

**ARTICLES OF INCORPORATION**  
**OF**  
**WAYNE CROCKER CONSULTANTS, INC.**  
**A Close Corporation**

The undersigned, Cecil Wayne Crocker, being over the age of nineteen (19) years, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopt the following Articles of Incorporation for said corporation:

**FIRST**

The name of the Corporation is Wayne Crocker Consultants, Inc. The initial registered agent is Cecil Wayne Crocker and the address of said registered agent is 253 Highway 280, Post Office Box 102, Harpersville, Alabama 35078.

**SECOND**

The period of its duration is perpetual.

**THIRD**

The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, but not limited to the following:

A. To carry on the business of Wayne Crocker Consultants, Inc.; and engage in any and all activities directly or indirectly advisable for the general purposes of the corporation.

B. To purchase, own, sell, lease and otherwise acquire and dispose of land, buildings, equipment, inventory, supplies and services necessary for the operation of said business.

C. 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 description.

D. To draw, make, accept, endorse, discount, execute any promissory notes, drafts, bills of exchange, warrants, debenture, and other negotiable or transferable instruments.

E. To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer, or otherwise property of every kind and description or any interest therein.

*Joel Alexander*

F. To enter into, make and perform contracts of every kind for any lawful purpose, without limitation as to amount, with any person, firm, association, corporation, town, city, county, state, territory, government or governmental subdivision.

G. To issue bonds, debentures or other obligations of this Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

H. To transact any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

I. In carrying out the foregoing purposes, the Corporation shall at all times have and may exercise all of the powers now or hereafter granted or permitted by the laws of the State of Alabama and may act therein as fully and to the same extent as a natural person might or could do. The Corporation need not carry out or engage in the pursuit of all of the foregoing purposes, but it shall be sufficient if at any time the Corporation is engaged in any one or more of such purposes. The above clauses shall be construed as purposes and powers and nothing shall be deemed to limit or exclude, in any manner, any right, power or privilege given to the Corporation by law or the authority which it is or might be permitted to exercise under the laws of the State of Alabama. All words and clauses appearing in these Articles are used in their broadest sense and are intended to be so construed.

#### FOURTH

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share.

#### FIFTH

The location and mailing address of the initial registered office of the Corporation is Suite 214, 651 Beacon Parkway West, Birmingham, Alabama 35209; and the name of its initial registered agent at such address is Joel F. Alexander, III.

#### SIXTH

The number of Directors constituting the initial board of directors of the Corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until the director successor is elected and shall qualify is:

Cecil Wayne Crocker

Post Office Box 102, Highway 280  
Harpersville, Alabama 35078

#### SEVENTH

The name and address of each incorporator is:

Cecil Wayne Crocker

Post Office Box 102, Highway 280  
Harpersville, Alabama 35078

#### EIGHTH

The Corporation is a close corporation authorized by Sections 10-2A-300 through 10-2A-313, Code of Alabama (1975), as amended.

#### NINTH

Restriction on the transfer of securities of the Corporation as permitted by Section 10-2A-41, Code of Alabama (1975), as amended, are as follows:

A. The holder of any securities of this Corporation shall offer to the Corporation or to all other holders of securities of the Corporation a prior opportunity, to be exercised within thirty (30) days, to acquire his or her restricted securities of the Corporation before said securities can be transferred to others who are not then security holders; and

B. Any proposed transferee, other than a transferee who is then a security holder in this Corporation, of the restricted securities of this Corporation shall be approved by all holders of securities of this Corporation.

#### TENTH

For purposes of determining the number of holders of record of the stock of the Corporation, stock which is held in joint tenancy or common tenancy or by the entirety shall be treated as held by one (1) shareholder.

#### ELEVENTH

All of the Corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than five (5) persons. The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a board of directors.

The formation of the Corporation as a close corporation has been authorized by the affirmative vote of all holders of and subscribers to shares of the Corporation.

DATED: June 15, 1992.

