

STATE OF ALABAMA)
)
SHELBY)
JEFFERSON COUNTY)

ARTICLES OF INCORPORATION
OF
WYNLAKE CONSTRUCTION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators, do hereby associate ourselves together for the purpose of forming a corporation under the Alabama Business Corporation Act, and do declare:

ARTICLE I

NAME

The name of the Corporation shall be Wynlake Construction, Inc.

ARTICLE II

PURPOSES

The purposes for which this Corporation is organized are:

(a) To generally engage in the business of real estate development, homebuilding and related services.

(b) To transact the business of real estate development, homebuilding, and related services under contract, or upon commission or otherwise, by and through the means of consulting, advising, managing, supervising, organizing and/or contracting or renting, leasing or letting, and services.

(c) To advise, instruct, assist, supervise and render any and all services of every kind and description in the field of real estate, homebuilding and related services, including retail sales and service.

(d) To manufacture, purchase, acquire, hold, maintain, improve, construct, pledge, hypothecate, exchange, sell, invest and deal in and otherwise dispose of, alone or in syndicate or otherwise in conjunction with others, commodities, merchandise and other personal property of every kind, character, and description whatsoever and wheresoever situated, and any interest therein.

(e) To purchase, acquire, lease, own, hold, sell, convey or mortgage and otherwise deal in real estate, property, tenements, and hereditaments, as well as any interest therein, and directly or through the ownership of stock in any corporation, to maintain and improve the same by erecting, construction, rebuilding, repairing, equipping, and all kinds of buildings and other structures and erections, and to install therein such furniture and appliances which at any time may be necessary to the conduct thereof.

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(f) To acquire bonds or stocks of this Corporation and hold the good will, rights, assets and property; to undertake, guarantee or assume the whole or any part of the obligation; to pay for the same in cash, the stock or other securities of the Corporation or otherwise; to hold, or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(g) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

(h) To acquire by purchaser, subscription, contract, underwriting or otherwise, to hold for investment or otherwise, to pledge, hypothecate, exchange, sell, deal in and with and dispose of or to turn to account or to realize upon, alone or in syndicate or otherwise in conjunction with others, stocks, securities and investments of every kind and description, including, but not by way of limitation, shares, stocks, scrip, notes, bonds, debentures, rights, participating certificates, certificates of interest, mortgages, acceptances, commercial paper and choses in action, evidence of indebtedness and other obligations of every kind and description (all of which is hereinafter sometimes called "securities") of any private, public, or quasi-public corporation, association, partnership, common law trust, syndicate, firm or individual or of any combinations, organizations or entities whatsoever, irrespective of their form or names by which they may be described, and, while the owner or holder of any such securities, to exercise all the rights, powers and privileges of ownership in respect thereto; and, to the extent now or hereafter permitted by law, to aid by loan, guarantee or otherwise those issuing, creating or responsible for any such securities.

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

(j) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory, government or governmental subdivision.

(k) To draw, make, accept, endorse, discount, execute and to issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(l) To issue bonds, debentures or obligations of this Corporation from time to time, for any of the purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(m) To have one or more offices to carry on all or any of its operations and business and, without restriction or limit as to amount,

to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, assign and transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares and merchandise, and real and personal property of every class and description in any of the states, districts, territories or colonies, of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony and country.

(n) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer, or reissue the same.

(o) To enter into any legal arrangements for sharing of profits, union of interests, reciprocal concessions or cooperation with any person, partnership, corporation, association, combination, organization, entity or business which this Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this Corporation.

(q) To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of another or others, and to guarantee the payment of dividends upon any security or securities.

(r) To do all and everything necessary, convenient 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 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 hereinabove set forth or otherwise.

(s) To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of Alabama.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the following specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.

ARTICLE III

POWERS

The Corporation shall have and may exercise any and all powers, without limitation whatsoever, which a corporation may legally exercise under the Alabama Business Corporation Act under which this Corporation is formed, including the power to perform the purposes enumerated in ARTICLE II above and the power:

(1) To have perpetual succession by its corporate name.

- (2) To sue and be sued, complain and defend in its corporate name.
- (3) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (4) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (5) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (6) To lend money and use its credit to assist its employees.
- (7) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (8) To make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in all or any of its property, franchises, or income, or any interest therein, not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.
- (9) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (10) To conduct its business, carry on its operations and have offices and exercise the powers granted by this chapter, within and without this State.
- (11) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (12) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (13) To make donations for the public welfare or for charitable, scientific, or educational purposes.

- (14) To transact any lawful business which the board of directors shall find will be in aid to governmental policy.
- (15) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (16) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.
- (17) To consolidate or merge, before or after the completion of its works or plants, in the manner herein provided; with any other foreign or domestic corporation or corporations; but no corporation formed for the purpose of carrying on the business of banking or insurance shall consolidate or merge with any other corporation than corporations engaged in the business of banking or insurance or trust companies doing a banking business. No railroad shall consolidate or merge with any other railroad corporations or companies; but when any two or more railroads or contemplated railroads, which, when completed will admit the passage of burden or passenger cars over any two or more such railroads, continuously and without break or interruption directly or by means of intervening lines, such companies may, before or after completion, consolidate or merge.
- (18) To have and exercise all powers necessary or convenient to effect its purposes.
- (19) To indemnify its officers, directors, agents and employees as is allowed under the Alabama Business Corporation Act.
- (20) To purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation as a director, officer, partner, employee or agent of another enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the Alabama Business Corporation Act.
- (21) To purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares, as is allowed under the Alabama Business Corporation Act.

