

ARTICLES OF INCORPORATION  
OF

TED C.HIPP, CPA, P.C.

The undersigned for the purposes of forming a corporation under the Alabama Business Corporation Act, as amended, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is TED C. HIPPI, CPA, P.C.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is and the transaction of any and all lawful business for which corporations may be incorporated under Sec. 10-2A-1, et. seq., of the Code of Alabama.

RICHARD W. BELL & ASSOCIATES, P.C.

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

POST OFFICE BOX 427

YEAGER PARKWAY

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ARTICLE FOUR  
CAPITAL STOCK

The total authorized capital stock shall be One Thousand and No/100 (\$1,000.00) Dollars, consisting of One Thousand shares of common stock of par value of One and No/100 (\$1.00) Dollar per share. All stock shall be common stock and non-assessable.

ARTICLE FIVE  
NAME OF INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

TED C. HIPPI, CPA, P.C.  
5421 Caldwell Mill Road  
Birmingham, Alabama 35042

ARTICLE SIX  
LOCATION OF INITIAL REGISTERED OFFICE

The location of the initial registered office of the corporation is: 5421 Caldwell Mill Road, Birmingham, Alabama, 35042.

ARTICLE SEVEN

DIRECTORS

The corporation shall operate with no less than one (1) director. The names and addresses of the initial Board of Directors who shall serve until predecessors have been elected are as follows:

TED C. HIPPI

5421 Caldwell Mill Road  
Birmingham, Alabama 35042

JANET A. HIPPI

5421 Caldwell Mill Road  
Birmingham, Alabama 35042

ARTICLE EIGHT

INCORPORATORS

The name and address of the incorporator of the corporation is as follows:

NAME & ADDRESS	NO. OF SHARES	AMOUNT
Ted C. Hipp 5421 Caldwell Mill Road Birmingham, Alabama 35064	1,000	\$1,000.00

#### ARTICLE NINE

##### ACTION BY STOCKHOLDERS OR DIRECTORS WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors or of the stockholders or of any committee thereof, may be taken without meeting with the written consent thereto as signed by all the members of the Board of Directors or of the stockholders or of the committee, if applicable, and if such consent is filed with the minutes of the proceedings of the Board of Directors, the stockholders or the committee, whichever is applicable.

#### ARTICLE TEN

##### MISCELLANEOUS

Attached hereto as Exhibit "A" is the statement under oath of Janet A. Hipp person designated herein as agent to

receive subscriptions for capital stock of said corporation, which said affidavit shows the amount of capital stock which has been subscribed for and paid in.

I, the undersigned, being the incorporator, has subscribed my name this the 22<sup>nd</sup> day of August, 1990.

Ted C. Hipp  
TED C. HIPPI

STATE OF ALABAMA )

COUNTY OF SHELBY )

I, the undersigned, a Notary Public in and for said County and State at Large, hereby certify that Ted C. Hipp whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation she has executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 22<sup>nd</sup> day of August, 1990.

Kelly Shaw Cooper  
NOTARY PUBLIC  
My Commission Expires: 8/23/92

THIS INSTRUMENT WAS PREPARED BY:

MICKEY L. JOHNSON  
ATTORNEY AT LAW  
201-A YEAGER PARKWAY  
P. O. BOX 427  
PELHAM, ALABAMA 35124  
(205) 663-9000

Exhibit "A"  
SUBSCRIPTION LIST

I, the undersigned, hereby subscribe for the number of shares in the amount and payable as set opposite our respective names, or the capital stock of Ted C. Hipp, CPA, P.C. a corporation organized under the laws of the State of Alabama.

NAME OF SUBSCRIBER	NO. OF SHARES SUBSCRIBED FOR	CONSIDERATION
Ted C. Hipp	1,000	\$1,000.00

Ted C. Hipp  
TED C. HIPPI

STATE OF ALABAMA )

COUNTY OF SHELBY )

Before me Kelly Shaw Cooper, a Notary Public, in and for said State of Alabama at Large personally appeared Janet Hipp, who is known to me and who being by me first duly sworn deposes and says that she is the person designated by the incorporator of Ted C. Hipp, CPA, P.C. to receive subscriptions to the capital stock of the corporation and that the above and foregoing is the subscription list of the incorporator thereof; that the said incorporator has paid in full for such shares of stocks set opposite his respective name on said subscription list in the manner therein described.

Janet A. Hipp  
JANET A. HIPPI

Sworn to and subscribed to before me on this the 22nd day of August, 1990, witness my hand and seal of office.

Kelly Shaw Cooper  
NOTARY PUBLIC  
STATE OF ALABAMA AT LARGE

My Commission Expires: 8/23/92



## OFFICE OF THE SECRETARY OF STATE

State of Alabama

**PERRY A. HAND**

SECRETARY OF STATE

### NAME RESERVATION CERTIFICATE

FOR

**Ted C. Hipp, CPA, P.C.**

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 "Ted C. Hipp, CPA, P.C." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Micky Johnson, P. O. Box 427, Pelham, AL 35124 for a period of one hundred twenty days beginning August 14, 1990 and expiring December 13, 1990.

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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 14, 1990.

Perry A. Hand  
Secretary of State

# State of Alabama

SHELBY

County

## CERTIFICATE OF INCORPORATION OF

TED C. HIPPI, CPA, P.C.

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 TED C. HIPPI, CPA, P.C., 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 TED C. HIPPI, CPA, P.C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 28th day of AUGUST, 19 90

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

90 AUG 28 PM 1:25

JUDGE OF PROBATE

*Thomas A. Snowden, Jr.*  
Judge of Probate

Rec 35.00  
Jud 3.00  
38.00