

ARTICLES OF INCORPORATION

OF

BOB & CAROL HILL, INC.

For the purpose of forming a corporation under and pursuant to the laws of Alabama, the undersigned persons have agreed upon and adopted these Articles of Incorporation, which will constitute and become a charter for carrying on the business hereinafter specified upon the proper filing pursuant to law.

ARTICLE I

The name of the corporation is Bob & Carol Hill, Inc.

The object or objects and the purpose or purposes for which the corporation is formed is to operate a Manufacturers Representative Organization and engage in any other lawful business enterprise, including owning and mortgaging real and personal property.

ARTICLE II

The address of the initial registered office of the corporation is 3625 Cumberland Trace, Birmingham, Alabama 35242. The name of its initial registered agent at such address is James R. Hill.

ARTICLE III

(1) The total number of shares of stock which the corporation shall have authority to issue shall be One Thousand (1,000) shares of common stock with a par value of \$1.00 per share. The total of authorized capital stock is thus \$1,000.00, and all of said stock shall be common, and none shall be preferred stock, or stock of a different class.

(2) The corporation will begin business with One Thousand (1,000) shares of common stock issued at the aggregate value of One Thousand and No/100 (\$1,000.00) Dollars, fully paid for as shown by the subscription list hereinafter set out.

ARTICLE IV

The name and address of the officer or agent designated by the incorporators to receive subscriptions to the capital stock of the corporation is James R. Hill, 3625 Cumberland Trace, Birmingham, AL 35242.

ARTICLE V

(1) The names and addresses of the incorporators, and the number of shares subscribed are as follows:

INCORPORATORS

<u>Name and Address</u>	<u>Number of shares subscribed for</u>
James R. Hill 3625 Cumberland Trace Birmingham, AL 35242	500
Carol F. Hill 3625 Cumberland Trace Birmingham, AL 35242	500

(2) The names and addresses of the directors chosen for the first year are as follows:

DIRECTORS

<u>NAME</u>	<u>ADDRESS</u>
James R. Hill	3625 Cumberland Trace Birmingham, AL 35242
Carol F. Hill	3625 Cumberland Trace Birmingham, AL 36533

(3) The names and addresses of the officers of the corporation chosen for the first year, and the office to which they have been chosen are as follows:

OFFICERS

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
James R. Hill	3625 Cumberland Trace Birmingham, AL 35242	President
Carol F. Hill	3625 Cumberland Trace Birmingham, AL 35242	Secretary/ Treasurer

ARTICLE VI

1. The stockholders shall have authority to adopt such rules, by-laws and regulations for the governing of the corporation as they may deem necessary or expedient.

2. Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, hers or it's name at any and all meetings of the stockholders of the corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.

3. The business and affairs of the corporation shall be under the management and control of a Board of Directors. In the event of the death or resignation of a director, or the refusal of a person elected a director to accept this election as such, or to otherwise qualify as such, the remaining directors shall hold office for a period of one (1) year, or until their respective successors are duly elected and qualified.

4. The shares of capital stock in the corporation, when fully paid for in accordance with the subscription thereof, or

sale thereof, as authorized or provided by law, shall be fully paid and non-assessable; and in no case shall any stockholder be individually liable otherwise than for the unpaid stock subscribed for by him/her.

5. The corporation shall have a lien on the shares of its stockholders for any debt or liability incurred to it by a stockholder before a levy on such shares, and shall have all rights in respect thereof, and with respect to the enforcing of said lien as are now, or may be hereafter conferred by the laws of the State of Alabama.

6. The dates on which the stockholders' annual meeting shall be held, the terms of office of the officers, and the powers and duties of the officers, shall be fixed by the by-laws in the corporation. Other officers than those named above may be created by the by-laws and filled by the Board of Directors. The stockholders shall have power to make by-laws for the regulation and government of the corporation, its agents, servants, and officers, and for all other purposes not inconstant with the constitution and laws of the State of Alabama.

7. The corporation reserves the right to amend, alter, modify, change, or repeal any provision contained in this certificate of incorporation in the manner now or hereafter provided by law, and all rights conferred upon the officers, directors, and stockholders herein are granted subject to this reservation.

ARTICLE VII

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE VIII

Attached hereto marked Exhibit "A", and made part hereof is a statement under oath of James R. Hill, the person designated by the incorporators to receive subscriptions to the capital stock of said corporation showing the amount of capital stock which has been paid for; Exhibit "B" attached hereto and made a part hereof is a true and correct copy of the subscription list showing the amount of the capital stock subscribed for by the said incorporators and the manner in which the same is distributed and has been paid.

IN WITNESS WHEREOF, we, the said incorporators, have hereunto set our hands and seals on this the 28 day of July, 1992.

James R. Hill
James R. Hill

Carol F. Hill
Carol F. Hill

STATE OF ALABAMA

COUNTY OF Shelby

I, the undersigned authority, a Notary Public in and for the State of Alabama, do hereby certify that the following named incorporators, James R. Hill and Carol F. Hill, appeared before me on the 28 day of July, 1992, and on oath states that the matters contained in said certificate are true and correct.

Witness my hand, this 28 day of July, 1992.

Terrell Beck
NOTARY PUBLIC
My Commission Exp. 12-7-92

(SEAL)

THIS INSTRUMENT PREPARED BY:
Joe H. Yates
Colebeck, Yates, Mitchell & Bernauer
P. O. Drawer 10

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:

Bob & Carol Hill, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Joe H. Yates, P O Drawer 10, Florence, AL 35630 for a period of one hundred twenty days beginning July 9, 1992 and expiring November 7, 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 9, 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

BOB & CAROL HILL, 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 BOB & CAROL HILL, 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 BOB & CAROL HILL, INC, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 28th day of JULY, 19 92.

Thomas A. Snowden, Jr.

Judge of Probate

Inst # 1992-15266

07/28/1992-15266
11:39 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
007 NCD 88.00