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ARTICLES OF INCORPORATION

OF

Shelby Merchants Association, Inc.

The undersigned, for the purpose of forming a Corporation under the Alabama Business Corporations Act hereby adopts the following Articles of Incorporation:

- 1. The name of the Corporation is Shelby Merchants Association, Inc.
- 2. The term of existence of the Corporation shall be perpetual.
- 3. The purpose for which the Corporation is organized shall be the maintenance of a program offering discounts and/or rebates to merchants upon the purchase and/or distribution of general items of merchandise to merchants who offer such merchandise for re-sale, and all lawful business for which a Corporation may be incorporated under the Alabama Business Corporation Act.
- 4: The Corporation shall have authority to issue an aggregate number of shares totalling Twelve Thousand (12,000). Said shares shall consist of one class only, to-wit, common shares, for which the par value of each is One (\$1.00) Dollar.
- 5. The Board of Directors of the Corporation shall maintain authority to amend these Articles to expand or alter the class of shares, to establish series, and fix and determine the variations in the relative rights and preferences between the series. The Corporation shall have the authority to file with Internal Revenue Service as an "S Corporation".
- 6. Shares of the Corporation may be freely transferred, except that a Shareholder desiring to transfer any such shares of the corporate stock shall first offer to the Corporation, or to any other Shareholder of the Corporation, or to any combination of the foregoing, prior opportunity, to be exercised within a reasonable time, to acquire the "restrictive transfer" shares, at the

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Measonable market or book value thereof. Each Shareholder of the Corporation shall further have the preemptive right to purchase treasury shares of the Corporation with the approval of the Board of Directors.

7. The location and mailing address of the initial registered office, and the initial registered agent shall be:

Sam Joseph Russo

No. 3 Monte Bello Lane

Montevallo, Alabama 35115

8. The number of Directors constituting the initial Board of Directors shall be eight (8). The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders, or until their successors be elected or qualify shall be as follows:

Sam Joseph Russo

Danny C. Griffin

No. 3 Monte Bello Lane

6187 Highway 17

Montevallo, Alabama 35115

Helena, Alabama 35080

Shane M. Jones

Leslie H. Green

1408 Colonial Way

Route 5, Box 800

Alabaster, Alabama 35007

Montevallo, Alabama 35115

George F. Philpot

James L. Harris

Route Box 260

33 Camp Branch Road

Shelby, Alabama 35143

Alabaster, Alabama 35007

Reid Peoples

Dewey Charles Bates

Route 2. Box 28

3436 Stroll Way Drive

Calera, Alabama 35040

Hoover, Alabama 35226

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9. The name and address of the sole Incorporator shall be:

Sam Joseph Russo

No. 3 Monte Bello Lane

Montevallo, Alabama 35115

I. the undersigned have subscribed my name this $\frac{9^{10}}{2}$ day of January, 1991.

Incorporator, Sam Joseph Russo



OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Shelby Merchants Association, 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 "Shelby Merchants Association, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mitchell Spears, P. O. Box 91, Montevallo, AL 35115 for a period of one hundred 20, 1990 and expiring twenty days beginning December April 20, 1991.



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TESTIMONY WHEREOF, I have ΙÑ hereunto set my hand and affixed the Great Seal of the State, at Capitol, in the City of the Montgomery, on December 20, 1990.

Hand Secretary of State

State of Alabama

SHELBY (Iounty
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CERTIFICATE OF INCORPORATION

OF

SHELBY MERCHANTS ASSOCIATION, INC.	
The undersigned, as Judge of Probate ofSHELBYCou	nły,
State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for	the
incorporation ofSHELBY MERCHANTS ASSOCIATION, INC, C	luly
signed pursuant to the provisions of the Alabama Business Corporation Act, have b	een
received in this office and are found to conform to law.	
ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the author	ority
vested in him by law, hereby issues this Certificate of Incorporation of	
SHELBY MERCHANTS ASSOCIATION, INC, and attack	
hereto a duplicate original of the Articles of Incorporation.	
GIVEN Under My Hand and Official Seal on this the 16th da	ıy of
JANUARY 19 91	
STATE OF ALA. SHELEY Cu. I CERTIFY THIS INSTRUMENT WAS FILEU I Udge of Probate	1
91 JAN 16 PH 1:00	
JUDGE OF PROBATE Judy 35.00 38.00	