

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

RAINES LUMBER COMPANY, INC.

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

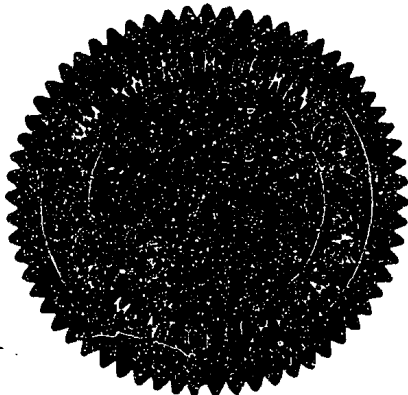
RAINES LUMBER COMPANY, INC.

FAIRVIEW STATION, ALABAMA

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

RAINES LUMBER COMPANY, INC.



SECRETARY OF STATE

Witness my official signature and seal of office this 8TH
day of OCTOBER, 1979 *at Frankfort, Kentucky.*

Drexell R. Davis

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF SECRETARY OF STATE

ORIGINAL COPY FILED
SECRETARY OF STATE OF KENTUCKY
DREXEL R. DAVIS
FRANKFORT, KENTUCKY
Secretary



FRANKFORT,
KENTUCKY

OCT 9 8 1979

Drexel R. Davis
ms

APPLICATION FOR CERTIFICATE OF AUTHORITY 149230

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Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

- First: Name of Corporation Raines Lumber Company, Inc.
- Second: The name to be used in the state of Kentucky Raines Lumber Company, Inc.
- Third: State or country of incorporation Alabama
- Fourth: Date of incorporation June 13, 1968
and duration of incorporation perpetual
- Fifth: Address of principal office in the state or country of incorporation P. O. Box 3988
Fairview Station, Alabama 35208 (#2 W. 7th St. Birmingham)
- Sixth: Address of proposed registered office in Kentucky Kentucky Home Life Building,
Louisville, Kentucky 40202
and name of registered agent in Kentucky at the same address C T Corporation System
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky
To buy, sell and deal in lumber products.
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS
Carl H. Raines	Chairman of the Board	P. O. Box 3988, Fairview Station
Charles H. Raines	Vice Chairman of the Board	P. O. Box 3988, Fairview Station
W. P. Bost	President and Director	P. O. Box 3988, Fairview Station
Ivey B. Batson, Jr.	Secretary/Treasurer	P. O. Box 3988, Fairview Station
Edgar M. Stover	Vice President	P. O. Box 3988, Fairview Station
Ed Cost	Director	P. O. Box 3988, Fairview Station
Ivey B. Batson, Jr.	Director	P. O. Box 3988, Fairview Station

Alabama 35208

ARTICLES OF INCORPORATION
OF
RAINES LUMBER COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS:

THAT for the purpose of forming a corporation under and pursuant to the provision of the Alabama Business Corporation Act, the undersigned persons have associated themselves together, and have agreed upon and adopted these Articles of Incorporation, the same to constitute and become a charter for carrying on the business hereinafter specified upon the proper filing hereof pursuant to law.

1. The name of the proposed corporation is:
RAINES LUMBER COMPANY, INC.

2. The objects and purposes for which said corporation is formed and the nature of the business to be engaged in by same are as follows:

(a) To take, lease, purchase, or otherwise acquire, and to own, use, hold, subdivide, sell, convey, manage, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, borrow money on, and dispose of real estate, real property, and any interest or right therein:

(b) To take, purchase, or otherwise acquire, and to own, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise deal in and dispose of personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, stock, and securities, including its own stock and securities.

(c) To purchase, sell, manufacture, and deal in building materials and goods, wares, and merchandise, and to carry on any other lawful trade or business incident or proper for use in connection with the purchase, sale, ownership, construction, maintenance, and management of real property.

(d) To contract for or erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate and control

directly or through ownership of stock in any corporation, any and all kinds of buildings, apartments, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections which may in the judgment of the Board of Directors, at any time be necessary, useful, or advantageous, for the purpose of the corporation.

(e) To manufacture, buy, sell, and deal in wood products of all varieties, kinds, and description, and the various materials entering into the manufacture of any and all such woodworking processes; to engage in mill work in wood and wood specialties; and to acquire, purchase, construct, sell, maintain, and operate timber tracts, sawmills, factories, mills, and any and all other industries or businesses necessary thereto.

(f) To engage in any mercantile, manufacturing, or trading business of any kind or character whatsoever, within or without the State of Alabama.

(g) To carry on any other business which may seem to the corporation capable of being conveniently carried on in connection with any of the above, or calculated, directly or indirectly, to render profitable or enhance the value of the corporation's property or rights for the time being.

