

CERTIFICATE OF INCORPORATION

OF

CURB APPEAL, INC.

KNOW ALL MEN BY THESE PRESENTS: That, I, the undersigned incorporator does hereby form a corporation under the laws of the State of Alabama, and declare:

ARTICLE I

The name of the corporation shall be Curb Appeal, Inc..

ARTICLE II

The objects for which this corporation is formed are:

(a) To design, manufacture and install concrete curbing products both in-ground or above-ground, free standing or attached at residential or commercial establishments and any other legal purpose for which a corporation may do business in the State of Alabama.

(b) To purchase, acquire, lease, own, sell, convey or mortgage real estate, property, tenements and hereditaments, as well as any interest therein, and directly or through the ownership of stock in any corporation, to maintain and improve the same by erecting, constructing, rebuilding, repairing, and equipping any and all kinds of buildings and other structures and erections and to install therein such furniture, appliances or equipment which at any time may be necessary for the conduct thereof.

(c) To acquire, bonds or stocks of this corporation or otherwise, the good will, rights, assets and property, and liabilities or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to pay for the same in cash; the stock or other securities of the 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.

(d) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, investments, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

1993-15189  
Inst

(e) To acquire by purchase, subscription, contract, underwriting or otherwise, to hold for investment or otherwise, to pledge, hypothecate, exchange, sell, deal in and with and dispose of or to turn to account or to realize upon, alone or in syndicate or otherwise in conjunction with others, stocks, securities and investments of every kind and description, including, but not by way of limitation, shares, stocks, scrip, notes, bonds, debentures, rights, participating certificates, certificates of interest, mortgages, acceptances, commercial paper and chooses in action, evidence of indebtedness and other obligations of every kind and description (all of which is hereinafter sometimes called "securities") of any private, public or quasi-public corporation, association, partnership, common law trust, syndicate, firm or individual or of any combinations, organizations or entities whatsoever, irrespective of their form or the names by which they may be described; and, while the owner or holder of any such securities, to exercise all the rights, powers and privileges of ownership in respect thereto; and, to the extent now or hereafter permitted by law, to aid by, loan, or guarantee those issuing, creating or responsible for any such securities.

(f) 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.

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

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

(i) To issue bonds, debentures or 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.

(j) To have one or more offices to carry on all or any of its operations and business and, without restriction of limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, assign and transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares and merchandise, and real and personal property of every class and description in any of the states, districts, territories or colonies, subject to the laws of such state, district, territory, colony and 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 evidence of indebtedness, and to hold, sell, transfer or reissue the same.

(l) To enter into any plan or project for the assistance and welfare of its employees.

(m) To enter into any legal arrangements for sharing of profits, union of interests, reciprocal concessions or cooperation with any person, partnership, corporation, association, combination, organization, entity of body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient, or incidental to carrying out any of the objects of this corporation.

(n) To assume, guarantee, or become surety for the payment and performance of any and all debts and obligations of another for others, and to guarantee the payment of dividends upon any security or securities.

(o) To have and enjoy all other rights, powers and privileges conferred upon corporations by the constitution and laws of the State of Alabama; 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.

### ARTICLE III

The principal office of the corporation is 5195 Valley Brook Circle, Birmingham, Alabama 35244.

### ARTICLE IV

(a) The total number of shares of stock which the corporation shall have authority to issue will be One Hundred (100) shares of common stock of a par value of one dollar (\$1.00). The total of authorized capital stock is thus One Hundred (100.00) Dollars, and all of said stock shall be common, and none shall be preferred stock, or stock of a different class. The issued shares of stock are fully paid for as shown by the subscription list hereinafter set out.

(b) The Board of Directors shall have the authority to increase the total number of shares of stock at its duly authorized meetings.

### ARTICLE V

The address of the initial registered office of the corporation is 5195 Valley Brook Circle, Birmingham, Alabama, 35242, and the initial registered agent at such address is Richard D. Williamson.



#### ARTICLE VI

The names and post office addresses of the incorporators and the number of shares subscribed and paid for by each are, respectively, as follows:

NAME	NUMBER OF SHARES	ADDRESS
Richard D. Williamson	100	5195 Valley Brook Circle Birmingham, AL 35244

#### ARTICLE VII

The names and post office addresses of the officers of the corporations chosen for the first year are as follows:

NAME	OFFICE	ADDRESS
Richard D. Williamson	President	5195 Valley Brook Circle Birmingham, AL 35244
Ellen Williamson	Secretary/Treasurer	5195 Valley Brook Circle Birmingham, AL 35244

#### ARTICLE VIII

The names and post office addresses of the directors of the corporation for the first year are as follows:

NAME	ADDRESS
Richard D. Williamson	5195 Valley Brook Circle Birmingham, AL 35244

Notwithstanding any contrary provisions contained in this Certificate of Incorporation, the stockholder or stockholders holding the majority of outstanding common stock of the corporation may remove all or any of the directors of the corporation, before the expiration of their term, at any regular or special stockholder's meeting.

