

STATE OF ALABAMA)
JEFFERSON COUNTY)

ARTICLES OF INCORPORATION
OF
CAMELOT SYSTEMS, INC.

The undersigned, desiring to form a corporation pursuant to the Alabama Business Corporations Act of the State of Alabama, does hereby make and file these Articles of Incorporation as follows:

I.

The name of the Corporation shall be CAMELOT SYSTEMS, INC.

II.

The location of the principal office of the Corporation shall be 1475 Arrowhead Trail Alabaster, Alabama 35007.

III.

The nature of the business and the object and the purposes for which this Corporation is formed are and include, as fully and to the same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on Corporations under and by virtue of the Laws of the State of Alabama, the following:

- a. providing of computer services.
- b. To take, own, hold, deal in, mortgage or otherwise give lien against and to lease, sell, buy, exchange, transfer and, in any manner, dispose of or deal with real property of every class or description, and any and all interest therein, both within and without the State of Alabama.
- c. To manufacture, purchase or otherwise acquire, in any lawful manner, and hold, own, mortgage, pledge or otherwise to give liens against and to lease, sell, assign, exchange, transfer, or in any manner, dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within and without the State of Alabama, and in any part of the world.

Mark Tiffner

1992-13997

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- d. For any of the purposes of the Corporation and without any limitation as to amount, to borrow and raise monies, to draw, make, accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds and other instruments, whether transferable, and other evidence of indebtedness, whether secured by mortgage or otherwise, either alone or jointly with any other person or corporation; to confer upon the holders of any of its obligations such rights, powers and pledges as from time to time might be deemed advisable by the Board of Directors, except as may be specifically prohibited by law; to lend money with or without collateral or other security.
- e. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality or body politic.
- f. To purchase, insofar as the same may be done without impairing capital of the Corporation, except as otherwise permitted by law, and to hold, pledge, and reissue shares of its own capital stock, as determined by the Board of Directors.
- g. To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, trustees or otherwise, and either alone or in the company of others.
- h. In general, to carry on any other business in connection therewith and to do all things not forbidden by the Laws of the State of Alabama and with all the powers conferred upon corporations by the Laws of the State of Alabama. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Article III for these Articles of Incorporation shall, except where otherwise specified, be no wise limited or restricted Articles, but that the objects, purposes and powers specified in this Article and in each of the Articles and paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes, and powers and shall not be construed to restrict, in any manner, the general powers and terms of this Corporation nor shall the expression of any one thing be deemed to exclude another, although it be of like nature.

IV.

The amount of the total authorized capital of this Corporation shall be \$1,000.00, divided into 1,000 shares of common stock of the par value of \$1.00. The total capital with which the Corporation shall begin business shall be \$1,000.00.

V.

The name and post office address of the officer or agent designated by the incorporators to receive subscriptions to the capital stock is RONALD A. FANCHER; 1475 Arrowhead Trail Alabaster, Alabama 35007.

VI.

The name of the registered agent for service of process is RONALD A. FANCHER. The address of the principal office, the registered agent's office and the registered office of the Corporation is 1475 Arrowhead Trail Alabaster, Alabama 35007.

VII.

The name and address of the initial shareholders are as follows:

SHAREHOLDERS	ADDRESS	SHARES
RONALD A. FANCHER	1475 Arrowhead Trail Alabaster, Alabama 35007	490
PAUL B. HUTCHISON, III	2910 Maple Knoll Kingwood, Texas 77339	510

VIII.

The name and address of the incorporator is as follows:

INCORPORATOR	ADDRESS
RONALD A. FANCHER	1475 Arrowhead Trail Alabaster, Alabama 35007.

IX.

The duration of the Corporation shall be perpetual.

X.

The initial Board of Directors shall consist of one director. The name and address of the directors chosen for the first year are as follows:

DIRECTOR	ADDRESS
RONALD A. FANCHER	1475 Arrowhead Trail Alabaster, Alabama 35007
PAUL B. HUTCHISON, III	2910 Maple Knoll Kingwood, Texas 77339

XI.

The name and address of the officers chosen for the first year are as follows:

OFFICER	ADDRESS	TITLE
RONALD A. FANCHER	1475 Arrowhead Trail Alabaster, Alabama 35007	President, Secretary Treasurer
PAUL B. HUTCHISON, III	2910 Maple Knoll Kingwood, Texas 77339	Vice President

XII.

The power to manage and control the Corporation shall be vested in the Board of Directors, subject to the By-Laws, rules and regulations adopted by the stockholders of the Corporation.

XIII.

No contract or other transaction between the Corporation and any other firm, individual or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this Corporation is interested in or a member of, stockholder, director or officer of any such firm or corporation; and any director or officer, individually or jointly, may be a party to or interested in any contract or transaction of this Corporation, and no contract, act or transaction of this Corporation with any person, firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of this Corporation is a party to or interested in said contract.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Alabama does make, file and record these Articles of Incorporation and does certify that the facts herein stated are true and have, accordingly, hereunto set his hand and seal on the date set opposite his name.

DATE: 7-8-1992


RONALD A. FANCHER

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public, in and for said County in said State, hereby certify that RONALD A. FANCHER, whose name is signed to the foregoing Articles of Incorporation of CAMELOT SYSTEMS, INC., who is known to me to be the party to same, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, he executed the same voluntarily on the day the same bears date, and said Articles of Incorporation is the act and deed of the signer and the facts stated therein are true.

GIVEN under my hand and seal of office on this the 8th day of JULY, 1992.


NOTARY PUBLIC

MY COMMISSION
EXPIRES: 7-23-1993

Prepared by : MARK E. TIPPINS, Attorney at Law 14 Office Park
Circle #105 Birmingham, Alabama 35223.

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:

~~CSO~~
Camelot Systems, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mark Tippins, 14 Office Park Circle, Birmingham, AL 35223 for a period of one hundred twenty days beginning July 6, 1992 and expiring November 4, 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.

July 6, 1992

Date

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

Billy Joe Camp

Secretary of State

State of Alabama

County

SHELBY

CERTIFICATE OF INCORPORATION OF

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

GIVEN Under My Hand and Official Seal on this the 14th day of JULY, 19 92.

Thomas A. Snowden, Jr.

Judge of Probate

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SHELBY COUNTY JUDGE OF PROBATE
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