

1223

This instrument prepared
by and upon recording
should be returned to:

✓ Stephen R. Monk, Esq.
Meadow Brook Corporate Park
1200 Corporate Drive
Birmingham, AL 35242

ARTICLES OF INCORPORATION
OF
DANIEL REALTY INVESTMENT CORPORATION - CUMBERLAND PLAZA

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

The undersigned, for the purpose of forming a corporation
pursuant to the provisions of the Alabama Business
Corporation Act, does hereby certify as follows:

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1. NAME. The name of the Corporation is:
Daniel Realty Investment Corporation - Cumberland Plaza
 2. DURATION. The period of duration of the Corporation
shall be perpetual.
 3. PURPOSES. The purposes for which the Corporation is
organized are:

(a) To engage in the business of acquiring, developing,
constructing, owning, operating and disposing of real and
personal property, including, without limitation, serving as
a general or limited partner in any partnerships which
engage in the business of acquiring, developing,
constructing, owning, operating and disposing of real and
personal property.

(b) To purchase, acquire, own, hold, improve, develop,
operate, manage, sell, convey, assign, transfer, exchange,
release, dispose of, mortgage, encumber, pledge, create
security interests in, lease, hire, deal in, and loan or
borrow money upon, alone or in conjunction with others, real
and personal property, tangible and intangible, of every
kind, character and description, or any interest therein.

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(c) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and with any license, power, authority, concession, right or privilege which any corporation may make or grant.

(d) To manufacture, purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, wherever situated, whether or not the same specifically pertain to the classes of business specified in this Article 3; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection with or incidental thereto.

(e) To engage in the business of exploiting natural resources, to search, prospect and explore for useful or valuable substances, to acquire and extract such substances, to sell and dispose of such substances, and to refine such substances and manufacture and sell and dispose of products and by-products derived therefrom.

(f) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, know how, and trade secrets, relating to or useful in connection with any business, objects or purposes of the Corporation.

(g) To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any corporation in Alabama or any other state or foreign countries, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, the stocks, bonds, debentures or other evidences of indebtedness of this Corporation, and this Corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stocks, bonds, debentures, promissory notes, mortgages and securities so acquired by it and, while the owner thereof, to exercise all the rights, privileges

and powers of ownership, including the right 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.

(h) To endorse, lend its credit to, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or pledge or mortgage all or any part of its properties to secure the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, lease, mortgage, or obligation, of any subsidiary, affiliated or related corporation or any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

(i) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(j) To acquire the good will, 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 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 of the powers necessary or convenient in and about the conduct and management of any such business.

(k) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the Corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise, and to enter into revolving credit agreements or other loan agreements of any kind with banks or other financial or institutional investors.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(m) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(n) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(o) To purchase, take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the Corporation's own shares of common or other stock, whether or not redeemable (so far as may be permitted by law), and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

(p) To enter into any plan or project for the assistance and welfare of its employees, to lend money and use its credit to assist its employees, and to pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans, employee stock ownership plans and other incentive or welfare plans for any or all of the Corporation's Directors, officers and employees.

(q) To enter into any lawful arrangements for sharing of profits, union of interest, reciprocal concession, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to the carrying out of any of the purposes of this Corporation.

(r) To have one or more offices to carry on all of the Corporation's operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(s) To carry on any other business in connection with the foregoing, to transact any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, as amended, and to have and exercise all powers necessary or convenient to effect the purposes of the Corporation.

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(t) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this Corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, partnership, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to have and exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may now or hereafter be applicable or available to this Corporation.

The foregoing clauses, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the 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. Nothing herein contained, however, shall be construed as authorizing this Corporation to carry on the business of banking or that of a trust company, or the business of insurance.

4. AUTHORIZED CAPITAL STOCK. The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock of the par value of \$1.00 per share.

5. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Corporation, and the name of its initial registered agent at such address is as follows:

Stephen R. Monk
Meadow Brook Corporate Park
1200 Corporate Drive, Suite 400
Birmingham, Alabama 35242

6. DIRECTORS. The number of Directors constituting the initial Board of Directors shall be a minimum of one (1) and a maximum of three (3). Thereafter, the number of Directors shall be fixed in the manner provided in the Bylaws, and may be increased or decreased from time to time by amendment to, or in the manner provided in, the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. The name and address of each person who is to serve as a Director until the first annual meeting of shareholders or until his successor shall be elected and qualified is as follows:

NAME

ADDRESS

T. Charles Tickle

Meadow Brook Corporate Park
1200 Corporate Drive, Suite 400
Birmingham, Alabama 35242

Stephen R. Monk

Meadow Brook Corporate Park
1200 Corporate Drive, Suite 400
Birmingham, Alabama 35242

7. INCORPORATORS. The name and address of the sole incorporator of the Corporation is as follows:

NAME

ADDRESS

Stephen R. Monk

Meadow Brook Corporate Park
1200 Corporate Drive, Suite 400
Birmingham, Alabama 35242

8. ISSUANCE AND DISPOSITION OF STOCK.

(a) Issuance of Stock. The Corporation may from time to time issue its shares of stock for such consideration (not less than the par value respecting shares having a par value) as may be fixed from time to time by the Board of Directors and may receive in payment thereof, in whole or in part, money, labor done, services actually performed, or real or personal property (tangible or intangible). In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

(b) Restrictions on Transfer of Shares. The Corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, of the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this Corporation.