#### ARTICLE IX

The duration of this corporation shall be perpetual.

#### ARTICLE X

The corporation powers shall be exercised by the Board of Directors, except as otherwise provided by statutes, by this Certificate of Incorporation, or by Bylaws hereafter adopted and any amendments to the foregoing.

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 Bylaws of this corporation, but Bylaws 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 payment of dividends; to direct and determine the use and disposition of any surplus of 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 Bylaws, 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.

#### ARTICLE XI

This corporation may from time to time issue its shares of stock for such consideration (but not less than par so long as the corporation be solvent), 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 thereof, and the holders of such shares shall not be liable for any further payment in respect thereof.

This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties restricting the transfer of any or all shares of its capital stock represented by certificated therefor.

#### ARTICLE XII

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the stockholders of corporations organized under the general laws of the State of Alabama are increased, diminished or any way affected, or whereby effect is given to the action taken by any part less

than all of the stockholders of any such corporation, shall apply to this corporation and shall be binding upon not only this corporation but upon every stockholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of this Certificate of Incorporation.

#### ARTICLE XIII

The corporation shall have a lien on its shares of stock for any debt or liability incurred to it by a stock holder, before notice of a transfer or levy on such shares.

#### ARTICLE XIV

The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of earned surplus or capital surplus available therefor.

#### ARTICLE XV

All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat that person or entity in whose name any share of its stock is registered as the owner thereof for all purpose 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.

#### ARTICLE XVI

The President shall have authority to execute all deeds, mortgages, bonds and other contracts, requiring a seal, under the seal of the corporation, and the Secretary or any Assistant Secretary shall have authority to affix said seal to instruments requiring it, and attest the same.

#### ARTICLE XVII

Except as hereinafter provided, no holder of shares of this corporation of any class shall be entitled as of right to subscribe for, purchase, or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, or other securities convertible into stock of any class, and all such new or additional shares of stock, bonds, debentures or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.



### ARTICLE XVIII

The Board of Directors have determined that in order to attract investment in the corporation the corporation shall be organized and managed so that it is a "Small Business Corporation" as defined in IRC Sec. 1244 (c) (1), as amended, and so that the shares issued by the corporation are "Section 1244 Stock" as defined in IRC Sec. 1244 (c)(1), as amended. Compliance with this section will enable shareholders to treat the loss on the sale or exchange of their shares as an "ordinary loss" on their personal income tax returns.

RESOLVED, that the proper officers of the corporation are authorized to sell and issue common shares in an aggregate amount of money and other property (as a contribution to capital and as paid in surplus), which together with aggregate amount of common shares outstanding at the time of issuance, does not exceed \$100.00 and

RESOLVED, that the sale and issuance of shares shall be conducted in compliance with IRC Sec. 1244, so that the corporation and its shareholders may obtain the benefits of IRC Sec. 1244, and further

RESOLVED, that the proper officers of the corporation are directed to maintain such accounting records as are necessary so that any shareholder that experiences a loss on the transfer of common shares of the corporation may determine whether they qualify for "ordinary loss" deduction treatment on their personal income tax returns.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this the 21<sup>st</sup> day of May, 1993.

  
\_\_\_\_\_  
RICHARD D. WILLIAMSON  
INCORPORATOR

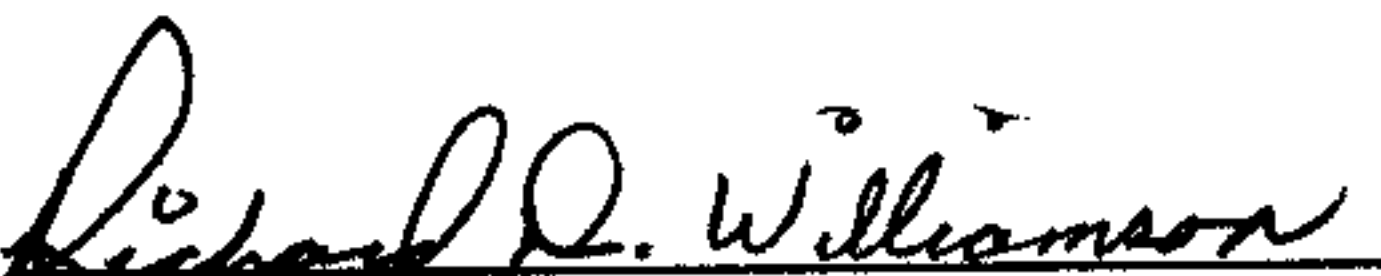
EXHIBIT "A"

