

ARTICLES OF INCORPORATION
OF
H/P DEVELOPMENT CORPORATION
A CLOSE CORPORATION UNDER
THE ALABAMA CLOSE CORPORATION STATUTE

The undersigned, in order to form a corporation under and pursuant to the laws of the State of Alabama, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is: H/P Development Corporation

ARTICLE II
DURATION

The duration of the corporation is unlimited and perpetual.

ARTICLE III
CLOSE CORPORATION STATUS

This corporation shall be a close corporation as authorized by the Alabama Business Corporation Act, Sections 10-2A-301 through 10-2A-313, Code of Alabama 1975, and shall be governed by all laws governing or applicable to such close corporations.

ARTICLE IV
PURPOSE

The purposes for which this corporation is formed are:

(a) To sell, distribute, franchise, render advice on, and deal in every other way the sale and distribution in any method or manner of various items of merchandise, articles or devices.

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(b) In furtherance but not in limitation of the aforesaid purposes of this corporation and without limitation of the powers conferred by statute or general rules of law, this corporation shall have the following powers in addition to others now or hereafter conferred by law:

(i) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire, and deal in real and personal property or any interest therein of any kind or character, wherever situated.

(ii) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to any class of business specifically enumerated among the purposes of this corporation; and to own and operate plants, factories, mills, warehouses, yards, merchandise stores, and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto.

(iii) To apply for, purchase, or acquire by assignment, transfer, or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and put to use any license, power, authority, concession, franchise, letters

patent of the United States or any foreign country, patent rights, processes, formulae, know-how, methods, copyrights, trademarks, tradenames or any other right or privilege, and to grant licenses or rights in any of the foregoing and to make or grant any of the foregoing which any corporation can make or grant.

(iv) To acquire and pay for in cash, bonds or stock of this corporation or otherwise, the goodwill, rights, assets and properties of any person, firm, partnership, association, trust, estate, or corporation and to undertake, assume or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate or corporation; to hold, or in any manner dispose of the whole or any part of the properties so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this corporation.

(v) To acquire, by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests

(whether general or limited), mortgages or securities executed or issued by the government of the United States or by any other government, state, territory, governmental district, municipality, county, political entity or any subdivision or instrumentality of any of the foregoing, or by any person or individual, partnership, firm, association, trust, investment company, corporation or otherwise, whether public or private and whether organized and existing under the laws of Alabama or any other state or foreign country, and to issue and exchange for any or all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages, or other securities the stocks, stock rights, bonds, debentures, evidences of indebtedness or other securities of this corporation, and this corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, encumber, deposit in escrow, lend, hypothecate, trade or otherwise dispose of all or any part of its interest in any such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages or securities so acquired by it, and while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama or of such other jurisdiction as are applicable in the premises, whether or not

the exercise of such rights of ownership involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation and whether or not the exercise of such rights of ownership and the retention of such property involves a sharing or delegation of control over the business or property of this corporation with or to persons other than the board of directors of the corporation.

(vi) To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real and personal property of every nature and description, or by way of guaranty or otherwise.

(vii) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(viii) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(ix) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same.

(x) To endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, mortgage, or obligation, or the payment of dividends or the redemption or purchase price or liquidation rights of any stock, of any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

(xi) To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders.

(xii) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration, with any person, firm, partnership, trust, estate, association, corporation, state, territory, municipality, county, government, governmental district, body politic, or any subdivision or instrumentality thereof.

(xiii) To act as agent, jobber, broker, or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(xiv) To participate with any person, partnership, trust, estate, firm, association or corporation in any general partnership, limited partnership (whether as general partner or as limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interests, reciprocal concession, joint ownership, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, trust, estate, firm, association, or corporation, for the purpose of any transaction, undertaking, or arrangement, or the carrying on of any business within the power of a corporation organized under the laws of Alabama, whether or not such participation or arrangements involve sharing or delegation of control over the business or properties of this corporation with or to persons other than this corporation's board of directors and whether or not such participation or arrangements involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation.

(xv) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.

(xvi) To enter into any plan or project for the assistance and welfare of its directors, officers or employees; to pay pensions and establish pension plans, pension trusts,

profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors, officers and employees.

(xvii) Subject to the limitations and restrictions imposed by Alabama law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened to be made a party to any threatened, pending or completed claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative, including appeals and including actions by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, partner, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) and (if such action is not by or in the right of the corporation) judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such claim action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation; and to purchase and maintain insurance on behalf of any such person who is or was a director, officer, employee or agent of this corporation or is or was serving at the request of the corporation as a director, officer, partner, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any

liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

(xviii) To make donations for the public welfare or for charitable, scientific or educational purposes.

(xix) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(xx) To consolidate or merge with any other foreign or domestic corporation or corporations.

(xxi) To transact any lawful business which the board of directors find to be in aid of governmental policy.

(c) The foregoing clauses shall be construed as objects and purposes of the 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 powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law, but on the contrary, shall permit the transaction of any and all lawful business for which corporations may be incorporated under the law of the State of Alabama.

ARTICLE V LOCATION

The location of the principal office in the State of Alabama shall be in Shelby County, Alabama, and the address of the initial registered office of the corporation is: 2206 Inverness Cliffs, Birmingham, Alabama 35242; and the name of its initial registered agent at such address is: John W. MacLeod, III.

ARTICLE VI
AUTHORIZED SHARES

The aggregate number of shares of stock which the corporation shall have the authority to issue shall be one hundred (100) shares of common stock at a par value of Ten Dollars (\$10.00) per share. The total of authorized capital stock is One Thousand and no/100 Dollars (\$1,000.00), and all of said stock shall be common and none shall be preferred stock, or stock of a different class. The corporation shall begin business with One Hundred (100) shares of common stock of the aggregate value of One Thousand and no/100 Dollars (\$1,000.00), fully paid for in contributions to capital, assets, and/or cash.

