

**CERTIFICATE OF FORMATION:  
ARTICLES OF INCORPORATION  
OF  
STEPHANIE FISHER PHOTOGRAPHY, INC.**

TO THE JUDGE OF PROBATE OF  
SHELBY COUNTY, ALABAMA:

The undersigned, desiring to organize a business corporation under the laws of the State of Alabama and who, having the ability to contract, is authorized to execute documents in connection with the formation of this business corporation, does make, sign and file these ARTICLES OF INCORPORATION, as follows:

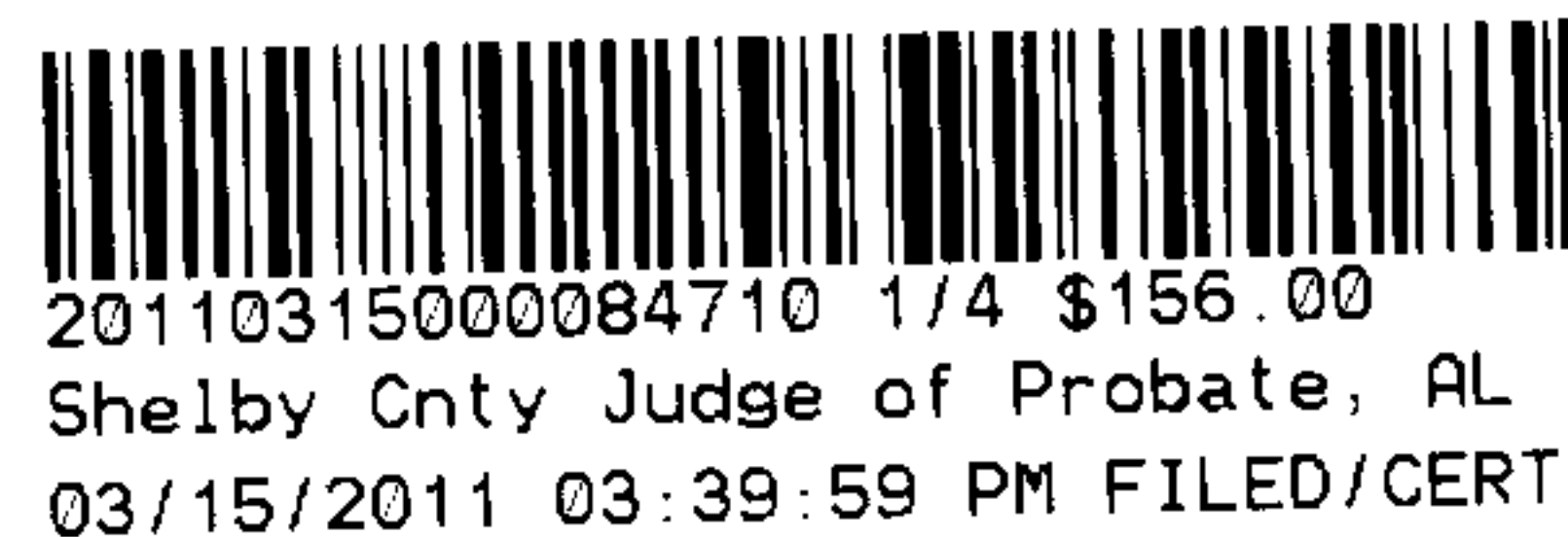
- I. NAME:** The name of the business corporation is:  
STEPHANIE FISHER PHOTOGRAPHY, INC.
- II. AUTHORIZED SHARES:** The corporation is authorized to issue 1,000 shares of common capital stock, and such shares shall have a par value of \$1.00 per share.
- III. REGISTERED OFFICE AND AGENT:** The street address of the initial registered office of the corporation is as follows:

144 Greenfield Lane  
Alabaster, Alabama 35007.

The initial registered agent at that address is Stephanie Fisher.

- IV. INCORPORATOR:** The names and addresses of the incorporator is

John R. Bowles  
ENGEL HAIRSTON & JOHANSON, P.C.  
4<sup>th</sup> Floor, 109 North 20<sup>th</sup> Street  
P.O. Box 11405  
Birmingham, AL, 35202



**V. DIRECTORS:** The number of directors constituting the initial board of directors shall be one (1). The names and addresses of the persons constituting the initial board of directors, who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualify, are as follows:

Stephanie Fisher  
144 Greenfield Lane  
Alabaster, Alabama 35007

**VI. PURPOSES:** The corporation is organized for the purposes of a photography studio and the transaction of any or all lawful business for which corporations may be incorporated under the Business Corporation Act.

