

This Instrument Prepared By:

John Martin Eades, Jr.
Attorney at Law
217 – B 1st Street North
Alabaster, Alabama 35007

ARTICLES OF INCORPORATION
OF
JLF REMODELING COMPANY CONSTRUCTION, INC.
A CLOSE CORPORATION

To the Honorable Patricia Yeager Fuhrmeister, Judge of Probate
of Shelby County, Alabama:

I, the undersigned, desiring to become a body corporate, do hereby file the following Articles of Incorporation, pursuant to the laws of the State of Alabama, and the undersigned Incorporator does hereby make and subscribe his name to these Articles.

ARTICLE I

Name

The name of the corporation is JLF Remodeling Company Construction, Inc., and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm, or corporation.

ARTICLE II

Type of Corporation

The corporation is a close corporation, organized pursuant to the Code of Alabama, 1975 Section 10-2A-300, et seq. The corporation is formed as a close corporation or small business corporation and the stock authorized herein shall be stock of a close corporation or small business corporation, as defined by Section 1244 (c) of the United States Internal Revenue Code. It is the intention of the incorporators herein to incorporate and act as and to be treated as a Sub-Chapter "S" corporation.

ARTICLE III

Duration

The period of duration for the corporation is perpetual.

ARTICLE IV

Principal Office and Registered Agent

The street address of the principal office of the corporation is 1132 Caribbean Circle, Alabaster, Alabama 35007. The initial registered agent at that address is Joshua Fields.

ARTICLE V

Authorized Capital Stock

The total authorized capital stock that the corporation is authorized to issue One Hundred (100) shares of common capital stock having a par value of One Dollar (\$1.00) per share. The amount of paid-in stock with which the corporation shall begin business shall be **One Hundred Dollars** (\$100.00), divided into One Hundred (100) shares of common capital stock, having a par value of One Dollar (\$1.00) per share. All stock shall be common stock and nonassessable. The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation, or to any other holders of securities of the corporation, or to any combination of the foregoing, a prior opportunity, to acquire the shares of stock or securities pursuant to the Stock Alienation Agreement at the prescribed value. For purposes of determining the number of holders of record of the stock of the said corporation, stock which is held joint or common tenant, or by the entities, shall be treated as held by one shareholder. All of the corporation's issued shares of stock may at no time be held by more than thirty (30) persons. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may be hereafter amended. So far as not

otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to, or interest in, said share on the party of any other person, whether or not the corporation shall have notice thereof.

ARTICLE VI

Officer to Receive Subscriptions

The name and address of the agent designated to receive subscriptions to said capital stock is:

Joshua Fields
1132 Caribbean Circle
Alabaster, Alabama 35007

ARTICLE VII

Corporate Powers

The corporate powers shall be exercised by the shareholders of the corporation, except as otherwise provided by statute or by this Certificate of Incorporation. The corporation shall possess all the powers necessary to conduct the business or businesses, and to carry out the objects expressed herein and all of those expressly conferred on corporation 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 therefor, or to borrow money and give security therefor, 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 VIII

Directors

The number of directors constituting the initial board of directors shall be the same number as the number of persons listed below in this article. The names and addresses of the persons constituting the initial board of directors, who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify, are as follows:

Joshua Fields	Director & Chairman of the Board
1132 Caribbean Circle	
Alabaster, Alabama 35007	

At no time, shall the number of the board of directors consist of more than nine (9) members.

Other than the initial directors, no persons shall be deemed to have duly qualified as a director of the corporation unless he or she is a holder of record of no less than fifty one (51) of the common shares of the corporation. Should a director, other than an initial director, cease to hold sufficient shares, the office of that director shall be deemed vacant.

ARTICLE IX

Officers

The name(s) and address(es) of the officers and directors who shall hold office until their successors have been duly elected and qualified are as follows:

Joshua Fields	President, Vice President
1132 Caribbean Circle	Secretary & Treasurer
Alabaster, Alabama 35007	

ARTICLE X

Incorporator(s)

The name(s) and address(es) of the incorporator(s) is/are: Joshua Fields, 1132 Caribbean Circle, Alabaster, Alabama 35007. The number of shares of stock subscribed by the incorporator is as follows:

100 shares	\$100.00
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ARTICLE XI

Purposes

The corporation is organized for the following purposes: to sell insurance policies, including, but not limited to, insurance policies for the protection of Life, health, automobile, personal property, business, and the transaction of any or all lawful business for which corporations may be incorporated under the Business Corporation Act which include but is not limited to the following:

- (a) to make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above;
- (b) to do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation;
- (c) to carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which

one or more of such purposes which the corporation proposes to carry on in such state, territory, district or possession of the United States, or any foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this 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.

