

CERTIFICATE OF INCORPORATION
OF
CHELSEA DOWNS, INC.

STATE OF ALABAMA)

SHELBY COUNTY)

For the purpose of forming a corporation under the laws of the State of Alabama (1975 Code of Alabama, §10-2A-1, et.seq.), the undersigned have agreed to and adopted this Certificate of Incorporation, to constitute and become the Certificate of Incorporation of Chelsea Downs, Inc., upon the filing hereof pursuant to law.

ITEM I.

The name of the Corporation is Chelsea Downs, Inc.

The purposes and objects for which the Corporation is formed are:

(1) To acquire, develop, market, operate and maintain planned, themed, residential and commercial communities.

(2) To make loans on mortgages secured by real estate and to do all things incident to or in furtherance of the ownership, collection and liquidation of such loans.

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(3) To purchase, acquire, sell, dispose of and otherwise deal in negotiable and nonnegotiable instruments of all kinds, whether secured by mortgage or otherwise and to do all things incident to or in furtherance of the ownership and liquidation of such items.

(4) To acquire all or any of the good will, rights, property and business of any person, firm, corporation or association, and to hold, utilize, enjoy and in any manner dispose of the whole or any of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, corporation or association.

(5) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like, which may seem capable of being used for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(6) To borrow money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the property of the

Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, discount, or otherwise dispose of such bonds, note or other obligations of the Corporation for its corporate purposes.

(7) To guarantee the obligation of any person, corporation or association.

(8) To have the power to conduct and carry on any business or activity not prohibited by law, nor required to be specifically stated in these articles.

(9) To act as receiver or agent for any person or corporation or in respect to any lawful undertaking or transaction.

(10) To lend its aid and credit to any person, firm or corporation.

(11) To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated.

ITEM II.

The location of the principal office of the Corporation in the State of Alabama shall be at 2232 Cahaba Valley Drive, Birmingham, Shelby County, Alabama 35243.

ITEM III.

The amount of the total authorized capital stock of the Corporation upon its organization, subject to the right of the Corporation hereafter to increase the same to any amount in the manner provided by law, shall be 2,000 shares of common stock having a par value of \$1.00 per share.

The amount of paid in capital with which the Corporation shall commence business shall be \$1,000.00.

ITEM IV.

The name of the initial registered agent for all purposes, including for service of process for the Corporation, is Gloria M. Fortenberry. The registered office of the Corporation is at 2232 Cahaba Valley Drive, Birmingham, Shelby County, Alabama 35243.

ITEM V.

The names and addresses of the incorporators and the number of shares of stock subscribed for, and the names and post office addresses of the Directors and Officers chosen for the first year are as follows:

<u>INCORPORATOR</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Gloria M. Fortenberry	2232 Cahaba Valley Dr. Birmingham, AL 35243	500

JoAnna E. Benedict	2232 Cahaba Valley Dr. Birmingham, AL 35243	500
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<u>DIRECTOR</u>	<u>ADDRESS</u>
Gloria M. Fortenberry	2232 Cahaba Valley Dr. Birmingham, AL 35243

JoAnna E. Benedict	2232 Cahaba Valley Dr. Birmingham, AL 35243
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<u>OFFICER</u>	<u>ADDRESS</u>	<u>POSITION</u>
Gloria M. Fortenberry	2232 Cahaba Valley Dr. Birmingham, AL 35243	President & Secretary
JoAnna E. Benedict	2232 Cahaba Valley Dr. Birmingham, AL 35243	Vice- President & Treasurer

ITEM VI.

The Corporation shall have perpetual existence unless dissolved in accordance with the law.

ITEM VII.

(1) A Board of Directors shall be subject to election at each annual meeting of the shareholders or in the absence of such election at an adjourned meeting of shareholders or special meeting of shareholders thereafter held in accordance with the Bylaws.

(2) Other officers shall be elected or appointed by Directors and/or such committee of officers as may be provided by the Bylaws or by resolution of the Board of Directors.

(3) The number of Directors of the Corporation shall be fixed from time to time by the Bylaws or by resolution of the shareholders and may be increased or diminished by change in the Bylaws, or by a resolution of the shareholders at any regular or special meeting provided that the Board shall consist of not less than one nor more than fifteen Directors. Any authorized increase in the number of Directors may be filled by vote of the shareholders or by the Directors, subject to action by the shareholders at any regular or special meeting. In the event of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the remaining Director or Directors may by affirmative vote, elect a successor or successors to hold such office, for the unexpired portion of the term of the Director or Directors, whose place or places shall be vacant, until the election of a successor.

(4) Unless and until changes by the Bylaws, annual meetings of the shareholders shall be held on the second Saturday of December at which the Board of Directors shall be elected by the shareholders and immediately after the adjournment of the annual or other meeting at which a new Board of Directors shall be elected or at such other time and place as may be designated at any

such meeting of shareholders, said Board of Directors shall convene and elect the remaining officers of the company. Each Director shall hold office until the next annual or subsequent meeting of shareholders at which a full Board shall be elected, provided however, that the shareholders may by action of a majority thereof, at a special meeting, remove the Board of Directors, or any member thereof, or any officer or officers and elect successors thereto.

(5) Any action required or proposed to be taken by the Directors, shareholders of any class, or any executive or other committee, may be validly effected in the following manner without notice or formal meeting: Any resolution or proceeding approved in writing by all of the shareholders, Directors or members of such committee, as the case may be, by the subscription of their names in writing to the same or concurrent instruments shall be valid and effective as if such shareholders, directors or committee, as the case may be, and 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; and such resolution shall thereupon be entered in the minutes of the Corporation under such effective date.

