

CERTIFICATE OF INCORPORATION  
OF  
CAHABA WILDERNESS COMPANY, INC.

A BODY CORPORATE

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, acting as incorporator of corporation under the Alabama Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Cahaba Wilderness Company, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purpose for which the corporation is organized is for the real estate business and all incidents related thereto. This corporation may also participate in any lawful enterprise recognized under the laws of the State of Alabama.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is One Hundred (100) shares at Ten and 00/100 (\$10.00) per share for a total value of One Thousand and 00/100 (\$1,000.00) Dollars.

FIFTH: Provisions granting preemptive rights are: NONE

SIXTH: Provision for the regulation of the internal affairs of the corporation are: BY-LAWS.

SEVENTH: The address of the initial registered office of the corporation is 72 Merivale Lane, Birmingham, AL 35244 and the name of its initial registered agent at such address is Ronnie Morton.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is one and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

-1-  
01/05/1994-00331  
04:16 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
008 MJS 90.00

72 Merivale Lane  
B'ham. AL 35244

Inst # 1994-00331

NAMES	POST OFFICE ADDRESS
Ronnie Morton	72 Merivale Lane Birmingham, AL 35244

NINTH: The name and post office address of the officers who shall hold office until their successors have been duly elected and qualified are as follows:

NAMES OF OFFICER	POST OFFICE ADDRESS	OFFICE
Ronnie Morton	72 Merivale Lane Birmingham, AL 35244	President & Treasurer
Jill Morton	72 Merivale Lane Birmingham, AL 35244	Vice-Pres. & Secretary

TENTH: The name and post office address of the incorporator and the number of shares subscribed by each are as follows:

NAMES	POST OFFICE ADDRESS	NUMBER OF SHARES
Ronnie Morton	72 Merivale Lane Birmingham, AL 35244	100

IN WITNESS WHEREOF, the undersigned incorporator has hereun-to subscribed his name to the Certificate of Incorporation of this, the 5<sup>th</sup> day of January, 1994.

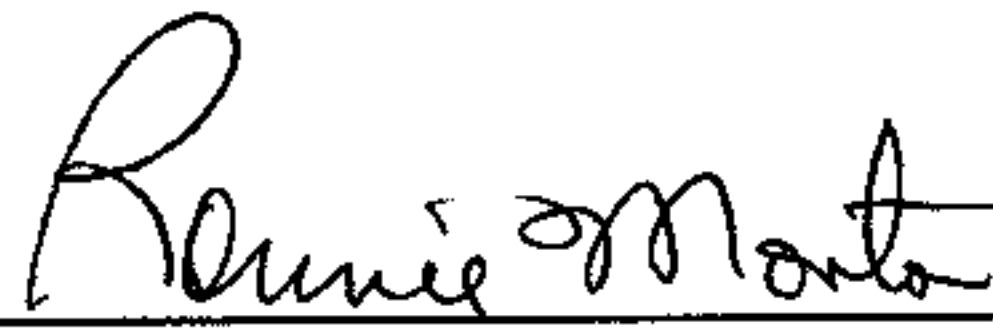
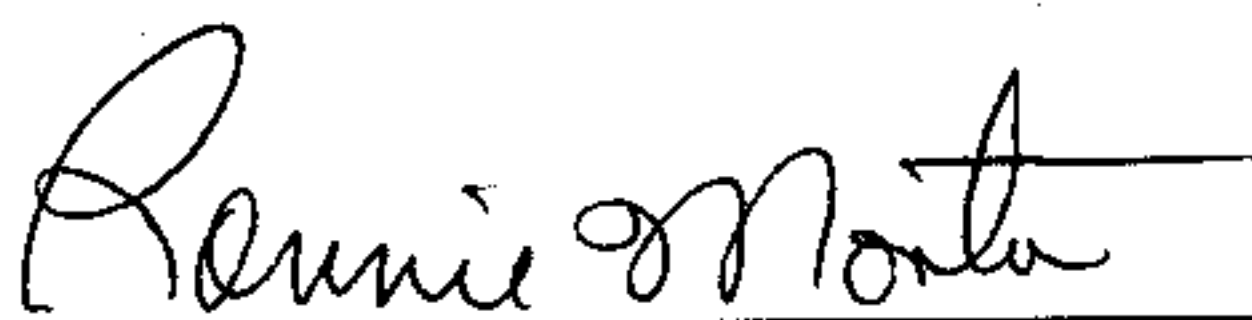
  
 \_\_\_\_\_ (SEAL)  
 Ronnie Morton

EXHIBIT "A"

