

215

STATE OF ALABAMA §
SHELBY COUNTY §

This instrument prepared by:
Albert E. Ritchey
11 West Oxmoor Road, Suite 405
Birmingham, Alabama 35209

ARTICLES OF INCORPORATION

OF

SENSIBLE HOUSING, INC.

TO THE PROBATE JUDGE OF SHELBY COUNTY, ALABAMA:

UNDER AND BY VIRTUE of the Alabama Business Corporation Act, the undersigned incorporator does hereby make and file these Articles of Incorporation, pursuant to the provisions of said laws, to become thereunder a body corporate, for the purposes of carrying on the business hereinafter named, and hereby declare and certify:

ARTICLE I

The name of the Corporation shall be SENSIBLE HOUSING, INC.
The duration of this corporation shall be perpetual.

ARTICLE II

The principal place of business of said Corporation is located at 1503 1st Street North, Alabaster, Alabama 35007.

ARTICLE III

The objects and purposes for which this Corporation is formed are:

(a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used mobile homes, manufactured homes, modular homes, motor homes, automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all mobile homes, modular homes, motor homes and manufactured homes and all types of motor vehicles.

(b) To engage generally in the retail manufactured home business and to do and engage in any and all activities directly and indirectly advisable for the general purposes of the corporation.

(c) To engage in the transaction of any and all other lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

BOOK 034 PAGE 133

BOOK 034 PAGE 134

ARTICLE IV

The aggregate number of shares of stock which the Corporation shall have the authority to issue shall be One Thousand (1,000) Shares of common stock of the par value of One and 00/100 Dollar (\$1.00) per share.

ARTICLE V

The location and mailing address of the Corporation's registered agent is:

Mike Maske
1503 1st Street North
Alabaster, Alabama 35007

ARTICLE VI

The initial Board of Directors shall consist of one (1) person. The name and address of the person who shall serve as director until the first annual meeting of shareholders of the Corporation or until his successor is elected and qualified is:

Mike Maske
4946 Smith Trail
Pell City, Alabama 35125

ARTICLE VII

The name and address of the sole incorporator is:

Mike Maske
4946 Smith Trail
Pell City, Alabama 35125

ARTICLE VIII

The Shareholders of this Corporation shall have the right to increase or decrease the capital stock to such sum or sums as they may desire.

ARTICLE IX

This Corporation shall have all the rights, powers, privileges and immunities conferred by said laws and all other laws applicable thereto, whether herein specifically set out or not, all of which are hereby referred to and made a part hereof as fully as though set out herein.

ARTICLE X

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by these Articles of Incorporation, or by By-Laws hereafter adopted, and any amendments to the foregoing.

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To make and alter the By-Laws of this Corporation, but By-Laws so made by the Directors may be altered or repealed by the Directors or Shareholders;

(b) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any, accumulated profits shall be declared and paid as dividends, to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in;

(c) To make, from time to time (so far as may be permitted by law), temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.

The Corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE XI

This Corporation may from time to time issue its shares of stock for such consideration (but not less than par so long as the Corporation be solvent), as may be fixed from time to time by the Board of Directors, and may receive in payment thereof, in whole or in part, cash, labor done, or property actually received and applied to the Corporation's purposes. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor or property shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

This Corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor.

ARTICLE XII

This Corporation shall have a lien on its shares of stock for any debt or liability incurred to it by a Shareholder, before notice of a transfer or levy on such shares.

ARTICLE XIII

This Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of earned surplus or capital surplus available therefor.

ARTICLE XIV

All persons who shall acquire shares of stock in this Corporation shall acquire such shares subject to the provisions of these Articles of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the Corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XV

Every person (and the heirs, executors and administrators of such person) who is or was an officer, director or employee of the Corporation, or of any other corporation which such person served as such at the request of the Corporation, and of which the Corporation directly or indirectly is a Shareholder or creditor, or in which, or in the stocks, bonds, securities or other obligations of which it is in any way interested, may be indemnified by the Corporation against any and all liability and reasonable expense that may be incurred by such person in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the Corporation or such other company or otherwise), civil or criminal, or in connection with an appeal relating thereto, in which such person may become involved, as a party or otherwise, by reason of such person being or having been an officer, director or employee of the Corporation or such other corporation, or by reason of any action taken or not taken by such person in such capacity, whether such person continues to be an officer, director or employee at the time such liability or expense shall have been incurred, provided such person acted in good faith in what such person reasonably believed to be the best interests of the Corporation or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that such conduct was unlawful. As used herein, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid and settlements by or for such person. The termination of any claim, action, suit or proceeding, civil or criminal by judgment, settlement (whether with or without court approval) or conviction shall not create a presumption that such person does not meet the standards of conduct set forth herein.

Any indemnification hereunder shall be made at the discretion of the Corporation, but only if the Board of Directors shall find that such person has met the standards of conduct set forth in the preceding paragraph.

Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to indemnification hereunder.

The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled under any by-law, agreement, vote of Shareholders, or otherwise.

ARTICLE XVI

The Directors and/or Shareholders may waive, in writing, any requirement under the laws of the State of Alabama (where the laws permit such waiver) for the holding of a formal meeting with respect to any business to be transacted by this Corporation, and may transact the business of the Corporation by resolution executed or consented to in writing by all of the Directors and/or Shareholders without the formality of a meeting, which resolution when so executed or consented to shall be valid and binding on this Corporation in the same manner as if a meeting had been called with respect to such action and notice issued, as provided by the laws of the State of Alabama.

ARTICLE XVII

The private property of the Shareholders shall not be subject to payment of corporate debts to any extent whatsoever.

ARTICLE XVIII

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner, now or hereafter prescribed by statute, and all rights conferred on Shareholders herein are granted subject to this reservation.

IN TESTIMONY WHEREOF, the sole Incorporator has hereunto signed and subscribed his name and files these Articles for record in the Office of the Probate Judge of Shelby County, Alabama, for the purpose of forming a corporation, in pursuance of said laws, this the 1st day of September, 1987.


Mike Maske



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 Sensible Housing, Inc. is reserved

as available based only upon an examination of the corporation records on file in Sensible Housing, Inc.

this office for the exclusive use of _____

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.

August 20, 1987- expires 12-19-87

Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

SENSIBLE HOUSING, 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 SENSIBLE HOUSING, 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 SENSIBLE HOUSING, 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 SEPTEMBER, 1987

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

1987 SEP -2 AM 10:19

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

1. recording fee \$ 35.00
2. notary fee 1.00
TOTAL 36.00