(c) Stock Rights and Options. The Corporation may create and issue, whether or not in connection with the issuance and sale of any of its shares or other securities, rights or options entitling the holders thereof to purchase from the Corporation shares of any class or classes of its stock.

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(d) Shareholders' Preemptive Rights. Each holder of the common shares of the Corporation shall have the preemptive right to purchase his pro rata portion of the issuance of any class of stock, including treasury stock, 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; provided, however, that for purposes of this Article 8(d), the "pro rata portion" of such issuance of any class of stock for each shareholder shall be equal to the product of the total number of shares of such issuance multiplied by a fraction, the denominator of which shall be the total number of common shares then issued and outstanding (exclusive of any shares being then issued) and the numerator of which shall be the number of shares then owned by such shareholder (exclusive of any shares being then issued).

(e) Lien on Shares. The Corporation shall have a lien on the shares of its shareholders for any debt or liability incurred to it by such shareholders before notice of transfer of or levy on such shares, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such shares, which remedies are cumulative to an action to enforce payment or other remedies provided by law.

(f) Right of Corporation to Acquire and Dispose of its Own Shares. The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus and unreserved and unrestricted capital surplus available therefor.

(g) Acquisition of Stock. All persons who shall acquire stock in this Corporation shall acquire it subject to the provisions of these Articles of Incorporation. 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 part of any other person, whether or not the Corporation shall have notice thereof.

(h) Cumulative Voting. At each election for Directors every shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose

election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as shall equal the number of such Directors multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

9. BOARD OF DIRECTORS.

(a) Powers. Except as may be otherwise provided by law or in these Articles of Incorporation, all corporate powers of the Corporation shall be exercised by or under authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors shall have the following powers:

(1) The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the shareholders, or either of them, provided, however, that the Board of Directors may not alter, amend or repeal any Bylaw establishing what constitutes a quorum at shareholders' meetings or which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not otherwise permitted by applicable law to be altered, amended or repealed solely by the action of the Board of Directors;

(2) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in;

(3) To authorize the issue and sale of warrants, in bearer or registered form, or other instruments for the purchase of shares of stock of any class of the Corporation within such period of time, or without limit as to time, for such aggregate number of shares, and at such price or prices per share, as the Board of Directors may determine. Such warrants or other instruments may be issued separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness or shares of the capital stock of any class of the Corporation and for such consideration and on such terms and conditions as

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the Board of Directors may determine to be desirable;
(4) To take any action required or permitted to be taken by the Board of Directors at a meeting without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Directors.

The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon Directors by statute.

(b) Conflicts of Interest. 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 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:

(1) 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

(2) 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.

10. POWER OF PRESIDENT AND SENIOR VICE PRESIDENTS TO EXECUTE DOCUMENTS. The President and any Senior Vice President of the Corporation shall have authority to execute all deeds, mortgages, bonds and other contracts on behalf of the Corporation or which require a seal or execution under the seal of the Corporation, and the Secretary of the Corporation shall have authority to affix such seal to instruments requiring it, and to attest the same.

11. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS.

(a) Subject to the provisions of Article 11(d) below, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of Corporation), by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Subject to the provisions of Paragraph 11(d) below, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and

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only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

(c) To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article 11(a) and (b) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

(d) Any indemnification under Article 11(a) and (b) above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Article 11(a) and (b) above. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in Article 11(d) above upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if and to the extent that it shall be ultimately determined that he is not entitled to be indemnified by the Corporation as authorized in this Article 11.

(f) The indemnification authorized by this Article 11 shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of these Articles of Incorporation, Bylaw, agreement, vote of shareholders or disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person

who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article 11.

12. SUBSEQUENTLY ADOPTED CORPORATION LAWS. Any and every statute of the State of Alabama hereinafter enacted whereby the rights, powers and privileges of the shareholders of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part but less than all of the shareholders of any such corporation, shall apply to this Corporation and to every shareholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

13. AMENDMENT. These Articles of Incorporation may be modified, amended, altered, changed or repealed at any time and from time to time by the affirmative vote of a majority in interest of the holders of the capital stock of the Corporation, except that the unanimous written consent of all holders of the capital stock of the Corporation shall be required to modify or amend Sections 8(d) and 8(h) of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto subscribed his name to these Articles of Incorporation on this the 28th day of August, 1989.


Stephen R. Monk

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STATE OF ALABAMA

I, Perry A. Hand, 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 _____
Daniel Realty Investment Corporation-Cumberland Plaza is reserved as available based

only upon an examination of the corporation records on file in this office for the exclusive use of
Daniel Realty Investment Corporation-Cumberland Plaza

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.

8-25-89 - expires -12-24-89

Date

Perry A. Hand

Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION OF

Daniel Realty Investment Corporation-Cumberland Plaza

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 Daniel Realty Investment Corporation-Cumberland Plaza, 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 Daniel Realty Investment Corporation-Cumberland Plaza, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 29th day of August, 19 89.

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

89 AUG 29 PM 3:25

JUDGE OF PROBATE

Judge of Probate

RECORDING FEES

Recording Fee \$38.00
Index Fee 3.00
TOTAL 38.00