All of the 100 shares of stock subscribed for by the subscribers listed below are listed and hereby declared to be fully paid stock:

NAME	NUMBER OF SHARES	ADDRESS
Richard D. Williamson	100	5195 Valley Brook Circle Birmingham, AL 35244

STATE OF ALABAMA           )  
                                  :  
JEFFERSON COUNTY         )

Before me, the undersigned, a Notary Public, in and for said State and County, personally appeared Richard D. Williamson, who, being by me first duly sworn, deposes and says that he is the agent of Curb Appeal, 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 subscription of the capital stock of said corporation, together with the number of shares subscribed for by each, and the amount paid therefor, and that all of the said subscriptions have been paid for in cash or the transfer to the corporation of property having a cash market value equal to or in excess of the total par value of said stock, or both.

  
RICHARD D. WILLIAMSON  
PRESIDENT

SWORN TO AND SUBSCRIBED before me this \_\_\_\_\_ day of \_\_\_\_\_  
\_\_\_\_\_, 1993.

\_\_\_\_\_  
NOTARY PUBLIC



WAIVER OF NOTICE OF FIRST MEETING  
OF  
INCORPORATORS AND SUBSCRIBERS  
OF  
CURB APPEAL, INC.

I, the undersigned, being the Incorporator and Subscriber of the corporation, hereby agree and consent that the first meeting of the Incorporators and Subscribers of the corporation be held on the date and time, and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

I do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Incorporators and Subscribers present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: Clanton, Alabama

Date of Meeting: May 21, 1993

Time of Meeting: 6:00 p.m.

DATED:

May 21<sup>st</sup>, 1993

Richard D. Williamson  
INCORPORATOR

**MINUTES OF FIRST MEETING  
OF  
INCORPORATORS AND SUBSCRIBERS  
OF  
CURB APPEAL, INC.**

The first meeting of Incorporators and Subscribers to the shares of the corporation, was held at the time and at the place set forth in the written waiver of notice signed by all of the Incorporators and Subscribers, and prefixed to the minutes of this meeting.

Richard D. Williamson called the meeting to order and stated the objects thereof. Upon motion duly made, seconded and unanimously carried, Richard D. Williamson was chosen Chairperson of the meeting and Ellen Williamson was chosen Secretary, and Treasurer.

The following persons, constituting all of the Incorporators and Subscribers, were present in person:

NAME	NUMBER OF SHARES
Richard D. Williamson	100

The Chairperson submitted to the meeting the proposed Certificate of Incorporation with its attached subscription list and agent's statement, which was examined and approved by the Incorporators-Subscribers.

The Chairperson stated that the original of this document must be filed in the Office of the Judge of Probate of Montgomery County, Alabama, and after having been recorded, would be returned to the corporation to be place in the Minute Book.

The Chairperson then stated to the meeting that the corporation had received subscriptions for the following number of shares of common stock.

SHAREHOLDER	NUMBER OF SHARES	CONSIDERATION
Richard D. Williamson	100	\$100.00

After deliberation and discussion, on motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the corporation accept from the foregoing persons their subscriptions for the number of shares of common stock of this corporation of One Dollar (\$1.00) par value described along side their names, and it is further

RESOLVED that the proper officers of this corporation be and they are hereby authorized and directed to issue to the foregoing persons the number of shares of common stock of this corporation of One Dollar (\$1.00) par value, described along side their names, said shares when issued shall be fully paid and nonassessable.

After deliberation and discussion, the Chairperson stated that it was now in order to proceed with the election of a Board of Directors to hold office until the first meeting of the stockholders.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that Richard D. Williamson and Ellen Williamson are hereby elected as Directors of the corporation to hold office until the first meeting of the stockholders and until their successors have been duly elected.



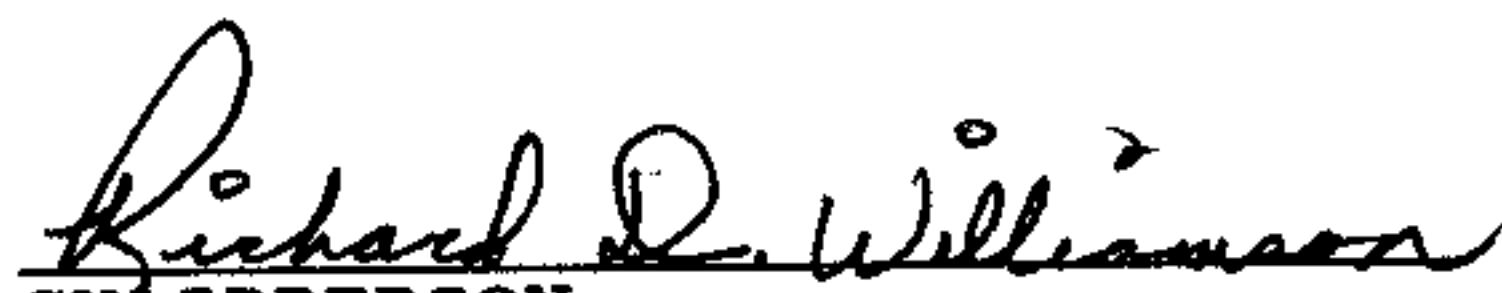
On motion duly made, seconded and unanimously carried, it was:

