

STATE OF ALABAMA,)

SHELBY COUNTY ,)

CERTIFICATE OF INCORPORATION
OF
SEVEN ACRE WOODS, INC.

TO THE HONORABLE: PATRICIA YEAGER FUHRMEISTER, JUDGE OF
PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, Richard K. Blaising, Richard H.
Blaising and Mark A. Blaising desiring to become a
body corporate for the purpose of carrying on the business
hereinafter stated accordingly make, adopt, and file this
certificate of incorporation pursuant to the provisions of
the Alabama Business Corporation Act of 1959.

I.

The name of said corporation shall be SEVEN ACRE WOODS,
INC.

II.

The object or objects for which the corporation is
formed are as follows:

(a) To enter into, make, and perform contracts and
agreements of any kind for any lawful purpose and to engage
in and carry on any lawful business which a corporation
(other than banking, insurance, and railroad corporations) is
permitted to carry on in the State of Alabama or any state in
which the corporation does business:

(b) To acquire the business or property of other
companies, firms, or corporations, either by purchase,
consolidation, merger, or acquisition of the capital stock of
any such corporation, or by acquiring the assets and
franchises of such corporations or otherwise:

(c) To borrow money and to mortgage or otherwise pledge
the property of the corporation as security therefore:

(d) To acquire, own, hold, lease, let, improve, sell,
mortgage, and otherwise deal in all kinds of personal
property tangible and intangible; Inst # 1996-16410

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(e) To acquire, own, hold, lease, let, improve, sell, mortgage, and otherwise deal in all kinds of real estate:

(f) To have exercise, and enjoy all powers conferred on private corporations of this character by the Laws of the State of Alabama:

(g) To carry out the above-mentioned objects, to perform the above-mentioned acts, and to do business in the State of Alabama and in any one or more of the States of America.

III.

The location of the principal office of the corporation shall be in Pelham, Alabama, Shelby County.

IV.

The amount of authorized capital stock of said corporation shall be \$300.00, which shall be divided into 200 common shares of the par value of \$1.00 per share. Corporation shall begin business with \$300.00 capital.

V.

The name and address of the officer or agent designated by the incorporators to receive subscriptions to the capital stock of the corporation is Richard H. Blaising, 3034 Vance Street, Pelham, Alabama 35124.

VI.

The names and post office addresses of the incorporators and the number of shares subscribed for and held by each are as follows:

Richard K. Blaising, Birmingham, Alabama, 100 shares:
Richard H. Blaising, Alabaster, Alabama, 100 shares:
Mark A. Blaising, Pelham, Alabama, 100 shares

VII.

The names and post office addresses of the directors and the officers chosen for the first year are as follows:

DIRECTORS:

Richard K. Blaising, Birmingham, Alabama:
1138 Camelot Circle Hoover, Alabama 35226

Richard H. Blaising, Alabaster, Alabama:
912 10th St. S. W. Alabaster, Alabama 35007

Mark A. Blaising, Pelham, Alabama:
3034 Vance St. Pelham, Alabama 35124

OFFICERS:

President: Richard K. Blaising, Birmingham, Alabama.
Vice-President: Richard H. Blaising, Alabaster, Alabama
Secretary/Treasurer: Mark A. Blaising, Pelham, Alabama

VIII.

The period for the duration of said corporation is unlimited.

IX.

The following provisions are adopted for the regulations of the business and affairs of the corporation, subject to amendments, extension, repeal, or addition by the stockholders by the adoption of a constitution and by-laws, or either, to-wit:

1. The corporation shall be managed by the Board of Directors who shall be elected for the term of one year by the stockholders at their annual meeting. At their first meeting of the term for which they are elected, the Directors shall elect from one of their members a Chairman of the Board of Directors who shall serve for such term and who shall appoint a Secretary of said Board from the membership of said Board, and such Secretary shall serve at the pleasure of the Chairman of the Board, the Chairman shall supervise the affairs of the Board of Directors and preside over its meetings.

The Board of Directors shall hold an annual meeting at the offices of the corporation within sixty days after the close of the corporation's fisical year and shall hold such other meetings, from time to time, as the President of the corporation, the Chairman of the Board, or a majority of the Directors shall see it to call. Not less than five days prior to any annual or special meeting of the Board of Directors, the Secretary of the corporation shall mail a notice of such meeting to each director at his last known address, and such notice shall state the date, time, and place of such meeting and the purpose for which it is called, provided that notice of any meeting may be waived by a director by his giving his written consent to the holding of such meeting. A majority of the directors shall constitute a quorum of the Board of Directors.

