

**ARTICLES OF INCORPORATION
OF
E AND E PROPERTY MANAGEMENT, INC.
AN ALABAMA CORPORATION**

The undersigned incorporators, whether one or more, in order to form a corporation under and pursuant to the laws of the State of Alabama, hereby adopt the following Articles of Incorporation:

- (1) NAME: The name of the corporation is E AND E Property Management, Inc.
- (2) PERIOD OF DURATION: The period for the duration of the corporation shall be perpetual.
- (3) PURPOSES AND POWERS: The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act, and without limitation of the powers conferred by statute or general rules of law, this corporation shall have the following powers in addition to others now or hereafter conferred by law:
 - (a) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire, appraise and deal in the business of landscape design, landscape architectural construction, horticultural consultation, irrigation system design and construction and lawn maintenance services.
 - (b) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire, appraise and deal in real and personal property or any interest therein of any kind or character, wherever situated.
 - (c) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to any class of business specifically enumerated among the purposes of this corporation; and to own and operate mines, plants, factories, mills, warehouses, yards, professional offices, merchandise stores, commissaries and all other installations or establishments of whatever

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character or description, together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto.

(d) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and put to use any license, power, authority, concession, franchise, letters patent of the United States or any foreign country, patent rights, processes, formulae, know-how, methods, copyrights, trademarks, trade names, or any other right or privilege, and to grant licenses or rights in any of the foregoing and to make or grant any of the foregoing which any corporation can make or grant.

(e) To acquire and pay for in cash, bonds or stock of this corporation or otherwise, the goodwill, rights, assets, and properties of any person, firm, partnership, association, trust, estate, or corporation and to undertake, assume, or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate, or corporation; to hold, or in any manner dispose of the whole or part of the properties so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this corporation.

(f) To acquire, by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks, bonds, debentures, obligations, evidence of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests (whether general or limited), mortgages or securities executed or issued by the government of the United States or by any other government, state, territory, governmental district, municipality, county, political entity or any subdivision or instrumentality of any of the foregoing, or by any person or individual, partnership, firm, association, trust, investment company, corporation, or otherwise, whether public or private and whether organized and existing under the laws of Alabama or any other state or foreign country, and to issue or exchange for any or all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes,

investment contracts, puts, calls, stock rights, participations, partnership interests, indebtedness or other securities of this corporation, and this corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, incumber, deposit and escrow, lend, hypothecate, trade or otherwise dispose of all or any part of its interest in any such investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages or securities so acquired by it, and, while the owner thereof, to exercise all of the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama or of such other jurisdiction as are applicable in the premises, whether or not the exercise of such rights of ownership involves the conduct, management, participation or ownership of any business not related to any class of business specifically numerated among the purposes of this corporation and whether or not the exercise of such rights of ownership and the retention of such property involves a sharing or delegation of control over the business or property of this corporation with or to persons other than the Board of Directors of the corporation.

(g) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real and personal property of every nature and description, or by way of guaranty or otherwise.

(h) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(i) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(j) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same.

(k) To endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, mortgage or

obligation, or the payment of dividends or the redemption or purchase price or liquidation rights of any stock, of any other corporation or association, domestic or foreign, or of any person, firm, partnership, or joint venture.

(l) To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders.

(m) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration, with any person, firm, partnership, trust, estate, association, corporation, state, territory, municipality, county, government, governmental district, body politic, or any subdivision or instrumentality thereof.

(n) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(o) To participate with any person, partnership, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as a general partner or a limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interests, reciprocal concession, joint ownership, or cooperation, as partner (general or limited), joint venturer, or otherwise, with any person, partnership, trust, estate, firm, association, or corporation, for the purpose of any transaction, undertaking, or arrangement, or the carrying on of business within the power of a corporation organized under the laws of Alabama, whether or not such participation or arrangements involve sharing or delegation of control over the business and properties of this corporation with or to persons other than this corporation's Board of Directors and whether or not such participation or arrangements involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation.