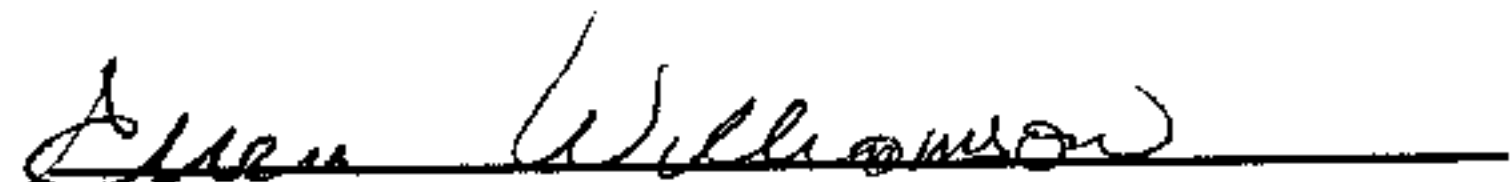
RESOLVED, that the Secretary of the corporation be and she is authorized and directed to procure all corporate books, books of account and stock books required by the statutes of the State of Alabama or as are necessary and appropriate in connection with the business of this corporation; and that the President of this corporation be and he is hereby authorized and directed to pay all fees and expenses incident to and arising out of the organization of this corporation, and to reimburse for and on behalf of the corporation.

The banking arrangements of the corporation were then discussed. After discussion, upon motion duly made, seconded and carried, it was:

RESOLVED, that the following officers are authorized to sign and execute all legal documents, contracts, and checks drawn on the corporation's depository, Richard D. Williamson and/or Secretary/Treasurer Ellen Williamson, or his agent.

There being no further business to come before the meeting, the meeting was adjourned.

  
CHAIRPERSON

  
SECRETARY

WAIVER OF NOTICE OF FIRST MEETING OF  
BOARD OF DIRECTORS  
OF  
CURB APPEAL, INC.

We, the undersigned, being the Directors of the corporation, hereby agree and consent that the first meeting of the Board of Directors of the corporation be held on the date and time, and at the place designated hereunder, and do hereby waive all notices whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Directors present thereat. Any business transacted thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: Clanton, Alabama

Date of Meeting: May 21, 1993

Time of Meeting: 6:00 p.m.

DATED: May 21<sup>st</sup>, 1993

Richard D. Williamson  
DIRECTOR

Ellen Williamson  
DIRECTOR

MINUTES OF FIRST MEETING OF DIRECTORS  
CURB APPEAL, INC.

The first meeting of the Board of Directors of Curb Appeal, Inc., was held on the 21st day of May, 1993, Clanton, Alabama, at 6:00 p.m., pursuant to waiver of notice signed by all of the directors.

The following Directors were present:

Richard D. Williamson and Ellen Williamson

Richard D. Williamson acted as Chairperson; Ellen Williamson acted as Secretary and Treasurer.

The Secretary presented to the meeting a waiver of notice thereof signed by all of the Directors of the corporation. The Chairperson directed that the original of such waiver be attached to the minutes of the meeting.

The minutes of the first meeting of Incorporators held on the 21st day of May, 1993, together with a copy of the waiver of notice were then presented to the meeting by the Secretary.

Thereupon, on motion duly made, seconded and unanimously adopted, it was:

RESOLVED, the minutes of the First Meeting of Incorporators and Subscribers to the capital stock of this corporation held on the 21st day of May, 1993, which have been presented to this meeting be and they are hereby in all respects approved and that all action of every nature thereby shown to have been take or authorized be and the same hereby is in all respects approved, ratified and confirmed.

The Chairperson requested the Secretary to read the list of the officers of the corporation for the first year designated by the Certificate of Incorporation. Upon motion duly made and



The Chairperson requested the Secretary to read the list of the officers of the corporation for the first year designated by the Certificate of Incorporation. Upon motion duly made and seconded the following named individuals were elected to the office set opposite their names.

NAME	OFFICE
Richard D. Williamson	President
Ellen Williamson	Secretary/Treasurer

There being no further nominations, such nominees were duly elected to the Officers set opposite their names.

