

STATE OF ALABAMA

DOMESTIC FOR-PROFIT CORPORATION

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION GUIDELINES

INSTRUCTIONS

STEP 1: IF CHANGING THE CORPORATION'S NAME, CONTACT THE OFFICE OF THE SECRETARY OF STATE AT (334) 242-5324 TO RESERVE A CORPORATE NAME.

STEP 2: FILE THE ORIGINAL AND TWO COPIES IN THE JUDGE OF PROBATE'S OFFICE WHERE THE ORIGINAL ARTICLES OF INCORPORATION ARE FILED. (IF THE AMENDMENT CHANGES THE NAME, THE CERTIFICATE OF NAME RESERVATION MUST BE ATTACHED.) IF CHANGING THE NAME, THE SECRETARY OF STATE'S FILING FEE IS \$10. TO VERIFY JUDGE OF PROBATE FILING, PLEASE CONTACT THE JUDGE OF PROBATE'S OFFICE.

PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT.

Article I The name of the corporation:
SC CSM Realty, Inc.

Article II The following amendment was adopted in the manner provided for by the Alabama Business Corporation Act:
Exit Realty First Choice, Inc.

Article III The amendment was adopted by the shareholders or directors in the manner prescribed by law on 9/24, 2007

Article IV The number of shares outstanding at the time of the adoption was 100; the number of shares entitled to vote thereon was 100. If the shares of any class are entitled to vote thereon as a class, list the designation and number of outstanding shares entitled to vote thereon of each such class:

Article V The number of shares voted for the amendment was 100 and the number of shares voted against such amendment was 0. (If no shares have been issued attach a written statement to that effect.)

Date: 9/24/07

Printed Name and Business Address of Person Preparing this Document:

Dean Chatham
Type or Print Corporate Officer's Name and Title

Dean Chatham
Signature of Officer

ARTICLES OF INCORPORATION
OF
Exit Realty First Choice, Inc..

THE UNDERSIGNED, acting as incorporator, desiring to form a corporation pursuant to the Alabama Business Corporation Act and the general corporation laws of the State of Alabama, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I

The name of the Corporation shall be Exit Realty First Choice, Inc..

ARTICLE II

The number of directors of the initial Board of Directors shall be one (1), and the name and address of the Director chosen for the first year and until successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Dean Chatham	4898 Valleydale Road, suite B-1 Birmingham, AL 35242

ARTICLE III

The objects and purposes for which the said Corporation is formed and the objects to be carried on and promoted by it are as follows:

- (a) To transact any and all lawful business which corporations may conduct under the laws of the State of Alabama or any other state in which the corporation may legally transact business.
- (b) To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or dependence thereof.
- (c) To acquire, own, purchase, sell, exchange, lease, pledge, and mortgage real and personal property of every kind, including the Corporation's own capital stock and any securities created or issued by any persons, firms, associations, corporations, or governments or subdivisions thereof.
- (d) To exercise every power and engage in every activity that may be necessary, appropriate, convenient and incidental to the foregoing enumerated purposes.

ARTICLE IV

The corporation shall have and be vested with all rights and powers authorized by the laws and constitution of the State of Alabama, and shall have the right and power to do all things authorized by the laws of the State of Alabama as fully and to the extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under and by virtue of the laws of the State of Alabama.

ARTICLE V

The address of the initial registered office of the Corporation shall be 4898 Valleydale Road, suite B-1, Birmingham, AL 35242, and the name of the initial registered agent at such address will be Dean Chatham.

ARTICLE VI

- (a) The Corporation shall have authority to issue One Hundred Dollars (\$100.00) of capital stock, which shall be divided into one hundred (100) shares of a par value of One and NO/100 Dollars (1.00) per share. All such shares are of one class and are designated as common stock. Any and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed fully paid stock, and the holder of such shares shall not be liable for any further call or assessment of any other payment thereon.
- (b) Every holder of the common stock of the corporation shall have the preemptive right to purchase his/her proportion of the issuance of any class of stock, including treasury shares, according to the proportion of his/her holding of common stock, at such price, which may be in excess of par value, within such time and on such terms as shall be fixed and determined by the Board of Directors.

ARTICLE VII

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Dean Chatham	4898 Valleydale Road, suite B-1 Birmingham, AL 35242

ARTICLE VIII

The Corporation shall have perpetual existence.

ARTICLE IX

- (a) The business and affairs of the Corporation shall be managed by a Board of Directors, which shall be invested with all the powers and privileges provided by the laws and constitution of the State of Alabama. In furtherance, and not in limitation of said powers, the Board of Directors is expressly authorized and empowered to establish bonus, profit sharing, or other types of incentive or compensation plans for the employees (including officers and directors) of the Corporation, and to fix the amounts of profits to be distributed or shared, and to determine the persons to participate in any such plans and the amount of their respective participation.
- (b) Any Director or officer may be removed at any time in such manner as shall be provided by the By-Laws of the Corporation.
- (c) No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association or entity on which one or more of its Directors are directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratified such contract or transaction, if the contract or transaction is fair and reasonable to the Corporation and if either:
 - (1) the fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or
 - (2) the fact of such relationship or interest is disclosed to the Stockholders entitled to vote, and they authorize, approve, or ratify such contract by vote or written consent.

Common or interested Directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies such contract or transaction.

- (d) Subject to any limitation in the By-Laws, the member of the board of Directors shall be entitled to reasonable fees, salaries, or other compensation for their services as such directors and to reimburse for expenses incurred by them as such members. Nothing contained herein shall preclude any other capacity and receiving reasonable compensation therefore.
- (e) The stockholders and Board of Directors of the Corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the Corporation, subject to the provisions of the laws of Alabama, outside of said state and at such place or places as may time to time be designated by them.

- (f) The board of Directors may authorize the sale and issuance of any authorized, but unissued, capital or treasury stock to persons, on such terms and for consideration as the Board of Directors in its discretion deems proper, provided however, existing stockholders shall have preemptive rights to the purchase of said stock.

ARTICLE X

The Corporation and its Stockholders are hereby authorized to enter into agreements restricting the sale, transfer, or encumbrance of the capital stock of the Corporation, or the voting rights relative thereto. Such agreement may be entered into by any of the Stockholders or between themselves and may include the Corporation as a party thereto. A copy of any such agreement shall be retained in the principal office of the Corporation in the State of Alabama and shall be available for inspection by any Stockholder or his/her duly authorized agent or representative.

IN WITNESS WHEREOF, I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Alabama, do make, file, and record these Articles of Incorporation, and do certify that the facts herein stated are true, and I have accordingly set my hand and seal on this 24th day of September 2007.


Dean Chatham
Incorporator

This Document Prepared By:
Dean Chatham
4898 Valleydale Road, suite B-1
Birmingham, AL 35242

Beth Chapman
Secretary of State

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Shelby Cnty Judge of Probate, AL
09/24/2007 01:11:48PM FILED/CERT

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

STATE OF ALABAMA

I, Beth Chapman, 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:

Exit Realty First Choice Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Dean Chatham, 4898 Valleydale Rd Ste B1, Birmingham, AL 35242 for a period of one hundred twenty days beginning September 10, 2007 and expiring January 9, 2008.



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.

September 10, 2007

Date

Beth Chapman
Beth Chapman Secretary of State