STATE OF ALABAMA   )  
JEFFERSON COUNTY   )

Before me, the undersigned authority, a Notary Public in and for said County, in said State, personally appeared Ronnie Morton, who is known to me and who, being by me first duly sworn, deposes and says that he is the officer and agent designated and authorized by the incorporator of Cahaba Wilderness Company, Inc., a body corporate, organized under the laws of the State of Alabama, to receive subscriptions to the capital stock of said corporation; that the number of shares of capital stock for is One Hundred (100) shares of common stock having a par value of Ten Dollars (\$10.00) per share; that a copy of the subscription list to the capital stock of said corporation is attached hereto, marked EXHIBIT "B", and made a part hereof; that each of said incorporators and subscribers to the said capital stock has paid the full amount of his subscription in the following manner:

NAME	SUBSCRIPTION AMOUNT	MANNER OF PAYMENT
Ronnie Morton	\$1,000.00	Cash

  
\_\_\_\_\_  
Ronnie Morton

SWORN TO and subscribed before me on this the 5<sup>th</sup> day of January, 1994.

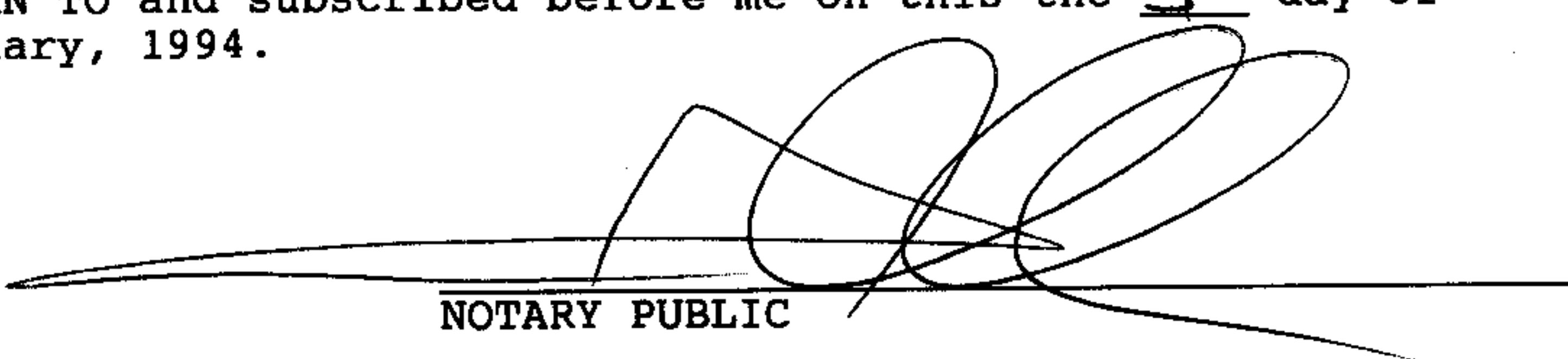
  
\_\_\_\_\_  
NOTARY PUBLIC

EXHIBIT "B"

SUBSCRIPTION LIST TO THE CAPITAL STOCK OF

CAHABA WILDERNESS COMPANY, INC.

A BODY CORPORATE

I/we, the undersigned, do respectively subscribe for and agree to pay for the number of shares of common captial stock of Cahaba Wilderness Company, Inc., a body corporate, proposed to be organized under the laws hereunder, and to pay therefor upon the organization of said corporation in the following manner:

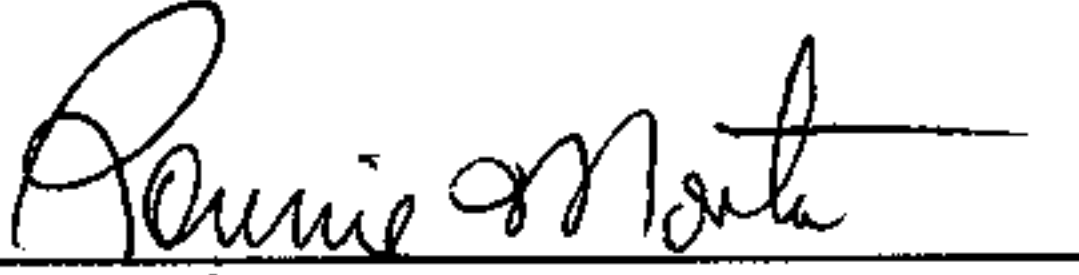
NAME	NUMBER OF SHARES	MANNER OF PAYMENT
 Ronnie Morton	100	Cash

EXHIBIT "C"

