

**WRITTEN CONSENT IN LIEU OF  
ORGANIZATION MEETING OF BOARD OF DIRECTORS OF  
BARBER MARINA STORE, INC.**

Pursuant to Code of Alabama 1975, Section 10-2B-8.21, the undersigned, being all of the Directors named in the Articles of Incorporation of the Corporation, do hereby consent to the adoption of the following resolutions:

BE IT RESOLVED, That the Articles of Incorporation in form as approved by the incorporator, have been filed in the office of the Judge of Probate of Shelby County, Alabama, and that upon receipt of the recorded Articles of Incorporation, such Articles of Incorporation shall be inserted in the Minute Book of the Corporation.

BE IT RESOLVED, That the following named persons are hereby appointed to serve in the offices set forth opposite their names for a period of one year or until successors are duly appointed:

<u>Name</u>	<u>Office</u>
George W. Barber, Jr.	Chairman of the Board
B. Austin Cunningham	Chief Executive Officer
T. Paul Sanford	Chief Financial Officer, Secretary and Treasurer
Charles M. Miller	President
Don Erwin	Vice President - Corporate Development
Dale Siebert	Vice President

BE IT RESOLVED, That the officers are hereby authorized and directed to open a bank account in the name of the Corporation and that all checks upon such bank account shall be signed by the persons so designated by the Board in the form of a resolution submitted to the bank upon the opening of the bank account.

BE IT RESOLVED, That the President of the Corporation is authorized and directed to pay all expenses incident to and necessary for the organization of the Corporation.

BE IT RESOLVED, That the form of stock certificate as presented to the Board of Directors is hereby adopted as the form of stock certificate of the Corporation.

BE IT RESOLVED, That the Board of Directors does hereby adopt the Bylaws presented herewith as the official Bylaws of the Corporation. The same shall remain in full force and effect until altered or amended in accordance with the provisions set forth therein.

BE IT RESOLVED, That the subscription and the form of payment thereof set forth in the Subscription Agreement is hereby approved and accepted, and the proper officers of this Corporation are hereby authorized and directed to issue to such subscriber the certificate representing fully paid and nonassessable shares of this Corporation in the amount of such subscription.

BE IT RESOLVED, That the issuance of the shares is hereby found and declared to be pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

BE IT RESOLVED, That the Board hereby acknowledges that the shareholder of the Corporation will file a Qualified Subchapter S Subsidiary Election for and on behalf of the Corporation.

BE IT RESOLVED, That any reimbursement for travel or entertainment expenses incurred by employees and officers of the Corporation which is disallowed as a deduction to the Corporation will be considered as additional compensation over and above salaries and bonuses to the designated employees.

*{Signature pages follow.}*

This written consent may be signed in counterparts and is to be placed with the minutes of proceedings of the Corporation, and the above resolutions are to be as fully effective as if enacted at the organization meeting of the Board of Directors duly called and held.

Dated effective the 7<sup>th</sup> day of November, 2007.

T. Paul Sanford  
T. Paul Sanford

George W. Barber, Jr.  
George W. Barber, Jr.

B. Austin Cunningham  
B. Austin Cunningham

Charles M. Miller  
Charles M. Miller

(BOARD OF DIRECTORS)



**WRITTEN CONSENT IN LIEU OF  
FIRST ANNUAL MEETING OF THE SOLE SHAREHOLDER OF  
BARBER MARINA STORE, INC.**

Pursuant to Code of Alabama 1975, Section 10-2B-7.04, the undersigned, being the sole Shareholder of **BARBER MARINA STORE, INC.**, a corporation organized and existing under the laws of the State of Alabama, does hereby consent to the adoption of the following resolutions:

BE IT RESOLVED, That each and all of the actions of the initial Board of Directors of the Corporation adopted at the organization meeting thereof are hereby approved, ratified and confirmed in all respects.

BE IT FURTHER RESOLVED, That the Bylaws for the Corporation, as adopted by the initial Board of Directors, are hereby ratified and approved as the official Bylaws of the Corporation.

BE IT RESOLVED, That, in accordance with ARTICLE II, Section 2, of the Bylaws, the Board of Directors of the Corporation shall consist of four (4) members and that the following-named persons are hereby nominated and elected to serve as Directors of the Corporation for the a period of one (1) year or until their successors are duly elected and qualified:

George W. Barber, Jr.  
B. Austin Cunningham  
Charles M. Miller  
T. Paul Sanford

This written consent is to be placed with the minutes of proceedings of the Corporation, and the above resolutions are to be as fully effective as if enacted at the first meeting of the sole Shareholder duly called and held.

DATED this 7<sup>th</sup> day of November, 2007.

BARBER MARINA, INC.



By: Charles M. Miller  
Its President

(SOLE SHAREHOLDER)