Cecil Wayne Crocker  
Cecil Wayne Crocker



**ACTION BY WRITTEN CONSENT OF THE SHAREHOLDERS OF  
WAYNE CROCKER CONSULTANTS, INC.  
IN LIEU OF AN ORGANIZATION MEETING**

The undersigned, being all of the shareholders of Wayne Crocker Consultants, Inc., an Alabama Corporation organized under the Alabama Business Corporation Act (herein called "the Corporation"), hereby adopt, by this action by written consent in lieu of an organization meeting, the following resolutions:

**RESOLVED**, that the Certificate of Incorporation of the corporation, to which is attached a certified copy of the Articles of Incorporation as filed in the Office of the Probate Judge of Shelby County, Alabama, on \_\_\_\_\_, be inserted into the minute book of the corporation;

**RESOLVED**, that each and all of the actions of the incorporators of the corporation, including, but without limitation:

(1) the adoption, execution and filing of the Articles of Incorporation of the corporation; and

(2) the naming of Cecil Wayne Crocker as the director of the corporation to serve until the first annual meeting of shareholders and until his successor has been elected and qualified;

**RESOLVED**, that the following named individual be, and hereby is, elected to serve in the offices designated opposite his name at the pleasure of the Board of Directors to the corporation:

President:	Cecil Wayne Crocker
Vice-President:	Cecil Wayne Crocker
Secretary/Treasurer:	Cecil Wayne Crocker

**RESOLVED**, that the form of stock certificate attached hereto as Exhibit "A" be, and the same hereby is, adopted as the form of stock certificate of the corporation;

**RESOLVED**, that the proposed By-Laws attached herto as Exhibit 'B' be, and the same hereby is, adopted as and for the By-Laws of the corporation;

**RESOLVED**, that the appropriate officers of the corporation be, and they hereby are, authorized and directed to execute, issue and deliver to the following named persons stock certificates of the corporation representing the following number of shares of the fully paid and non-assessable common stock of the corporation, having a par value of \$1.00 per share, upon payment in cash for such shares at the rate of \$1.00 per share:

NAME OF	CERTIFICATE	NUMBER OF	PURCHASE
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<u>SHAREHOLDER</u>	<u>NUMBER</u>	<u>SHARES</u>	<u>PRICE</u>
Cecil Wayne Crocker	001	100	\$1.00

**RESOLVED**, that this corporation through its Shareholders does hereby elect, with the consent of all of its shareholders, to be treated as a "small business corporation" for income tax purposes as provided under Section 1362(a) of the Internal Revenue Code and the officers of this corporation are hereby authorized and directed to file an appropriate election to that effect with the Internal Revenue Service, and to obtain and file with the Internal Revenue Service appropriate consent of all the shareholders of this corporation to such election;

**RESOLVED**, that this corporation establish in its name one or more checking accounts with Amsouth Bank on such terms and conditions as may be agreed on with said bank and that the President and Vice President of this corporation be, and they are hereby, authorized to establish such accounts;

**RESOLVED FURTHER**, that the President and Vice President of this corporation be, and they are hereby, authorized to draw checks on said account of this organization, signed as provided herein with signatures duly certified to said bank by the Secretary of this organization and said bank is hereby authorized to honor and pay any and all checks so signed, including those drawn to the individual order of any officer or other person authorized to sign the same;

**RESOLVED**, that the fiscal year of the corporation shall end at the close of business on December 31 of each year;

**RESOLVED**, that the president of the corporation be, and he hereby is, authorized and directed to pay all expenses incident to and necessary for the organization of the corporation;

**RESOLVED**, that the appropriate officers of the corporation be, and they hereby are, authorized and directed to take whatever actions are necessary to qualify the corporation to do business as a foreign corporation in such states or jurisdictions as they, in their sole discretion, may determine to be necessary or desirable; and

**RESOLVED**, that the appropriate officers of the corporation be, and they hereby are, authorized to do any and all other or further things, and to execute any and all other or further documents, all on behalf of the corporation, as they, in their sole discretion, may deem necessary or desirable to effectuate the purposes of the foregoing resolutions.

