

821

STATE OF ALABAMA

SHELBY COUNTY

ARTICLES OF INCORPORATION

OF

ALABAMA INNOVATION NETWORK, INC.

KNOW ALL MEN BY THESE PRESENTS:

The undersigned, acting as incorporators of a corporation under the Alabama Business Corporation Act under the 1975 Code of Alabama, as last amended, and Subchapter S of the Internal Revenue Code and the Subchapter S Revision Act of 1982, adopt the following articles of incorporation for such corporation:

NAME OF CORPORATION

FIRST: The name of the corporation is ALABAMA INNOVATION NETWORK, INC.

DURATION OF CORPORATION

SECOND: The period of its duration is perpetual.

PURPOSE OR PURPOSES OF CORPORATION

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

(1) To promote independent inventor's products, ideas, and prototypes to industry, to promote the success of the individual inventor as well as the corporation herein and to do any and all things reasonably related thereto.

(2) To do such other things as are incidental, proper or necessary to the operation of the business, or to the carrying out of the objects, purposes, powers and privileges herein granted, as well as to exercise all those powers expressly conferred on business corporations and enumerated in the Alabama Business Corporation Act, Acts of Alabama, 1980, 1975 Code of Alabama, as last amended, together with all other rights bestowed upon such corporations under the laws of the State of Alabama.

(3) To do any and all things herein set forth, and in addition, such other acts and things as are necessary or convenient to attainment of the purposes of this corporation, or any of them to the same extent as natural persons might or could do in any part of the world, insofar as such acts are

P.O. Box 551
Calhoun AL

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permitted to be done by a corporation organized under the General Corporation Acts of the State of Alabama.

CAPITAL STOCK

FOURTH: (1) The total number of shares of stock which the corporation shall have the authority to issue shall be 100,000 shares of common stock of a par value of \$1.00 per share. The total of authorized capital stock is thus 100,000 shares and all of said stock shall be common, and none shall be preferred stock, or stock of a different class.

(2) The corporation will begin business with 10,000 shares of said common stock of the aggregate value of \$10,000.00 fully paid for as shown by the subscription list hereinafter set out.

FIFTH: The address of the initial registered agent office of the corporation is 435 17th Street, Calera, Alabama 35040 and the name of its initial registered agent at such address is Gerome Singleterry.

SIXTH: The number of directors constituting the initial board of directors of the corporation is nine, including the officers of the corporation, who shall serve as ex officio members, 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>
Gerome Singleterry	↓ c/o P. O. Box 551 Calera, AL 35040
Walter L. Loggins	c/o P. O. Box 551 Calera, AL 35040
Warren Dennis	c/o P. O. Box 551 Calera, AL 35040
Arthur W. Spears	c/o P. O. Box 551 Calera, AL 35040
James Macon	c/o P. O. Box 551 Calera, AL 35040
Charles Smith	c/o P. O. Box 551 Calera, AL 35040
Jeffery Baer	c/o P. O. Box 551 Calera, AL 35040
Terry C. Bullock	c/o P. O. Box 551 Calera, AL 35040
Kenneth Creekmore	c/o P. O. Box 551 Calera, AL 35040

435 17th St N.
BRENTWOOD HILLS
CALERA, AL 35040

SEVENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Gerome Singleterry	P. O. Box 551 Calera, AL 35040
Walter L. Loggins	Box 223L Remlap, AL 35133
Warren Dennis	1503 Westlyn Avenue Clanton, AL 35045
Arthur W. Spears	824 Sixth Street West Birmingham, AL 35204
James Macon	1033 Springfield Avenue East Gadsen, AL 35903
Charles Smith	14th Street South, Apt. 3 Birmingham, AL 35205
Jeffery Baer	4309 6th Avenue South Birmingham, AL 35222
TERRY C. BULLOCK	ROUTE 4 Box 737 TRUSSVILLE, AL. 35173
Kenneth Creekmore	1824 Apache Way Alabaster, AL 35007

SPECIAL PROVISIONS

EIGHTH: (1) The stockholders shall have authority to adopt such rules, by-laws and regulations for the governing of the corporation as they may deem necessary or expedient.

(2) Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, hers or its name at any and all meetings of the stockholders of the corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.

(3) Each stockholder shall have a pre-emptive right, as defined by the laws of the State of Alabama, to purchase or acquire additional or treasury shares of stock in the corporation.

