

100

ARTICLES OF INCORPORATION
OF
LAUNDRY, INC.

TO THE JUDGE OF PROBATE OF
SHELBY COUNTY, ALABAMA:

The undersigned, desiring to organize a body corporate under the laws of the State of Alabama and being all of the subscribers to the capital stock of the corporation hereby organized, do make, sign and file these ARTICLES OF INCORPORATION, as follows:

FIRST

The name of the Corporation is:

LAUNDRY, INC.

SECOND

The objects and purposes for which the Corporation is formed are:

- (a) To engage in the business of the operation of laundramats and related businesses.
- (b) To buy, sell, own, build, improve, design, plat, and deal in houses and buildings of every nature, and real estate.
- (c) To act as agent, jobber, or broker 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 all interests in, and claims affecting the same.
- (d) To buy, own, sell, pledge, exchange, convey, and otherwise acquire hold, dispose

BOOK 040 PAGE 619

R. E. Peterson

of and deal with bills, notes, bonds, warrants, debentures, and securities of all kinds.

- (e) 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 this 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 any such business.
- (f) To acquire, hold, use, sell, assign, lease, exchange, and grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulas, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.
- (g) To assume or guarantee the payment of the principal of or dividends or interest on any shares of stock, notes, bonds or other securities, and to guarantee any contracts or obligations issued by any corporation, firm, or individual, and to use its name and credit for the benefit of other corporations, firms, or individuals.
- (h) To borrow and lend money; to give or to take security for money borrowed or loaned or for the purposes, by way of mortgage, pledge, transfer, assignment, or otherwise, on real or personal property of every nature and description; and to issue bonds, notes, bills of exchange, debentures, and other obligations and evidences of indebtedness.
- (i) To enter into, make, and perform contracts of every kind and description with any person, firm, association, corporation,

municipality, county, state, body politic, or government, or colony or dependency thereof.

- (k) To purchase or otherwise acquire its own shares of stock (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.
- (l) To do all and everything necessary and proper for the accomplishment of the objects to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise.

The foregoing clauses shall be construed as objects, purposes, powers, and provisions for the regulation of the business and the conduct of the affairs of the Corporation, the directors and stockholders, and each class of stockholders, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of 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 in any of its branches.

THIRD

The address of the initial registered office of the Corporation is 3617 Wyngate Lane, Birmingham, Alabama, 35242, and the name of its initial registered agent at such address is Bernard A. Cohen.

FOURTH

The maximum amount of the total authorized stock of the Corporation shall be \$2,000.00 divided into 2,000 shares, of common stock, having a par value of \$1.00 per share. The stock shall be issued initially in the amount of 1,000 shares at a par value of \$1.00 per share for a total par value of \$1,000.00.

FIFTH

This Corporation may from time to time issue its shares of stock for such consideration as may be fixed from time to time by the Board of Directors and may receive in payment thereof in whole or in part cash, labor done, personal property, or real property or leases thereof. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, property, real estate or leases thereof, 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.

SIXTH

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers or 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 less than all of the shareholders of any such corporation, shall apply to this Corporation and shall be binding upon not only this Corporation, but upon 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.

SEVENTH

The name and post office address of the incorporator is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
BERNARD A. COHEN	3617 Wyngate Lane Birmingham, Alabama 35242

EIGHTH

The number of Directors constituting the initial Board of Directors of the Corporation is one, and the name and address of the person who is to serve as sole director until the first annual meeting of shareholders or until a successor is elected and shall qualify is:

Bernard A. Cohen

3617 Wyngate Lane
Birmingham, Alabama 35242

NINTH

The period for the duration of the Corporation shall be perpetual.

TENTH

The corporate power shall be exercised by the Board of Directors, and may be exercised without a meeting by unanimous consent or otherwise, except as otherwise provided by statute or by these Articles of Incorporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To make and alter the Bylaws of the Corporation, but Bylaws so made by the directors may be altered or repealed by the directors or stockholders.
- (b) To fix and determine and vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date for the declaration and payment of dividends; to direct and determine payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

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 it by Statute.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation, this the 28th of December, 1989.

Bernard A. Cohen
BERNARD A. COHEN

This Instrument Prepared By:
Charles H. Moses, III
RIVES & PETERSON
1700 Financial Center
505 North 20th Street
Birmingham, Alabama 35203
(205) 328-8141

BOOK 040 PAGE 624



OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

• NAME RESERVATION CERTIFICATE

FOR

Laundry, 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 "Laundry, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Charles H. Moses III, 1700 Financial Center, Birmingham, AL 35203 for a period of one hundred twenty days beginning December 5, 1989 and expiring April 5, 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 5, 1989.

Perry A. Hand
Secretary of State

BOOK 040 PAGE 625

STATE OF ALABAMA
SHELBY COUNTY

CERTIFICATE OF INCORPORATION
OF
LAUNDRY, INC.

The undersigned, as Judge of Probate of SHELBY COUNTY, STATE OF ALABAMA, hereby certifies that Articles of Incorporation duly signed pursuant to the provisions of the Code of Alabama, have been received in this office and are found to conform to law and that the name of the corporation is now reserved with the Secretary of the State of Alabama, a true copy of such Reservation Certificate having been filed with the Articles of Incorporation.

BOOK 040 PAGE 626
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 LAUNDRY, INC. and attaches hereto a certified copy of the Articles of Incorporation.

Given Under My Hand and Official Seal on this the 3rd day of January, 1990.

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

90 JAN -3 PM 2:56

C3: CERTIFICATE, LI

JUDGE OF PROBATE

Thomas A. [Signature]
Judge of Probate

Rec 35.00
Fud 3.00
38.00