

STATE OF ALABAMA       )  
SHELBY COUNTY        )

THIS INSTRUMENT WAS PREPARED BY:  
Jack T. Carney, Attorney-at-Law  
3410 Independence Drive, Suite 200  
Birmingham, AL 35209

**ARTICLES OF INCORPORATION**  
**OF**  
**BAITSHOP INVESTMENTS, INC.**

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME OF THE CORPORATION**

The name of this corporation is Baitshop Investments, Inc.

**ARTICLE II**

**DURATION**


The duration of the corporation is perpetual.

**ARTICLE III**

**PURPOSES**

The corporation has been organized for the following purposes:

- (1) To own and operate pharmaceutical and retail businesses and to engage in all activities reasonably related thereto.
- (2) To purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.
- (3) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any

  
20110118000016230 1/7 \$156.00  
Shelby Cnty Judge of Probate, AL  
01/18/2011 10:20:12 AM FILED/CERT

manner dispose of, and to exercise, carry out and enjoy and license, power, authority, concession, right or privilege which any corporation may make or grant.

(4) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to the classes of business above specified.

(5) To acquire bonds or stocks of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(6) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant license, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, license and privileges, inventions, improvements, processes, formulae, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business, objects or purposes of the corporation.

(7) To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any corporation of Alabama or any other state or foreign country, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, the stocks, bonds, debentures or other evidence of indebtedness, of this corporation, and this corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stocks, bonds, debentures, promissory notes, mortgages and securities so acquired by it, and, while the owner thereof, to exercise all the rights, privileges 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.

(8) To endorse, or otherwise guarantee, or obligate itself for, or pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons or other obligations or evidences of indebtedness, or the performance of any contract, mortgage or obligation, or any other corporation or association, domestic or foreign, or of any firm, partnership, or joint venture.

(9) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.



20110118000016230 2/7 \$156.00  
Shelby Cnty Judge of Probate, AL  
01/18/2011 10:20:12 AM FILED/CERT



(10) To acquire the good will, 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 any such business.

(11) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

(12) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(13) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(14) To act as agent, broker or attorney in fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interest in and claims affecting the same.

(15) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

(16) To enter into any plan for the protection or assistance and welfare of its employees.

(17) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, joint venture or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on, or any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

(18) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(19) To carry on any other business in connection with the foregoing.

(20) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

(21) To transact any or all other lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

#### **ARTICLE IV**

##### **AUTHORIZED CAPITAL STOCK**

The total number of shares which the Corporation shall have the authority to issue is One Thousand (1,000) shares of Common with no par value.

#### **ARTICLE V**

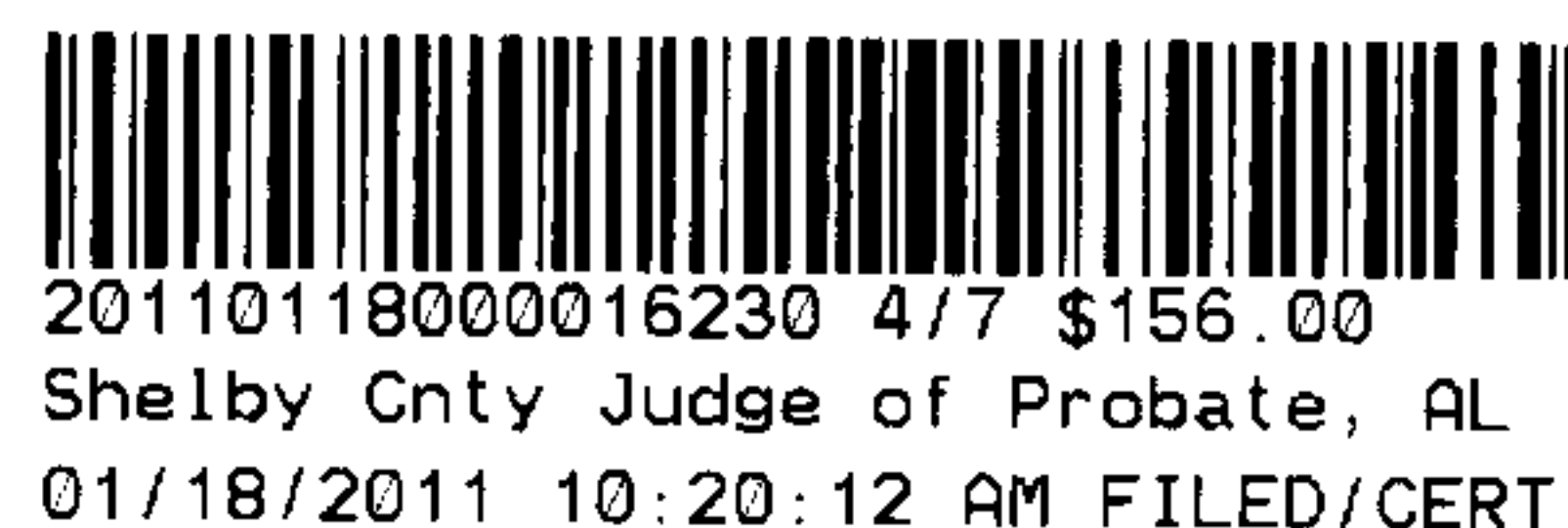
##### **REGISTERED OFFICE/ AGENT**

The location and mailing address of the initial registered office shall be 1016 Locksley Circle, Birmingham, Alabama, 35242 and its registered agent at such address shall be Wilmer Scott Arledge.

#### **ARTICLE VI**

##### **BOARD OF DIRECTORS**

The names and addresses of the initial Board of Directors are:





**NAME****ADDRESS**

Wilmer Scott Arledge

1016 Locksley Circle  
Birmingham, Alabama 35242**ARTICLE VII****INCORPORATORS**

The names and addresses of the Incorporators are:

**NAME****ADDRESS**

Wilmer Scott Arledge

1016 Locksley Circle  
Birmingham, Alabama 35242

Janet Wood Arledge

1016 Locksley Circle  
Birmingham, Alabama 35242**ARTICLE VIII****DENIAL OF PRE-EMPTIVE RIGHTS**

No holder of shares of any class of this Corporation shall, as such holder, have any pre-emptive rights in, or pre-emptive rights to purchase and subscribe to, any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the Board of Directors or shareholders at such prices and upon such other terms and conditions as the Board of Directors, in its discretion, or the shareholders may fix or designate.

**ARTICLE IX****RIGHT TO AMEND PROVISIONS IN ARTICLES**

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the

Alabama Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

## **ARTICLE X**

### **BYLAWS**

Provisions for the regulation of the internal affairs of the corporation are contained in its Bylaws. Any provision, not inconsistent with the law, for the regulation of the internal affairs of the Corporation or for the restriction of the transfer of shares may be included in the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this the 7<sup>th</sup> day of January, 2011.

*Wilmer Scott Arledge*

\_\_\_\_\_  
Wilmer Scott Arledge

*Janet Wood Arledge*

\_\_\_\_\_  
Janet Wood Arledge



20110118000016230 6/7 \$156.00  
Shelby Cnty Judge of Probate, AL  
01/18/2011 10:20:12 AM FILED/CERT

Beth Chapman  
Secretary of State

20110118000016230 7/7 \$156.00  
Shelby Cnty Judge of Probate, AL  
01/18/2011 10:20:12 AM FILED/CERT

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:

**Baitshop Investments, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jack T. Carney, PO Box 43647, Birmingham, AL 35243 for a period of one hundred twenty days beginning January 12, 2011 and expiring May 13, 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.

January 12, 2011

Date

*Beth Chapman*™  
Beth Chapman Secretary of State