

Submitted by:
John P. Strohm
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Shelby Cnty Judge of Probate, AL
02/09/2010 11:44:39 AM FILED/CERT

STATE OF ALABAMA)
)
SHELBY COUNTY)

ARTICLES OF INCORPORATION

OF

FDB, INC.

The undersigned John P. Strohm, acting as incorporator of a business corporation under the laws of Alabama, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be: **FDB, INC.**

ARTICLE II
OBJECTS AND PURPOSES

The objects and purposes for which the corporation is organized are:

1. To engage in residential and commercial real estate design and construction services and to perform all services ancillary thereto.
2. To transact any and all lawful business for which corporations may be Incorporated under the Alabama Business Corporation Act, as such Act may be amended from time to time.

3. To have and to exercise all powers necessary or convenient to effect the above purposes.

The foregoing paragraphs of this Article II, and each phrase thereof, shall be construed, in their broadest sense, as purposes and powers of the corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

ARTICLE III

LOCATION OF INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the corporation in the State of Alabama shall be 417 McCormack Way, Birmingham, Alabama 35242 and the corporation's initial registered agent at such address shall be Charles Michael Frusterio.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares of capital stock that the corporation shall be authorized to issue and have outstanding shall be 10,000 shares of common stock, all of the same class, of the par value of one cent (\$.01) per share.

ARTICLE V

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as the directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

Charles Michael Frusterio
417 McCormack Way
Birmingham, Alabama 35242

Daniel R. Butler
1900 Fourth Avenue South
Irondale, Alabama 35210

Sean DeNard
5808 7th Avenue South

ARTICLE VI
STOCK PURCHASES

The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefore.

ARTICLE VII
LIABILITY OF DIRECTORS

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 Corporations Act, as amended, or any successor statute thereto. The limitation on liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising of acts or omissions occurring prior to the adoption of the Article VII. Any repeal or modification of this Article VII 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 such repeal or modification.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator are as follows:

John P. Strohm
Johnston Barton Proctor & Rose LLP
Colonial Brookwood Center
569 Brookwood Village, Suite 901
Birmingham, AL 35209



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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 8th day of February 2010.



John F. Strohm
Incorporator



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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:

FDB, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Garry N. Evens, 569 Brookwood Village Ste 901, Birmingham, AL 35209 for a period of one hundred twenty days beginning February 2, 2010 and expiring June 3, 2010.



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.

February 2, 2010

Date

Beth Chapman TM

Beth Chapman

Secretary of State