(p) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other enterprise.

(q) To enter into any plan or project for the assistance and welfare of its directors, officers, or employees; to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors, officers, and employees.

(r) Subject to the limitations and restrictions imposed by Alabama law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened to be made party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative or investigative, including appeals and including actions by or in the right of the corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) and (if such action is not by or in the right of the corporation) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such claim action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the corporation; and to purchase and maintain insurance on behalf of any such person who is or was a director, officer, employee or agent of this corporation or is or was serving at the request of this corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

(s) To make donations for the public welfare or for charitable, scientific or educational purposes.

(t) To transact any lawful business which the Board of Directors find to be in the aid of governmental or regulatory policy.

(u) To have and exercise all powers necessary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

(4) AUTHORIZED SHARES:

The aggregate number of shares of stock which the corporation shall have the authority to issue shall be One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

(5) REGISTERED OFFICE & INITIAL REGISTERED AGENT: The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address are:

NAME	ADDRESS
Greg Eddins	3011 Longleaf Lane, Helena, AL 35080

(6) INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of at least one (1) person. The name and address of the person who shall serve as director until the first annual meeting of shareholders of the corporation or until the successors to such director are elected and qualify are:

NAME	ADDRESS
Greg Eddins	3011 Longleaf Lane, Helena, AL 35080

(7) INCORPORATORS: The names and addresses of each incorporator, whether one or more, are:

NAME	ADDRESS
Greg Eddins	3011 Longleaf Lane, Helena, AL 35080

(8) FINANCIAL PROVISIONS: The Board of Directors of this corporation may, from time to time, distribute to the shareholders of the corporation out of its capital surplus, as capital surplus is defined under the Alabama Business Corporation Act (as the same may be amended from time to time), any portion of the corporation's assets, in cash or property, provided however, that no such distribution of this corporation's assets shall be made at a time when this corporation is

insolvent, as defined under the Alabama Business Corporation Act (as the same may be amended from time to time), or when such distribution would render this corporation insolvent, as so defined.

(9) **ELIMINATION OF DIRECTOR LIABILITY:** The Directors of the corporation shall not be liable to either the corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except as set forth in the Alabama Business Corporation Act.

(10) **LIMITATION ON NUMBER OF SHAREHOLDERS:** All of the corporation's issued shares of common stock, exclusive of treasury shares, shall be held of record by no more than Ten (10) persons. For purposes of determining the number of holders of record of the stock of this corporation, stock which is held in joint or common tenancy or by entireties shall be treated as held by one shareholder.

EXECUTED on this the 21 day of December 1999.



GREG EDDINS
E AND E Property Management, Inc.
3011 Longleaf Lane, Helena, AL 35080

**BY-LAWS OF
E AND E PROPERTY MANAGEMENT, INC.
AN ALABAMA CORPORATION**

OFFICES

The principal office of the corporation shall be located at 3011 Longleaf Lane, Helena, AL 35080. Copies of its books of accounts, records of all transactions of the corporation, proceedings of shareholders' and directors' meetings and a list of the names and addresses of its shareholders, with the number and class held by each, shall be kept at the principal office.

SHAREHOLDERS

(1) **ANNUAL MEETING:** The annual meeting of the shareholders of the corporation shall be held each year on the first day in July and commencing on July 1, 2000, if not a holiday, and if a holiday, then the next secular day following, at such hour as the Board of Directors may designated, for the purpose of electing directors and the transaction of such other business as may be brought before the meeting.

(2) **SPECIAL MEETINGS:** Special meetings of the shareholders may be called by the President or by a majority of the Board of Directors, and shall be called by the President or Secretary-Treasurer upon the written request of shareholders owning one-tenth or more of all the outstanding shares of stock entitled to vote at the meeting.

