

P96000017422  
TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: All Grace Properties, Inc.  
(Proposed corporate name - must include suffix)

400001723114  
-02/23/95--01088--001  
\*\*\*\*131.25 \*\*\*\*131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: D. Brad Hardin  
Name (printed or typed)  
P. O. Box 850873  
Address  
Mobile, AL 36685-0873  
City, State & Zip  
334/343-4554  
Daytime Telephone number

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96 FEB 23 PM 2:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 26 1995

NOTE: Please provide the original and one copy of the articles.

## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

### ARTICLE I. Name

The name of the corporation shall be: **ALL GRACE PROPERTIES, INC.**

### ARTICLE II. Principal Office

The principal place of business and mailing address of the corporation shall be:

111 North Ingleside  
Fairhope, Alabama 36532

### ARTICLE III. Purposes of the Corporation

The purposes for which the corporation is organized are:

- (a) To acquire, own, hold, improve, develop, operate, exploit, sell, lease, convey, assign, exchange, transfer, dispose of, pledge, mortgage, encumber, borrow money upon and in all other lawful ways to deal with any real and personal property, whether tangible or intangible, wherever located, including, but not by way of limitation, lands, buildings, office or business furniture, fixtures, equipment and machines, vaults, safes and motor vehicles, and any interest in any such assets including, but not by way of limitation, the power to lease any property to any persons, firms, partnerships, associations or corporation, and to furnish any or all maintenance and management services in connection with any such property or leases.
- (b) To have one or more offices, to conduct and carry on all business operations, and to own or otherwise deal with all kinds of property, either within or without this state, and in all other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in all foreign countries, without restrictions as to place or amount.
- (c) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business and objects of this corporation, or business of a similar nature, with any person, firm,

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partnership, association or corporation or with any governmental body or subdivision or agency thereof.

- (d) To borrow or raise money without limitation as to amount; to sell, pledge, and otherwise dispose of and realize upon book accounts and other choices of action; to make, draw, accept, endorse, execute and issue bonds, debentures, notes or other obligations or any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects and purposes of this corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or a pledge of, or conveyance of assignment in trust of, the whole or any part of the property, real or personal, of this corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the officers or board of directors may from time to time determine, to sell, exchange, pledge, to offer for discount, or otherwise dispose of any and all such bonds, debentures, notes, or other obligations.
- (e) To cause or allow the legal title, or any estate, right, or interest in any property owned, acquired, controlled, leased, or operated by the corporation to remain or to be vested in the name of any person, firm, partnership, association or corporation as agent, trustee, or nominee of this corporation upon such terms or conditions which the officers or the board of directors may consider for the benefit of this corporation.
- (f) To employ, hire, and to appoint corporations, associations, partnerships, firms and individuals in any and all parts of the world to act as agents for this corporation in such capacity and upon such conditions as may be determined from time to time by the board of directors.
- (g) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.
- (h) To acquire by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and good will of any one or more persons, firms, partnerships, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this State; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or by any manner dispose of the whole or any part thereof; and, in conjunction therewith, to assume or guarantee performance

of any liabilities, obligations, or contracts of such persons, firms, partnerships, associations or corporations, and to conduct the whole or any part of any business thus acquired.

- (i) To provide, fund and carry out, and to abolish, revise, or amend any plan or plans for the participation by all or any of the employees (including directors and officers of this corporation or of any corporation in which or in the welfare of which this corporation has any interest, and those actively engaged in the conduct of this corporation's business) in the profits of this corporation or of any branch or division thereof, and any deferred compensation and stock purchase plans, as part of the corporation's legitimate expenses, and including plans for the furnishing to such employees and persons or any of them, at this corporation's expense, of medical services, insurance against accident, sickness or death, pensions during old age, disability or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, all in such manner and upon such terms and conditions as may be determined by the board of directors.
- (j) To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, and transfer or re-issue the same; provided that purchases of its own shares of stock may be only to the extent of earned surplus and capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares, unless, prior to the acquisition of any such shares, the board of directors of the corporation shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares.
- (k) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.
- (l) To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without

