

ARTICLES OF INCORPORATION

OF

LEWIS ENTERPRISES, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators, desire to form a corporation under the Code of Alabama and adopt the following Articles of Incorporation for such corporation:

Inst. # 1992-19124

ARTICLE I

The name of the corporation shall be **LEWIS ENTERPRISES, INC.**

ARTICLE II

(1) The purpose or purposes for which this corporation is formed are to engage in the general real estate development business and perform any and all acts of a person involved in such business; and

(2) To do and engage in any business which a natural person can do; and

(3) To manufacture, purchase or otherwise acquire, own, pledge, sell, assign and transfer, or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertain to the classes of business above specified; and

(4) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof; and

(5) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character; and

(6) To purchase, acquire, hold, subdivide, develop and operate real estate, to erect buildings thereon and to sell, lease, maintain, own, repair, and operate such properties; and

(7) To borrow and lend money and to give or take security

therefor by way of mortgage, pledge, transfer or assignment of real or personal property of every nature; and

(8) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same; and

(9) Generally to purchase, take or lease, exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor; and

(10) To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise; and

(11) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

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.

### ARTICLE III

The location and mailing address of the initial registered office of the corporation is **5493 Highway 119, Montevallo, Alabama 35115 (Shelby County)** and the name of its initial registered agent at such address is **M. Duane Lewis**.

#### ARTICLE IV

The amount of the total authorized capital stock of this corporation shall be **\$1000.00** divided into **1000** shares with a par value of **\$1.00** per share.

The amount of total authorized stock with which this corporation shall begin business shall be **\$1000.00** divided into **1000** shares with a par value of **\$1.00** per share, all of said shares of stock being paid for by the subscribers therefor in U.S. Currency, said stock being issued as shown by the subscription list hereto attached and marked Exhibit "A".

#### ARTICLE V

The name and address of the officer and agent designated by the incorporators to receive subscriptions to the capital stock of this corporation is **Harriett S. Lewis**.

#### ARTICLE VI

The name and post office address of the incorporators and the number of shares subscribed and paid for by each are as follows:

NAME	ADDRESS	SHARES
<b>M. Duane Lewis</b>	<b>5493 Highway 119 Montevallo, Alabama 35115</b>	<b>1000</b>

#### ARTICLE VII

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

NAME	OFFICE	ADDRESS
M. Duane Lewis	President	5493 Highway 119 Montevallo, Alabama 35115
Harriett S. Lewis	Secretary/ Treasurer	5493 Highway 119 Montevallo, Alabama 35115

#### ARTICLE VIII

The name and post office address of each of the directors of the corporation chosen for the first year is as follows:

NAME	ADDRESS
M. Duane Lewis, Chairman	5493 Highway 119 Montevallo, Alabama 35115
Harriett S. Lewis, Director	5493 Highway 119 Montevallo, Alabama 35115

#### ARTICLE IX

The duration of this corporation shall be perpetual.

#### ARTICLE X

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation, or by By-Laws adopted in amendment thereto.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

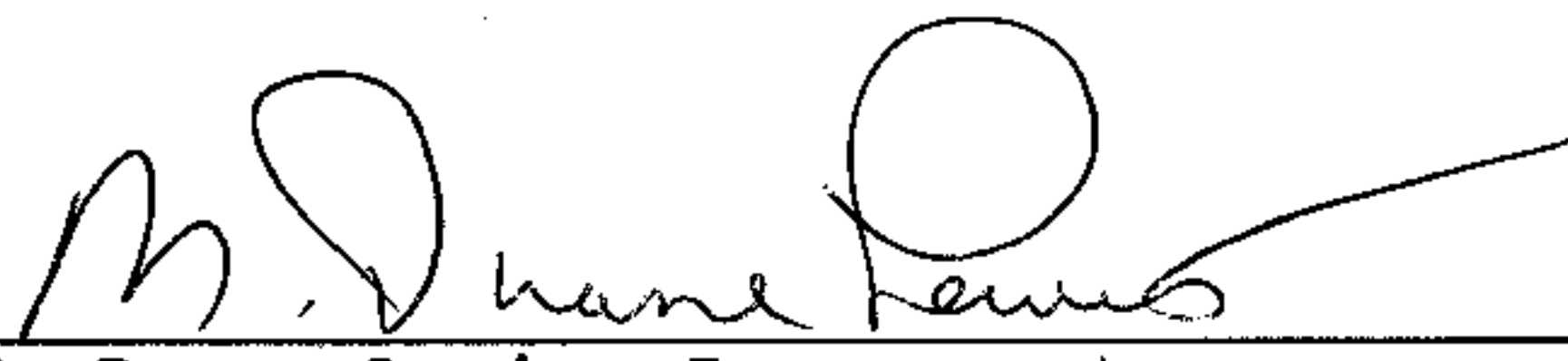


(a) To make and alter the By-Laws of this corporation, but By-Laws so made by the Directors may be altered or repealed by the directors or stockholders.

(b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payments of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

(c) To make, from time to time, (so far as may be permitted by law) temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the corporation.

The corporation may, in its By-Laws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred by statute.