3. The location of the principal office is:

2 West 17th Street (P.O. Box 398, Fairview Station)
Birmingham, Jefferson County, Alabama 35208.

4. The total authorized capital stock of said corporation is TEN THOUSAND AND 00/100 (\$10,000.00) DOLLARS and is divided into ONE HUNDRED (100) SHARES of the par value of ONE HUNDRED AND 00/100 (\$100.00) DOLLARS per share. The corporation will begin business with 100 shares subscribed and paid in cash or property.

5. CHARLES H. RAINES, whose post office address is 1825 Glendmere Drive, Birmingham, Alabama 35216, is the officer or agent designated by the incorporators to receive subscriptions to the capital stock of said corporation.

6. The names and several post office addresses of the incorporators are as follows:

CARL H. RAINES, 1829 Glendmere Drive, Birmingham,
Alabama - 35216.

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CHARLES H. RAINES, 1825 Glendmere Drive, Birmingham,
Alabama - 35216.

FRANK T. DUVAL, 1336 Turnham Lane, Birmingham,
Alabama 35216.

7. The number of shares subscribed by each of the
incorporators are as follows:

CARL H. RAINES	50 Shares
CHARLES H. RAINES	49 Shares
FRANK T. DUVAL	1 Share

8. The names and post office addresses of the officers
chosen for the first year are as follows:

CARL H. RAINES, 1829 Glendmere Drive, Birmingham,
Alabama 35216, President.

CHARLES H. RAINES, 1825 Glendmere Drive, Birmingham,
Alabama 35216. Secretary and Treasurer.

FRANK T. DUVAL, 1336 Turnham Lane, Birmingham, Alabama,
35216. Vice-president.

9. The names and post office addresses of the directors
chosen for the first year are as follows:

CARL H. RAINES, 1829 Glendmere Drive, Birmingham,
Alabama 35216.

CHARLES H. RAINES, 1825 Glendmere Drive, Birmingham,
Alabama 35216.

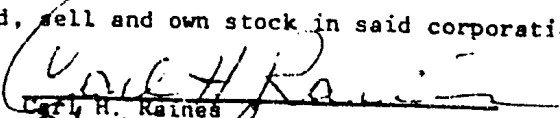
FRANK T. DUVAL, 1336 Turnham Lane, Birmingham, Alabama
35216.

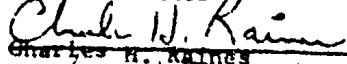
10. Any one individual may hold, occupy and perform the
duties of more than one officer in this corporation at one and
the same time. The stockholders shall be authorized to adopt
such rules, by-laws, and regulations for the government of said
corporation as they may deem necessary and expedient.


11. This corporation shall have no right, power or
authority to manufacture, sell, keep for sale or otherwise, or
store, warehouse, deliver or transport any prohibited liquors,
beverages, or narcotics, or to be in anywise concerned in the
traffic thereof as now prohibited or restricted by the laws of
the State of Alabama or the Acts of Congress of the United States.

12. The said corporation shall have no limit as to the
duration. It shall remain in force and effect until dissolved
as provided by law.

13. The said corporation shall have the power and
authority to purchase, hold, sell and own stock in said corporation.


Carl H. Raines


Charles H. Raines


Frank T. Duval

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STATE OF ALABAMA ¶¶

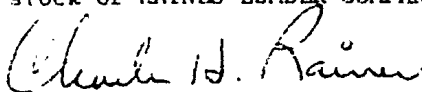
JEFFERSON COUNTY ¶¶

CHARLES H. RAINES, the person or agent designated by the incorporators of RAINES LUMBER COMPANY, INC., a proposed corporation, in their certificate filed herewith, as the person to receive subscriptions to the capital stock of said proposed corporation, submit herewith his acts as such officer or agent, as follows:

Books of subscriptions to the capital stock of RAINES LUMBER COMPANY, INC., the proposed corporation, were opened by me at the office of said proposed corporation in Birmingham, Alabama on the 3rd day of June, 1968, and the following subscriptions to said capital stock were made:

CHARLES H. RAINES subscribed for FORTY-NINE (49) SHARES; CARL H. RAINES subscribed for FIFTY (50) SHARES; and FRANK T. DUVAL subscribed for ONE (1) SHARE; each and all at the par value of \$100.00 per share, and in payment of said subscriptions I have received from CHARLES H. RAINES personal property and cash having a value of no less than \$4900.00 in full payment of his said subscription; from CARL H. RAINES personal property and cash having a value of no less than \$5000.00 in full payment of ^{said} his subscription; and from FRANK T. DUVAL \$100.00 cash in full payment of his said subscription.