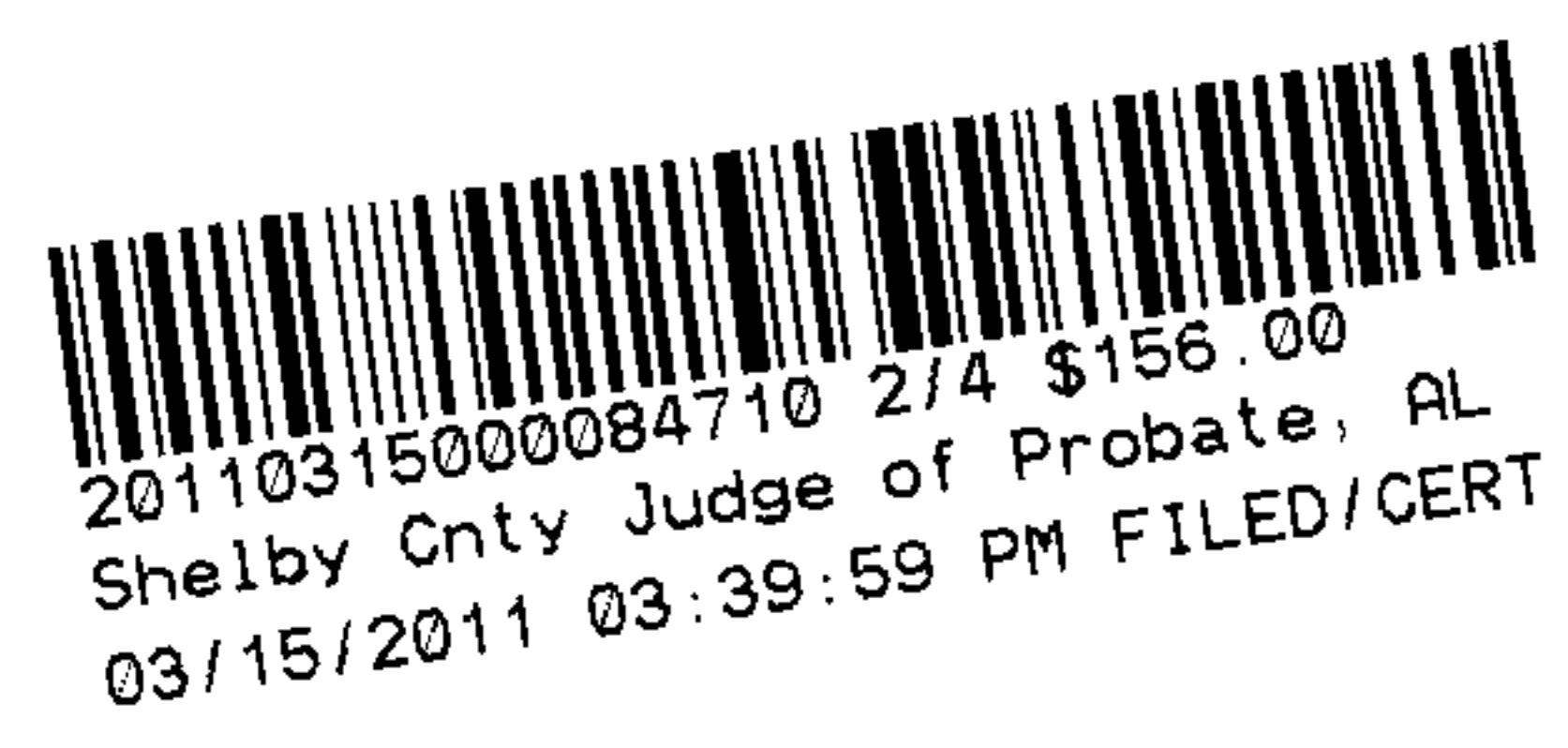
**VII. GRANT OF PREEMPTIVE RIGHTS:** Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, that may be issued at any time by the corporation.

**VIII. CONSIDERATION FOR ISSUANCE OF SHARES OF STOCK:** This corporation may from time to time issue its shares of stock for such consideration as may be fixed from time to time by the Board of Directors and may receive in payment thereof in whole or in part case, labor done, personal property, or real property or leases thereof. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, property, real estate or leases thereof, shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

**IX. STOCK RECORDS:** All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of these Articles of Incorporation. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

**X. CHANGE IN SHAREHOLDER RIGHTS:** Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers or privileges of the shareholders of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part less than all of the shareholders of any such corporation, shall apply to this corporation and shall be binding upon not only this corporation but upon every shareholder thereof to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