DATED this the 15 day of June, 1992.

Cecil Wayne Crocker  
Cecil Wayne Crocker

## SUBSCRIPTION AGREEMENT

We, the undersigned, do hereby severally subscribe for and agree to take and pay for the amount of stock set opposite our respective names, said stock to be issued by WAYNE CROCKER CONSULTANTS, INC., an Alabama Corporation (the "Corporation"). We understand and agree that the capital stock subscribed for is to be paid for in full at such time, or in such installments and at such times, as shall be determined by the Board of Directors (or Shareholders) and that upon payment by each of us a certificate or certificates will be issued for the number of shares for which we have severally subscribed. Any call made by the board of directors (or Shareholders) for payment on subscriptions shall be uniform as to all shares of the same class. In case of default in the payment of any installment or call when due, the Corporation may proceed to collect the amount due in the same manner as any debt due the Corporation.

We further understand and agree that the by-laws of the Corporation may prescribe other penalties for failure to pay installments or calls that may become due, but no penalty working a forfeiture of a subscription, or of the amounts paid thereon, shall be declared against any subscriber unless the amount due thereon remains unpaid for a period of 20 days after written demand shall be deemed to be made when deposited in the United States Mail in a sealed envelope addressed to the subscriber at his last post office address known to the Corporation, with postage thereon prepaid.

In the event of the sale of any shares by reason of any forfeiture, the excess of proceeds realized over the amount due and unpaid on such shares shall be paid to the delinquent subscriber or to his legal representative.

Common Stock at \$1.00 par value per share.

Name of Subscriber	Number of Shares Subscribed For	Consideration
Cecil Wayne Crocker	100	\$100.00

Cecil Wayne Crocker  
Cecil Wayne Crocker

6-15-92  
Date



**BY-LAWS**  
**OF**  
**WAYNE CROCKER CONSULTANTS, INC.**  
**A Close Corporation**

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**CORPORATE OFFICES:**

1. The principal office of the corporation shall be located at Post Office Box 102, Highway 280, Harpersville, Alabama 35078. Copies of proceedings of shareholders', shall be kept at the principal office.

**STOCKHOLDERS MEETINGS:**

2. Annual Meeting. The annual meeting of the shareholders of the corporation shall be held in each year on the second Saturday of February, if not a holiday, and if a holiday, then on the next secular day following, for the purpose of the transaction of such business as may be brought before the meeting.

3. Special Meetings. Special meetings of the shareholders may be called by the President, Vice-President, or shall be called by the President/Secretary upon the written request of any shareholder owning one-third or more of all outstanding shares of stock entitled to vote at the meeting.

4. Place of Meeting. The President may designate any place either within or without the State of Alabama as the place of meeting for any annual special meeting. In the absence of any designation, all meetings shall be held at the principal office of the corporation.

5. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting shall be given before the date of the meeting, either personally or by mail, by or at the direction of the Secretary to the stockholder of record entitled to vote at such meeting. Such notice shall be delivered not less than ten (10) days before the date of the meeting. Notwithstanding the provisions of this Section, the stock or bonded indebtedness of the corporation shall not be increased at a meeting unless thirty (30) days notice of such meeting shall have been given in the manner prescribed in this Section. In case of a special meeting or an annual meeting at which special action is to be taken, such notice shall also state the purpose(s) for which the meeting is called or the special action which is proposed to be taken. If mailed, such notice shall be deemed to have been delivered when deposited in the United States

Mail, addressed to the shareholders at his address as it appears on the stock transfer books of the corporation with postage thereon prepaid. If given personally such notice shall be deemed to have been delivered when handed to the stockholder left at his place of business or his residence.

6. Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of stockholders. If less than a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted at the meeting as originally notified. The stockholder present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

7. Proxies. A Stockholder entitled to vote may vote either in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

8. Voting in Shares. Each outstanding share, regardless of class, shall be entitled to vote on each matter submitted to a vote at a meeting of stockholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by the Certificate of Incorporation.

