

STATE OF ALABAMA }
 }
SHELBY COUNTY }

Articles of Incorporation
Of
Magnus & Company, INCORPORATED

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

Article I

The name of the corporation is:
Magnus & Company, Incorporated.

Article II

Duration

The duration of the corporation is perpetual.

Article III

Purposes

The corporation has been organized for the following purposes:

1. To engage in the business of management consulting services; and
2. The transaction of any and all lawful business for which corporations may be incorporated under the Act.

Article IV

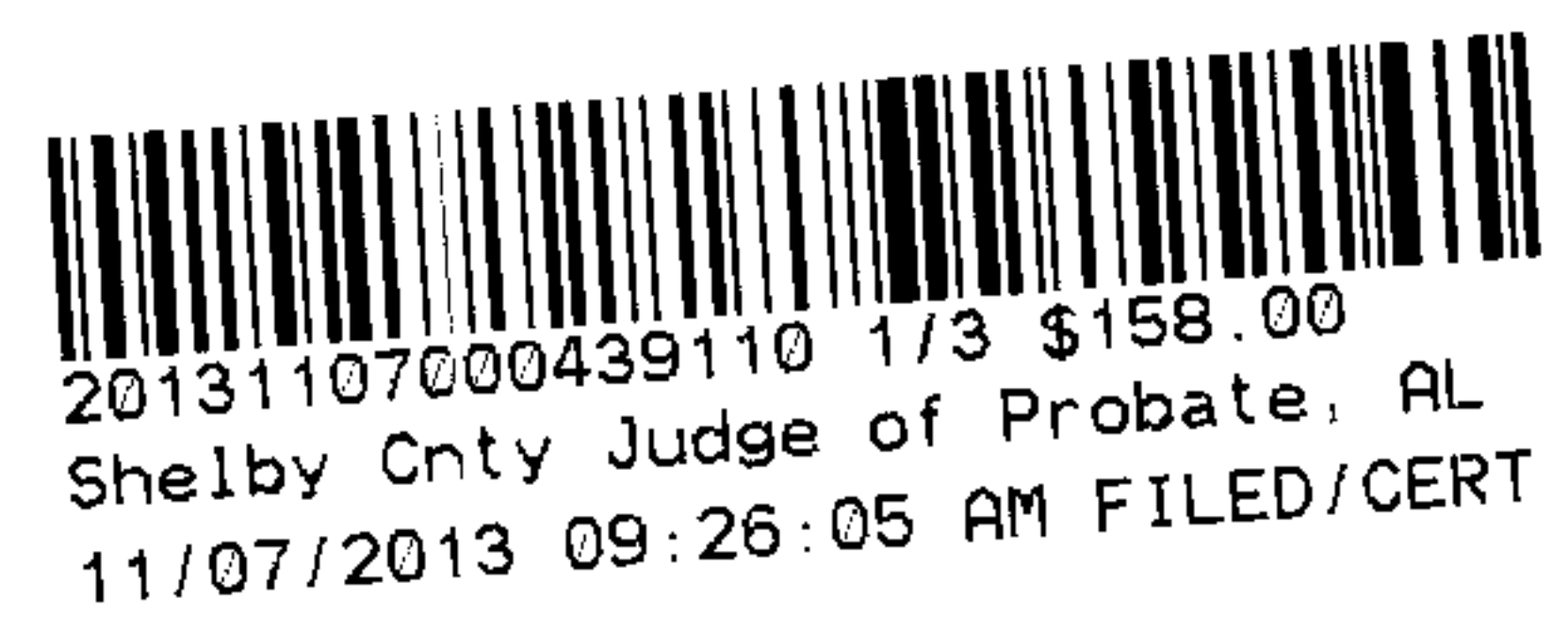
Authorized Capital Stock

The number of shares which the corporation shall have authorization to issue is 1,000 and the par value of each shall be \$5.00 for the total authorized capital of \$5,000.00.

Article V

Registered Office/Agent

The location and mailing address of the initial registered office shall be 5133 Greystone Way Birmingham, AL 35242, and its registered agent at such address shall be Teresa Magnus Underwood.