ARTICLE XII

Denial of Preemptive Rights

No shareholder of any class shall have any preemptive right to purchase or subscribe for any shares, nor shall any shareholder have any preemptive right to purchase or subscribe for any bonds, debentures, or other securities or obligations that are convertible into or exchangeable with any shares. Nevertheless, any shareholder may have rights of conversion or exchange and rights under options, warrants, or purchase or subscription arrangements expressly granted by the board of directors or shareholders on other terms and conditions fixed or designated by the board of directors or the shareholders. No shareholders shall have any preemptive or preferential right, as these rights are defined by law, to subscribe for or purchase shares or securities that the corporation may from time to time issue or sell.

ARTICLE XIII

Cumulative Voting

At all times, each shareholder of the corporation who is entitled to vote shall have one vote for each share having voting rights and standing in the shareholder's name on

the corporation's books. In elections for the board of directors, each shareholder is entitled to vote shall have a number of votes equal to the number of voting shares held by the shareholder multiplied by the number of directors for whom the shareholder is entitled to vote. The shareholder may cast all of the shareholder's votes for a single candidate or may distribute them among some or all of the candidates. The exercise of this right shall be termed cumulative voting. Shares otherwise entitled to vote cumulatively shall not be entitled to vote cumulatively at any particular meeting unless either (1) the meeting notice or proxy statement accompanying the notice states that cumulative voting will be in effect, or (2) a shareholder who has the right to cumulate votes gives notice to the corporation, at least forty-eight hours before the time set for the meeting, of the intent to cumulate his or her votes during the meeting. Notice by one shareholder in this manner entitles all other shareholders in the same group to use cumulative voting without giving further notice.

Attached hereto, marked Exhibit "A" and made a part hereof, is a copy of the subscription list to the capital stock of said corporation showing the amount of capital stock subscribed for by the said incorporation and the manner in which such subscription is provided to be discharged.

This corporation is formed as a close corporation or small business corporation and the stock authorized herein shall be stock of a close corporation or small business corporation, as defined by Section 1244 (c) of United States Internal Revenue Code. It is the intention of the incorporators herein to incorporate and to act and to be treated as a Sub-Chapter "S" corporation.

ARTICLE XIV

RESTRICTIONS

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 XV

MISCELLANEOUS

Attached hereto as Exhibit A is the statement under oath of Joshua Fields, 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 THEREOF, the undersigned incorporator Joshua Fields, has executed these articles of incorporation, on this the 9th day of February, 2004.

Joshua Fields
JOSHUA FIELDS

STATE OF ALABAMA)
COUNTY OF SHELBY)

Sworn to and subscribed to before me this the 9th day of February, 2004.

My commission expires: _____
Notary Public, Alabama State at Large
My Commission Expires June 24, 2007


John Martin Eades
NOTARY PUBLIC

EXHIBIT A

SUBSCRIPTION LIST

I, the undersigned, hereby subscribe for the number of shares in the amount and payable as set opposite our respective names, or the capital stock of JLF Remodeling Company Construction, Inc., a corporation being organized under the laws of the State of Alabama.

(NAME OF SUBSCRIBER)	(NO. OF SHARES)	(CONSIDERATION SUBSCRIBED FOR)
Joshua Fields 1132 Caribbean Circle Alabaster, Alabama 35007	100	\$100.00



JOSHUA FIELDS


STATE OF ALABAMA)
SHELBY COUNTY)

BEFORE ME, John Martin Eades, Jr., a Notary Public, in and for the State of Alabama at Large, personally appeared Joshua Fields, who is known to me and who being by me first duly sworn, deposes and says that he is the person designated by the incorporators of JLF Remodeling Company Construction, Inc., to receive subscriptions to the capital stock of the corporation and that the above and foregoing is the subscription list of the incorporators thereof; that each of said incorporators has paid in full for such shares of stock set opposite the respective name of said subscriber on said subscription list in the manner therein described.



JOSHUA FIELDS

SWORN TO AND SUBSCRIBED TO before me on this 9th day of February, 2007, witness my hand and official seal of office.



NOTARY PUBLIC
STATE OF ALABAMA AT LARGE

Notary Public, Alabama State at Large
My Commission Expires June 24, 2007

My commission expires: _____

* Stock subscribed to shall be discharged at the first annual meeting of the Board of Directors.

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:

JLF Remodeling Company Construction, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of JOHN MARTIN EADES, JR. P, PO BOX 307, ALABASTER, AL 35007 for a period of one hundred twenty days beginning February 3, 2004 and expiring June 3, 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.

February 3, 2004

Date

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

Nancy L. Worley

Secretary of State