

CERTIFICATE OF INCORPORATION

OF

KDR CONSTRUCTION, INC.

STATE OF ALABAMA
SHELBY COUNTY

For the purposes of forming a corporation under the laws of the State of Alabama, the undersigned have associated themselves together and have agreed upon and adopted this Certificate of Incorporation, to constitute and become its charter upon the filing hereof pursuant to law.

ITEM I

The name of the Corporation is KDR CONSTRUCTION, INC.

The purposes and objects for which the corporation is formed are:

(1.) To engage in the business of real estate development and/or home building;

(1) To purchase, acquire, sell, dispose of and otherwise deal in negotiable and nonnegotiable instruments of all kinds, whether secured by mortgage or otherwise and to do all things incident to or in furtherance of the ownership and liquidation of such items;

(2) To acquire all or any of the good will, rights, property, and business of any firm, corporation or association, and to hold, utilize, enjoy and in any manner dispose of the whole or any of the rights, property, and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, corporation, or association;

(3) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which may seem capable of being used for any of the purposes of the corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same;

(4) To borrow money for any of the purposes of the corporation, and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereon by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired and to sell, pledge, discount, or otherwise dispose of such bonds, notes, or other obligations of the corporation for its corporate purposes;

(5) To guarantee the obligation of any person, corporation, or association;

(6) To have the power to conduct and carry on any of the business or activity not prohibited by law, not required to be specifically stated in these articles;

(7) To act as a receiver or agent for any person or corporation or in respect to any lawful undertaking or transaction;

(8) To lend its aid and credit to any person, firm, or corporation; and

(9) To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of anyone or more of the objects herein enumerated.

ITEM II

The location of the principal office and initial registered office of the corporation in the State of Alabama shall be, 4491 Cahaba Valley Trace, Birmingham, Alabama 35242 and the name of the initial registered agent shall be KATHY RAUGHLEY.

ITEM III

The amount of the total authorized capital stock of the corporation upon its organization, subject to the right of the corporation hereinafter to increase the same to any amount in the manner provided by law, shall be 1000 shares of common stock having a par value of \$1.00 per share.

The amount of paid in capital with which the corporation shall commence business shall be \$1000.00.

ITEM IV

The name of the officers or agents designated by the incorporators to receive subscriptions to the capital stock of said corporation are KATHY RAUGHLEY AND EUGENE ERWIN RAUGHLEY, JR.

ITEM V

The name and addresses of the incorporator, and the number of shares of stock subscribed, and the names and post office addresses of the directors and officers chosen for the first year are as follows:

INCORPORATOR	ADDRESS	
KATHY RAUGHLEY	4991 Cahaba Valley Trace Birmingham, Alabama 35242	
SHAREHOLDERS		No. Shares
KATHY RAUGHLEY	4991 Cahaba Valley Trace Birmingham, Alabama 35242	500
EUGENE ERWIN RAUGHLEY	4991 Cahaba Valley Trace Birmingham, Alabama 35242	500
DIRECTORS	ADDRESS	
KATHY RAUGHLEY	4991 Cahaba Valley Trace Birmingham, Alabama 35242	
EUGENE ERWIN RAUGHLEY	4991 Cahaba Valley Trace Birmingham, Alabama 35242	
OFFICERS	ADDRESS	POSITION
KATHY RAUGHLEY	4991 Cahaba Valley Trace Birmingham, Alabama 35242	President/Secretary
EUGENE ERWIN RAUGHLEY	4991 Cahaba Valley Trace	V. President/ Treasurer

Birmingham, Alabama 35242

ITEM VI

The corporation shall have perpetual existence unless dissolved in accordance with the law.

ITEM VII

The following provisions for the regulation of the business and for the conduct of the affairs of the corporation are hereby adopted:

(1) A Board of Directors shall be subject to election at each annual meeting of the stockholders or in the absence of such election at an adjourned meeting of the stockholders or special meeting of stockholders thereafter held in accordance with the By-Laws.

(2) Other officers shall be elected or appointed by the Directors and/or such committee or officer as may be provided by the By-Laws or by resolution of the Board of Directors.

(3) The number of Directors of the corporation shall be fixed from time to time by the By-Laws, or by resolution of the stockholders and may be increased or diminished by change in the special meeting provided that the Board shall consist of not less than one nor more than fifteen directors. Any authorized increase in the number of directors may be filled by vote of the stockholders at any regular or special meeting. In the event of any vacancy in the Board of Directors through death, resignation, disqualification, or other cause, the remaining director or directors may be affirmative vote, elect a successor or successors to hold for the unexpired portion of the term of the director or directors whose place or places shall be vacant and until the election of a successor.

(4) Unless and until changed by the By-Laws, annual meetings of the stockholders shall be held on the next second Saturday of January and each year thereafter on a like day at which the Board of Directors shall be elected by the stockholders and immediately after the adjournment of the annual or other meeting of the stockholders, said Board of Directors shall convene and elect the remaining officers of the company. Each Director shall hold his office until the

next annual or subsequent meeting of stockholders at which a full Board shall be elected, provided however, that the stockholders at which a full Board shall be elected, provided however, that the stockholders may by action of a majority thereof, at a special meeting, remove the Board of Directors, or any member thereof, or any officer or officers and elect successors thereto.

