

ARTICLES OF INCORPORATION

of

F. S. MARTIN, P. C.

The undersigned, all of whom are duly licensed to practice public accounting in the State of Alabama, desiring to form a professional corporation in accordance with Alabama Business Corporation Act and the Revised Alabama Professional Corporation Act, adopt the following Articles of Incorporation:

Article I

The name of the corporation is

F. S. MARTIN, P. C.

Article II

DURATION

The period of its duration is perpetual.

Article III

PURPOSE(s)

The purpose for which the corporation is organized is to practice the profession of public accounting.

Article IV

CAPITAL STOCK

The number of shares which the corporation shall have authority to issue is Fifty Thousand (50,000) shares and the par value of each share shall be One Dollar (\$1.00).

Article V

CAPITAL

The amount of stated capital with which the corporation shall begin business is ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00).

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Article VI

REGISTERED OFFICE/AGENT

The location and street address of its initial registered office is 4133 Autumn Lane, Birmingham, Alabama 35243 and the name of its initial registered agent at such address is F. S. Martin.

Article VII

BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) director. The name and address of the person who is to serve as Director until the first annual meeting of shareholders or until his successors are elected and shall qualify is:

| <u>Name</u> | <u>Address</u> |
|--------------|---|
| F. S. Martin | 4133 Autumn Lane Birmingham, Alabama 35243 |

Article VIII

INCORPORATOR

The name and address of the sole incorporator is as follows:

| <u>Name</u> | <u>Address</u> |
|--------------|---|
| F. S. Martin | 4133 Autumn Lane Birmingham, Alabama 35243 |

Article IX

INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the corporation are as provided in the bylaws.

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation, on this, the 1st day of September, 1993.




F. S. Martin

State of Alabama)
Shelby County)

I, the undersigned, a Notary Public in and for said County and said State, hereby certify that F. S. Martin, whose name is signed to the foregoing Articles of Incorporation and who is known to me, acknowledged before me on this day that, being informed of the contents of the said Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this the 1st day of September, 1993.


Notary Public

My Commission Expires: 5/5/96

EXHIBIT "A"

SUBSCRIPTION LIST TO STOCK

OF

F. S. MARTIN, P. C.

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

| | | |
|---------------------------|---------------------|------------|
| F. S. Martin | One Thousand Shares | \$1,000.00 |
| 4133 Autumn Lane | | |
| Birmingham, Alabama 35243 | | |

AFFIDAVIT

STATE OF ALABAMA,

SHELBY COUNTY.

Before me, the undersigned, a Notary Public in and for said State and County, personally appeared F. S. Martin, who, being by me first duly sworn, deposes and says: "That he is the agent of F. S. Martin, P. C. designated by the person creating this corporation to receive subscriptions to the capital stock of said corporation, that the foregoing is a true and correct list of subscriptions to the capital stock of the said corporation, together with the number of shares subscribed for by each, and the amount paid therefor, and that all of said subscriptions have been paid for in cash or by transfer to the corporation of property having a cash market value equal to or in excess of the total par value of said stock."



F. S. MARTIN

Sworn to and subscribed

before me, this the 1st day

of September, 1993.


NOTARY PUBLIC

EXHIBIT "B"

STATE OF ALABAMA,

SHELBY COUNTY.

We, the undersigned, do hereby subscribe for and agree to take and pay for, in cash and/or by transfer of property, the number of shares of common stock of the par value of One Dollar per share, of F. S. Martin, P. C., a corporation proposed to be organized under the laws of the State of Alabama, that is set opposite my name.

| <u>NAME:</u> | <u>NUMBER OF SHARES:</u> | <u>CONSIDERATION:</u> |
|--------------|--------------------------|-----------------------|
| F. S. Martin | 1,000 | \$1,000.00 |



F. S. MARTIN

Done this 1st day of September, 1993.

STATE OF ALABAMA

I, Jim Bennett, 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:

F.S. Martin, P.C.

This domestic corporation name is proposed to be incorporated in ~~Jefferson County~~ *Shelby County* and is for the exclusive use of Ferman Martin, 4133 Autum Lane, Birmingham, AL 35243 for a period of one hundred twenty days beginning August 31, 1993 and expiring December 30, 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.

August 31, 1993

Date

Jim Bennett

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

F. S. MARTIN, P.C.

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 F. S. MARTIN P.C., 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 F. S. MARTIN, P.C., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 24th day of

SEPTEMBER, 19 93



Thomas A. Snowden, Jr.

Judge of Probate

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SHELBY COUNTY JUDGE OF PROBATE
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