(4) The business and affairs of the corporation shall be under the management and control of a Board of Directors, said Board to consist of not less than seven nor more than nine persons, including the officers of the corporation, who shall serve as ex officio members. In the event of the death or resignation of a director, or the refusal of a person elected a director to accept his election as such, or to otherwise qualify as such the remaining directors shall elect his successor. All officers and directors shall hold office for a period of one year, or until their respective successors are duly elected and qualified.

(5) The shares of capital stock in the corporation, when fully paid for in accordance with the subscription therefor, or sale thereof, as authorized

or provided by law, shall be fully and non-assessable; and in no case shall any stockholder be individually liable otherwise than for the unpaid stock subscribed for by him.

(6) The corporation shall have a lien on the shares of its stockholders for any debt or liability incurred to it by a stockholder before a notice of transfer or levy on such shares, and shall have all the rights in respect thereto, and with respect to the enforcing of said lien as are now, or may be hereafter conferred by the laws of the State of Alabama.

(7) The dates on which the stockholders' annual meeting 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 by-laws of the corporation. Other officers than those named may be created by the by-laws and filled by the Board of Directors. The corporation shall have the power to make by-laws for the regulation and government of the corporation, its agents, servants and officers, and for all other purposes not inconsistent with the Constitution and the laws of the State of Alabama.

(8) Incorporators of this corporation agree that this corporation shall be what is commonly known as a Sub-Chapter S corporation and that the same is organized in accord with the provisions of Sub-Chapter S to the Internal Revenue Code and the revisions thereto as contained in the Sub-Chapter S Revision Act of 1982.

(9) The corporation reserves the right to amend, alter, modify, change or repeal any provision contained in this certificate of incorporation in the matter now or hereafter provided by law, and all rights conferred upon the officers, directors, and stockholders herein are granted subject to this reservation.

The formation of this corporation has been authorized by the affirmative vote of all holders and subscribers to shares of the corporation on this the _____ day of April, 1988.

Gerome Singleterry
Gerome Singleterry

W. L. Loggins
Walter L. Loggins

Warren Dennis
Warren Dennis

Arthur W. Spears
Arthur W. Spears

James Macon
James Macon

Charles Smith
Charles Smith

Jeffery Baer
Jeffery Baer

Terry C. Bullock
Terry C. Bullock

Kenneth Creekmore
Kenneth Creekmore

EXHIBIT "A"

VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION TO
CAPITAL STOCK OF ALABAMA INNOVATION NETWORK, INC.

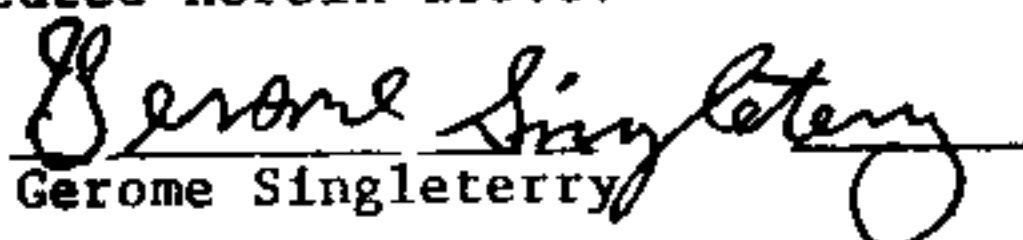
STATE OF ALABAMA

SHELBY COUNTY

Before me, the undersigned, a Notary Public in and for said County in said State, personally appeared Gerome Singleterry, who being by me first duly sworn, deposes and says as follows:

That he is the agent or person designated by the incorporators of ALABAMA INNOVATION NETWORK, INC., to receive subscriptions to the capital stock of said corporation;

That, the amount of capital stock paid into the corporation is as shown by the subscription list attached hereto and marked Exhibit "B" and said amount has been paid in cash and by transfer of certain property to the affiant as such agent for said incorporators and none of the capital stock subscribed for has been paid in by contracts in writing calling for the performance of stipulated labor or services nor for the transfer or conveyance of property, except as indicated herein above.


Gerome Singleterry

Sworn to and subscribed

before me on this the

8th day of JUNE, 1988.

