

STATE OF ALABAMA

COUNTY OF JEFFERSON

ARTICLES OF INCORPORATION  
OF  
EXPLORE PRODUCTS, INC.

KNOW ALL MEN BY THESE PRESENTS, That I, the undersigned incorporator do hereby form a corporation under the Alabama Business Corporation Act, and do declare:

ARTICLE I

NAME

The name of the Corporation shall be Explore Products, Inc.

ARTICLE II

PURPOSES

The purposes for which this Corporation is organized are:

- (a) To operate as an authorized agent and distributor for World Book, Inc. and further to operate a distributorship for World Book, Inc.
- (b) To engage in and carry on the business of selling and distributing educational, reference, informational, documentary and all other reading materials in the written, electronic, audio-visual and computer medium.
- (c) To manufacture, purchase, acquire, hold, maintain, improve, consult, 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 whatsoever situated, and any interest therein.

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- (d) 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, constructing, rebuilding, repairing, equipping, any 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.
- (e) To acquire bonds or stocks of this Corporation or otherwise, the good will, rights, assets and property; to undertake, guarantee or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; 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.
- (f) 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.
- (g) To acquire by purchase, subscription, contract, underwriting to 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, script, notes, bonds, debentures, rights, participating certificates, certificates of interest, mortgages, acceptances, commercial paper and choices 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 corporations, associations, partnership, common law trust, syndicate, firm or individual or of any combinations, organizations or entities whatsoever, irrespective of their form or the 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.

- (h) 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.
- (i) 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.
- (j) To draw, make, accept, endorse, discount, execute and to issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (k) 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.
- (l) 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.
- (m) To purchase or otherwise acquire its owns shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, script or other securities, or evidence of indebtedness, and to hold, sell, transfer, or reissue the same.
- (n) To enter into any plan or project for the assistance and welfare of its employees.
- (o) To enter into any legal arrangements for sharing of profits, union of interests, reciprocal concessions or cooperation with any person, partnership, corporation, associates, combination, organization, entity

or body whatsoever, domestic or foreign, carrying on or proposing to carry on any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this Corporation.

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

### **ARTICLE III**

#### **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:

110 Scotch Drive, Suite 204  
Birmingham, Alabama 35242

The name of the Corporation's initial registered agent at said address shall be Michael  
L. McGuire.

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## **ARTICLE IV**

### **AUTHORIZED CAPITAL SHARES**

- a) The total number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of Common of the par value of One Dollar (\$1.00) per share, constituting a total authorized capital of Ten Thousand Dollars (\$10,000.00) and consisting of such one class only.
- b) All issued and outstanding shares shall have the same preferences and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one (1) vote per share; and (ii) the right to receive the net assets of the Corporation upon dissolution.

## **ARTICLE V**

### **RESTRICTIONS ON TRANSFER OF SHARES**

All issued shares of stock of this Corporation of all classes shall be subject to the following restrictions on transfer.

- (a) For the purpose of this section:
  - (i) A shareholder desiring to sell or otherwise transfer, give up or assign his or her stock in this corporation, in whole or in part, shall be referred to as the "offeror;"
  - (ii) A non-shareholder to whom such sale or other transfer is proposed shall be referred to as the "offeree;" and
  - (iii) The shareholders, individually and collectively, of this Corporation, other than the shareholder-offeror, shall be referred to as the "optionee."
- (b) Any shareholder of this Corporation may, without restriction of limitation, sell or otherwise transfer his or her stock herein, in whole or in part, to any other shareholder of this Corporation.
- (c) In the event any shareholder desires to sell or otherwise transfer his or her stock herein, in whole or in part, to a bona fide offeree other than a then existing shareholder, the following procedures shall be followed:

