

**ARTICLES OF INCORPORATION**  
**OF**  
**AFFILIATED CAPITAL CORPORATION**

The undersigned natural person, more than 18 years of age, hereby establishes a corporation pursuant to the statutes of Alabama and adopts the following articles of incorporation:

**FIRST:** The name of the corporation is Affiliated Capital Corporation.

**SECOND:** The corporation shall have perpetual existence.

**THIRD:** (a) The purpose of the corporation is to engage in any lawful acts or activity for which corporations may be organized under the laws of the State of Alabama.

(b) In furtherance of the foregoing purposes, the corporation shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon corporations organized under the laws of the State of Alabama. In addition, it may do everything necessary, suitable, or proper for the accomplishment of any of its corporate purposes.

**FOURTH:** (a) The aggregate number of shares that the corporation shall have authority to issue is 10,000,000 shares of common stock, each having .001 dollars par value.

(b) The corporation shall issue shares of stock of any class now or hereafter authorized or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares or such securities, or such warrants or any other instruments evidencing rights of options to subscribe for, purchase or otherwise acquire such shares; shall be authorized by the unanimous vote of all of the directors comprising the board of directors of the corporation. In the event that the issuance of such shares, or such securities exchangeable for, or convertible into such shares, or such warrants or any other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, shall be authorized by the unanimous vote of all of the directors comprising the board of directors of the corporation, the issuance of such shares or such securities exchangeable for, or convertible into such shares, or such warrants or, any other

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instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, shall be made for such consideration as the board of directors of the corporation by the unanimous vote of all of the directors thereof shall deem advisable.

(c) Each shareholder of record shall have one vote for each share of stock standing in his or her name on the books of the corporation and entitled to vote, except that in the election of directors he or she shall have the right to vote such number of shares for as many persons as there are directors to be elected. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

(d) No shareholder of the corporation shall have any preemptive or similar right to acquire any additional unissued or treasury shares of stock, or other securities of any class, or rights, warrants, or options to purchase stock or scrip, or securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

(e) The board of directors may from time to time distribute to the shareholders in partial liquidation, or out of stated capital or capital surplus of the corporation, a portion of its assets, in cash or property, subject to the limitations contained in the statutes of Alabama.

(f) The corporation shall have the right to impose restrictions on the transfer of shares of the corporation.

(g) A quorum, for the purpose of stockholder meetings, will consist of a majority of the shares issued and outstanding and entitled to vote at the meeting.

(h) When a quorum is present, and when the statute requires a vote of two-thirds (2/3) of the shares entitled to vote to take action, the affirmative vote of a majority of the shares issued and outstanding and entitled to vote on the subject matter shall be the act of the stockholders.

**FIFTH:** The initial board of directors of the corporation shall be four directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Mailing Address</u>
Chris Teague	7000 S. Broadway 1B Littleton, CO 80122
William H. Garriss	7000 S. Broadway 1B Littleton, CO 80122
Bennie R. Harris	P. O. Box 7636 Fredericksburg, VA 22404
Richard T. Bothwell	2816 W. 21st Plainview, TX 79072

The number of directors shall be as prescribed by the Bylaws, except that there need be only as many directors as there are shareholders in the event that the outstanding shares are held of record by fewer than three persons.

SIXTH: The address of the initial registered office of the corporation is 158 Business Center Drive, Birmingham, AL 35244. The name of its initial registered agent at such address is Carl R. Miller.

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation of the powers conferred by law:

No contract or transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for that reason or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes, approves, or ratifies the contract or transaction or solely because his or their votes are counted for such purpose if:

(a) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors even though the disinterested directors are less than a quorum; or



(b) The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically authorized, approved, or ratified in good faith by vote of the shareholders; or

(c) The contract or transaction was fair as to the corporation.

EIGHTH: To the fullest extent permitted by the Alabama Corporation Code, as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director.

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

Carl R. Miller  
158 Business Center Drive  
Birmingham, AL 35244

Dated this 16<sup>th</sup> day of FEBRUARY, 1994

  
Incorporator

STATE OF ALABAMA     )  
COUNTY OF Shelby     )ss.

Before me, a Notary Public of Alabama, on the 16<sup>th</sup> day of February, 1994, personally appeared CARL R. Miller, known to me to be the person who signed the foregoing Articles of Incorporation, who being duly sworn acknowledged that he/she signed, sealed and delivered the same as his/her voluntary act and deed, for the uses and purposes therein expressed, and that the facts stated therein are true.

Witness my hand and official seal.

(seal)

  
Notary Public

My commission expires:

10-01-94

# 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:

Affiliated Capital Corporation

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Carl Miller, 158 Business Center Dr, Birmingham, AL 35244 for a period of one hundred twenty days beginning February 17, 1994 and expiring June 18, 1994.



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.

February 17, 1994

Date

*Jim Bennett*

Jim Bennett

Secretary of State

## State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION  
OF  
AFFILIATED CAPITAL CORPORATION

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 AFFILIATED CAPITAL CORPORATION, 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 AFFILIATED CAPITAL CORPORATION, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 22nd day of FEBRUARY, 19 94.



*Thomas A. Snowden, Jr.*

Judge of Probate

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