

STATE OF ALABAMA

~~JEFFERSON~~ COUNTY

Shelby

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ARTICLES OF INCORPORATION

OF

B. HARRIS ENTERPRISE, INC.

The undersigned desiring to become a body corporate, acting as Incorporator of a Corporation, does hereby file the following Articles of Incorporation, pursuant to the Laws of the State of Alabama, the Code of Alabama, 1975, as Amended, and the undersigned Incorporator does hereby make and subscribe his name to the Articles.

ARTICLE I: THE NAME

The name of the Corporation shall be B. Harris Enterprise, Inc.

ARTICLE II: TERM

The period of existence of this Corporation shall be perpetual.

ARTICLE III: PURPOSE

The objects and purpose or purposes for which the Corporation is organized are:

- (a.) The transaction of any and all lawful business for which Corporations may be incorporated under the Alabama Business Corporation Act, including, but not limited to:
- (b.) Hauling.

ARTICLE IV: OBJECTS

The object of this Corporation is to engage in any lawful act or activity for which Corporations may now or hereafter be organized under and be governed by the Code of Alabama, 1975, as it may be amended from time to time, including but not limited to the following:


- (a.) To engage in the transaction of any or all lawful business for which Corporations may be incorporated under the Laws of the State of Alabama.
- (b.) To construct, build and fabricate homes either single or multi-family; and, any and all types of other buildings custom build and speculation for resale. To purchase land for the purpose of building dwellings thereon; and to engage in the remodeling, repair, or demolition of homes and other buildings, as may be deemed appropriate and desirable.

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- (c.) To purchase, receive by way of gift, subscribe for, or invest in, and in all other ways acquire, import, lease, invest or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal, or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scripts, certificates, debentures, mortgages, notes, commercial paper, and other obligations and evidences of interest in or indebtedness of any person, firm or Corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.
- (d.) To hire and employ agents, servants, and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.
- (e.) To promote or aid in any manner, financially or otherwise, any person, firm, association, or Corporation, and to guarantee contracts and other obligations.
- (f.) To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform, and carry out, contract and arrangements of every kind and character with any person, firm, association, or Corporation, or any government or authority or subdivision or agency thereof.
- (g.) The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any

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other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects or purposes.

(h.) To utilize and exercise such powers and rights as are conferred on Corporations under the provisions of the statutes or laws of the State of Alabama, including, but not limited to, those powers enumerated in Alabama Code Sec. 10-2A-20 (1975).

The foregoing statement of purposes shall be construed as a statement of both purposes and powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed as each object expressed, and enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

ARTICLE V: AUTHORIZED CAPITAL STOCK

The total authorized capital stock shall be One Hundred Dollars (\$100) consisting of One Hundred shares of common stock of the par value of One Dollar (\$1.00) per share. All initial stock shall be common stock and non-assessable. The amount of capital of which the Corporation will begin business shall be One Hundred Dollars (\$100) consisting of one hundred shares of common stock of the par value of One Dollar (\$1.00) per share, all of which shall be paid in.

ARTICLE VI: OFFICER TO RECEIVE SUBSCRIPTIONS

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


Benjamin F. Harris
148 Woodbury Dr.
Sterrett, AL 35147

ARTICLE VII: INCORPORATORS, DIRECTORS AND OFFICERS NAMES AND ADDRESSES OF INCORPORATORS

The names and addresses of the incorporators and in the number of shares of stock subscribed by them are as follows: Michael T. Burke, 931 Oxmoor Rd., Homewood, AL 35209, fifty shares, amount \$50.00; and, Charles J. Mundi, 931 Oxmoor Rd., Homewood, AL 35209, fifty shares, amount \$50.00

The name and address of the Director chosen for the first year is as follows: Benjamin F. Harris, 148 Woodbury Dr., Sterrett, AL 35147.

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The name and address of the Officer chosen for the first year is as follows: Benjamin F. Harris, 148 Woodbury Dr., Sterrett, AL 35147.

ARTICLE VIII: POWERS

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 the 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 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 IX: STOCK RESTRICTIONS

There shall be no restrictions on the Corporation's Capital Stock.

There shall not be allowed cumulative voting.

ARTICLE X: CORPORATE SEAL


The corporate seal, if any, shall be in such form as shall be approved from time to time by the Board of Directors.

ARTICLE XI: BY-LAWS

Section 1 – By Shareholders: All By-Laws of the Corporation shall be subject to alteration or repeal, and new By-Laws may be made, by a majority vote of the shareholders at the time entitled to vote in the election of directors.

Section 2 – By Directors: The Board of Directors shall have power to make, adopt, alter, amend, and repeal, from time to time, By-Laws of the Corporation; provided, however, that the shareholders entitled to vote with respect thereto as in this Article IX above – provided may alter, amend or repeal By-Laws made by the Board of Directors, except that the Board of Directors shall have no power to change the quorum for meetings of shareholders or of the Board of Directors, or to change any provisions of the By-Laws with respect to the removal of Directors or the filling of vacancies in the Board resulting from the removal by the shareholders. If any By-Laws regulating an impending election of Directors, there shall be set forth in the notice of the next meeting of shareholders for the election of Directors, the By-Laws so adopted, amended or repealed, together with a concise statement of the changes made.

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The undersigned certifies the foregoing By-Laws have been adopted as the first By-Laws of the Corporation, in accordance with the requirements of the Corporation.

ARTICLE XII: MISCELLANEOUS

IN WITNESS WHEREOF the undersigned Incorporators have hereunto subscribed their names on this the 14th day of March, 2005, at Birmingham, Alabama.



MICHAEL T. BURKE, INCORPORATOR


CHARLES J. MUNDI, INCORPORATOR

THIS INSTRUMENT WAS PREPARED BY:



MICHAEL CHARLES GROUP


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Nancy L. Worley
Secretary of State

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

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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:

B. Harris Enterprise, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Charles Mundi, 931 Oxmoor Rd, Birmingham, AL 35209 for a period of one hundred twenty days beginning February 21, 2005 and expiring June 22, 2005.



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 21, 2005

Date

Nancy L. Worley

Nancy L. Worley

Secretary of State