The Secretary presented a specimen stock certificate to represent the corporation's common stock. After discussion and on motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the form of common stock presented to the meeting be and is approved and adopted, and the Secretary is instructed to insert a specimen of the stock certificate in the Minute Book.

The Chairperson then suggested that the Secretary of the corporation be authorized to procure the necessary books and records for the corporation and that the President of the corporation should be authorized to pay all expenditures and to reimburse all persons for expenses made in connection with the organization of this corporation.

Thereupon, on motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the Chairperson is directed to cause the Certificate of Incorporation of this corporation to be recorded in the Office of the Judge of Probate of Shelby County, Alabama, and upon it being received by the

corporation from said office, to be placed in the Minute Book of this corporation.

The Chairperson presented a proposed form of Bylaws for the regulation and management of the affairs of the corporation, and stated that the same had been prepared by the corporation's counsel, Earl L. Dansby, in accordance with the instructions of the Incorporators. The proposed Bylaws were read, article by article, and after discussion, upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the form of Bylaws submitted to the meeting be, and the same are hereby adopted as and for the Bylaws of the corporation, and that a copy thereof be placed in the Minute Book of the corporation, directly following the Certificate of Incorporation.

There being no further business to come before the meeting, it was, on motion duly made, seconded and unanimously carried, adjourned.

Richard D. Williamson  
CHAIRPERSON

Ellen Williamson  
SECRETARY

WAIVER OF NOTICE OF FIRST MEETING OF SHAREHOLDERS  
OF  
CURB APPEAL, INC.

We, the undersigned, being the shareholders of the corporation, hereby agree and consent that the first meeting of shareholders of the corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by any shareholder present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting: Clanton, Alabama

Date of Meeting: May 21, 1993

Time of Meeting: 6:00 p.m.

DATED:

May 21, 1993

Richard D. Williamson  
SHAREHOLDER

Ellen Williamson  
SHAREHOLDER



MINUTES OF FIRST MEETING OF SHAREHOLDERS  
OF  
CURB APPEAL, INC.

The first meeting of Shareholders of the above-captioned corporation was held on the date and at the time and place set forth in the written waiver of notice signed by the Shareholders, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the President, heretofore elected by the Board of Directors, and the following Shareholders, being all of the Shareholders of the corporation, were present:

Richard D. Williamson

There was presented to the meeting the following:

1. Copy of Certificate of Incorporation;
2. Copy of Bylaws of the corporation, duly adopted by the Incorporators;
3. Resolutions adopted by the Incorporators;
4. Minutes of First Meeting of Directors;
5. Corporate Certificate Book;
6. Corporation Certificate Record Book.

Upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the items listed above have been examined by all Shareholders, and are all approved and adopted, and that all acts taken and decisions reached as set forth in such documents be, and they are, ratified and approved by the Shareholders of the corporation.

There being no further business to come before the meeting,  
upon motion duly made, seconded and unanimously carried, it was  
adjourned.

Ellen Williamson  
SECRETARY

ATTEST:

Richard D. Williamson

BY-LAWS

OF

CURB APPEAL, INC.

ARTICLE I - OFFICES

The office of the Corporation shall be located in the City and State designated in the Articles of Incorporation. The Corporation may also maintain offices at such other places within or without the United States as the Board of Directors may, from time to time, determine.

ARTICLE II - MEETING OF SHAREHOLDERS

Section 1 - Annual Meetings:

The annual meeting of the shareholders of the Corporation shall be held within five months after the close of the fiscal year of the Corporation, for the purpose of electing directors, and transacting such other business as may properly come before the meeting.

Section 2 - Special Meetings:

Special meetings of the shareholders may be called at any time by the Board of Directors or by the President, and shall be called by the President or the Secretary at the written request of the holders of ten per cent (10%) of the shares then outstanding and entitled to vote there at, or as otherwise required under the provisions of the corporation laws of the State of Alabama.

Section 3 - Place of Meetings:

All meetings of shareholders shall be held at the principal office of the Corporation, or at such other places as shall be designated in the notices or waivers of notice of such meetings.

Section 4 - Notice of Meetings:

(a) Written notice of each meeting of shareholders, whether annual or special, stating the time when and place where it is to be held, shall be served either personally or by mail, not less than ten or more than fifty days before the meeting, upon each shareholder of record entitled to vote at such meeting, and to any other shareholder to whom the giving of notice may be required by law. Notice of a special meeting shall also state the purpose for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the person or persons calling the meeting. If, at any meeting, action is proposed to be taken that



would, if taken, entitle shareholders to receive payment for their shares pursuant to the Business Corporation Act, the notice of such meeting shall include a statement of that purpose and to that effect. If mailed, such notice shall be directed to each such shareholder at his address, as it appears on the records of the shareholders of the Corporation, unless he shall have previously filed with the Secretary of the corporation a written request that notices intended for him be mailed to some other address, in which case, it shall be mailed to the address designated in such request.