Article VI
Board of Directors

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

Teresa Magnus Underwood
5133 Greystone Way
Birmingham, AL 35242

Mark David Underwood
5133 Greystone Way
Birmingham, AL 35242

Article VII
Incorporators

The name and address of the incorporator is as follows:

Teresa Magnus Underwood
5133 Greystone Way
Birmingham, AL 35242

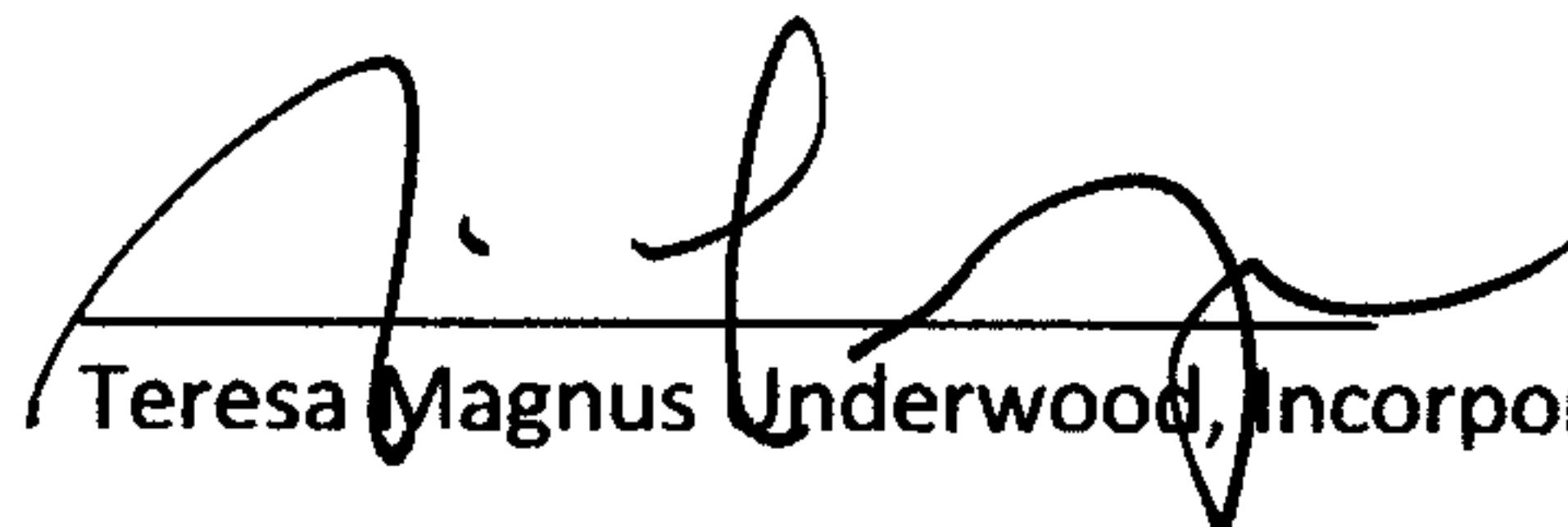
Article VIII
Restriction on Transfer of Stock

Each share of the capital stock shall be subject to a condition that the transfer of such stock is restricted in that such stock may not be sold to any person or organization which is not then currently a stockholder in the corporation without first tendering the shares to the corporation by notice addressed to the Board of Directors, and then in turn to the other stockholders of the corporation in proportion to their then existing share ownership interests (after disregarding the shares being offered for sale) at the same price and on the same terms as offered to the proposed purchaser. A copy of the offer to purchase or to sell must be sent to the Board of Directors with notice.

Each certificate representing shares of the capital stock shall bear a legend stating in substance that the capital stock is subject to this Restriction on Transfer.

The corporation shall not be obligated to transfer on its books or to recognize for voting or any other purpose any stock sale not conforming with this Article.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, on this the 31st day of October, 2013.


