

**ARTICLES OF INCORPORATION  
OF  
M & M CARPET CARE AND HOUSEKEEPING, INC.**

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

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:

M & M CARPET CARE AND HOUSEKEEPING, INC.

2. DURATION: The period of duration of the corporation shall be perpetual.

3. PURPOSES: The purposes for which the corporation is organized are:

(a) To engage in the business of carpet cleaning and providing housekeeping services.

(b) To transact any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, as such Act may be amended from time to time.

(c) To have and to exercise all powers necessary or convenient to effect the above purposes.

The foregoing clauses, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that a trust company, or the business of insurance.

4. AUTHORIZED CAPITAL STOCK: The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares of common stock of the par value of \$1.00 per share.

5. INITIAL REGISTERED OFFICE AND AGENT: The location and mailing address of the initial registered office of the corporation, and the name of its initial registered agent, such address are as follow:

Mike Manning  
123 El Camino Real  
Chelsea, AL 35043

Inst # 1998-00355

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SHELBY COUNTY JUDGE OF PROBATE  
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6. DIRECTORS: The number of Directors constituting the initial Board of Directors shall be two (2). Thereafter, the number of Directors shall be fixed in the manner provided in the By-laws, and may be increased or decreased from time to time by amendment to, or in the manner provided in, the By-laws, but no decrease shall have the effect of shortening the term of any incumbent Directors. 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>
Mike Manning	123 El Camino Real, Chelsea, AL 35043
Missy Manning	123 El Camino Real, Chelsea, AL 35043

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

<u>Name</u>	<u>Address</u>
Mike Manning	123 El Camino Real, Chelsea, AL 35043

8. ISSUANCE AND DISPOSITION OF STOCK:

(a) Issuance of Stock. The corporation may from time to time issue its shares of stock for such consideration (not less than the par value respecting shares having a par value) as may be fixed from time to time by the Board of Directors and may receive in payment thereof, in whole or in part, money, labor done, services actually performed, or real or personal property (tangible or intangible). In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

(b) Restrictions on Transfer of Shares. The corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, of the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this corporation.

(c) Stock Rights and Options. The corporation may create and issue, whether or not in connection with the issuance and sale of any of its shares or other securities, rights or options entitling the holders thereof to purchase from the corporation shares of any



class or classes of its stock.

(d) Payment of dividends from Depletion Reserves. If at any time the corporation is engaged in the business of exploiting natural resources, dividends may be declared and paid in cash out of the depletion reserves, but each such dividend shall be identified as a distribution of such reserves and the amount per share paid from such reserves shall be disclosed to the shareholders receiving the same concurrently with distribution thereof.

(e) Shareholder's Preemptive Rights. Each holder of the common shares of the corporation shall have the preemptive right to purchase his pro rata portion of the issuance of any class of stock, including treasury stock, at such price which may be in excess of par value, within such time and on such terms as shall be fixed and determined by the Board of Directors; provided, however, that for purposes of this Article 8(e), the "pro rata portion" of such issuance of the class of stock for each shareholder shall be equal to the product of the total number of shares of such issuance multiplied by a fraction, the denominator of which shall be the total number of common shares then issued and outstanding (exclusive of any shares being then issued) and the numerator of which shall be the number of shares then owned by such shareholder (exclusive of any shares then being issued).

(f) Lien on Shares. The corporation shall have a lien on the shares of its shareholders for any debt or liability incurred to it by such shareholders before notice of transfer of or levy on such shares, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such shares, which remedies are cumulative to an action to enforce payment or other remedies provided by law.

(g) Right of Corporation to Acquire and Dispose of its Own Shares. 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 and unreserved and unrestricted capital surplus available therefor.

(h) Acquisition of Stock. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of these Articles of Incorporation. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

(i) Cumulative Voting. At each election for Directors every

shareholder entitled to vote at such election shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are Directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such Directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidates.

9. BOARD OF DIRECTORS:

(a) Powers. Except as may be otherwise provided by law or in these Articles of Incorporation, all corporate powers of the corporation shall be exercised by or under authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors shall have the following powers:

(1) 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, provided, however, that the Board of Directors may not alter, amend or repeal any By-laws establishing what constitutes a quorum at Shareholders' meetings or provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not otherwise permitted by applicable law to be altered, amended or repealed solely by the action of the Board of Directors;

(2) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payments of dividends; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in;

(3) To authorize the issue and sale of warrants, in bearer or registered form, or other instruments for the purchase of shares of stock of any class of the corporation within such period of time, or without limit as to time, for such aggregate number of shares, and at such price or prices per shares, as the Board of Directors may determine. Such warrants or other instruments may be issued separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness or shares of the capital stock of any class of the corporation and for such consideration and on such terms and conditions as the Board of Directors may determine to be desirable;

(4) To take any action required or permitted to be



taken by the Board of Directors at a meeting or without a meeting if a consent in writing setting forth the action so taken is signed by all of the Directors.

(5) To ratify and approve any action taken by or on behalf of the corporation's employees, agents, officers, directors or any other party, and, upon such ratification and approval, any such actions so taken shall be effective for and as the act of the corporation as though such act had been adopted and approved by the Board of Directors at the time such action was taken.

The corporation may, in its By-laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon Directors by statute.

(b) Conflicts of Interest. No contract or other transaction between the corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the corporation and if either:

(1) The fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(2) The fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

Common or interested Directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

10. POWER OF PRESIDENT TO EXECUTE DOCUMENTS: The President shall have the authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the corporation, and the Secretary or any Assistant Secretary shall have authority to affix such seal to instruments requiring it, and to attest the same.

11. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND

AGENTS:

(a) Subject to the provisions of Article 11(d) below, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the fact that he is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) Subject to the provisions of Article 11(d) below, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which court shall deem proper.

