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**Articles of Incorporation
D A DUNAWAY SALES INC
a Close Corporation**

KNOW ALL MEN BY THESE PRESENTS:

THAT for the purpose of forming a corporation pursuant to the provisions of Title 10, chapter 2-A, code of Alabama 1975, known as the Alabama Business Corporation Act as applies to a close corporation and as last amended, the below named incorporators being the only subscribers to the capital stock of the corporation hereby organized, hereby adopt these Articles of Incorporation for the purpose of carrying on the business, hereinafter specified, pursuant to the laws of the State of Alabama.

ARTICLE I.

NAME AND TERM OF CORPORATION

The name of the corporation shall be: D A DUNAWAY SALES INC a close corporation; the term of the corporation shall be perpetual.

ARTICLE II.

OBJECTS, PURPOSE, AND POWERS

The corporation, in addition to those powers elsewhere in these articles of incorporation provided or conferred upon it by law, shall have and may exercise the following objects, purposes and powers:

- (1) To engage in the business of owning and operating a company to sell materials related to the forest product industry and any other products as necessary and any other lawful activity as allowed by the Code of Alabama
- (2) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated. To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other property, franchise and income.
- (3) To sue and be sued, and to make and use a corporate seal, and to alter the same at pleasure.
- (4) To appoint and employ such officers, agents, and others as the business of the corporation may require.
- (5) To make and alter at pleasure all needful by-laws, rules, and regulations for the transaction of its business, the control of its property and affairs, and for the transfer of stock.

- (6) To wind up and dissolve itself or be wound up and dissolved.
- (7) To have meetings of its stockholders and board of directors within this state, as may be provided in the by-laws.
- (8) To franchise or otherwise catty on the business or businesses, expressed in these articles of incorporation, locally or in other states of foreign countries.
- (9) To subscribe for, acquire, hold and dispose of the stock, bonds or other evidences of indebtedness or other securities of any other corporation of this or any other state or foreign country, and while the owner thereof to exercise the rights, privileges and powers of ownership, including the right to vote.
- (10) To consolidate, merge, combine or exchange stocks with any other corporation or corporations.
- (11) To alter or amend its charter.
- (12) To have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.
- (13) To lend money for its corporate purposes, invest and reinvest its funds, and to take and hold real and personal property, tangible and intangible property, as security for payment of funds so loaned or invested.
- (14) To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, to the extent and for any purposes permitted or authorized under the laws of Alabama.

The objects, purposes, and powers specified in each of the sections hereof shall be regarded as independent objects, purposes, and powers and the enumeration thereof shall be held to limit or restrict in any manner the general of other powers in anywise now or hereafter conferred on the corporation whether by the laws of the State of Alabama or otherwise.

ARTICLE III.


LOCATION OF PRINCIPLE OFFICE

The location of the principal office of the corporation in the State of Alabama shall be at 1076 Pine Valley Road, Calera, Alabama 35040, but the corporation may establish and maintain other offices and places of business within or without the State of Alabama as may from time to time be necessary or desirable.

ARTICLE IV.

REGISTERED OFFICE AND REGISTERD AGENT

The registered office of the corporation is located at 1076 Pine Valley Road, Calera, Alabama 35040 and the registered agent of the corporation is David A Dunaway.


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ARTICLE V.

CAPITAL STOCK

The total authorized shares shall be ninety (90) shares of the common stock of a par value of one dollar (\$1.00) per share. The amount of capital with which the corporation shall begin business shall be ninety dollars (\$90.00). The corporation shall issue ninety (90) shares of common capital stock, all of the same class, with a par value of one dollar (\$1.00) per share. All shares issued to the three stockholders, who are the incorporators, shareholders, directors, and officers of the corporation shall bear the following restriction as such restriction shall be binding on all shareholders:

The shares of the corporation represented by this certificate shall not be transferred to any one other than the holder of this certificate without the transferor first giving the corporation and all other shareholders the first and exclusive right to purchase these shares at the then current book rate. Said notice shall be in writing and addressed to the corporation and the shareholders at the last known address of each, certified mail. If the corporation and all shareholders decline to purchase these shares within thirty (30) days after such notice, the holder of these shares may sell said shares to whomever he/she shall desire. This restriction shall apply to the shareholder hereof and his/hers heirs, assigns, personal representative, estate, or any one with an interest in these shares.

