

STATE OF ALABAMA)

SHELBY COUNTY)

This Instrument Prepared By:
D. Lee Hodges, Attorney
715 Frank Nelson Building
Birmingham, Alabama 35203
(205) 251-6306

ARTICLES OF INCORPORATION

OF

MAINTENANCE SERVICE, INC.

[AN ALABAMA CORPORATION]

Inst # 1999-45147

11/02/1999-45147

10:14 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE

90.00

007 MMS

KNOW ALL MEN BY THESE PRESENTS: That, for the purpose of forming a Corporation under the provision of the Alabama Business Corporation Act, (1980), as amended, the undersigned, all of whom are over the age of nineteen (19) years, desiring to organize a body corporate under the laws of the State of Alabama, do hereby adopt the following "Articles of Incorporation" for such Corporation:

ARTICLE I

[Corporate Name]

The name of the Corporation is MAINTENANCE SERVICE, INC., and it shall be authorized to trade in that name, or to use any other trade name, not now being used by any other person, firm or Corporation.

ARTICLE II

[Duration of Corporation]

The period of duration of the Corporation shall be perpetual.

ARTICLE III

[Authorized Shares]

The aggregate number of shares which the Corporation shall have the authority to issue shall be one thousand (1000) shares of common stock having a par value of one (\$1.00) dollar per share. All of said stock shall be "common"; and, none of said stock shall be "preferred" stock, or stock(s) of a different class. The Corporation shall commence

business with the issuance of one hundred (100) shares of common stock having the aggregate value of one hundred (\$ 100.00) dollars, fully paid for as is indicated by the subscription list as hereinafter set out.

ARTICLE IV
[Registered Office and Agent]

The registered office of the corporation shall be at 511 Matterhorn Road, Wilsonville, AL 35214. The registered agent at that address shall be Jesse Decker.

ARTICLE V
[Incorporators]

The name(s) and the address(es) of the incorporator(s) of the Corporation is/are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>
JESSE DECKER	511 Matterhorn Rd. Wilson., AL 35186	50
STEVEN DECKER	1457 Cherry Ave. B'ham., AL 35214	50

ARTICLE VI
[Initial Directors]

The number of directors constituting the initial "Board of Directors" of the Corporation is two (2); and, the name and address of that or those person(s) who is or are to serve as acting or interim director(s) until the First Annual Meeting of the Shareholders [or until such time as his or her successor(s) shall be elected and shall qualify] is or are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JESSE DECKER	511 Matterhorn Rd. Wilson., AL 35186
STEVEN DECKER	1457 Cherry Ave. B'ham., AL 35214

ARTICLE VI
[Corporate Objects and Purposes]

The objects and purposes for which the Corporation is formed are as follows:

(a) To be engaged, generally, in the renovation and repair of all types structures.

(b) To purchase, receive by way of gift, subscribed for, invest in, and in all other ways acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, 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, script, 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 of title, and accompanying rights, and every other kind and character of personal property, (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenant 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 of subdivision or agency thereof, and 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) To transact any or all lawful business for which corporations may be incorporated, and, to carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and, to do all things specifically enumerated in the Alabama Business Corporation Act, (1980), as amended, and to have and to exercise all powers conferred by the laws of the State of Alabama on corporations formed under the laws pursuant to which, and under which this Corporation is formed, as such laws are now in effect, or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either along or in connection with other persons, firms, associations or corporations, and in any part of the world. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and it shall be liberally construed in aid of the powers of this corporation, and the powers and purposes as 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 distributively as each object expressed, and the 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 VII [By-Laws]

The conduct of the business and the affairs of the Corporation shall be governed and regulated by its "By-Laws". The shareholders reserve the right to adopt the the initial By-Laws of the Corporation. The Board of Directors is expressly authorized to alter, amend or repeal the By-Laws of the Corporation, without any action on the part of the shareholders; but the By-laws so altered, amended or repealed by the directors and the powers so conferred may be altered, amended or repealed by the shareholders at any annual meeting, or at any special meeting, provided notice of such proposed alteration, amendment or repeal by the shareholders be included in the notice of such special meeting of the shareholders.

ARTICLE VIII [Management]

The management of the business of the Corporation shall be vested in the "Board of Directors", who, in addition to the powers and

authorities granted by the By-laws, the Statutes of Alabama, or otherwise expressly conferred upon them, are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation which are not by Statute or the By-laws of the Corporation directed or required to be exercised or done by the shareholders, or by the corporation in a general meeting; subject, however, to the provisions of the Code of Alabama, these Articles of Incorporation, the By-Laws of the Corporation and to any resolution from time to time made by the Corporation in a general meeting, provided that no resolution or By-Law so made shall invalidate any prior act of the Directors which would not have been valid if such By-laws had not been made, or if such resolution had not been adopted.

Dated this the 28 day of October, 1999.

Jesse Decker
JESSE DECKER

Steven Decker
STEVEN DECKER

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:

Maintenance Service, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Lee Hodges, 715 Frank Nelson Bldg, Birmingham, AL 35203 for a period of one hundred twenty days beginning October 5, 1999 and expiring February 3, 2000.



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.

October 5, 1999

Date

Jim Bennett

Secretary of State

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