  
**M. Duane Lewis, Incorporator**

This instrument prepared by:  
W. Russell Beals, Jr.  
Norton & Beals, P.C.  
2700 Highway 280 South  
2nd Floor East  
Birmingham, AL 35223

EXHIBIT "A"

All of the **1000** shares of stock subscribed for by the subscribers listed below are issued and hereby declared to be fully paid stock, payment therefor having been made by U. S. Currency for the number of shares set forth opposite the name of the subscriber hereinbelow:

NAME	ADDRESS	# SHARES	DOLLARS
M. Duane Lewis	5493 Highway 119 Montevallo, Alabama 35115	1000	\$1000.00

  
\_\_\_\_\_  
Harriett S. Lewis

STATE OF ALABAMA :  
JEFFERSON COUNTY :

Before me, the undersigned authority in and for said County and State, personally appeared **Harriett S. Lewis**, who, being by me first duly sworn, deposes and says that he is the agent of **LEWIS ENTERPRISES, INC.** designated by the incorporators to receive subscriptions to the capital stock of said corporation; that the foregoing is a true and correct list of the subscriptions to the capital stock of said corporation, together with the number of shares subscribed for, and that the subscriptions for the said stockholders have been paid for as shown therein.

Subscribed and sworn to before me this the 18<sup>th</sup> day of June ~~May~~, 1992.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: 9/21/94

# 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:

Lewis Enterprises, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Russell Beals, 2700 Hwy 280, Birmingham, AL 35223 for a period of one hundred twenty days beginning May 26, 1992 and expiring September 24, 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.

May 26, 1992.

Date

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

Billy Joe Camp

Secretary of State

# State of Alabama

SHELBY

## County

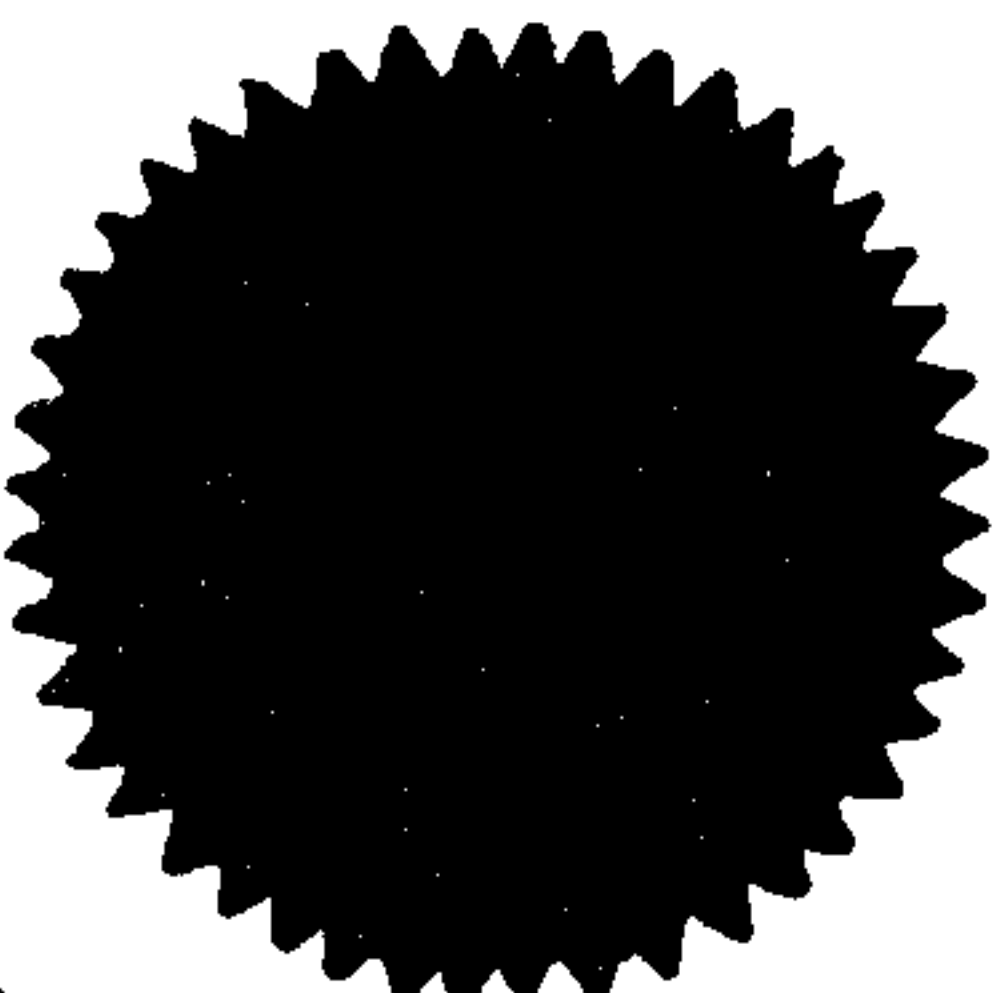
### CERTIFICATE OF INCORPORATION OF

LEWIS ENTERPRISES, 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 \_\_\_\_\_ LEWIS ENTERPRISES, 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 \_\_\_\_\_ LEWIS ENTERPRISES, INC. \_\_\_\_\_, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the \_\_\_\_\_ 4th \_\_\_\_\_ day of \_\_\_\_\_ SEPTEMBER \_\_\_\_\_, 19 \_\_\_\_\_ 92 \_\_\_\_\_.



*Thomas A. Snowden, Jr.*

Judge of Probate

Inst. # 1992-19124

09/04/1992-19124  
01:39 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
008 MCD 88.00