

STATE OF ALABAMA)

SHELBY COUNTY)

ARTICLES OF INCORPORATION

OF

AMAZING KIDS MANAGEMENT GROUP, INC.

KNOW ALL MEN BY THESE PRESENTS: The undersigned, acting as the Incorporator of a corporation under §10A-1-1.01 *et seq.*, Code of Alabama, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation shall be AMAZING KIDS MANAGEMENT GROUP, INC.

**ARTICLE II
PURPOSE**

The purposes for which this Corporation is organized shall be the transaction of any and all lawful business for which Corporations may be organized under the Alabama Business Corporation Act. In furtherance, but not in limitation of the aforesaid purposes of this Corporation, and without limitation of the powers conferred by statute or general rules of law, this Corporation shall have the following powers in addition to others now or hereafter conferred by law:

(a) To engage in the business of providing professional business management services;
and

(b) To elect to be taxed and to be treated as a Sub-chapter S corporation under 26 U.S.C. §1362, *et seq.*

**ARTICLE III
LOCATION AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE
AND NAME OF INITIAL REGISTERED AGENT**

The location and mailing address of the initial registered office of the Corporation shall be:

981 Dow Street
Pelham, AL 35124


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The name of the Corporation's initial registered agent at said address shall be:

Robert W. Kuehner

**ARTICLE IV
AUTHORIZED CAPITAL SHARES**

The total number of shares which the Corporation shall have authority to issue is 1000 shares of Common Stock of the par value of \$1.00 per share, of one class only.

**ARTICLE V
RESTRICTIONS ON TRANSFER OF STOCK**

The Corporation's shares of stock are subject to a stock purchase agreement and are transferable only in accordance with that agreement.

**ARTICLE VI
NAME AND ADDRESS OF INCORPORATOR**

The name and mailing address of the incorporator is as follows:

NAME

MAILING ADDRESS

James J. Odom, Jr.

Post Office Box 11244
Birmingham, AL 35202-1244

**ARTICLE VII
NUMBER OF DIRECTORS AND NAMES AND ADDRESSES OF INITIAL BOARD**

There shall be two (2) Directors constituting the initial Board of Directors. The names and mailing addresses of the persons who shall serve as Directors until the first annual meeting of the shareholders of the Corporation or who shall serve as Directors until their successors are elected and qualified are as follows:

NAME

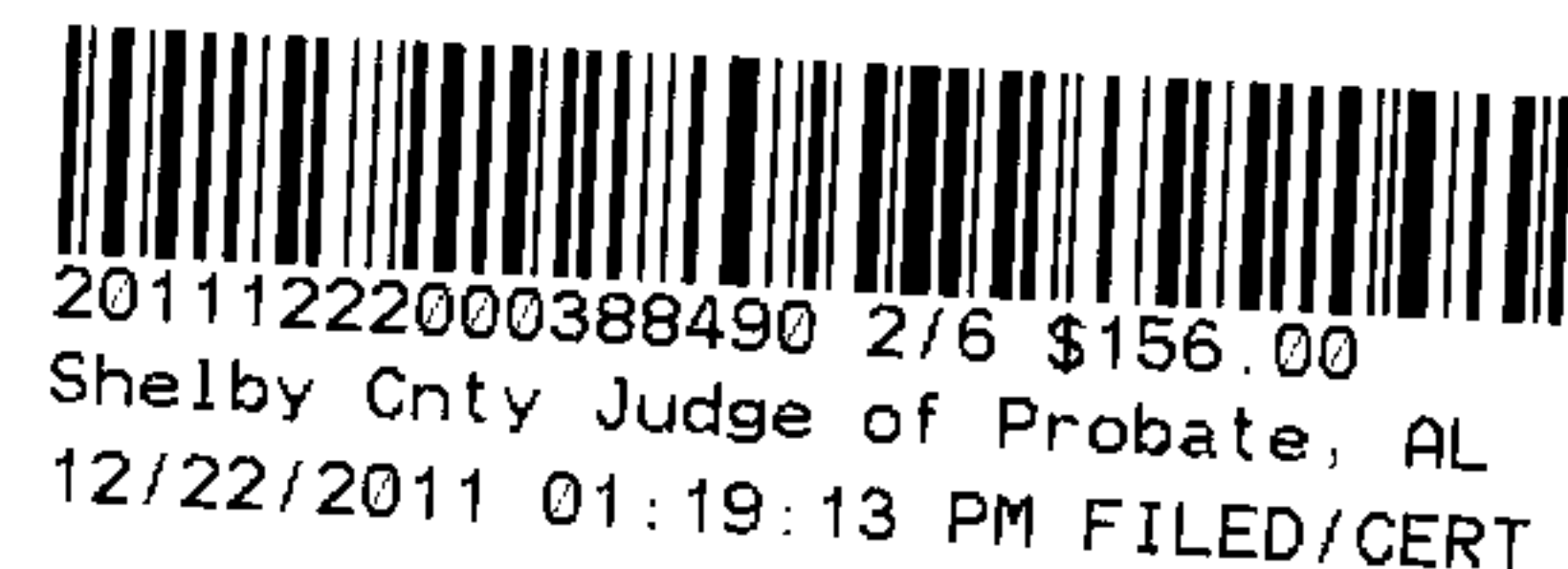
MAILING ADDRESS

Robert W. Kuehner

981 Dow Street
Pelham, AL 35124

Cynthia G. Kuehner

981 Dow Street
Pelham, AL 35124



**ARTICLE VIII
DURATION**

The duration of this Corporation shall be perpetual.

**ARTICLE IX
LIMITATION ON NUMBER OF SHAREHOLDERS**

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) persons. For purposes of determining the number of holders of record of the stock of this Corporation, stock which is held in joint or common tenancy or by the entireties shall be treated as held by one shareholder.

**ARTICLE X
INTERNAL AFFAIRS**

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and the shareholders are hereby adopted:

(a) The initial By-Laws of the Corporation shall be adopted by the shareholders. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the By-Laws; provided, however, that the Board of Directors may not alter, amend or repeal any By-Law which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not permitted by applicable law to be altered, amended or repealed solely by action of the Board of Directors.

(b) The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number of Directors comprising the initial Board of Directors shall be the number of persons listed as Directors in Article VII hereof. Thereafter, the number of Directors of the Corporation shall be fixed by, or in the manner provided in, the By-Laws or, in the absence of a By-Law providing for the number of Directors, the number of Directors shall be the same as the number comprising the initial Board of Directors. The number of Directors may be increased or decreased from time to time, in the manner provided in the By-Laws, provided that no decrease shall have the effect of shortening the term of any incumbent Director, except that any Director may be removed for cause, by a vote of the holders of 75 percent of the shares then entitled to vote at an election of Directors at a meeting of shareholders held pursuant to the laws of Alabama.

(c) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

(i) To fix and determine and to 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 shares paid in; and

(ii) To make, from time to time (so far as may be permitted by federal or state law and regulations), temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.