(b) Notice of any meeting need not be given to any person who may become a shareholder of record after the mailing of such notice and prior to the meeting, or to any shareholder who attends such meeting, in person or by proxy, or to any shareholder who, in person or by proxy, submits a signed waiver of notice either before or after such meeting. Notice of any adjourned meeting of shareholders need not be given, unless otherwise required by statute.

#### Section 5 - Quorum:

(a) Except as otherwise provided herein, or by statute, or in the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Articles of Incorporation"), at all meetings of shareholders of the Corporation, the presence at the commencement of such meetings in person or by proxy of shareholders holding of record a majority of the total number of shares of the Corporation then issued and outstanding and entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal of any shareholder after the commencement of a meeting shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

(b) Despite the absence of a quorum at any annual or special meeting of shareholders, the shareholders, by a majority of the votes cast by the holders of shares entitled to vote thereon, may adjourn the meeting. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called if a quorum had been present.

#### Section 6 - Voting:

(a) Except as otherwise provided by statute or by the Articles of Incorporation, any corporate action, other than the election of directors to be taken by vote of the shareholders, shall be authorized by a majority of votes cast at a meeting of shareholders by the holders of shares entitled to vote thereon.

(b) Except as otherwise provided by statute or by the Articles of Incorporation, at each meeting of shareholders, each holder of record of shares of the Corporation entitled to vote thereat, shall be entitled to one vote for each share registered in his name on the books of the Corporation.

(c) Each shareholder entitled to vote or to express consent or dissent without a meeting, may do so by proxy; provided, however, that the instrument authorizing such proxy to act shall have been executed in writing by the shareholder himself, or by his attorney-in-fact thereunto duly authorized in writing. No proxy shall be valid after the expiration of eleven months from the date of its execution, unless the persons executing it shall have specified therein the length of time it is to continue in force. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation.

(d) Any resolution in writing, signed by all of the shareholders entitled to vote thereon, shall be and constitute action by such shareholders to the effect therein expressed, with the same force and effect as if the same had been duly passed by unanimous vote at a duly called meeting of shareholders and such resolution so signed shall be inserted in the Minute Book of the Corporation under its proper date.

### ARTICLE III - BOARD OF DIRECTORS

#### Section 1 - Number, Election and Term of Office:

(a) The number of the directors of the Corporation shall be two (3), unless and until otherwise determined by vote of a majority of the entire Board of Directors. The number of Directors shall not be less than 2, unless all of the outstanding shares are owned beneficially and of record by less than two shareholders, in which event the number of directors shall not be less than the number of shareholders.

(b) Except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors of the Corporation, who need to be shareholders, shall be elected by a majority of the votes cast at a meeting of shareholders, by the holders of shares entitled to vote in the election.

(c) Each director shall hold office until the annual meeting of the shareholders next succeeding his election, and until his successor is elected and qualified, or until his prior death, resignation or removal.



## Section 2 - Duties and Powers:

The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, and may exercise all powers of the Corporation, except as are in the Articles of Incorporation or by statute expressly conferred upon or reserved to the shareholders.

## Section 3 - Annual and Regular Meetings; Notice:

(a) A regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of the shareholders, at the place of such annual meeting of shareholders.

(b) The Board of Directors, from time to time, may provide by resolution for the holding of other regular meetings of the Board of Directors, and may fix the time and place thereof.

(c) Notice of any regular meeting of the Board of Directors shall not be required to be given and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in paragraph (b) of Section 4 of this Article III, with respect to special meetings, unless such notice shall be waived in the manner set forth in paragraph (c) of such Section 4.

## Section 4 - Special Meetings; Notice:

(a) Special Meetings of the Board of Directors shall be held whenever called by the President or by one of the directors, at such time and place as may be specified in the respective notices or waivers of notice thereof.

(b) Notice of special meetings shall be mailed directly to each director, addressed to him at his residence or usual place of business, at least two (2) days before the day on which the meeting is to be held, or shall be sent to him at such place by telegram, radio or cable, or shall be delivered to him personally or given to him orally, not later than the day before the day on which the meeting is to be held. A notice, or waiver of notice, except as required by Section 8 of this Article III, need not specify the purpose of the meeting.

(c) Notice of any special meeting shall not be required to be given to any director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

#### Section 5 - Chairman:

At all meetings of the Board of Directors, the Chairman of the Board, if any and if present, shall preside. If there shall be no Chairman, or he shall be absent, then the President shall preside, and in his absence, a Chairman chosen by the Directors shall preside.

