

## ARTICLES OF INCORPORATION

OF

M &amp; M HARDWARE, INC.

1. The name of the corporation is, M & M HARDWARE, INC.
2. The period of its duration is perpetual.
3. The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, but not limited to the right to sale hardware items including, but not limited, lumber, nails, tools, construction material, equipment for construction and home repairs, for retail and wholesale and to engage in all businesses related to the building industry including building structures engaging in the construction as well as selling all equipment, tools and items, both at wholesale and retail for construction industry purposes.
4. The aggregate number of shares of capital stock which the corporation shall have authority to issue is 1000 shares of common stock, par value \$1.00 per share.
5. The location and mailing address of the initial registered office of the corporation are 1542 Kent Dairy Road, Alabaster, AL 35007 and the name of its initial registered agent at such address is Tommy Morrow.
6. The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders and until their successors are elected and shall qualify are as follows:

NAME	ADDRESS
Tommy Morrow	1542 Kent Dairy Road Alabaster, AL 35007
Jason D. Miller	1542 Kent Dairy Road Alabaster, AL 35007
Amy Morrow	1542 Kent Dairy Road Alabaster, AL 35007

7. The name and address of the incorporator of the corporation is Tommy Morrow 1542 Kent Dairy Road, Alabaster, AL 35007.

8. Each shall have a pre-emptive right to purchase shares of

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any class of capital stock of the corporation, including treasury shares.

9. 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. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor....

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Article of Incorporation this 9<sup>th</sup> day of July, 1997.

Jerry Munn  
J. D. A. L.  
Amy Morrow

**ACTION BY WRITTEN CONSENT OF THE DIRECTORS OF**

**M & M HARDWARE, INC.**

**IN LIEU OF AN ORGANIZATION MEETING**

The undersigned, being all of the directors of **M & M HARDWARE, INC.**, an Alabama corporation (herein called "the corporation"), hereby adopt, by this action by written consent in lieu of an organization meeting, the following resolutions:

**RESOLVED**, that the certificate of incorporation of the corporation, to which is attached a certified copy of the articles of incorporation as filed in the Office of the Probate Judge of Shelby County, Alabama on \_\_\_\_\_, 1997, be inserted into the minute book of the corporation.

**RESOLVED**, that each and all of the actions of the incorporator of the corporation, including, but without limitation:

(1) the adoption, execution and filing of the articles of incorporation of the corporation; and

(2) the naming of **TOMMY MORROW, JASON D. MILLER** and **AMY MORROW** as the directors of the corporation to serve until the first annual meeting of shareholders and until their successors have been elected and qualified;

be, and said actions hereby are, ratified, approved and confirmed in all respects;

**RESOLVED**, that the following named individuals be, and they hereby are, elected to serve in the offices designated opposite their names at the pleasure of the board of directors of the corporation:

**TOMMY MORROW**  
**CHAIRMAN OF THE BOARD OF DIRECTORS**

**TOMMY MORROW**  
**PRESIDENT**

**JASON D. MILLER**  
**VICE PRESIDENT**

**AMY MORROW**  
**TREASURER AND SECRETARY**

**RESOLVED**, that the form of stock certificate attached hereto as Exhibit A be, and the same hereby is, adopted as the form of stock certificate of the corporation;

**RESOLVED**, that the seal, an impression of which is made in the margin of this page beside this resolution, be, and the same hereby

is, adopted as the official seal of the corporation;

**RESOLVED**, that the appropriate officers of the corporation be, and they hereby are, authorized and directed to execute, issue and deliver to the following named (person) (persons) (corporation) (a stock certificate) (stock certificates) of the corporation representing the following number of shares of the fully paid and nonassessable common stock of the corporation, 1000 shares having a par value of \$1.00 per share, upon payment in cash for such shares at a rate of \$1.00 per share:

NAME OF SHAREHOLDER	CERTIFICATE NUMBER	NUMBER OF SHARES	PURCHASE PRICE
TOMMY MORROW	0001	900	\$ 900.00
JASON D. MILLER	0002	100	\$ 100.00

