

1987

ARTICLES OF INCORPORATION
OF
CAROLINA DEWATERING COMPANY, INC.

The undersigned, acting as the incorporator of a Corporation under the Alabama Business Corporation Act, Code of Alabama 1975, Section 10-2A-1 et seq., adopts the following Articles of Incorporation for such Corporation:

1. The name of the Corporation is:
CAROLINA DEWATERING COMPANY, INC.
2. The period of its duration is perpetual.
3. The purposes for which the Corporation is organized include the transaction of any and all lawful business for which corporations may be organized and incorporated under Alabama law and, without limitation to the foregoing, the Corporation is further authorized:
 - a. To purchase, lease, or otherwise acquire lands, buildings, machinery, equipment, supplies, building materials and other personal property in this state and elsewhere, and to purchase, erect or establish a manufactory or manufactories, with suitable plants, engines, machinery and other and different appurtenances, and to use or operate any part of or all such properties;
 - b. To engage in a general engineering, contracting, construction and manufacturing business, including (i) designing, constructing, enlarging, repairing, removing, or otherwise engaging in any work upon or around buildings, roads, highways, manufacturing plants, bridges, piers, docks, dams, mines, shafts, waterworks, railroads, railway or other structures ; (ii) manufacturing, selling, and leasing pumps, pipes, and all attachments, parts and related apparatus used to remove water or other substances from construction sites; and (iii) bidding upon, accepting, extending or receiving any contracts, subcontracts or assignments of contracts necessary therefor, related thereto, or connected therewith, for public or private projects within or without the State of Alabama;

BOOK 22 PAGE 956

- c. To develop, subdivide and cultivate lands and to sell, option, encumber, mortgage, lease, or otherwise dispose of, real and personal property of the Corporation in this state or elsewhere, for, and in, or incident to, the furtherance of any of its purposes or objects;
- d. To borrow money, and to make and issue notes, bonds, debentures and other negotiable or non-negotiable obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise;
- e. To do any and all things herein set forth as principal, agent, contractor, subcontractor, joint adventurer, partner, trustee, or otherwise, alone or in company with others, and to do all things necessary and proper for the accomplishment of the purposes and objects herein enumerated or necessary or incidental to the protection and benefit of the Corporation, and in general to carry on lawful business, necessary or incidental to the attainment of the purposes of the Corporation, whether such business is similar in nature to the objects and powers herein above set forth or otherwise;
- f. To conduct business in the State of Alabama, in all other states, districts, territories and possessions of the United States and in all other countries and to have one or more offices out of the State of Alabama, as well as within such state.

The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, except as otherwise expressly provided, be in nowise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers. The Corporation shall have and may exercise all those general powers and other powers of corporations set forth in the Alabama Business Corporation Act and the enumeration of specific objects, purposes and powers therein and herein shall not be construed to limit or restrict in any manner the meaning of the general terms or the powers of the Corporation now or hereafter conferred by law, nor shall the expression of one thing be deemed to exclude another

not expressed, although it be of like nature; provided, however, that nothing herein contained shall be construed as authorizing the Corporation to engage in or carry on the business of banking or insurance.

4. The total authorized capital stock of the Corporation is One Thousand Dollars (\$1,000.00) divided into one thousand (1,000) shares of the nominal or par value of one dollar (\$1.00) each, consisting solely of capital stock and being nonassessable.
5. The location and address of the initial registered office of the Corporation is No. One Riverchase Parkway South, Birmingham, Alabama, and the initial registered agent of the Corporation, who maintains the same business address as the Corporation's initial registered office, is J. William Powers, III.
6. The number of directors constituting the initial Board of Directors of the Corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
James F. Hughey, Jr.	600 N. 18th Street Birmingham, Alabama 35203
S. Revelle Gwyn	600 N. 18th Street Birmingham, Alabama 35203
William S. Wright	600 N. 18th Street Birmingham, Alabama 35203

7. The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the directors and the shareholders are hereby established:
 - a. All corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by these articles of incorporation or as delegated to others by such Board; and, in furtherance and not in limitation of the powers conferred by statute and by these articles of incorporation, the Board of Directors is expressly authorized to make new By-Laws of the Corporation and to

alter any existing By-Laws of the Corporation, provided, however, that the initial By-Laws of the Corporation shall be adopted by the shareholders of the Corporation, and further provided that any By-Laws so made by the directors or the shareholders may be altered or repealed by the directors or shareholders. The Board of Directors may not alter, amend, or repeal any By-Law establishing what constitutes a quorum at shareholders' meetings.

- b. No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by reason of the fact that any director of the Corporation is interested therein, or is a director or officer or shareholder of such other corporation. Any director of the Corporation may be a party to, or may be interested in any contract or transaction in which the Corporation is a party or is interested; and no contract, act or transaction of the Corporation, with any person or persons, firm, association or corporation shall be affected or invalidated by reason of the fact that any director of the Corporation is a party to or interested in such contract, act or transaction or is in any way connected with such person or persons, firm, association or corporation. Each person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself, or any firm, association or corporation in which he may be interested.
- c. Any and all rights, powers, privileges or restrictions in these articles of incorporation granted and contained, conferred or imposed, may be enlarged, amended, altered, changed in any manner and to any extent or repealed by a certificate of amendment authorized, made, executed and filed in the manner now or hereafter permitted or authorized by the laws of the State of Alabama.
- d. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

8. The name and address of the Incorporator is:

James F. Hughey, Jr. 600 N. 18th Street
Birmingham, Alabama 35203

Dated: April 23, 1982.

James F. Hughey, Jr.
James F. Hughey, Jr.

STATE OF ALABAMA)

22 PAGE 960
COUNTY OF JEFFERSON)

BOOK I, Jo Ellen P. Wilson, a notary public, do hereby certify that on this 23rd day of April, 1982, personally appeared before me James F. Hughey, Jr., who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

Jo Ellen P. Wilson
Notary Public

My commission expires: 5-30-83

(NOTARIAL SEAL)

Prepared by: William S. Wright
600 N. 18th Street
Birmingham, Alabama 35203



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Carolina Dewatering Company, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Carolina Dewatering Company, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to

be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's

office does not assume any responsibility for the availability of the corporate

name requested nor for any duplication which might occur.

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.

April 16, 1982

Date

Don Siegelman
Don Siegelman

Secretary of State

State of Alabama

County

SHELBY

CERTIFICATE OF INCORPORATION

OF

CAROLINA DEWATERING COMPANY, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of CAROLINA DEWATERING COMPANY, INC., duly signed and verified pursuant to the provisions of Section 10-2A-91 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of CAROLINA DEWATERING COMPANY, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION.

GIVEN Under My Hand and Official Seal on this the 23rd day of APRIL, 1982.



THE SHELBY COUNTY, ALABAMA, CLERK'S OFFICE
RECEIVED
1982 APR 23 PM 3:59

1982 APR 23 PM 3:59
Thomas A. Shouder, Jr.
JUDGE OF PROBATE

Thomas A. Shouder, Jr.
Judge of Probate

BOOK 22 PAGE 962