

STATE OF ALABAMA )  
SHELBY COUNTY )

20090618000235160 1/8 \$95.00  
Shelby Cnty Judge of Probate, AL  
06/18/2009 12:30:30 PM FILED/CERT

**ARTICLES OF INCORPORATION  
OF  
EMPENNAGE, INC.**

The undersigned, acting as incorporator of a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Alabama Business Corporation Act of the Code of Alabama, 1975, as amended (sometimes hereinafter referred to as the "Act"), does hereby file and adopt these Articles of Incorporation for such corporation as follows:

**ARTICLE ONE  
NAME**

The name of the corporation shall be **Empennage, Inc.** (the "Corporation").

**ARTICLE TWO  
PRINCIPAL OFFICE**

The location of the principal office of the Corporation shall be at 1121 Edenton Street, Birmingham, AL 35242.

**ARTICLE THREE  
CORPORATE DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE FOUR  
PURPOSES FOR CORPORATE ORGANIZATION**

The purposes, objectives and powers for which the Corporation is formed and organized are:

(a) to specifically engage in business directly, or through ownership of shares in any corporation, to purchase, lease, exchange, sell, grant options to or otherwise acquire any interest in computer programs or any computer systems, services or functions related in any way to the computer industry; to purchase, lease, exchange or otherwise acquire any interest in equipment or goods related in any way to the computer industry; to purchase, sell, lease, exchange or otherwise acquire any interest in any service or programs related in any way to the computer industry or any company, organization or institution utilizing such services; to provide consulting services with any company, organization or institution associated or related in any way to any company in the



20090618000235160 2/8 \$95.00  
Shelby Cnty Judge of Probate, AL  
06/18/2009 12:30:30 PM FILED/CERT

computer industry and any organization associated therewith for the benefit and perpetuation of the purpose stated herein; and

(b) to carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to companies by the laws of the State of Alabama.

## ARTICLE FIVE GOVERNING LAWS AND POWERS

The Corporation shall be governed by and subject to the Act, pursuant to the laws of the State of Alabama. The Corporation shall enjoy the powers and privileges set forth herein pursuant to the laws of the State of Alabama specifically including, without limitation, the following:

(a) to do everything necessary, proper, advisable or convenient in accomplishing the foregoing purposes and to do all other things incidental therewith and related thereto so long as not forbidden by the Act, other laws or the Corporation's Articles of Incorporation and/or By-Laws;

(b) to sell, exchange, purchase, construct on, rent or lease Real Estate;

(c) to negotiate legal arrangements to be entered into for the purpose of a legal venture in anticipation of receiving or sharing profits and union of interests in combination with any person, partnership, corporation, association, organization, or any other such legal entity or body, whether such venture be with a domestic or foreign company, for the purpose of carrying on any business or transaction deemed necessary, convenient or incidental to the purposes of this Corporation as found in this Articles of Incorporation;

(d) to assume, guarantee or become surety for the payment and performance of any all debts and obligations of another or others and to guarantee the payment of dividends upon any security or securities;

(e) to take, own, hold, deal in, mortgage or otherwise give lien against and to lease, sell, buy, exchange, transfer and, in any manner, dispose of or deal with real property or every class or description, and any and all interest therein, both within and outside the State of Alabama;

(e) to manufacture, purchase or otherwise acquire, in any lawful manner, and hold, own, mortgage, pledge or otherwise to give liens against and to lease, sell, assign, exchange, transfer, or in any manner, dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within and outside the State of Alabama, and in any part of the world;

(f) for any of the purposes of the Corporation and without any limitation as to amount, to borrow and raise monies, to draw, make, accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds and



20090618000235160 3/8 \$95.00  
Shelby Cnty Judge of Probate, AL  
06/18/2009 12:30:30 PM FILED/CERT

other instruments, whether transferable, and other evidence of indebtedness, whether secured by mortgage or otherwise, either alone or jointly with any other person or corporation; to confer upon the holders of any of its obligations such rights, powers and pledges as from time to time might be deemed advisable by the Board of Directors, except as may be specifically prohibited by law; to lend money with or without collateral or other security;

(g) to enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality or body politic;

(h) to purchase, insofar as the same may be done without impairing capital of the Corporation, except as otherwise permitted by law, and to hold, pledge, and reissue shares of its own capital stock, as determined by the Board of Directors;

(i) to conduct the business of preparing, calculating, producing, printing, publishing, or contracting for same to be done by other persons, firms or corporations, marketing, selling and distributing pamphlets, books, booklets, memoranda, and other printed or written works related in any way to the functions of the Corporation as specified herein;

(j) to purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of shares, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities or any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, or securities; to issue its own shares, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities for the acquisition of such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or acquired by it; and, while the owner or holder of any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, or receipts, to exercise all the rights of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty, or otherwise, those issuing, creating, or responsible for any such shares, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts;

(k) to purchase or otherwise acquire, hold, exchange, pledge, hypothecate, sell, deal in, and dispose of mortgages covering any kind of property, tax liens, and transfers of tax liens on real estate;

(l) to purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this Corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize, and in any manner dispose of the rights and property so acquired;

(m) to make any guaranty respecting dividends, shares, securities, indebtedness, interest, contracts, or other obligations so far as the same may be permitted to be done by corporations organized under the laws of the State of Alabama;

(n) to enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which the Corporation is authorized to carry on or any business or transaction deemed necessary, convenient, or incidental to the carrying out of any of the purposes of the Corporation;

(o) to enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts;

(p) to exercise all or any of the corporate powers and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interests thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Alabama; and

(q) to do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Alabama.