**RESOLVED**, that such shares be issued pursuant to Section 1244 of the internal Revenue Code of 1954, as amended;

**RESOLVED**, that the banking resolutions attached hereto as Exhibit B be, and the same hereby are, adopted as the resolutions of the board of directors of the corporation;

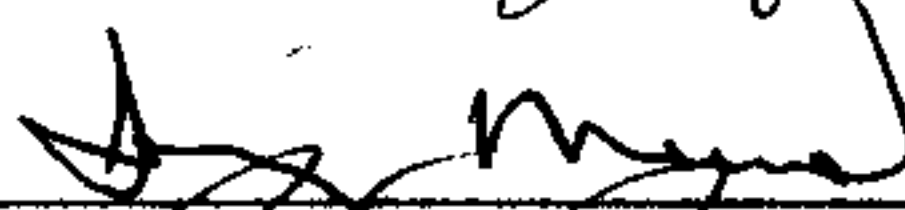

**RESOLVED**, that the fiscal year of the corporation shall end at the closed of business on **DECEMBER 31**, of each year;

**RESOLVED**, that the president of the corporation be, and he hereby is, authorized and directed to pay all expenses incident to an necessary for the organization of the corporation;

**RESOLVED**, that the appropriate officers of the corporation be, and they hereby are, authorized and directed to take whatever actions are necessary to qualify the corporation to do business as a foreign corporation in such states or jurisdictions as they, in their sole discretion, may determine to be necessary or desirable; and

**RESOLVED**, that the appropriate officers of the corporation be, and they hereby are, authorized to do any and all other or further things, and to execute any and all other or further documents, all on behalf of the corporation, as they, in their sole discretion, may deem necessary or desirable to effectuate the purpose of the foregoing resolutions.

DATED as of the 9<sup>th</sup> day of July,  
1997.

  
  
Amy Morrow



# WAIVER OF NOTICE

The undersigned, being all of the directors of **M & M HARDWARE, INC.**, an Alabama corporation, do hereby waive any and all notice of the time, place and purposes of the organization meeting of the Board of Directors of the corporation, held or to be held in Bessemer, Alabama on the 9<sup>th</sup> day of July, 1997.

DATED as of the 9<sup>th</sup> day of July, 1997.

by name

[Signature]

Amy Morrow

**ACTION BY WRITTEN CONSENT OF THE SHAREHOLDERS OF**

**M & M HARDWARE, INC.**

**IN LIEU OF A FIRST MEETING**

The undersigned, being all of the shareholders of M & M HARDWARE, Inc., an Alabama corporation (herein called "the corporation"), hereby adopt, by this action by written consent in lieu of a first meeting of shareholders, the following resolutions:

**RESOLVED**, that each and all of the actions of the Board of Directors of the corporation taken in an action by written consent of the directors of the corporation in lieu of an organization meeting dated as of \_\_\_\_\_, be and the same hereby are, ratified, approved and confirmed in all respects; and

**RESOLVED**, that the by laws for the corporation, in the form attached hereto as Exhibit A, be, and the same hereby are, adopted as the official by laws of the corporation.

DATED as of the 9<sup>th</sup> day of July, 1997.

[Signature]  
[Signature]  
Amy Morrow

# WAIVER OF NOTICE

The undersigned, being all of the shareholders of record of M & M HARDWARE, INC., an Alabama Corporation, hereby waive notice of the first meeting of the shareholders of said corporation, held or to be held in Bessemer, Alabama on July 9, 1997, at 9:00 A.M. for the purposes of ratifying the actions taken by the Board of Directors of said Corporation at their organization meeting, adopted by laws for said corporation, and conducting such other business as may properly come before such meeting.

DATED as of the 9<sup>th</sup> day of July, 1997.

by name  
[Signature]  
Amy Morrow

# 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:

M&M Hardware, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Terry, 1813 3rd Ave North, Bessemer, AL 35020 for a period of one hundred twenty days beginning June 27, 1997 and expiring October 26, 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 27, 1997

Date

Jim Bennett

Secretary of State



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