All of said money and property in payment of said subscriptions is now in my possession and ready for delivery to said corporation as soon as the same is properly and legally incorporated. Attached hereto, marked Exhibit "A", and made a part hereof, is a true and correct copy of the subscriptions above made to the capital stock of RAINES LUMBER COMPANY, INC.



CHARLES H. RAINES

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STATE OF ALABAMA ¶¶

JEFFERSON COUNTY ¶¶

Before me, the undersigned, a Notary Public, in and for said County, insaid State, personally appeared CHARLES H. RAINES, who after being duly sworn, on oath, deposes and says:

That he is the person designated by the incorporators of RAINES LUMBER COMPANY, INC., a proposed corporation, to receive subscriptions to the capital stock thereof, and that the statements made by him as such officer, are true and correct.

WITNESS my hand and seal on this 3rd day of June, 1968.

Charles H. Raines
NOTARY PUBLIC

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EXHIBIT "A"

STATE OF ALABAMA 01
JEFFERSON COUNTY 00

SUBSCRIPTION LIST
June 3, 1968

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We hereby subscribe for the number of shares of capital stock of RAINES LUMBER COMPANY, INC., the amount set forth opposite our names, to-wit:

CARL H. RAINES, Fifty shares\$5000.00
CHARLES H. RAINES, Fortynine shares...\$4900.00
FRANK T. DUVAL, One share\$ 100.00

at the par value of \$100.00 per share, payable in cash and property.

Carl H. Raines
Carl H. Raines

Charles H. Raines
Charles H. Raines

Frank T. Duval
Frank T. Duval

STATE OF ALA. JEFFERSON CO.
CERTIFY THIS INSTRUMENT
WAS FILED ON

434 PAGE 39
JUN 13 11 42 AM '68

RECORDED & INDEXED TAX
& 5% SALES TAX HAS BEEN
PAID ON THIS INSTRUMENT

James M. Meeker
NOTARY PUBLIC

10.00
5.00
2.50
2.95

20.45

REAL 1387 PAGE 443

TO: THE PROBATE JUDGE OF JEFFERSON COUNTY, ALABAMA

AMENDMENT TO CERTIFICATE OF INCORPORATION

OF

RAINES LUMBER COMPANY, INC.

WHEREAS, Raines Lumber Company, Inc. was incorporated in the Office of the Judge of Probate of Jefferson County, Alabama on the 13th day of June, 1968; and

WHEREAS, by unanimous consent of all of the Directors and Stockholders of the corporation, said Certificate of incorporation is to be amended in the manner as hereinafter set forth;

NOW, THEREFORE, Paul Boat, as President of Raines Lumber Company, Inc., and Bryan P. Batson, as Secretary, hereby certify that the following amendment was unanimously adopted by all of the Directors and Stockholders of the corporation on the 27th day of December, 1976, pursuant to the provisions of Sections 19 and 20 of the Alabama Business Corporation Act:

RESOLVED, that the first paragraph of ARTICLE IV of the Certificate of Incorporation of Raines Lumber Company, Inc., be amended by eliminating and deleting the same in its entirety and substituting in lieu and instead thereof the following:

"The total number of shares of stock which the corporation shall have authority to issue is 3,000 shares, of which (a) 1,000 shares of the par value of \$1.00 per share, amounting in the aggregate to \$1,000, shall be common stock, and (b) 2,000 shares, of the par value of \$1.00 per share, amounting in the aggregate to \$2,000 shall be Class "A" Common Non-Voting Stock.

"The designations and powers, preferences, and rights, and the qualifications, limitations or restrictions thereof are as follows:

"(a) Common Stock. The holders of the Common Stock of the corporation issued and outstanding, except as otherwise provided by law, shall have and possess the exclusive right to notice of shareholders' meetings and the exclusive voting rights and powers, and the holders of all other

*Increase from 15,000.00
to 3,000.00*

shares of stock which shall include, but not be limited to, the holders of Class "A" Common Stock, shall not be entitled to any notice of shareholders' meetings or to vote upon the election of Directors or upon any question affecting the management or affairs of the corporation except where such notice or vote is required by law. The Common Stock and Class "A" Common Non-Voting Stock shall be entitled to dividends when, as and if declared by the Board of Directors of the corporation, payable at said time to times as the Board of Directors may determine. However, the Class "A" Common Non-Voting Stock shall have a preference over the Common Voting Stock in the declaration or payment of dividends in that dividends may be declared and paid to the holders of the Class "A" Common Non-Voting Stock without any requirement that all or any part of the dollar amount of such dividends so paid to the holders of the Class "A" Common Non-Voting Stock be declared and paid to the holders of the Common Voting Stock, but no dividends may be declared and paid to the holders of the Common Voting Stock unless concurrently therewith, dividends in an equal or greater dollar amount shall be paid to the holders of the Class "A" Common Non-Voting Stock.

