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ARTICLES OF INCORPORATION

OF

SOUTHERN DESIGN HOMES, INC.

(A CLOSE CORPORATION)

The undersigned, acting as incorporators of a corporation under the Alabama Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is SOUTHERN DESIGN HOMES, INC.

SECOND

The period of its duration is perpetual.

THIRD

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

(a) To own, maintain, conduct, operate, and carry on the business (1) of preparing architectural plans, drawings, designs and related structural papers for residential and commercial buildings of every description, (2) of providing and rendering services as architects and designers in the building and remodeling of residential and commercial buildings of every kind, and (3) of acting as builders and contractors in the building or renovating of residential and commercial buildings in both residential and commercial fields; and in the course of the business, to buy, sell, ship, store, and otherwise use, deal in, acquire, and dispose of every kind of property and equipment necessary or convenient to the operation and conduct of the general business of architects and builders.

(b) To engage in any activity within the purposes for which corporations may be organized under the Alabama Business Corporation Act.

105 Scotch Dr.  
B'ham, AL

35242 /

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FOURTH

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), at \$5.00 per share.

FIFTH

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

(a) A Board of Directors shall be subject to election at each annual meeting of the stockholders or in the absence of such election, at an adjourned meeting of stockholders or special meeting of stockholders thereafter held in accordance with the By-Laws.

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

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(c) The number of Directors of the corporation shall be fixed from time to time by the By-Laws or by resolution of the stockholders and may be increased or diminished by change in the By-Laws, or by a resolution of the stockholders at any regular or special meeting, provided however that the Board shall consist of not less than one nor more than fifteen directors. Any authorized increase in the number of directors may be filled by vote of the stockholders or by the Directors, subject to action by the stockholders at any regular or special meeting. In the event of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the remaining director or directors may by affirmative vote, elect a successor or successors to hold for 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 shall be held on the next second Tuesday of March, and each year thereafter on a like day, at which the Board of Directors shall be elected by the stockholders and immediately after the adjournment of the annual or other meeting at which a new Board of Directors shall be elected or at such other time and place as may be designated at any such meeting of stockholders, said Board of Directors shall convene and elect the remaining officers of the company. Each Director shall hold his

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or her office until the next annual or subsequent meeting of stockholders at which a full Board shall be elected, provided however that the stockholders may by action of a majority thereof, at a special meeting, remove the Board of Directors, or any member thereof, or any officer or officers and elect successors thereto.

(e) Any action required or proposed to be taken by the Directors, stockholders 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 stockholders, Directors 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 as if such action were adopted by the same vote at a regularly called meeting of such stockholders, Directors 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 thereupon be entered in the minutes of the corporation under such effective date.

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

(g) The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint from the Directors 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 Directors, including the power to cause the Seal of the corporation to be affixed to all papers that may require it.

(h) The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint other standing committees and any such standing committee shall have and may exercise

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such powers as shall be conferred or authorized by resolution of the Board; and the Board of Directors 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 Directors 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, each shall have all the powers of the President, of the Treasurer and of the Secretary, respectively.

(j) The Board of Directors shall have the same power from time to time to fix and direct and determine the use and disposition of any surplus over and above the capital 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 corporation, shall in any way be affected or invalidated by the fact that any of the officers or Directors of this corporation are pecuniarily or otherwise interested in, or are Directors or officers 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 Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if he or she were not such Director or officer of such other corporation or not so interested.

(l) 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 to supply any omissions, as of the date of filing hereof.

SIXTH

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

105 Scotch Drive  
Birmingham, AL 35243

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The name of the initial registered agent of the corporation at such address is:

Jeff Huff

SEVENTH

The number of Directors constituting the initial Board of Directors of the corporation is two, 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>
Jeff Huff	5128 S. Broken Bow Dr., Birmingham, AL 35243
A. D. Chandler	3201 Rob Roy Lane, Birmingham, AL 35243

EIGHTH

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Jeff Huff	5128 S. Broken Bow Dr., Birmingham, AL 35243
A. D. Chandler	3201 Rob Roy Lane, Birmingham, AL 35243

NINTH

The corporation is a close corporation, authorized by §§10-2A-300 through 10-2A-313, Code of Alabama (1975), as amended.

TENTH

A stockholder may sell or give all or part of his stock interest in the corporation to his spouse and/or children, natural or adopted, provided that said stockholder:

(a) first obtain the written approval and consent of the majority of stockholders of said corporation, and

(b) said transfer does not affect the corporation's status as a close corporation.

In all other cases, any transfer must comply with any buy-sell agreement executed between the stockholders.

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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 one shareholder.


TWELFTH

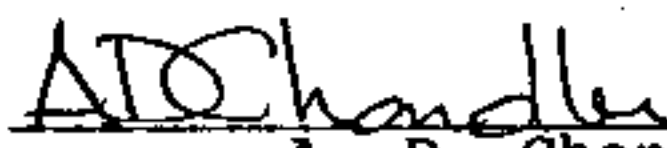
All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than ten (10) persons.

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.

Dated: March 28<sup>th</sup>, 1988.

  
\_\_\_\_\_  
Jeff Huff

  
\_\_\_\_\_  
A. D. Chandler

\* \* \* \* \*

This instrument prepared by: Calvin M. Howard  
Attorney at Law  
P. O. Box 2005  
Birmingham, AL 35201

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# 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 Southern Design Homes, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Southern Design Homes, 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.

December 14, 1987 - expires 4-13-88

Date

Glen Browder

Glen Browder

Secretary of State

# State of Alabama

SHELBY

County

## CERTIFICATE OF INCORPORATION OF

SOUTHERN DESIGN HOMES, 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 SOUTHERN DESIGN HOMES, 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 SOUTHERN DESIGN HOMES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 11th day of APRIL, 19 88.

  
Judge of Probate

Rec 35.00  
Jud 1.00  
36.00

68 APR 11 PM 3:01

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