

ARTICLES OF INCORPORATIONANDCERTIFICATE OF INCORPORATIONOF BOTTORF, INC.A CLOSE CORPORATION

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

The undersigned, Betty Arnold Bottorf, who is over the age of twenty-one (21) years, desiring to organize a body corporate under the laws of the State of Alabama, and being a subscriber to the capital stock of the corporation hereby organized, does make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is Bottorf, Inc., and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The corporation is a close corporation, organized pursuant to Code of Alabama, Section 10-2A-300, et seq.

3. The period of duration for the corporation is perpetual.

4. The objects and purposes for which the corporation is formed are:

(a) To conduct and operate a Kirby vacuum cleaning franchise; to sell and service Kirby vacuum cleaners and to generally operate a retail and service facility for selling and servicing Kirby vacuum cleaners and attachments and all related activities.

(b) To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above.

(c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation.

(d) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes which the corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

The foregoing clauses, and each phrase thereof, shall be construed as

*Richard Shulwa*

036 PAGE 617  
BOOK

objects and purposes of this corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

5. The location of the principal office of the corporation shall be 2162 Highway 31 South, Pelham, Alabama 35124.

6. The amount of total authorized capital stock of the corporation shall be One Hundred Dollars (\$100.00), divided into One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share. The amount of paid-in stock with which the corporation shall begin business shall be One Hundred Dollars (\$100.00), divided into One Hundred (100) shares of common capital stock, having a par value of One Dollar (\$1.00) per share.

The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation, or to any other holders of securities of the corporation, or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independent audit of the corporation's books.

For purposes of determining the number of holders of record of the stock of the said corporation, stock which is held joint or common tenant, or by the entities, shall be treated as held by one shareholder.

All of the corporation's issued shares of stock may at no time be held by more than thirty (30) persons.

7. The name and address of the incorporator and the number of shares subscribed by her are as follows:

Betty Arnold Bottorf	100 shares
2162 Highway 31 South	
Pelham, Alabama 35124	

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate 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

party of any other person, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by the shareholders of the corporation, except as otherwise provided by statute or by this Certificate of Incorporation.

10. The location of the initial registered office of the corporation is 2162 Highway 31 South, Pelham, Alabama 35124.

11. The initial registered agent for the corporation shall be Betty Arnold Bottorf.

12. The name and address of the officer who shall hold office until her successors have been duly elected and qualified is as follows:

Betty Arnold Bottorf  
2162 Highway 31 South  
Pelham, Alabama 35124

President, Vice-President  
Secretary & Treasurer

13. Attached hereto, marked Exhibit "A" and made part hereof, is a copy of the subscription list to the capital stock of said corporation showing the amount of capital stock subscribed for by the said incorporation and the manner in which such subscription is provided to be discharged.

14. IN WITNESS THEREOF, the undersigned incorporator has hereunto subscribed her name to this Certificate of Incorporation this the 20<sup>th</sup> day of July, 1988.

*Betty Arnold Bottorf*  
Betty Arnold Bottorf

STATE OF ALABAMA )  
COUNTY OF SHELBY )

Sworn to and subscribed to before me this 20<sup>th</sup> day of JULY, 1988.

*[Signature]*  
Notary Public

BOOK 036 PAGE 613

EXHIBIT "A"

SUBSCRIPTION LIST TO THE CAPITAL STOCK

OF

BOTTORF, INC.

A CLOSE CORPORATION

The undersigned, does subscribe for and agree to pay for the number of shares of common capital stock of Bottorf, Inc., a close corporation, proposed to be organized under the laws of the State of Alabama, as set opposite her signature hereunder, and to pay therefore upon the following manner.

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>MANNER OF PAYMENT</u>
Betty Bottorf	100	Cash

BOOK 036 PAGE 620



# 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 Bottorf, Inc. is reserved

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

BOOK 036 PAGE 621



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.

May 24, 1988 - expires 9-22-88

Date

Glen Browder

Secretary of State

# State of Alabama

SHELBY

County

## CERTIFICATE OF INCORPORATION OF

BOTTORF, 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 BOTTORF, 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 BOTTORF, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 28th day of JULY, 19 88.

STATE OF ALA. SHERIFF  
I CERTIFY THIS  
INSTRUMENT WAS FILED

88 JUL 28 AM 10:14

*Thomas A. Shouder, Jr.*  
JUDGE OF PROBATE

*Thomas A. Shouder, Jr.*  
Judge of Probate

### RECORDING FEES

Recording Fee \$ 35.00

Index Fee 1.00

TOTAL 36.00