

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

MCKAY MANAGEMENT CORPORATION

ARTICLE I

Name

The name of this corporation (hereinafter referred to as the "Corporation") shall be:

MCKAY MANAGEMENT CORPORATION

ARTICLE II

Duration

The duration and existence of the Corporation shall be perpetual.

ARTICLE III


Purposes

The nature of the business of the Corporation and its objects, purposes and powers are:

(a) To engage in and carry on the business of buying, leasing and otherwise acquiring real estate of every kind and description and wheresoever situated; investing in general or limited partnerships, corporations or other entities which engage in real estate development; buying, leasing and otherwise acquiring and constructing and erecting, or contracting for the construction and erection of buildings and structures in and on such real estate for any uses or purposes; and holding, owning, improving, developing, maintaining, operating, managing, leasing, mortgaging or disposing of such property or any part thereof;

(b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant in connection therewith;

(c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign country and, while the


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owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the Corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

(e) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of or creation of security interests in any of its property, franchises, or income, and, without limiting the generality of the foregoing; (a) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of the contracting Corporation, (b) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of (i) an entity that is wholly owned, directly or indirectly, by the contracting Corporation or (ii) a person that owns, directly or indirectly, all of the outstanding stock of the contracting Corporation or (iii) an entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding stock of the Corporation;

(f) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(g) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other entity;

(h) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future or former directors, officers, employees and agents;

(i) To make donations for the public welfare or for charitable, scientific or educational purposes; and

(j) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the

Corporation is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

ARTICLE IV

Capital Stock

4.01 The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is Two Thousand (2,000), consisting of Two Thousand (2,000) shares of \$0.01 par value common stock.

4.02 Distributions with respect to all classes and series of Shares shall be made only when, as and if authorized by the Board of Directors; provided, however, that no distribution may be made if, after giving it effect, (i) the Corporation would not be able to pay its debts as they become due in the usual course of business; or (ii) the Corporation's total assets would be less than the sum of its total liabilities.

4.03 The Board of Directors is expressly authorized to create and issue, by resolution(s) adopted from time to time, warrants, rights or options entitling the holders thereof to purchase Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares or other securities or evidences of indebtedness. The Board of Directors is also authorized expressly to determine the terms, including, without limit, the time or times within which, the price or prices and any adjustments thereto, whereby Shares may be purchased upon the exercise of any such warrant, right or option. The judgment of the Board of Directors shall be conclusive as to the adequacy of the consideration received for any such rights or options.

4.04 None of the shareholders of the Corporation shall have, and each shareholder is hereby expressly denied, the preemptive right to purchase his or her proportion of the issuance of any class of shares, including treasury shares, according to the proportion of his or her holdings of such class of shares.

ARTICLE V

Miscellaneous

In furtherance and not in limitation of the powers conferred by law, the following provisions for the regulation of the Corporation, its directors and shareholders are hereby established:

5.01 A director shall not be held personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action as a director, except this provision shall not eliminate the liability of a director for (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (iv) an intentional violation of criminal law; or (v) a breach of a director's duty of loyalty to the Corporation or its shareholders. It is the intention that the directors of the Corporation

be protected from personal liability to the fullest extent permitted by the Alabama Business Corporation Act as it now or hereafter exists. If at any time in the future the Alabama Business Corporation Act is modified to permit further or additional limitations on the extent to which directors may be held personally liable to the Corporation, the protection afforded by this Section 5.01 shall be expanded to afford the maximum protection permitted under such law. Any repeal or modification of this Section 5.01 by the shareholders of the Corporation shall be prospective only, and shall not diminish the rights, or expand the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

5.02 The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VI

Board of Directors

The names and addresses of the persons who served as the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Joseph E. McKay	One Riverchase Office Plaza Suite 200 Birmingham, Alabama 35244
Kathy C. McKay	One Riverchase Office Plaza Suite 200 Birmingham, Alabama 35244


ARTICLE VII

Registered Office and Agent

The location and mailing address of the Corporation's registered office shall One Riverchase Plaza, Ste. 200, Birmingham, Alabama 35244 and the registered agent at such address shall be Joseph E. McKay.