"(b) Class "A" Common Non-Voting Stock. The holders of Class "A" Common Non-Voting Stock shall have no voting powers except to the extent that the right to vote cannot be denied them under the General Corporation Laws of the State of Alabama. The holders of the Class "A" Common Non-Voting Stock shall have the preference over the Common Stock in the declaration any payment of dividends in the manner set forth hereinabove. In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the remaining assets and funds of the corporation shall be divided among and paid to the holders of the Common Stock and Class "A" Common Non-Voting Stock, without preference or priority of one class of stock over the other, in proportion to their respective holdings of such shares."

We further certify that the foregoing amendment to the Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 19 and 20 of the "Alabama Business Corporation Act", being A.C. No. 414, as Enacted by the Legislature of Alabama, Regular Session 1959, on November 13, 1959.

and that the within certificate of amendment is being filed in the Office of the Judge of Probate of Jefferson County, Alabama, for the purposes of effecting such amendment in accordance with the requirements of the statutes of Alabama.

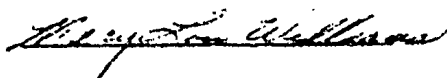
IN WITNESS WHEREOF, we have hereunto set our hands and seals this 27th day of December, 1976.

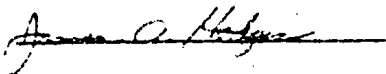

 _____ (SEAL)
 Paul Bost, President

ATTEST:


 _____ (SEAL)
 Bryan P. Batson, Secretary

WITNESSETH:





The undersigned, constituting the entire Board of Directors of Rainey Lumber Company, Inc., an Alabama corporation, and the holders of all the outstanding capital stock of the company, being desirous of amending its Certificate of Incorporation in the manner set forth in the foregoing Certificate of Amendment and acting by unanimous consent under Section 21(20) of the Code of Alabama, do hereby signify our consent to the proposed amendment by affixing our signatures hereto on the date hereof, and do direct the President and Secretary respectively to execute the foregoing Certificate

LAW OFFICES OF
SIROTE, PERMUTT, FRIEND, FRIEDMAN, HELD & APOLINSKY, P. A.

PROFESSIONAL ASSOCIATION
2222 ARLINGTON AVENUE SOUTH

MORRIS K. SIROTE
JAMES L. PERMUTT
C. M. FRIEND, JR.
KARL B. FRIEDMAN
JACK E. HELD
HAROLD I. APOLINSKY
ROBERT B. RUBIN
JOSEPH S. BLUESTEIN
RICHARD COHN
LOUIS H. BAYER
JAMES A. HARRIS, JR.
EDW. M. FRIEND, III
LOUIS B. FELD
DONALD J. SIDES
LEONARD WERTHEIMER, III
C. LEE REEVES

REPLY TO
POST OFFICE BOX 3364A
BIRMINGHAM, ALABAMA 35205
(205) 933-7111

October 4, 1979

MARK H. FRIEDMAN
DONALD B. HENDERSON, JR.
ALLAN J. CHAPPELLE
THOMAS H. BROWN
JERRY E. HELD
JOHN D. SAXON
MAURICE L. SHEVIN
DAVID M. WOOLDRIDGE
MELINDA McEACHERN MATHEWS
F. TIMOTHY McABEE

MAYER U. NEWFIELD, COUNSEL

WILLIAM G. WEST, JR. 1822-1975

Secretary of State
State of Kentucky
Capitol Building
Frankfort, Kentucky 40601

Re: Raines Lumber Company, Inc.,
an Alabama Corporation

Dear Sir:

Enclosed herewith please find the following documents regarding Raines Lumber Company, Inc., qualifying to do business in the State of Kentucky:

(1) Certified copy of the Articles of Incorporation of Raines Lumber Company, Inc. and amendment thereto;


(2) Two executed copies of the application for certificate of authority; and

(3) Our check in the amount of \$35.00 payable to the Kentucky State Treasurer to cover the cost of filing fees.

Please proceed with the qualification of Raines Lumber Company, Inc., to do business in the State of Kentucky.

Thank you for your cooperation in this matter.

Yours very truly,


Donald B. Henderson, Jr.
FOR THE FIRM

DBHjr/gw
Enclosures