

✓ This instrument was prepared by:
George M. Vaughn, Esq.
Wainwright & Pope, P.C.
Two Metroplex Drive
Suite 305
Birmingham, Alabama 35209

Inst # 1997-39669

**ARTICLES OF INCORPORATION
OF
BURTON SOUTHEAST, INC.**

TO THE HONORABLE JUDGE OF PROBATE
OF SHELBY COUNTY, ALABAMA:

I, the undersigned, for the purpose of forming a corporation pursuant to the provisions of the Alabama Business Corporation Act, do hereby certify as follows:

1. NAME. The name of the Corporation is:

BURTON SOUTHEAST, INC.

2. AUTHORIZED CAPITAL STOCK. The aggregate number of shares which the Corporation shall have authority to issue is 10,000 shares of common stock at the par value of \$.01 per share.

3. INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The location and street address of the initial registered office of the Corporation, and the name of its initial registered agent at such address are as follows:

5000-D Whitting Drive
Pelham, Alabama 35124
Doug Lester

4. INCORPORATOR. The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Doug Lester	1020 Colonial Drive Alabaster, AL 35007

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5. INITIAL DIRECTORS. The number of directors constituting the initial Board of Directors shall be Five (5). The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Doug Lester	1020 Colonial Drive Alabaster, AL 35007
Dick Ralls	801 W. 36th Street Eugene, OR 97405
Rod Ralls	2074 Musket Eugene, OR 97407
Mike Kehoe	P. O. Box 10526 Eugene, OR 97440
Duncan McLean	28072 Briggs Hill Eugene, OR 97405

6. PURPOSES. The 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.

7. DURATION. The period of duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto subscribed his name to these Articles of Incorporation on this the 4th day of December, 1997.



Doug Lester
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:

Burton Southeast, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of George Vaughn, Two Metroplex Drive Ste 305, Birmingham, AL 35209 for a period of one hundred twenty days beginning November 24, 1997 and expiring March 25, 1998.

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.

November 24, 1997

Date



Jim Bennett

Jim Bennett

Secretary of State

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