

This Instrument Was Prepared By:

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Attorney At Law
2162 Highway 31 South
Pelham, Alabama 35124

STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF INCORPORATION
OF
DAN WHITMAN CONSTRUCTION, INC.

The undersigned, whether one or more, in order to form a corporation under and pursuant to the laws of the State of Alabama hereby adopt the following Articles of Incorporation:

1. NAME: The name of the corporation is:

DAN WHITMAN CONSTRUCTION, INC.

2. PERIOD OF DURATION: The period for the duration of the Corporation shall be perpetual.

3. PURPOSES: The purpose for which this corporation is organized is the transaction on any and all lawful business for which corporations may be incorporated under Alabama Business Corporation Act. Specifically, the purpose for which this corporation is organized to construct, own, manage, purchase, develop, real property for residential and commercial purposes. In addition, to purchase, own, operate, manage, real and personal property.

4. AUTHORIZED CAPITAL SHARES: The aggregate number of shares of stock which the corporation shall have authority to issue shall be 100 shares of common stock of the par value of Ten Dollars and No/100's (\$10.00) per share, constituting a total authorized capital of One Thousand Dollars and No/100's (\$1,000.00) and consisting of one such class only.

5. INTERNAL AFFAIRS: The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and the Shareholders are hereby adopted:

(a.) The initial by-laws of the Corporation shall be adopted by the shareholders. The power to alter, amend, repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors and the Shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the by-laws; provided, however, that the Board of Directors may not alter, amend or repeal any by-law which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not permitted by applicable law to be altered,

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amended or repealed solely by action of the Board of Directors. The by-laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and Shareholders not inconsistent with the Alabama Business Corporation Act or these Articles of Incorporation.

(b.) The business and affairs of the Corporation shall be managed by the Board of Directors. The number of Directors comprising the initial Board of Directors shall be the number of persons listed as Directors in Article VI hereof. Thereafter, the number of Directors of the Corporation shall be fixed by, or in the manner provided in the by-laws or, in the absence of a by-law providing for the number of Directors, the number of Directors shall be the same as the number comprising the initial Board of Directors. The number of Directors may be increased or decreased from time to time, in the manner provided in the by-laws, provided that no decrease shall have the effect of shortening the term of any incumbent Director, except that any Director may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors at a meeting of Shareholders held pursuant to the laws of Alabama.

(c.) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

(1.) 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 for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital shares paid in;

(2.) To make, from time to time (so far as may be permitted by federal or state law and regulation), 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 business of the Corporation;

(3.) To distribute to the Shareholders of any class of shares as to stock dividend shares of any other class which the Corporation is authorized to issue, subject to the restrictions and limitations as set forth in the Alabama Business Corporation Act as presently in effect, or as hereafter amended;

(4.) To distribute to the shareholders of the Corporation, either out of its capital surplus or out of its earned surplus, a portion of the Corporation's assets, in cash or in property, subject to the restrictions and limitations as set forth in the Alabama Business Corporation Act as presently in effect, or as hereafter amended, or as set forth in the by-laws of the Corporation;

(d.) Any action required or permitted to be taken at any meeting

of the Board of Directors or of the Shareholders may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, if action by the Directors involved, or by all of the Shareholders entitled to vote thereon, if action by Shareholders is involved, and if any such written consent is filed with the minutes or proceedings of the Board of Directors or of the Shareholders as may be the case.