Teresa Magnus Underwood, Incorporator



20131107000439110 2/3 \$158.00
Shelby Cnty Judge of Probate, AL
11/07/2013 09:26:05 AM FILED/CERT

Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

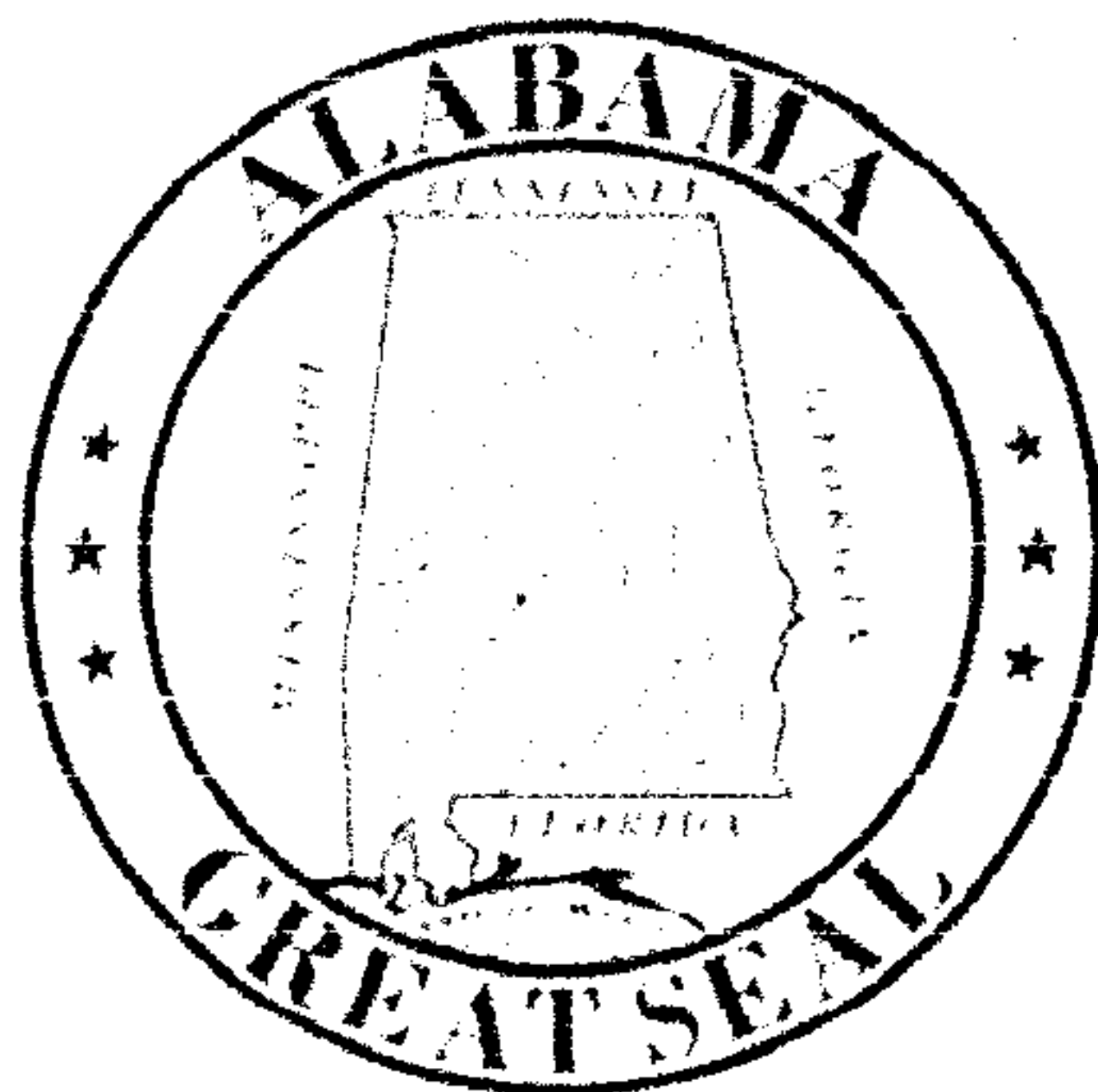
STATE OF ALABAMA

**I, Jim Bennett, 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:

Magnus & Company, Incorporated

This name reservation is for the exclusive use of Teresa Magnus Underwood, 5133
Greystone Way, Birmingham, AL 35242 for a period of one year beginning
November 03, 2013 and expiring November 03, 2014



RES640853

**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.**

November 03, 2013

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State

20131107000439110 3/3 \$158.00
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