(3) **PLACE OF MEETING:** The Board of Directors may designate any place either within or without the State of Alabama as the place of meeting of any annual or special meeting. In absence of any designation, all meetings shall be held at the principal office of the corporation.

(4) **NOTICE OF MEETING:**

(a) Written notice stating the day, place and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given before the date of the meeting, either personally or by United States mail, by or at the direction of the Secretary-Treasurer to each shareholder of record entitled to vote at such meeting. Such notice shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, or within such period of notice to shareholders as may be required by law for shareholder meetings called for special purposes.

(b) Notwithstanding the provisions of this section, the stock or bonded indebtedness of this corporation shall not be increased at a meeting unless thirty (30) days notice of such meeting shall have been given in the manner prescribed in this section.

(c) In case of a meeting of shareholders, whether annual or special, at which action is to be taken for which special notice to shareholders or the inclusion in such notice of any document or summary thereof is required by law, notice of such meeting shall also state the purpose for which the meeting is called or the special action which is proposed to be taken, and shall include any document or summary thereof required by law.

(d) If mailed, any notice to shareholders shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his or her address as it appears on the stock transfer books of the corporation with postage thereon prepaid. If given personally, such notice shall be deemed to have been delivered when handed to the shareholder or left at his or her place of business or residence.

(5) **QUORUM:** At any meeting of the shareholders of the corporation, one-third (1/3) of the shares entitled to vote at such meeting, represented in person or in proxy, shall constitute a quorum. If a quorum is present when the meeting is convened, the shareholders present in person or by proxy may continue to transact business, notwithstanding the withdrawal of the holders of enough shares to leave less than a quorum as fixed above, or the refusal of any shareholder to vote, taking action by the vote of such number of shares as would have been sufficient to take such action at such meeting had such withdrawal or refusal not occurred.

(6) **PROXIES:** A shareholder entitled to vote may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months after the date of its execution, unless otherwise provided in the proxy.

(7) **VOTING OF SHARES:** Each outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of shareholders.

(8) **ACTION BY THE SHAREHOLDERS WITHOUT A MEETING:** Any action required to be taken at a meeting of the shareholders, or any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth, the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the shareholders.

BOARD OF DIRECTORS

(1) **MANAGEMENT OF BUSINESS AND AFFAIRS:** The corporate powers shall be exercised by or under the authority of and the business affairs of the corporation shall be managed under the direction of the Board of Directors, except as may otherwise be provided in the Articles of Incorporation.

(2) **NUMBER, TENURE AND QUALIFICATIONS:**

(a) There shall be no more than TEN (10) directors of the corporation.

(b) The directors shall be elected at the meeting of the shareholders and shall hold office for one year until the next annual meeting of the shareholders and until their successors have been elected and qualified. The number of directors may be increased or decreased from time to time by amendments to the by-laws, but no decrease shall have the effect of shortening of the term of any incumbent director.

(3) **ANNUAL AND OTHER REGULAR MEETINGS:** The regular annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the shareholders, without the necessity of notice of such meeting. The Board may provide for the holding of additional regular meetings at such places either within or without the State of Alabama and at such time as the Board of Directors by resolution may determine, and if so determined, no further notice thereof need be given.

(4) **SPECIAL MEETINGS:** Special meetings of the Board of Directors may be called by the Chairman of the Board, or by the President, or by any director. The person authorized to call a special meeting of the Board of Directors shall fix the place, either within or without the State of Alabama, and the date and time for holding any such meeting.

(5) **NOTICE:** Notice of any special meeting shall state the date, time and place of the meeting and the purpose(s) for which the meeting is called and may be given under any one of the following methods:

(a) by written notice at least 48 hours in advance of such meeting, delivered in person or by leaving such notice at the place of business or residence of such director, or by depositing such notice in the United States mail, postage prepaid, addressed to the director at his or her address as it appears on the records of the Secretary-Treasurer of the corporation;

(b) orally, in person or by telephone at least 24 hours in advance of such meeting by communication with the director in person or by telephone;

(c) by telegram delivered to the telegraph company at least 48 hours in advance of such meeting.

