

STATE OF ALABAMA }
SHELBY COUNTY }

ARTICLES OF INCORPORATION
OF
BELL, BOOK, & CANDLE, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby form a corporation under the Alabama Business Corporation Act, pursuant to *Title 10, Section 10-2A-1 through Section 10-2A-203, Code of Alabama 1975*, and does declare:

ARTICLE I

The name of the corporation shall be Bell, Book, & Candle, Inc.

ARTICLE II

The purposes for which the corporation is formed are:

- (1) To engage in the business of operating a retail book, candle and novelty shop;
- (2) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature; and
- (3) To do any and all things herein set forth, and in addition such other acts and things as are necessary or convenient to the attainment of the purposes of this Corporation, insofar as such acts are permitted to be done by a corporation organized under the laws of this State.

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ARTICLE III

The corporation shall have perpetual existence unless and until dissolved in accordance with the laws of the State of Alabama.

ARTICLE IV

The total number of shares which the corporation shall have authority to issue is One Thousand (1000) shares of common of the par value of One Dollar (\$1.00) per share and consisting of such one class only. The corporation shall issue One Thousand shares initially which shall constitute a total authorized capital of One Thousand Dollars (\$1,000.00).

ARTICLE V

The location and address of the corporation's initial registered office is as follows:

1434 Navajo Trail
Alabaster, Alabama 35007

The name and address of the corporation's registered agent is as follows:

Cheryll R. Graves
1434 Navajo Trail
Alabaster, Alabama 35007

ARTICLE VI

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

Cheryll R. Graves
1434 Navajo Trail
Alabaster, Alabama 35007

ARTICLE VII

The number of Directors constituting the entire Board of Directors shall be one (1). The name and mailing address of the person who is to serve as Director until successors shall be elected is:

Cheryll R. Graves
1434 Navajo Trail
Alabaster, Alabama 35007

ARTICLE VIII

The corporation reserves the right from time to time to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed or permitted by law.

ARTICLE IX

The following provisions for the regulation of the business and for the conduct of the internal affairs of the corporation are hereby adopted:

(1) The Bylaws of the corporation shall contain provisions for the regulation and management of the affairs of the corporation not inconsistent with the laws of the State of Alabama and not inconsistent with any provisions of the Articles of Incorporation. The Bylaws of the corporation shall be adopted by the shareholders (one vote per share of stock owned), by majority vote, at the first meeting of shareholders as soon as practicable following the filing of the Articles of Incorporation.

(2) A Board of Directors shall be subject to election at such annual meeting of the shareholders or in the absence of such election at an adjourned meeting of shareholders or special meeting of shareholders thereafter held in accordance with the Bylaws.

(3) Other officers shall be elected or appointed by the Directors and/or such committee or officer as may be provided by the Bylaws or by resolution of the Board of Directors.

(4) The number of Directors of the Corporation shall be fixed from time to time by the bylaws or by resolution of the shareholders and may be increased by change in the Bylaws, or by a resolution adopted by the shareholders at any regular or special meeting.

(5) Unless and until changed by the Bylaws, annual meetings of the shareholders shall be held on the Second Saturday of July and each year thereafter,

excepting the first meeting which shall be held in accordance with the provisions above. The Board of Directors shall be elected by the shareholders at such meetings or at such other time and place as may be designated at any such meeting of shareholders. The said Board of Directors shall convene and elect the officers of the corporation at such time and place as provided by the Bylaws or at any time voted upon by a majority of a quorum of the Directors. Each Director shall hold his office until the next annual or subsequent meeting of shareholders at which a Board shall be elected, provided, however, that the shareholders may, by action of a majority thereof, at a special meeting, remove the Board of Directors, or any member thereof, or any officer or officers and elect successors thereto.

(6) Any action required or proposed to be taken by the Directors, shareholders or any class thereof, or any executive or committee, may be validly effected in the following manner without notice or formal meeting: Any resolution or proceeding approved in writing by all of the shareholders, Directors or member of such committee, as the case may be, by the subscription of their names in writing to the same or concurrent instruments shall be valid and effective as if such action were adopted by the same vote at a regularly called meeting of such shareholders, Directors or committee and shall be effective as of the date therein expressed, or, if no effective date shall be designated, as of the date on which the same shall be filed and noted by the Secretary; and such resolution shall thereupon be entered in the minutes of the corporation under such effective date.

(7) The Board of Directors shall have the power from time to time to fix and direct and determine the use and disposition of any surplus over and above the capital stock paid in, and shall be authorized to disburse any gratuities or donations for the corporation.

(8) The Board of Directors, by a majority vote of a quorum, shall decide issues, approve contracts and transact such other business, including ratification of actions taken on behalf of the officers, which affect the corporation.

THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, has executed the foregoing Articles of Incorporation on this the 22ND day of

Aug 22, 1994.

By: Cheryl R. Graves, President
Cheryl R. Graves, President
INCORPORATOR

This instrument prepared by:

Michael L. Chambers
Attorney at Law
1010 Frank Nelson Building
Birmingham, Alabama 35203
Telephone: 251-9201

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:

Bell, Book & Candle, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Michael L. Chambers, 205 No. 20th Street, Suite 1010, Birmingham, AL 35203 for a period of one hundred twenty days beginning July 8, 1994 and expiring November 6, 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.

July 8, 1994

Date

A handwritten signature in cursive script that reads "Jim Bennett".

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

BELL, BOOK, & CANDLE, 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 BELL, BOOK, & CANDLE, 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 BELL, BOOK & CANDLE, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 29 day of

AUGUST, 19 94

Thomas A. Snowden, Jr.

Judge of Probate

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