

FOURTH:

A. The aggregate number of shares which the corporation shall have authority to issue is 1,000. The amount of the total authorized capital shall be One Thousand Dollars (\$1,000) divided into 1,000 shares of the par value of \$1.00 each. The amount of the capital stock with which the corporation will begin business shall be One Thousand Dollars (\$1,000).

B. The incorporators of the corporation are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Bonnie L. Rogers	5059 Applecross Rd., Birmingham, AL 35242	1,000

FIFTH: Provisions for the regulation of the internal affairs of the corporation are:

(A) The date on which the shareholders' annual meeting shall be held; the number of directors and their terms of office; and the terms of office of the officers; and the power and duties of the officers; shall be fixed by the by-laws of the corporation, at all times subject to changes hereinafter provided. Other offices than those named herein may be created in the by-laws and filled by the shareholders. The corporation shall have the power to make by-laws for the regulation and government of the corporation, its agents, servants, and officers, and for all other purposes not inconsistent with the Constitution and laws of the State of Alabama.

(B) Any action or action proposed to be taken by shareholders may be validly affected in the following manner, without notice or formal meeting: Any resolution or proceeding approved in writing by all the shareholders, by subscription of their names in writing to the same, or concurrent, instrument shall be valid and effective as if such action were adopted by the same vote at a regularly called meeting of such shareholders shall be effective as of the date therein expressed, or if, no effective date shall be designated, as of the date on which the same shall be filed and noted by the secretary on such resolution, and shall thereupon be entered in the minutes of the corporation under such effective date.

A shareholder of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any shareholder or any firm of which any shareholder is a member, or any corporation of which any shareholder is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified or approved either (1) by a vote of a majority of a quorum of the shareholders, or (2) by the written consent, or by the vote at any shareholders' meeting of the holders of a majority of all the outstanding shares of stock of the Corporation entitled to vote; nor shall any shareholder be liable to account to this Corporation for any profits realized by or from or through any such transaction or contract of the corporation authorized, ratified or approved as aforesaid by reason of the fact that he, or any firm of which he is a member or any corporation, of which he is a shareholder, officer or director was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorization, ratification or approval of such transactions or contracts in any other manner permitted by law.

No shareholder shall be liable to the Corporation or any of its shareholders in conjunction with any contracts or other transaction which is expressly stated to be valid by the preceding Section because of his relationship to the parties to or

his interest in such contract or transaction. This section shall not be construed to impose any liability to the Corporation or any of its shareholders upon any shareholder because of any such relationship or interest if he would not be liable under applicable common or statutory law.

Any person who is either a shareholder or an officer, or both, of the Corporation shall, as an incident of his office and as an inducement and consideration for his acceptance of his office and the continuing performance of the duties thereof, be entitled, without further act on his part, to indemnity from (i) fees, (ii) damages, and (iii) amounts paid by way of any settlement or compromise (unless such settlement or compromise is disapproved in writing by the Corporation after notice), which such person shall have incurred or paid in connection with or growing out of any claim, litigation or proceeding, whether criminal, civil, or of some other nature, asserted against such person or to which such person shall be a party by reason of his agreeing to be, being or having been a shareholder or an officer of the Corporation, whether or not such person is a shareholder or an officer at the time of incurring or paying such expenses; provided, however, that such person not be indemnified by the Corporation for expenses incurred in conjunction with any claim, litigation or proceeding in which such person is adjudged (i) to have been guilty, with respect to the Corporation, of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the performance of his duties as such officer or director or (ii) to have caused, negligently or by his misconduct, physical injury to persons or property.

Each shareholder shall have the pre-emptive right, as defined by the laws of the State of Alabama, to purchase or acquire additional or treasury shares of stock in Instep, Inc..

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

SIXTH: The address of the initial registered office of the Corporation is 5059 Applecross Rd., Birmingham, AL 35242; and the name of its initial registered agent at such address is Bonnie L. Rogers.

SEVENTH: The number of directors constituting the initial Board of Directors of the Corporation 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 are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Bonnie L. Rogers	5059 Applecross Rd., Birmingham, AL 35242

Direct shareholder control as permitted by Section 10-2A-308 has been elected.

EIGHTH: The name and address of each shareholder and incorporator is:

<u>Name</u>	<u>Address</u>
Bonnie L. Rogers	5059 Applecross Rd., Birmingham, AL 35242

NINTH: The corporation is a close corporation authorized by SS 10-2A-300 thru 10-2A-313, Code of Alabama (1975), as amended.