The President, and the Secretary of the corporation shall be elected annually by the Board of Directors at its annual meeting serving until their successors are elected and qualified, provided that any of said offices may be removed from his office at any time by resolution of the Board of Directors. Such officers shall receive such remuneration for their services as the Board of Directors may, from time to time, fix. The Board of Directors shall appoint and fix the salaries of such other officers, agents, servants or

employees of the corporation as they deem necessary to carry on the functions of the corporation, whose employment shall be the pleasure of the Board of Directors.

No remuneration is to be paid to a director for his services as such director.

2. Annual meetings of the stockholders of the corporation shall be held at the offices of the corporation within sixty days after the close of the corporation's fiscal year, and special meetings of the stockholders may be called at any time for the President of the corporation or by a resolution of the Board of Directors, or by the person or persons holding the larger amount in value of the common stock. Not less than twenty days prior to any annual or special meeting of the stockholders, the Secretary of the corporation shall mail a notice of such meeting to each stockholder at his last known address, and such notice shall state the date, time, and place of such meeting and the purpose for which it is called and the business to be transacted there at, provided that notice of any meeting may be waived by any stockholder by his giving his written consent to the holding of such meeting. Each stockholder shall have one vote for each share of common stock owned by him, and a quorum of the stockholders for the transaction of business at a stockholder's meeting shall consist of representation in person or by proxy of a majority of the outstanding common stock of the corporation, and at any stockholder's meeting, a majority vote of the common stock represented at such meeting shall be sufficient to transact any business, except as otherwise provided by law.

3. The officers of the corporation shall be a President, a Vice-President, a Treasurer, and a Secretary. More than one office of the Corporation may be held by the same person at the same time, and a person may hold office or offices in the corporation at the same time be a director of said corporation.

4. Any action required or proposed to be taken by the directors or the stockholders, or both, may be effected without notice or formal meeting by embodying same in a resolution or instrument in writing signed by all of the directors or stockholders, as the case may be, and such action shall be as fully and completely valid, binding, and effective as of the date expressed therein, or, if no date be therein expressed, then, as of the time on which the same shall be filed by the secretary or entered in the minutes of the corporation, whichever comes first.

5. The President, without having authorization by the Board of Directors, shall have power, for and in the name of the Corporation, to sign checks for the withdrawal of funds from any bank; to execute and endorse promissory notes; to execute deeds and leases; to execute, endorse and assign

instruments and mortgages as evidence of and security for loans made to the corporation; and to preform any other transaction in the name and on behalf of the corporation.

6. In the event additional stock is issued by the corporation, each stockholder shall be first offered and entitled to the privilege of taking such additional stock so issued, in the same proportion as his holding of common stock, or such less amount, if any as he may desire, within 30 days of such offer, before the additional stock so issued is offered for sale to the public.

7. No stockholder may sell, transfer, pledge, mortgage, or otherwise dispose of his legal or equitable interest in all or part of his shares of stock in the corporation, without first offering to sell such part of all of said stock to the other stockholders of the corporation, in proportion to the number of shares which they own at such time, at and for the same price and on and under the same terms and conditions as such stockholder desiring to sell his shares of stock may have bona fide offer from a would-be purchaser or purchasers of said stock; and if one or more of said stockholders decline to purchase said stock, then such of said stockholders as do desire to purchase said stock may exercise the afore-described option and purchase same in accordance with their proportionate ownership of stock in the corporation at such time; and the stockholders purchasing said stock under the afore-described option may purchase same without regard to their proportionate ownership of stock in the corporation by mutual agreement among such purchasing stockholders. In the event that a stockholder offers to sell his stock to the other stockholders, or part of them, under the foregoing provisions, such stockholder desiring to sell his stock must offer satisfactory and reasonable evidence of the bona fide price and terms of sale which he has been offered by such would-be purchaser or purchasers of said stock, and the other stockholders, or some of them, as the case may be, shall have ten days in which to exercise their option hereunder from the date written notice is given by a stockholder of his intention to sell his stock and the terms and conditions on which said sale is proposed to be made; and if, at the expiration of said ten-day period, the other stockholders, or part of them, as the case may be, have not exercised their options under the provisions hereof, such stockholder desiring to sell his stock shall be free to sell same to any person, firm, or corporation; provided that any offer by a selling stockholder to sell his stock to the other stockholders, or part of them, as the case may be, must be bona fide and in good faith and must be consummated by such selling stockholder if accepted; provided further, that the

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provisions of this paragraph do not prevent a transfer of stock caused by the death of a stockholder.

