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Inst # 1993-04412

02/16/1993-04412
09:21 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MCD 24.00

ARTICLES OF INCORPORATION
OF
QUALITY SERVICE DIRECTORY, INCORPORATED

TO THE JUDGE OF PROBATE OF
SHELBY COUNTY, ALABAMA:

The undersigned, desiring to organize a body corporate under the laws of the State of Alabama and being all of the subscribers to the capital stock of the corporation hereby organized, do make, sign and file these ARTICLES OF INCORPORATION, as follows:

FIRST

The name of the corporation is: QUALITY SERVICE DIRECTORY, INCORPORATED

SECOND

The objects and purposes for which the corporation is formed are:

- (a) To engage in the business of compiling and distributing information pertaining to services and all information relating thereto.
- (b) To buy, sell, own, build, improve, design, plan and deal in houses and buildings of every nature, and real estate.
- (c) To act as agent, jobber or broker 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 all interest in and claims affecting the same.

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- (d) To buy, own, sell, pledge, exchange, convey, and otherwise acquire, hold dispose of and deal with bills, notes, bonds, warrants, debentures and securities of all kinds.
- (e) To acquire the goodwill, rights, assets, and properties and to undertake the whole or any part of the liabilities of any person, firm association or corporation; to pay for the same in cash, the stock or other securities of this corporation, or otherwise; to hold or in any manner dispose of the whole or any part of the property 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.
- (f) To acquire, hold, use, sell, assign, lease, exchange and grant licenses in respect of, mortgage or otherwise dispose of letters, patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulas, methods, copyrights, trademarks and trade names relating to or useful in connection with any business of this corporation.
- (g) To assume or guarantee the payment of the principal of or dividends or interest on any shares of stock, notes, bonds, or other securities, and to guarantee any contracts or obligations issued by any corporation, firm, or individual, and to use its name and credit for the benefit of other corporations, firms, or individuals.
- (h) To borrow and lend money; to give or to take security for money borrowed or loaned or for purposes, by way of mortgage, pledge, transfer, assignment or otherwise, on real or personal property of every nature and description; and to issue bonds, notes, bills of exchange, debentures, and other obligations and evidences of indebtedness.
- (i) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or

colony or dependency thereof.

- (j) To have one or more offices, and to carry on all or any of its operations, businesses, and powers, without restriction or limit as to amount, in any of the states, districts, territories or colonies of the United States and in any and all foreign countries subject to the laws of such state, district, territory, colony or country.
- (k) 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 evidences of indebtedness, and to hold, sell, transfer, or reissue the same.
- (l) To do all and everything necessary and proper for the accomplishment of the objects to the protection and benefit of the corporation, and in general to carry on any lawful business 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.

The foregoing clauses shall be construed as objects, purposes, powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors and stockholders, and each class of stockholders, 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. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company or the business of insurance in any of its branches.

THIRD

The address of the initial registered office of the corporation is 2933 Brook Highland Drive Birmingham, Alabama 35242, and the name of its initial registered agent at such address is Glenn Hodge.

FOURTH

The maximum amount of the total authorized stock of the corporation shall be \$10,000.00 divided into 1,000 shares, of common stock, having a par value of \$10.00 per share. The amount of paid in capital stock with which the corporation will begin business is \$1,000.00, consisting of 100 shares of common stock having a par value of \$10.00 per share.

FIFTH

This corporation may from time to time issue its shares of stock for such consideration as may be fixed from time to time by the Board of Directors and may receive in payment thereof in whole or in part cash, labor done, personal property, or real property or leases thereof. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, property, real estate or leases thereof, shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

SIXTH

All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of these Articles of Incorporation. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

SEVENTH

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers or privileges of the shareholders of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part less than all of the shareholders of any such corporation, shall apply to this corporation and shall be binding upon not only this corporation but upon every shareholder thereof to the

same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

EIGHTH

The names and post office addresses of the incorporator is as follows:

