

**ARTICLES OF INCORPORATION
OF
D. BLAKE HAYS, P.C.**

STATE OF ALABAMA)
)
COUNTY OF SHELBY)

20121016000396950 1/7 \$156.00
Shelby Cnty Judge of Probate, AL
10/16/2012 11:14:59 AM FILED/CERT

The undersigned desire to become a body corporate for the purpose of rendering professional services only, and for that purpose do make, sign and file the following *Articles of Incorporation* pursuant to the provisions of § 10A-4-1.01, et seq., *Code of Alabama, 1975*, as amended, known as the *Alabama Professional Corporation Law*.

ARTICLE I – Name

The name of the professional corporation shall be *D. Blake Hays, P.C.*

ARTICLE II – Purpose

The general nature of the business to be transacted by the professional corporation shall be and is to engage in every aspect of the general practice of Law. The professional services involved in the professional corporation's practice of law may be rendered only through its officers, agents, and employees who are duly authorized to practice law in the State of Alabama.

Subject to § 10A-4-5.07, *Code of Alabama, 1975*, the professional corporation shall have all the powers necessary or convenient to effectuate its purposes, including those enumerated in Sections 10A-1-2.11, 10A-1-2.12, and 10A-1-2.13, *Code of Alabama, 1975*.

This professional corporation shall not engage in any business other than the practice of law. However, this professional corporation may have the power necessary or convenient to effectuate its purpose as provided by § 10A-4-2.01, et seq., *Code of Alabama, 1975*, which includes that it may invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment necessary for the rendering of the professional services authorized hereby.

ARTICLE III – Stocks

This shall be a stock-type corporation with the members owning no individual interest in the assets of the corporation. All stock issued shall be fully paid and non-assessable. The stockholders shall have pre-emptive rights with respect to the stock of the professional corporation. Shares of the professional corporation's stock and certificates thereof shall be issued only to those persons authorized and licensed to practice law in the State of Alabama.

ARTICLE IV – Authorized Shares

Section 1: Number. The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of capital stock, with a par value of \$1.00 per share. The corporation is authorized to issue fractional shares.

Section 2: Initial Issue. 100 shares of the capital stock of the corporation shall be issued for cash of \$1.00 per share; and the \$100.00 when received in payment thereof, shall constitute the initial consideration for the issuance of shares, referred to in Article XI, which is a condition precedent to the commencing of business by the corporation.

ARTICLE V – Capital

The amount of capital with which this professional corporation will begin business shall be and is the sum of \$100.00.

ARTICLE VI – Duration

The professional corporation shall be perpetual existence.

ARTICLE VII – Office

The principal office of this professional corporation shall be located in the City of Calera, County of Shelby, State of Alabama, and the post office address of said principal office of the professional corporation shall be:

*141 Waterford Cove Drive
Calera, AL. 35040*

ARTICLE VIII – Registered Agent

The name and address of the Registered Agent of the professional corporation shall be:

*D. Blake Hays
141 Waterford Cove Drive
Calera, AL. 35040*



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ARTICLE IX – Directors

The number of directors of the professional corporation shall not be less than one (1) nor more than five (5).

ARTICLE X – Board of Directors

The names and address of the members of the first Board of Directors, who, subject to the provisions of the By-Laws and these Articles of Incorporation, shall hold office for the first year of the professional corporation's existence or until their successors are elected and have qualified are as follows:

*D. Blake Hays, Esquire
141 Waterford Cove Drive
Calera, AL. 35040*

ARTICLE XI – Incorporators

The names and address of each subscriber of these Articles of Incorporation and the number of shares subscribed for by each are as follows:

D. Blake Hays, Esquire *100 Shares*
141 Waterford Cove Drive
Calera, AL. 35040

The subscribers certify that the proceeds of the stock subscribed for will not be less than the amount of capital stock with which the professional corporation will begin business, as set forth in Article V hereinabove.

ARTICLE XII – Officers

The names and address of the officers for the first year and until their successors are elected shall have been qualified are as follows:

*D. Blake Hays, Esquire
141 Waterford Cove Drive
Calera, AL. 35040*

President, Secretary & Treasurer



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ARTICLE XIII – Stockholders

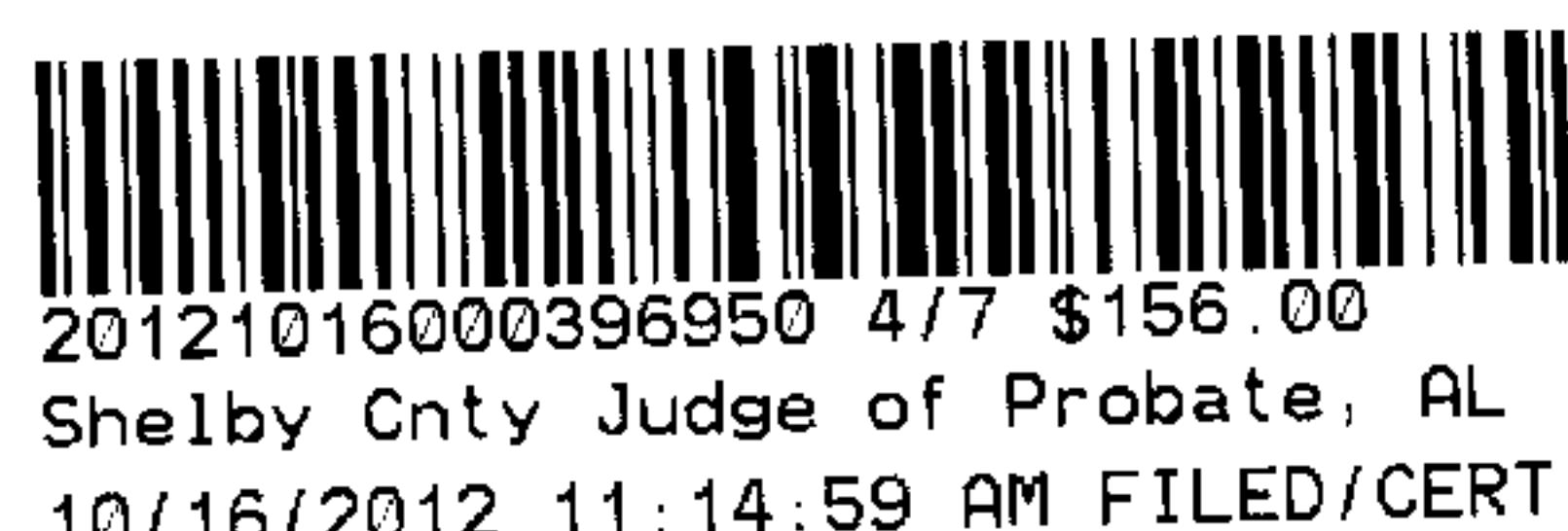
The stock of the corporation may be issued, owned and registered only in the name or names of an individual or individuals who are duly authorized and licensed to practice law in the State of Alabama and who are employees, officers or agents of this professional corporation. In the event that a stockholder:

- a. becomes disqualified to practice law in this State, or
- b. is elected to public office or accepts employment that, pursuant to law, places restrictions or limitations upon his continued rendering of professional services as a lawyer, or
- c. ceases to be an employee, officer or agent of the professional corporation, or
- d. sells, transfers, hypothecates or pledges, or attempts to sell, transfer, hypothecate or pledge any shares of stock in this professional corporation to any person ineligible by law or by virtue of these Articles to be a stockholder in this professional corporation, or if such sale, transfer, hypothecation or pledge or attempt to sell, transfer or hypothecate or pledge is made in a manner prohibited by law, or in a manner inconsistent with the provisions of these Articles, or by the *By-Laws* of this professional corporation, or
- e. suffers an execution to be levied upon his stock, or such stock is subjected to judicial sale or other process, the effect of which is to vest any legal or equitable interest in such stock in some person other than the stockholder, or
- f. is adjudicated a bankrupt or makes an assignment for the benefit of creditors, or had a receiver appointed, then the stock of such shareholder shall immediately stand forfeited and such stock shall be immediately cancelled by this professional corporation and the stockholder or other person in possession of such stock shall be entitled only to receive payment for the value of such stock, which said value shall be the book value thereof as of the last day of the month preceding the month in which any of the events above enumerated occurs. The stockholder whose stock so becomes forfeited and is canceled by the professional corporation, shall forthwith cease to be an employee, officer, director or agent of the professional corporation and except to receive payment for his stock in accordance with the foregoing, and payment of any other sums then lawfully due and owing to said stockholder by the professional corporation, such stockholder shall then and thereafter have no further financial interest of any kind in this professional corporation.

ARTICLE XIV – Death of Stockholder

At least one director of the professional corporation and the president of the professional corporation shall be qualified persons with respect to the corporation; provided, however, that the foregoing restriction shall not apply for a period of 12 months after the death of the sole shareholder of the professional corporation.

Upon the death of the sole stockholder, the professional corporation shall be dissolved in such manner as may be provided for in the *By-Laws* of this corporation, in a manner consistent with law and these articles.