**XI. DURATION:** The period for the duration of the corporation shall be perpetual.

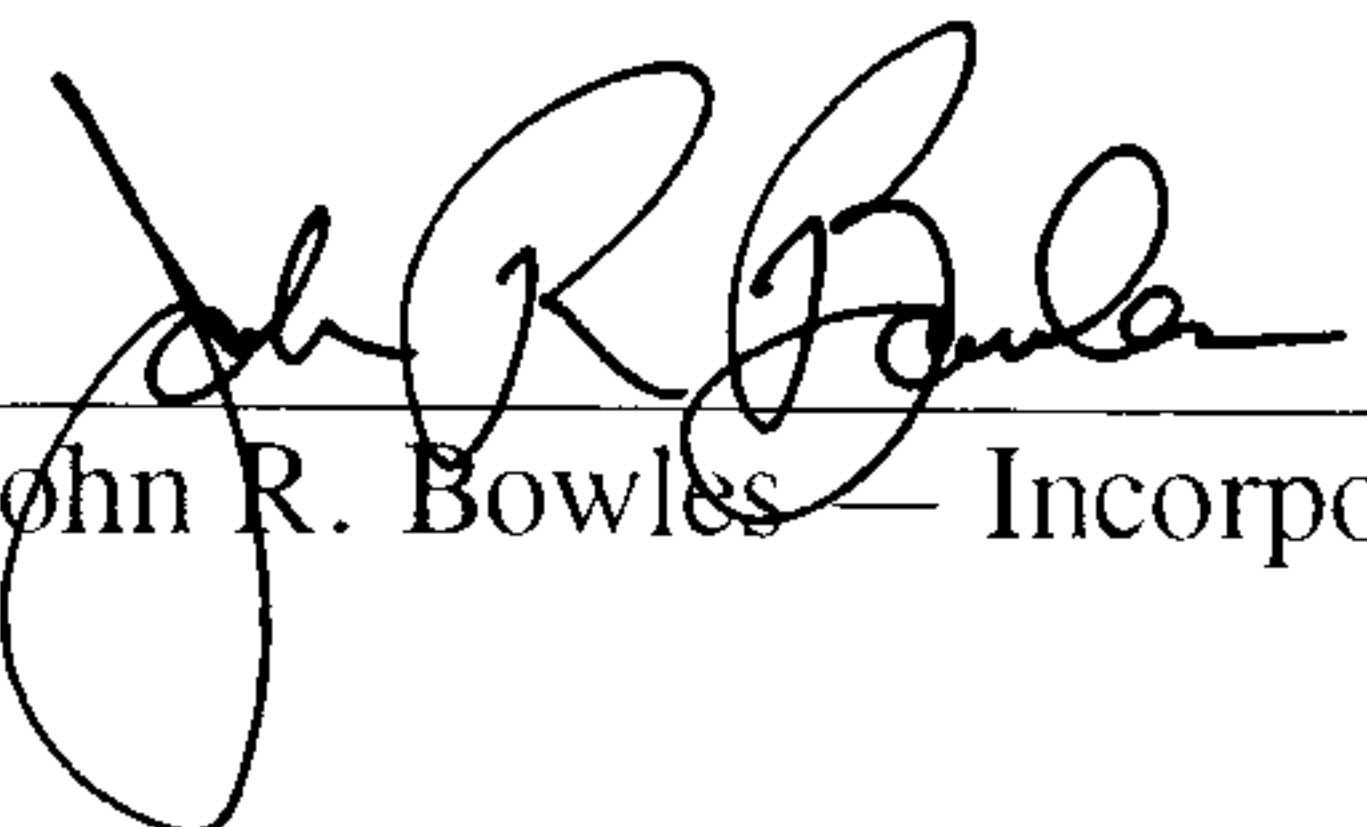


**XII. POWER OF BOARD OF DIRECTORS:** The corporation power shall be exercised by the Board of Directors, without a meeting by unanimous consent or otherwise, except as otherwise provided by statute or by these Articles of Incorporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To make and alter the By-Laws of the corporation, but By-Laws so made by the directors may be altered or repealed by the directors or stockholders;
- (b) To fix, determine and vary the amount of working capital of the corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by Statute.

**IN WITNESS WHEREOF**, the undersigned incorporators have hereunto executed these Articles of Incorporation, this the \_\_\_\_ day of February, 2011.

  
\_\_\_\_\_  
John R. Bowles — Incorporator L.S.

THIS INSTRUMENT PREPARED BY:

John R. Bowles

**ENGEL HAIRSTON & JOHANSON, P.C.**

4th Floor, 109 North 20th Street

P.O. Box 11405,

Birmingham, Alabama, 35202

  
20110315000084710 3/4 \$156.00  
Shelby Cnty Judge of Probate, AL  
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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 Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:



20110315000084710 4/4 \$156.00  
Shelby Cnty Judge of Probate, AL  
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**Stephanie Fisher Photography, Inc.**

This domestic corporation name is proposed to be formed in Shelby County and is for the exclusive use of John Bowles, PO Box 11405, Birmingham, AL 35202 for a period of one hundred twenty days beginning March 3, 2011 and expiring July 2, 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.

March 3, 2011

Date

*Beth Chapman* TM

Beth Chapman

Secretary of State