(c) To the extent that a Director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article 11(a) and (b) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action,



suit or proceeding.

(d) Any indemnification under Article 11(a) and (b) above (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Article 11(a) and (b) above. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the shareholders.

(e) Expenses (including attorney's fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in Article 11(d) above upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if and to the extent that it shall be ultimately determined that he is not entitled to be indemnified by the corporation as authorized in this Article 11.

(f) The indemnification authorized by this Article 11 shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of these Articles of Incorporation, By-laws, agreement, vote of shareholders or disinterested Directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article 11.

12. SUBSEQUENTLY ADOPTED CORPORATION LAWS: Any and every statute of the State of Alabama hereinafter enacted whereby the rights, powers and privileges of the shareholders of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part but less than all of the

**ACTION BY UNANIMOUS WRITTEN CONSENT  
OF THE SHAREHOLDER  
OF  
M & M CARPET CARE AND HOUSEKEEPING, INC.  
IN LIEU OF A MEETING**

The undersigned, being the Shareholders of M & M CARPET CARE AND HOUSEKEEPING, INC., an Alabama corporation (hereinafter called "the corporation"), hereby adopts, by this Action by Unanimous Written Consent in Lieu of the First Meeting of the 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 unanimous written consent of the Directors of the corporation in lieu of an organizational meeting, dated as of the 1st day of December, 1997, confirmed in all respects; and

**RESOLVED FURTHER**, that the By-laws of 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; and

**RESOLVED FURTHER**, that Mike Manning and Missy Manning be, and they hereby are, appointed and elected to serve as Directors of the corporation until their successors have been elected and qualified; and

**RESOLVED FURTHER**, that the actions of the officer designated by the incorporators to receive subscriptions to the capital stock of the corporation, in accepting subscriptions and in accepting payment therefore, are hereby ratified, approved, and confirmed in all respects; and

**RESOLVED FURTHER**, that Mike Manning is hereby designated as the agent of the corporation upon whom process may be served, and that the Secretary of this corporation is hereby authorized to so provide in all reports and documents required to be filed on behalf of the corporation with the Alabama State Department of Revenue and the Secretary of the State of Alabama; and

**RESOLVED FURTHER**, that the actions of the President and the Secretary of the corporation in issuing and executing stock certificates of the corporation for the shares of fully paid and non-assessable common stock of the par value of \$1.00 per share of the corporation is hereby approved, ratified, and confirmed in all respects; and

**RESOLVED FURTHER**, that the corporation shall establish in its name one or more deposit and checking accounts with a bank, under such terms and conditions as may be agreed on with said bank, and that the President and Secretary of this corporation are hereby authorized and directed to establish such an account or accounts and are hereby authorized as proper officers to draw checks on said account of accounts, signed and endorsed by the President or



Secretary with the signatures or endorsements duly certified to said bank by the Secretary of the corporation, and said bank is hereby authorized to honor and pay any and all checks so signed or endorsed, including those drawn to the individual order of any officer or other person authorized to sign the same; and

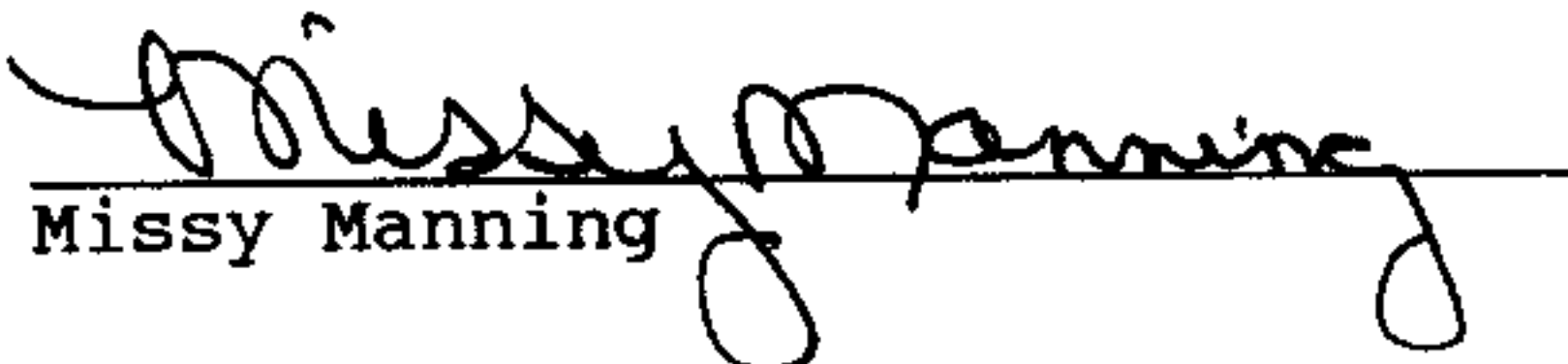
**RESOLVED FURTHER**, that the President of the corporation is hereby authorized to execute, in the name of the corporation, deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, bonds, debentures, contracts, and other papers and instruments in writing for the benefit of the corporation; and

**RESOLVED FURTHER**, that the corporation hereby elects to be treated as a Sub Chapter "S" corporation and to become subject to the provisions of the Internal Revenue Service Code as they apply to such corporation; and the officers of the corporation are hereby authorized and directed to file an application and election to that effect on behalf of the corporation with the Internal Revenue Service, and to obtain and file with the Internal Revenue Service the consent of all shareholders of the corporation to such election.

**DATED** as the 1st day of December, 1997.

**SHAREHOLDER:**

  
Mike Manning

  
Missy Manning

# 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 Carpet Care & Housekeeping, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Michael French, 1500 Urban Center Dr Ste 225, Birmingham, AL 35242 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

Secretary of State



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