ARTICLE XV – Sale of Stock

No stockholder of this professional corporation may sell or transfer any of such stockholder's shares of stock in this professional corporation except to another individual who is then duly authorized and licensed to practice law in the State of Alabama, and then only after the proposed sale or transfer shall have been first approved at a stockholder's meeting specifically called for such purpose, by such proportion, not less than a majority of the outstanding stock, excluding shares of stock proposed to be sold or transferred, as may be provided from time to time in the *By-Laws*. In such stockholder's meeting, the shares of stock proposed to be sold or transferred may not be voted or counted for any purpose.

The professional corporation's shareholders are specifically authorized from time to time to adopt *By-Laws* not inconsistent herewith restraining the alienation of shares of stock of this professional corporation and providing for the purchase or redemption by the professional corporation of its shares of stock.

ARTICLE XVI – Regulation of Business

In furtherance of and not in limitation of the powers by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the professional corporation, to wit:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if if any, as may be set forth in the *By-Laws*, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the professional corporation except such as may be by statute, or by the *Articles of Incorporation* or amendment thereto, or by the *By-Laws* as constituted from time to time, expressly conferred upon or reserved to the stockholders.
2. The professional corporation shall have such officers as may from time to time be provided in the *By-Laws* and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the *By-Laws* or as may be determined from time to time by the Board of Directors subject to the *By-Laws*.
3. No contract or other transaction between professional corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the directors of the professional corporation is or are interested in or is a member, director or officer or are members, directors or officers of such firm or corporation and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the professional corporation or in which the professional corporation is interested; and no contract, act or transaction of the professional corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the professional corporation is a party or are parties to or interested in such contract, act or transaction or



in any way connected with such person, firm association or corporation, and each and every person who may become a director of the professional corporation is hereby relieved from any liability that might otherwise exist from contracting with the professional corporation for the benefit of himself or any firm association or corporation in which he may in any way be interested.

ARTICLE XVII – Amendments

This professional corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

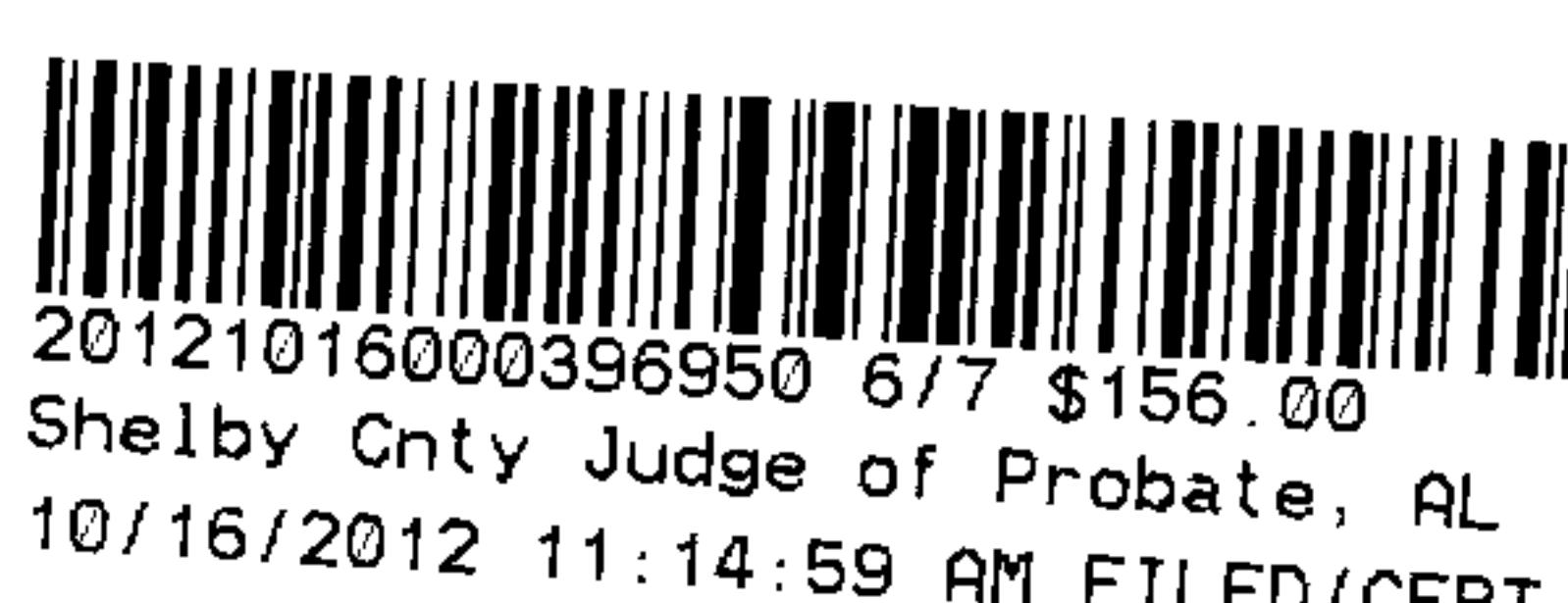
In Witness Whereof, each subscriber has signed these Articles of Incorporation this
16th Day of October, 2012.

