

570

ARTICLES OF INCORPORATION OF
BIRMINGHAM REHEARSAL STUDIOS, INC.

The undersigned, Terri Crafton Staples and Robert M. Staples being over the age of twenty-one (21) years, acting as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is BIRMINGHAM REHEARSAL STUDIO, INC.

SECOND: The period for the duration of the corporation shall be perpetual.

THIRD: The objects and purposes for which the corporation is formed are:

(a) To conduct any business related to the retail and wholesale of musical instruments, creation of musical tapes, providing of any related management services or lease of any appropriate facilities for the production, retailing, or wholesaling of any music, musical group, musical instrument or any related business activity.

(b) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

(c) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(d) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage, or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real property of any kind, class, interest or type wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.

(e) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politics.

BOOK 046 PAGE 528

Newman's Station
3021 Chornal Rd, Suite 310
B'ham, AL 35216-4500

(f) To have one or more offices to carry on all of its operations and business, without restriction or limit as to amount, in any of the states, districts, territories, or possessions or colonies of the United States, and in any foreign country, subject to the laws of such state, district, territory, possession, colony or country.

(g) The transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

(h) To carry on any other business in connection with the foregoing.

(i) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world as principal, factor, agent, contractor or otherwise either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

BOOK 046 PAGE 529
The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and shareholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner, the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, of the business of insurance in any of its branches.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) Shares of common stock with a par value of Ten Dollars (\$10.00) per share.

FIFTH: The address of the initial registered office of the corporation is 1127 Caribbean Circle, Alabaster, Alabama 35007.

The name of its initial registered agent at such address is ROBERT M. STAPLES.

SIXTH: The number of Directors constituting the initial Board of Directors of the corporation is two and the name and address of each person who are to serve as Directors until the first annual meeting of the shareholders or until their successor(s) are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Robert M. Staples	1127 Caribbean Circle Alabaster, Alabama 35007
Terri Crawford Staples	1127 Caribbean Circle Alabaster, Alabama 35007

SEVENTH: The name and address of the incorporators are:

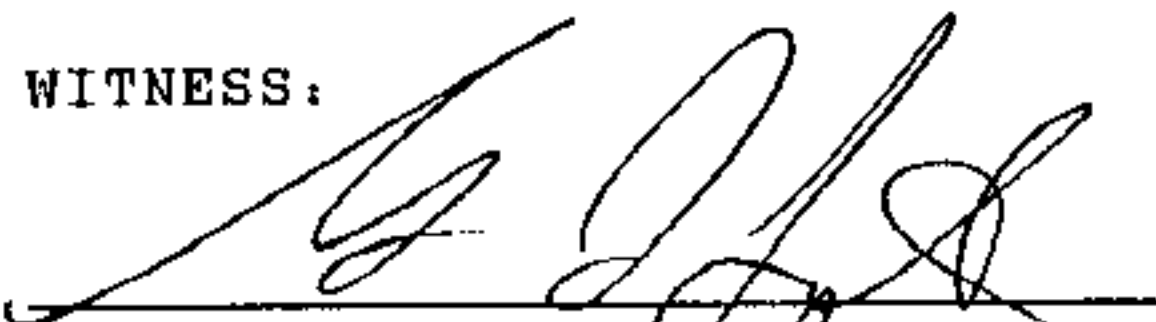
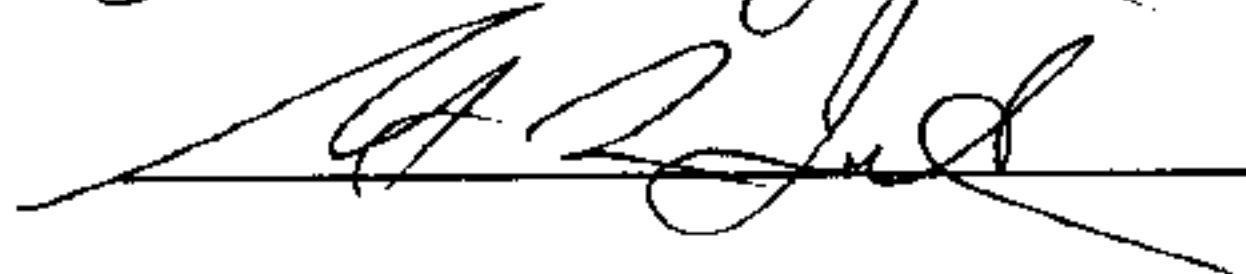
<u>NAME</u>	<u>ADDRESS</u>
Robert M. Staples	1127 Caribbean Circle Alabaster, Alabama 35007
Terri Crawford Staples	1127 Caribbean Circle Alabaster, Alabama 35007



EIGHTH: Preemptive rights of any shares of stock issued subsequently shall be granted to those share holders of record at the date of the meeting of shareholders authorizing the issuance of any additional shares beyond the original number of shares issued which shall be One Hundred (100).

NINTH: Before any share of stock of this corporation may be sold to any party, a current shareholder, or a third party, ten (10) days written notice of the intent to sale must be served on the current President or Chairman of the Board of said corporation, and a right to purchase at the same price agreed upon by the other parties shall be endowed upon the corporation for that ten (10) day period, unless the Board of Directors by majority vote waive said right of first refusal.

In Witness Whereof, the undersigned incorporators have hereunto subscribed their signatures to these Articles of Incorporation this the 6th day of February, 1992.

WITNESS:

The Secretary then presented and read to the meeting a set of By-Laws proposed for the governing and conduct of the business of the corporation, which, upon motion duly made and carried, were adopted as and for the By-Laws being of the Corporation, said By-Laws being as follows:

BY-LAWS

OF

BIRMINGHAM REHEARSAL STUDIOS, INC.