PLAN TO OFFER SECTION 1244 STOCK

WHEREAS, the Board of Directors of Cahaba Wilderness Company, Inc. wish to offer for sale and issue 100 shares of its common capital stock authorized by its Certificate of Incorporation; and

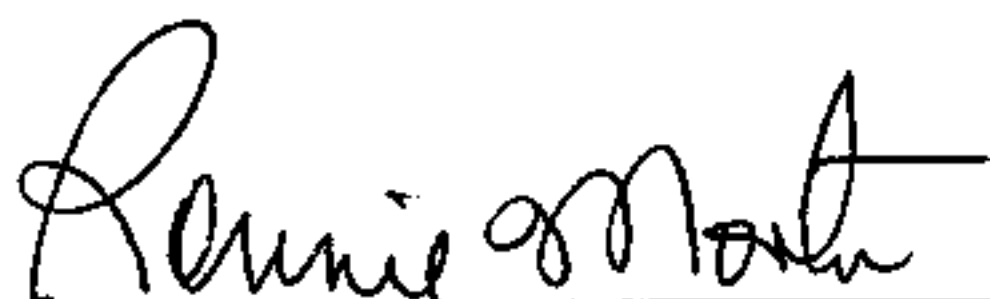
WHEREAS, it is further deemed desirable that the offer, sale and issue of such shares be carried out in such a manner that, in the hands of qualified shareholders, such shares will receive the benefits of Section 1244, of the Internal Revenue Code of 1954; and

WHEREAS, there is not now outstanding any offering or portion thereof, of this Corporation to sell or issue any of its stock; and

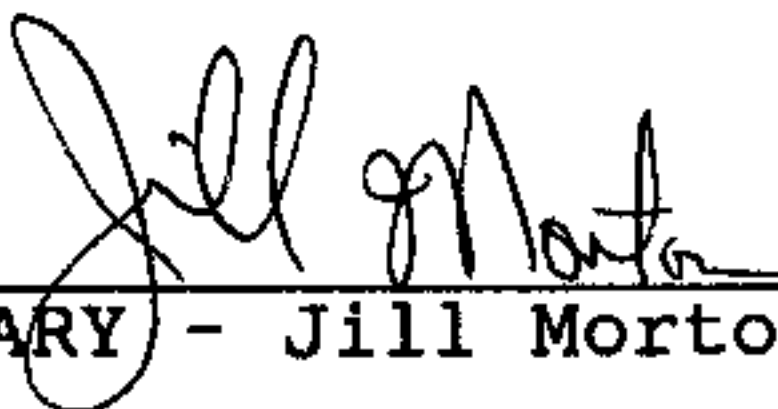
WHEREAS, this Corporation is a small business corporation as defined in Section 1244(c) (2) of the Internal Revenue Code of 1954;

NOW THEREFORE, BE IT RESOLVED, that the President of the Corporation and such other officers as he may designate be, and hereby are, authorized and directed to offer for sale and to sell, and to issue up to 100 shares of the common capital stock of the Corporation in the total amount of \$1,000.00 at \$10.00 per share, payable in case, during the period from the date hereof to 30 days hereafter or to the date when this Corporation shall make a subsequent offering of any stock, whichever shall first occur.

This the 5<sup>th</sup> day of January, 1994.



CHAIRMAN - Ronnie Morton



SECRETARY - Jill Morton

EXHIBIT "D"

SUBCHAPTER S ELECTION

I/we, the undersigned, do constitute all of the Stockholders of Cahaba Wilderness Company, Inc. Each of us, Ronnie Morton, does affirmatively consent to said corporation electing to be taxed as a "small business corporation" under Sub-Chapter S of the Internal Revenue Code of 1954, as amended. The name and address of all shareholders of said corporation, the number of shares of stock owned by each, and the date on which stock was acquired are as follows:

<u>STOCKHOLDER</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>DATE ACQUIRED</u>
Ronnie Morton	72 Merivale Lane Birmingham, AL 35244	100	01/5 <sup>th</sup> 94



# 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:

Cahaba Wilderness Company, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Thomas L. Foster, 1201 19th Street North, Birmingham, AL 35234 for a period of one hundred twenty days beginning September 1, 1993 and expiring December 31, 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.

September 1, 1993

Date

Jim Bennett

Secretary of State

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION OF

**CAHABA WILDERNESS COMPANY, 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 CAHABA WILDERNESS COMPANY, 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 CAHABA WILDERNESS COMPANY, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 5 day of JANUARY, 19 94.



*Thomas A. Snowden, Jr.*

Judge of Probate

Inst # 1994-00331

01/05/1994-00331  
04:16 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
008 HJS 90.00