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C E R T I F I C A T E O F I N C O R P O R A T I O N
O F
C A N D S B E A U T Y P R O D U C T S , I N C .

STATE OF ALABAMA)
SHELBY COUNTY)

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

We, the undersigned, desiring to form a corporation under the laws of the State of Alabama, do hereby adopt the following Certificate of Incorporation.

ARTICLE 1

NAME

The name of the Corporation shall be C & S Beauty Products, Inc.

ARTICLE 11

PURPOSE

The purposes for which the Corporation is formed are to do any and all things hereafter set forth, to the same extent as natural persons might or could do as partner, principal or agent, namely;

1. To sell, distribute and merchandise beauty aid products and hair styling products, both wholesale and retail.

2. To act as a distributor for Goldwell International Hair Care Products in the State of Alabama and Panhandle district of Florida.

3. To acquire, own, mortgage, rent, develop, and otherwise deal in and dispose of real and personal property.

C. S. Beauty Products
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4. To acquire the goodwill, franchises, rights, property, stock and assets of any and all kinds and to assume or undertake the whole or any part of the liabilities of any person, firm, association or corporation, on such terms, and conditions as may be agreed upon and to pay for same in any manner authorized by the Board of Directors of the Corporation.

5. To borrow money and raise money for the business of the Corporation in any manner as the Board of Directors may determine necessary.

6. To engage in any transaction involving real or personal properties.

7. To carry out the purposes hereinabove set forth, the Corporation shall have and exercise all the powers conferred on it by the laws of the State of Alabama, including, but not limited to the following.

8. To enter into, make, perform and carry out, or cancel and rescind contracts for any lawful purposes pertaining to its business.

9. To issue, purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares, whether direct or indirect as to the extent of its capital surplus available therefor.

10. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation, or other entity, to the extent that such guaranties are made in pursuance to the purposes set forth in this Article.

11. To do all and everything necessary, suitable or proper for the accomplishment of any of the enumerated purposes or any other

purpose which the Directors may deem advantageous for the Corporation, the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in conjunction with other corporations, firms or individuals, and either as principals or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them.

12. To negotiate all contracts in the regular course of business, including the purchase, sale and exchange of real and personal property for the Corporation for such considerations and upon such terms as the President deems best for the best interest of the Corporation and to borrow money for and in behalf of the Corporation. The President or the Vice-President shall execute and deliver all deeds, mortgages, leases, contracts, releases and other instruments to which this Corporation is authorized to become a party. In the exercise of this authority no action shall be required by the Board of Directors. All deeds, mortgages and other instruments which by general practice are attested, shall be attested by the Secretary.

13. The absence of the corporate seal from any document shall not affect its validity even though its affixing may be recited. The Board of Directors is empowered to authorize and cause to be executed deeds, mortgages, liens and other conveyances by other officers of the Corporation for all or any part of the real and personal property of the Corporation.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the Corporation, and the enjoyment and exercise thereof, conferred by laws of the State of Alabama.

ARTICLE 111

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation shall be 5009 Indian Valley Road, Birmingham, Alabama, 35244.

The registered agent of the Corporation shall be Joseph E. Cromwell, Sr., 5009 Indian Valley Road, Birmingham, AL 35244.

ARTICLE 1V

CAPITAL STOCK

The total amount of the authorized capital stock of the Corporation shall be 1,000 shares of common stock of the par value of \$1.00 each, being \$1,000.00 authorized stock. The Corporation shall begin business with capital of \$1,000.00 composed of 1,000 shares of capital stock with a par value of \$1.00 per share, all of which has been subscribed and paid in.

ARTICLE V

AGENT TO RECEIVE SUBSCRIPTIONS

The name and post office address of the Agent designated by the Incorporators to receive subscriptions to the capital stock of this Corporation is Joseph E. Cromwell, Sr., 5009 Indian Valley Road, Birmingham, Alabama, 35244.

