

THIS INSTRUMENT WAS PREPARED BY:
JACK W. MONROE, JR.
2013 KENTUCKY AVENUE
BIRMINGHAM, AL 35216

Inst # 1998-00879

ARTICLES OF INCORPORATION
OF
BIRMINGHAM SCHOOL SUPPLY, INC.

The undersigned, desiring to form a corporation pursuant to the general laws of the State of Alabama and the Alabama Business Corporation Act, do hereby certify as follows:

ONE: The name of the corporation, hereinafter referred to as the "Corporation", shall be BIRMINGHAM SCHOOL SUPPLY, INC.

TWO: The Corporation will have perpetual existence.

THREE: The object and the purpose for which the Corporation is formed is as follows:

(A) To purchase, sell, trade and deal in school workbooks, textbooks, school, church and office supplies, office furniture and equipment, classroom aids, audio and visual aids, to maintain inventories of the foregoing items, to produce, publish and distribute catalogs of the foregoing items, and to perform all other related activities as may be necessary to carry out the foregoing purposes.

(B) To take, buy, exchange, lease, acquire or otherwise deal in real estate property and any interest or right therein, and to hold, own, operate, control, maintain, manage and develop real property and to construct, maintain, alter, manage and control

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directly or through ownership in stock in any other corporation any and all kinds of buildings, stores, offices, warehouses, mills, shops, factories, machinery, and plants, and any and all other structures and erections which may at any time be necessary, useful or advantageous for the purpose of this Corporation.

(C) To enter into, make and perform contracts of every kind for any lawful purposes, with any person, firm, association or any corporation, town, city, country, body politic, state, territory, government of any governmental dependency, division, corporation or agency.

(D) To establish lines of credit with banking houses or elsewhere, for the purposes hereinbefore enumerated and set forth, and to incur indebtedness, and to raise, borrow, and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of any kind whether secured by mortgage, pledge, deed of trust or otherwise, for the purpose of adding additional capital, or for any other purpose in or about its business or affairs without limit as to amount except as provided by statute, this to be done on such terms and conditions, and by such officer as said banking house(s) may require.

(E) To do such other things as are incidental, proper or necessary to the Corporation and to the operation of the business, or to the carrying out of the objects, purposes, powers and privileges herein granted, as well as to exercise all those powers

expressly conferred on business corporations and enumerated in the Alabama Business Corporation Act, and particularly as set forth in Code of Alabama 1975, 10-2A-20 thereof, together with all other rights bestowed upon such Corporation under the laws of the State of Alabama, and to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Alabama.

(F) To guarantee the obligation of any person, corporation or association.

(G) To lend its aid in credit to any person, firm or corporation.

(H) To acquire and dispose of its stock, and to acquire and dispose of stocks and bonds of other corporations.

(I) To protect the business of the Corporation or any part thereof by trademarks, tradenames, patents, or any distinguishing name or title, and to acquire or take over the trademarks, tradenames, process, formulae, patent rights, inventions, and apparatus useful and convenient in the conduct of the said business of the Corporation.

(J) The foregoing clauses may be construed as objects and powers and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.

FOUR: The Corporation shall have the authority to issue **TWENTY THOUSAND (20,000) SHARES** of capital stock which shall be designated as common stock, and which shall be the only class

authorized to be issued. All shares so issued shall have a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

FIVE: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided that:

(A) The number of directors of the Corporation shall be specified in the By-Laws of the Corporation, but such number may, from time to time, be increased or decreased in such manner as may be prescribed by the By-Laws. In no event shall the number of directors be less than one (1). The election of directors need not be by ballot. Directors need not be stockholders.

(B) In furtherance and not in limitation of the powers conferred by the laws of the State of Alabama, the Board of Directors is expressly authorized and empowered:

1. To make, alter, amend and repeal the By-Laws, subject to the power of the stockholders to alter or repeal the By-Laws made by the Board of Directors.

2. Without the assent or vote of the stockholders, to authorize and issue obligations of the Corporation, secured or unsecured, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine, and to authorize the mortgaging or pledging as security thereof of any property of the Corporation, real or personal, including after acquired property.

3. To determine whether any, and if any, what part of the

net profits of the Corporation or of its net assets in excess of its capital shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any such net profits or such net assets in excess of capital.

4. To fix, from time to time, the amount of profits of the Corporation to be reserved as working capital or for any other lawful purpose.

5. To establish bonus, profit sharing or other types of incentive or compensation plans for the employees (including officers and directors of the Corporation) and to fix the amount of profits to be distributed or shared, and to determine the persons to participate in any such plans and the amount of their respective participation.

(C) In addition to the powers and authorities hereinbefore, or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject nevertheless to the provisions of the laws of the State of Alabama, or the Articles of Incorporation, and of the By-Laws of the Corporation.

(D) Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time in such a manner as shall be provided by the By-Laws of the Corporation.

(E) No contract or other transaction between the Corporation or any other corporation and no other act of the Corporation shall, in the absence of fraud, in any way be affected by the fact that

any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation. Any director of the Corporation, individually, or any firm or association of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or other transaction of the Corporation, provided that the fact that he, individually, or such firm or association is so interested, shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the Corporation who is also a director of or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or not so interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and that director without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

(F) Any contracts, transactions, or acts of the Corporation or of the directors, which shall be ratified by a majority of the stockholders of the Corporation at any annual meeting, or at any special meeting called for such purpose, shall insofar as permitted by law or by the Articles of Incorporation of the Corporation, be

as valid and as binding as though ratified by every stockholder of the Corporation; provided, however, that any failure of the stockholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the Corporation, its officers or employees, of its or their right to proceed with the contract, transaction or act.

