

1437

**CERTIFICATE OF INCORPORATION
OF
UNIVERSAL FUNDING CORPORATION
AN ALABAMA CORPORATION**

I, the undersigned, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the laws of the State of Alabama, do hereby adopt this certificate of incorporation as follows:

ARTICLE ONE: The name of the corporation is UNIVERSAL FUNDING CORPORATION.

ARTICLE TWO: The objects for which the corporation is formed are:

(a) To provide services necessary to construct loan packages for clients so that they may be presented to prospective lenders. To present loan packages to banks, mortgage companies, venture capital sources and other licensed investors on behalf of clients. To present packages to buyers for clients interested in selling businesses.

(b) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise and real and personal property of every class and description, tangible and intangible, and to borrow money, with or without security, and to lend money, with or without security.

(c) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the objects hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized.

ARTICLE THREE: The principal office of the corporation in the State of Alabama shall be located at 2163 Pelham Parkway South, Suite 104F, Pelham, AL 35124.

ARTICLE FOUR: The amount of total authorized capital stock is one dollar (\$1), divided into one (1) share of the par value of one dollar (\$1) per share, all to be common stock of the same class and none preferred.

ARTICLE FIVE: The name and post office address of the agent or officer designated by the incorporators to receive subscriptions to the capital stock is Theresa A. Tkacik, 2162 Highway 31 South, Pelham, Alabama 35124.

ARTICLE SIX: The name and post office address of the registered agent is The A. Tkacik, 2162 Highway 31 South, Pelham, Alabama 35124.

BOOK 044 PAGE 195

Tracy Cashier

ARTICLE SEVEN: There shall be no limit for the duration of the corporation, it being intended that the corporation have perpetual existence.

ARTICLE EIGHT: The corporation shall possess all the powers necessary to conduct the business or businesses and carry out the objects herein expressed and all those powers expressly conferred upon corporations implied therefrom, specifically including the power to engage in business as natural persons may, not inconsistent with the provisions of law pertaining to the organization and regulations of corporations in the State of Alabama.

ARTICLE NINE: The dates on which the stockholders meeting shall be held, the number of directors, and their terms of office, the title and number of officers and their terms of office, powers, and duties, shall be fixed by the by-laws of the corporation. By-laws may be adopted or amended at regular meetings of the stockholders or any special meeting called for that purpose. The corporation shall have power to make by-laws for the regulation and government of the corporation, its officers, agents, servants, and employees, and for all other purposes not inconsistent with the constitution and laws of the State of Alabama.

ARTICLE TEN: The name and post office address of the incorporator is:

Stacey B. Cashion

108 Goodwin Street
Columbiana, AL 35051

IN WITNESS WHEREOF, I, Stacey B. Cashion, being the only incorporator hereinabove named, have hereunto set my hand and seal this 29th day of May, 1991.

Stacey B. Cashion

Stacey B. Cashion

SWORN TO AND SUBSCRIBED BEFORE ME THIS
the 29th day of May, 1991

Samuel Lawrence Self

Notary Public MY COMMISSION EXPIRES SEPTEMBER 25, 1994

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:

Universal Funding Corporation

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of William Powers, P. O. Box 1626, Columbiana, AL 35051 for a period of one hundred twenty days beginning April 1, 1991 and expiring July 31, 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 this day.

April 1, 1991

Date



Billy Joe Camp

Secretary of State



State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION OF Universal Funding Corporation

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 Universal Funding Corporation, 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 Universal Funding Corporation, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 20th day of May, 19 91

DOCKETED BY SHELBY CO.
JULY 1991

1991 MAY 20 PM 2:29

Thomas A. Snowden, Jr.

Judge of Probate

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

3500
300
3800

