have the power to endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefor, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, scrip, coupons, contracts or other obligations or evidences of indebtedness, or the

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performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth of the corporations, associations, or persons involved, and of the relative amounts of obligations involved, this Corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in this Corporation, or (B) which owns stock in another corporation, which owns stock in this Corporation, or (C) in which this Corporation owns stock, or (D) in which another corporation owns stock which also owns stock in this Corporation, or (E) in which any one or more persons who own stock in this Corporation also own stock, or (F) which or who has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guarantee, or suretyship, with respect to all or any such obligations, evidences of indebtedness, or contracts of this Corporation, or which may engage with this Corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

DATED: March 20, 1987.

JIM LEAVITT BUILDERS, INC.

By James Edward Leavitt  
JAMES EDWARD LEAVITT, President

By Kelly Peter Leavitt  
KELLY PETER LEAVITT, Secretary/Treasurer

SUBSCRIPTION AGREEMENT

WE, the undersigned, do hereby severally subscribe for and agree to take and pay for the amount of stock set opposite our respective names, said stock to be issued by JIM LEAVITT BUILDERS, INC., an Alabama corporation (the "Corporation"). We understand and agree that the capital stock subscribed for is to be paid for in full at such time, as shall be directed by the Board of Directors and that upon payment, a Certificate will be issued for the number of shares we have severally subscribed. Any call made by the Board of Directors for payment on subscriptions shall be uniform as to all shares of the same class. In the case of default in the payment of any installment or call when due, the Corporation may proceed to collect the amount due in the same manner as any debt due the Corporation.

We further understand and agree that the By-Laws of the Corporation may subscribe other penalties for failure to pay installments or calls that may become due, but no penalty working a forfeiture of a subscription or of the amounts paid thereon, shall be declared against any subscriber, unless the amount due thereon remains unpaid for a period of twenty (20) days after written demand has been made therefor. If mailed, such written demand shall be deemed to be made when deposited in the United States Mail, in a sealed envelope, addressed to the subscriber at his last post office address known to the Corporation, with postage thereon prepaid.

In the event of the sale of any shares by reason of any forfeiture, the excess of proceeds realized over the amount due and unpaid for such shares shall be paid to the delinquent subscriber or to his legal representative.

Common stock at ONE DOLLAR (\$1.00) per share.

<u>NAME OF SUBSCRIBER</u>	<u>NO. OF SHARES SUBSCRIBED FOR</u>	<u>CONSIDERATION</u>
James Edward Leavitt	501	\$ 501.00
Kelly Jeter Leavitt	499	\$ 499.00

JIM LEAVITT BUILDERS, INC.

By James Edward Leavitt  
Its President



# STATE OF ALABAMA

I, Glen Browder, 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 Jim Leavitt Builders, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Jim Leavitt Builders, 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.

March 18, 1987 - expires 7-17-87

Date

Glen Browder

Glen Browder

Secretary of State

# State of Alabama

SHELBY County

## CERTIFICATE OF INCORPORATION OF

JIM LEAVITT BUILDERS, 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 JIM LEAVITT BUILDERS, INC., duly signed pursuant to the provisions 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 JIM LEAVITT BUILDERS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 2nd day of APRIL, 19 87.

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

1987 APR -2 AM 8:43

Thomas A. Snowden, Jr.  
JUDGE OF PROBATE

Thomas A. Snowden, Jr.  
Judge of Probate

1. Bond for	35.00
2. Insurance	1.00
TOTAL	36.00

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