

ARTICLES OF INCORPORATION
OF
RE/MAX CLASSIC HOMES
RELOCATION & REFERRAL CO., INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned incorporators, desire to form a corporation under the Code of Alabama and adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be RE/MAX CLASSIC HOMES RELOCATION & REFERRAL CO., INC.

ARTICLE II

- (1) The purpose or purposes for which this corporation is formed are to engage in Sale of Real Property; and
- (2) To do and engage in any business which a natural person can do; and
- (3) To manufacture, purchase or otherwise acquire, own, pledge, sell, assign and transfer, or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise of every class and discription, whether or not the same specifically pertain to the classes of business above specified; and
- (4) To enter into, make and perform contracts of every kind and description with any person, firm, association corporation, municipality, country, state, body politic or government or colony or dependency thereof; and

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(5) To purchase, acquire, hold, improve, sell, convey, assign, exchange, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character; and

(6) To purchase, acquire, hold, subdivide, develop and operate real estate, to erect buildings thereon and to sell, lease, maintain, own, repair, and operate such properties; and

(7) To borrow and lend money and to give or take security therefore by way of mortgage, pledge, transfer or assignment of real or personal property of every nature; and

(8) 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 evidence of indebtedness, and to hold sell, transfer or reissue the same; and

(9) Generally to purchase, take or lease, exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purpose of its business, and to buy, own and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefore; and

(10) To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise; and

(11) To do all and everything necessary and proper for the accomplishments of the objects herein enumerated or necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as objects and purposes of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

ARTICLE III

The location and mailing address of the initial registered office of the corporation is **5501 Highway 280 South, Suite 124 Birmingham, Alabama 35242** and the name of its initial registered agent at such address is **Sandra F. Varner**.

ARTICLE IV

The amount of the total authorized capital stock of this corporation shall be **\$1, 000.00** divided into **1000** shares with a par value of **\$1.00** per share.

The amount of total authorized capital stock with which this corporation shall begin business shall be **\$1, 000.00** divided into **1000** shares with a par value of **\$1.00** per share, all of said shares of stock being paid for by the subscribers therefore in U. S. Currency.

ARTICLE V

All stock rights and options created and issued by the directors to the shareholders, directors, officers and employees of the corporation or its subsidiaries, or its affiliates for the purchase from the corporation of any shares of any class or classes of shares shall be approved by a majority vote of the shareholders entitled to vote. Any plan must be approved before becoming effective.

ARTICLE VI

At all times, each shareholder of the corporation who is entitled to vote shall have one vote for each share having voting rights and standing in the shareholder's name on the corporation's books. In elections for the Board of Directors, each shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the shareholder multiplied by the number of directors for whom the shareholder is entitled to vote. The shareholder may cast all of the shareholder's votes for a single candidate or may distribute them among some or all of the candidates. The exercise of this right shall be termed cumulative voting.

ARTICLE VII

No shareholders of any class shall have any preemptive or preferential right, as these rights are defined by law, to subscribe for or purchase shares or securities of the corporation that may from time to time be issued or sold by the corporation, except as may be provided by the Board of Directors in their sole discretion. If such preemptive right is granted for an issue of the corporation by the Board of Directors, they shall set the price for shares purchased under the preemptive provisions. Any election by the Board of Directors to have an issue of shares or securities subject to preemptive rights of the shareholders shall be for that particular issue only and shall not constitute a waiver or release of the Board to subsequently issue other shares or securities without offering them to the shareholders.

ARTICLE VIII

The name of the officer and agent designated by the incorporators to receive subscriptions to the capital stock of this corporation is **Sandra F. Varner**.

ARTICLE IX

The name and post office address of the incorporators and the number of shares subscribed and paid for by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Sandra F. Varner	1234 Eagle Park Rd. Birmingham, AL 35242	700

ARTICLE X

The name and post office address of the officers of the corporation chosen for the first year are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Sandra F. Varner	President	5510 Highway 280 South, Suite 124 Birmingham, AL 35242
Sandra F. Varner	Secretary/ Treasurer	5510 Highway 280 South, Suite 124 Birmingham, AL 35242
Daniel R. Varner	Vice President	5510 Highway 280 South, Suite 124 Birmingham, AL 35242

ARTICLE XI

The name and post office address of each of the directors of the corporation chosen for the first year is as follows:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Sandra F. Varner	Chairman	5501 Highway 280 South, Suite 124 Birmingham, AL 25242

Daniel R. Varner

Director

**5501 Highway 280 South,
Suite 124
Birmingham, AL 35242**

ARTICLE XII

The duration of this corporation shall be perpetual.

