

ARTICLES OF INCORPORATION

of

**ANGELO BILI ENTERPRISES, INC.**

Inst # 1994-20341

KNOW ALL MEN BY THESE PRESENT, That we, the undersigned incorporators do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Alabama and do declare:

ARTICLE ONE

The name of the corporation is **Angelo Bili Enterprises, Inc.**

ARTICLE TWO

The object for which this corporation is formed are:

1. The job of construction and/or remodeling of new and old residential and/or commercial structures for both business and public parties.
2. To do and engage in any business which a natural person can do.
3. To manufacture, purchase or otherwise acquire, own, pledge, sell, assign and transfer, or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and description, whether or not the same specifically pertains to classes of business above specified.
4. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, state, body, political or government or colony or dependency thereof.
5. To purchase, acquire, hold, improve, sell, convey, in real or personal property of every kind and character.

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6. To purchase, acquire, hold, subdivide, develop and operate real estate, to erect buildings thereon, and to sell, lease, maintain, own, repair, and operate such properties.
7. To borrow and lend money and to give or take security therefore by way of mortgage, pledge, transfer, or assignment of real or personal property of every nature and description.
8. To purchase or otherwise acquire its own shares of stock and (so far as many may be permitted by law), and its bonds, debentures, notes, script or other securities, or evidence of indebtedness, and to hold, sell, transfer, or reissue the same.
9. Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance, therefore.
10. To issue bond, debentures or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation and to secure the same by mortgage, pledge, deed to trust and otherwise.
11. To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry any lawful business necessary or incidental 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 herein above set forth or otherwise; 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 or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as objects and purposes of the corporation 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 by powers of the corporation otherwise granted by law.

This corporation shall have the power to enter into, for the benefit of its employees, any one or more than one of the following:

1. Pension Plan
2. A Profit Sharing Plan
3. Deferred Compensation Plan
4. Health Care Plan
5. Any other requirement or incentive compensation plan.

#### ARTICLE THREE

The amount of the total authorized capital stock of this corporation shall be One Thousand Dollars (\$1,000.00) consisting of one thousand (1,000) shares of stock of a par value of One Dollar (\$1.00) per share. All stock shall be common stock and nonassessable. The amount of capital with which the corporation will begin business shall be One Thousand Dollars consisting of one thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share, all of which shall be paid in.

#### ARTICLE FOUR

The address of the initial registered office of the corporation is 1245 7th Avenue, S.W., Alabaster, Alabama 35007 and the name of its initial agent for service of process at such address is Angelo J. Bili.

### ARTICLE FIVE

The name and addresses of the incorporators and the number of shares subscribed and paid for by each are respectively as follows:

Angelo J. Bili	1245 7th Avenue, S.W. Alabaster, AL 35007	500 shares
Kelly A. Bili	1245 7th Avenue, S.W. Alabaster, AL 35007	500 shares

### ARTICLE SIX

The number of directors constituting the initial Board of Directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Anthony J. Bili	1245 7th Avenue, S.W. Alabaster, AL 35007
Kelly A. Bili	1245 7th Avenue, S.W. Alabaster, AL 35007

ARTICLE SEVEN

The duration of this corporation shall be perpetual.

ARTICLE EIGHT

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation, or Bylaws in amendment thereto.

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 replaced 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 of declarations and payments of dividends; to direct and determine the use and disposition of any surplus or 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 by statute.

Dated this 24<sup>th</sup> day of JUNE, 1994

Angelo F. Bili  
Kelly A. Bili

# 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:

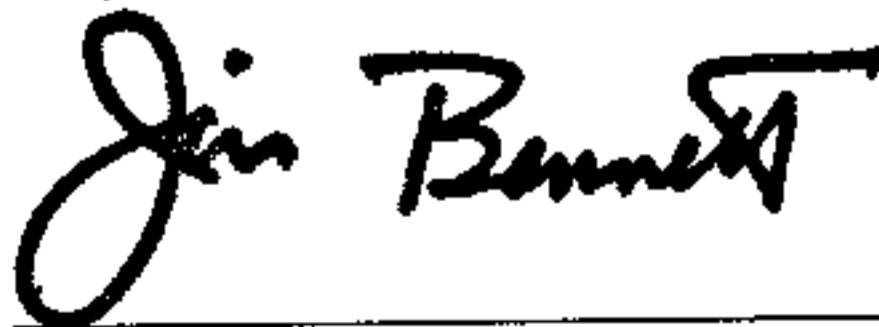
Angelo Bili Enterprises, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Angelo T Bili, PO Box 531184, Birmingham, AL 35253 for a period of one hundred twenty days beginning March 8, 1994 and expiring July 7, 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.

March 8, 1994

Date



Jim Bennett

Secretary of State



## State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION  
OF

ANGELO BILI ENTERPRISES, 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 ANGELO BILI ENTERPRISES, 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 \_\_\_\_\_  
ANGELO BILI ENTERPRISES, INC., and attaches  
hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 27th day of  
JUNE, 19 94.

Thomas A. Snowden Jr.  
Judge of Probate

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