



## ARTICLE FOUR

### POWERS

The corporation shall have and may exercise in pursuit of its corporate purposes these powers and other such powers as are confirmed by the Alabama Business Corporation Act and other laws of the State of Alabama:

(a) To have and exercise all of the powers confirmed on corporations in the Alabama Business Corporations Act, and the restatement in this section of certain powers shall not be construed as an exclusion of any powers so conferred by the laws of Alabama or the United States of America or as a limitation on the exercise of all powers conferred by the Alabama Business Corporation Act.

(b) To lend and borrow money in the corporate name upon notes, mortgages or other securities with or without security at the option of the corporation; to make, issue, purchase, acquire, hold, sell, exchange, pledge, hypothecate, or otherwise dispose of or deal in notes, acceptances, open accounts, mortgages, or other evidence indebtedness in the obligations of any person, firm or corporation; to buy, sell, discount or otherwise deal in mortgages, notes, deeds of trust or other securities on real and personal property, or other indebtedness or commercial paper, whether or not in the promotion of the corporate business; to borrow or raise monies from time to time, without limit as to amount; to execute, endorse and/or deliver as evidence of such borrowing all kinds of securities, including but without limiting the generalities thereof promissory notes, drafts, bills of exchange, bonds and debentures and other negotiable or non-negotiable instruments and evidences of indebtedness.

(c) To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares, whether direct or indirect, to the extent of its capital surplus available therefore, subject to the additional limitations provided for in Section 10-2A-22 of the Alabama Business Corporation Act. To make any guaranty or contract of guaranty or surety respecting stocks, debentures, dividends, securities, indebtedness, interest, contracts, leases, or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals, firms or other entities.

(d) To establish and to pay pensions and pension plans, profit sharing, stock options, stock purchases, stock bonuses, retirement, benefit or incentive in compensation plans, trust and provisions for any or all of its directors, officers and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(e) To provide insurance for the corporation's benefit on the life of any of its directors, officers or employees, or on

the life of any stockholder for the purpose of acquiring at his death shares of the corporation stock owned by a stockholder.

(f) To establish, purchase, own, maintain and operate a store or stores, storage warehouses or warehouses for the storage and deposit of goods, wares, merchandise of all kinds, nature and description; and to purchase, own, lease, maintain and operate vehicles and vessels of any type for the transportation for its self or for hire, any goods, wares, or merchandise.

(g) To buy and sell goods, wares and merchandise of all kinds, nature and description.

(h) The corporation shall have the power to conduct and carry on its business, or any part thereof, and to have one or more offices, and to exercise all or any part of its corporate powers in and rights, in the State of Alabama, and in various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

(i) To do all acts necessary in incident for the proper accomplishment of any of the purposes, powers, or objects hereinbefore set forth, either alone or in association with any other corporation, firms, individuals, or other entities, provided the same is not inconsistent with the laws under which this corporation is organized.

(j) To acquire, hold, own, use, license, lease and sell, either a loan or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters, patents and applications for them; licenses, formulas, privileges, processes, copyrights and applications therefore; trademarks and applications therefore; and trade names and applications therefore.

## ARTICLE FIVE

### PRINCIPAL OFFICE AND AGENT

The location of the initial registered office shall be 1815 Chanbury Circle, Pelham, Alabama, 35124.

The mailing address of the initial registered office shall be 1815 Chanbury Circle, Pelham, Alabama 35124.

The initial registered agent is Sandra Anne Sullivan, 1815 Chanbury Circle, Pelham, Alabama 35124.

ARTICLE SIX  
CAPITAL STOCK

The total number of shares which the corporation has authority to issue is 100 all of which shall be common shares with par value of one dollar (\$1.00).

No pre-emptive rights are to be associated with the capital shares of this corporation.

ARTICLE SEVEN  
INTERNAL AFFAIRS

There are no provisions for the regulations of the internal affairs of the corporation other than those created by law and the Alabama Business Corporation Act or as approved by the directors of the corporation.

ARTICLE EIGHT  
DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one and the name and address of the person who is to serve as said director until the first annual meeting of shareholders or until his successor or successors are elected and qualified is:

NAME	ADDRESS
Sandra Anne Sullivan	1815 Chanbury Circle Pelham, AL 35124

ARTICLE NINE  
INCORPORATORS

The name and address the incorporator is:

NAME	ADDRESS
Sandra Anne Sullivan	1815 Chanbury Circle Pelham, AL 35124

## ARTICLE TEN

### ACTION BY DIRECTORS WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting, if a written consent thereto is signed by all members of the Board or of the committee, if applicable, and if such written consent is filed with the minutes of proceeding of the Board of Directors or of the committee.

Given under my hand and seal this the 22 day of December, 1989.

  
Sandra Anne Sullivan

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# OFFICE OF THE SECRETARY OF STATE

State of Alabama

**PERRY A. HAND**

SECRETARY OF STATE

## NAME RESERVATION CERTIFICATE

FOR

Once Upon A Time, Inc.

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, based upon an examination of the corporation records on file in this office, the corporate name "Once Upon A Time, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Neill Clay, 1725 2nd Ave N., Bessemer, AL 35020 for a period of one hundred twenty days beginning December 12, 1989 and expiring April 12, 1990.



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 December 12, 1989.

Perry A. Hand  
Secretary of State

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# State of Alabama

SHELBY

County

## CERTIFICATE OF INCORPORATION OF

ONCE UPON A TIME, 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 ONCE UPON A TIME, 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 ONCE UPON A TIME, 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 DECEMBER, 1989

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

89 DEC 28 PM 2:04

Thomas A. Snowden, Jr.  
JUDGE OF PROBATE

Thomas A. Snowden, Jr.  
Judge of Probate

Recd 35.00  
Jud 3.00  
38.00