

**ARTICLES OF INCORPORATION**

**OF**

**LARC, INC.**

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation:

**FIRST:** The name of the corporation is LARC, Inc.

**SECOND:** The period of its duration is perpetual.

**THIRD:** The purpose or purposes for which the corporation is organized are:

1. To do any things, conduct any business activities, and have, enjoy and exercise all the rights conferred by the Constitution and Laws of the State of Alabama relating to business corporations, including but not limited to, those powers enumerated at Sections 10-2B-3.02 to 10-2B-3.04, inclusive, of the Code of Alabama 1997, as amended, or any corresponding provisions of any future Alabama Code. Also to include any business relating to plumbing contracting.

2. To buy, own, exchange, sell, rent, lease, acquire and mortgage any real and personal property necessary and incident to the operation of and carrying on of said business and incident to the operation and carrying on of any other business in which the corporation may be hereinafter engaged.

3. To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or to cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter

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erected on any lands so owned, held, or occupied.

4. To acquire, by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and good will of any one or more persons, firms, associations or corporations, heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the Laws of this State.

5. To manage or administer as agents the business or property of any corporation, firm or person carrying on any authorized business. To aid in any manner any corporation, association or trust estate, or any firm or individual, any shares of stock in which or any bonds, notes, securities, evidence of indebtedness, contracts, or obligations of which are held by or for this corporation, directly or indirectly, or in which, or in the welfare of which, this corporation shall have any interest, and to do any acts designed to protect, preserve, improve or enhance the value of any property at any time held or controlled by it or in which it may be at any time interested.

6. To organize or cause to be organized under the laws of any state of the United States, or of the District of Columbia, a corporation or corporations for the purpose of transacting, promoting or carrying on any or all of the objects or purposes for which this corporation is organized, and to dissolve, wind up, liquidate, merge or consolidate any such corporation or corporations or to cause the same to be dissolved, wound up, liquidated, merged or consolidated.

7. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets; to make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and



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income except as restricted by law.

8. To design, run, maintain, purchase, buy, sell at wholesale or retail, import and export, rent, lease, service, and generally deal in any and all kinds of retail or wholesale business or any other business related to retail, to include but not limited to buying, selling, or any type of business related to clothing, jewelry, shoes, lingerie, and apparel of all types.

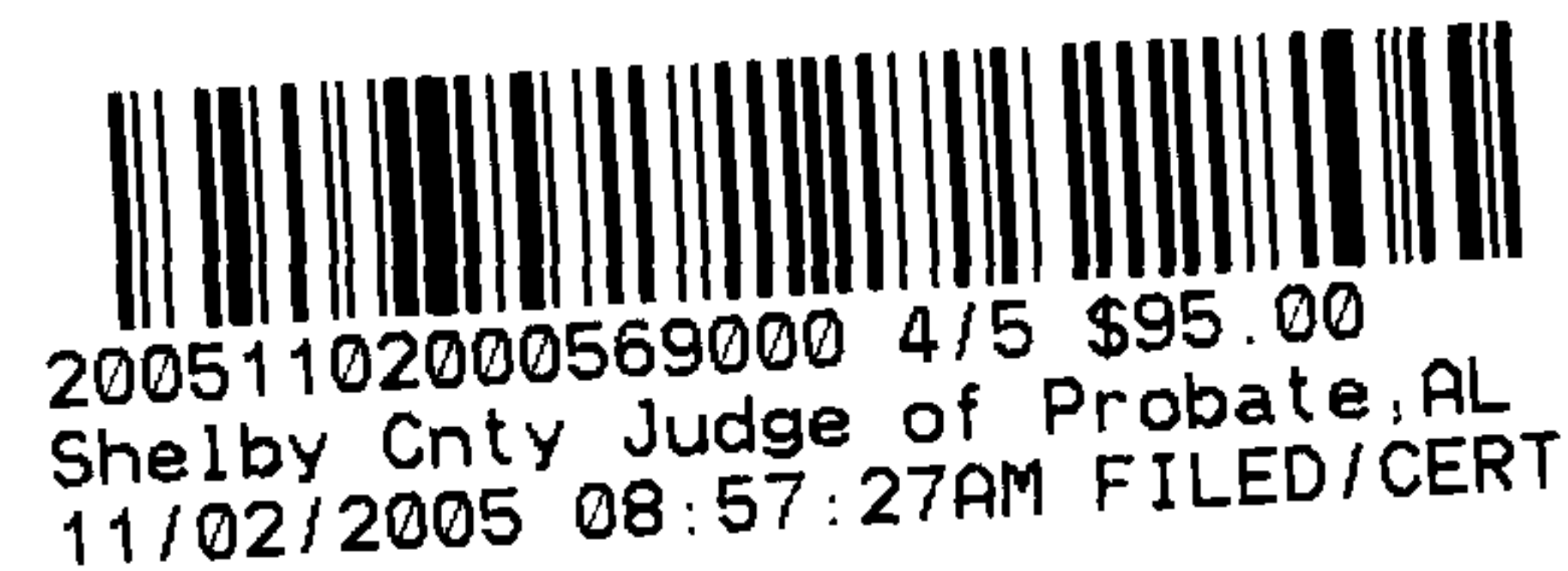
9. These purposes herein expressed shall be construed as powers as well as objects and purposes and the matters expressed in each clause thereof shall, except as otherwise expressly provided, be in no way limited by references to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms of the powers of the corporation now or hereafter conferred by law, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

**FOURTH:** The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares of common stock with a par value of One Dollar (\$1.00) per share.