9. Informal Action by Stockholder. Any action required to be taken at a meeting of the stockholders, or any action which may be taken at a meeting of the stockholders, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by the stockholder entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the stockholder.

#### BOARD OF DIRECTORS MEETINGS:

10. The business and affairs of the corporation shall be managed by the Shareholders.

#### WAIVER OF NOTICE:

11. Any notice required to be given under the provisions of these By-Laws or otherwise may be waived by the stockholder to whom such notice is required to be given.

#### OFFICERS:



12. Various Officers. The officers of the corporation shall be elected by the Shareholders and shall be a President, a Vice-President, a Secretary and a Treasurer. The Shareholders may also choose additional Vice-Presidents, an Assistant Secretary and an Assistant Treasurer. The President or Vice-President may, at the same time, hold the offices of Secretary and Treasurer.

13. Election and Term of Office. The officer shall be elected by the Shareholders at the annual meeting of the Shareholders, except an officer elected to fill a vacancy, shall be elected in the manner provided in Section 14. If the election of the officer shall not be held at such annual meeting, such election shall be held as soon thereafter as is practical. The officer shall hold office until his successor shall have been duly elected and qualified or until his death, resignation or removal in the manner hereinafter provided.

14. Vacancies. A vacancy in any office on account of death, resignation, removal, disqualification, or otherwise, may at any regular or special meeting, be filled by the Shareholders for the unexpired portion of the term.

15. President. The President shall be the chief executive officer of the corporation and shall have general supervision of all the business and affairs of the corporation; see that all orders and resolutions of the Shareholders are carried into effect; sign all stock certificates, contracts and other instruments of the corporation which may be authorized by the Shareholders; and, perform all other duties as are incident to the Office of President or as may be assigned to him by the Shareholders. The President shall preside at all meetings of the stockholders.

16. Vice-Presidents. The Vice-Presidents, in the order designated by the Shareholders; shall exercise the functions of the President during the absence or disability of the President. Each Vice-President shall have such powers and shall perform such duties as may be assigned to him by the Shareholders.

17. Secretary.

(a) The Secretary shall attend Shareholders all meetings of the stockholders and record all votes and minutes of all proceedings in a book to be kept for that purpose; see that all notices are given in accordance with the provisions of these By-Laws or as required by law; keep the seal of the corporation in safe custody and, when authorized by the Shareholders, he shall affix the same to any instrument requiring it and, when so affixed, it shall be attested by his signature; sign with the President or any Vice-President, all stock certificates to be issued and perform such other duties as may be assigned to him by the Shareholder or President.

(b) Any Assistant Secretary shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as may be assigned to him by the Shareholder or President.

18. Treasurer.

(a) The Treasurer shall be the chief financial officer of the corporation; have custody of all funds and securities of the corporation; keep full and accurate accounts of receipts and disbursements; deposit all monies and valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Shareholders, taking proper vouchers for such disbursements; render to the President and Shareholders whenever they may require it on account of his transactions as Treasurer and of the financial condition of the corporation; and perform such other duties as may be assigned to him by the Shareholders.

(b) Any Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of Treasurer, and shall perform such other duties as may be assigned to him by the Shareholders or President.

19. Delegation of Duties. In case of the absence of any officer of the corporation or for any other reason that the Shareholders may deem sufficient, the Shareholders may delegate any or all of the powers or duties of any officer to any other person(s) provided a majority of the Shareholders concur therein.

20. Removal. Any officer elected or appointed by the Shareholders may be removed at any time by the affirmative vote of the majority of all the Shareholders.

CERTIFICATE OF STOCK AND STOCK TRANSFER:

21. Stock Certificates. Stock certificates shall be in such form as may be determined by the Shareholder and as will comply with the applicable statutes. Stock certificates shall be signed by the President or any Vice-President and by the Secretary or Assistant Secretary. All stock certificates shall be consecutively numbered.

22. Stock Transfers. Transfers of stock shall be made on the books of the corporation only by the holder of record of any share(s) of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share(s) on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided by the laws of the State of Alabama. All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held by not more than five (5) persons.



