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ARTICLES OF INCORPORATION
OF
LACEY & COMPANY, INC.

The undersigned, acting as the incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Lacey & Company, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is formed

are:

- (a) The purchase, development and sale of real property.
- (b) The transaction of any and all other lawful business for which such corporations may be incorporated under the Alabama Business Corporation Act as last amended.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock at a par value of \$1.00 per share. The total authorized stock is thus \$1,000.00 and all of said stock shall be common and none shall be preferred stock, or stock of a different class. The corporation will begin business with 1,000 shares of said common stock of the aggregate value of \$ 1,000.00.

FIFTH: The address of the initial registered office of the corporation is Route 19, Box 172, Birmingham, AL, 35244, and the name of the initial registered agent at that address is Kate M. Lacey.

Mickey L. Johnson
100 Chase Park So.
Suite 124 B'ham

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SIXTH: The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Kate M. Lacey	Route 19, Box 172 Birmingham, AL 35244
Robert P. Lacey	123 Dalton Road Harvest, AL 35749
John P. Lacey	445 Road 440 Chelsea, AL 35043

SEVENTH: The name and address of the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Robert P. Lacey	123 Dalton Road Harvest, AL 35749

EIGHTH: The names and addresses of the officers who shall hold office until their successors have been duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Robert P. Lacey	123 Dalton Road Harvest, AL 35749	President
Kate M. Lacey	Route 19, Box 172 Birmingham, AL 35244	Vice President
John P. Lacey	445 Road 440 Chelsea, AL 35043	Secretary

NINTH: Each of the subscribers or incorporators respectively agrees that no stock shall be sold or otherwise alienated by any holder thereof until the same shall be first offered in writing at its book value to the corporation for thirty (30) days; such writing to be filed with the Secretary of the corporation and a copy thereof mailed to each known stockholder of the corporation. In the event the corporation does not exercise said option, or it gives notice in writing said thirty (30) days that it does not wish to exercise said option, then said stock

shall be offered to the individual stockholders on a pro rata basis for a period of thirty (30) days and any stockholder's share not so purchased, shall be offered to those stockholders exercising their option on a pro rata basis, it being the intent of this agreement that the corporation shall first have the option of the purchase or transfer of its stock, or any portion thereof. This respective transfer applies to transfer between stockholders, as well as transfer to non-stockholders.

In the event of the death of any stockholder or dissolution of any corporate stockholder, the share owned by said stockholder shall be offers for sale or transfer in compliance with the conditions set out above, and each stockholder binds himself, his heirs and assigns thereto.

A written restriction shall appear upon the certificates of stock of the corporation in compliance with and adherence to the terms and requirements of ss 10-2(a)-41, Code of Alabama (1975), as amended.

Attached hereto, marked "Exhibit A" and made part hereof, is a statement under oath of the person designated by the incorporators to receive subscriptions to the capitol stock of said corporation showing the amount of capital stock which has been paid in; and "Exhibit B", attached hereto and made part hereof, is a true and correct copy of the subscription list showing the amount of capital stock subscribed for by each incorporator and in the manner in which the same is distributed and has been paid.

IN WITNESS WHEREOF, I, the said incorporator, have hereunto set my hand and seal on this 9th day of February 1988.


Robert P. Lacey



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 Lacey & Company, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Lacey & Company, 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.

February 8, 1988 - expires 6-8-88

Date

Glen Browder
Glen Browder Secretary of State

State of Alabama

SHELBY

County

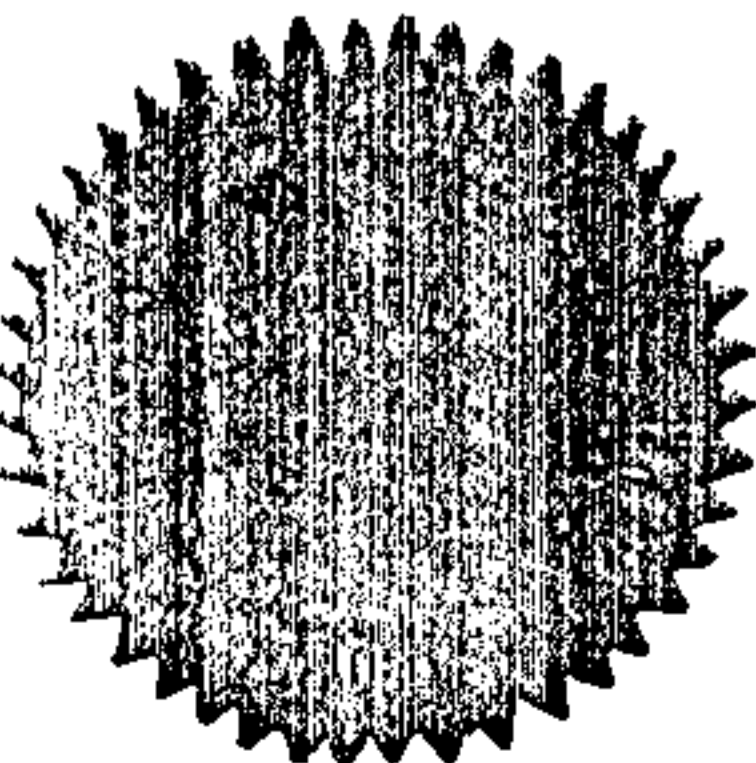
CERTIFICATE OF INCORPORATION OF

LACEY & COMPANY, 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 LACEY & COMPANY, 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 LACEY & COMPANY, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 3rd day of MARCH, 19 88



STATE OF ALA. SHELBY
I CERTIFY THIS
INSTRUMENT WAS FILED

88 MAR -3 AM 9:45

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

Rec 35.00
Jud 1.00
36.00