

ARTICLES OF INCORPORATION
OF
WORTHINGTON HOMES, INC.

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Worthington Homes, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are: To include the transaction of any and all business for which corporations may be incorporated under the laws of the State of Alabama.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are: To be governed by the By-Laws of the corporation.

SIXTH: The address of the initial registered office of the corporation is 818 Maplewood Trail, Montevallo, Alabama 35115, and the name of its initial registered agent at such address is Anthony C. Jones.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is one, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Anthony C. Jones	818 Mapelwood Trail Montevallo, AL 35115

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08/16/2000-27945
09:48 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MMS 90.00

EIGHTH: The name and address of each incorporator is:

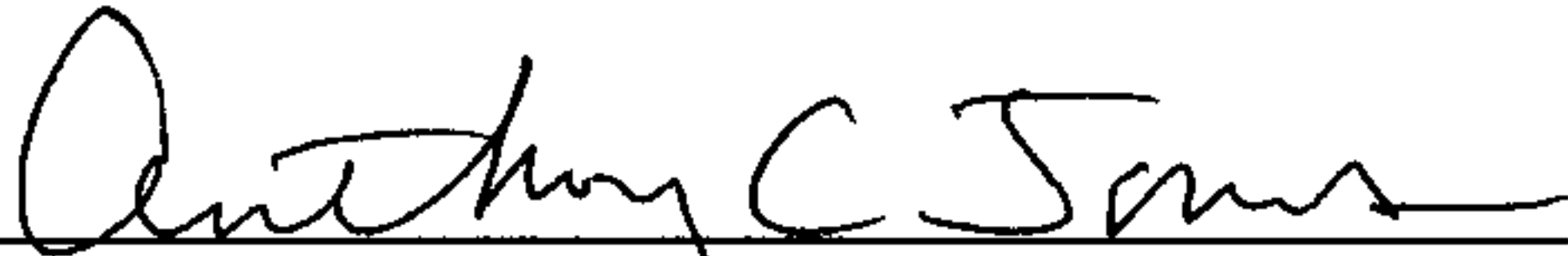
NAME

ADDRESS

Anthony C. Jones

818 Maplewood Trail
Montevallo, AL 35115

DATED: August 14, 2000.



ANTHONY C. JONES - 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:

Worthington Homes, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Diane Taylor, 1610 Fourth Ave North, Bessemer, AL 35020 for a period of one hundred twenty days beginning August 1, 2000 and expiring November 30, 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.

August 1, 2000
Date

A handwritten signature in dark ink, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State

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