B. Nelson Boy

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State of North Carolina

Department of the Secretary of State

To all to whom these presents shall come, Greeting:

I, **Thad Eure,** *Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (* 3 *sheets) to be a true copy of*

ARTICLES OF INCORPORATION

OF

✓ B & D ASSOCIATES, INC.

and the probates thereon, the original of which was filed in this office on the 25th *day of* January 19 88 *, after having been found to conform to law.*

In Witness Whereof, *I have hereunto set my hand and affixed my official seal.*

Done in Office, *at Raleigh, this* 25th *day of* January *in the year of our Lord 19* 88.

Thad Eure

Secretary of State

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ARTICLES OF INCORPORATION

OF

B & D ASSOCIATES, INC.

THIS CERTIFIES that the undersigned do hereby organize a corporation under and by virtue of the laws of the State of North Carolina, and to that end do hereby set forth:

I.

The name of the Corporation is:

B & D ASSOCIATES, INC.

II.

The period of duration of the corporation will be perpetual.

III.

The purposes for which this corporation is organized are:

(a) To engage in any lawful act or activity for which corporations may be organized under N.C.G.S. Chapter 55.

(b) To purchase, hold, pledge, transfer, sell, or otherwise dispose of or deal in, the shares of the capital stock, bonds, debentures, notes or other securities or evidences of indebtedness of any corporation; to receive, collect and dispose of dividends, interests or other income on any such securities held by it and do any and all acts and things tending to increase the value of said corporation; to issue bonds and secure the same by pledge of deed of trust of or upon any part of such securities or other property held or owned by the company and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corporation business; to purchase, receive, hold and dispose of any securities of any person or mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as investment brokers, agents or principals.

(c) To borrow and lend money and negotiate loans; to draw accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons and other securities; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any government, authority, or company; to form, promote, subsidize and assist companies, syndicates or partnerships of all kinds, and to finance and refinance same.

(d) In furtherance and not in limitation of the privileges of this corporation it shall be lawful to purchase or acquire, in any lawful manner, and to hold, own, mortgage, pledge, sell, lease, transfer, or in any manner dispose of, and deal and trade in, real estate, goods, wares, merchandise and property of any and every class and description, and in any part of the world.

(e) To acquire the good will, rights and property, and undertake the whole or any part of the assets or liabilities of any persons, firm, association or corporation engaged in any business authorized in these purposes, to pay for same in cash, the stock or any company, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporation in this State or any other state, country, nation or government, and which owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do. In carring out these purposes to enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, bond politic, thereof, and without limit as to the amount to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise.

(f) To conduct a business in any of the states, territories, colonies, or dependencies of the United States, in the District of Columbia and in any and all foreign countries; to have one or more offices therein and therein to hold, purchase, mortgage and convey real estate and personal property, without limit as to amount, and therein to hold the meetings of incorporators, stockholders, and directors of the corporation.

(g) To do any or all of the things herein set forth to the same extent as a natural person or persons might or could do and in any part of the world, as principals, agents, contractors, trustees or otherwise, and either alone or in company with others.

(h) In general to carry on any other incidental business in connection therewith not forbidden by the laws of the State of North Carolina, and with the powers conferred upon corporations of this character by the laws of the State of North Carolina.

IV.

The corporation shall have authority to issue One Hundred Thousand (100,000) shares of common stock, having a par value of One Dollar ($1.00) per share.

V.

The sale of One Hundred (100) shares at One Dollar ($1.00) per share shall be the minimum amount of consideration for its shares to be received by the corporation before it shall commence business.

VI.

The address of the initial registered office of the corporation is 219 Epping Road, Clemmons, Forsyth County, North Carolina, 27012, and the name of the initial registered agent of the corporation at such address is Robert Hemrick.

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VII.

The number of directors of the corporation may be fixed by the By-Laws, but shall not be less than three (3) (except as permitted by N.C.G.S. 55-25).

The number of directors constituting the initial Board of Directors shall be two (2) and the name and address (including street and number, if any) of each person who is to serve as a director until the first meeting of shareholders or until his successor be elected and qualified are:

Name	Address
Robert HemricK	219 Epping Road Clemmons, North Carolina 27012
Dayle K. Phillips	136 Riverbend Drive, Bermuda Run Advance, North Carolina 27006

VIII.

The name and address of the Incorporator is William L. Nelson, 101 Charlois Boulevard, Suite 102, Winston-Salem, North Carolina, 27103.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal, the 22 day of January, 1988.

William L. Nelson (SEAL)
WILLIAM L. NELSON

STATE OF NORTH CAROLINA)
)
COUNTY OF FORSYTH)

This is to certify that on this 22nd day of January, 1988, before me, a Notary Public, personally appeared WILLIAM L. NELSON, being by me first duly sworn, declared that he signed the foregoing document in the capacity indicated, thet he was authorized so to sign, and that the statements therein contained are true.

WITNESS my hand and official seal, this the 22nd day of January, 1988.

Gina M. Kellam
NOTARY PUBLIC

My Commission Expires:

8/13/92

OFFICIAL SEAL
Notary Public, North Carolina
COUNTY OF FORSYTH
GINA M. KELLAM
My Commission Expires August 13, 1992.

PRESENTED FOR REGISTRATION AND RECORDED
FEB 22 3 38 PM '88
L. E. SPEAS
REGISTER OF DEEDS
FORSYTH CTY. N.C.
$11.00pd OR

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