23. Lost Certificates. In case of a lost, destroyed or mutilated certificate, a new one may be issued therefore upon such terms and indemnity to the corporation as the Shareholders may prescribe.

DIVIDENDS:

24. Subject to the laws of the State of Alabama, the Shareholders may, from time to time, declare and the corporation may pay dividends on its outstanding shares in cash, property, or its own shares, except when the corporation is insolvent, or when the declaration of payment thereof would be contrary to any restrictions contained in the Certificate of Incorporation.

SEAL:

25. The corporate seal shall be circular in form and shall have inscribed thereon the name of the corporation, the word "SEAL" and the State of Incorporation.

FISCAL YEAR:

26. The fiscal year shall begin on the date of incorporation and end the first year as determined by the Shareholders but if not determined by the Shareholders, the fiscal year shall end on the last day of any month, no longer than twelve (12) months from the first day of the month in which the corporation was organized, as the Shareholders may select. Thereafter, the fiscal year shall cover a full twelve month period.

AMENDMENTS:

27. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Shareholders.

INDEMNIFICATION:

28. Each officer who now or hereafter serves the corporation and each person who, at the request of or on behalf of the corporation, is now serving or hereafter serves as an Officer of any other corporation and the respective heir, executors and administrators of each of them shall be indemnified by the corporation against all costs, expenses, judgments and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding, civil or criminal, in which he is or may be made a party by reason of any action alleged to have been taken or omitted by him as a Director or Officer, whether or not he is a Shareholder or officer at the time of incurring such cost,



expenses, judgments and liabilities, except in relation to the matters to which he shall be finally adjudged, without right of further appeal in such action, suit or proceeding, to have been liable for willful misconduct in the performance of his duty as such Shareholder Officer. Such indemnification shall be made with respect or adjudication other than on the merits and shall extend to the settlement and compromises. The foregoing right of indemnification shall not be exclusive of other rights of which such Shareholder or Officer may be entitled as a matter of law.

RESTRICTION ON TRANSFER OF SHARES:

29. Shares of the corporation shall be subject to restriction on transfer or sale as follows:

(a) A stockholder which designation includes any transferee by operation of law, who desires to sell all or any part of his stock shall first offer it in writing to the corporation, which shall have fourteen (14) days to elect in writing to purchase the said stock at a prearranged value. If the corporation does not so elect, the Secretary shall give written notice of such fact to the non-selling stockholders on the earlier of the notice of such fact to the non-selling stockholders on the earlier of the date of rejection or expiration of the offer to the corporation, who shall have fourteen (14) days after the date of said notice to elect by written notice to purchase it at said value. A non-selling stockholder desiring to purchase after such notice, shall have the right to purchase such percentage of the stock as is arrived at by dividing the number of shares owned by him by the total number owned by all stockholders desiring to purchase. All notices shall be in writing and be sent by certified or registered mail, postage prepaid. All notices described hereinabove may be waived by written agreement.

(b) The prearranged value shall be determined at the annual meeting of the stockholders.

(c) Failure to give notice of acceptance by the corporation or stockholder within the time allowed shall be deemed to be a rejection of the offer.

(d) If the offers are rejected by the corporation and stockholders, the selling stockholder shall be free of all restrictions hereunder.

ADOPTED by the Stockholder this 15 day of JUNE,  
1992.

  
Cecil Wayne Crocker - Stockholder

# 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:

Wayne Crocker Consultant, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Joel F. Alexander III, 600 Beacon Parkway West, Birmingham, AL 35209 for a period of one hundred twenty days beginning July 13, 1992 and expiring November 11, 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 13, 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

WAYNE CROCKER CONSULTANTS, 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 WAYNE CROCKER CONSULTANTS, 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 WAYNE CROCKER CONSULTANTS, 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 SEPTEMBER, 19 92.

*Thomas A. Snowden Jr.*

Judge of Probate

Inst # 1992-19921

09/14/1992-19921

10:11 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

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88.00