ARTICLE VII
INCORPORATORS

The name and address of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John W. MacLeod, III	2206 Inverness Cliffs Birmingham, AL. 35242
Elizabeth Harper MacLeod	2206 Inverness Cliffs Birmingham, Al. 35242

ARTICLE VIII
BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2), and the name and address of the persons who shall serve as Directors until the first annual meeting of the shareholders or until his successor is elected and shall qualify, is:

<u>NAME</u>	<u>ADDRESS</u>
John W. MacLeod, III	2206 Inverness Cliffs Birmingham, AL. 35242
Elizabeth Harper MacLeod	2206 Inverness Cliffs Birmingham, Al. 35242

ARTICLE IX
POWERS OF DIRECTOR

In furtherance, not in limitation, of the powers conferred upon the Board of Directors by statute or by the By-Laws of the corporation, the Board of Directors is expressly authorized, without any vote or any action by shareholders other than such as at the time shall be expressly required by statute applicable to such action or by this certificate of incorporation, to exercise all of the powers, rights and privileges of the corporation and to do all acts and things which may be done by the corporation.

ARTICLE X
RESTRICTIONS ON TRANSFER OF STOCK

All issued shares of stock of this corporation of all classes shall be subject to the following restriction on transfer:

(a) For purposes of this Article X:

- (1) A shareholder desiring to sell or otherwise transfer , give or assign his or her stock in this corporation, in whole or in part, shall be referred to as the "Offeror";
- (2) A non-shareholder to whom such sale or other transfer is proposed shall be referred to as the "Offeree"; and,
- (3) The shareholders, individually and collectively, of this corporation, other than the shareholder-offeror, shall be referred to as the "Optionee/s".

(b) Any shareholder in this corporation may, without restriction or limitation, sell or otherwise transfer, his or her stock herein, in whole or in part, to any other shareholder/s in this corporation.

(c) In the event any shareholder desires to sell or otherwise transfer his or her stock herein, in whole or in part, to a bona fide Offeree other than a then existing shareholder, the following procedures shall be followed:

(1) The Offeror shall furnish and deliver to the corporation and to the Optionee/s at each of their last known business addresses, a letter of intent, containing the name and address of the Offeree, and complete details as to the terms and conditions of the offer under which said sale or other transfer is to be effectuated. The purchase price for any such offer shall be the then present book value of the stock of the corporation as calculated according to general accounting principles.

(2) The Offeror shall grant to the corporation the first option and shall grant to the other shareholders of the corporation the second option to purchase said stock or effectuate such transfer of said stock to it or themselves, under the same terms and conditions as set forth in the letter of intent described in subparagraph (1) hereinabove.

(3) The corporation shall be considered as the primary Optionee and shall have thirty (30) days from

the date of receipt of the letter of intent within which to exercise such option, by letter in writing, addressed to the Offeror, and copies thereof to each of the other Optionees, at each of their last known business addresses. Upon the failure of the corporation to exercise its option, each of the other Optionees shall have thirty (30) days from the date of the expiration of the first option period within which to exercise their said option. In the absence of any other agreement between or among the Optionees, if all the Optionees elect to purchase said stock, said stock of the Offerors shall be purchased by the Optionees in the same proportion as their respective stock ownership in the corporation. If all Optionees do not elect to purchase said proportionate share of the Offeror's stock, such Optionees who desire to purchase said stock shall each be entitled to purchase such proportionate share of the Offeror's stock as the percentage of his or her respective stock interest in the corporation bears to the total percentage of all stock interests in the corporation held by all of the Optionees desiring to purchase the Offeror's stock. Nothing herein shall prohibit, with agreement of the other Optionees, one Optionee from purchasing all of the said stock so offered. Notwithstanding the foregoing, the election of the Optionees to purchase

proportionate shares of the Offeror's stock not aggregating the Offeror's entire stock shall be of no effect.

(4) If the corporation and the Optionees fail to elect to purchase said stock within said option period, then the Offeror shall be free to sell all of his or her stock to the original Offeree at the price and upon the terms and conditions set forth in said offer, provided, however, that such sale must be commenced within two (2) months following the expiration of the Optionee's second option.


(5) Upon a sale or other transfer to the Offeree, the Offeree will then hold said stock as a shareholder, subject to all of the terms and conditions of these Articles of Incorporation in the place and stead of the selling shareholder, including the provisions contained in this Article X.

(6) If said sale is not made between selling shareholder and such Offeree within said two (2) month period after the expiration of said second option, all of the terms, conditions and restrictions of this Article X of these Articles of Incorporation shall be reinstated and the right of the selling shareholder to sell his stock to such Offeree pursuant to said original offer shall terminate.

ARTICLE XI
LIMITATION ON NUMBER OF SHAREHOLDERS

All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons. 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 entireties, shall be treated as held by one shareholder.

IN WITNESS WHEREOF, the undersigned incorporator have hereunto subscribed their signatures to these Articles of Incorporation on this the 27TH day of JULY, 1992.


John W. MacLeod, III


Elizabeth Harper MacLeod

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:

H/P Development Corporation

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John W. MacLeod III, 2206 Inverness Cliffs, Birmingham, AL 35242 for a period of one hundred twenty days beginning July 27, 1992 and expiring November 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.

July 27, 1992

Date

A stylized, handwritten signature in dark ink, appearing to read 'Billy Joe Camp'.

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

H/P DEVELOPMENT CORPORATION

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 H/P DEVELOPMENT CORPORATION, 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 H/P DEVELOPMENT CORPORATION, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10 day of AUGUST, 19 92.

Thomas A. Snowden

Judge of Probate

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03:42 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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