Attendance of a director at a meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called and convened.

(6) **QUORUM:** A majority of the directors shall constitute a quorum for the transaction of business but if less than such a majority is present at a meeting, a majority of the directors present may adjourn the meeting which may be held on a subsequent date without further notice provided a quorum shall be present at such deferred meeting.

(7) **MANNER OF ACTING:** The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by statute, the Articles of Incorporation, or the by-laws. If a quorum is present when the Board of Directors is convened, the directors present may continue to do business by a vote of majority (or such percentage as is otherwise required) of a quorum as fixed above, until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum as fixed above, or the refusal of any director present to vote.

(8) **ACTION OF BOARD OF DIRECTORS WITHOUT A MEETING:** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the Board of Directors or of such committee, as the case may be. Such consent shall be filed with the minutes of proceedings of the Board or committee.

(9) **VACANCIES:** Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of the majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected to serve until the next annual meeting of the shareholders. Any directorship to be filled by reason of increase of the number of directors shall be filled by election at an annual meeting or special meeting of shareholders called for that purpose.

WRITTEN WAIVER OF NOTICE

(1) **WAIVER IN WRITING:** Whenever any notice is required to be given to any shareholder or director of the corporation under the provisions of these by-laws or otherwise, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice.

OFFICERS

(1) **VARIOUS OFFICERS:** The officers of the corporation shall be elected by the Board of Directors and shall be a President and a Secretary-Treasurer. The position of Vice President may be elected and filled by the Board of Directors, but is not required. The Board of Directors may also choose a Chairman of the Board of Directors. Upon a majority vote of the Board of Directors, the office of Secretary-Treasurer may be changed to the offices of Secretary and Treasurer. If they are separate offices, the Secretary and the Treasurer may be the same person, and the President may hold, at the same time, the office of Treasurer. The offices of President and Secretary-Treasurer may be held by the same person.

(2) **ELECTION AND TERM OF OFFICE:** The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors except an officer elected to fill a vacancy shall be elected in the manner provided in sub-section 4 of this section. If the election of officers shall not be held at such annual meeting, such election must be held as soon thereafter as practical. Each officer shall hold office until his successor shall have been duly elected and qualified or until his death, resignation, or removal in the manner herein provided.

(3) **REMOVAL:** Any officer elected or appointed by the Board of Directors may be removed at any time whenever in its judgment the best interests of the corporation will be served thereby. Such removal shall be only by the affirmative vote of the majority of all the directors. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

(4) **VACANCIES:** A vacancy in any office on account of death, resignation, removal, disqualification, or otherwise may, at any regular or special meeting, be filled by the Board of Directors for the unexpired portion of the term.

(5) **CHAIRMAN OF THE BOARD OF DIRECTORS:** In the event the Board of Directors shall elect a Chairman of the Board of Directors, the Chairman shall preside at all meetings of shareholders and directors. Except where by law the signature of the President is required, the Chairman shall possess the same power as the President to sign all contracts and other instruments of the corporation which may be authorized by the Board of Directors.

(6) **PRESIDENT:** The President shall be the Chief Executive Officer of the corporation and shall have general supervision of all the business and affairs of the corporation; shall see that all orders and resolutions of the Board of Directors are carried into effect; sign all stock certificates, contracts and other instruments of the corporation which may be authorized by the Board of Directors; and perform all other duties as are incident to the office of President or as may be assigned to him by the Board of Directors. In the absence of or if there is no Chairman of the Board of Directors, the President shall preside at all meetings of the shareholders and directors.

(7) **SECRETARY-TREASURER:**

(a) The Secretary-Treasurer shall attend all sessions of the Board of Directors and all meetings of the shareholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose; see that all notices are given in accordance with the provisions of these by-laws or as required by law; sign with the President, or any Vice-President, all stock certificates to be issued; and perform such other duties as may be assigned to him or her by the Board of Directors or President.

