

This Instrument Prepared By:

Barry D. Woodham, Attorney

Post Office Box 269

Montevallo, Alabama 35115

Inst # 1999-03565

ARTICLES OF INCORPORATION-03565

09:12 AM CERTIFIED

RECREATIONAL REPOS, INC.

**JUDGE OF PROBATE
014 CRH 90.00**

TO THE HONORABLE JUDGE OF PROBATE

OF SHELBY COUNTY, ALABAMA

We, 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:

Recreational Repos, Inc.

2. **DURATION** – The period of duration of the Corporation shall be perpetual.

3. **PURPOSES** – The purposes for which the Corporation is organized are:

To acquire, sell, convey, or transfer the goodwill, franchises, rights, property, stock and assets of any and all kinds and to assume or undertake the whole or any part of the liabilities of any person, firm, association or corporation, on such terms and conditions as may be agreed upon and authorized by the Board of Directors of the Corporation;

The foregoing clause, and phrases 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. Additionally, the foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the Corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary,

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profitable, or desirable for the furtherance of the Corporate objectives expressed above.

Nothing herein contained, however, shall be construed as authorizing this Corporation to carry on the business of insurance, banking, or that of a trust company.

4. **AUTHORIZED CAPITAL STOCK** – The aggregate number of shares which the Corporation shall have authority to issue 200 shares of common stock of the par value of \$1.00 per share.
5. **INITIAL REGISTERED OFFICE**– The location and mailing address of the initial registered office of the Corporation is as follows:

Recreational Repos, Inc.
1408 Highway 280 E.
Harpersville, AL 35078

6. **INITIAL REGISTERED AGENT FOR SERVICE** – The location and mailing address of the Corporation's initial registered agent for service is as follows:

✓ Barry D. Woodham, Attorney
Post Office Box 269
Montevallo, Alabama, 35115

7. **DIRECTORS** – The number of Directors constituting the initial Board of Directors shall be two (02). Thereafter, the number of Directors shall be fixed in the manner provided in the Bylaws, and may be increased or decreased from time to time by amendment to, or in the manner provided in, the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director, nor shall the number of Directors at any time be less than two (2) or such other minimum as required by statute. The name and address of each person who is to serve as a director until the first annual meeting of shareholders or until his successor shall be elected and qualified is as follows:

Name	Address
David C. Milton	25124 Highway 25 Columbiana, AL 35051
Kelly O. Milton	25124 Highway 25 Columbiana, AL 35051

8. INCORPORATORS – The name and address of each incorporator is as follows:

Name	Address
David C. Milton	25124 Highway 25 Columbiana, AL 35051
Kelly O. Milton	25124 Highway 25 Columbiana, AL 35051

9. 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 therefor, in whole or in part, money, labor done, services actually performed, 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 the 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 the Corporation.
- (c) **Stock Rights and Options** – The Corporation may create and issue, whether or not in conjunction 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) **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.
- (e) **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.

- (f) Acquisition of Stock – All persons who shall acquire stock in this Corporation shall acquire it subject to the provisions of the 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.

10. 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 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 Bylaws or adopt new Bylaws 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 Bylaw establishing what constitutes a quorum at shareholders' meetings or which was adopted by the shareholders and specifically provides that it cannot 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 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 share, 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 without a meeting if a

consent in writing, setting forth the action so taken, is
signed by all of the directors;

- (b) The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the forgoing, and in addition to the powers and authorities expressly conferred upon the Directors by statute.
- (c) Conflicts of Interest – No contract or other transaction between this Corporation and any other person, firm, association or corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the Directors of the Corporation are, directly or indirectly, pecuniarily or otherwise interested in such contract, transaction, or other act, or related to or interested in (either as Director, shareholder, officer, employee, member, or otherwise) such person, firm, association or 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 transaction of the Corporation, provided that the fact that he, individually, or such firm or association, is so interested, shall be disclosed or known. Any Director of this Corporation so related or otherwise interested may be counted in determining the presence of a quorum at any meeting of the Board of Directors, or of such committee, at which action upon any such contract, transaction, or act shall be taken, and may vote thereat with respect to any such action with like force and effect as if he were not so related or interested. Any Director of the Corporation may vote upon any

contract or other transaction between the Corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation.