ARTICLE XIII

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation, or by By-Laws adopted in amendment thereto.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To make and alter the By-Laws of this corporation, but By-Laws so made by the Directors may be altered or repealed by the Directors or stockholders.
- (b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any and if any, what part of any accumulated profits shall be paid as dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.
- (c) To make, from time to time, (so far as may be permitted by law) temporary secured or unsecured loans when, in the judgement of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the corporation.

The corporation may, in it's By-Laws confer powers upon it's Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred by statute.

ARTICLE XIV

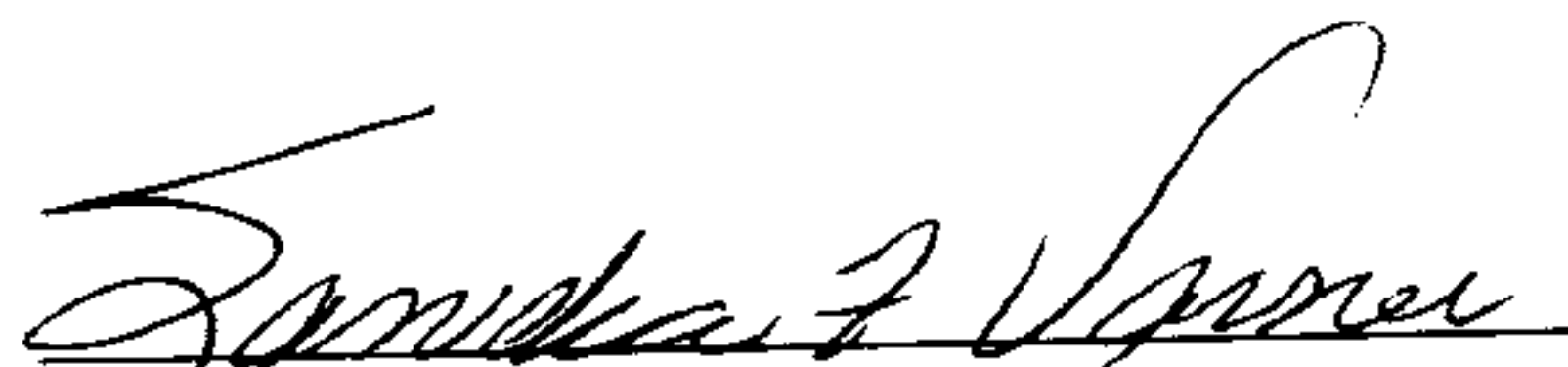
The stockholders, officers or directors shall not be liable for the debts or obligations of the corporation.

No contract or other transaction between the corporation and any other entity shall in any way be affected or invalidated by the fact that the said entity shall have common officers, directors or stockholders or by the fact that this corporation, its officers, directors, or shareholders should have a pecuniary interest in the said entity.

ARTICLE XV

The corporation shall indemnify and hold harmless the officers, directors and shareholders, and former officers, directors and shareholders, or any person who may have served at it's request as an officer, director or shareholder of any corporation in which it owns capital stock or of which it is a creditor, against expenses including, but not limited to, attorneys fees, actually and necessarily incurred by them in connection with the defense or settlement of any civil

action, suit or proceeding brought or threatened in which they, as such officer, acted within the scope of their duty and said indemnification and/or settlement is approved by the Board of Directors.


Sandra F. Varner, Incorporator

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:

Re/Max Classic Homes Relocation & Referral Co., Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Sandra F Varner, 5510 Highway 280 South Ste 124, Birmingham, AL 35242 for a period of one hundred twenty days beginning September 30, 1999 and expiring January 29, 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.

September 30, 1999

Date

Jim Bennett

Secretary of State

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