Glenn Hodge
2933 Brook Highland Drive,
Birmingham, Alabama 35242

NINTH

The number of directors constituting the initial board of directors of the corporation is four (4), and the names and address(es) of the persons who are to serve as directors until the first annual meeting of shareholders or until successors are elected and shall qualify are:

Glenn Hodge
2933 Brook Highland Drive
Birmingham, Alabama, 35242

Garlan Dean Hodge
2933 Brook Highland Drive
Birmingham, Alabama, 35242

Sewell Lynn
520 Shades Crest Road
Birmingham, Alabama, 35226

Mary Lynn
520 Shades Crest Road
Birmingham, Alabama, 35226

TENTH

The period for the duration of the corporation shall be perpetual.

ELEVENTH

Every person (and the heirs, executors and administrators of

such person) who is or was an officer, director or employee of the corporation or of any other corporation which he served as such at the request of the corporation, and of which the corporation directly or indirectly is a stockholder or creditor, or in which, or in the stocks, bonds, securities or other obligations of which it is in any way interested, may, in accordance with the second paragraph of this Article be indemnified by the corporation against any and all liability and reasonable expenses that may be incurred by him in connection with or resulting from any claim, action or proceeding, (whether brought by or for the right of the corporation or such other companies or otherwise), civil or criminal, or in connection with any appeal related thereto and which he may become involved, as a party of otherwise, by reason of his being or having been an officer, director or employee of the corporation or such other corporation, or by reason of any action taken or not taken by him in such capacity, whether he continues to be such officer, director or employee at the time such liability or expense shall have been incurred, provided he acted in good faith in what he reasonably believed to be the best interest of the corporation or such other corporation, as the case may be, and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. As used herein the term "liability" and "expense" shall include, but shall not be limited to Counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid and settlements by or for such person. The termination of any claim, action, suit or proceeding, civil or criminal by judgment, settlement (whether with or without court approval) or conviction shall not create a presumption that such person does not meet the standard of conduct set forth herein.

Any indemnification hereunder shall be made in accordance with the By-Laws or at the discretion of the corporation, but only if the Board of Directors (with no director who is a party to or interested in such claim, action, suit or proceeding, participating) shall find that such person has met the standard of conduct set forth in the proceeding. If 2/3 or more of the Board of Directors are parties to or interested in such claim, action, suit or proceeding, the regular counsel for the corporation shall determine whether such person has met such standards.

Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of such person to pay such amount unless it shall be ultimately determined that he is entitled to indemnification hereunder.

The rights of indemnification provided in this Article shall be in addition to any rights to which any person may otherwise be entitled under any By-Law, agreement, vote of stockholders or otherwise.


TWELFTH

The corporation power shall be exercised by the Board of Directors, without a meeting by unanimous consent or otherwise, except as otherwise provided by statute or by these Articles of Incorporation. 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 the corporation, but By-Laws so made by the directors may be altered or repealed by the directors or stockholders;
- (b) To fix, determine and 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 payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

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 upon it by Statute.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his/her signatures to these Articles of Incorporation, this the 29 day of January, 1993.



 Glenn Hodge
 Incorporator

THIS INSTRUMENT PREPARED BY AND UPON
 RECORDATION SHALL BE RETURNED TO:

William B. Hairston III
 ENGEL HAIRSTON & JOHANSON, P.C.
 P.O. Box 370027
 Birmingham, Alabama 35237
 (205) 328-4600

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:

Quality Service Directory Incorporated

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of William B Hairston III, PO Box 370027, Birmingham, AL 35237 for a period of one hundred twenty days beginning December 18, 1992 and expiring April 18, 1993.

02/16/1993-04412
09:21 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MCD 24.00

Inst # 1993-04412

STATE OF ALA. JEFFERSON CO
I CERTIFY THIS INSTRUMENT
WAS FILED ON

1993 JAN 29 PM 4:34

RECORDED & \$ HIGH TAX & \$
DEED TAX HAS BEEN PD. ON THIS INSTRUMENT

George R. Bynum
JUDGE OF PROBATE

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.

December 18, 1992

Date

Billy Joe Camp

Billy Joe Camp

Secretary of State

