

## Articles of Incorporation

of

### MASON' COLE ENTERPRISE INC.

#### A Close Corporation

The undersigned, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Mason' Cole Enterprise Inc.

SECOND: The period of its duration is perpetual.

THIRD: The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Laws of the State of Alabama, and to participate in all types of business and activities which are allowed by the Laws of the State of Alabama.

FOURTH: The corporation shall have the authority to issue 1000 shares of common stock, par value \$1.00 per share.

FIFTH: All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 10-2B-6.2 and 10-2A-301 of the Code of Alabama, 1975:

(a) A stockholder, which designation includes any transferee by operation of law, who shall first offer it in writing to the corporation, which shall have fifteen (15) days to elect in writing to purchase the said stock at a pre-arranged value. If the corporation does not so elect, the Secretary shall give written notice of such fact to the non-selling stockholders on the earlier of the date of rejection or expiration of the offer, to the corporation, who shall have ten (10) days after the date of said notice to elect by written notice to purchase it at said value. A non-selling stockholder desiring to purchase after such notice, shall have the right to purchase such percentage of the stock as is arrived at by dividing the number of shares owned by him by the total number owned by all stockholders desiring to purchase. All notices shall be in writing and be send by certified or registered mail, postage prepaid.

(b) The pre-arranged value shall be determined at the annual meeting to the stockholders.

(c) Failure to give notice of acceptance by the corporation or stockholder within the time allowed shall be deemed to be a rejection of the offer.

(d) If the offers are rejected by the corporation or stockholders, the selling stockholder shall be free of all restrictions hereunder.

SIXTH: All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than ten (10) per persons.

SEVENTH: The address of the initial registered office of the corporation is 2581 Royal Way, Pelham, Alabama 35124, and the name of its initial register agent at such address is AUBREY K. LANIER JR.

EIGHTH: The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor are elected and shall qualify are:

Aubrey K. Lanier, Jr.  
2581 Royal Way  
Pelham, Alabama 35124

NINTH: The name of and address of each incorporator is:

<u>NAME &amp; ADDRESS:</u>	<u>NO. SHARES</u>
AUBREY K. LANIER, JR. 2581 ROYAL WAY PELHAM, ALABAMA 35124	1000

DATED, this the \_\_\_\_\_ day of \_\_\_\_\_, 2010.

  
AUBREY K. LANIER, JR.  
Incorporator



20110104000000260 3/3 \$156.00  
Shelby Cnty Judge of Probate, AL  
01/04/2011 09:29:03 AM 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:

**Mason' Cole Enterprise Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Victor L. Miller, Jr., Esq., 8778 Helena Rd, Pelham, AL 35124 for a period of one hundred twenty days beginning December 22, 2010 and expiring April 22, 2011.



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.

December 22, 2010

Date

*Beth Chapman* <sup>TM</sup>

Beth Chapman

Secretary of State