

STATE OF ALABAMA }

COUNTY OF SHELBY }

**ARTICLES OF INCORPORATION  
OF  
DEBBIE'S COURT REPORTING, INC.**

**KNOW ALL MEN BY THESE PRESENTS:**

That I, DEBBIE FANN, the undersigned Incorporator for the purpose of forming a close corporation authorized by Title 10, Chapter 2B, Code of Alabama (1975), as amended (hereinafter sometimes referred to as the "Alabama Business Corporation Act"), do hereby adopt these Articles of Incorporation, the same to constitute and become a charter for carrying on the business hereinafter specified upon the proper filing hereof pursuant to and in accordance with the laws of the State of Alabama.

**ARTICLE I**

**NAME OF CORPORATION:** The name of the Corporation shall be DEBBIE'S COURT REPORTING, INC.

**ARTICLE II**

**PURPOSES:** The nature of the business and the purpose or purposes for which this Corporation is formed are as follows:

1. To provide Court Reporting and related services.
2. To transact any and all lawful business for which Corporations may be incorporated under the Alabama Business Corporation Act, as last amended, and particularly as set forth in Section 10-2B-2.02 thereof.

**ARTICLE III**

**REGISTERED OFFICE AND AGENT:** The address of the initial registered office of this Corporation shall be 116 Greystone Glen Drive, Birmingham, Al. 35242 and the initial registered agent at such address is Debbie Fann.

**ARTICLE IV**

**DURATION:** The duration of this Corporation shall be perpetual and unlimited, unless the Corporation

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is dissolved by law or otherwise terminated.

#### **ARTICLE V**

**CAPITAL STOCK:** The Corporation shall be authorized to issue One Hundred (100) shares of common stock. The stock shall have a par value of Ten and No/100 (10.00) per share.

#### **ARTICLE VI**

**INCORPORATORS:** The names and addresses of the Incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Debbie Fann	116 Greystone Glen Drive Birmingham, AL 35242

**DIRECTORS:** The initial Board of Directors shall consist of the Incorporators.

#### **ARTICLE VII**

**VOTING:** Holders of common stock shall be entitled to one vote for each and every share of stock standing in his or her name, at any and all meetings of the stockholders of the Corporation, and said stock may be voted by the Shareholders of record, either in person or by proxy.

**PRE - EMPTIVE RIGHTS:** Each shareholder shall have a pre-emptive right, as defined by the laws of the State of Alabama, to purchase or acquire additional or treasury shares of stock of the Corporation.

**MANAGEMENT:** The business affairs of the Corporation shall be under the management and control of the Shareholders rather than a Board of Directors pursuant to Section 10-2B-2.02 of the Alabama Business Corporation Act.

**SHARES NON - ASSESSABLE:** The shares of capital stock in the Corporation, when fully paid for in accordance with the subscription therefor, or sale thereof, as authorized by or provided by law, shall be fully paid and non - assessable; and in no case shall any Shareholder be individually liable otherwise than for the unpaid stock subscribed for by him.

**LIEN ON SHARES:** The Corporation shall have a lien on the shares of its Shareholders for any debt or liability incurred to it by a shareholder before a notice of a transfer or levy on such shares and shall have all the rights in respect thereto, and with respect to the enforcement of said lien as are now or may be hereafter, conferred by the laws of the State of Alabama.

**AMENDMENTS:** The Corporation reserves the right to amend, alter, modify, 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 the Officers and Shareholders of the Corporation are granted subject to this reservation.

**SUBORDINATION:** All other provisions of the Articles of Incorporation and By-Laws shall be subordinate to the provisions of this Article.

#### **ARTICLE VIII**

**CLOSE CORPORATION:** The Corporation shall be a close corporation as authorized by Section 10-2A-308 of the Alabama Business Corporation Act.

**RESTRICTION ON TRANSFER:** As required by Section 10-2A-301 of the Alabama Business Corporation Act, all of the issued shares of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 10-2B-2.02 of the Alabama Business Corporation Act.

No share of this Corporation may be transferred to a second named party without first being offered at an equal price to the shareholders of record of this Corporation at the time of sale.

**NUMBER OF HOLDERS:** All of the Corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons. For purposes of determining the number of holders of record of the stock of the Corporation, stock which is held in joint or common tenancy or by the entities shall be treated as held by one shareholder.

**LEGEND ON CERTIFICATES:** Each certificate for shares of capital stock shall conspicuously note that the Corporation is a close corporation and shall bear the following legend conspicuously on the front or back.

The Corporation has elected to be managed by the stockholders rather than by a Board of Directors, as authorized by Section 10-2B-2.02 of the Alabama Business Corporation Act. The transfer of shares of stock of the Corporation is subject to certain restrictions on transfer contained in the Articles of Incorporation. Shares of the Corporation must first be offered to shareholders of record before being sold to third parties.

IN WITNESS WHEREOF, we, the said Incorporators, have hereunto set our hands and seals on this the 23 day of Aug., 1999.


  
DEBBIE FANN

STATE OF ALABAMA }

COUNTY OF SHELBY }

I, the undersigned authority, a Notary Public in and for the State of Alabama at Large, hereby certify that the within named Incorporator, Debbie Fann, whose name is signed to the above and foregoing Articles of Incorporation, and who is known to me, acknowledged before me, on this day that, being informed of the Articles of Incorporation, she executed the same voluntarily on the day the same bears date.

Given under my hand and official seal on this 23<sup>rd</sup> day of August, 1999.

  
NOTARY PUBLIC  
My Commission Expires: 12/8/2001

# 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:

Debbie's Court Reporting, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Curtis Smith, #1 Durrett Grove, Tuscaloosa, AL 35404 for a period of one hundred twenty days beginning August 11, 1999 and expiring December 10, 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.

August 11, 1999  
Date

*Jim Bennett*

Jim Bennett

Secretary of State



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