

THIS INSTRUMENT WAS PREPARED BY:  
JOHN W. GANT, JR.  
LANGE, SIMPSON, ROBINSON &  
SOMERVILLE  
1700 FIRST ALABAMA BANK BUILDING  
BIRMINGHAM, ALABAMA 35203

ARTICLES OF INCORPORATION

OF

GMW FINANCIAL MANAGEMENT CO., INC.

IN THE OFFICES OF THE JUDGE OF PROBATE OF  
SHELBY COUNTY, ALABAMA

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The undersigned, being over the age of nineteen (19) years,  
desiring to become a body corporate under the laws of the State  
of Alabama for the purpose of carrying on the business herein-  
after stated and set forth, does hereby make and file with Your  
Honor, as Judge of said Court, these Articles of Incorporation,  
in accordance with the provisions of the Constitution and Laws of  
Alabama (specifically, under the Alabama Business Corporation  
Act, Acts 1980, No. 80-633, H. 81, 1980, Regular Session, Acts of  
1980, Page 1094, et seq.), and I hereby declare as follows:

1. The name of the corporation is:

GMW FINANCIAL MANAGEMENT CO., INC.

2. The period of duration of the corporation shall be  
perpetual.

3. The purposes for which the corporation is organized are:

(a) To include the transaction of any or all business for which corporations may be incorporated under Ala. Code § 10-2A-1, et seq. (Repl. Vol. 1987).

(b) To endorse, guarantee, become a surety with respect to, or otherwise obligate itself for, or without becoming liable therefor, nevertheless, to pledge or mortgage, all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any agreement, note, debenture, scrip, coupons, contracts, or any other obligations or evidences of indebtedness, or the performance of any contract or other obligation of any other person, firm, or corporation, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage, or benefit, on any account whatsoever. Irrespective of any other profit consideration, if any, and irrespective of the relative net worth of such a person, firm, or corporation involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any person, firm, or corporation (1) in whom or in which this corporation owns stock, or (2) who or which owns stock in this corporation, or (3) who or which owns stock in another corporation which owns stock in this corporation, or (4) in whom or in which another corporation owns stock which also owns stock in this corporation, or (5) in whom or in which any one or more persons who own stock in this corporation also own stock, or (6) who or which has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guaranty, suretyship, or other obligation, with respect to all or any such obligations or evidences of indebtedness, or contracts of this corporation, or which may engage with this corporation in the use of common facilities or services.

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4. The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000), all of said shares to be common stock, par value One Dollar (\$1.00) per share.

5. The corporation shall have one class of stock, which is common stock.

6. (a) The board of directors may adopt, by resolution, a procedure whereby a shareholder of the corporation may certify in writing to the corporation that all or a portion of the shares registered in the name of such shareholder is held for the account of a specified person or persons.

(b) The corporation may purchase its own shares, directly or indirectly, to the extent of unreserved and unrestricted capital surplus available therefor.

(c) The number of directors may be increased or decreased by resolution adopted by a majority of the directors, but no decrease shall have the effect of shortening the term of any incumbent director.

(d) The board of directors of the corporation may, from time to time, distribute to its shareholders out of capital surplus of the corporation a portion of its assets, in cash or property, subject to the following provision:

(1) No such distribution shall be made at a time when the corporation is insolvent or when such distribution would render the corporation insolvent;

(2) No such distribution shall be made to the holders of any class of shares unless all cumulative dividends accrued on all preferred or special classes of shares entitled to preferential dividends shall have been fully paid;

(3) No such distribution shall be made to the holders of any class of shares which would reduce the remaining net assets of the corporation below the aggregate preferential amount payable in event of involuntary liquidation to the holders of shares having preferential rights to the assets of the corporation in the event of liquidation; and

(4) Each such distribution, when made, shall be identified as a distribution from capital surplus and the amount per share disclosed to the shareholders receiving the same concurrently with the distribution thereof.

7. The location and mailing address of the initial registered office, and the name of the initial registered agent at such address of the corporation is: Geoffrey M. Wilder, 2790 Montgomery Highway, Pelham, Alabama 35124.

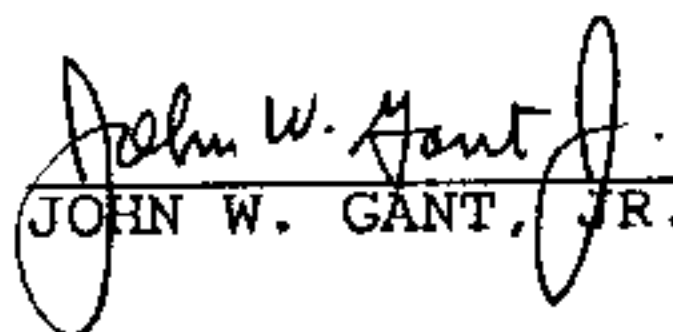
8. The number of directors constituting the initial board of directors is One (1), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors be elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Geoffrey M. Wilder	2790 Montgomery Highway Pelham, Alabama 35124

9. The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
John W. Gant, Jr.	1700 First Alabama Bank Building Birmingham, Alabama 35203

IN WITNESS WHEREOF, the undersigned incorporator has  
hereunto subscribed his signature to these Articles of Incorpor-  
ation on this the 25th day of January, 1991.

  
JOHN W. GANT, JR.

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# STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

GMW Financial Management Co., Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Gant, 1700 First Ala Bank Bldg, Birmingham, AL 35203 for a period of one hundred twenty days beginning January 17, 1991 and expiring May 18, 1991.

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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 this day.

January 17, 1991

Date

A handwritten signature in cursive script, appearing to read "Billy Joe Camp".

Billy Joe Camp

Secretary of State

# State of Alabama

Shelby

County

## CERTIFICATE OF INCORPORATION OF

GMW Financial Management Co., 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 GMW Financial Management Co., 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 GMW Financial Management Co., Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 30th day of January, 19 91

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

1991 JAN 30 AM 8:46

*Thomas A. Snowden Jr.*  
JUDGE OF PROBATE

*Thomas A. Snowden Jr.*

Judge of Probate

Rec 35.00  
Jud 3.00  
38.00