(b) The Secretary-Treasurer shall be the Chief Financial Officer of the corporation; have custody of all funds and securities of the corporation; keep full and accurate accounts of all receipts and disbursements; deposit all monies and valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; disburse the funds of the corporation as may be ordered by the Board, taking proper vouchers for such disbursements; render to the President and Board of Directors whenever they may require it an account of his or her transactions as Treasurer and of the financial condition of the corporation; and perform such other duties as may be assigned to him or her by the Board of Directors or President.

(8) **VICE PRESIDENT:** If elected and filled by the Board of Directors, the Vice President shall be an Officer of the corporation and shall have limited supervision of all the business and affairs of the corporation; shall see that all orders and resolutions of the Board of Directors or Directives of the President are carried into effect; Sign all contracts and other instruments of the corporation which may be specifically authorized by the Board of Directors ; and perform all other duties as are incident to the office of Vice President or as may be assigned by the Board of Directors or the President.

(9) **DELEGATION OF DUTIES:** In case of the absence of any officer of the corporation or for any other reason that the Board of Directors may deem sufficient, the Board may delegate any or all of

the powers or duties of any officer to any other person(s) provided a majority of the entire Board concurs therein and the other person is a shareholder of the corporation.

CERTIFICATES OF STOCK AND STOCK TRANSFERS

(1) **STOCK CERTIFICATES:** Stock certificates shall be in such form as may be determined by the Board of Directors and as will comply with the applicable statutes. Stock certificates shall be signed by the President and the Secretary-Treasurer. All stock certificates shall be consecutively numbered. Each certificate shall state upon the face thereof:

- (a) that this corporation is organized under the laws of Alabama;
- (b) the name of the person to whom issued;
- (c) the number and class of shares, and the designation of the series, if any, which such certificate represents;
- (d) the par value of each share represented by such certificate or a statement that such share are without par value; and
- (e) such additional information as required by law.

(2) **STOCK TRANSFERS:** Transfers of stock shall be made on the books of the corporation only by the holder of record or by his legal representative, or by his attorney-in-fact lawfully constituted in writing, and upon the surrender of the certificate therefor.

(3) **REGISTERED SHAREHOLDERS:** The corporation shall be entitled to treat the holder of record of any share(s) of stock as the holder in fact thereof and, accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share(s) on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided by the laws of the State of Alabama.

(4) **LOST CERTIFICATES:** In case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

DIVIDENDS

(1) **DECLARATION AND PAYMENT OF DIVIDENDS:** Subject to the laws of the State of Alabama, the Board of Directors may, from time to time, declare and the corporation may pay dividends or make distributions on its outstanding shares in cash, property, or its own shares, except when the

corporation is insolvent or when the declaration or payment thereof would be contrary to any restrictions contained in the Articles of Incorporation. Further, the Board of Directors may, from time to time, distribute corporate assets out of the capital surplus in accordance with the Articles of Incorporation.

SEAL

- (1) **SEAL:** The corporation shall have no official seal.

FISCAL YEAR

- (1) **DISCRETION OF DIRECTORS IN ADOPTING FISCAL YEAR:** The first fiscal year shall begin on January 1, 2000 and end on December 31, 2000. Thereafter, the fiscal year shall run from January 1 to December 31 of each subsequent year, unless later modified or changed.

AMENDMENTS

- (1) **POWER OF DIRECTORS TO AMEND BY-LAWS:** The power to alter, amend or repeal the by-laws or adopt new by-laws shall be vested in the Board of Directors except the Board of Directors shall not have the power to alter, amend or repeal any by-law fixing the number or providing the manner for fixing the number of directors, or reserving to the shareholders the power to fill vacancies on the Board of Directors, or fixing the time and place of shareholders' meetings.

