

ARTICLES OF INCORPORATION

of

LEE McDANIEL, Inc.

TO THE JUDGE OF PROBATE OF
SHELBY COUNTY, ALABAMA:

The undersigned, desiring to organize a body corporate under the laws of the State of Alabama and being the incorporator of the corporation hereby organized, does make, sign and file these ARTICLES OF INCORPORATION, as follows:

ARTICLE I

CORPORATE NAME

The name of the Corporation is: **LEE McDANIEL, Inc.**

ARTICLE II

AUTHORIZED SHARES

The maximum number of shares which the corporation is authorized to have outstanding is **10,000**, all of which shall be common shares with a par value of **\$1.00**.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the initial registered office of the corporation is 2 Riverchase Office Plaza, Suite 100, Hoover, Alabama 35244, and the name of its initial registered agent at such address is Walter Clarence McDaniel, Jr.

Inst # 2000-02711
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SHELBY COUNTY JUDGE OF PROBATE
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ARTICLE IV

INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Walter Clarence McDaniel, Jr.	2 Riverchase Office Plaza Suite 100 Hoover, Alabama 35244

ARTICLE V

INITIAL DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until a successor is elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Walter Clarence McDaniel, Jr.	2 Riverchase Office Plaza Suite 100 Hoover, Alabama 35244

ARTICLE VI

PURPOSES

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

- (a) To engage in the business of the sale of school supplies, including, but not limited to, class rings and graduation accessories and any and all other business and any other lawful business in the State of Alabama.
- (b) To buy, sell, own, build, improve, design, plat, and deal in houses and buildings of every nature, and real estate.
- (c) To act as agent, jobber, or broker 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 all interests in, and claims affecting the same.

- (d) To buy, own, sell, pledge, exchange, convey, and otherwise acquire hold, dispose of and deal with bills, notes, bonds, warrants, debentures, and securities of all kinds.
- (e) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association, or corporation; to pay for the same in cash, the stock or other securities of this Corporation, or otherwise; to hold, or in any manner dispose of the whole or any part of the property 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.
- (f) To acquire, hold, use, sell, assign, lease, exchange, and grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formulas, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.
- (g) To assume or guarantee the payment of the principal of or dividends or interest on any shares of stock, notes, bonds or other securities, and to guarantee any contracts or obligations issued by any corporation, firm, or individual, and to use its name and credit for the benefit of other corporations, firms, or individuals.
- (h) To borrow and lend money; to give or to take security for money borrowed or loaned or for the purposes, by way of mortgage, pledge, transfer, assignment, or otherwise, on real or personal property of every nature and description; and to issue bonds, notes, bills of exchange, debentures, and other obligations and evidences of indebtedness.
- (i) To enter into, make, and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government, or colony or dependency thereof.
- (j) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law), and its bonds, debentures, notes, scrip, or other securities or evidences of indebtedness, and to hold, sell, transfer, or reissue the same.

- (k) To do all and everything necessary and proper for the accomplishment of the objects to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether such business is similar in nature to the objects and powers herein above set forth or otherwise.
- (l) To exercise all powers now granted, or which in the future may be granted, by the Alabama Business Corporation Act to corporations formed thereunder, subject to any limitation imposed or any provision of any other statute of the state of Alabama.

ARTICLE VII

PAYMENT FOR STOCK

This Corporation may from time to time issue its shares of stock for such consideration as may be fixed from time to time by the Board of Directors and may receive in payment thereof in whole or in part cash, labor done, personal property, or real property or leases thereof. Before the shares are issued the Board of Directors must determine that the consideration received or to be received is adequate. The determination by the Board of Directors as to the value of such labor, property, real estate or leases thereof, 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.

ARTICLE VIII

STATUTORY RIGHTS

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers or 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 taken by any part less than all of the shareholders of any such corporation, shall apply to this Corporation and shall be binding upon not only this Corporation, but upon 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.

ARTICLE IX

DURATION

The period for the duration of the Corporation shall be perpetual.

ARTICLE X

MANAGEMENT

The conduct of the business and the affairs of the corporation shall be governed and regulated by its Bylaws. The shareholders reserve the right to adopt the initial Bylaws of the corporation. The Board of Directors is expressly authorized to alter, amend, or repeal the Bylaws of the Corporation, without any action on the part of the shareholders; but the Bylaws 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 XI

INDEMNIFICATION

The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee

- (a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;
- (b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and
- (c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed her signature to these Articles of Incorporation, this the 21 day of January, 2000.


Walter Clarence McDaniel, Jr, Incorporator

This Instrument Prepared By:

Richard W. Bell, Esq.
Suite 950, 3000 Riverchase Galleria
Birmingham, Alabama 35244
(205) 985-3557

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:

Lee McDaniel, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Richard W. Bell, 3000 Riverchase Galleria Ste 950, Birmingham, AL 35244 for a period of one hundred twenty days beginning December 7, 1999 and expiring April 6, 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 7, 1999

Date

Jim Bennett

Jim Bennett

Secretary of State

Handwritten signature

Inst # 2000-02711

01/26/2000-02711

11:04 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE

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