#### Section 6 - Quorum and Adjournments:

(a) At all meetings of the Board of Directors, the presence of a majority of the entire Board shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws.

(b) A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, until a quorum shall be present.

#### Section 7 - Manner of Acting:

(a) At all meetings of the Board of Directors, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he may hold.

(b) Except as otherwise provided by statute, by the Articles of Incorporation, or by these By-Laws, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any action authorized, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

#### Section 8 - Vacancies:

Any vacancy in the Board of Directors occurring by reason of an increase in the number of directors, or by reason of the death, resignation, disqualification, removal (unless a vacancy created by the removal of a director by the shareholders shall be filled by the shareholders at the meeting at which the removal was effected) or inability to act of any director, or otherwise, shall be filled for the unexpired portion of the term by a majority vote of the remaining directors, though less than a quorum, at any regular meeting or special meeting of the Board of Directors called for that purpose.



#### Section 9 - Resignation:

Any director may resign at any time by giving written notice to the Board of Directors, the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

#### Section 10 - Removal:

Any director may be removed with or without cause at any time by the shareholders, at a special meeting of the shareholders called for that purpose, and may be removed for cause by action of the Board.

#### Section 11 - Salary:

No stated salary shall be paid to directors, as such, for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance if any, may be allowed for attendance at each regular or special meeting of the Board; provided, however, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

#### Section 12 - Contracts:

(a) No contract or other transaction between this Corporation and any other Corporation shall be impaired, affected or invalidated, nor shall any director be liable in any way by reason of the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer, or are directors or officers of such other Corporation, provided that such facts are disclosed or made known to the Board of Directors.

(b) Any director, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no director shall be liable in any way by reason of such interest, provided that the fact of such interest be disclosed or made known to the Board of Directors, and provided that the Board of Directors shall authorize approve or ratify such contract or transaction by the vote (not counting the vote of any such director) of a majority of a quorum, notwithstanding the presence of any such director at the meeting at which such action is taken. Such director or directors may be counted in determining the presence of a quorum at such meeting. This Section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would otherwise be valid under the law (common, statutory or otherwise) applicable thereto.

### Section 13 - Committees:

The Board of Directors, by resolution adopted by a majority of the entire Board, may from time to time designate from among its members an executive committee and such other committees, and alternate members thereof, as they deem desirable, each consisting of three or more members, with such powers and authority (to the extent permitted by law) as may be provided in such resolution. Each such committee shall serve at the pleasure of the Board.

## ARTICLE IV - OFFICERS

### Section 1 - Number, Qualifications, Election and Term of Office:

(a) The officers of the Corporation shall consist of a President, a Secretary, Treasurer, and such other officers, including a Chairman of the Board of Directors, and one or more Vice Presidents, as the Board of Directors may from time to time deem advisable. Any officer other than the Chairman of the Board of Directors may be, but is not required to be, a director of the Corporation. Any two or more offices may be held by the same person, except the offices of President and Secretary.

(b) The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholders.

(c) Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

### Section 2 - Resignation:

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, or to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

### Section 3 - Removal:

Any officer may be removed, either with or without cause, and a successor elected by the Board at any time.

### Section 4 - Vacancies:

A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by the Board of Directors.

#### Section 5 - Duties of Officers:

Officers of the Corporation shall, unless otherwise provided by the Board of Directors, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these By-Laws, or may from time to time be specifically conferred or imposed by the Board of Directors. The President shall be the chief executive officer of the Corporation.

#### Section 6 - Sureties and Bonds:

In case the Board of Directors shall so require, any officer, employee or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his hands.

#### Section 7 - Shares of Other Corporations:

Whenever the Corporation is the holder of shares of any other corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholders' meetings and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the Corporation by the President, Secretary/Treasurer, or such other person as the Board of Directors may authorize.

### ARTICLE V - SHARES OF STOCK

#### Section 1 - Certificate of Stock:

(a) The certificates representing shares of the Corporation shall be in such form as shall be adopted by the Board of Directors, and shall be numbered and registered in the order issued. They shall bear the holder's name and the number of shares, and shall be signed by (i) the Chairman of the Board or the President or a Vice President, and (ii) the Secretary, or any Assistant Secretary, and may bear the corporate seal.

(b) No certificate representing shares shall be issued until the full amount of consideration therefor has been paid, except as otherwise permitted by law.

(c) The Board of Directors may authorize the issuance of certificates for fractions of a share which shall entitle the holder to exercise voting rights, receive dividends and participate in liquidating distributions, in proportion to the fractional holdings; or it may authorize the payment in cash of the fair value



of fractions of a share as of the time when those entitled to receive such fractions are determined; or it may authorize the issuance, subject to such conditions as may be permitted by law, of scrip in registered or bearer form over the signature of an officer or agent of the Corporation, exchangeable as therein provided for full shares, but such scrip shall not entitle the holder to any rights of a shareholder, except as therein provided.

