

**ARTICLES OF INCORPORATION  
OF**

**OAK MOUNTAIN BUSINESS SERVICES, INC.**

**KNOW ALL MEN BY THESE PRESENTS:**

That for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of Alabama, the undersigned adopt these Articles of Incorporation, the same to constitute and become a charter for carrying on the business hereinafter specified upon the proper filing hereof pursuant to law.

**NAME OF CORPORATION**

**FIRST:** The name of the corporation is **OAK MOUNTAIN BUSINESS SERVICES, INC.**

**OBJECT AND PURPOSES OF CORPORATION**

**SECOND:** The object and purposes for which the corporation is formed are:

(a) To maintain, examine, inspect, and audit the books and accounts of others; to devise and install financial, accounting, checking, correspondence, filing, and other office and business systems; to take inventories; to make appraisals; to prepare financial statements; to compile statistics as an aid to the officers of corporations and other persons in making of reports and statements required by tax laws; to express an opinion in regards to the accuracy of financial statements; to perform all such acts or supply all such services as are commonly performed or supplied by bookkeepers, accountants and management consultants; and to do all things incidental and necessary to the accomplishment of the foregoing purposes.

(b) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property, of every nature and description;

(c) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof;

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(d) 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 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 contained herein 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;

(e) 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 provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

#### LOCATION

**THIRD:** The principal office of the corporation in the State of Alabama shall be located in Shelby County.

#### CAPITAL STOCK

**FOURTH:** (1) The total number of shares of stock which the corporation shall have authority to issue shall be 1,000 shares of common stock having a par value of One and No/100 Dollars (\$1.00). All of said stock shall be common, and none shall be preferred stock, or stock of a different class; (2) The corporation will begin business with 1,000 shares of said common stock of the aggregate value of \$1,000.00, fully paid for.

#### INITIAL REGISTERED OFFICE AND AGENT

**FIFTH:** The address of the initial registered office of the corporation is 5639 Oak Mountain Lake Road, Birmingham, Shelby County, Alabama 35242 and the name of its initial registered agent at such address is Charles H. Eagar.

#### ORDER TO RECEIVE SUBSCRIPTIONS TO CAPITAL STOCK

**SIXTH:** The name and post office address of the officer agent designated by the incorporators to receive subscriptions to the capital stock of the corporation is Charles H. Eagar, 5639 Oak Mountain Lake Road, Birmingham, AL 35242.

#### INCORPORATORS AND SHARES

## DIRECTORS AND OFFICERS FOR FIRST YEAR

**SEVENTH:** (1) The names and post office addresses of the incorporators, and the number of shares subscribed for by each are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Charles H. Eagar	5639 Oak Mountain Lake Road Birmingham, AL 35242	500
Jena W. Eagar	5639 Oak Mountain Lake Road Birmingham, AL 35242	500

(2) The names and post office addresses of the officers and directors of the corporation chosen for the first year, and the office to which they have been chose are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Charles H. Eagar	5639 Oak Mountain Lake Road Birmingham, AL 35242	President Treasurer
Jena W. Eagar	5639 Oak Mountain Lake Road Birmingham, AL 35242	Secretary

## TIME LIMIT

**EIGHTH:** The period of duration of this corporation shall be perpetual.

## MANAGEMENT

**NINTH:** For the management of the business, and for the conduct of the affairs of the corporation, and for the further definition, limitation and regulation of the powers of the corporation and its directors and stockholders, it is further provided:

**Section 1. Size of Board.** The number of directors shall be specified in the by-laws of the corporation, and such number may from time to time be increased or decreased in such manner as prescribed by the By-Laws. In no event shall the number of directors be less than 1 director and said director need not be a stockholder.

**Section 2. Powers of Board.** In furtherance and not in limitation of the powers conferred by the laws of the State of Alabama, the Board of Directors is expressly authorized and empowered:



(a) To make, alter, amend, and repeal the By-Laws subject to the power of the stockholders to alter or repeal the By-Laws made by the Board of Directors;

(b) Subject to the applicable provisions of the By-Laws then in effect, to determine, from time to time, whether and to what extent, and at what time and places, and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to stockholder inspection. No stockholder shall have any right to inspect any of the accounts, books or documents of the corporation, except as permitted by law, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders of the corporation;

(c) To authorize and issue, without stockholder consent, obligations of the corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the corporation, including after-acquired property;

(d) To determine whether any and, if so what part, of the earned surplus of the corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus;

(e) To fix, from time to time, the amount of the profits of the corporation to be reserved as working capital or for any other lawful purpose;

(f) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the corporation, and to fix the amount of profits to be shared or distributed and to determine the persons to participate in any such plans and the amount of their respective participation;

(g) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of one or more directors which, to the extent permitted by law and authorized by the resolution or the By-Laws, shall have and may exercise the powers of the Board;

(h) To provide for the reasonable compensation of its own members by by-law, and to fix the terms and conditions upon which such compensation will be paid;

(i) In addition to the powers and authority herein before, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Alabama, of these Articles of Incorporation, and of the By-Laws of the corporation.