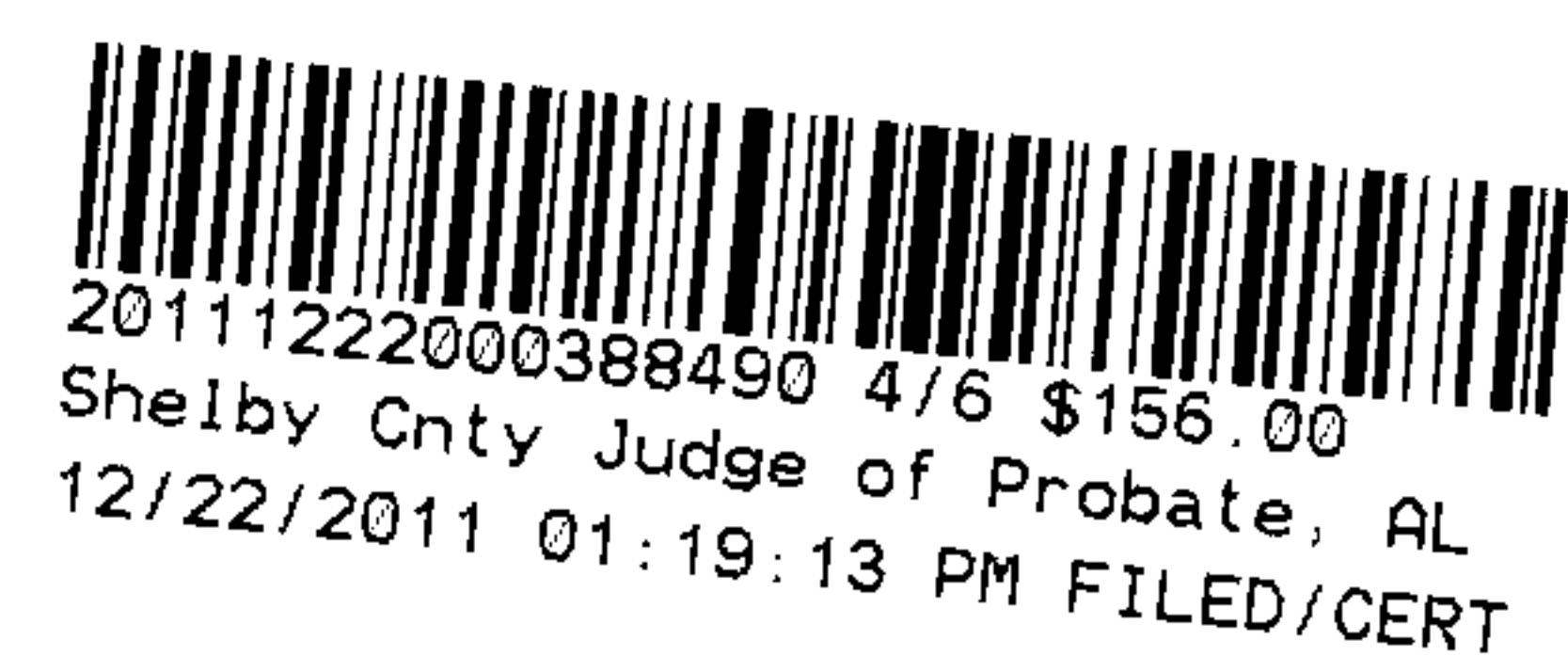
(d) Any action required or permitted to be taken at any meeting of the Board of Directors or of the shareholders may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board, if action by Directors is involved, or by all of the shareholders entitled to vote thereon, if action by shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board or of the shareholders, as the case may be.

(e) At any time and from time to time when authorized by resolution of the Board of Directors and, except as otherwise provided in the within Articles of Incorporation and by statute, without any action by its shareholders, the Corporation may:

(i) Issue or sell for such consideration as may be fixed from time to time by the Board of Directors, any number of its capital shares, and whether out of the unissued shares thereof authorized by these Articles of Incorporation, as from time to time amended, or out of shares of its capital shares acquired by it after the issuance thereof;

(ii) Issue and sell its obligations, secured or unsecured, and in bearer, registered or such other form, and including such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine, and mortgage or pledge as security therefor, any property of the Corporation, real or personal, including after-acquired property; and

(iii) Issue or grant, for such consideration as may from time to time be fixed by the Board of Directors, warrants or options, in bearer, registered or such other form as the Board of Directors may determine, for the purpose of its capital shares with or without par value of any class within such period of such price per share as the Board of Directors may determine. Such warrants or options may be issued or granted separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness of



capital shares of any class of the Corporation and for such consideration and on such terms and conditions as the Board of Directors in its sole discretion may determine.

