

ARTICLES OF DISSOLUTION

OF

AUSTIN SCOTT HOLDINGS, INC.

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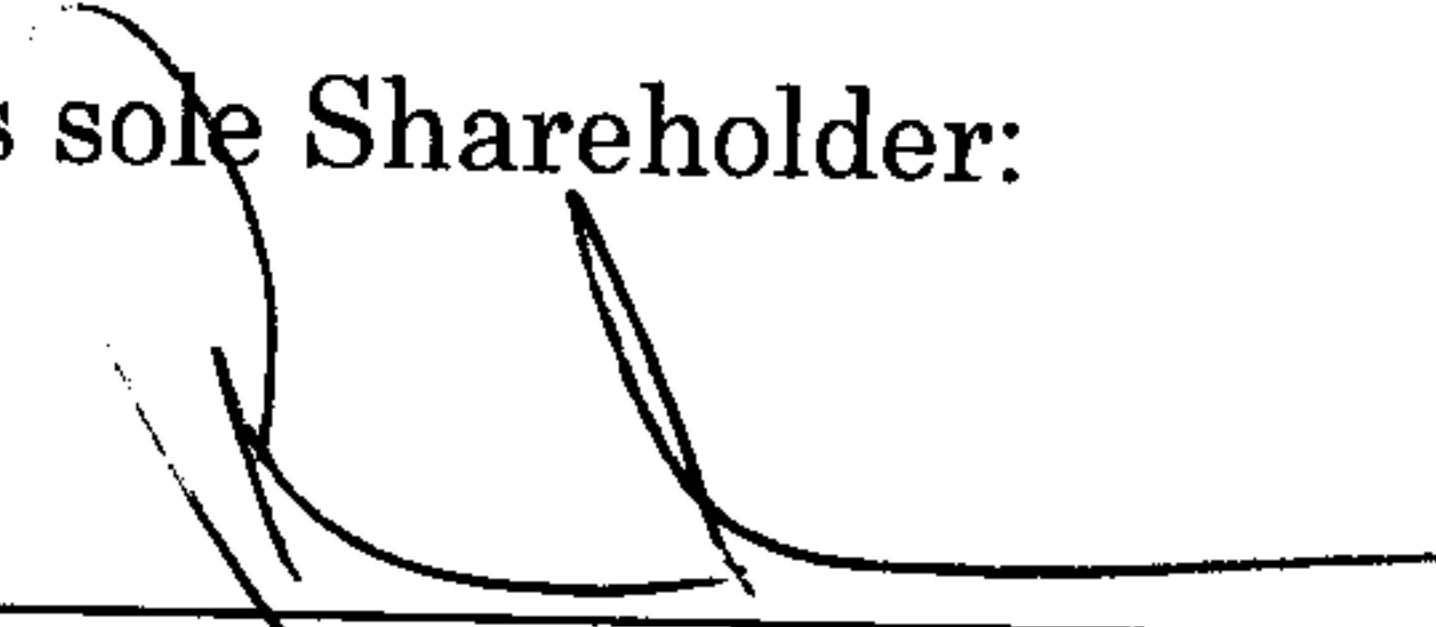
Pursuant to the provisions of Section 10-12-42, Code of Alabama, 1975, the undersigned corporation (the "Corporation") submits the following Articles of Dissolution:

- FIRST: The name of the corporation is AUSTIN SCOTT HOLDINGS, INC.
- SECOND: The Articles of Incorporation of the Corporation were filed on December __, 2013.
- THIRD: The Corporation was formed to purchase and manage real estate, the sole Shareholder decided not to proceed with the purchase, and now desires to dissolve the Corporation.
- FOURTH: The dissolution was approved by Written Consent of the sole Shareholder of the Corporation, signed on Dec. 27, 2013, a copy of which is attached hereto as Exhibit A.
- FIFTH: The dissolution was authorized on Dec. 27, 2013, to be effective on the 31st day of December, 2013.

DATED this 31st day of December, 2013.

AUSTIN SCOTT HOLDINGS, INC.