**Section 3. Interested Directors.** No contract or transaction between this corporation and any of its directors, or between this corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm or association, or legal entity or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such director shall have been disclosed or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval or ratification of the stockholders.

#### SPECIAL PROVISIONS

**TENTH:** (1) Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, her or its name at any and all meetings of the stockholders of the corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.

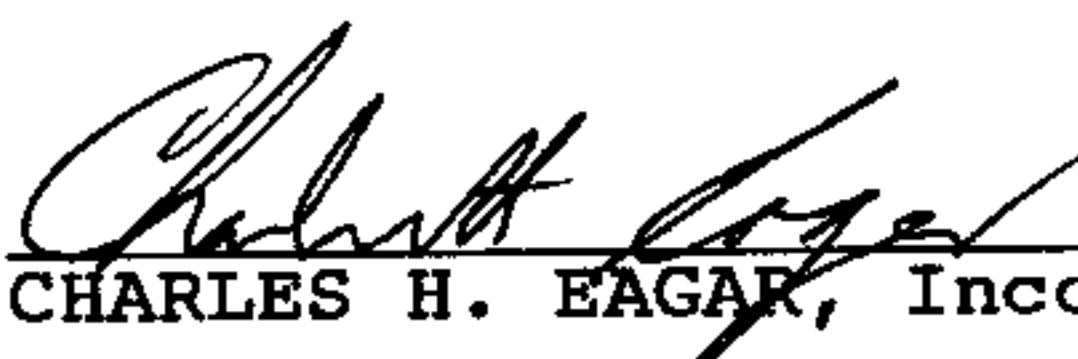
(2) The corporation shall have a lien on the shares of its stockholders for any debt or liability incurred to it by a stockholder before a notice of a transfer or levy on such shares, and shall have all the rights in respect thereto, and with respect to the enforcing of said lien as are now, or may be hereafter conferred by the laws of the State of Alabama.

(3) Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or

any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

(4) The corporation shall seek to qualify and take advantage of Section 1244 of the Internal Revenue Code, however the corporation reserves the right to amend, alter, modify, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon the officers, directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the said incorporators, have hereunto set our hands and seals on this 4<sup>th</sup> day of January, 1995.

  
CHARLES H. EAGAR, Incorporator

  
JENA W. EAGAR, Incorporator



STATE OF ALABAMA

JEFFERSON COUNTY

EXHIBIT "A"

Before me, the undersigned, a Notary Public in and for said County, in said State, personally appeared Charles H. Eagar, who is known to me, and who, being by me first duly sworn according to law, deposes and says that he is the officer or agent designated and authorized by the incorporator of Oak Mountain Business Services, Inc., a corporation incorporated under the laws of the State of Alabama, to receive the subscription to the capital stock of said corporation; that the amount of capital stock of said corporation that has been paid for is 1,000 shares of common stock for a sum of One Thousand and No/100 Dollars (\$1,000.00), which amount is at least twenty (20%) percent of the stock subscribed, that a true copy of this subscription list of capital stock of said corporation and the price paid in cash therefore by each subscriber is attached hereto, marked Exhibit "B" and made a part hereof, and that the affiant now holds said cash for delivery to said corporation, upon completion of the organization thereof.

  
CHARLES H. EAGAR

Sworn to and subscribed before me this the 4<sup>th</sup> day of January, 1995.

  
NOTARY PUBLIC

MY COMMISSION EXPIRES JULY 30, 1996

EXHIBIT "B"

**SUBSCRIPTION LIST OF THE CAPITAL STOCK  
OF**

**OAK MOUNTAIN BUSINESS SERVICES, INC.**

We, the undersigned, do hereby respectfully subscribe for and agree to take and pay for in cash, property, or services, for the number of shares (1,000) of common stock of the par value of One Dollar and No/100 (\$1.00) per share of Oak Mountain Business Services, Inc. proposed to be organized under the laws of the State of Alabama, that is set out opposite the respective signatures.

IN WITNESS WHEREOF, the undersigned subscribers have signed their names hereto opposite the number of shares subscribed for, this the 4<sup>th</sup> day of January, 1995.

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>AMOUNT PAID IN CASH OR PROPERTY</u>
CHARLES H. EAGAR	500	\$ 500.00
JENA W. EAGAR	500	\$ 500.00

WITNESS

CHARLES H. EAGAR

WITNESS

JENA W. EAGAR



# 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:

Oak Mountain Business Services, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Ennis, 290 21st St North, Ste 501, Birmingham, AL 35203 for a period of one hundred twenty days beginning October 26, 1994 and expiring February 24, 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.

October 26, 1994

Date

A handwritten signature in black ink that reads 'Jim Bennett'. The signature is written in a cursive style with a large, stylized 'J' and 'B'.

Jim Bennett

Secretary of State

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