

ARTICLES OF INCORPORATION

OF

CARTER HOMEBUILDERS, INC.

1. The name of the corporation is Carter Homebuilders, Inc.
2. The period of its duration is perpetual.
3. The purpose or purposes for which the corporation is organized are to build residential houses; and to engage in any lawful act or activity for which a corporation may be organized under the Alabama Business Corporations Act.
4. The aggregate number of shares of capital stock which the corporation shall have the authority to issue is 1000 shares of common stock, par value of \$1.00 per share.
5. The location and mailing address of the initial registered office of the corporation is 108 Winsor Circle, Pelham, Alabama 35124 and the name of its initial registered agent at this address is Kerry Carter.
6. 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 and until their successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Kerry Carter	108 Winsor Circle Pelham, Alabama 35124
Rayburn Carter	103 Carter Lane Alabaster, Alabama 35007

7. The names and addresses of the incorporators of the corporation are Kerry Carter, 108 Winsor Circle, Pelham, Alabama 35124 and Rayburn Carter, 103 Carter Lane, Alabaster, Alabama 35007.

8. Each shareholder shall have a pre-emptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.

9. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

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SHELBY COUNTY JUDGE OF PROBATE  
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*Courtney*

Inst # 1995-00943

The undersigned, acting as the incorporators of the corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation this the 3rd day of January, 1995.

Kerry Carter  
Kerry Carter, President

Rayburn Carter  
Rayburn Carter, Vice Pres. & Sec.

State of Alabama)

County of Shelby)

I, the undersigned, a Notary Public in and for said County and said State, hereby certify that Kerry Carter and Rayburn Carter whose names are signed to the foregoing Articles of Incorporation and who are known to me, acknowledged before me on this day that, being informed of the contents of the said Articles of Incorporation, they executed the same voluntarily and as - their act on the day the same bears date.

Given under my hand and official seal this the 3rd day of January, 1995.

Sharon Ware  
Notary Public

My commission expires: 9-13-95

# 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:

Carter Homebuilders, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Carter, Kerry, PO Box 360187, Hoover, AL 35236-0187 for a period of one hundred twenty days beginning December 28, 1994 and expiring April 28, 1995.



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.

December 28, 1994

Date

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

Jim Bennett

Secretary of State

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