IN WITNESS WHEREOF, the above-named incorporators hereto set their hands and affix their seals on the 25 day of March 1996.

Richard K. Blaising (SEAL)
Richard K. Blaising

Richard H. Blaising (SEAL)
Richard H. Blaising

Mark A. Blaising (SEAL)
Mark A. Blaising

STATE OF ALABAMA,)

SHELBY COUNTY,)

Personally appeared before me, Richard K Blaising
Richard H Blaising, and Mark A Blaising
a Notary Public, in and for said County, in said State,
Richard K. Blaising, Richard H. Blaising and Mark A Blaising,
the above named incorporators, who, being by me first duly
sworn, depose and say on oath that the matters stated in the
foregoing certificate are true.

Martha K. McKee
Notary Public

MY COMMISSION EXPIRES MARCH 6, 1937

EXHIBIT A

STATE OF ALABAMA,)

SHELBY COUNTY,)

SUBSCRIPTION LIST OF SUBSCRIBERS TO THE CAPITAL STOCK
OF SEVEN ACRES WOODS, INC.

The undersigned do hereby, separately and severally,
subscribe for the number of shares of capital stock of
Seven Acre Woods, inc., set opposite our names and agree to
pay there for upon the call of the person to receive
subscriptions. Shares in said corporation are \$1.00 each,
payable in cash.

Witness our hand and seals below on the respective dates
shown.

SUBSCRIBERS:

SHARES:

<u>Richard K Blaising</u> (SEAL)	<u>100</u>
Richard K. Blaising	
<u>Richard H. Blaising</u> (SEAL)	<u>100</u>
Richard H. Blaising	
<u>Mark A Blaising</u> (SEAL)	<u>100</u>
Mark A. Blaising	

Martha K. McKee
MY COMMISSION EXPIRES MARCH 6, 1937

STATE OF ALABAMA,)

SHELBY COUNTY,)

STATEMENT UNDER OATH BY THE PERSON AUTHORIZED BY
SAID INCORPORATORS TO RECEIVE SUBSCRIPTIONS TO THE
CAPITAL STOCK OF SEVEN ACRE WOODS, INC.

I, Richard H. Blaising, the person designated by the incorporators of Seven Acre Woods, Inc., to receive subscriptions to the capital stock of said corporation, do certify under oath that I have received subscriptions as follows:

Richard K. Blaising, Birmingham, Alabama, 100 shares.
Richard H. Blaising, Alabaster, Alabama, 100 shares
Mark A. Blaising, Pelham, Alabama, 100 shares

Each of said shares is of the par of \$1.00 and all of said shares aggregat the sum of \$300.00. I so further certify under oath that I have received from said subscribers \$300.00 in cash, being payment in full for the shares of stock subscribed, and there is attached hereto, marked Exhibit A, and made a part hereof by reference as though fully incorporated herein, a copy of the Subscription List for the capital stock of said corporation.

Given under my hand this 25th day of march, 1996.

Richard H. Blaising
Richard H. Blaising

STATE OF ALABAMA,)

SHELBY COUNTY,)

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that on the 25 day of March 1996, came before me the said Richard H. Blaising, who being by me first duly sworn, deposes and says that the statements contained in the foregoing certificate are true.

Witness my hand and seal, this 25 day of March 1996.

Martha A. McLean
Notary Public, Shelby County,
Alabama. MY COMMISSION EXPIRES MARCH 6, 1997

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:

Seven Acre Woods, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of R K Blaising, 1138 Camelot Circle, Hoover, AL 35226 for a period of one hundred twenty days beginning February 28, 1996 and expiring June 28, 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.

February 28, 1996

Date



Jim Bennett

Secretary of State



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SHELBY COUNTY JUDGE OF PROBATE
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