

1201
ARTICLES OF INCORPORATION
OF

AMERICAN ADVERTISING DISTRIBUTORS OF
CENTRAL ALABAMA, INC.

The Undersigned, acting as incorporator(s) of a corporation under the Alabama Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is American Advertising Distributors of Central Alabama, Inc..

SECOND

The period of its duration is perpetual.

THIRD

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

(a) To conduct business for general public in mail order advertisement and sales.

(b) The transaction of any or all lawful business for which corporations may be incorporated under this Act.

FOURTH

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares.

FIFTH

Provisions for the regulation of the internal affairs of the corporation are:

(a) A Board of Director(s) shall be subject to election at each annual meeting of the stockholder(s) or in the absence of such election at an adjourned meeting of

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✓ Chamber & Harris
Attorneys at Law

Suite 211
601 Bacon Parkway West
Birmingham, Alabama 35209

045-8811

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stockholder(s) or special meeting of stockholder(s) thereafter held in accordance with the By-Laws.

(b) Other officers shall be elected or appointed by the Director(s) and or/such committee or officer as may be provided by the By-Laws or by resolution of the Board of Director(s).

(c) The number of Director(s) of the corporation shall be fixed from time to time by the By-Laws or by resolution of the stockholder(s) and may be increased or diminished by change in the By-Laws, or by a resolution of the stockholder(s) at any regular or special meeting provided that the Board shall consist of not less than one nor more than fourteen directors. Any authorized increase in the number of directors may be filled by vote of the stockholder(s) at any regular or special meeting. In the event of any vacancy in the Board of Director(s) through death, resignation, disqualification or other cause, the remaining director or the unexpired portion of the term of the director or directors whose place or places shall be vacant and until the election of a successor.

(d) Unless and until changed by the By-Laws, annual meetings of the stockholders(s) shall be held on the next second Tuesday of March and each year thereafter on a like day at which the Board of Director(s) shall be elected by the stockholder(s) and immediately after the adjournment of the annual or other meeting at which a new Board of Director(s) shall be elected or at such other time and place as may be designated at any such meeting of stockholder(s), said Board of Director(s) shall convene and elect the remaining officer(s) of the company. Each Director shall hold his office until the next annual or subsequent meeting of stockholder(s) at which a full Board shall be elected, provided, however, that the stockholder(s) may by action of a majority thereof, at a special meeting, remove the Board of Director(s), or any member thereof, or any officer or officers and elect successors thereto.

(e) Any action required or proposed to be taken by the Director(s) stockholder(s) of any class, or any executive or other committee, may be validly effected in the following manner without notice or formal meeting: Any resolution or proceeding approved in writing by all of the stockholder(s), Director(s) or members of such committee, as the case may be, by the subscription of their names in writing to the same or concurrent instruments shall be valid and effective

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as if such action were adopted by the same vote at a regularly called meeting of such stockholder(s), director(s) or committee as the case may be and shall be effective as of the date therein expressed, or, if no effective date shall be designated, as of the date on which the same shall be filed and noted by the Secretary; and such resolution shall thereupon be entered in the minutes of the corporation under such effective date.

(f) Any officer elected or appointed by the Board of Director(s) may be removed at any time by the affirmative vote of a majority of the whole Board of Director(s), but any other officer or employee of the corporation may be removed at any time by the vote of the Board of Director(s) or by any committee or by any superior officer whom authority in the premises may have been delegated by the By-Laws or by resolution of the Directors.

(g) The Board of Director(s), by the affirmative vote of a majority of the whole board, may appoint from the Director(s) an Executive Committee, of which a majority shall constitute a quorum, and, such Committee shall have and exercise any and all of the powers of the Board of Director(s), including the power to cause the seal of the Corporation to be affixed to all papers that may require it.

(h) The Board of Director(s), by the affirmative vote of a majority of the whole Board, may appoint other standing committees and such standing committee shall have and may exercise such powers as shall be conferred or authorized by resolution of the Board; and the Board of Director(s) may, in like manner, confer such authority upon any officer or agent or attorney of the corporation as it may deem wise.

(i) The Board of Director(s) may appoint not only other officers of the corporation, but also one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and, all the powers of the President, or the Treasurer and of the Secretary, respectively.

(j) The Board of Director(s) shall have the power from time to time to fix and direct and determine the use and disposition of any surplus over and above the capitol stock paid in, and shall be authorized to disburse any gratuities or donations for the corporation.

(k) No contract or other transaction between this corporation and any other corporation and no act of this

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corporation shall in any way be affected or invalidated by the fact that any of the officer(s) or director(s) of this corporation are pecuniarily or otherwise interested in, or are director(s) or officer(s) of such corporation; any director individually or any firm of which any director may be a member may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation; any director of this corporation who is also a director of or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Director(s) of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(1) In the event the corporation on formation shall have by inadvertence failed to comply with all applicable provisions of the Laws of the State of Alabama governing the formation of corporations, the provisions of these Articles shall be deemed to be amended to correct any errors or supply any omissions as of the date of filing hereof.