ARTICLE VIII

Incorporators


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The name and address of the incorporator were:

<u>Name</u>	<u>Address</u>
S. Perry Given, Jr.	1901 6 th Avenue North Birmingham, Alabama 35203

CERTIFICATE

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Pursuant to, and with the effect provided in, Sections 10-2B-10.02 to 10.07 of the Code of Alabama, 1975, as amended (the "Code"), the undersigned corporation adopts the following Amended and Restated Articles of Incorporation:

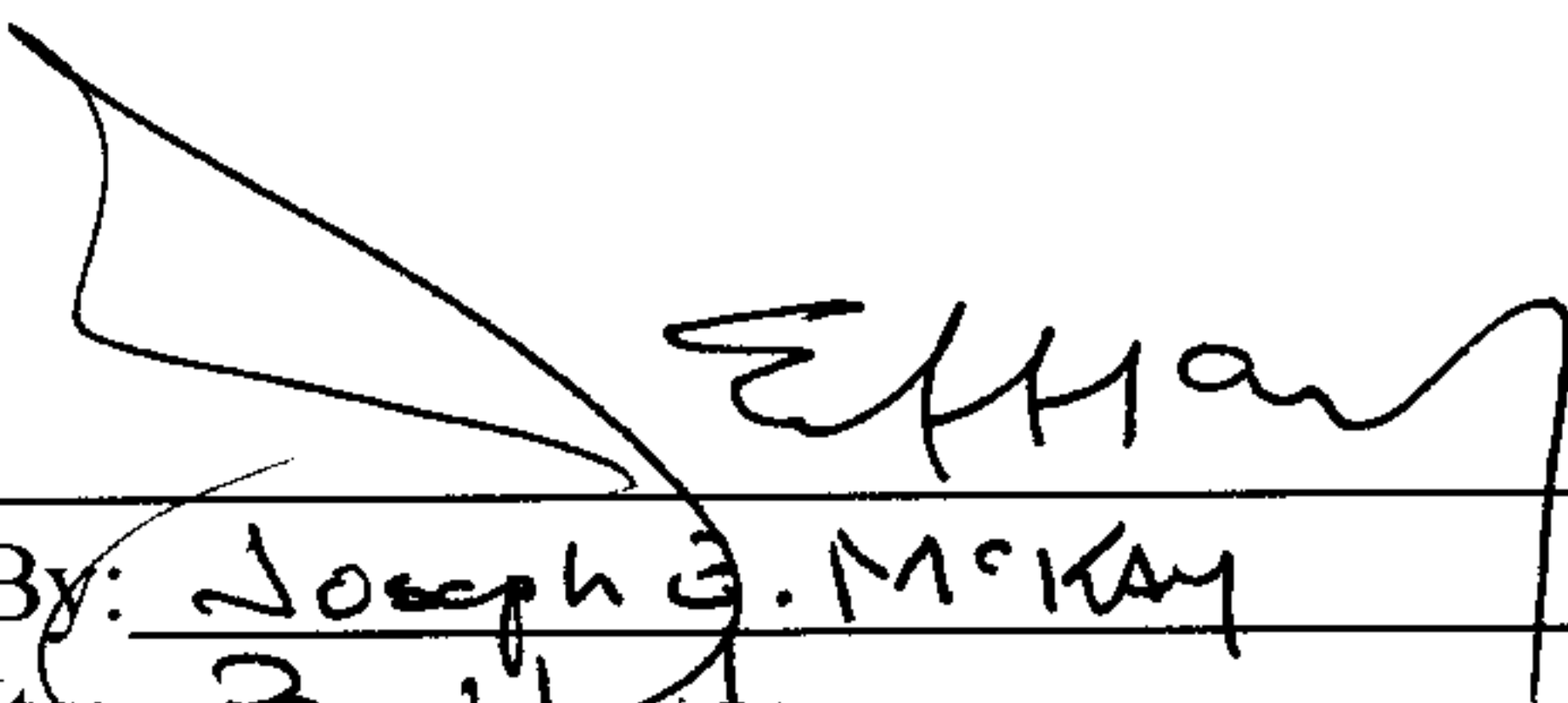
FIRST: The name of the corporation is "McKay Management Corporation" (the "Corporation").

SECOND: The Articles of Incorporation of the Corporation which were filed with the Judge of Probate of Shelby County on April 6, 1992, are hereby deleted in their entirety, and the Board of Directors and shareholders of the Corporation have adopted in the manner provided by the Code the attached Amended and Restated Articles of Incorporation as of April 30, 2009.

THIRD: The Corporation had 1,000 shares of Common Stock issued and outstanding at the time of the adoption of the Amended and Restated Articles of Incorporation. All 1,000 shares of Common Stock issued and outstanding voted to approve, and no shares voted against or abstained from voting on the Amended and Restated Articles of Incorporation.

Dated the 30th day of April, 2009.

MCKAY MANAGEMENT CORPORATION


By: Joseph G. McKay
Its: President