

**ARTICLES OF INCORPORATION OF
BARNES & BATES BUILDING AND EXCAVATING, INC.
A CLOSE CORPORATION**

ARTICLE I. NAME

The name of the corporation is Barnes & Bates Building and Excavating, Inc., a close corporation. This is a close corporation as authorized by Alabama Code 1975, Section 10-2(a)-300 et seq.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual.

ARTICLE III. PURPOSE

The purpose for which the corporation was organized is to engage in the business of construction of improvements on real property pursuant to contract or on a speculative basis, to buy, sell, trade, broker and deal in all manners with real property whether improved or unimproved, to engage in the business of excavating, and to transact any and all lawful business for which corporations may be incorporated under Section 10-2(a)-1 et seq. of the Code of Alabama, 1975, as amended.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is Five Thousand (5,000), all of which shall be common shares with par value of One Dollar (\$1.00) per share.

**ARTICLE V. LOCATION OF INITIAL REGISTERED OFFICE AND
NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office shall be 2890 Highway 51, Wilsonville, Alabama 35186 and the name of the initial registered agent at such address shall be Robert Barnes.

05/06/1992-7375
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SHELBY COUNTY JUDGE OF PROBATE
005 NCD 88.00

James Burford

ARTICLE VI. MATTERS RELATIVE TO THE CORPORATION
BEING A CLOSE CORPORATION

A. All of the issued shares of the capital stock of the corporation shall be subject to transfer restrictions as set forth in the By-Laws of the corporation which provide in essence that prior to the sale of any capital stock of the corporation to a non-shareholder, the selling shareholder must first offer the stock proposed to be sold to the corporation and if the corporation fails or refuses to purchase the said stock, then the stock must be offered to the remaining shareholders.

B. For purposes of determining the number of holders of record of the stock of this corporation, stock which is held in joint or common tenancy or by the entirety shall be treated as held by one shareholder.

C. The business of the corporation shall be managed by the shareholders of the corporation rather than by a board of directors.

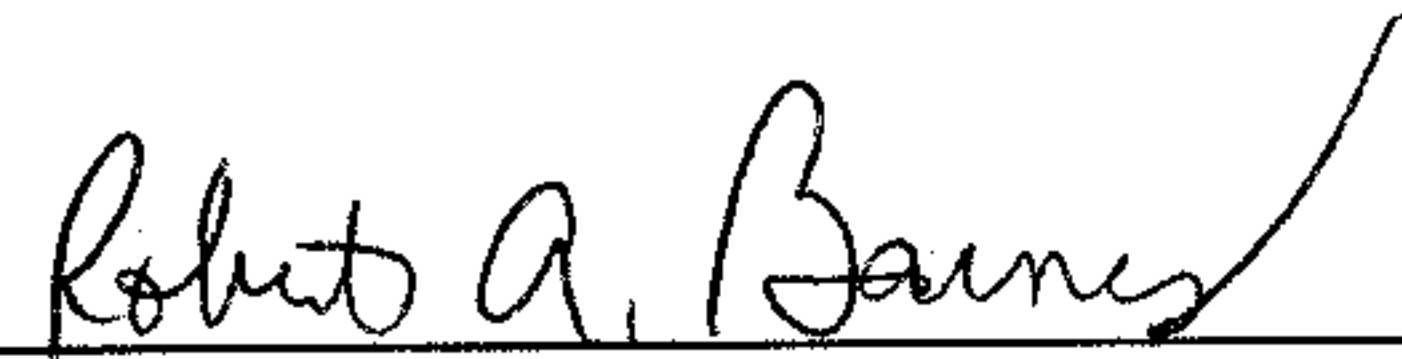
ARTICLE VII.

The name and address of the incorporators of this corporation is as follows:

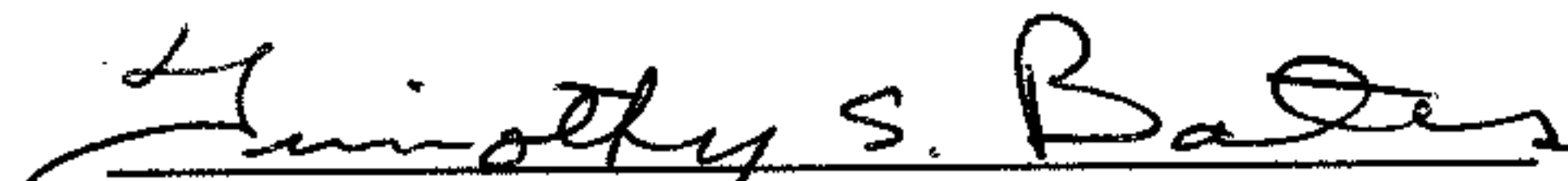
Robert Barnes	2890 Highway 51 Wilsonville, Alabama 35186
Michael S. Bates	4521 Melissa Way Birmingham, Alabama 35243
Timothy S. Bates	3721 Chattatee Pass Gainesville, Georgia 30506

We, the undersigned, being the incorporators of Barnes & Bates Building and Excavating, Inc., a close corporation, have subscribed

our names this 24 day of April, 1992.


Robert Barnes


Michael S. Bates


Timothy S. Bates

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a notary public in and for said county and in said state, hereby certify that ROBERT BARNES, MICHAEL S. BATES and TIMOTHY S. BATES, whose names are signed to the foregoing Articles of Incorporation of BARNES & BATES BUILDING AND EXCAVATING, INC., a close corporation, and who are known to me to be the parties to the same, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, they executed the same voluntarily on the day the same bears date and said Articles are the act and deed of the signer and the facts stated therein are true.

Given under my hand and official seal of my office on this the 24 day of April, 1992.


Notary Public
My Commission Expires: 3.1.94

This Instrument Prepared By:
James F. Burford, III
Attorney at Law
Suite 200-A
100 Vestavia Office Park
Birmingham, Alabama 35216

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:

Barnes & Bates Building and Excavating, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jim Burford, 100 Vestavia Office Park, Birmingham, AL 35216 for a period of one hundred twenty days beginning March 26, 1992 and expiring July 25, 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.

March 26, 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

BARNES & BATES BUILDING AND EXCAVATING, 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 BARNES & BATES BUILDING AND EXCAVATING, 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 BARNES & BATES BUILDING AND EXCAVATING, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

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

Thomas A. Snowden, Jr.
Judge of Probate

05/06/1992-7375

12:23 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE

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