

STATE OF ALABAMA )

SHELBY COUNTY )

ARTICLES OF INCORPORATION  
OF  
CUSTOM PROGRAMMING SOLUTIONS, INC.

The undersigned, desiring to form a corporation pursuant to the Revised Alabama Business Corporations Act of the State of Alabama, does hereby make and file these Articles of Incorporation as follows:

I.

The name of the corporation shall be CUSTOM PROGRAMMING SOLUTIONS, INC.

II.

The location of the principal office of the corporation shall be at Suite 707, 2200 Riverchase Center, Birmingham, Alabama 35244.

III.

The nature of the business and the object and the purposes for which this corporation is formed are and include, as fully and to the same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under and by virtue of the Laws of the State of Alabama, the following:

a. Owning, selling, developing and management of real estate, personal property and all that may pertain thereto.

b. To take, own, hold, deal in, mortgage or otherwise give lien against and to lease, sell, buy, exchange, transfer and, in any manner, dispose of or deal with real property of every class or description, and any and all interest therein, both within and without the State of Alabama.

c. To manufacture, purchase or otherwise acquire, in any lawful manner and hold, own, mortgage, pledge or otherwise, to give liens against and to lease, sell, assign, exchange, transfer, or in any manner, dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within and without the State of Alabama, and in any part of the world.

d. For any of the purposes of the Corporation and without any limitation as to amount, to borrow and raise monies, to draw, make, accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds and other instruments, whether transferable, and other evidence of

T. Charles Steward

indebtedness, whether secured by mortgage or otherwise, either alone or jointly with any other person or corporation; to confer upon the holders of any of its obligations such rights, powers and pledges as from time to time might be deemed advisable by the Board of Directors, except as may be specifically prohibited by law; to lend money with or without collateral or other security.

e. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality or body politic

f. To purchase, insofar as the same may be done without impairing capital of the Corporation, except as otherwise permitted by law, and to hold, pledge, and reissue shares of its own capital stock, as determined by the Board of Directors.

g. To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, trustees or otherwise, and either alone or in the company of others.

h. In general, to carry on any other business in connection therewith and to do all things not forbidden by the Laws of the State of Alabama and with all the powers conferred upon corporations by the Laws of the State of Alabama. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Article III of these Articles of Incorporation shall, except where otherwise specified, be no wise limited or restricted Articles, but that the objects, purposes and powers specified in this Article and in each of the Articles and paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes, and powers and shall not be construed to restrict, in any manner, the general powers and terms of this Corporation nor shall the expression of any one thing be deemed to exclude another, although it be of like nature.

#### IV.

The amount of the total authorized capital of this Corporation shall be Five Hundred And No/100ths Dollars (\$500.00), divided into Five Thousand (5,000) shares of common stock of the par value of Ten Cents (\$.10) per share. The total capital with which the Corporation shall begin business shall be One Hundred Dollars (\$100.00).

#### V.

The name and post office address of the officer or agent designated by the incorporators to receive subscriptions to the capital stock is Jeff R. Allen, Suite 707, 2200 Riverchase Center, Birmingham, Alabama 35244.

#### VI.

The name of the registered agent for service of process is Jeff R. Allen, and the address of the registered office of the Corporation is Suite 707, 2200 Riverchase Center, Birmingham, Alabama 35244.

VII.

The name and address of the initial shareholders are as follows:

<u>SHAREHOLDERS</u>	<u>ADDRESS</u>	<u>SHARES</u>
Jeff R. Allen	3232-B Westbrook Drive Birmingham, Alabama 35216	420
C. Michael Taylor	Route 1, Box C159 Sylacauga, Alabama 35150	380
E. M. Daw	1930 Beatline Road Warrior, Alabama 35180	100
Linda W. Raye	315 Woodward Road Trussville, Alabama 35173	100

VIII.

The name and address of the incorporator is T. Charles Steward, Attorney-at-Law,  
405 South 13th Street, Birmingham, Alabama 35233.

IX.

The duration of the Corporation shall be perpetual.

X.

The initial Board of Directors shall consist of four (4) directors. The name and address of the directors chosen for the first year are as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Jeff R. Allen	3232-B Westbrook Drive Birmingham, Alabama 35216
C. Michael Taylor	Route 1, Box C159 Sylacauga, Alabama 35150
E. M. Daw	1930 Beatline Road Warrior, Alabama 35180
Linda W. Raye	315 Woodward Road Trussville, Alabama 35173

XI.

The name and address of the officers chosen for the first year are as follows:

<u>OFFICER</u>	<u>ADDRESS</u>	<u>TITLE</u>
Jeff R. Allen	3232-B Westbrook Drive Birmingham, Alabama 35216	President
C. Michael Taylor	Route 1, Box C159 Sylacauga, Alabama 35150	Vice-Pres./Secretary
E. M. Daw	1930 Beatline Road Warrior, Alabama 35180	Vice-President
Linda W. Raye	315 Woodward Road Trussville, Alabama 35173	Vice-President

XII.

The power to manage and control the Corporation shall be vested in the Board of Directors, subject to the By-Laws, rules and regulations adopted by the stockholders of the Corporation.

XIII.

No contract or other transaction between the Corporation and any other firm, individual or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this Corporation is interested in or a member of, stockholder, director or officer of any such firm or corporation; and any director or officer, individually or jointly, may be a party to or interested in any contract or transaction of this Corporation, and no contract, act or transaction of this Corporation with any person, firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of this Corporation is a party to or interested in said contract.

XIV.

In the event that the corporation should borrow any monies and execute any Promissory Notes in which the shareholders are required to give their personal guarantee, then in the event that a shareholder pays to the lender his pro-rated share of such indebtedness such shareholder shall thereafter be relieved of his obligation under the Promissory Note and Personal Guarantee Agreement.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a Corporation under the laws of the State of Alabama does make, file and record these Articles of Incorporation and does certify that the facts herein stated are true and have, accordingly, hereunto set his hand and seal on the date set opposite his name.

Date: 8/9/90

Charles Steward

STATE OF ALABAMA )

JEFFERSON COUNTY )

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that T. CHARLES STEWARD whose name is signed to the foregoing Articles of Incorporation of CUSTOM PROGRAMMING SOLUTIONS, INC., who is known to me to be the party to same, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, he executed the same voluntarily on the day the same bears date, and said Articles of Incorporation is the act and deed of the signer and the facts stated therein are true.

GIVEN under my hand and seal of office on this the 9<sup>th</sup> day of August, 1990.

Maxine Gay Nelson  
NOTARY PUBLIC

MY COMMISSION  
EXPIRES: 2/2/94

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## OFFICE OF THE SECRETARY OF STATE

State of Alabama

**PERRY A. HAND**

SECRETARY OF STATE

### NAME RESERVATION CERTIFICATE

FOR

Custom Programming Solutions, 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 "Custom Programming Solutions, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of T. Charles Stewart, 405 S. 13th St., Birmingham, AL 35233 for a period of one hundred twenty days beginning August 6, 1990 and expiring December 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 August 6, 1990.

*Perry A. Hand*  
Perry A. Hand  
Secretary of State

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# State of Alabama

Shelby County

## CERTIFICATE OF INCORPORATION OF

CUSTOM Programming Solutions, 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 Custom Programming solutions, 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 Custom Programming Solutions, Inc and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10th day of August, 19 90.

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

90 AUG 10 PM 12:23

Thomas A. Snowden, Jr.  
JUDGE OF PROBATE

Thomas A. Snowden, Jr.  
Judge of Probate

Rec 35.00  
Jud 3.00  
38.00