By its sole Shareholder:



Christopher Dabbs

Prepared By: MARJORIE DABBS, Esq.
512 MILL SPRINGS CIR.
BERMINGHAM, AL 35244

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**WRITTEN CONSENT OF SOLE SHAREHOLDER
TO DISSOLUTION OF
AUSTIN SCOTT HOLDINGS, LLC**

Pursuant to the Code of Alabama 1975, Section 10A-2-14.02(f), the undersigned, being the sole shareholder of Austin Scott Holdings, LLC (the "Company"), an Alabama limited liability company organized and existing under the laws of the State of Alabama, does hereby adopt the following resolutions:

BE IT RESOLVED, that the sole Shareholder of the Corporation hereby authorizes and approves the dissolution of the Corporation effective Dec. 31, 2013; and

BE IT RESOLVED, that having provided for all proper debts of the Corporation, any remaining assets of the Corporation shall be distributed to the Shareholder;

BE IT RESOLVED, that the Shareholder hereby authorizes and directs Christopher Dabbs to sign and file Articles of Dissolution with the Probate Judge of Shelby County, Alabama, and to take such other action and steps as are necessary and proper to effectuate the dissolution of the Corporation and liquidation of its assets as provided herein and as provided under the laws of the State of Alabama.

This unanimous written consent is to be placed with the minutes of the proceedings of the Corporation and the above resolutions are to be as fully effective as if enacted at a meeting of the Shareholder duly called and held.

DATED this 27th day of December, 2013.

Lee Grant
Witness

SOLE SHAREHOLDER:

Christopher Dabbs

STATE OF ALABAMA)

COUNTY OF SHELBY)

Handwritten: JH 4pgs 12/30/13
Official stamp: "I hereby certify this to be a true and correct copy" with signature and "Probate Judge, Shelby County, AL"

ARTICLES OF INCORPORATION

OF

AUSTIN SCOTT HOLDINGS, INC.

The undersigned, acting as incorporator of a Corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FIRST: The name of the Corporation is Austin Scott Holdings, Inc.

SECOND:

- (a) The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share.
- (b) All issued and outstanding shares shall have the same preferences and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one (1) vote per share; and (ii) the right to receive the net assets of the Corporation upon dissolution.

THIRD: The address of the initial registered office of the Corporation is 4000 Eagle Point Corporate Drive, Birmingham, Alabama 35242, and the name of its initial registered agent at such address is Christopher S. Dabbs.

FOURTH: The name and address of the incorporator is:

Name
Christopher S. Dabbs

Address
4000 Eagle Point Corporate Drive
Birmingham, AL 35242

Barcode
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FIFTH: The name and address of the person who is to serve as initial Director is:

<u>Name</u>	<u>Address</u>
Christopher S. Dabbs	4000 Eagle Point Corporate Drive Birmingham, AL 35242

SIXTH: The purpose for which the Corporation is organized is to transact any and all lawful business as may be allowed by law.

SEVENTH: No Shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares of stock, or other securities convertible into stock, of the Corporation which it may issue, or sell, whether out of the number of shares thereof now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares of stock or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

EIGHTH: A Director of the Corporation shall have no liability to the Corporation or its Shareholders for money damages for any action taken, or any failure to take any action, as a Director except liability for (a) the amount of financial benefit received by the Director to which he or she is not entitled; (b) an intentional infliction of harm on the Corporation or Shareholders; (c) a violation of Section 10A-2-8.33 of the Alabama Business Corporation Act; (d) an intentional violation of criminal law; or (e) a breach of the Director's duty of loyalty to the Corporation or its Shareholders.

NINTH: The period of the Corporation's duration is perpetual.