SIXTH

The address of the initial registered office of the corporation is:

1504 Citation Terrace
Helena, Alabama 35080

and the name of its initial registered agent(s) at such address is:

Gerald F. Duke, Jr. and Thomas W. Hrabovsky

SEVENTH

The number of directors constituting the initial board of director(s) of the corporation is, and the name(s) and address(s) of the person(s) who are to serve as directors until the first annual meeting of shareholder(s) or until their successor(s) are elected and shall qualify are:

NAME

ADDRESS

Gerald F. Duke, Jr., President

1504 Citation Terrace
Helena, AL 35080

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Thomas W. Hrabovsky, Vice President 5552 Hunters Hill Rd.
Birmingham, AL 35210

EIGHTH

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Gerald F. Duke, Jr.	1504 Citation Terrace Helena, AL 35080
Thomas W. Hrabovsky	5552 Hunters Hill Rd. Birmingham, AL 35210

NINTH

Each shareholder shall have a preemptive right to purchase shares of any class of capitol stock of the corporation, including treasury shares.

TENTH

No shareholder may sale or transfer any share of his or her stock interest in the corporation without first obtaining the consent and approval of all other shareholders of the corporation. This restriction on the transfer of the corporation's stock is based upon the following purpose:

(a) To maintain the corporation's status as an electing small business corporation, as defined in Subchapter S of the United States Internal Revenue Code of 1954 or any later such code, in the amended form in which the same shall be effective with reference to such electing small business corporation.

ELEVENTH

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

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TWELFTH

All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than fifteen (15) persons.

Any amendment to terminate the corporation's status as a close corporation, must be approved by a majority of all stockholders.

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.

THIRTEEN

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.

FOURTEEN

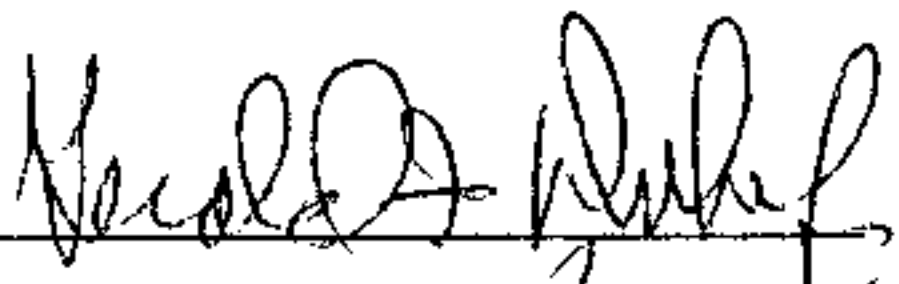
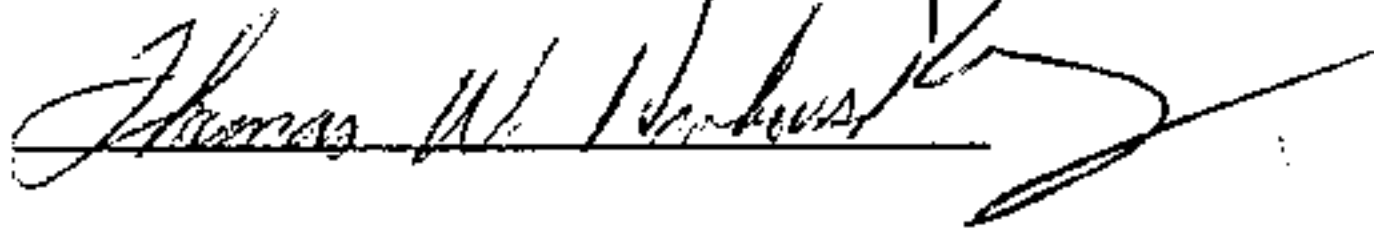
The corporation shall have and may exercise any and all powers which a corporation incorporated under the Alabama Business Corporation Act and may have and exercise. Without in any way limiting the foregoing, this corporation shall have the power to endorse, or otherwise guarantee, or become a surety 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 performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or 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

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other profit, consideration, if any, irrespective of the relative net worth of the corporation, 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.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 5th day of May, 1987.

Dated MAY 5 , 1987.

Document prepared by:

CHAMBLEE & HARRIS

Donald R. Harris, Jr.
Suite 211 - 601 Beacon Parkway, West
Birmingham, Alabama 35209



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 American Advertising Distributors of Central Alabama, Inc. is reserved

as available based only upon an examination of the corporation records on file in

033 PAGE 409 BOOK this office for the exclusive use of American Advertising Distributors of Central Alabama, 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 26, 1987~~ expires ~~7-25-87~~
Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

AMERICAN ADVERTISING DISTRIBUTORS OF CENTRAL ALABAMA, 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 AMERICAN ADVERTISING DISTRIBUTORS OF CENTRAL ALABAMA, 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 AMERICAN ADVERTISING DISTRIBUTORS OF CENTRAL ALABAMA, 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 MAY, 19 87.

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

1987 MAY 14 PM 3:33

Thomas A. Brumley, Jr.
JUDGE OF PROBATE

Thomas A. Brumley, Jr.
Judge of Probate

RECORDING FEES

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

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