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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA
SHELBY COUNTY

**ARTICLES OF INCORPORATION
OF
BATHS PLUS, INC.**

The undersigned, acting as incorporator of a corporation under the *Code of Alabama* (1975), as amended, adopts the following articles of incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be BATHS PLUS, INC.

ARTICLE II. DURATION

The period of its duration is perpetual.

ARTICLE III. PURPOSE


The purposes for which the corporation is organized shall be to transact any and all lawful business for which a corporation may be organized under the Revised Alabama Business Corporation Act, specifically including , but not limited to, to own, operate, or manage a business that installs, removes, repairs, distributes, and/or otherwise deals with construction products of any kind or nature for the production of income and profit, and to do those things that are necessary or proper in connection with that business, including, but not limited to, the following:

- A. To purchase, lease, or otherwise acquire, to own, hold, and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its business and in connection with any other proper business activity in which the corporation may engage.

- B. To enter into and make all necessary contracts for the conduct of its business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.
- C. To borrow or raise money reasonably required in the conduct of its business and in connection with any proper business activity in which the corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.
- D. To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or any other entity.
- E. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Alabama with all the powers conferred on corporations by the laws of the State of Alabama.
- F. To restrict the manner in which the persons to whom its capital stock shall be issued or transferred may transfer such capital stock and to enact bylaws to carry these restrictions into effect.
- G. To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in these Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Revised Alabama Corporation Act as currently enacted and as may be hereafter amended or superseded by any other statute.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is 8,400 shares of stock, all of which shall be common shares with par value of \$1.00.


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No shareholder of said common stock shall transfer, alienate, or in any way dispose of any share of the Corporation unless such shall first have been in writing offered for sale to the Corporation upon the same terms as offered to any other individual or corporation. The Corporation reserves and shall have the exclusive right and option to purchase such share or shares at said offered price within ninety days after such offer.

If within the said time period of the Corporation does not purchase the shareholder's share or shares at said offered price, said share or shares are reserved to the other shareholders of the corporation for thirty days after the Corporation's exclusive option ends. The written notice to the corporation shall serve as notice to the shareholders. After the above time limits shall have expired, the shareholders, if the corporation, or the other shareholders shall not have exercised their respective options, shall be free to transfer, alienate, or otherwise dispose of such share or shares without restrictions whatsoever.

ARTICLE V. REGISTERED AGENT / OFFICE

The name of the initial registered agent and the street address of the initial registered office of the corporation is:

Roy Stanley, Jr.
2047 Club Road
Hoover, AL. 35244

ARTICLE VI. DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is three (3), and the name and address of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Roy Stanley, Jr.	2047 Club Road Hoover, AL. 35244

Kevin B. Gammill

4923 Cambridge Drive
Northport, AL. 35473

Andrew L. Ingram

4922 Allums Ave.
Northport, AL. 35473

ARTICLE VII. INCORPORATOR

The name and address of each incorporator of the Corporation is as follows:

Roy Stanley, Jr.

2047 Club Road

Hoover, AL. 35244

Kevin B. Gammill

4923 Cambridge Drive

Northport, AL. 35473

Andrew Ingram

4922 Allums Ave.

Northport, AL. 35473

ARTICLE VIII. MANAGEMENT and CONTROL

The power to manage and control the corporation shall be vested in the Board of Directors, subject to the Bylaws, rules and regulations adopted by the shareholders of the corporation.

ARTICLE IX. COMMON OWNERSHIP IN OTHER ENTITIES

No contract or other transaction between the corporations and other firm, individual or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is interested in or a member of, stockholder, director or officer of any such firm or corporation; and any director or officer,



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individually or jointly, may be a party to or interested in any contract or transaction of this corporation and no contract or transaction of this corporation with any person, firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation is a party to or interested in said contract.

ARTICLE X. VOTING AND PRE-EMPTIVE RIGHTS

- A. Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, her, or its name at any and all meetings of the shareholders of the corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.
- B. Subject to applicable transfer restrictions, holders of common stock shall have the pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares. If after sixty (60) days written notice to a shareholder of the terms to acquire additional stock, such shareholder fails to exercise the pre-emption right, then in such event said right of pre-emption is waived. Said right may also be waived voluntarily by a shareholder at any time in writing.