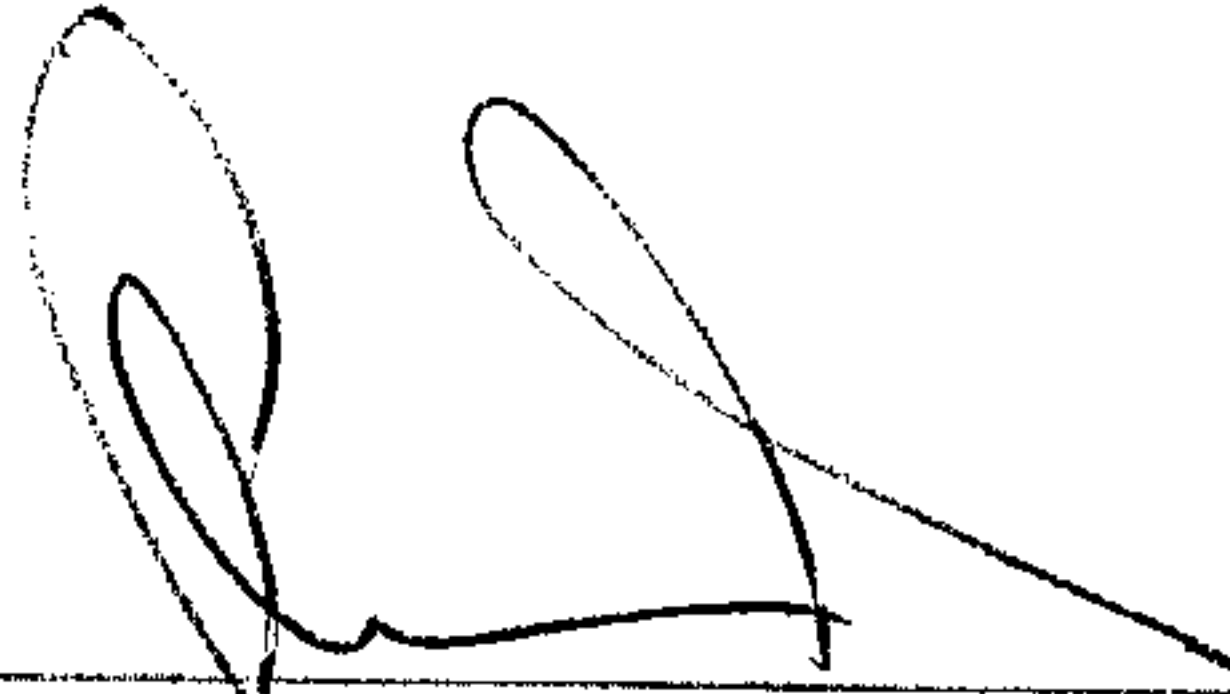
TENTH: The right to adopt the initial Bylaws of the Corporation is reserved to the

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Shareholders. The Board of Directors of the Corporation is expressly authorized to alter, amend, or repeal the Bylaws; but the Bylaws so altered, amended or repealed by the Board of Directors may be altered, amended or repealed by the Shareholders at any annual meeting or at any special meeting for which notice of such alteration, amendment or repeal by the Shareholders is given; and provided, that only the Shareholders may approve any Bylaw amendment that increases or decreases by more than thirty (30) percent the number of Directors of the Corporation last approved by the Shareholders.


DATED: 12-30, 2013




Christopher S. Dabbs

(INCORPORATOR)

This Document was Prepared by:
Marjorie O. Dabbs, Esq.
King, Drummond & Dabbs, LLC
4000 Eagle Point Corporate Drive, Suite 180
Birmingham, AL 35242
205/824-8248


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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:

Austin Scott Holdings, Inc.

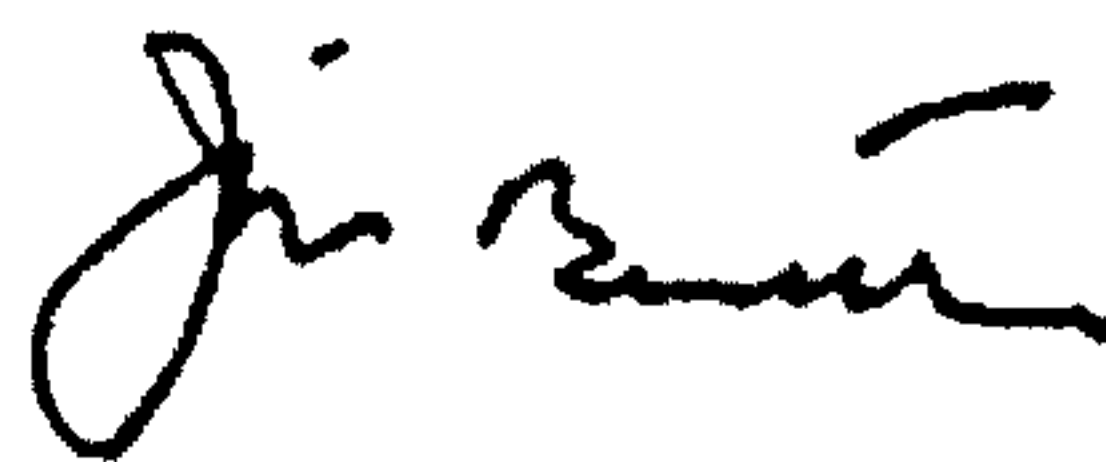
This name reservation is for the exclusive use of Marjorie Dabbs, 4000 Eagle
Point Corporate Drive, Bitmingham, AL 35242 for a period of one year beginning
December 27, 2013 and expiring December 27, 2014