11. POWER OF CHIEF EXECUTIVE OFFICER TO EXECUTE DOCUMENTS –

The Chief Executive Officer 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.

12. INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS.

- (a) Subject to the provisions of Article 12(d) below, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed 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 any 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 attorney 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, had no reasonable cause to believe his conduct was unlawful.

The termination of any claim, action, suit, 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 12(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 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 attorney 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 to the Corporation unless, and

only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the 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 12(a) and (b) above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney 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 12(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 12(a) and (b) above. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum of directors who were not parties to, or who have been wholly successful on the merits 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.

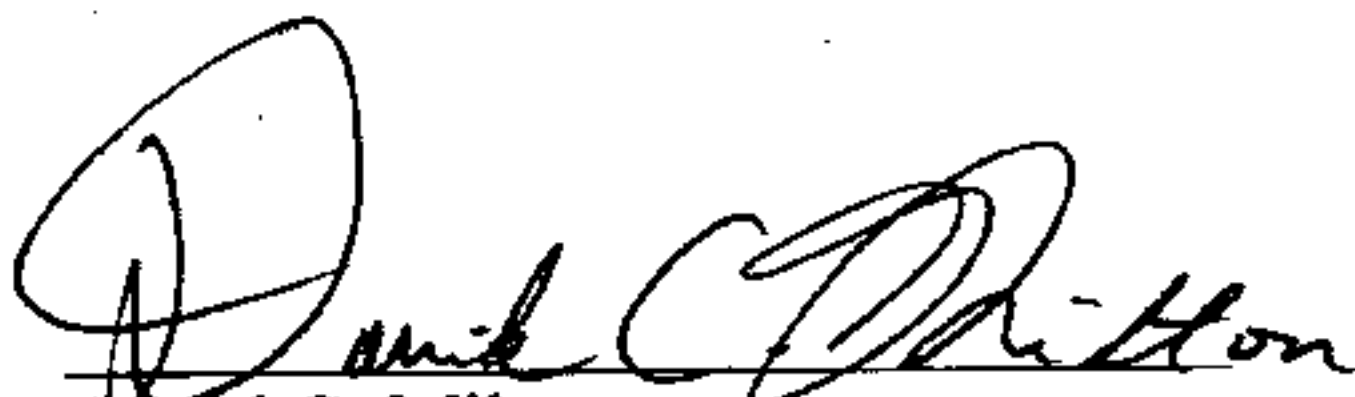
- (e) Expenses (including attorney fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in Article 12(d) above upon receipt of 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 12.
- (f) The indemnification authorized by this Article 12 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, Bylaw, 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, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such

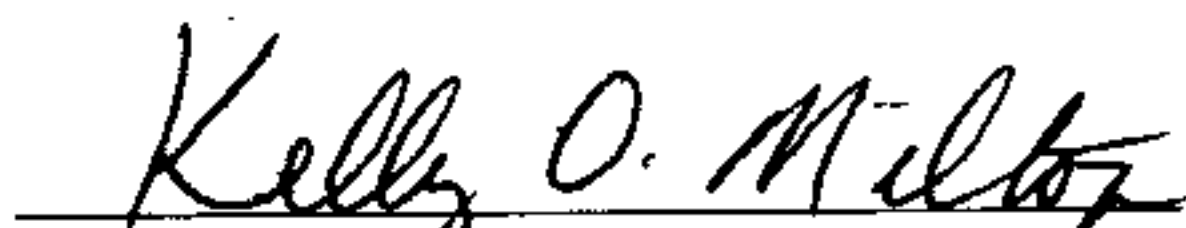
capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article 12.

13. 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 by any but less than all of the shareholders of such corporation, shall apply to this Corporation and to every shareholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

14. AMENDMENT – The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, Directors and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto subscribed their names on these Articles of Incorporation on this 22nd day of January, 1999.


David C. Milton


Kelly O. Milton

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:

Recreational Repos, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Barry Woodham, PO Bqx 269, Montevallo, AL 35115 for a period of one hundred twenty days beginning January 20, 1999 and expiring May 21, 1999.



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 20, 1999

Date

Jim Bennett

A handwritten signature in cursive script that reads 'Jim Bennett'.

Secretary of State

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