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ARTICLES OF INCORPORATION

OF

J & D ORIENTAL ENTERPRISES, INC.

The undersigned, acting as incorporators of a business corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is J & D ORIENTAL ENTERPRISES, INC.

SECOND: The period of duration of the corporation shall be perpetual.

THIRD: (a) The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act including Import and Export.

(b) In furtherance but not in limitation of the aforesaid purposes of this corporation and without limitation of the powers conferred by statute or general rules of law, this corporation shall have the following powers in addition to others now or hereafter conferred by law;

(i) To purchase, acquire, take, receive, own hold, improve, use, sell, convey, assign, exchange, trade, transfer,

Michael J. Galloway

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release, mortgage, encumber, pledge, lease, hire and deal in real and personal property or any interest therein of any kind or character, wherever situated.

(ii) To manufacture, purchase or otherwise acquire, own mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to any class of business specifically enumerated among the purposes of this corporation; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto.

(iii) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and put to use any license, power, authority, concession, franchise, letters patent of the United States or any foreign country, patent rights, processes, formulae, know-how, methods, copyrights, trademarks, tradenames, or any other right or privilege, and to grant licenses or rights in any of the foregoing and to make or

grant any of the foregoing which any corporation can make a grant.

(iv) To acquire and pay for in cash, bonds or stocks of this corporation or otherwise, the goodwill, rights, assets and properties of any person, firm partnership, association, trust, estate, or corporation and to undertake, assume, or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate or corporation; to hold, or in any manner dispose of the whole or any part of the properties 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, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this corporation.

(v) To acquire, by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests (whether general or limited), mortgages or securities executed or issued by the

government of the United States or by any other government, state, territory, governmental district, municipality, county, political entity or any subdivision or instrumentality of any of the foregoing, or by any person or individual, partnership, firm, association, trust, investment company, corporation or otherwise, whether public or private and whether organized and existing under the laws of Alabama or any other state or foreign country, and to issue and exchange for any or all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages, or other securities the stocks, stock rights, bonds, debentures, evidences of indebtedness or other securities of this corporation, and this corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, encumber, deposit in escrow, lend, hypothecate, trade or otherwise dispose of all or any part of its interest in any such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnerships interests, mortgages or securities so acquired by it, and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama or of such other jurisdiction as are applicable in the premises, whether or not the exercise of

such rights of ownership involves the conduct, management, participation, or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation and whether or not the exercise of such rights of ownership and the retention of such property involves a sharing or delegation of control over the business or property of this corporation with or to persons other than the Board of Directors of the corporation.

(iv) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real and personal property of every nature and description, or by way of guaranty or otherwise.

(vii) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(viii) To issue, bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(ix) To purchase, take receive, redeem or otherwise acquire, hold own, pledge, transfer or otherwise dispose of its

own shares of stock, and its bonds, debentures, notes, script or other securities or evidences of indebtedness, and to hold, sell, transfer reissue or cancel the same.

(x) To endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either, on any bonds, debentures, notes, script, coupons, or other obligations or evidences of indebtedness, or their performance of any contract, mortgage, or obligation, or the payment of dividends or the redemption or purchase price or liquidation rights of any stock, of any other corporation or association, domestic or foreign, or of any person, firm, partnership, or joint venture.

(xi) To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders.

(xii) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration, with any person, firm, partnership, trust, estate, association, corporation, state, territory, municipality, county, government, governmental district, body politic, or any subdivision or instrumentality thereof.

(xiii) To act as agent, jobber, broker or attorney-in-fact in buying selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interest 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 loans and all interests in and claims affecting the same.

(xiv) To participate with any person, partnership, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as general partner or as limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest syndication, pooling of interests, reciprocal concession, joint ownership, or cooperation, as partner (general or limited) joint venturer. or otherwise, with any person, partnership, trust, estate, firm association, or corporation, for the purposes of any transaction, undertaking, or arrangement, or the carrying on of any business within the power of a corporation organized under the laws of Alabama, whether or not such participation or arrangements involve sharing or delegation of control over the business or properties of this corporation with or to persons other than this corporation's Board of Directors and whether or not such participation or ownership of any business not related

to any class of business specifically enumerated among the purposes of this corporation.

(xv) To be a promoter, incorporator, partner, member, trustee, associate, or manger of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.

(xvi) To enter into any plan or project for the assistance and welfare of its directors, officers or employees; to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors, officers and employees.

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(xvii) Subject to the limitations and restrictions imposed by the Alabama law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative, including appeals and including actions by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation or is or was serving at the request of this corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) and (if

such action is not by or in the right of the corporation) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation; and to purchase and maintain insurance on behalf of any such person who is or was a director, officer, employee or agent of this corporation or is or was serving at the request of the corporation as director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

(xviii) To make donations for the public welfare or for charitable, scientific or educational purposes.

(xix) To transact any lawful business which the Board of Directors find to be in aid of governmental policy.

(xx) To have and exercise all powers necessary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be

organized under the Alabama Business Corporation Act.

FOURTH; The aggregate number of shares which the corporation shall have the authority to issue is 1000 having a par value of \$1.00 per share.

FIFTH; The Directors of the corporation shall have the power to sell any authorized by unissued stock of any class at any time and to any person as they deem advisable, and no shareholder shall be entitled, as of right, to subscribe or purchase any of such additional shares of stock.

SIXTH; The address of the initial registered office of the corporation is 2837 Hwy. 119 South Alabaster, Alabama 35007, and the name of the initial registered agent at such address is Donna Yang.

SEVENTH; The number of Directors constituting the initial Board of Directors of the corporation is two, and the name and address of the person who is to serve as Director until the first annual meeting of the shareholders or until her successor is elected and shall qualify is;

<u>NAME</u>	<u>ADDRESS</u>
Donna Yang	2083 C Vestavia Park Ct. Vestavia, AL 35216
Jemmy Yang	2083 C Vestavia Park Ct. Vestavia, AL 35216

EIGHTH; The Board of Directors of the corporation may, from time to time, distribute to the shareholders of the corporation out of its capital surplus, as capital surplus as defined under the Alabama Business Corporation Act as the same may be from time to time amended, any portion of the corporation's assets, in cash or property, provided however, that no such distribution of this corporation's assets shall be made at a time when this corporation is insolvent, as defined under the Alabama Business Corporation Act as the same may be from time to time amended, or when such distributions should render this Corporation insolvent, as so defined.

NINTH; The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Donna Yang	2083 C Vestavia Park Ct. Vestavia, AL 35216
Jemmy Yang	2083 C Vestavia Park Ct. Vestavia, AL 35216

Done this 14th day of Feb, 1990.

Donna Yang
Donna Yang

Jemmy Yang
Jemmy Yang

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OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND
SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

J&D Oriental Enterprises, 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 "J&D Oriental Enterprises, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Michael Galloway, 1329 Forestdale Boulevard, Birmingham, AL 35214 for a period of one hundred twenty days beginning February 6, 1990 and expiring June 7, 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 February 6, 1990.

Perry A. Hand
Secretary of State

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION OF

J & D Oriental Enterprises, 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 J & D Oriental Enterprises, 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 J & D Oriental Enterprises, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 23rd day of FEBRUARY, 19 90.

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

Thomas A. Shouder, Jr.
Judge of Probate

90 FEB 23 PM 1:38

Thomas A. Shouder, Jr.
JUDGE OF PROBATE

Recd 35.00
Jud 3.00
38.00