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**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.**

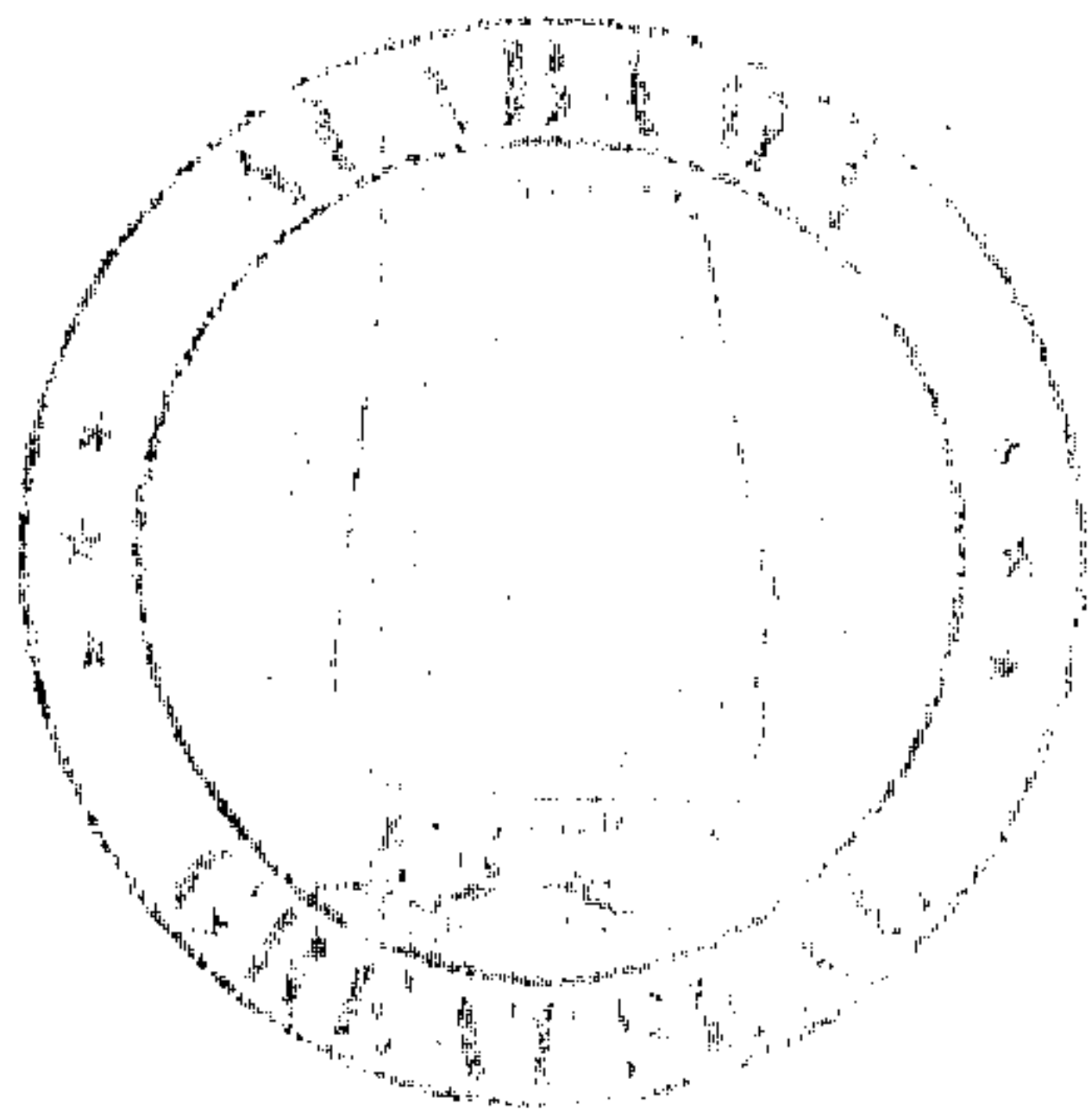
December 27, 2013

Date



Jim Bennett

Secretary of State



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