ADOPTED by the shareholders on this 21 day of December 1999.



GREG EDDINS
E AND E Property Management, Inc.
3011 Longleaf Lane, Helena, AL 35080

**WRITTEN CONSENT TO ACTION IN LIEU OF
THE FIRST MEETING OF THE SHAREHOLDERS OF
E AND E PROPERTY MANAGEMENT, INC.
AN ALABAMA CORPORATION**

The undersigned, being all the shareholders of E AND E Property Management, Inc., in lieu of an organizational meeting of the Board of Directors and the First Shareholder Meeting, hereby consent to the taking of the following actions by the shareholders of said corporation without a meeting:

(1) APPROVAL OF ACTIONS OF INCORPORATORS:

The actions of the incorporators in executing and filing the Articles of Incorporation are approved, confirmed and ratified.

(2) APPOINTMENT OF THE BOARD OF DIRECTORS:

The following are duly qualified and elected to serve on the Board of Directors:

Greg Eddins	3011 Longleaf Lane, Helena, AL 35080
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(3) ELECTION OF OFFICERS:

The following are duly qualified and elected to serve as officers of the corporation:

Greg Eddins	3011 Longleaf Lane, Helena, AL 35080
President, Secretary/Treasurer	

(4) CORPORATE BOOKS:

The Secretary-Treasurer is authorized and directed to procure the necessary corporate books.

(5) SHARE CERTIFICATES:

The form of share certificate, a specimen of which is attached hereto, is approved and adopted.

(6) **SEAL OF THE CORPORATION:**

The corporation shall have no official seal.

(7) **INSERTION OF ARTICLES OF INCORPORATION IN MINUTE BOOK:**

The Secretary-Treasurer is instructed to insert the Articles of Incorporation and By-Laws in the Minute Book.

(8) **ISSUANCE OF STOCK:**

The shareholders authorize the Board of Directors to fix the consideration for which the corporation will issue its authorized shares of stock of a par value of ONE Dollar (\$1.00) per share at ONE Dollar (\$1.00) per share, which sum is not less than the value thereof.

Furthermore, the shareholders authorize the Board of Directors, who have received offers from the persons listed below for the purchase of One Hundred (100) shares of authorized common stock of the corporation having a par value of One Hundred Dollars (\$100.00) at the price fixed by the Directors as the consideration to be received by the corporation for its stock, to accept said offers from the persons named below to purchase the number of shares set forth by the name of each of them respectively, for the total amount of consideration in cash set forth by the name of each of them respectively, and directs the Secretary to issue stock certificates to each of them in accordance with their respective offers as follows:

Name of Purchaser	Number/Type Shares	Total Paid	Payment Method
Greg Eddins	100 Common Shares	\$100.00	Cash/Check

- (9) The President is authorized to sign and enter into any necessary and appropriate Contracts or written agreements to carry out the business of the corporation.

(10) **ADOPTION OF BY-LAWS:**

Recognizing that the initial By-Laws of the corporation must be adopted by its shareholders, the shareholders hereby adopt and approve the By-Laws which have been presented to the shareholders and executed by each of them and direct the Secretary to file the same in the Minute Book of the corporation with this Written Consent.

Shareholders Executed on this 21 day of December 1999.

A handwritten signature in black ink, appearing to read "Greg Eddins", is written over a horizontal line.

GREG EDDINS
E AND E Property Management, Inc.
3011 Longleaf Lane, Helena, AL 35080

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:

E And E Property Management, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of ✓ Gerald Templeton, 2 Perimeter Park S Ste 100, Birmingham, AL 35243 for a period of one hundred twenty days beginning December 16, 1999 and expiring April 15, 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.

December 16, 1999

Date

A handwritten signature in dark ink, appearing to read 'Jim Bennett', written over a horizontal line.

Jim Bennett

Secretary of State

Inst # 1999-51824

12/23/1999-51824
09:52 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
012 NWS 90.00