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Shelby Cnty Judge of Probate, AL
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ARTICLES OF INCORPORATION
of
The McDaniels Group, Incorporation

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned individual submits these Articles of Incorporation for the purpose of forming a corporation.

1. The name of the Corporation is:

The McDaniels Group, Incorporated

2. The period of the corporation's duration is perpetual.

3. The corporation is organized for profit and may engage in the transaction of any or all lawful business for which corporations may be formed in Alabama, the specific purpose of the corporation being public relations, promotions, and event planning.

4. The corporation is authorized to issue 10,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the Bylaws of the corporation. No shares have been issued.

5. The street address of the corporation's initial registered office, the county in which the office is located, and the name of its registered agent at that office are as follows:

Jeffery McDaniels
23 Ashford Circle Birmingham, AL 35244 Shelby County

6. The number of directors constituting the initial board of directors is six (6).

7. The names and street addresses of the initial Directors are as follows:

Judy Wallace 7047 Claremore Drive, Saint Louis, MO 63121
Erica McGilberry 23 Ashford Circle, Birmingham, AL 35244
Jacqueline Tymes 3040 Lynton Drive, Montgomery, AL 36116
Baron Sandlin 1122 Berkshire Drive, Anniston, AL 36207
Scott Johnson 151 Century Drive, APT 1156, Greenville, SC 29607
Rick Poe 16835 Vaughn, Detroit, MI 48219

8. The name and street address of the sole incorporator of this corporation is:

Jeffery McDaniels 23 Ashford Circle Birmingham, AL 35244

9. A director of the corporation shall not be held liable to the corporation or its shareholders for monetary damages due to the breach of fiduciary duty, unless the breach is a result of self dealing, intentional misconduct, or illegal actions.

In witness thereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. This document was prepared by the incorporator.

Date: 04 Feb. 2005
Signature of Incorporator

Jeffery T. McDaniels



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**BYLAWS
of**

The McDaniels Group, Incorporated

The following shall be known as the bylaws of the Corporation, the bylaws being rules of self government of the Corporation. These bylaws are the set of rules by which the Corporation operates on a daily basis and settles disputes that may arise from time to time; and they are binding on all those associated with the Corporation either now, or in the future. If the Bylaws are found to be inconsistent with State Law, then State Law will override. The Bylaws may be amended by the Directors provided there is a majority of Directors votes favoring the amendments.

**ARTICLE ONE
PURPOSE**

The Corporation may take advantage of the rights granted to it by State law, and engage in any business allowed by State Business Corporation Law.

**ARTICLE TWO
DURATION**

The Corporation has perpetual duration and succession in its corporate name and will exist until such time that the Board of Directors elects to end its existence.

**ARTICLE THREE
POWERS**

The Corporation has the powers given by State Business Corporation Law, to do all things necessary or practical to carry out its business and affairs including without limitation, the power to sue, make contracts, deal in property of any kind, make investments, borrow or lend money, be a part of another entity, or conduct its business in any way allowed by the laws of Alabama.

**ARTICLE FOUR
SHARES**

The shares of the Corporation will be common stock, with full voting rights and identical rights and privileges, with no par value. The issuance of shares will be governed by the Board of Directors, as will be the consideration to be paid for the shares, which will meet the requirements of State Business Corporation Law. The Corporation through its Board of Directors may issue fractional shares, acquire its own shares, declare and pay cash or stock dividends, or issue certificates.

In order to insure the continued existence of the Corporation, the transfer of shares of the Corporation to any individual or other entity will be restricted in the manner described herein. No shares may be transferred on the books of the Corporation unless the number of shares are first offered to the Corporation, and then to the other shareholders on a right of first refusal basis, the corporation having first option. This option to purchase the stock will expire in thirty (30) days from when offered. If the option is not exercised within the stated period, certificates shall bear the following notice: RESTRICTED STOCK

**ARTICLE FIVE
MEETINGS**

Regular Meetings

The Corporation may hold any number of meetings to conduct its business. At a minimum, it will hold an annual Shareholders' meeting at which the Directors will review with the Shareholders the operating results of the Corporation for the prior year, hold elections for Directors, and conduct any other business that may be necessary at that time. Unless decided otherwise at the time, the place and time for the annual Shareholders' meeting will be at the offices of the Corporation on the 1st day of October at 3:00 PM, each year. The Secretary will give proper notice to the Shareholders as may be required by law, however that notice may be waived by the Shareholder by submitting a signed waiver either before or after the meeting or by his attendance at the meeting. Meetings may be held in or out of this State. Minutes must be taken by the Secretary for inclusion in the Corporation records.