ARTICLE XI. "S" CORPORATION

- A. Holders of common stock shall not transfer said stock in a manner that would jeopardize the status of the corporation as electing to be a small business corporation, as defined in subchapter S of the Internal Revenue Code of 1986, in the amended form in which the same shall be effective with references to such electing small business corporations. Any transfer of stock which would prevent the corporation from maintaining its subchapter S status is null and void.
- B. Holders of common stock understand and agree that it may be advantageous to the corporation to make, maintain, or revoke an S election. The holders further


understand and agree that in order for the corporation to make or maintain an S election, it must be a small business corporation. Accordingly, the holders covenant and agree not to take any action or fail to take any action which would cause the corporation to fail or cease to be a small business corporation or which would cause the S election of the corporation to be revoked or terminated. By way of example, and not limitation, the holders covenant and agree that they will neither cause nor allow the transfer of any shares to any person, firm, corporation, trust, partnership, or other entity which is not permitted to be a shareholder of an S corporation under subchapter S.

- C. Holders of common stock understand that in order for the corporation to make an effective S election, all of the shareholders must consent to an S election. Accordingly, the holders covenant and agree to execute and deliver to the corporation a written consent and other documents, whenever, as often as, and in such form as may be represented by the corporation, or by the shareholders holding a majority of the issued and outstanding shares of the corporation.
- D. In order to ensure that any proposed transfer of any shares will not adversely affect an S election or the ability of the corporation to make an S election, the holders covenant and agree not to transfer or attempt to transfer any shares until the holders shall have delivered to the corporation on opinion of an attorney licensed to practice law in the State of Alabama and acceptable to the corporation stating that the proposed transfer will not and could not with the passage of time have an adverse impact upon the effectiveness of, or the ability of the corporation to make, an S election and containing such other opinions as corporation shall request.
- E. In the event any holder shall attempt in any way to sell, transfer, or convey any shares without first complying with all of the conditions contained herein, then (i) the corporation may disregard and refuse to register in its books and records such attempted transfer, (ii) any attempted transfer which the corporation refuses to



register in its books and records shall be void *ab initio* for all purposes, and (iii) at the election of the corporation the holder shall be deemed to have given written notice to the corporation of his offer to sell all shares then owned by him.

- F. As used in this Article XI, the following terms shall have the following meanings:
1. "Code" shall mean and refer to the Internal Revenue Code of 1986, as the same hereafter may be amended from time to time.
 2. "Consent and Other Documents" shall mean such documents, whether in the form of a statement, election, consent, or otherwise, as may be required to be executed by all of the shareholders of the corporation by the Code or by the laws, rules, or regulations of the United States of America and the State of Alabama in order for the corporation to make and maintain a valid and effective S election, including without limitation, (a) the consent to an S election required under subchapter S, (b) in the case of any trust capable of becoming a qualified subchapter S trust, the election of each such trust and its current income beneficiary to treat the trust as a qualified subchapter S trust, and the consent to Alabama income taxation of each shareholder who is a non-resident of Alabama and a Power of Attorney authorizing an officer of the company to execute and deliver a consent to Alabama income taxation on behalf of such non-resident shareholder.
 3. "Qualified Subchapter S Trust" shall mean a qualified subchapter S trust as defined in §1361 of the Code.
 4. "S corporation" shall mean an S corporation as defined in subchapter S.
 5. "S election" shall mean and refer to an election to be treated as an election to be treated as an S corporation as provided for and allowed under subchapter S.
 6. "Small Business Corporation" shall mean a small business corporation as defined in §1361 of the Code.


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7. "Subchapter S" shall mean subchapter S of Chapter 1 of Subtitle A of the Code.

