

**ARTICLES OF INCORPORATION**  
**OF**  
**3-M DEVELOPERS, INC.**

**TO THE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:**

The undersigned, Russell L. Irby, III, acting as incorporator of a business corporation under the laws of Alabama, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation shall be: 3-M Developers, Inc.

**ARTICLE II**

**OBJECTS AND PURPOSES**

The objects and purposes for which the corporation is organized are:

1. To engage in real estate services, including real estate development and all services ancillary or related thereto.

2. To transact any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, as such Act may be amended from time to time.

3. To have and to exercise all powers necessary or convenient to effect the above purposes.

The foregoing paragraphs of this Article II, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers 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 purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

### **ARTICLE III**

#### **LOCATION OF INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The location and mailing address of the initial registered office of the corporation in the State of Alabama shall be 3156 Pelham Parkway, Pelham, Alabama 35124, and the corporation's initial registered agent at such address shall be Jack McGuire.

## **ARTICLE IV**

### **CAPITAL STOCK**

The aggregate number of shares of capital stock that the corporation shall be authorized to issue and have outstanding shall be 1,000 shares of common stock, all of the same class, of the par value of \$.01 per share.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders or until their successor or successors are elected and qualified are as follows:

Jack McGuire	P. O. Box 1015 Pelham, Alabama 35214
Donald R. Murphy	P. O. Box 1015 Pelham, Alabama 35214
Roy L. Martin	P. O. Box 1015 Pelham, Alabama 35214

## **ARTICLE VI**

### **STOCK PURCHASES**

The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of

unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.

## **ARTICLE VII**

### **LIABILITY OF DIRECTORS**

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omissions occurring prior to the adoption of this Article VII. Any repeal or modification of this Article VII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time such repeal or modification.

**ARTICLE VIII**

**INCORPORATOR**

The name and address of the incorporator are as follows:

Russell L. Irby, III  
JOHNSTON BARTON  
PROCTOR & POWELL LLP  
2900 AmSouth/Harbert Plaza  
1901 Sixth Avenue North  
Birmingham, Alabama 35203-2618

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation on this 19 day of February, 2000.

Russell L. Irby, III

STATE OF ALABAMA    )  
Jefferson COUNTY    )

I, the undersigned notary public in and for said county in said state, hereby certify that Russell L. Irby, III, whose name is signed to the foregoing Articles of Incorporation, and who is known to me, acknowledged before me on this day that, being informed of the contents of such instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this 14th day of February, 2000.

Maria O'Grady

Notary Public

My Commission Expires: 11/9/02

# 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:

3M Developers, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Kim Harrison, 1901 6th Ave North Ste 2900, Birmingham, AL 35203 for a period of one hundred twenty days beginning January 7, 2000 and expiring May 7, 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.

January 7, 2000  
Date

Jim Bennett  
Jim Bennett

Secretary of State

Inst # 2000-04938

02/16/2000-04938  
12:57 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
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