

STATE OF ALABAMA

SHELBY COUNTY

ARTICLES OF INCORPORATION

OF

B H & M, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned sole incorporator, do hereby execute this document 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 B H & M, Inc., and the corporation shall be authorized to operate under said name or use any other trade name not now being used by another person, firm or corporation.

ARTICLE II

PURPOSES

The purposes for which this corporation is organized are:

(a) To carry on and conduct a general business specializing in providing real estate improvements and construction services to the general public, and to make investments and provide other services and products to the public; and

(b) To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Alabama.

07/03/1996-21448
11:53 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 NCD 90.00

Inst # 1996-21448

ARTICLE III

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

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

1145 Spring Garden Street
Indian Springs, Alabama 35124

The name of the corporations's initial registered agent at said address shall be Thomas L. Murphy.

ARTICLE IV

AUTHORIZED CAPITAL SHARES

The total number of shares of all classes of stock which the corporation shall have authority to issue is 300 shares of common stock having a par value of \$1.00 per share. The paid in capital with which the corporation shall begin business shall be \$300.00.

ARTICLE V

NAME AND ADDRESS OF INCORPORATOR

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

NAME

Thomas L. Murphy

ADDRESS

1145 Spring Garden Street
Indian Springs, Alabama 35124

ARTICLE VI

NUMBER OF DIRECTORS AND NAMES AND

ADDRESSES OF THE INITIAL BOARD

There shall be three (3) Directors, constituting the initial Board of Directors. The names and mailing addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders, or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas L. Murphy	1145 Spring Garden Street Indian Springs, Alabama 35124
Ken R. Burks	2767 Paden Trail Birmingham, Alabama 35226
Thomas S. Hill	3655 Altacrest West Drive Birmingham, Alabama 35243

ARTICLE VII

NAMES AND ADDRESSES

OF THE INITIAL OFFICERS

The names and mailing addresses of the persons who are to serve as Officers until the first annual meeting of the Board of Directors, or until their successors are elected and qualified, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Thomas L. Murphy	1145 Spring Garden Street Indian Springs, Alabama 35124
Vice-Pres./ Treasurer	Ken R. Burks	2767 Paden Trail Birmingham, Alabama 35226
Secretary	Thomas S. Hill	3655 Altacrest West Drive Birmingham, Alabama 35243

ARTICLE VIII

DURATION

The duration of the 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 which 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, 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) Infurtherance, and not in limitation, of the powers conferred by statue, 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 (sofar 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.

(3) To distribute to the shareholders of any class of shares, as a stock dividend, shares of any other class which the corporation is authorized to issue, subject to the restrictions 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 the shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board of Directors or of the shareholders, as the case may be.

(e) 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 OF INCORPORATION

The corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in this 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.

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 this 3 day of July, 1996.

Myrna L. Weiss
WITNESS

Thomas L. Murphy
THOMAS L. MURPHY

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:

BH and M, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Tom Murphy, 1145 Spring Garden Street, Indian Springs, AL 35124 for a period of one hundred twenty days beginning June 17, 1996 and expiring October 16, 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.

June 17, 1996

Date



Jim Bennett

Secretary of State



Inst # 1996-21448

07/03/1996-21448
11:53 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
009 HCD 90.00