TENTH: The corporation being a close corporation authorized by 10-2A-300 et seq. Code of AL, as amended, as permitted by Sections 10-2A-41 and 10-2A-301, the following restrictions, permitted by 10-2A-41 are imposed on the transfer of the shares of stock issued by this corporation:

1) All of the Corporation's issued shares of all classes exclusive of treasury stock, shall be held by not more than thirty (30) persons.

2) For purposes of determining the number of holders of record of the stock of this close corporation, stock held in joint tenancy shall be treated as held by one shareholder.

ELEVENTH: All of the Corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than 30 persons.

(A) The business of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors as authorized by Title 10-2A-303, Code of Alabama.

(B) This Corporation can be dissolved by the vote of any shareholder who holds as many as one (1) share of stock.

The formation of the corporation as a close corporation has been authorized by the affirmative vote of all holders of and subscribers to shares of the corporation. Additionally, all shareholders have approved the following:

1. As provided in Section 10-2A-56 any action required to be taken at a meeting of shareholders of this close corporation may be taken without a meeting, if a consent in writing setting forth the action so taken, shall be signed by all the shareholders entitled to vote with respect to the subject matter thereof.

2. As provided in Section 10-2A-77 the following shall hold the office of:

President: Bonnie L. Rogers
Secretary: Bonnie L. Rogers
Treasurer: Bonnie L. Rogers

3. Waiver of Notice as permitted by section 10-2A-49 is adopted as a policy to be used extensively and freely.

4. All shareholders waive the receipt of the financial statement signed by an officer or a CPA within 120 days of the end of the year as required by Section 10-2A-796, and waives the need that the statement be prepared in accordance with generally accepted accounting principles, and agree that only on request by shareholder, a copy of the federal or Alabama income tax return sent in response to such request will satisfy this requirement of Section 10-2A-79(e). Any such statement or substitute therefor must be requested before the Corporation is required to send it to the shareholder.

5. As provided in Section 10-2A-308, the Corporation shall be managed by the shareholders rather than by the board of directors. No meeting will be held to elect directors; the shareholders deemed hereby to be the directors subject to all liabilities as such directors. Indemnity by the Corporation as permitted by Section 10-2A-21 shall be given the directors, shareholders, and counsel.

6. Name: Bonnie L. Rogers
Address: 5059 Applecross Rd., Birmingham, AL 35242
shall be the registered agent and the address shall be as shown above until changed.

7. Certificates of stock shall show where applicable:

- a. The management by shareholders without directors,
- b. The restriction on transfer of the capital stock as indicated by any buy-sell agreement, hereinafter adopted,
- c. The fact that the Corporation is a close corporation,
- d. The fact that financial statement receipt is waived, except on request by shareholder.

TWELFTH: All of the Corporations issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than 30 persons.

(A) The business of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors as authorized by Title 10-2A-308, Code of Alabama.

(B) This corporation can be dissolved by the vote of any shareholder who holds as many as one (1) share of stock.

The formation of the corporation as a close corporation has been authorized by the affirmative vote of all holders of and subscribers to shares of the corporation.

Dated, January 30, 1992.

Bonnie L. Rogers, Pres.

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STATE OF ALABAMA)
Shelby COUNTY)

Before me, the undersigned, a notary public, state at large, in and for said county and state, appeared Bonnie L. Rogers, who is known to me, and who, upon being duly sworn by me, acknowledged that, being informed of the contents of the within instrument, she signed the same voluntarily on the day the same bears date.

Dated, January 30, 1992.

My commission expires:

12/11/93

John James Keyes III
As Notary Public

PREPARED IN THE OFFICES OF:
AUSMAN, KEYES & KEYES
PROFESSIONAL CORPORATION
ATTORNEYS AT LAW
720 NORTH 18TH STREET
BESSEMER, AL 35020
428-5877

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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:

Instep, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jim Keyes, 1925 26th Avenue North, Hueytown, AL 35023 for a period of one hundred twenty days beginning January 15, 1992 and expiring May 15, 1992.

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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 15, 1992

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

INSTEP, 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 INSTEP, 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 INSTEP, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 17th day of FEBRUARY, 19 92

Thomas A. Snowden, Jr.

Judge of Probate

92 FEB 17 AM 8:06

JUDGE OF PROBATE

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