(e.) At any time and from time to time when authorized by resolution of the Board of Directors and, except as otherwise provided in the Articles of Incorporation and by statute, without any action by its Shareholders, the Corporation may:

(1.) Issue or sell for such consideration as may be fixed from time to time by the Board of Directors, any number of its capital shares, and whether out of the unissued shares thereof authorized by these Articles of Incorporation, as from time to time amended, or out of shares of capital shares acquired by it after the issuance thereof;

(2.) Issue and sell its obligations, secured or unsecured, and in bearer, registered or such other form, and including such provisions as to redeemability, convertability or otherwise, as the Board of Directors, in its sole discretion, may determine, and mortgage or pledge as security therefor, any property of the Corporation, real or personal, including after-acquired property; and

(3.) Issue or grant, for such consideration as may from time to time be fixed by the Board of Directors, warrants or options, in bearer, registered or such other form as the Board of Directors may determine, for the purchase of its capital shares with or without par value of any class within such period of time, or without limit as to time, to such aggregate number of shares and at such price per share as the Board of Directors may determine. Such warrants or options may be issued or granted separately or in connection with the issue of any bonds, debentures, notes, or other evidences of indebtedness or capital shares of any class of the Corporation and for such consideration and on such terms and conditions as the Board of Directors in its sole discretion may determine.

(f.) The Corporation shall have a lien upon all shares subscribed for or issued for the full subscription price therefor or any debt or liability incurred to it by the subscriber or Shareholder, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such subscription, which remedies are cumulative to an action to enforce payment or other remedies provided by law. At the election of the Corporation, a subscriber shall not be considered as a shareholder until said subscription is paid in full.

(g.) 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, but purchases of its own shares, whether direct or

indirect, shall be made only to the extent of unreserved and unrestricted capital surplus available therefor.

6. REGISTERED OFFICE/INITIAL REGISTERED AGENT: The location and mailing address of the corporation's registered office, and name of its initial registered agent at such address are:

NAME OF
INITIAL
REGISTERED AGENT

Daniel B Whitman

LOCATION AND MAILING
ADDRESS
OF REGISTERED OFFICE

5339 Highway 11
Pelham, Alabama 35124

7. INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of one. The name and address of the persons who shall serve as Director or Directors until the first annual meeting of the shareholders of the corporation or until the successor or successors to such directors be elected and qualify are:

NAME

Daniel B. Whitman

ADDRESS

5339 Highway 11
Pelham, Alabama 35124

Lisa Ogles Whitman

5339 Highway 11
Pelham, Alabama 35124

8. INCORPORATORS: The name and address of each incorporator, whether one or more, are:

NAME

Daniel B. Whitman

ADDRESS

5339 Highway 11
Pelham, Alabama 35124

Lisa Ogles Whitman

5339 Highway 11
Pelham, Alabama 35124

9. RIGHT TO AMEND ARTICLES OF INCORPORATION: The Corporation reserves the right from time to time to amend, alter, or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these

Articles of Incorporation on the 5th day of April, 1995,
for the purpose of forming a corporation pursuant to the Alabama Business
Corporation Act.

Daniel B. Whitman
Daniel B. Whitman-Incorporator
Lisa Ogles Whitman
Lisa Ogles Whitman-Incorporator

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned Notary Public, for the State of Alabama, County of
Chilton, hereby certify that DANIEL B. WHITMAN, whose name is signed to the
foregoing Articles of Incorporation, and who is known to me, acknowledged
before me on this day, that, being informed of the contents of such instrument,
he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 5th day of
April, 1995.

Shirley A. Kach
Notary Public
MY COMMISSION EXPIRES SEPTEMBER 19, 1997
My Commission Expires:

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned Notary Public, for the State of Alabama, County of
Chilton, hereby certify that LISA OGLES WHITMAN, whose name is signed to the
foregoing Articles of Incorporation, and who is known to me, acknowledged
before me on this day, that, being informed of the contents of such instrument,
She executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 5th day of
April, 1995.

Shirley A. Kach
Notary Public
MY COMMISSION EXPIRES SEPTEMBER 19, 1997
My Commission Expires:

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 10-2B-4.02, 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:

Dan Whitman Construction, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Teresa Tkacik, 2162 Highway 31 South, Pelham, AL 35124 for a period of one hundred twenty days beginning March 17, 1995 and expiring July 16, 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.

March 17, 1995

Date

A handwritten signature in dark ink, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State

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