

ARTICLES OF INCORPORATION
OF
W. A. MCNEELY CO., INC.

The undersigned, for the purpose of forming a Corporation under the Alabama Business Corporations Act (Alabama Code Section 10-2B-2.01, et seq., 1975, as amended) hereby adopts the following Articles of Incorporation:

1. The name of the Corporation is **W. A. McNeely Co., Inc.**
2. The Corporation shall have authority to issue an aggregate number of **shares totalling one hundred (100)**. Said shares shall consist of one class only, to-wit, common shares, for which the **par value of each is ten (\$10.00) dollars.**
3. The location and mailing address of the initial **Registered Office**, and the **initial Registered Agent** shall be:

W. A. McNeely, III
1800 Alex Mill Road
Montevallo, AL 35115

4. The names and addresses of the **Incorporators** are:

W. A. McNeely, III	Peggy M. McNeely
1800 Alex Mill Road	1800 Alex Mill Road
Montevallo, AL 35115	Montevallo, AL 35115

5. The number of **Directors** constituting the initial Board of Directors shall be **two (2)**. The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders, or until their successors be elected or qualify are:

W. A. McNeely, III	Peggy M. McNeely
1800 Alex Mill Road	1800 Alex Mill Road
Montevallo, AL 35115	Montevallo, AL 35115

6. The purpose for which this Corporation is organized shall be to operate a business for the purpose of construction and rennovation of residential and business structures, and to conduct all other activities authorized under the Alabama Business Corporations Act, inclusive of any and all purposes for which a Corporation may be incorporated under the Alabama Business Corporation Act.

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7. A par value for authorized shares shall be established at **\$10.00 per share**, of the class of "common shares" only. The initial Shareholders, Directors, and Officers of the Corporation are designated as follows:

W. A. McNeely, III 70 Shares - Shareholder, Director and President
1800 Alex Mill Road
Montevallo, AL 35115

Peggy M. McNeely 30 Shares - Shareholder, Director and Secretary
1800 Alex Mill Road
Montevallo, AL 35115

8. The term of existence of the Corporation shall be perpetual.

9. The Board of Directors of the Corporation shall maintain authority to amend these Articles to expand or alter the class of shares, to establish series, and fix and determine the variations in the relative rights and preferences between the series.

10. Shares of the Corporation may be freely transferred, except that a Shareholder desiring to transfer any such shares of the corporate stock shall first offer to the Corporation, or to any other Shareholder of the Corporation, or to any combination of the foregoing, prior opportunity, to be exercised within a reasonable time, to acquire the "restrictive transfer" shares, at the reasonable market value thereof. Each Shareholder of the Corporation shall further have the preemptive right to purchase treasury shares of the Corporation, or other shares being sold by the Corporation for the fair market value thereof.

11. The hereinabove designated Corporation does hereby eliminate the liability of a Director to the Corporation or its Shareholders for money damages for any action taken, or any failure to take any action, as a Director, except liability for the following:

A) The amount of a financial benefit received by a Director to which he or she is not entitled;

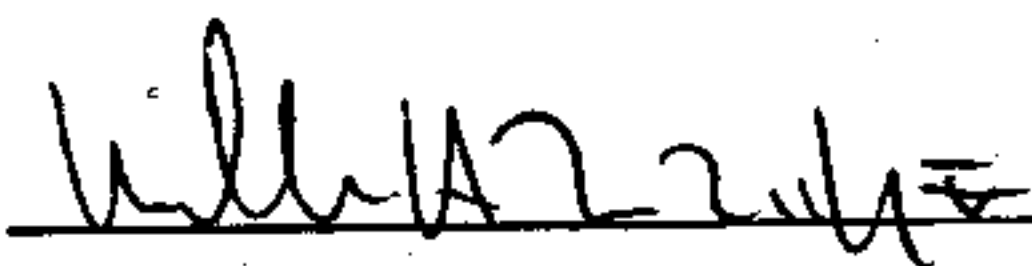
B) Any intentional infliction of harm on the Corporation or the Shareholders;

C) An intentional violation of criminal law;

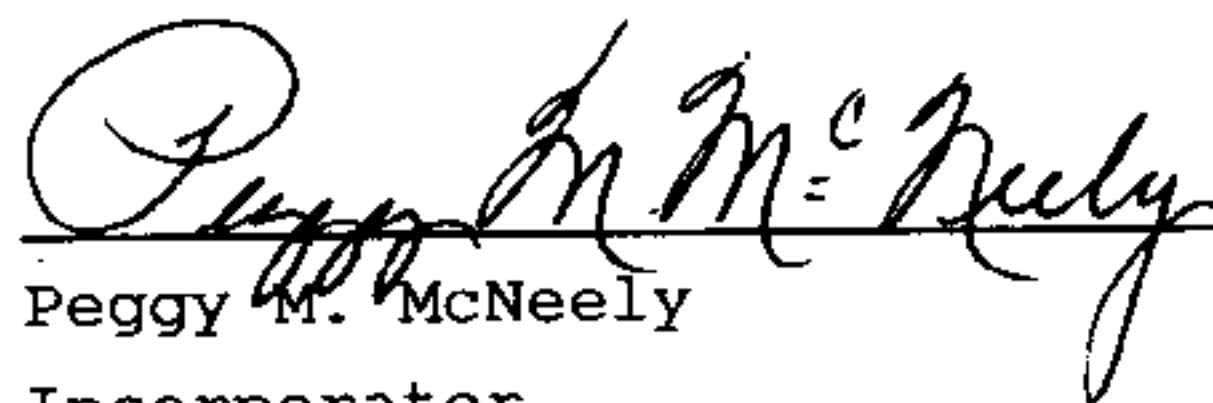
D) A breach of the Directors duty of loyalty to the Corporation or its Shareholders;

E) Each Director is held only to the standard of "exercising sound business judgment", within his or her role as a Director of the Corporation.

I, the undersigned have subscribed my name this 4TH day of FEB.,
1998.



W. A. McNeely, III
Incorporator



Peggy M. McNeely
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:

W.A. McNeely, Co., Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mitchell Spears, PO Box 119, Montevallo, AL 35115 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

Jim Bennett

Secretary of State



at # 1998-04996

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