

THE STATE OF ALABAMA  
SHELBY COUNTY

CERTIFICATE OF INCORPORATION OF  
ALDA GROUP, INCORPORATED

TO THE PROBATE JUDGE OF SHELBY COUNTY, ALABAMA:

UNDER AND BY VIRTUE of the Alabama Business Corporation Act and the laws of the State of Alabama, the undersigned J. Alan Smith and David K. Parrish do hereby make and file this certificate pursuant to the provisions of said laws, to become thereunder a body corporate for the purpose of carrying on the business hereinafter named, and hereby declare and certify as follows:

FIRST

The name of the corporation shall be Alda Group, Incorporated.

SECOND

The principal office of said corporation shall be located at 2532 Marcal Road, Shelby County, Alabama/ Birmingham, Al 35244

THIRD

The objects and purposes for which this corporation is formed are:

To purchase, acquire, hold, improve, sell convey, assign, release, mortgage, encumber, lease, hire and deal in real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and to take securities for the payment of all sums due the corporation, to sell, assign, and release such securities;

To buy, sell, acquire, release and otherwise deal in real estate and land in every class and description;

To borrow and lend money, with or without security, to mortgage, pledge or hypothecate any property the corporation may own regardless of its nature or the evidence of same.

To purchase, acquire, hold, sell, convey, assign, release, mortgage, encumber, lease, hire, and deal in goods, wares, merchandise and services of every class and description which can be lawfully sold.

BOOK 041 PAGE 316

To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account or deal with all or any part of the property of the corporation from time to time to vary any investment or employment of capital of the corporation;

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge, or otherwise; and generally to make and perform agreements and contracts of every kind and description;

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise dispose of and deal in, lands and leaseholds, goods, wares, merchandise, equipment and services of every kind and character, any interest, estate and rights in real property, and any personal or leased property, and any franchises, rights, licenses or privileges necessary, convenient or appropriate. To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage and otherwise to engage in a general retail, rental and service business and all things incidental thereto.

To do all things necessary or incidental to the successful conduct of the business and to effectuate the objects and purposes for which this corporation was formed and to engage in a general retail, rental and service business.

And generally to do and perform all the acts and enjoy the powers conferred by the general laws of Alabama, as provided by the Alabama Business Corporation Act.

#### FOURTH

The total amount of the authorized capital stock of said corporation is One Hundred Dollars (\$100), divided into one hundred shares of common stock with a par value of One Dollar (\$1) per share. The amount of the total authorized capital stock with which this corporation shall begin business shall be One Hundred Dollars (\$100) all of said shares of stock issued, having been paid for in cash, or its equivalent at the par value of \$1 per share, the number of shares subscribed by each of them, all as shown by the Subscription List hereto attached and marked "Exhibit A."

FIFTH

The names and places of residence of the subscribers to the capital stock, and the number of shares subscribed to by each, are as follows:

J. Alan Smith, 2532 Marcal Road, Shelby County, Birmingham, Alabama 35244, 50 Shares.

David K. Parrish, 201 Powell Place, Jefferson County, Trussville, Alabama 35173, 50 Shares.

These people will also serve as directors of this corporation for the first year and until their successors have been elected and qualified.

SIXTH

The following named persons will serve as officers of the corporation for the first year and until their successors are chosen and have qualified:

J. Alan Smith -----President  
David K. Parrish -----Vice-President/Secretary

SEVENTH

Said corporation shall have perpetual existence.

EIGHTH

The President, J. Alan Smith, is the Agent designated by the incorporators to receive subscriptions to the capital stock of the corporation.

NINTH

The corporation shall have all the rights, powers, privileges and immunities as set out in the Alabama Business Corporation Act, and all other laws applicable thereto, whether herein specifically set out or not, all of which are hereby referred to and made a part hereof as though set out herein.

TENTH

The stockholders shall have the right to increase or decrease the capital stock to such sum or sums as they may desire, and as may be permitted by the laws of the State of Alabama.

ELEVENTH

The incorporators attach to this certificate a statement under oath made by the agent designated to receive subscriptions to the capital stock of the corporation, which shows that the corporation will begin business with one hundred shares of authorized capital stock subscribed and fully paid, payment therefor having been made in cash or its equivalent at the par value of \$1 per share, the number of shares subscribed by each of them.


TWELFTH

The directors or stockholders may waive, in writing, any requirements under the Bylaws of the corporation or the laws of the State of Alabama (where the law permits such waiver) to hold a formal meeting with respect to any business transacted by the corporation, and may transact the business of the corporation by resolution executed or consented to in writing by all of the directors or stockholders without the formality of a meeting, which resolution when so executed or consented to shall be valid and binding on the corporation in the same manner as if a meeting had been called with respect to such action and notice issued, as provided by the Bylaws of the corporation or the laws of the State of Alabama.

IN WITNESS WHEREOF, the incorporators have hereunto signed and subscribed their names, and file this certificate for record in the Office of the Probate Judge of Shelby County, Alabama, on the 21st day of March, 1990.

  
J. Alan Smith

(SEAL)


  
David K. Parrish

(SEAL)

"Exhibit A"  
SUBSCRIPTION LIST

We, the undersigned incorporators of Alda Group, Incorporated hereby subscribe for the number of shares of the capital stock of said corporation set opposite our respective names, said stock to be fully paid, payment therefor having been made in cash or its equivalent at the par value of \$1 per share, the number of shares subscribed by each of them.

  
J. Alan Smith 50 Shares

  
David K. Parrish 50 Shares

Total authorized capital stock - \$100.00

THE STATE OF ALABAMA  
SHELBY COUNTY

Before me, the undersigned authority in and for said County, in said State, personally appeared J. Alan Smith, the agent designated by the incorporators of Alda Group, Incorporated to receive subscriptions to the capital stock of the proposed corporation, who is known to me and who, being duly sworn, deposes and says on oath:

That he is the agent designated to receive such subscriptions; that the foregoing is the declaration of incorporation of the said incorporators and that the same was signed by each of them, namely, J. Alan Smith and David K. Parrish.

That the total authorized capital stock of the said corporation is One Hundred Dollars (\$100), divided into one hundred shares with a par value of \$1 per share; that said corporation will begin business with one hundred shares of stock subscribed for; that the foregoing is a true and correct list of subscriptions to the capital stock of said corporation, together with the number of shares subscribed by each of the incorporators; and that all of the said subscriptions have been paid for in full in cash or its equivalent at the par value of \$1 per share, the number of shares subscribed by each of them.

Agent *J. Campbell*

Sworn to and subscribed before me, this  
21<sup>st</sup> day of March, 1990.

*Harold L. White*  
Notary Public

BOOK 041 PAGE 321



## OFFICE OF THE SECRETARY OF STATE

State of Alabama

**PERRY A. HAND**

SECRETARY OF STATE

### NAME RESERVATION CERTIFICATE

FOR

**Alda Group, 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 "Alda Group, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Alan Smith, 2532 Marcal Rd., Birmingham, AL 35244 for a period of one hundred twenty days beginning March 21, 1990 and expiring July 20, 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 March 21, 1990.



Perry A. Hand  
Secretary of State

# State of Alabama

Shelby

County

## CERTIFICATE OF INCORPORATION OF

Alda Group, 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 Alda Group, 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 Alda Group, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 27th day of March, 19 90.

STATE OF ALA. SHELBY  
I CERTIFY THIS  
INSTRUMENT WAS FILED

Thomas A. Snowdy  
Judge of Probate

90 MAR 27 AM 11:45

3.00  
3.00  
38.00

Thomas A. Snowdy  
JUDGE OF PROBATE

BOOK 041 PAGE 323