

STATE OF ALABAMA )  
 )  
SHELBY COUNTY )

ARTICLES OF INCORPORATION OF  
CRUISE & GOLF, INC.

The undersigned acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST:

The name of the proposed corporation shall be:

CRUISE & GOLF, INC.

SECOND:

The period of its duration shall be perpetual.

THIRD:

The purposes for which this corporation is organized are:

To conduct a specialty service business, both as principal and agents including, but not limited to, preparation and arrangement of travel packages of all types and kinds for travel by land, sea or air; to prepare and disseminate, by whatever means, advertising or direct mail service information to individuals, groups, corporations and other associations of the nature of this business; to carry on the business of printers, audio visual producers and duplicators and any other matter or thing that may be necessary or conducive to the accomplishment of the principal aims of the corporation.

To publish and distribute magazines, books and periodicals pertaining to any lawful technologies; syndicate articles in newspapers and other publications.

02/09/1993-03843  
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SHELBY COUNTY JUDGE OF PROBATE  
007 MJS 88.00

P.O. Box 1864  
Alabaster, AL

Inst # 1993-03843

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To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, manufacturers, importers and exporters; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

The buying and selling, as broker or agent, or on its own account, of all kinds of machinery and electrical and machine supplies.

To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights, and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States or in any other part of the world.

To sell, let or grant any patent rights, concessions, licenses, inventions, rights or privileges belonging to the corporation, or which it may acquire, or any interest in the same.

To register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of same, in any part of the world, and to apply for exercise, use, or otherwise deal with or turn to account any patent rights, concessions, or other rights or privileges, either in the United States or in any other part of the world.

To manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, privileges as aforesaid.

To invest money in all kinds and types of property, both real and personal, at wholesale and retail, as principal or as agent for

----- Articles of Incorporation of Cruise & Golf, Inc. -----

others, upon commission, consignment or otherwise, goods, wares, commodities, merchandise and personal property of every class, name, nature and description.

To invest money in all kinds and types of property, both real and personal, and wheresoever they may be situated.

To borrow and lend money, with and without security, and to mortgage, pledge or hypothecate any property the corporation may own, regardless of its nature or the evidence of same.

And generally to do and perform all the acts and enjoy all the powers conferred by the Constitution and General Laws of the State of Alabama, as provided in the Alabama Business Corporation Act and the Code of Alabama, 1975, as amended to date.

FOURTH:

The aggregate number of shares which this corporation shall have authority to issue is 100,000 shares of common stock, with a par value of \$ 1.00 per share. The amount of the total authorized capital stock with which the corporation shall begin business shall be \$ 1,000.00 made up of 1,000 shares, all of said stock having been fully paid for in cash, or by the transfer of tangible personal property.

FIFTH:

The address of the initial registered office of the corporation is 22 1st Street S. W., Alabaster, Alabama 35007 and the name of the initial registered agent at such address is Stephen W. Bobbitt.

SIXTH:

The number of directors constituting the initial board of directors of the corporation is two (2) and the name and address of the persons who are to serve as directors until their successors



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are elected and shall qualify are:

Stephen W. Bobbitt      1220 Bennett Circle      Alabaster, Al. 35007

Michael A. Benson      122 1st Street S. W.      Alabaster, Al. 35007

SEVENTH:

The following named persons will serve as officers of the corporation for the first year and until their successors are chosen and have qualified.

Michael A. Benson      President & Treasurer

Stephen W. Bobbitt      Vice-President & Secretary

EIGHTH:

The stockholders shall have the right to increase or decrease the capital stock of the corporation to such sum or sums as they may desire and as may be permitted by the Laws of the State of Alabama.

NINTH:

The directors or the stockholders may waive, in writing, any requirements under the By-Laws of the Corporation and the Laws of the State of Alabama, where the law permits such waiver, to hold a formal meeting with respect to any business to be transacted by the corporation, and may transact the business of the corporation by resolution executed and consented to in writing by all the directors or stockholders without the formality of a meeting, which resolution when so executed and consented to shall be valid and binding on the corporation in the same manner as if a meeting had been called with respect to the action in the same manner as if a meeting had been called with respect to the action and notice issued, as provided in the By-Laws of the corporation and the Laws of the State of Alabama.

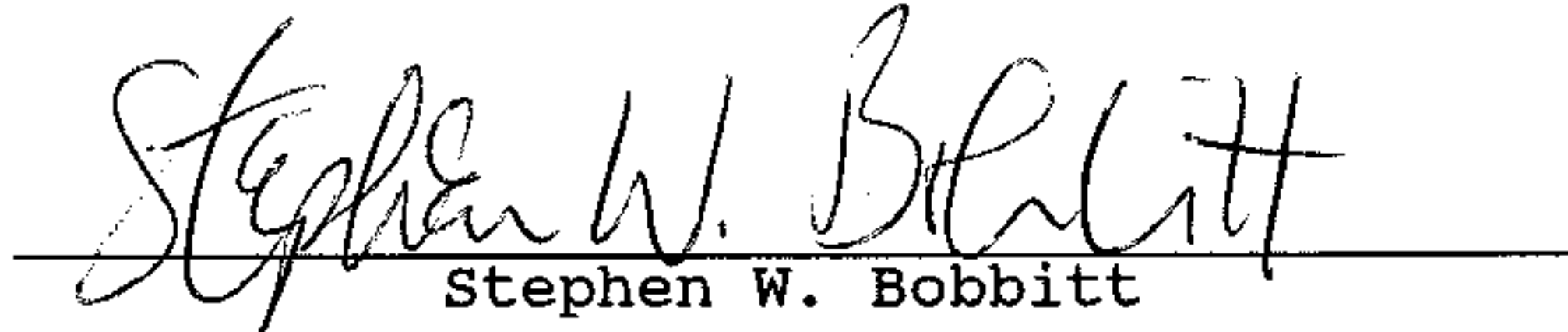
----- Articles of Incorporation of Cruise & Golf, Inc. -----

TENTH:

The name and address of the incorporator is:

Stephen W. Bobbitt      1220 Bennett Circle      Alabaster, Al. 35007

IN WITNESS WHEREOF, the incorporator has hereunto signed and subscribed his name this the 8th day of February, 1993.

  
Stephen W. Bobbitt

This instrument was prepared by:

John Burdette Bates, Attorney at Law  
#10 Office Park Circle, Suite 122  
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:

Cruise & Golf, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jack Bates, 10 Office Park Circle, Birmingham, AL 35223 for a period of one hundred twenty days beginning January 28, 1993 and expiring May 29, 1993.



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.

January 28, 1993

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

CRUISE & GOLF, 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 CRUISE & GOLF, 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 CRUISE & GOLF, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 9 day of FEBRUARY, 19 93.

*Thomas A. Snowden, Jr.*

Judge of Probate

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