(6) Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors, but any other officer or employee of the company may be removed at any time by the vote of

the Board of Directors or by any committee or by any superior officer to whom authority in the premises has been given by the Bylaws or by resolution of the Directors.

(7) The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint from the Directors an Executive Committee, of which a majority shall constitute a quorum, and, such committee shall have and exercise any and all of the powers of the Board of Directors, including the power to cause the seal of the Corporation to be affixed to all papers that may require it.

(8) The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint other standing committees and such standing committees shall have and may exercise such powers as shall be conferred or authorized by resolution of the Board, and the Board of Directors may, in like manner, confer such authority upon any officer or agent or attorney of the company as it may deem wise.

(9) The Board of Directors may appoint not only other officers of the company, but also one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, and the persons so appointed, respectively, shall have and may exercise all the powers of the President, of the Treasurer and of the Secretary, respectively.

(10) The Board of Directors shall have the power from time to time to fix, direct and determine the use and disposition of any surplus over and above the capital stock paid in, and shall be authorized to disburse any gratuities or donations for the Corporation.

(11) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers or directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually or any firm of which any Director may be a member or may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; any Director of this Corporation who is also a director of or officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he or she were not such Director or officer of such other corporation or not so interested.

(12) In the event the Corporation on formation shall have by inadvertence failed to have complied with the applicable provisions of the Laws of the State of Alabama governing the formation

of corporations, the provisions of this Certificate shall be deemed to be amended to correct any errors or supply any omissions as of the date of filing hereof.

IN TESTIMONY WHEREOF, witness the hands of the undersigned incorporators on this the 30 day of January, 1991.

Gloria M. Fortenberry
GLORIA M. FORTENBERRY

Joanna E. Benedict
JOANNA E. BENEDICT

This Instrument Prepared By:
John Martin Galese, Esq.
3058 Independence Drive
Birmingham, Alabama 35209
205-870-0663

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:

Chelsea Downs, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Galese, P O Box 530985, Birmingham, AL 35253 for a period of one hundred twenty days beginning December 16, 1991 and expiring April 15, 1992.



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.

December 16, 1991

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

CHELSEA DOWNS, 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 CHELSEA DOWNS, 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.

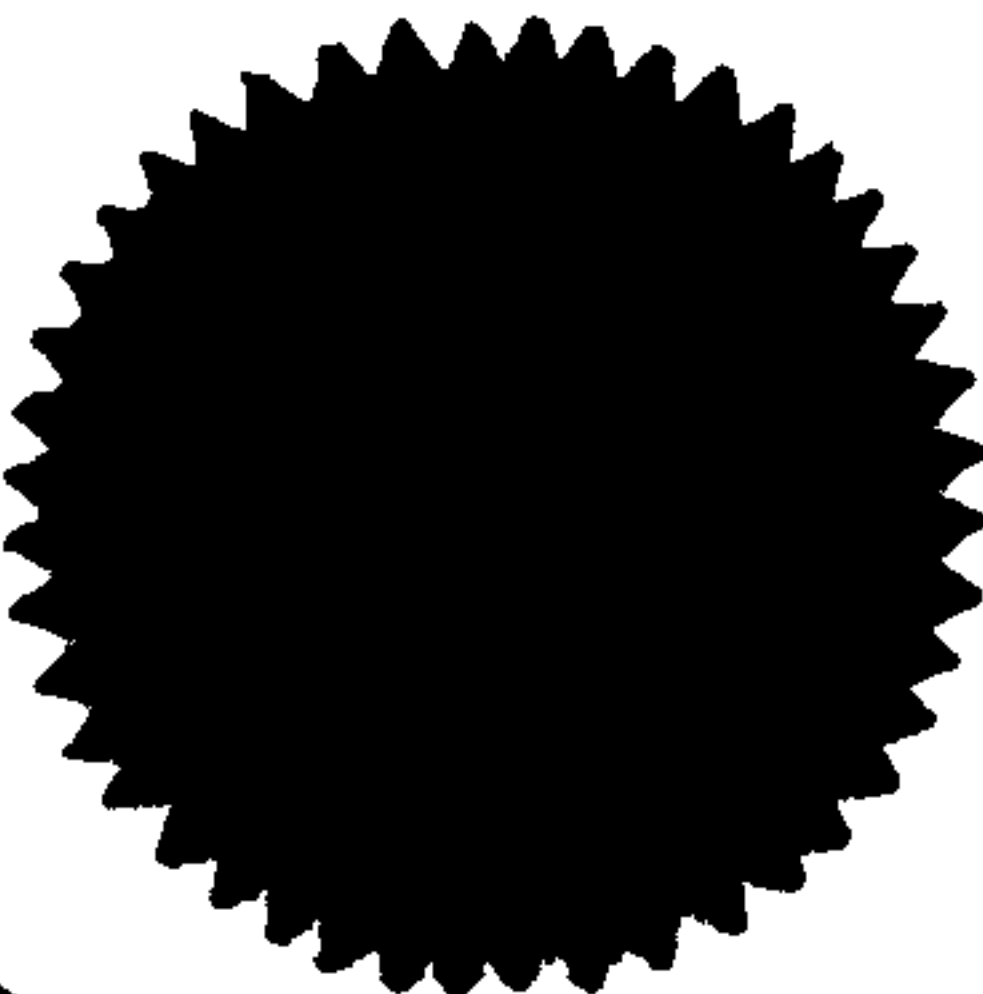
ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority
vested in him by law, hereby issues this Certificate of Incorporation of _____
CHELSEA DOWNS, INC., and attaches
hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 8th day of
APRIL, 19 92.

Thomas A. Snowden, Jr.

Judge of Probate

04/08/1992 3628 10:02:00 AM
SHELBY COUNTY PROBATE
012 MCD 88.00



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