ARTICLE VI.

VOTING OF STOCK

Stockholders of the corporation shall have one vote for each one share in the corporation, and there shall be no cumulative voting of the stock. When voting and electing the members of the board of directors or voting on any other matters, the stockholders shall vote their stock on a non-cumulative basis.

ARTICLE VII.

OFFICER TO RECEIVE SUBSCRIPTION


The name and address of the officer or agent designated to receive subscriptions to the capital stock of the corporation is David A Dunaway, 1076 Pine Valley Road, Calera, Alabama 35040.

ARTICLE VIII.

INCORPORATORS

The names and addresses of the incorporator are:

David A Dunaway
1076 Pine Valley Road
Calera, Alabama 35040


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ARTICLE IX.

BOARD OF DIRECTORS

The business and affairs of the corporation shall be under the management and control of a Board of Directors of not less than one (1) or more than ten (10) Directors. Subject to such limitation, the number of Directors shall be fixed by the By-Laws, except that the number constituting the initial Board shall be four (4) Directors. In the event of the death or resignation of a director, of the refusal of a person elected a director to accept his election as such, or to otherwise qualify as such, the remaining directors shall elect the successors. All directors shall hold office for a period of one (1) year, or until their respective successors are duly elected and qualified, unless removed as provided by the By-Laws.

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

David A Dunaway
1076 Pine Valley Road
Calera, Alabama 35040

ARTICLE X.

OFFICERS

Section 1. *Number.* The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. The same individual may simultaneously hold more than one office in the corporation.

Section 2. *Election and Term of Office.* The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. *Removal.* Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. *Vacancies.* A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. *President.* The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. The President, when present, presides at all meetings of the shareholders and the Board of Directors. Such may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors has

authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, of shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. *The Vice President.* In the absence of the President or in the event of his/her death, inability of refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice President in the order of designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or an Assistant Secretary, certificates for shares of the Corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. *The Secretary.* The Secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished by the Secretary by such shareholder; (e) sign with the President, or the Vice President, certificates for shares of the Corporation, the issuance of which stock transfer books of the Corporation; and (g) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President of the Board of Directors.

Section 8. *The Treasurer.* The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the same name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these By-Laws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9. *Assistant Secretaries and Assistant Treasurers.* The Assistant Secretaries, when authorized by the Board of Directors, may sign with the President or Vice President certificates for shares of the Corporation the issuance of which shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurer, in general, shall perform such duties as shall be assigned to them by the Secretary of the Treasury, respectively, or by the President or the Board of Directors.

Section 10. *Salaries.* The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

ARTICLE XI.

INDEMNIFICATION

The Corporation shall have the power to the fullest extent permitted by law to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or

completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals by reason of the fact that such person is or was a director, officer, employee, or agent of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, judgements, fines, and all other amounts paid in settlement actually and reasonable incurred in connection with such action, suit, or proceeding.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands of this the _____ day of July 2015

David A Dunaway

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State of Alabama)
Jefferson County)

Before me, a Notary Public for the State at Large,
personally appeared, David A Dunaway, who being duly sworn,
depone and say he has read and signed the foregoing Articles of
Incorporation and that the things and matters contained therein are
true and correct to the best of his knowledge, information and belief.

Sworn to and subscribed this the 24th day of July, 2015

Suey Martin
Notary Public

Notary Public - Alabama State At Large
My Commission Expires
May 14, 2017
Bonded Thru Notary Public Underwriters

John H. Merrill
Secretary of State

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

STATE OF ALABAMA

**I, John H. Merrill, 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 A Dunaway Sales Inc

This name reservation is for the exclusive use of David Dunaway, PO Box 1191,
Calera, AL 35040 for a period of one year beginning July 15, 2015 and expiring
July 15, 2016



RES695416

**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.**

July 15, 2015

Date

J. H. Merrill

John H. Merrill

Secretary of State