

STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF INCORPORATION
OF
VARDAMAN CONTRACTING, INC.
A CLOSE CORPORATION

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned incorporators for the purpose of forming a close corporation authorized by Title 10, Chapter 2A, Code of Alabama (1975), as amended (hereinafter sometimes referred to as the "Alabama Business Corporation Act"), do hereby adopt these Articles of Incorporation, the same to constitute and become a charter for carrying on the business hereinafter specified upon the proper filing hereof pursuant to and in accordance with the laws of the State of Alabama.

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ARTICLE I

NAME OF CORPORATION: The name of the Corporation shall be

VARDAMAN CONTRACTING, INC.,
A CLOSE CORPORATION

ARTICLE II

PURPOSES: The nature of the business and the purpose or purposes for which this Corporation is formed are as follows:

1. To contract to pave asphalt drives and parkinglots.
2. To transact any and all lawful business for which Corporations may be incorporated under the Alabama Business Corporation Act.

Shelby Carter
112 - 2400 - 112 - Cr.

ARTICLE III

REGISTERED OFFICE AND AGENT: The address of the initial registered office of this Corporation shall be 112 Hunter's Point Circle, Bessemer, Alabama 35023, and the initial registered agent at such address is Porter Vardaman.

ARTICLE IV

DURATION: The duration of this Corporation shall be perpetual and unlimited, unless the Corporation is dissolved by law or otherwise terminated.

ARTICLE V

CAPITAL STOCK: The total authorized capital stock of this Corporation shall be 500 shares. All of the stock of the Corporation shall be common stock of the par value Ten and No/100 (\$10.00) Dollars per share.

ARTICLE VI

1. INCORPORATORS: The name and addresses of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Porter Vardaman	112 Hunter's Point Circle Bessemer, AL 35023

2. DIRECTORS: The initial Board of Directors shall consist of the following:

<u>NAME</u>	<u>ADDRESS</u>
Porter Vardaman	112 Hunter's Point Circle Bessemer, AL 35023

ARTICLE VII

1. VOTING: Holders of common stock shall be entitled to one vote for each and every share of the stock standing in his, her or its name, at any and all meetings of the Stockholders of the Corporation, and said stock may be voted by the Shareholders of

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Incorporation and By-Laws shall be subordinate to the provisions of this ARTICLE.

ARTICLE VIII

1. CLOSE CORPORATION: The Corporation shall be a close corporation as authorized by Section 10-2A-301 of the Alabama Business Corporation Act.

2. RESTRICTION ON TRANSFER: As required by Section 10-2A-301 of the Alabama Business Corporation Act, all of the issued shares of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 10-2A-41 of the Alabama Business Corporation Act, and any attempted conveyance in contravention thereof shall be subject to Section 10-2A-305 of the Alabama Business Corporation Act.

No share of this Corporation may be transferred to a second party without first being offered at an equal price to the shareholders of record of this Corporation at the time of the sale.

3. NUMBER OF HOLDERS: All of the Corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons. For purposes of determining the number of holders of record of the stock of the Corporation, stock which is held in joint or common tenancy or by the entireties shall be treated as held by one Shareholder.

4. LEGEND ON CERTIFICATES: Each certificate for shares of capital stock shall conspicuously note that the Corporation is a close corporation and shall bear the following legend conspicuously on the front or back:

The Corporation has elected to be managed by the Shareholders rather than by a Board of

record, either in person or by proxy.

2. PRE-EMPTIVE RIGHTS: Each Shareholder 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 of the Corporation.

3. MANAGEMENT: The business and affairs of the Corporation shall be under the management and control of the Shareholders rather than a Board of Directors pursuant to Section 10-2A-308 of the Alabama Business Corporation Act.

4. SHARE NONASSESSABLE: The shares of capital stock in the Corporation, when fully paid for in accordance with the subscription therefor, or sale thereof, as authorized by or provided by law, shall be fully paid and nonassessable; and in no case shall any Shareholder be individually liable otherwise than for the unpaid stock subscribed for by him.

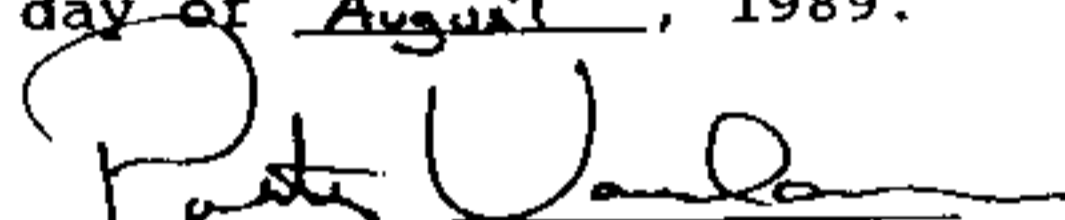
5. LIEN ON SHARES: The Corporation shall have a lien on the shares of its Shareholders for any debt or liability incurred to it by a shareholder before a notice of a transfer or levy on such shares, and shall have all the rights in respect thereto, and with respect to the enforcement of said lien as are now or may be hereafter, conferred by the laws of the State of Alabama.

6. AMENDMENTS: The Corporation reserves the right to amend, alter, modify, change or repeal any provision contained in those Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon the Officers and Shareholders of the Corporation are granted subject to this reservation.

7. SUBORDINATION: All other provisions of the Articles of

Directors, as authorized by Section 10-2A-308 of the Alabama Business Corporation Act. The transfer of shares of stock of the Corporation is subject to certain restrictions on transfer contained in the Articles of Incorporation, a copy of which may be obtained from the Secretary of the Corporation.

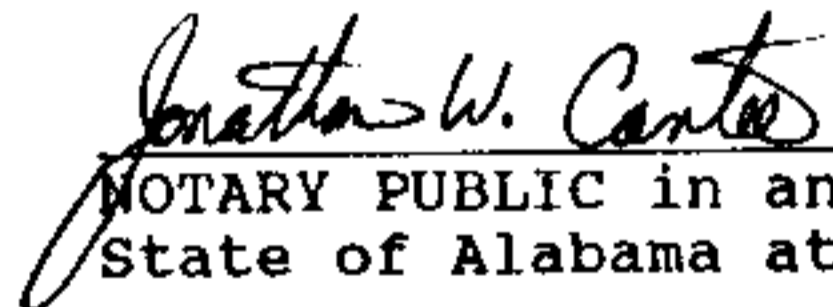
IN WITNESS WHEREOF, we, the said incorporators, have hereunto set our hands and seal on this the 28th day of August, 1989.


Porter Vardaman

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned authority, a Notary Public in and for the State of Alabama at Large, hereby certify that the within named incorporators, Porter Vardaman, whose name is signed to the above and foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the said Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal on this the 28th of August, 1989.


NOTARY PUBLIC in and for the
State of Alabama at Large

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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 Vardaman Contracting, Inc. is reserved as available based

only upon an examination of the corporation records on file in this office for the exclusive use of Vardaman Contracting, Inc.

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for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the Shelby

county in which the corporation was or is proposed to be incorporated is _____

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
Perry A. Hand Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION OF Vardaman Contracting, 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 Vardaman Contracting, 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 Vardaman Contracting, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 1st day of September, 19 89

Thomas A. Snowdy, Jr.
Judge of Probate

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

89 SEP -1 AM 9:03

Thomas A. Snowdy, Jr.
JUDGE OF PROBATE

Rec. 35.00
Frd 3.00
38.00

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