



**CERTIFICATE OF INCORPORATION
OF**

ALABAMA/IDAHO, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: October 30, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *Sandra M. [Signature]*

ARTICLES OF INCORPORATION

OF

ALABAMA/IDAHO, INC.

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SEC. OF STATE
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The undersigned, acting as the incorporators of a Corporation under the Idaho Business Corporation Act, adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is ALABAMA/IDAHO, INC.

ARTICLE II

PURPOSE

The purpose or purposes for which the Corporation is organized are to transact all lawful business for which corporations may be organized under the Business Corporation Act of the State of Idaho.

ARTICLE III

DURATION

The Corporation shall have perpetual existence.

ARTICLE IV

SHARES

The total authorized stock of the Corporation is 1,000 shares of common stock, having no par value.

ARTICLE V

REGISTERED OFFICE

The address of the initial registered office is 816 Sherman Avenue, Coeur d'Alene, Idaho 83814. The initial registered agent at that address is Eugene L. Miller.

ARTICLE VI

DIRECTORS

The initial board shall consist of three directors, and the names and addresses of the persons who shall serve as directors until the first annual meeting of stockholders or until their successors can be elected and qualified are:

<u>Name</u>	<u>Address</u>
Paul W. Bryant, Jr.	P.O. Box 152 Tuscalossa, Alabama 35402
A. Wayne May	11 Greenbriar Tuscalossa, Alabama 35405
Sam M. Phelps	P.O. Drawer 20 Tuscalossa, Alabama 35402

ARTICLE VII

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the board of directors. The power to alter,

amend or repeal the Bylaws or adopt new Bylaws, subject to repeal or change by action of the stockholders, shall be vested in the board of directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS,

OFFICERS, EMPLOYEES AND AGENTS

The Corporation shall have the right to enter into such agreements and arrangements with its directors, officers, employees and agents to provide for their indemnification while acting for and on behalf of the Corporation, pursuant to Idaho Code §30-1-5.

ARTICLE IX

INCORPORATORS

The names and business addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Paul W. Bryant, Jr.	P.O. Box 152 Tuscalossa, Alabama 35402
A. Wayne May	11 Greenbriar Tuscalossa, Alabama 35405
Sam M. Phelps	P.O. Drawer 20 Tuscalossa, Alabama 35402

IN WITNESS WHEREOF, the undersigned incorporators of the above-named Corporation, have hereunto signed these Articles of Incorporation on this 26th day of October, 1987.

Paul W. Bryant, Jr.
PAUL W. BRYANT, JR.

A. Wayne May
A. WAYNE MAY

Sam M. Phelps
SAM M. PHELPS

STATE OF Alabama)
 : ss.
County of Jackson)

On this 26th day of October, 1987, before me, the undersigned Notary Public, personally appeared PAUL W. BRYANT, JR., known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that he executed the same.

(SEAL)

Terrell B. Phillips
Notary Public for Alabama
Residing at Jackson, Alabama
Commission Exp. 10-10-90

STATE OF Alabama)
 :
County of Jackson) ss.

On this 26th day of October, 1987, before me,
he undersigned Notary Public, personally appeared A. WAYNE
MAY, known to me to be the person whose name is subscribed
to the within instrument, and acknowledged to me that he
executed the same.

(SEAL)

Teun B. Phillips
Notary Public for Alabama
Residing at Jackson, Alabama
Commission Exp. 10-10-90

STATE OF Alabama)
 :
County of Jackson) ss.

On this 26th day of October, 1987, before me,
he undersigned Notary Public, personally appeared SAM M.
PHELPS, known to me to be the person whose name is
subscribed to the within instrument, and acknowledged to
me that he executed the same.

(SEAL)

Teun B. Phillips
Notary Public for Alabama
Residing at Jackson, Alabama
Commission Exp. 10-10-90