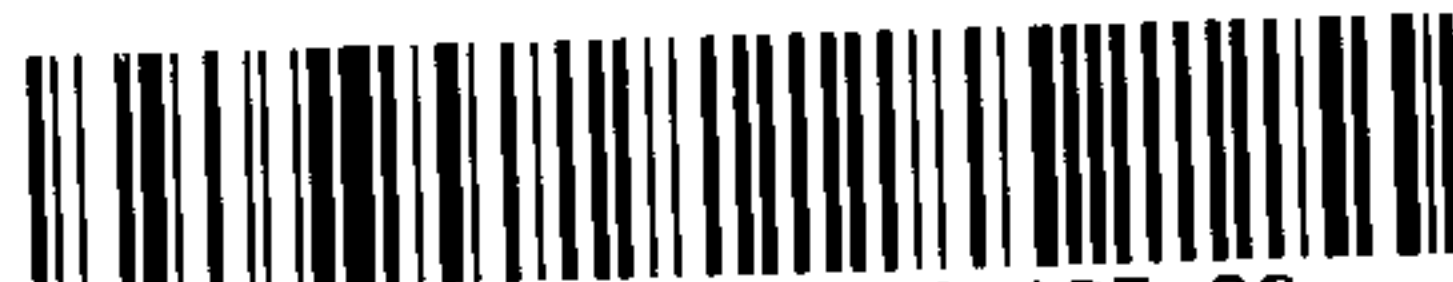


STATE OF ALABAMA)
SHELBY COUNTY)


20080104000004470 1/4 \$95.00
Shelby Cnty Judge of Probate, AL
01/04/2008 09:02:54AM FILED/CERT

**ARTICLES OF INCORPORATION
OF
BARBER MARINA, INC.**

The undersigned incorporator does hereby form a corporation under the Alabama Business Corporation Act, and does declare:

**ARTICLE I
NAME**

The name of the Corporation shall be Barber Marina, Inc.

**ARTICLE II
PURPOSES**

The purposes for which this Corporation is organized are:

- (a) To build, own, and operate a marina.
- (b) To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of Alabama.

**ARTICLE III
AUTHORIZED SHARES**

The total number of shares which the Corporation shall have authority to issue shall be One Thousand (1,000) shares of Common of the par value of One and 00/100 Dollars (\$1.00) per share and consisting of one class only.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation and the name of the Corporation's initial registered agent at said address shall be as follows:

Registered Agent

George W. Barber, Jr.

Registered Office

27 Inverness Center Parkway
Birmingham, Alabama 35242

ARTICLE V
INITIAL BOARD OF DIRECTORS

(a) The names and addresses of the persons who are to serve as the initial Directors until the first annual meeting of shareholders, or until successors are elected and qualified, are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------------|--|
| George W. Barber, Jr. | 27 Inverness Center Parkway Birmingham, Alabama 35242 |
| B. Austin Cunningham | 27 Inverness Center Parkway Birmingham, Alabama 35242 |
| Charles M. Miller | 27 Inverness Center Parkway Birmingham, Alabama 35242 |
| T. Paul Sanford | 27 Inverness Center Parkway Birmingham, Alabama 35242 |

(b) A member of the Board of Directors need not be a shareholder of the Corporation.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| T. Paul Sanford | 27 Inverness Center Parkway Birmingham, Alabama 35242 |


ARTICLE VII
DENIAL OF PREEMPTIVE RIGHTS

No holder of shares of any class of this Corporation shall, as such holder, have any preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the Board of Directors or shareholders at such prices and upon such other terms and conditions as the Board of Directors, in its discretion, or the shareholders may fix or designate.

ARTICLE VIII
LIMITATION OF LIABILITY

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. The limitation on the liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omission occurring prior to the adoption of this ARTICLE VIII. Any repeal or modification of this ARTICLE VIII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, has executed the foregoing Articles of Incorporation on this 7th day of November, 2007.



T. Paul Sanford

(INCORPORATOR)

THIS INSTRUMENT WAS PREPARED BY:

Timothy A. Bush
Sirote & Permutt, P.C.
P.O. Box 55727
Birmingham, AL 35255-5727



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Beth Chapman
Secretary of State

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:

Barber Marina, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Cathy Crittenden, PO Box 55727, Birmingham, AL 35255 for a period of one hundred twenty days beginning October 31, 2007 and expiring February 29, 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.

October 31, 2007

Date

Beth Chapman

Beth Chapman

Secretary of State