ARTICLE VI

INCORPORATOR, DIRECTOR, OFFICERS

The name and post office address of the Incorporators, and the number of shares subscribed by them, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Joseph E. Cromwell, Jr.	5009 Indian Valley Road Birmingham, AL 35244	250
Patricia Ann Cromwell	5009 Indian Valley Road Birmingham, AL 35244	250
Charles L. Shutt	608 16th Street North Bessemer, AL 35020	250
Lois Shutt	608 16th Street North Bessemer, AL 35020	250

The name and post office address of the Directors chosen the first year is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joseph E. Cromwell, Jr.	Birmingham, Alabama
Patricia Ann Cromwell	Birmingham, Alabama
Charles L. Shutt	Bessemer, Alabama
Lois Shutt	Bessemer, Alabama

The names, post office address and title of the officers chosen for the first year are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Joseph E. Cromwell, Jr.	5009 Indian Valley Road Birmingham, AL 35244	President
Charles L. Shutt	608 16th Street North Bessemer, AL 35020	Vice-President
Patricia Ann Cromwell	5009 Indian Valley Road Birmingham, AL 35244	Secretary
Lois Shutt	608 16th Street North Bessemer, AL 35020	Treasurer

ARTICLE VII

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE VI111

BYLAWS

The dates on which the Stockholders' annual meetings shall be held, the number of Directors and their terms of office, and the terms of office of the officers, and the powers and duties of the officers shall be fixed by the bylaws of the Corporation. The Stockholders shall have the power to make bylaws for the regulation and government of the Corporation, its agent, servants, officers, and for all other purposes not in conflict with the laws of the State of Alabama.

ARTICLE VI1111

SUBSCRIPTION LIST AND AGENTS STATEMENT

Attached hereto and marked Exhibit "A", and made a part hereof, and incorporated herein by reference, is a Statement Under Oath of Joseph E. Cromwell, Jr., the person designated by the Incorporators to receive subscriptions to the capital stock of said Corporation showing the amount of capital stock which has been paid in; and the Exhibit "B", attached hereto, and made a part hereof, and incorporated herein by reference, is a true and correct copy of the Subscription List showing the amount of the capital stock subscribed for by the said Incorporator and the amount in which the same is distributed and has been paid.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of this Corporation, does hereby subscribe their names this 15 day of May, 1987.


JOSEPH E. CROMWELL, JR.


CHARLES L. SHUTT

Patricia Ann Cromwell
PATRICIA ANN CROMWELL

Lois Shutt
LOIS SHUTT

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EXHIBIT "A"

STATEMENT UNDER OATH RELATIVE TO SUBSCRIPTIONS
TO C AND S BEAUTY PRODUCTS, INC.
A PROPOSED CORPORATION

STATE OF ALABAMA)
SHELBY COUNTY)

Before me, Barbara H. Salemi, a Notary Public, in and for
said County, in said State, personally appeared Joseph E. Cromwell,
Sr., who being by me first duly sworn, deposes and says as follows:

That he is the Agent or person designated by the Incorporators
of C and S Beauty Products, Inc., a proposed corporation, to re-
ceive subscriptions to the capital stock of said Corporation;

That, as shown by the Subscription List, hereto annexed, and
marked Exhibit "B", the amount of capital stock paid in is \$1,000.00
which said amount is all of the stock subscribed for, and is the
minium amount required by law;

That said \$1,000.00 has been paid in cash to affiant as such
Agent for the said Incorporators and none of the capital subscribed
for has been paid in by contracts in writing calling for the per-
formance of stipulated labor or services nor for the transfer or
conveyance of property.


JOSEPH E. CROMWELL, SR.

SWORN TO AND SUBSCRIBED before me, this 15 day of May, 1987.

NOTARY PUBLIC
My Commission Expires 9/25/90

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EXHIBIT "B"

SUBSCRIPTION LIST TO CAPITAL STOCK OF

C AND S BEAUTY PRODUCTS, INC.

A PROPOSED CORPORATION

STATE OF ALABAMA)
SHELBY COUNTY)

We the undersigned, do hereby severally subscribe for 1,000 shares of common stock, (250 shares for each of us) in the amount of \$1,000.00 and payable in cash, said stock to be issued by an Alabama Corporation to be named C and S Beauty Products, Inc., such stock being of the par value of \$1.00 per share. It is further understood and agreed by each of us that such stock will be paid for by the undersigned as the Incorporators of said Alabama Corporation upon the formation of same.


JOSEPH E. CROMWELL, JR.


PATRICIA ANN CROMWELL


CHARLES L. SHUTT


LOIS SHUTT



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 C&S Beauty Products, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of C&S Beauty Products, 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 _____.

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 17, 1987 - expires 7-16-87

Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

C & S BEAUTY PRODUCTS, 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 C & S BEAUTY PRODUCTS, 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 C & S BEAUTY PRODUCTS, 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 JUNE, 1987

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT IS TRUE

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Thomas A. Henderson, Jr.
JUDGE OF PROBATE

Thomas A. Henderson, Jr.
Judge of Probate

RECORDING FEES

Recording Fee \$ 35.00

Index Fee 1.00

TOTAL \$ 36.00

