

**THIS INSTRUMENT PREPARED BY:**  
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**3016 Pump House Road**  
**Post Office Box 43605**  
**Birmingham, Alabama 35243**

**STATE OF ALABAMA            )**  
**)**  
**COUNTY OF SHELBY         )**

**ARTICLES OF INCORPORATION  
OF  
PEARL LAND DEVELOPMENT COMPANY, INC.**

The undersigned, acting as incorporator of a Corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

**FIRST:**       The name of the corporation is:

**PEARL LAND DEVELOPMENT COMPANY, INC.**

**SECOND:**

- (a)   The aggregate number of shares which the Corporation shall have authority to issue is One Hundred (100) shares of Common Stock of the par value of One Dollar (\$1.00) per share.
- (b)   All issued and outstanding shares shall have the same preferences and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one (1) vote per share; and (ii) the right to receive the net assets of the Corporation upon dissolution.

**THIRD:**       The address of the initial registered office of the Corporation is 123 Heather Way, Pelham, Alabama, 35124, and the name of its initial registered agent at such address is L.B. Ammons.

**FOURTH:** The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
L.B. Ammons	123 Heather Way Pelham, Alabama 35124
Kevin Ammons	123 Heather Way Pelham, Alabama 35124

**FIFTH:** The names and addresses of the persons who are to serve as initial Directors are:

<u>Name</u>	<u>Address</u>
L.B. Ammons	123 Heather Way Pelham, Alabama 35124
Kevin Ammons	123 Heather Way Pelham, Alabama 35124

**SIXTH:** The purposes for which the Corporation is organized are as follows:

- (a) To engage in the development of commercial real estate;
- (b) To render to others, and to engage in the business of rendering to others, consulting, advisory, and administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which a corporation may legally render;
- (c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;
- (d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (g) To lend money, invest and reinvest its funds and take and hold real property as security for the payment of funds so loaned or invested; and
- (h) To transact any or all-lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

**SEVENTH:** No Shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the Corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

**EIGHTH:** A Director of the Corporation shall have no liability to the Corporation or its Shareholders for money damages for any action taken, or any failure to take any action, as a Director except liability for (a) the amount of financial benefit received by the Director to which he or she is not entitled; (b) an intentional infliction of harm on the Corporation or Shareholders; (c) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (d) an intentional violation of criminal law; or (e) a breach of the Director's duty of loyalty to the Corporation or its Shareholders.

**NINTH:** The period of the Corporation's duration is perpetual.

**TENTH:** The right to adopt the initial Bylaws of the Corporation is reserved to the Shareholders. The Board of Directors of the Corporation is expressly authorized to alter, amend, or repeal the Bylaws; but the Bylaws so altered, amended or repealed by the Board of Directors may be altered, amended or repealed by the Shareholders at any annual meeting or at any special meeting for which notice of such alteration, amendment or repeal by the Shareholders is given; and provided, that only the Shareholders may approve any Bylaw amendment that increases or decreases by more than thirty (30) percent the number of Directors of the Corporation last approved by the Shareholders.

**DATED:** January 28, 2004.

  
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L. B. Ammons

  
\_\_\_\_\_  
Kevin Ammons

**(INCORPORATORS)**

Nancy L. Worley  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Nancy L. Worley, 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:

**Pearl Land Development Co, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Kevin Ammons, 123 Heather Way, Pelham, AL 35124 for a period of one hundred twenty days beginning January 20, 2004 and expiring May 20, 2004.



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 20, 2004

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', is written over a horizontal line.

Nancy L. Worley

Secretary of State