D. Blake Hays
D. Blake Hays, ESQ.

President, Secretary & Treasurer
Title

This Instrument Prepared By:

D. Blake Hays
Attorney at Law
141 Waterford Cove Drive
Calera, AL 35040



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:

D. Blake Hays, P.C.

This domestic professional corporation is proposed to be formed in Alabama and is for the exclusive use of David Blake Hays, 141 Waterford Cove Drive, Calera, AL 35040 for a period of one hundred twenty days beginning October 8, 2012 and expiring February 5, 2013.

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.

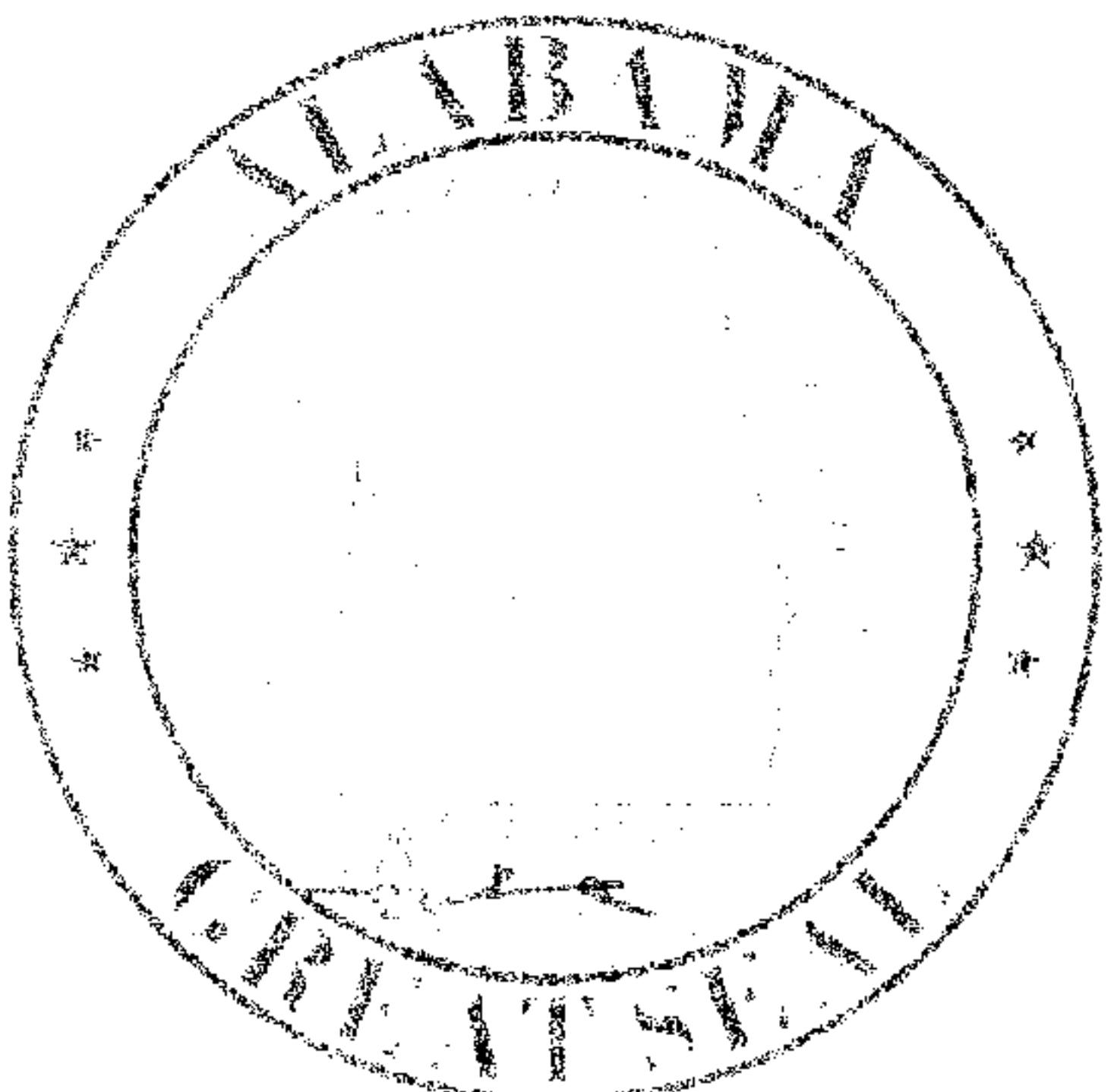
October 8, 2012

Date

Beth Chapman

Beth Chapman

Secretary of State



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