

✓ This instrument was prepared by
G. BURNS PROCTOR, JR.
1100 Park Place Tower
BIRMINGHAM, ALABAMA 35203

ARTICLES OF INCORPORATION
OF
AERIE CORPORATION

TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned G. Burns Proctor, Jr., acting as incorporator of a business corporation under the laws of Alabama, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: AERIE CORPORATION.

ARTICLE II

PERIOD OF DURATION

The period for the duration of the corporation shall be unlimited and perpetual.

ARTICLE III

OBJECTS AND PURPOSES

The objects and purposes for which the corporation is organized are: The transaction of any or all lawful business for which corporations may be incorporated under Chapter 2A, Title 10, Code of Alabama (1975).

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ARTICLE IV

LOCATION OF INITIAL REGISTERED
OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the corporation in the State of Alabama shall be 2716 Corsair Drive, Birmingham, Alabama 35244, and the corporation's initial registered agent at such address shall be J. J. Barnes.

ARTICLE V

CAPITAL STOCK

The aggregate number of shares of capital stock which the corporation shall be authorized to issue and have outstanding shall be 1,000 shares of common stock, all of the same class, of the par value of \$1.00 per share.

ARTICLE VI

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3) 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 as follows:

<u>NAME</u>	<u>ADDRESS</u>
J. J. Barnes	2716 Corsair Drive Birmingham, Alabama 35244
Charles K. Acker	2597 Chandalar Lane Pelham, Alabama 35124
Ronald A. Heffner	761 Road 336 Chelsea, Alabama 35043

ARTICLE VII

INCORPORATOR

The name and address of the incorporator are as follows:

G. Burns Proctor, Jr.
1100 Park Place Tower
Birmingham, Alabama 35203

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation on this 24th day of October, 1989.

G. Burns Proctor, Jr.
G. Burns Proctor, Jr.

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned notary public in and for said county in said state, hereby certify that G. Burns Proctor, Jr., whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 24th day of October, 1989.

Donna P. Walker
Notary Public

My Commission Expires: 5-25-91



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 _____
Aerie Corporation

_____ is reserved as available based
only upon an examination of the corporation records on file in this office for the exclusive use of
Aerie Corporation

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.

August 30, 1989 - expires - 12-29-89

Date

Perry A. Hand

Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION OF

Aerie Corporation

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 Aerie Corporation, 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 Aerie Corporation, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 25th day of October, 19 89

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

89 OCT 25 PM 4:22

Thomas A. Howden, Jr.
JUDGE OF PROBATE

Thomas A. Howden, Jr.
Judge of Probate

Rec 35.00
Ind 3.00
38.00

BOOK 040 PAGE 195