ARTICLE I

All stockholder's meetings shall be held at the principal office of the corporation in Hoover, Alabama, or such other place in Alabama, or in any of the states, districts, territories, or possessions or colonies of the United States, or in any foreign country, as may from time to time be selected.

The annual meeting shall be held on the 3rd Friday in January of each year at 5:00 P.M. in the afternoon of such day.

Special meetings may be held whenever called by the Board of Directors at any time or place without notice, provided that written waiver of notice of such meeting shall have been signed by a majority of the stockholders of the corporation, or upon two days written notice mailed to the address of each stockholder of record.

At any stockholder's meeting the stockholders may vote either in person or by proxy in writing. For the transaction of business

at any meeting, the holders of at least 66% of the capital stock must be present in person or by proxy. All questions and elections shall be determined by 66% majority vote of the common stock represented at any meeting, except as otherwise provided herein or by law.

ARTICLE II

The Board of Directors of the corporation shall consist of not less than two nor more than nine directors to be elected by the stockholders. Each director shall serve one year, or until his successor is duly elected and qualified, or until his death, except that any of all directors may be removed by vote of two-thirds of the common stock of the corporation at any meeting called for that announced purpose. The remaining directors shall fill any vacancy caused by death.

The Board of Directors shall have the entire management of the business of the corporation and is vested with all the powers possessed by the corporation itself. The Directors shall have the power to determine what constitutes net earnings, profits and surplus, respectively, what amount shall be reserved for working capital and for any other purposes, and what amount shall be declared as dividends, and such determination by the Board of Directors shall be final and conclusive.

BOOK 046 PAGE 533

Directors' meetings may be held at any time or place upon two days' prior notice either in writing or verbal, or without notice, provided that written waiver of notice of such meeting shall have been signed by all the directors of the corporation. A quorum shall consist of a 66% majority of the directors. All questions and elections shall be determined by majority vote of the directors in attendance at any meeting.

If, in the event the directors shall be unable to achieve a 66% majority vote on any issue of policy, regular business, or otherwise, then the deciding vote shall be cast and the matter in question settled by Stephen L. Sexton, acting as arbitrator, and his decision shall be final and binding as it relates to achieving a majority vote.

ARTICLE III

The officers of the corporation shall consist of a President, Vice President, a Secretary, a Treasurer, and any other such officer as the Board of Directors may from time to time elect. No officer need be a stockholder. One person may hold any two offices, the duties of which do not conflict.

Each officer shall have the duties usual and customary to the office or offices which he or she holds, and shall serve one year from his or her election or until his or her successor shall be elected and qualified or he or she shall be removed by a majority vote of the Board of Directors. Each officer shall receive such compensation as shall be fixed by the Board of Directors from time to time.

ARTICLE IV

All contracts, conveyances and other instruments to be executed in the name of the corporation shall be signed by the President. Checks of the corporation drawn on the initial bank account of the corporation, through SouthTrust Bank, NA., account number 779813337, shall be signed by the Chairman of the Board of Directors. The President is hereby empowered to encumber, sell and convey any and all property, real, personal or mixed, of the corporation at such time, price and upon such terms as deemed proper by the Board of Directors, although a counter-signature by the Chairman of the Board of Directors is required, and if gaining the signature of the President is contrary to the interest of the corporation, the Chairman of the Board of Directors can sign said documents without counter-signature by the President, and further may take any such action approved by the Board of Directors in advance.

ARTICLE V

All matters relating to income tax filing, credits, schedules, taxable status, including election of subchapter S status, shall be reserved for the Board of Directors. Any change other than daily operations shall be approved at either a called meeting of the Board of Directors, or at the earliest annual meeting possible.

ARTICLE VI

These By-Laws may at any time be altered, amended, added to or repealed by a vote of 66% of the common stock of the corporation.

ARTICLE VII

Certificates of stock in the corporation shall be numbered, registered and issued in sequence with corresponding stub records and they shall be executed like contracts as herein provided and they shall be in force substantially similar to the certificate attached hereto.

Upon motion duly made and carried, the principal office of the corporation was affixed as being in the City of Hoover, County of Jefferson, State of Alabama.

There being no further business before the meeting, it was on motion, duly adjourned.

Dated this 6th day of February, 1992.

Robert M. Staples
CHAIRMAN

Robert M. Staples
SECRETARY

RATIFICATION OF MINUTES OF FIRST MEETING OF
INCORPORATORS AND SUBSCRIBERS

We, the undersigned, being all of the subscribers and the stockholders of BIRMINGHAM REHEARSAL STUDIOS, INC., a corporation, do hereby RATIFY, APPROVE and CONFIRM all action taken at the first meeting of stockholders and incorporators of said corporation, as set out in the foregoing minutes thereof which we have read, this the 6th day of February, 1992.

Jerry Crafton Staples

Robert M. Staples

Robert M. Staples
Chairman of the Board

Jerry Crafton Staples
President

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:

Birmingham Rehearsal Studios, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Steven Sexton, 3021 Lorna Road, Birmingham, AL 35216 for a period of one hundred twenty days beginning January 27, 1992 and expiring May 27, 1992.

BOOK 046 PAGE 537



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 27, 1992

Date

Billy Joe Camp

Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION OF

Birmingham Rehearsal Studios, 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 Birmingham Rehearsal Studios, 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 Birmingham Rehearsal Studios, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 6th day of March, 19 92

Thomas A. Snowden, Jr.

Judge of Probate

92 MAR -6 AM 10:48

JUDGE OF PROBATE

Rec 35.00
Jud 3.00
38.00