

994

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

M. A. Shears

Reasonable 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

No. 3 Monte Bello Lane

Montevallo, Alabama 35115

Shane M. Jones

1408 Colonial Way

Alabaster, Alabama 35007

George F. Philpot

Route Box 260

Shelby, Alabama 35143

Reid Peoples

Route 2, Box 28

Calera, Alabama 35040

Danny C. Griffin

6187 Highway 17

Helena, Alabama 35080

Leslie H. Green

Route 5, Box 800

Montevallo, Alabama 35115

James L. Harris

33 Camp Branch Road

Alabaster, Alabama 35007

Dewey Charles Bates

3436 Stroll Way Drive

Hoover, Alabama 35226

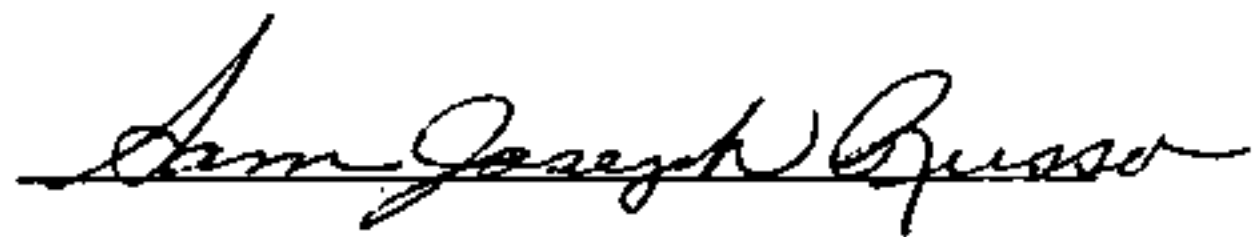
9. The name and address of the sole Incorporator shall be:

Sam Joseph Russo

No. 3 Monte Bello Lane

Montevallo, Alabama 35115

I, the undersigned have subscribed my name this 9th day of January, 1991.

A handwritten signature in cursive script that reads "Sam Joseph Russo". The signature is written in dark ink and is positioned above the printed name of the incorporator.

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 twenty days beginning December 20, 1990 and expiring April 20, 1991.



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 December 20, 1990.

Perry A. Hand
Secretary of State

BOOK 043 PAGE 369

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

SHELBY MERCHANTS ASSOCIATION, 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 _____ SHELBY MERCHANTS ASSOCIATION, 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 _____ SHELBY MERCHANTS ASSOCIATION, INC. _____, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the _____ 16th _____ day of

JANUARY, 19 91

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

91 JAN 16 PM 1:00

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 35.00
Jud 3.00
38.00