Special Meetings

The Corporation may hold meetings from time to time at such times and places that may be convenient. These meetings may be Directors meetings or Shareholder meetings or combined Director and Shareholder meetings. Special Shareholders meetings may be called by the Board of Directors or demanded in writing by the holders of ten percent or more shares. Special Director meetings may be called by the Chairman, the President, or any two Directors. The Corporate Secretary will give proper notice as may be required by law, however that notice may be waived by the individual by submitting a signed waiver either before or after the meeting, or by his attendance at the meeting. Meetings may be held in or out of this State. Minutes must be taken by the Secretary for inclusion in the Corporate Records.

ARTICLE SIX VOTING

From time to time it may be necessary for a Director or Shareholder to vote on issues brought before a meeting. No voting may take place at a meeting unless there is a quorum present. That is, quorum of Directors must be present at a meeting before any Director may vote, and likewise a quorum of Shareholders must be present at a meeting before any Shareholder may vote. A quorum of Shareholders at a meeting is defined as a majority of the shares entitled to vote. If a quorum is present at a meeting, action on a matter may be passed if the number of votes favoring the action is cast by a majority. For voting purposes, a Director may cast one vote, and a Shareholder may cast one vote for each share held except in the case of director elections when voting is cumulative. A Shareholder may vote in person or by proxy.

ARTICLE SEVEN ACTION WITHOUT MEETING

Directors or Shareholders may approve actions without a formal meeting if all entitled to vote on a matter consent to taking such action without a meeting. A majority still is required to pass actions without a meeting. The action must be evidenced by a written consent describing the action taken, signed by the Directors or Shareholders (depending on which group is taking the action) indicating each signer's vote or abstention on the matter, and it must be delivered to the Corporate Secretary for inclusion with the Corporate Record.

ARTICLE EIGHT DIRECTORS

All corporate powers will be exercised by, or under the authority of, and the business affairs of the Corporation managed under the direction of, its Board of Directors. The Board may consist of one or more individuals, who need not to be Shareholders or residents of this state. The terms of the initial Directors or subsequently elected Directors will end at the next Shareholders'



meeting following their election, at which time new Directors will be elected or the current Directors will be reelected.

A director may resign at any time by delivering a written notice to the Corporation. A director may be removed at any time with or without cause if the number of votes cast to remove him exceeds the number of votes cast not to remove him. Vacancies on the Board will be filled by the Shareholders in the manner described above.

The Directors of the Corporation are not liable to either the Corporation or its Shareholders for monetary damages for a breach of fiduciary duties unless the breach involves disloyalty to the Corporation or its Shareholders, acts or omissions not in good faith, or self dealing. The Corporation may indemnify the Directors or Officers who are named as defendants in litigation relating to Corporate affairs and the Directors or Officers role therein.

ARTICLE NINE OFFICERS

The Officers of the Corporation will be initially appointed by the Board of Directors. The officers of the Corporation will be at least those required by State law, and any other officers that the Board of Directors may deem necessary. The duties and responsibilities of the Officers will be set by, and will be under the continued direction of, the Directors. Officers may be removed at any time with or without cause, and may resign at any time by delivering written notice to the Board of Directors. If allowed by state law, one person may hold more than one officer position.

PRESIDENT – The President is the principal executive officer of the Corporation and in general supervises and directs the daily business operations of the Corporation, subject to the direction of the Board of Directors. This President is also the proper official to execute contracts, share certificates, and any other document that may be required on behalf of the Corporation. The President shall also preside at all meetings of Directors or meetings of Shareholders.

SECRETARY – The Corporate Secretary will in general be responsible for the records of the Corporation which generally includes keeping minutes at any meeting, given proper notice of any meeting, maintaining the Director and Shareholder registers and transfers records; and along with the President, sign stock certificates of the Corporation.

VICE PRESIDENT – The Corporate Vice President if appointed will be responsible for duties to be assigned by the Board of Directors.

TREASURER – The Corporate treasurer if appointed will be responsible for duties to be assigned by the Board of Directors.

OTHER OFFICERS – The directors may appoint other officers as they deem necessary.



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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:

The McDaniels Group, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jeff McDaniels, 190 River Valley Rd, Helena, AL 35080 for a period of one hundred twenty days beginning July 5, 2005 and expiring November 3, 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.

July 5, 2005

Date

Nancy L. Worley

Secretary of State