## ARTICLE SIX CAPITAL STOCK

(a) The aggregate number of shares which the Corporation shall have the authority to issue is One Thousand Two Hundred (1200) common shares of the par value of One Dollar (\$1.00) each, thus representing a total authorized capital of Twelve Hundred Dollars (\$1,200.00) and consisting of such one class only.

(b) Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders and such vote may be cast in person or by proxy.

(c) The Corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

(d) No person shall have the power to bind the Corporation within the scope of the business authorized and provided for within the Articles of Incorporation of the Corporation limited by virtue of such person being a shareholder of the Corporation.

(e) No shareholder shall have any preemptive right to purchase any proportion of any shares of the Corporation, including treasury shares, that might be issued or sold by the Corporation.

## ARTICLE SEVEN REGULATION OF CORPORATION'S INTERNAL AFFAIRS

(a) Meetings. Meetings of the Shareholders and Directors of this Corporation will be held either in or out of the State of Alabama, at such place or places as may be designed in the By-Laws or by the Board of Directors herein included in these Articles of Incorporation.

(b) By-Laws. The initial By-Laws of this Corporation shall be adopted by the Shareholders. The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be exclusively vested in the Shareholders. The affirmative vote of the majority shares of the outstanding shares of the Corporation entitled to vote, at any regular or special meeting, where such meeting constitutes a quorum of the shareholders, will be necessary to amend or repeal the By-laws. The By-Laws may contain any provisions for the management and regulation of the business and for the conduct of the affairs of the Corporation which will be consistent with the powers and authority expressly provided by statute or these articles of the Articles of Incorporation.

(c) Contracts Involving Directors. No contract or other transaction of this Corporation with any person or entity will be invalidated or effected by:

(i) the fact that the director has an interest in or is an officer of any other entity; or

(ii) the fact that any director may be involved or has an interest in the contract or transaction.

A person who may become a director of the Corporation is relieved of any liability arising by reason of his contract with the Corporation for his own benefit or the benefit of any corporation of which he may have an interest.

ARTICLE EIGHT  
LOCATION AND MAILING ADDRESS OF  
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the Corporation is 1121 Edenton Street, Birmingham, AL 35242, and the name of the initial registered agent at such address is Gary M. Dennis.

The Corporation may maintain such other offices elsewhere, within or outside the State of Alabama, as its Board of Directors may from time to time determine.

ARTICLE NINE  
DIRECTOR(S) CONSTITUTING INITIAL BOARD OF DIRECTORS

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

<u>DIRECTORS</u>	<u>MAILING ADDRESS</u>
Gary M. Dennis	795 Valley View Road Indian Springs, Alabama 35124
S. Thomas Payne	3517 Cahaba Valley Road Birmingham, Alabama 35242
Jeffrey D. McDonald	784 Sayle Jones Road Locust Fork, Alabama 35097

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

(c) Members of the Board of Directors shall be elected each year at the annual meeting of the Shareholders and shall hold office for one (1) year until the next annual meeting of Shareholders or until their successors have been elected and qualified.

ARTICLE TEN  
THE NAME AND ADDRESS OF INCORPORATOR

The name and post office address of the incorporator are as follows:

INCORPORATOR

F. Wade Steed

MAILING ADDRESS

1800 International Park Drive, Suite 10  
Birmingham, Alabama 35243

ARTICLE ELEVEN  
SPECIAL CLASS OF STOCKS AND BONDS

The Corporation reserves the right to create any preferred or special class of stocks and bonds to amend or repeal any provisions contained in the articles of the Articles of Incorporation or any amendment thereof in the manner now or hereafter provided by the Laws of the State of Alabama. All rights of the Shareholders of the Corporation are created subject to the aforesaid reservations.

ARTICLE TWELVE  
PRICE OF STOCK

The purchase price of valuation of stock to which the Corporation or its Shareholders may purchase, or be obligated to purchase, the shares of stock of the Corporation of a deceased, retired, expelled, or disqualified Shareholder who shall be required to sell his shares to the Corporation or to its other Shareholders, may be fixed by the By-Laws of the Corporation, or by a private agreement entered into by the Shareholders.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation for the purpose of forming a corporation under the Laws of the State of Alabama hereunto subscribes his hand to these Articles of Incorporation this the 18<sup>th</sup> day of June, 2009.

  
F. Wade Steed  
Incorporator

**THIS INSTRUMENT WAS PREPARED BY :**

F. Wade Steed  
Dempsey, Steed, Stewart, Ritchey & Gaché, L.L.P.  
Attorneys at Law  
1800 International Park Drive, Suite 10  
Birmingham, Alabama 35243



20090618000235160 8/8 \$95.00  
Shelby Cnty Judge of Probate, AL  
06/18/2009 12:30:30 PM FILED/CERT

**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:

**EMPENNAGE, INC.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of F. Wade Steed, 1800 International Park Drive Ste 10, Birmingham, AL 35243 for a period of one hundred twenty days beginning April 22, 2009 and expiring August 21, 2009.



**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.**

April 22, 2009

**Date**

**Beth Chapman**

**Secretary of State**