(5) Any action required or proposed to be taken by the Directors, stockholders of any class, or any executive or other committee, may be validly effected in the following manner without notice or formal proceeding: Any resolution of proceeding approved in writing by all of the stockholders, Directors, or members of such committee, as the case may be, by the subscription of their names in writing to the same or concurrent instruments shall be valid and effective as if such action were adopted by the same vote at a regularly called meeting of such stockholders, Directors, or committee as the case may be and shall be designated, as of the date on which the same shall be filed and noted by the Secretary; and such resolution shall thereupon be entered in the minutes of the corporation under such effective date.

(6) Any officer elected or approved by the Board of Directors may be removed at anytime by an affirmative vote of 80% of the whole Board of Directors, but any other officer or employee of the corporation may be removed at any time by the vote of the Board of Directors or by any committee or by any superior officer to whom authority in the premises has been given by the By-Laws or by resolution of the Directors.

(7) The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint from the Directors an Executive Committee, of which a majority shall constitute a quorum, and, such committee shall have and exercise any and all of the powers of the Board of Directors, including the power to cause the seal of the Corporation to be affixed to all papers that may require it.

(8) The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint other standing committees and such standing committee shall have and may exercise such powers as shall be conferred or authorized by resolution of the Board, and the Board of Directors may, in like manner, confer such authority upon any officer or agent or attorney of the company as it may deem wise.

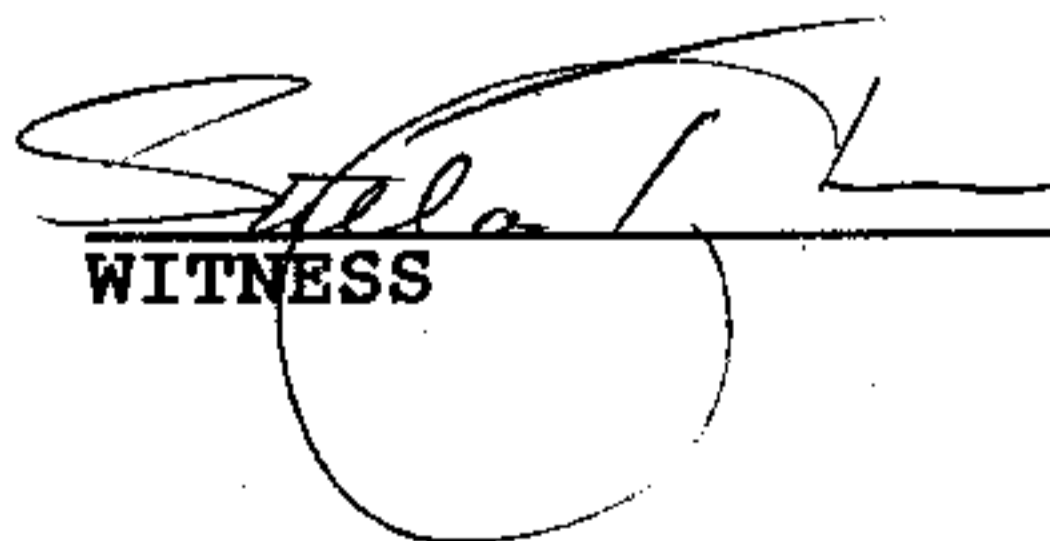
(9) The Board of Directors may appoint not only other officers of the company, but one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers, and the persons so appointed, respectfully, shall have and may exercise all the powers of the Vice President, of the Secretary, and of the Treasurer, respectively.

(10) The Board of Directors shall have the power from time to time to fix and direct and determine the use and disposition of any surplus over and above the capital stock paid in, and shall be authorized to disburse any gratuities or donations for the Corporation.

(11) No contract or other transaction between this corporation and any other corporation shall in anyway be affected or invalidated by the fact that any of the officers or Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such corporation; any Director individually or firm of which any Director may be a member may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; any Director of this Corporation who is also interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such corporation or not so interested.

(12) In the event the Corporation on formation shall have by inadvertence failed to have complied with the applicable laws of the State of Alabama governing the formation of corporations, the provisions of this Certificate shall be deemed to be amended to correct any errors or supply any omissions as of the date of filing hereof.

(13) The Corporation shall have no Corporate Seal and shall file with the Internal Revenue Service as a S Corporation.


WITNESS


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:

KDR Construction, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Carol Williams, 4133 Autumn Lane, Birmingham, AL 35243 for a period of one hundred twenty days beginning June 19, 1997 and expiring October 18, 1997.

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 19, 1997

Date



Jim Bennett

A handwritten signature in cursive script that reads "Jim Bennett".

Secretary of State

Inst # 1997-20551

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07/01/1997-20551
04:22 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
008 MCD 90.00

Mail to:

Stella Tipton
8363 Lakeside Dr.
B'ham, AL 35244

[Handwritten signature]