

ARTICLES OF INCORPORATION

AND

CERTIFICATE OF INCORPORATION

OF C & S CONTRACTORS, INC.

A CLOSE CORPORATION

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, Earl Wayne Standifer and Jimmy Lee Carter, who are over the age of twenty-one (21) years, desiring to organize a body corporate under the laws of the State of Alabama, and being the subscribers to the capital stock of the corporation hereby organized, do make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is C & S Contractors, Inc., and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The corporation is a close corporation, organized pursuant to Code of Alabama, Section 10-2A-300, et seq.

3. The period of duration for the corporation is perpetual.

4. The objects and purposes for which the corporation is formed are:

(a) To conduct and operate a construction business; to sell, design and construct both residential and commercial structures.

(b) To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above.

(c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation.

(d) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes which the corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation in addition to those powers

*Richard Shulewa*  
P. O. Box 607

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specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

5. The location of the principal office of the corporation shall be Rt. 1 Box 249-M, Columbiana, Alabama 35051.

6. The aggregate number of shares which the corporation shall be authorized to issue shall be two hundred (200) shares of common stock having a par value of One Dollar (\$1.00) per share. The amount of paid-in stock with which the corporation shall begin business shall be One Hundred Dollars (\$100.00), divided into One Hundred (100) shares of common capital stock, having a par value of One Dollar (\$1.00) per share.

The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation, or to any other holders of securities of the corporation, or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independant audit of the corporation's books.

For purposes of determining the number of holders of record of the stock of the said corporation, stock which is held joint or common tenant, or by the entities, shall be treated as held by one shareholder.

All of the corporation's issued shares of stock may at no time be held by more than thirty (30) persons.

7. The names and addresses of the incorporators and the number of shares subscribed by them are as follows:

Earl Wayne Standifer P.O. Box 1198 Alabaster, AL 35007	50 shares
Jimmy Lee Carter P.O. Box 251 Alabaster, AL 35007	50 shares

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to

recognize any equitable or other claim to, or interest in, said share on the party of any other person, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by the shareholders of the corporation, except as otherwise provided by statute or by this Certificate of Incorporation.

10. The location of the initial registered office of the corporation is Rt. 1 Box 249-M, Columbiana, Alabama 35051.

11. The initial registered agent for the corporation shall be Earl Wayne Standifer.

12. The names and addresses of the officers who shall hold office until their successors have been duly elected and qualified are as follows:

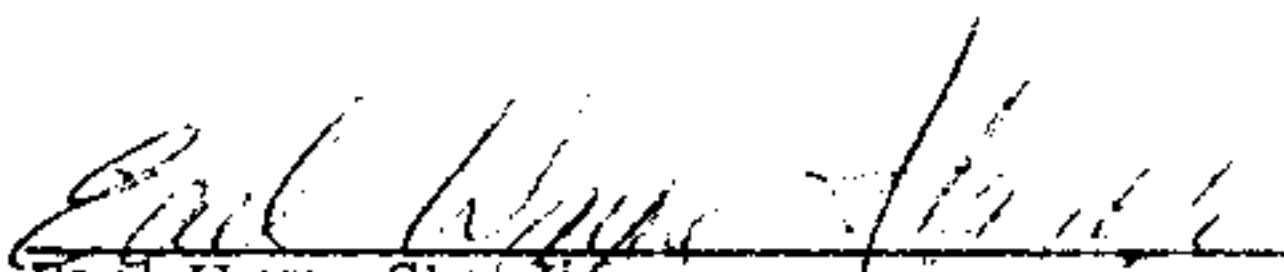
Earl Wayne Standifer	President
P.O. Box 1198	
Alabaster, AL 35007	


Jimmy Lee Carter	Vice-President, Secretary &
P.O. Box 251	Treasurer
Alabaster, AL 35007	

13. Attached hereto, marked Exhibit "A" and made part hereof, is a copy of the subscription list to the capital stock of said corporation showing the amount of capital stock subscribed for by the said incorporation and the manner in which such subscription is provided to be discharged.

14. This corporation is formed as a close corporation or small business corporation and the stock authorized herein shall be stock of a close corporation or small business corporation, as defined by Section 1244(c) of the United States Internal Revenue Code. It is the intention of the incorporators herein to incorporate and act as a Sub-Chapter "S" corporation.

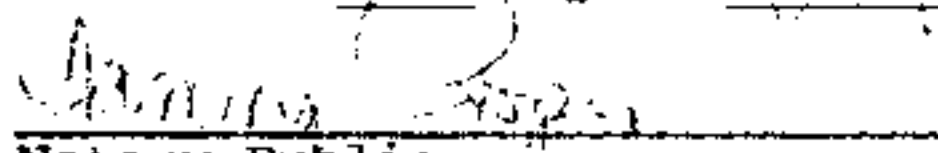
15. IN WITNESS THEREOF, the undersigned incorporators have hereunto subscribed their names to this Certificate of Incorporation this the 21 day of July, 1990.

  
Earl Wayne Standifer

  
Jimmy Lee Carter

STATE OF ALABAMA )  
COUNTY OF SHELBY )

Sworn to and subscribed to before me this 21 day of July, 1990.

  
Notary Public



## OFFICE OF THE SECRETARY OF STATE

State of Alabama

**PERRY A. HAND**

SECRETARY OF STATE

### NAME RESERVATION CERTIFICATE

FOR

**C & S Contractors, 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 "C & S Contractors, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Richard Shuleva, P. O. Box 607, Pelham, AL 35124 for a period of one hundred twenty days beginning July 25, 1990 and expiring November 23, 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 July 25, 1990.

Perry A. Hand  
Secretary of State

# State of Alabama

Shelby County

## CERTIFICATE OF INCORPORATION OF

C & S Contractors, 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 C & S Contractors, 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 C & S Contractors, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 8th day of August, 19 90

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

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JUDGE OF PROBATE

Thomas A. Snowdy Jr.  
Judge of Probate

Rec 35.00  
Jud 3.00  
38.00

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