- (i) The offeror shall furnish and deliver to the Corporation and to the optionee, at each of their last known business addresses, a letter of intent, containing the name and address of the offeree, and complete details as to the terms and conditions of the offer under which the said sale or other transfer is to be effectuated.
- (ii) The offeror shall grant to the corporation the first option and shall grant to the other shareholders of the Corporation the second option to purchase said stock or effectuate such transfer of said stock to it or themselves, under the same terms and conditions as set forth in the letter of intent described in subsection (i) herein above.
- (iii) The Corporation shall be considered as the primary optionee and shall have thirty (30) days from the date of receipt of the letter of intent within which to exercise such option, by letter in writing, addressed to the offeror, and copies thereof to each of the other optionees, at each of their last known business addresses. Upon the failure of the Corporation to exercise its option, each of the other optionees shall have thirty (30) days from the date of the expiration of the first option period within which to exercise their said option. In the absence of any other agreement between or among the optionees, if all the optionees select to purchase said stock, said stock of the offeror shall be purchased by the optionees in the same proportion as their respective stock ownership in the Corporation. If all optionees do not elect to purchase their proportionate share of the offeror's stock, such optionees who desire to purchase such stock shall be entitled to purchase such proportionate share of the offeror's stock as the percentage of his or her respective stock interest in the corporation bears to the total percentage of all stock interest in the corporation held by all of the optionees desiring to purchase the offeror's stock. Notwithstanding the foregoing, the election of the optionees to purchase proportionate shares of the offeror's stock not aggregating the offeror's entire stock shall be of no effect.
- (iv) If the Corporation and the optionees fail to elect to purchase said stock within said option period, then the offeror shall be free to sell all of his or her stock to the original offeree at the price and upon the terms and conditions, set forth in said offer, provided, however, that such sale must be consummated within

- (iv) If the Corporation and the optionees fail to elect to purchase said stock within said option period, then the offeror shall be free to sell all of his or her stock to the original offeree at the price and upon the terms and conditions, set forth in said offer, provided, however, that such sale must be consummated within two (2) months following the expirations of the optionee's second option.
- (v) Upon a sale or other transfer to the offeree the offeree will then hold said stock as a shareholder, subject to all of the terms and conditions, of these Articles of Incorporation in the place and stead of the selling shareholder, including the provisions contained in this section.
- (vi) If said sale is not between selling shareholder and such other purchaser within said two (2) months period after the expiration of said second option, all of the terms, conditions, and restrictions of this section of these Articles of Incorporation shall be reinstated and the right of the selling shareholder to sell his stock to such purchaser pursuant to said original offer shall terminate.

#### ARTICLE VI

##### NAMES AND ADDRESSES OF INCORPORATOR

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

##### NAME

Michael L. McGuire

##### MAILING ADDRESS

110 Scotch Drive, Suite 204  
Birmingham, Alabama 35242

#### ARTICLE VII

##### NUMBER OF DIRECTORS AND NAMES AND ADDRESSES OF INITIAL BOARD

**NAME**

Michael L. McGuire

**MAILING ADDRESS**

110 Scotch Drive, Suite 204  
Birmingham, Alabama 35242

**ARTICLE VIII**

**DURATION**

The duration of this Corporation shall be perpetual.

**ARTICLE IX**

**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 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, amended or repealed or 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 VIII 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 no Director may be removed, with or without cause, by a vote of the holders of less than 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 regulations), 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 the business of the Corporation.

(3) To distribute to the shareholders of any class or shares as a 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 Directors is involved, or by all of the shareholders entitled to vote thereon, 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 these 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 purchase of its capital shares with or without limit as to time, to 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 thereof 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 payments 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 own shares, but purchases of its

own 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.

## **ARTICLE X**

### **RIGHT TO AMEND PROVISIONS IN ARTICLES**

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 addition 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 reservations.

## **ARTICLE XIII**

### **DENIAL OF PRE-EMPTIVE RIGHTS**

No holder of shares of any class of this Corporation shall, as such holder, have any pre-emptive rights in, or pre-emptive rights to purchase or subscribed to, any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the Board of Directors or shareholders at such prices and upon such other terms and conditions as the Board of Directors, in its discretion, or the shareholders may fix or designate.



## **ARTICLE XIV**

### **LIABILITY OF DIRECTORS**

A director of the Corporation shall have no liability to the Corporation or its Shareholders for money damages for any action taken, or any failure to take any action, as a Director except liability for (a) the amount of financial benefit received by the Director to which he or she is not entitled; (b) an intentional infliction of harm on the Corporation or Shareholders; (c) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (d) an intentional violation of criminal law; or (e) a breach of the Director's duty of loyalty to the Corporation or its Shareholders.

I, THE UNDERSIGNED, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, have executed the foregoing Articles of Incorporation on the 20 day of **December, 1995**, and said Articles of Incorporation shall be effective the 2nd day of **January, 1996**.

  
Michael L. McGuire

(SEAL)

(INCORPORATOR)

# 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:

Explore Products, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mary Lynn Campisi, 3017 Pump House Road, Birmingham, AL 35243 for a period of one hundred twenty days beginning December 14, 1995 and expiring April 13, 1996.



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 14, 1995

Date

*Jim Bennett*

Jim Bennett

Secretary of State

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08:24 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
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