(G) Subject to any limitation in the By-Laws, the members of the Board of Directors shall be entitled to reasonable fees, salaries or other compensation for their services and to reimbursement for their expenses, as such members. Nothing contained herein shall preclude any director from serving the Corporation, or any subsidiary or affiliated corporation, in either capacity and receiving proper compensation therefor.

(H) If the By-Laws so provide, the stockholders and the Board of Directors of the Corporation shall have power to hold their meetings, to have an office or offices and to keep the books of the Corporation, subject to the provisions of the laws of the State of Alabama, outside of the said state, at such place or places as may, from time to time, be designated by them.

SIX: Every holder of the common stock of the Corporation shall have the preemptive right to purchase his proportion of the issuance of any class of stock, including treasury shares, according to the proportions of his holding of common 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.

The Corporation and its stockholders are hereby authorized to enter into any agreement restricting the sale, transfer or encumbrance of the capital stock of the Corporation or the voting rights relative thereto. A copy of any such agreement shall be retained in the principal office of the Corporation in the State of Alabama and shall be available for inspection by the public.

SEVEN: Each share of the common stock of the Corporation shall be entitled to one vote at all meetings and the minimum requirements provided by the laws of the State of Alabama for an affirmative vote shall be sufficient for any corporate act.

EIGHT: Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof, or any action required or permitted to be taken at any meeting of the stockholders, may be taken without a meeting if a consent in writing is signed by all the members of the Board or such committee, or of all stockholders entitled to vote with respect to the subject matter thereof.

NINE: Pursuant to the provisions of the Code of Alabama, 1975, Title 10-2A-66, any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board of Directors or such committee, as the case may be, and such written consent is filed with the minutes of the Board or such committee.

TEN: Pursuant to the provisions of the Code of Alabama, 1975,

Title 10-2A-49, any action required to be taken at a meeting of stockholders of this Corporation, or any action which may be taken at a meeting of the stockholders, may be taken without a meeting if a consent in writing, which sets forth the action so taken, shall be signed by all of the stockholders entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the stockholders.

ELEVEN: Pursuant to the provisions of the Internal Revenue Code, Section 1244, the Corporation is authorized to offer for sale and to sell and issue shares of the common stock of the Corporation to the extent authorized by these Articles, for cash at par, or for such other consideration as may be determined by the Board of Directors in accordance with the plan as follows:

(A) The offer, sale and issue of such shares shall be effected in such a manner as shall qualify such stock as "Section 1244 Stock", as such term is used and defined in the Internal Revenue Code and the regulations issued thereunder.

(B) The offer, sale and issue of such stock shall take place during a period commencing December 22nd, 1997, and terminating December 22nd, 1999.

(C) The maximum amount to be received by the Corporation for the stock issued and sold shall be **TWENTY THOUSAND DOLLARS (\$20,000.00)** in cash or property, other than stock or securities.

TWELVE: The location and mailing address of the Corporation's initial registered office is **3305 SHETLAND TRACE, BIRMINGHAM, ALABAMA 35242**. The name of the Corporation's initial registered

agent is WILLIAM M. CURTIS, JR., whose address is 3305 SHETLAND TRACE, BIRMINGHAM, ALABAMA 35242.

THIRTEEN: The number of directors constituting the initial Board of Directors shall consist of two (2) members, who shall serve as directors until their successors shall be elected and shall qualify. The name and address of the initial Board of Directors are as follows.

GLEND A C. CURTIS	3305 SHETLAND TRACE BIRMINGHAM, AL 35242
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WILLIAM M. CURTIS, JR.	3305 SHETLAND TRACE BIRMINGHAM, AL 35242
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FOURTEEN: The names and addresses of the incorporators are as follows:

GLEND A C. CURTIS	3305 SHETLAND TRACE BIRMINGHAM, AL 35242
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WILLIAM M. CURTIS, JR.	3305 SHETLAND TRACE BIRMINGHAM, AL 35242
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FIFTEEN: The names and addresses of the officers of the Corporation, chosen for the first year or portion thereof, and until their successors are elected are as follows:

GLEND A C. CURTIS	PRESIDENT	3305 SHETLAND TRACE BIRMINGHAM, AL 35242
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WILLIAM M. CURTIS, JR.	SECRETARY/ TREASURER	3305 SHETLAND TRACE BIRMINGHAM, AL 35242
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IN WITNESS WHEREOF, we, the undersigned, for the purpose of forming a corporation under the laws of the State of Alabama, do make, file and record these Articles of Incorporation, and do certify that the facts herein stated are true, and have accordingly

hereunder set our hand and seal on this the 22nd day of December, 1997.

Glenda C. Curtis
GLENDA C. CURTIS
INCORPORATOR

William M. Curtis, Jr.
WILLIAM M. CURTIS, JR.
INCORPORATOR

STATE OF ALABAMA

JEFFERSON COUNTY

BE IT REMEMBERED that on this the 22nd day of December, 1997, personally appeared before me, the undersigned, a notary public in and for said County in said State, GLENDA C. CURTIS and WILLIAM M. CURTIS, JR., parties to the foregoing ARTICLES OF INCORPORATION, who are known to me personally to be such, and I, having first made known to them the contents of said ARTICLES OF INCORPORATION, they did acknowledge that they signed, sealed and delivered the same as their voluntary act and deed and they depose and say that the facts therein stated are truly set forth.

Given under my hand and seal of office on this the 22nd day of December, 1997.

Jack W. Morris
NOTARY PUBLIC

My commission expires 8-2-2000.

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:

Birmingham School Supply, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jack Monroe, 2013 Kentucky Ave, Birmingham, AL 35216 for a period of one hundred twenty days beginning December 4, 1997 and expiring April 4, 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.

December 4, 1997

Date



Jim Bennett

A handwritten signature in dark ink, appearing to read 'Jim Bennett', written over a horizontal line.

Secretary of State

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