

**ARTICLES OF INCORPORATION
OF
BAXTER CAPITAL RESOURCES, INC.**

1. The name of the corporation is Baxter Capital Resources, Inc.
2. The period of its duration is perpetual.
3. The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, but not limited to, the leasing of goods and equipment and securing financing for the leasing of goods and equipment.
4. The aggregate number of shares of capital stock which the corporation shall have authority to issue is one thousand (1,000) shares of common stock, par value of one dollar (\$1.00) per share.
5. The location and mailing address of the initial registered office of the corporation is 3049 Old Stone Drive, Birmingham, AL 35242, and the name of its initial registered agent at such address is H. Glenn Baxter, Jr.
6. 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 the sole director until the first annual meeting of shareholders and until his successor is elected and shall qualify is as follows:

H. Glenn Baxter, Jr.
3049 Old Stone Drive
Birmingham, AL 35242

✓
JAMES W. FUHRMEISTER

7. The name and address of the incorporator of the corporation is: H. Glenn Baxter, Jr., 3049 Old Stone Drive, Birmingham, AL 35242.

8. Each shareholder shall have a preemptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.

9. 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. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

10. The corporation shall have and may exercise any and all powers which a corporation incorporated under the Alabama Business Corporation Act may have and exercise. Without in any way limiting the foregoing, this corporation shall have the power to endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefor, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, scrip, coupons, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage or obligation of any other corporation or

association, domestic or foreign, or of any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth or the corporations, associations or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association or person

(A) which owns stock in this corporation; or

(B) which owns stock in another corporation, which owns stock in this corporation; or

(C) in which this corporation owns stock; or

(D) in which another corporation owns stock in this corporation, or

(E) in which any one or more persons who own stock in this corporation, or

(F) which or who has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guarantee or suretyship with respect to all or any such obligations, evidences of indebtedness, or contracts of this corporation, or which may engage with this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

The undersigned, acting as incorporator of the corporation

named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 24th day of JANUARY, 1990.

H. Glenn Baxter, Jr.
H. Glenn Baxter, Jr.

Prepared by:
JAMES W. FUHRMEISTER
Attorney At Law
Suite 102, 200 Cahaba Park Circle
Birmingham, AL 35242
(205) 995-0220

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OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND
SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Baxter Capital Resources, 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 "Baxter Capital Resources, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jim Fuhrmeister, 200 Cahaba Circle, Birmingham, AL 35242 for a period of one hundred twenty days beginning January 10, 1990 and expiring May 11, 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 January 10, 1990.

Perry A. Hand
Secretary of State

State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION OF Baxter Capital Resources, 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 Baxter Capital Resources, 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 Baxter Capital Resources, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 31st day of January, 19 90



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

90 JAN 31 PM 2:01

JUDGE OF PROBATE

Thomas A. Howden, Jr.
Judge of Probate

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