#### Section 2. - Lost or Destroyed Certificates:

The holder of any certificate representing shares of the Corporation shall immediately notify the Corporation of any loss or destruction of the certificate representing the same. The Corporation may issue a new certificate in the place of any certificate theretofore issued by it, alleged to have been lost or destroyed. On production of such evidence of loss or destruction as the Board of Directors in its discretion may require, the Board of Directors may, in its discretion, require the owner of the lost or destroyed certificate, or his legal representatives, to give the Corporation a bond in such sum as the Board may direct, and with such surety or sureties as may be satisfactory to the Board, to indemnify the Corporation against any claims, loss, liability or damage it may suffer on account of the issuance of the new certificate. A new certificate may be issued without requiring any such evidence or bond when, in the judgment of the Board of Directors, it is proper so to do.

#### Section 3 - Transfers of Shares:

(a) Transfers of shares of the Corporation shall be made on the share records of the Corporation only by the holder of record thereof, in person or by his duly authorized attorney, upon surrender for cancellation of the certificate or certificates representing such shares, with an assignment or power of transfer endorsed thereon or delivered therewith duly executed, with such proof of the authenticity of the signature and of authority to transfer and of payment of transfer taxes as the Corporation or its agents may require.

(b) The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.



#### Section 4 - Record Date:

In lieu of closing the share records of the Corporation, the Board of Directors may fix, in advance, a date not exceeding fifty days, nor less than ten days, as the record date for the determination of shareholders entitled to receive notice of, or to vote at, any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held; the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the resolution of the directors thereto is adopted. When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided for herein, such determination shall apply to any adjournment thereof, unless the directors fix a new record date for the adjourned meeting.

#### ARTICLE VI - DIVIDENDS

Subject to applicable law, dividends may be declared and paid out of any funds available therefor, as often, in such amounts, and at such time or times as the Board of Directors may determine.

#### ARTICLE VII - FISCAL YEAR

The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

#### ARTICLE VIII - CORPORATE SEAL

The corporate seal, if any, shall be in such form as shall be approved from time to time by the Board of Directors.

#### ARTICLE IX - AMENDMENTS

##### Section 1 - By Shareholders:

All by-laws of the Corporation shall be subject to alteration or repeal, and new by-laws may be made, by a majority vote of the shareholders at the time entitled to vote in the election of directors.

Section 2 - By Directors:

The Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, by-laws of the Corporation; provided, however, that the shareholders entitled to vote with respect thereto as in this Article IX above-provided may alter, amend or repeal by-laws made by the Board of Directors, except that the Board of Directors shall have no power to change the quorum for meetings of shareholders or of the Board of Directors, or to change any provisions of the by-laws with respect to the removal of directors or the filling of vacancies in the Board resulting from the removal by the shareholders. If any by-laws regulating an impending election of directors is adopted, amended or repealed by the Board of Directors, there shall be set forth in the notice of the next meeting of shareholders for the election of directors, the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

The undersigned certify the foregoing by-laws have been adopted as the first by-laws of the Corporation, in accordance with the requirements of the Corporation Law.

Dated: May 21, 1993

Richard D. Williamson  
RICHARD D. WILLIAMSON

Ellen Williamson  
ELLEN WILLIAMSON

# 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:

Curb Appeal, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Earl Dansby, P O Box 4807, Montgomery, AL 36103 for a period of one hundred twenty days beginning May 3, 1993 and expiring September 1, 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.

May 3, 1993

Date

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

Billy Joe Camp

Secretary of State

CERTIFICATE OF INCORPORATION  
OF  
CURB APPEAL, INC.

STATE OF ALABAMA     )  
                              :  
SHELBY COUNTY         )


I, the undersigned Thomas A. Snowden, Jr., Judge of Probate of Shelby County, Alabama, hereby certify that the Certificate of Incorporation of

CURB APPEAL, INC.

has this day been filed for record in the Probate Court of Shelby County, Alabama; and that the Certificate of Incorporation has been recorded in compliance of Title 10-2A-92 of the Code of Alabama, and that the incorporators of said corporation, their successors and assigns, constitute a body corporate under the name set forth in said Certificate, namely:

CURB APPEAL, INC.

IN WITNESS WHEREOF, I, the said Thomas A. Snowden, Jr., Judge of Probate of Shelby County, Alabama, hereunto set my name and affix my seal of said Probate on this the 26<sup>th</sup> day of May, 1993.

  
THOMAS A. SNOWDEN, JR.  
JUDGE OF PROBATE  
SHELBY COUNTY, ALABAMA

Inst # 1993-15189

05/26/1993-15189  
11:32 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
032 NCD 88.00