

1784

ARTICLES OF INCORPORATION
OF
PHILIP P. MULKEY, INC.

The undersigned, acting as incorporator under the Code of Alabama, 1975, as amended, adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation (the "Corporation") shall be:
PHILIP P. MULKEY, INC.

ARTICLE II

Duration

The Corporation shall have perpetual duration and existence.

ARTICLE III

Purposes

The nature of the business of the Corporation and its objects, purposes and powers are:

(a) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any licenses, power, authority, concession, right or privilege which any corporation may make or grant in connection therewith;

(b) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights

Balch, Bingham
L.O. Box 306

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to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(c) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the Corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business; and

(d) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Corporation is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV

Capital Stock

4.01 The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is One Thousand (1,000), consisting of One Thousand (1,000) shares of \$.01 par value common stock.

4.02 Dividends upon all classes and series of Shares shall be payable only when, as and if declared by the Board of Directors from funds lawfully available therefor, which funds shall include, without limitation, the Corporation's capital surplus. Dividends upon any class or series of Corporation Shares may be paid in cash, property, or Shares of any class or series of the Corporation, as may be determined by resolution or resolutions of the Board of Directors.

4.03 The Board of Directors is expressly authorized to create and issue, by resolution(s) adopted from time to time, warrants, rights or options entitling the holders thereof to purchase Corporation Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares or other securities or evidences of indebtedness. The Board of Directors is also authorized expressly to determine the terms,

including, without limit, the time or times within which, the price or prices and any adjustments thereto, whereby Corporation Shares may be purchased upon the exercise of any such warrant, right or option. The judgment of the Board of Directors shall be conclusive as to the adequacy of the consideration received for any such rights or options.

4.04 Every shareholder entitled to vote for the election of directors shall have the preemptive right to purchase his proportion of the issuance of any class of Shares, including treasury Shares, according to the proportion of his holdings of such class of Shares, at such price, which may be in excess of par value, within such time, and on such terms as shall be fixed and determined by the Board of Directors.

ARTICLE V

Miscellaneous

In furtherance and not in limitation of the powers conferred by law, the following provisions for the regulation of the Corporation, its directors and shareholders are hereby established:

5.01 The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own Shares to the full extent of undivided profits, earned surplus, capital surplus and any other funds lawfully available therefor.

5.02 Insofar as not prohibited by applicable law, no contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association or entity in which one (1) or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the Corporation and if either:

(a) The fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

Common or interested directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

5.03 The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VI

Registered Office and Agent

The location and mailing address of the Corporation's registered office shall be 500 Chase Park South, Suite 130, Birmingham, Alabama 35244 and the registered agent at such address shall be Philip P. Mulkey.

ARTICLE VII

Board of Directors

The Corporation's initial Board of Directors shall consist of one (1) person who shall serve until the first annual meeting of the sole shareholder and until his successor is elected and qualified. The name and address of the member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Philip P. Mulkey	500 Chase Park South, Suite 130 Birmingham, AL 35244

ARTICLE VIII

Incorporator

The name and address of the Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Philip P. Mulkey	500 Chase Park South, Suite 130 Birmingham, AL 35244

Dated the 22 day of December, 1988.

INCORPORATOR:

Philip P. Mulkey
Philip P. Mulkey

This Instrument was prepared by:

Jennifer M. Young
Balch & Bingham
505 North 20th Street, Suite 700
Birmingham, Alabama 35203
(205) 251-8100

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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 Philip P. Mulkey, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Philip P. Mulkey, 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 5, 1988 - expires 4-5-89

Date

Glen Browder
Glen Browder

Secretary of State

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State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

PHILIP P. MULKEY, 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 PHILIP P. MULKEY, 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 PHILIP P. MULKEY, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 29th day of DECEMBER, 19 88

STATE OF ALA. SHELBY
I CERTIFY THIS
INSTRUMENT WAS FILED

88 DEC 29 AM 10:42

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate