

ARTICLES OF INCORPORATION
OF
BENCHMARK BUILDERS, INC.

To The Judge of Probate of ^{Shelby Co.} Jefferson County:

The undersigned, for the purpose of forming a corporation, do hereby file the following Articles of Incorporation, pursuant to the laws of the State of Alabama:

ARTICLE I: NAME

The name of the corporation is Benchmark Builders, Inc.

ARTICLE II: DURATION

The period of its duration is perpetual.

ARTICLE III: PURPOSE

The purposes for which the corporation is formed are to buy and sell properties (commercial and residential); to remodel new and pre-existing (homes) properties; to build commercial and residential properties; to develop undeveloped properties; and to engage in and transact any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

ARTICLE IV: POWERS

The corporation shall possess all the powers necessary to conduct the business or businesses, and to carry out the purposes expressed herein and all of those expressly conferred on corporations by the laws of the State of Alabama, as well as those necessarily implied, together with the following additional powers:

- (a) To lend money and take security therefore, or to borrow money and give security therefore, on such terms as to the Board of Directors may deem proper and available.
- (b) To purchase, acquire, and own shares of its own capital stock or the capital stock of any other corporation.
- (c) To engage in business as natural persons may, not inconsistent with the provisions of law pertaining to corporations in the State of Alabama.

ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT

124 Kingsley Road
Alabaster, AL 35007

John A. Loper III
124 Kingsley Road
Alabaster, AL 35007

Treasurer


ARTICLE IX

Each share of the capital stock shall be subject to a condition, which shall be noticed on each certificate of capital stock, that transfer of such stock is restricted by agreement between shareholders on file in the Office of the Secretary of the corporation.

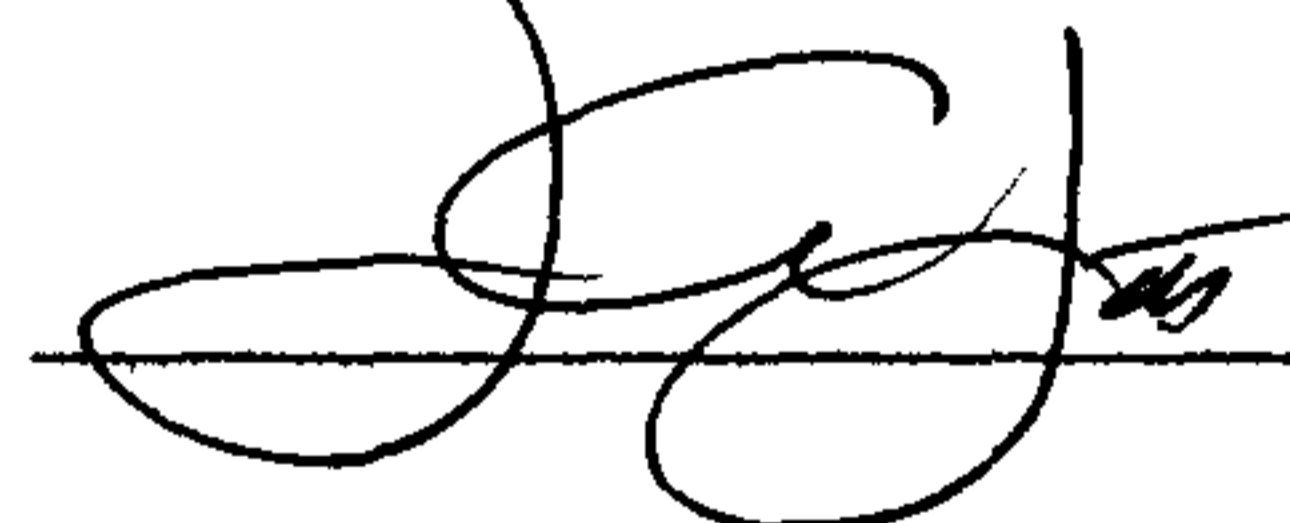
ARTICLE X

Attached hereto as Exhibit A is the statement under oath of John A. Loper III, who is the person designated herein as the agent to receive subscriptions for the capital stock of said corporation, which said affidavit shows the amount of capital stock which has been subscribed and paid in.

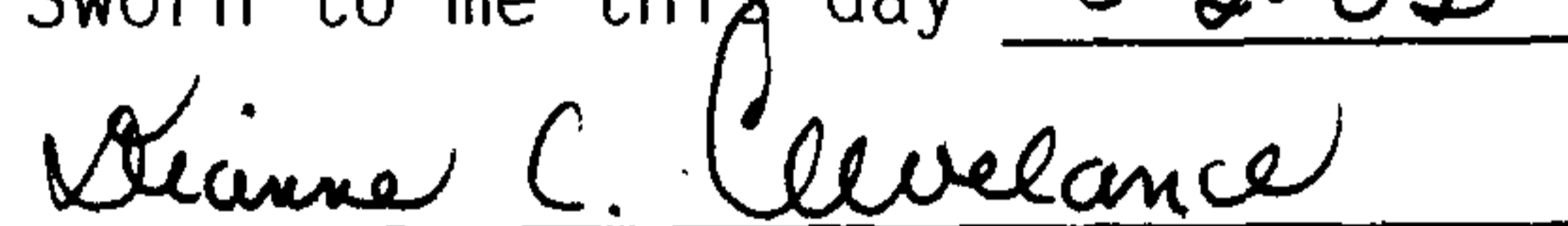
IN WITNESS WHEREOF, the undersigned Incorporators have hereunto subscribed their names on this 2nd day of May, 2002, at Alabaster, Alabama.



President



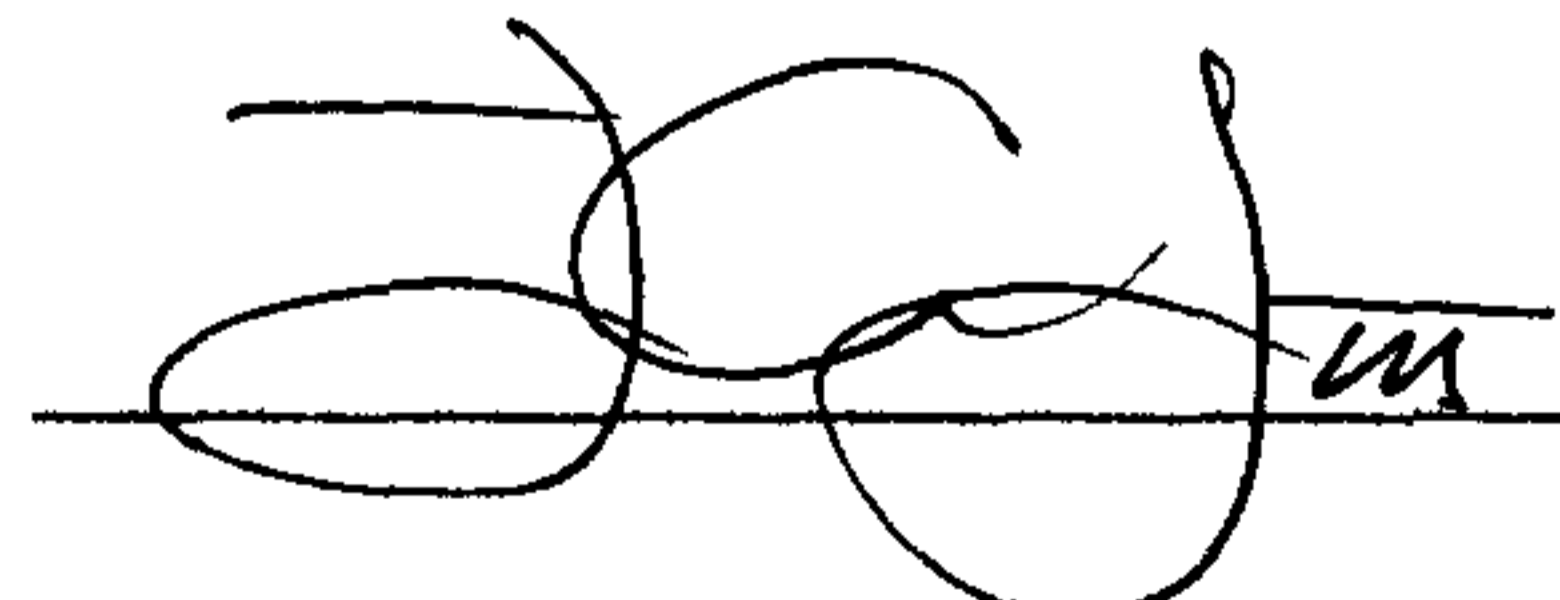
Vice President

Sworn to me this day 5-2-02


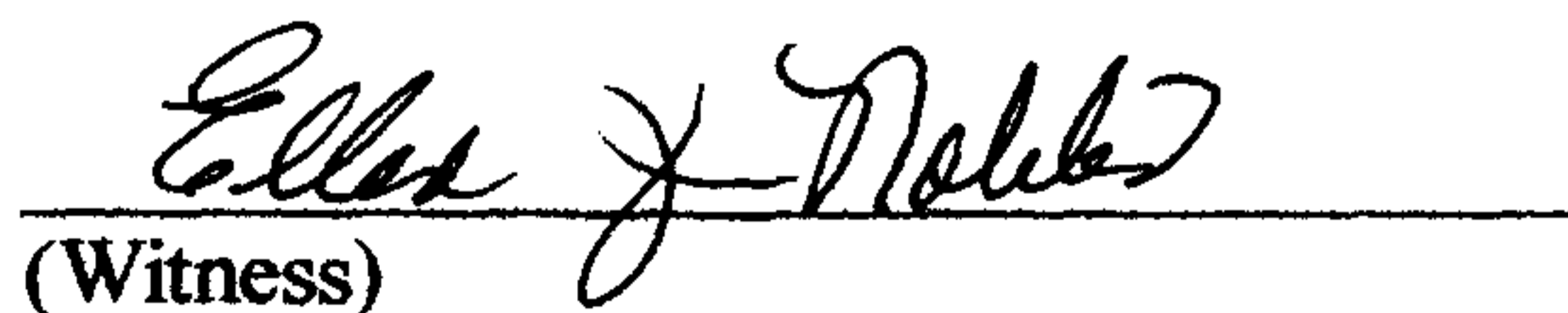


Secretary

COMMISSION EXPIRES MAY 28, 2004



Treasurer



(Witness)

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:

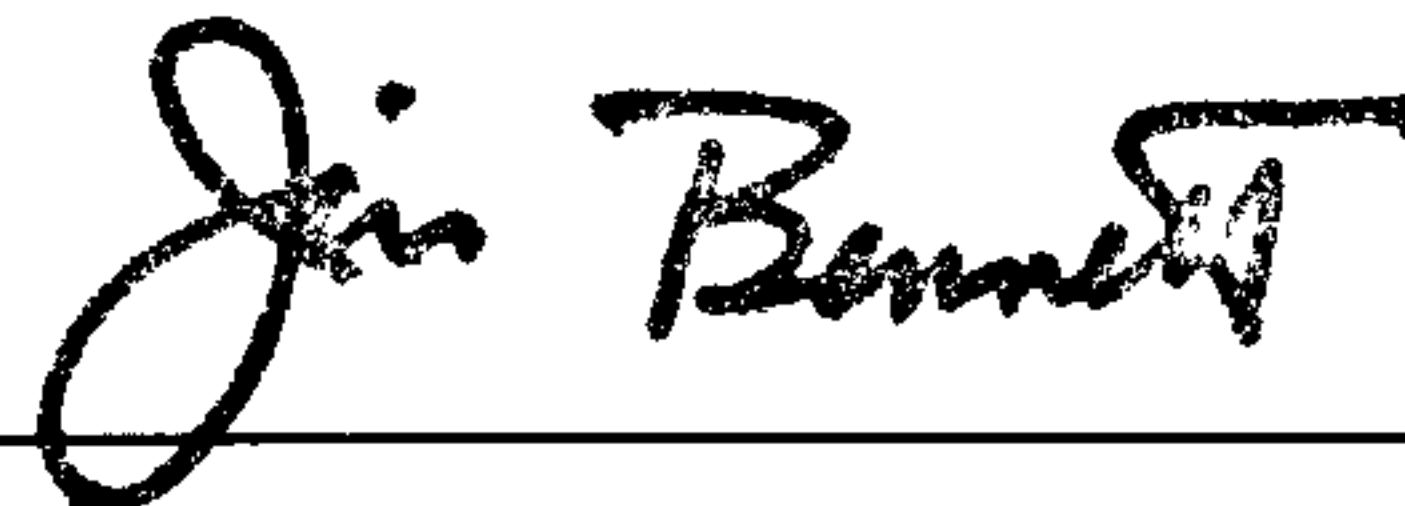
Benchmark Builders, Incorporated

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of John A Loper III, 124 Kingsley Road, Alabaster, AL 35007 for a period of one hundred twenty days beginning February 20, 2002 and expiring June 21, 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.

February 20, 2002

Date



Jim Bennett

Secretary of State