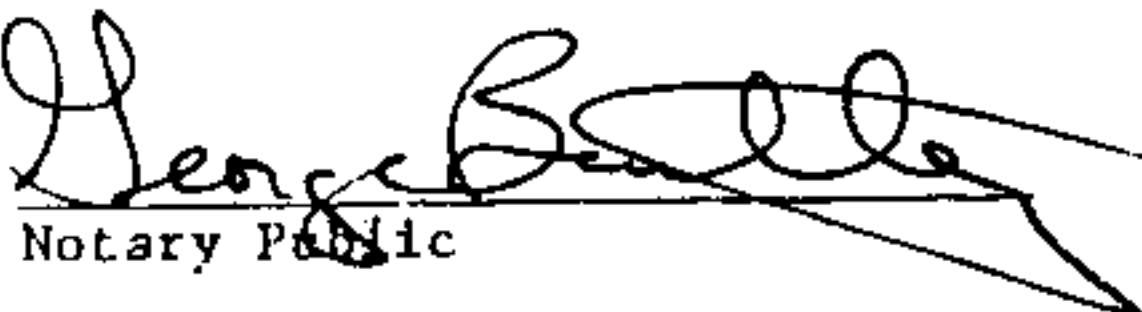

Notary Public

EXHIBIT "B"

SUBSCRIPTION LIST TO CAPITAL STOCK OF ALABAMA INNOVATION NETWORK, INC.

STATE OF ALABAMA

SHELBY COUNTY

We, the undersigned, do hereby severally subscribe for and agree to take and pay for in cash and transfer of certain property by proper conveyance the amount of stock set opposite our respective names, said stock to be issued by an Alabama corporation to be styled "ALABAMA INNOVATION NETWORK, INC." and with its initial principal office to be located at 435 17th Street, Calera, Alabama 35040, it being further understood and agreed by each of us that said stock will be paid for by the undersigned, as one of the incorporators of said Alabama corporation upon the formation of the same.

COMMON STOCK AT \$1.00 per share.

BOOK 036 PAGE 274	NAMES OF SUBSCRIBER	NUMBER OF SHARES SUBSCRIBED FOR	CONSIDERATION
	Gerome Singleterry	200	\$200.00
	Warren Dennis	50	\$ 50.00
	Danny Mims	100	\$100.00
	Michael Dewitt Tabb	50	\$ 50.00
	Betty R. Marsh	50	\$ 50.00
	Albert O. Gawn, Jr.	50	\$ 50.00
	Jack Batson	50	\$ 50.00
	Walter L. Loggins	200	\$200.00
	Pete Plourde	100	\$100.00
	Arthur Spears	100	\$100.00
	Marilyn M. Abrams	50	\$ 50.00
	Jeffery T. Bauer	100	\$100.00
	Mike Title	200	\$200.00
	James Macon	500	\$500.00
	Terry C. Bullock	50	\$ 50.00
	Kenneth Creekmore	200	\$200.00
	Dave Allen Ellison	50	\$ 50.00

NAMES OF SUBSCRIBER	NUMBER OF SHARES SUBSCRIBED FOR	CONSIDERATION
Verdis Florence	100	\$100.00
John C. Self	500	\$500.00
Charles R. Smith	50	\$ 50.00

Done this the _____ day of April, 1988.

Gerome Singleterry
Gerome Singleterry

Warren Dennis
Warren Dennis

Michael Dewitt Tabb
Michael Dewitt Tabb

Betty R. Marsh
Betty R. Marsh

Albert O. Gawt, Jr.
Albert O. Gawt, Jr.

Walter L. Loggins
Walter L. Loggins

Pete Plourde
Pete Plourde

Arthur Spears
Arthur Spears

Marilyn M. Abrams
Marilyn M. Abrams

Jeffery T. Bauer
Jeffery T. Bauer

Mike Title
Mike Title

James Macon
James Macon

Terry G. Bullock
Terry G. Bullock

Kenneth Creekmore
Kenneth Creekmore

Verdis Florence
Verdis Florence

Dave Allen Ellison
Dave Allen Ellison

Charles R. Smith
Charles R. Smith

John C. Self
John C. Self



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 Alabama Innovation Network Inc. is reserved

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

this office for the exclusive use of Alabama Innovation Network 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 1, 1988 - expires 6-30-88

Date

Glen Browder Secretary of State

INC 1

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

ALABAMA INNOVATION NETWORK, 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 ALABAMA INNOVATION NETWORK, 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 ALABAMA INNOVATION NETWORK, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10th day of JUNE, 1988.

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

88 JUN 10 AM 8:49

JUDGE OF PROBATE

Judge of Probate

Rec 35.00
Jud 1.00
36.00