

ARTICLES OF INCORPORATION
AND
CERTIFICATE OF INCORPORATION
OF
CARTER HOMES & DEVELOPMENT, INC.

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, KENNETH CARTER and ELIZABETH J. CARTER, who are both over the age of 21 years, and who desire to organize a body corporate under the laws of the State of Alabama, and being subscribers to the capital stock of the corporation hereby organize, make, sign and file this CERTIFICATE OF INCORPORATION as follows:

1. The name of the corporation is CARTER HOMES & DEVELOPMENT, INC., and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.
2. The corporation is a close corporation, organized pursuant to Code of Alabama, Section 10-2A-300, et seq.
3. The period of duration for the corporation is perpetual.
4. The objects and purposes for which the corporation is formed are:
 - A. To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings, homes, apartments, roads, sidewalks, highways, bridges, commercial buildings or manufacturing plants; to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth

William Swatoh
P.O. Box 1801
Auburn, AL 36807

construction; to execute contracts or to receive assignments of contracts therefore, or relating thereto; also, to manufacture and furnish the building materials and supplies connected herewith.

B. To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above.

C. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinafter set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation.

D. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or foreign country, in which one or more of such purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

E. The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation 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.

5. The location of the principal office of the corporation shall be 110 CARTER LANE, ALABASTER, ALABAMA 35007.

6. The amount of total authorized capital stock of the corporation shall be \$1,000, divided into 100 shares of common stock having a par value of \$10.00 per share. The amount of paid in stock with which the corporation shall begin business shall be \$1,000, contributed as follows:

A. STOCKHOLDER KENNETH CARTER shall be the holder and owner of 99 shares of common stock, which have been paid for by his contribution of \$990 value of tools and equipment into the corporation; and

B. STOCKHOLDER ELIZABETH J. CARTER shall be the holder and owner of 1 share of common stock, which have been paid for in lawful currency in the amount of \$10, paid by her.

The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation or to any other holders of securities of the corporation or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independent audit of the corporation's books, and in accord with the Stockholders' Agreement executed contemporaneously herewith.

7. The names and addresses of the incorporators and the number of shares subscribed by each are as follows:

KENNETH CARTER	99
110 Carter Lane	
Alabaster, AL 35007	

ELIZABETH J. CARTER	1
110 Carter Lane	
Alabaster, AL 35007	

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended.

So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize and equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by the shareholders of the corporation, except as otherwise provided by statute or by this Certificate of Incorporation.

10. The initial registered office of the corporation is 110 CARTER LANE, ALABASTER, ALABAMA 35007.

11. The initial registered agent for the corporation shall be Kenneth Carter.

12. The name and address of the officers who shall hold office until their successors have been duly elected and qualified are as follows:

KENNETH CARTER
110 Carter Lane
Alabaster, AL 35007

PRESIDENT/TREASURER

ELIZABETH J. CARTER
110 Carter Lane
Alabaster, AL 35007

VICE PRESIDENT/SECRETARY

13. Attached hereto, marked EXHIBIT "A" and made a part hereof, is a copy of the subscription list to the capital stock of said corporation showing the amount of capital stock subscribed for by the said incorporation and the manner in which such subscription is provided to be discharged.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their names
to this CERTIFICATE OF INCORPORATION this the 9th day of April, 1992.

Kenneth Carter
KENNETH CARTER

Elizabeth J. Carter
ELIZABETH J. CARTER

EXHIBIT "A"

SUBSCRIPTION LIST TO THE CAPITAL STOCK

OF

CARTER HOMES & DEVELOPMENT, INC.

A CLOSE CORPORATION

The undersigned, do subscribe for and agree to pay for the number of shares of common capital stock of CARTER HOMES & DEVELOPMENT, INC., a close corporation, proposed to be organized under the laws of the State of Alabama, as set opposite his name hereunder and to pay therefor in the following manner:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>MANNER OF PAYMENT</u>
KENNETH CARTER	99	\$ 9 9 0 v a l u e t o o l s a n d equipment
ELIZABETH J. CARTER	1	\$10 cash

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:

Carter Homes & Development, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of William Swatek, P O Box 1801, Alabaster, AL 35007 for a period of one hundred twenty days beginning April 1, 1992 and expiring July 31, 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.

April 1, 1992

Date

A handwritten signature in dark ink, appearing to read 'Billy Joe Camp', written over a horizontal line.

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION
OF

CARTER HOMES & DEVELOPMENT, 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 CARTER HOMES & DEVELOPMENT, 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 _____
CARTER HOMES & DEVELOPMENT, INC., and attaches
hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 24th day of
APRIL, 19 92.



Thomas A. Snowden, Jr.

Judge of Probate

04/24/1992-5690
08:42 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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