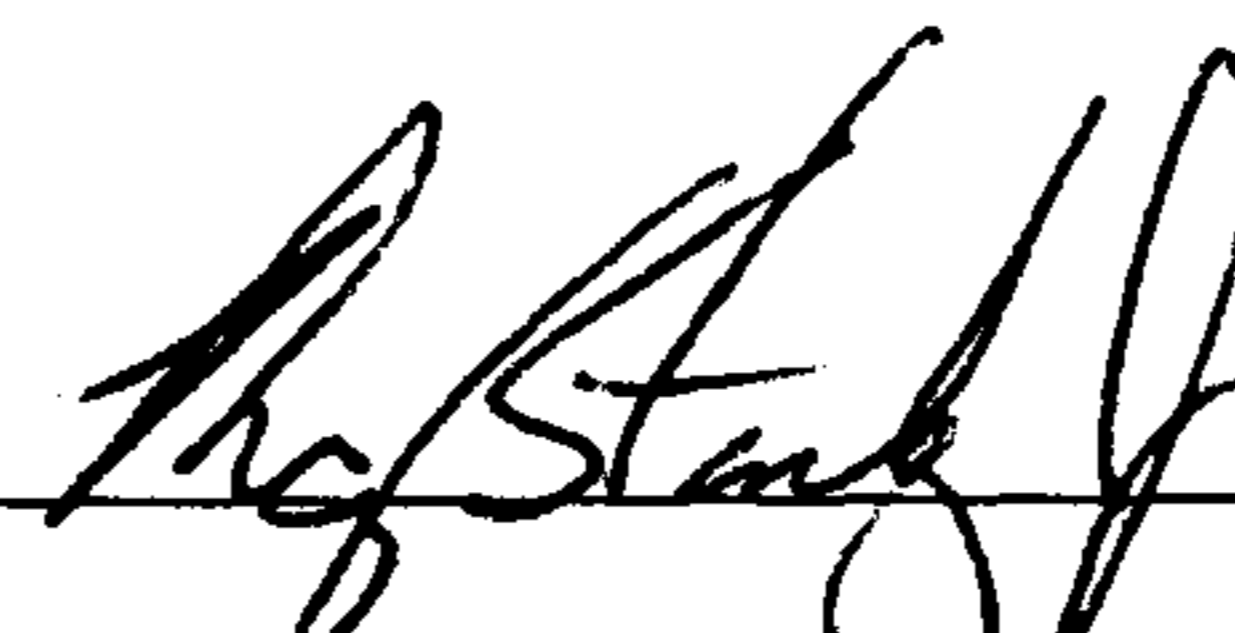
ARTICLE XII. AMENDMENT

These articles of incorporation shall not be amended or altered except by vote of two-thirds of the shareholders of all of the issued and outstanding stock of the corporation at a meeting when the proposed amendment or alteration has been set out in the notice of such meeting.

ARTICLE XIII. RESTRICTIONS ON TRANSFER OF SHARES

The transfer of any share authorized and issued by the corporation may be subject to an agreement among the shareholders to restrict transfer of said share in accordance with the provisions of said agreement, except as prohibited by law.


IN TESTIMONY WHEREOF, witness the hand of the undersigned incorporators on this the 24th day of October, 2006.




Roy Stanley, Jr.



Kevin B. Gammill



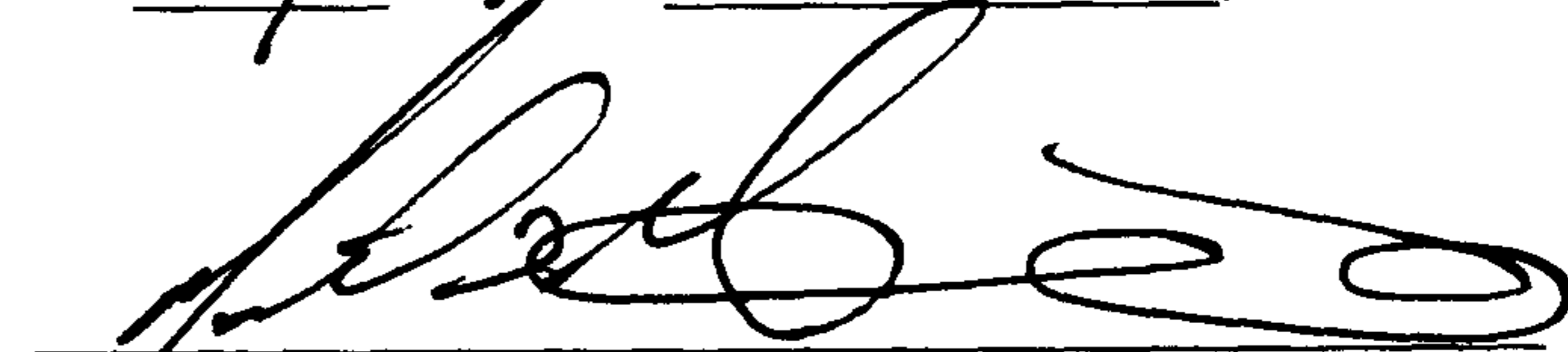
Andrew L. Ingram


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STATE OF ALABAMA
SHELBY COUNTY

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Roy Stanley, Jr., whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this, the 24 day of Oct, 2006.



Notary Public

MY COMMISSION EXPIRES JANUARY 15, 2008

My Commission expires: _____

STATE OF ALABAMA
COUNTY OF TUSCALOOSA

I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Kevin B. Gammill, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this, the 18th day of Oct, 2006.



Notary Public

Notary Public

My Commission expires: 11-507



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STATE OF ALABAMA
COUNTY OF TUSCALOOSA


I, the undersigned, a Notary Public in and for said County, in said State, hereby certify that Andrew L. Ingram, whose name is signed to the foregoing instrument and who is known to me, acknowledged before me on this day that, being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal this, the 23 day of October, 2006.

Kimberly Lane Colburn

Notary Public

My Commission expires: 6/13/09


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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:

Baths Plus, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Roy Stanley Jr, 2047 Club Rd, Hoover, AL 35244 for a period of one hundred twenty days beginning October 17, 2006 and expiring February 15, 2007.



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.

October 17, 2006

Date

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

Nancy L. Worley

Secretary of State