ARTICLE IV

LOCATION AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT THEREAT

The location and mailing address of the initial registered office of the Corporation shall be:

~~P.O. Box 2001~~
~~Alabaster, AL 35007~~
1314 MISSION HILLS Rd
MONTEVALLO AL 35115

The name of the Corporation's initial registered agent at said address shall be:

Allan Tajmir

ARTICLE V

AUTHORIZED CAPITAL SHARES

The total number of shares which the Corporation shall have authority to issue is One Thousand (1,000) shares of Common of the par value of Fifty cents per share, constituting a total authorized capital of Five Hundred Dollars (\$500.00) and consisting of such one class only.

ARTICLE VI

NAME AND ADDRESSES OF INCORPORATORS

The names and mailing addresses of the incorporators are as follows:

NAME

MAILING ADDRESS

Allan Tajmir

P.O. Box 2001
Alabaster, AL 35007

ARTICLE VII

NUMBER OF DIRECTORS AND NAMES AND
ADDRESSES OF INITIAL BOARD

There shall be one (1) Director, constituting the initial Board of Directors. The name and mailing address of the person who is to serve as Director until the first annual meeting of shareholders, or until a successor is elected and qualified, is as follows:

NAME

MAILING ADDRESS

Allan Tajmir

P.O. Box 2001
Alabaster, AL 35007

ARTICLE VIII

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, or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors and 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-Laws 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, 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, and 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 VII hereof. Thereafter, the Directors shall be elected by the stockholders who shall be entitled to cumulate their votes in the election. The number of Directors may be increased or decreased from time to time, but only upon unanimous vote of the shareholders and provided that no decrease shall have the effect of shortening the term of any incumbent Director, except that no Director may be removed, with or without cause, by a unanimous vote of the holders of the shares then entitled to vote at an election of Directors at a meeting of the 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 regulations), temporary secured or unsecured loans when, in the judgement of the Board of Directors, the money so loaned is not at the time required in the conduct of the business 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 meeting, if prior to such action a written consent thereto is signed by all members of the Board, if action by Directors is involved, or by all of the shareholders if action by shareholders is involved, and if such written consent is filed with the minutes of Proceedings of the Board or of the shareholders, as the case may be.

(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 within 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 the Articles of Incorporation, as from time to time amended, or out of shares of its 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, convertibility 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 purchaser of its capital shares with 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 otherwise evidence or 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 thereof or any debt of 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 shall have been 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 owns shares, but purchases of its owns shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor, or to the extent of unreserved and unrestricted capital surplus available therefor.

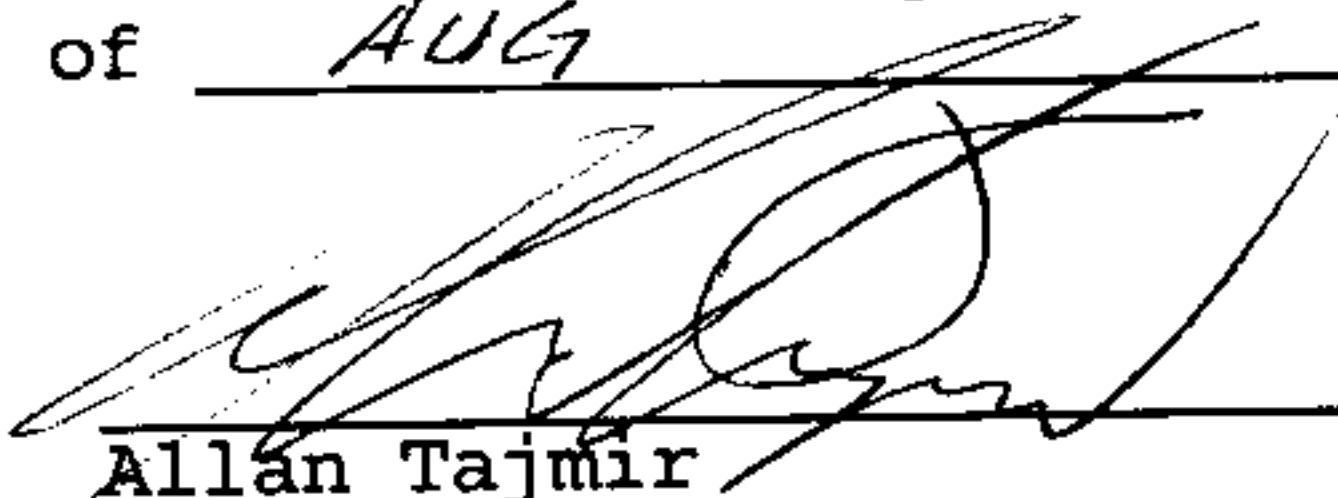
(h) Should any shareholder desire or be forced to transfer any or all of his shares voluntarily or involuntarily, as a result of death, bankruptcy, divorce or for any other reason, the other shareholders shall have the first option and right to buy the stock to be transferred.

ARTICLE IX

RIGHT TO AMEND PROVISIONS IN CERTIFICATE

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.

WE, THE UNDERSIGNED, being all of the incorporators hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, have executed the foregoing Articles of Incorporation on this 18 day of AUG, 1995.


Allan Tajmir

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:

Wynlake Construction, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jack Lavette, P O Box 11412, Birmingham, AL 35202-1412 for a period of one hundred twenty days beginning August 4, 1995 and expiring December 3, 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.

August 4, 1995

Date

Jim Bennett

Secretary of State

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