

ARTICLES OF INCORPORATION  
OF  
BROOKSTONE DEVELOPMENT, INC.

STATE OF ALABAMA       )  
SHELBY COUNTY         )

TO THE HONORABLE JUDGE OF PROBATE:

The undersigned, acting as the incorporators of a corporation under the laws of the State of Alabama, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name and style of the proposed corporation is "BROOKSTONE DEVELOPMENT, INC."

ARTICLE II

The period of existence of this corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are:

(a) To engage in the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

(b) To purchase, receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, invest or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in,

02/10/1998-04554  
10:10 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
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Inst # 1998-04554

sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective

bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association, or corporation, and to guarantee contracts and other obligations.

(e) To let concessions to others to do any of the things that this corporation is empowered to do, and to enter into, make, perform, and carry out, contracts and arrangements of every kind and character with any person, firm, association, or corporation, or any government or authority or subdivision or agency thereof.

(f) The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects or purposes.

(g) To utilize and exercise such powers and rights as are conferred on corporations under the provisions of the statutes or laws of the State of Alabama, including, but not limited to, those powers enumerated in Alabama Code §10-2A-20 (1975)..

The foregoing statement of purposes shall be construed as a statement of both purposes and powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed as each object expressed, and enumeration as to specific

powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### ARTICLE IV

The aggregate number of shares which the Corporation shall have the authority to issue is one thousand (1,000) shares of common stock of the par value of Ten and 00/100 (\$10.00) Dollars each, and the corporation shall begin business with One Thousand and 00/100 (\$1000.00) Dollars Capital stock.

#### ARTICLE V

The dates on which the stockholders' annual meeting shall be held, the number of directors and their terms of office and the terms of office of the officers and their duties and powers shall be fixed by the Bylaws of the Corporation. Offices may be created by the Bylaws and filled by the Board of Directors. The Corporation shall have the power to make Bylaws for the governing and regulation of the Corporation, its agents, servants, officers and employees.

#### ARTICLE VI

The address of the initial registered office of the corporation is 165 Cahaba Valley Parkway, Pelham, AL 35124, and the name of its initial registered agent at its address is M. Scott Gurosky.

#### ARTICLE VII

The number of directors constituting the initial Board of Directors of the Corporation is two (3) and the name and address of the persons who shall serve as Directors until the first annual

meeting of the shareholders, or until their successors are elected and qualified are M. Scott Gurosky, 165 Cahaba Valley Parkway, Pelham, AL 35124; Donald Wayne Myrick, 165 Cahaba Valley Parkway, Pelham, AL 35124; and Robert Stidfole, 165 Cahaba Valley Parkway, Pelham, AL 35124.

#### ARTICLE VIII

The name and addresses of the incorporators are as follows:

M. Scott Gurosky  
165 Cahaba Valley Parkway  
Pelham, Alabama 35124

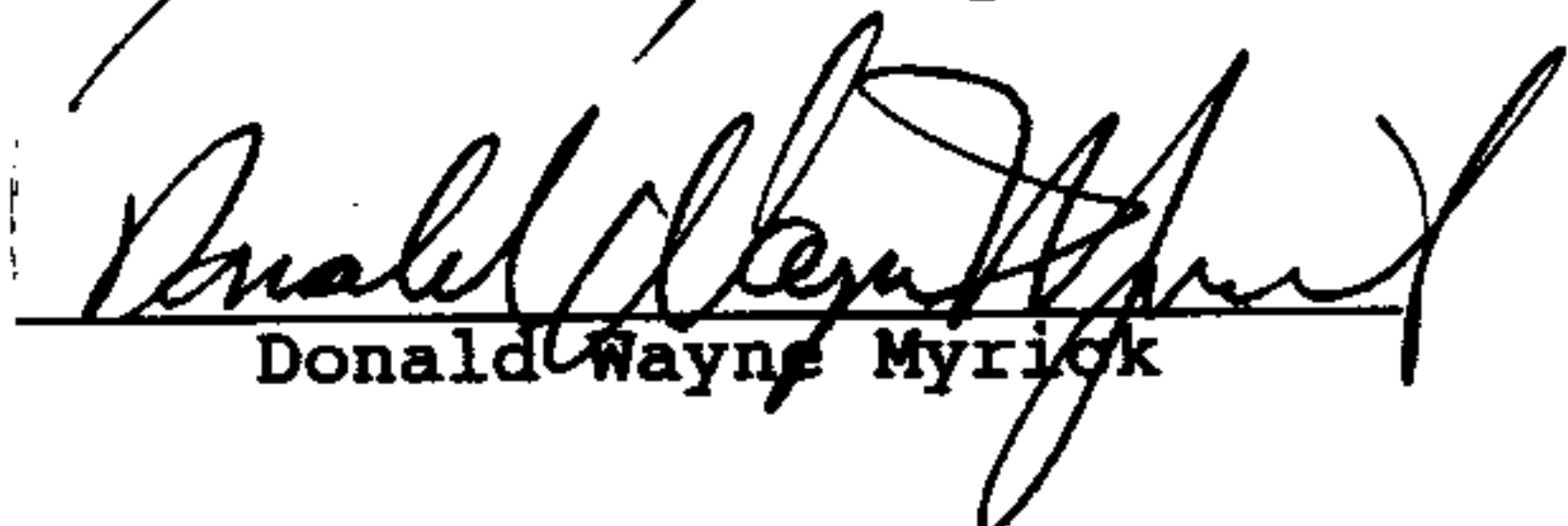
Donald Wayne Myrick  
165 Cahaba Valley Parkway  
Pelham, Alabama 35124

#### ARTICLE IX

This Corporation is formed as a Small Business Corporation and the stock authorized herein shall be stock of a Small Business Corporation as defined by Section 1244(c) of the United States Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names to these Articles of Incorporation on this the 30<sup>th</sup> day of January, 1998.

  
M. Scott Gurosky

  
Donald Wayne Myrick



# 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:

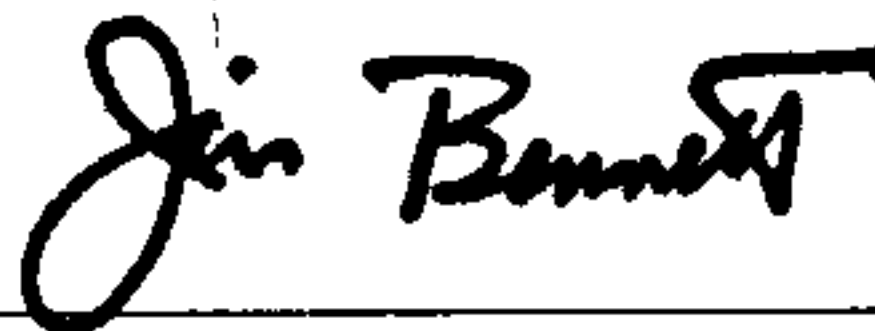
Brookstone Development, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of R Shan Paden, 100 Concourse Pkwy Ste 130, Birmingham, AL 35244 for a period of one hundred twenty days beginning January 22, 1998 and expiring May 23, 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.

January 22, 1998

Date



Jim Bennett

Secretary of State



Inst # 1998-04554

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