**FIFTH:** Provisions for the regulation of the internal affairs of the corporation are:  
None.

**SIXTH:** The address of the initial register office of the corporation is 1714 Fieldstone Circle, Helena, Alabama 35080, and the name of its initial registered agent at such address is Lisa Richie.

**SEVENTH:** The number of Directors constituting the initial Board of Directors of the



corporation is one, and the name and address of the person who is to serve as Director until the first annual meeting of shareholders or until her successors are elected and shall qualify is:

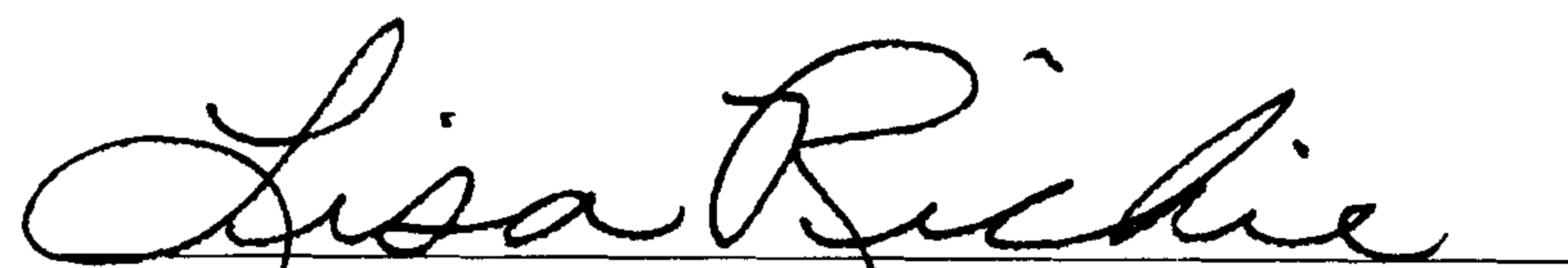
<u>Name</u>	<u>Address</u>
Lisa Richie	1714 Fieldstone Circle Helena, AL 35080

**EIGHTH:** The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Lisa Richie	1714 Fieldstone Circle Helena, AL 35080

Dated: Nov 1, 2005.

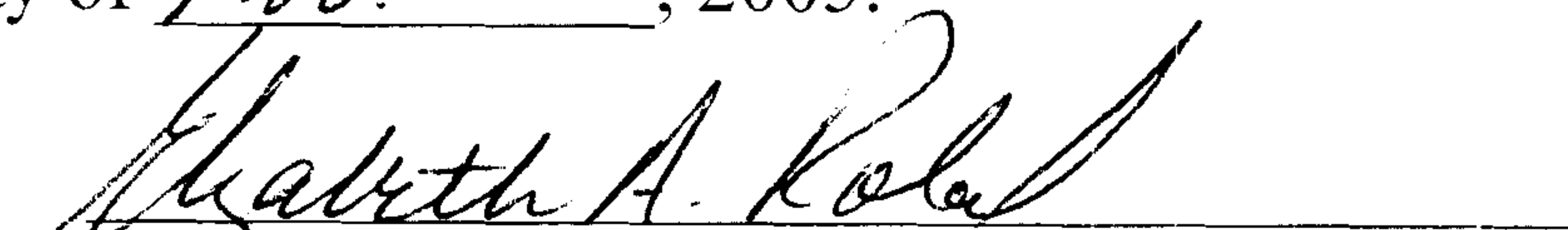
Incorporator:

  
Lisa Richie

STATE OF ALABAMA     )  
SHELBY COUNTY        )

I, the undersigned, a Notary Public in and for State of Alabama at Large, do hereby certify that the above named incorporator, Lisa Richie, who is known to me, appeared before me on this date, and under oath stated that the matters contained in said Certificate are true and that she executed the same voluntarily.

Witness my hand and seal this the 1<sup>st</sup> day of Nov., 2005.

  
Notary Public

This Instrument Prepared by:  
Elizabeth A. Roland, Attorney  
Elizabeth A. Roland, P.C.  
267 Village Parkway  
Helena, AL 35080



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:

**LARC, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Elizabeth Roland, 267 Village Parkway, Helena, AL 35080 for a period of one hundred twenty days beginning August 17, 2005 and expiring December 16, 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.

August 17, 2005

Date

Nancy L. Worley

Secretary of State