becoming liable therefor, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, scrip, coupons, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth of the corporations, associations, or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association, firm, partnership, joint venture or person (A) which owns stock in this corporation, or (B) which owns stock in another corporation which owns stock in this corporation, or (C) in which this corporation owns stock, or (D) which another corporation owns stock which also owns stock in this corporation, or (E) in which any one or more persons who own stock in this corporation also owns stock, or (F) which or who has entered into any contractual arrangement pursuant to which any such corporation, association, firm, partnership or person undertakes corresponding or like obligations of endorsement, guarantee, or suretyship, with respect to all or any such obligations or evidences of indebtedness, contracts of this corporation, or which may engage with this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

- (m) To lend money and use its credit to assist its employees.
- (n) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (o) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (p) To carry on any other business in connection with the foregoing.
- (q) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might

or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, partnership, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors and stockholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company or the business of insurance.

#### ARTICLE IV. Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares.

#### ARTICLE V. Initial Registered Agent and Street Address

The name and address of the initial registered agent is:

John Fagerstrom  
2500 Paradise Point Drive  
Pensacola, Florida 32503

#### ARTICLE VI. Incorporator

D. Wendell Barnhill  
11 North Ingleside  
Fairhope, Alabama 36532

The undersigned incorporator has executed these Articles of Incorporation this 5 day of Feb, 1996.

D. Wendell Barnhill  
D. WENDELL BARNHILL  
INCORPORATOR

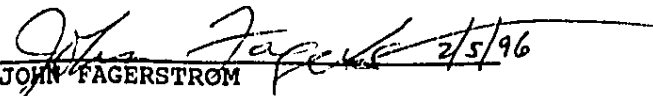
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **ALL GRACE PROPERTIES, INC.**
2. The name and address of the registered agent and office is:

John Fagerstrom  
2500 Paradise Point Drive  
Pensacola, Florida 32503

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
JOHN FAGERSTROM 2/5/96

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BOONE & HARDIN, P.C.

Attorneys at Law

5809 Grelet Road

Post Office Box 850873

Mobile, Alabama 36685-0873

D. Brad Hardin  
John Wayne Boone

Telephone (334) 343-4554  
Telecopier (334) 343-9845

VIA FEDERAL EXPRESS

April 10, 1996

Ms. Velma Shepard  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Articles of Amendment of All Grace Properties, Inc./  
Lock-N-Store, Inc.

Dear Ms. Shepard:

Enclosed please find the articles of amendment which we discussed on the telephone yesterday. Also please find enclosed a cashier's check in the amount of \$ 7.50 to cover the filing fee and a certified copy of the amendment. We have a real estate closing which is scheduled to occur on Friday, April 12, 1996. I appreciate your assistance in expediting the recordation of these articles of amendment. Please call me should you have any questions.

Very truly yours,

*D. Brad Hardin*

D. BRAD HARDIN  
For the Firm

/mt

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*N/C*

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE





FLORIDA DEPARTMENT OF STATE  
Candra B. Mortham  
Secretary of State

March 19, 1996

D. BRAD HARDIN, ESQ.  
BOONE & HARDIN, P.C.  
P O BOX 850873  
MOBILE, AL 36685-0873

The name LOCK-N-STORE, INC. has been reserved for 120 days beginning March 19, 1996. The reservation number is R96000001413 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 196A00012436

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

ALL GRACE PROPERTIES, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment adopted: Article I is hereby amended to read - The name of the corporation shall be **Lock-N-Store, Inc.**

**SECOND:** The date of the amendment's adoption is: April 5, 1996.

**THIRD:** The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 10<sup>th</sup> day of April, 1996.

Signature: D. Wendell Barnhill, President  
D. WENDELL BARNHILL, President