

STATE OF ALABAMA)
SHELBY COUNTY)

Inst # 2002-04467

01/25/2002-04467
01:19 PM CERTIFIED

ARTICLES OF INCORPORATION
OF

SHELBY COUNTY JUDGE OF PROBATE
006 CH 105.00

SCOTT PAYNE FLOORING, INC.

I, SCOTT PAYNE the undersigned natural person of the age of 21 years or more, acting as the incorporator of a corporation organized under the Laws of the State of Alabama, adopt the following Certificate of Incorporation of such corporation:

FIRST: The name of the corporation is SCOTT PAYNE FLOORING, INC.

SECOND: The principal and registered office or place of business of the corporation is to be located at 1120 MacQueen Circle, Helena, Alabama 35080.

The registered agent of said corporation is Scott Payne at said above address.

THIRD: The term of existence may be perpetual.

FOURTH: The purpose or purposes for which the corporation is organized is as follows:

- A. The corporation will engage in the business of flooring. The business will specialize in tile, hardwood and laminates and all other repairs, installations and maintenance associated with flooring.
- B. 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 description, whether or not the same specifically pertains to the classes of business above specified.

D. 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.

E. 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.

F. 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.

G. 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 description.

H. 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.

I. Generally to purchase, take or lease, or 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 purposes 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.

J. 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.

K. To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental 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 contained is to be construed as authorizing this corporation to carry on the business of construction flooring 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.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) of the par value of One Dollar (\$1.00) per share.

SIXTH: The name of the incorporator is: Scott Payne:

SEVENTH: The number of directors constituting the initial Board of Directors of the Corporation is one (2), and the name and addresses of that person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and shall qualify are:

<u>NAME</u>	<u>No of Shares</u>	<u>ADDRESS</u>
Scott Payne	900 shares	1120 MacQueen Circle, Helena, AL 35080
Lisa Payne	100 shares	1120 MacQueen Circle, Helena, AL 35080

SEVENTH: Officers of the Corporation until the next annual meeting and election are:

1. President – Scott Payne
2. Sec/Treasurer- Lisa Payne

EIGHTH: This Corporation elects to become a Subchapter S corporation subject to accountant's advice.

Dated this the 22 day January, 2002.



Scott Payne
President

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:

Scott Payne Flooring, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Medaris, 230 Bearden Rd, Pelham, AL 35124 for a period of one hundred twenty days beginning January 11, 2002 and expiring May 12, 2002.



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 11, 2002

Date

Jim Bennett

Secretary of State

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