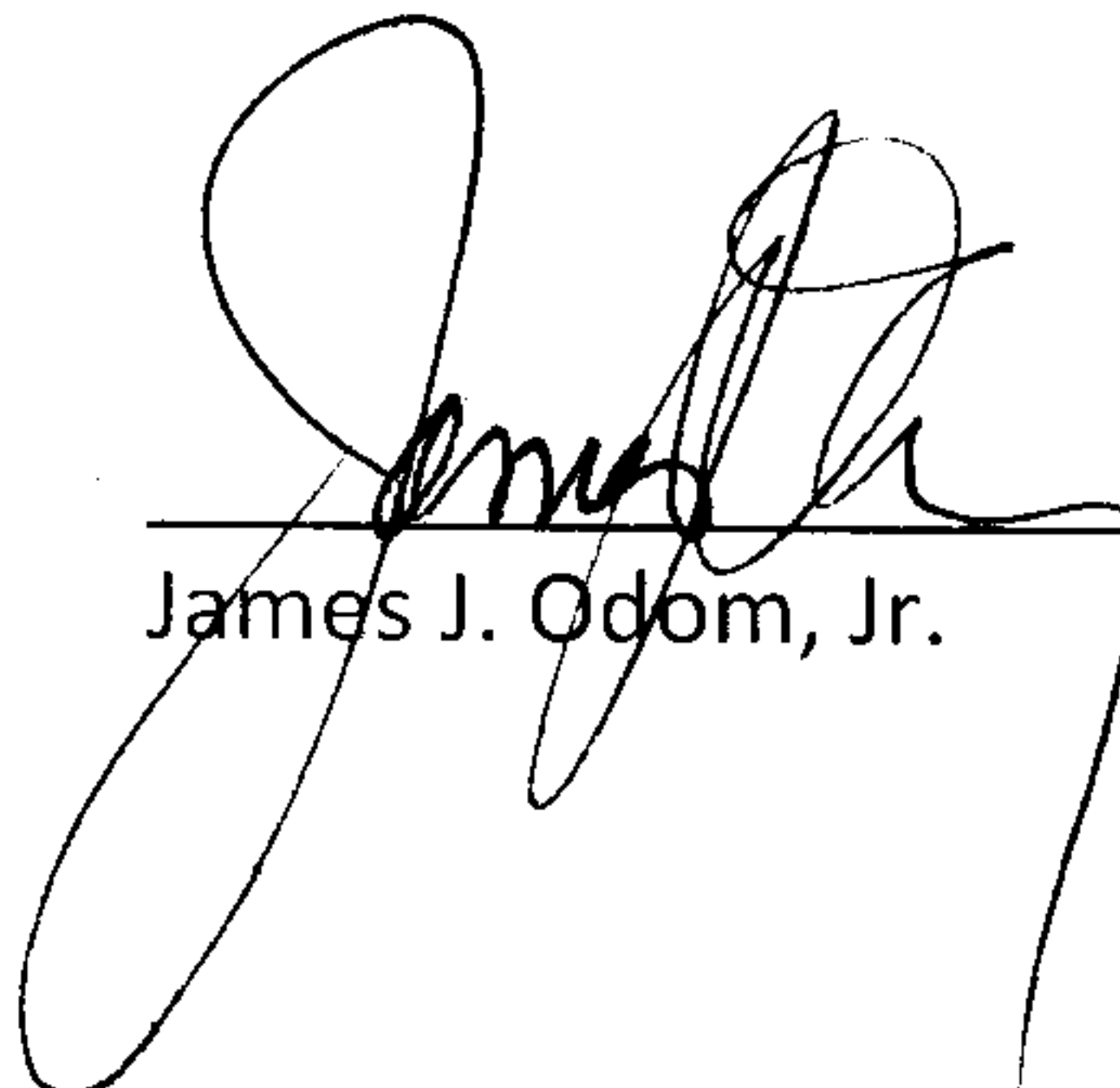
(f) The Corporation shall have a lien upon all shares subscribed for or issued for the full subscription price thereof or any debt or liability incurred to it by the subscriber or shareholder, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such subscription, which remedies are cumulative to an action to enforce payment or other remedies provided by law. At the election of the Corporation, a subscriber shall not be considered as a shareholder until said subscription shall have been paid in full.

(g) 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, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor, or to the extent of unreserved and unrestricted capital surplus available therefor.

ARTICLE XI RIGHT TO AMEND PROVISIONS IN CERTIFICATE

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.

THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, has executed the foregoing Articles of Incorporation on this 22 day of December, 2011.


James J. Odom, Jr.

This instrument prepared by
James J. Odom, Jr., Esq.
Post Office Box 11244
Birmingham, AL 35202-1244


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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 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:

AMAZING KIDS MANAGEMENT GROUP, INC.

This domestic business corporation is proposed to be formed in Alabama and is for
the exclusive use of James Odom, 211B YEAGER PKWY, PELHAM, AL for a
period of one hundred twenty days beginning August 30, 2011 and expiring
December 28, 2011.



587-075

**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.**

August 30, 2011

Date

Beth Chapman

Beth Chapman

Secretary of State



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