

334
STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF INCORPORATION
OF
ALABAMA PLATE CUTTING CO., INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is Alabama Plate Cutting Co., Inc.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The purposes for which the corporation is organized are:

- (a) To manufacture, construct, process, build, install, buy, sell, and otherwise handle sheet metal, ornamental iron, bronze, copper, and other kinds of metallic materials; and to engage in the business of blanking, drawing, forming, punching, shearing, and tooling metal of all kinds and types.
- (b) To manufacture, purchase, acquire, hold, maintain, improve, construct, pledge, hypothecate, exchange, sell, invest and deal in and otherwise dispose of, alone or in syndicate or otherwise in conjunction with others, commodities, merchandise and other personal property of every kind, character, and description whatsoever and wheresoever situated, and any interest therein.
- (c) To purchase, acquire, lease, own, hold, sell, convey or mortgage and otherwise deal in real estate, property, tenements, and hereditaments, as well as any interest therein, and directly or through the ownership of stock in any corporation, to maintain and improve the same by erecting, constructing, rebuilding, repairing, equipping, any and all kinds of buildings and other structures and erections, and to install therein such furniture and appliances which at any time may be necessary to the conduct thereof.

W. Miller Petersen

BOOK 24 PAGE 311

(d) To acquire bonds or stocks of this corporation or otherwise, the good will, rights, assets and property; to undertake, guarantee or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation or otherwise; to hold, or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(e) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

(f) To acquire by purchase, subscription, contract, underwriting or otherwise, to hold for investment or otherwise, to pledge, hypothecate, exchange, sell, deal in and with and dispose of or to turn to account or to realize upon, alone or in syndicate or otherwise in conjunction with others, stocks, securities and investments of every kind and description, including, but not by way of limitation, shares, stocks, scrip, notes, bonds, debentures, rights, participating certificates, certificates of interest, mortgages, acceptances, commercial paper and choses in action, evidence of indebtedness and other obligations of every kind and description (all of which is hereinafter sometimes called "securities") of any private, public or quasi-public corporation, association, partnership, common law trust, syndicate, firm or individual or of any combinations, organizations or entities whatsoever, irrespective of their form or the names by which they may be described, and, while the owner or holder of any such securities, to exercise all the rights, powers and privileges of ownership in respect thereto; and, to the extent now or hereafter permitted by law, to aid by loan, guarantee or otherwise those issuing, creating or responsible for any such securities.

(g) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property, of every nature and description.

(h) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory, government or governmental subdivision.

(i) To draw, make, accept, endorse, discount, execute and to issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(j) To issue bonds, debentures or obligations of this corporation from time to time, for any of the purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(k) To have one or more offices to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, assign and transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares and merchandise, and real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony and country.

(l) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer, or reissue the same.

(m) To enter into any plan or project for the assistance and welfare of its employees.

(n) To enter into any legal arrangements for sharing of profits, union of interests, reciprocal concessions or cooperation with any person, partnership, corporation, association, combination, organization, entity or body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this corporation.

(o) To assume, guarantee or become surety for the payment and performance of any and all debts and obligations of another or others, and to guarantee the payment of dividends upon any security or securities.

(p) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general, to carry on any lawful business necessary or incidental to the protection and benefit of the corporation, and in general, to carry on any 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 hereinabove set forth or otherwise.

(q) To engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of Alabama.

The foregoing clauses shall be construed as purposes for which the corporation is organized, in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

ARTICLE FOUR

4.01. The address of the initial registered office of the corporation

is: Route Two, Box 121, Columbiana, Alabama 35051.

4.02. The initial registered agent at such address is Jeffery H. Whitlock.

ARTICLE FIVE

The total number of shares which the corporation has authority to issue is Two Thousand (2,000), all of which shall be common shares with par value of One Dollar (\$1.00) per share.

ARTICLE SIX

6.01. The number of directors constituting the initial board of directors of the corporation is two.

6.02. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Jeffery H. Whitlock	Route Two, Box 121 Columbiana, Alabama 35051
Gordon Morrow, Jr.	Route One, Box 1018-C Leeds, Alabama 35094

ARTICLE SEVEN

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
Jeffery H. Whitlock	Route Two, Box 121 Columbiana, Alabama 35051
Gordon Morrow, Jr.	Route One, Box 1018-C Leeds, Alabama 35094

7th WE, THE UNDERSIGNED, have subscribed our names this
day of April, 1983.

Jeffery H. Whitlock
Jeffery H. Whitlock, Incorporator

Gordon Morrow, Jr.
Gordon Morrow, Jr., Incorporator

STATE OF ALABAMA }
JEFFERSON COUNTY }

BOOK 2 PAGE 315

I, the undersigned Notary Public in and for said County in said State, hereby certify that Jeffery H. Whitlock and Gordon Morrow, Jr., whose names are signed to the foregoing Articles of Incorporation of Alabama Plate Cutting Co., Inc., and who are known to me to be the parties to same, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, they executed the same voluntarily on the day the same bears date and said instrument is the act and deed of the signers respectively and the facts stated therein are true.

7th GIVEN under my hand and seal of my office on this the
day of April, 1983.



W. Miller Peterson
Notary Public

This Instrument was prepared by:

✓ W. MILLER PETERSON
Attorney at Law
4120 Third Avenue, South
Birmingham, Alabama 35222
205/595-0044



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 _____

Alabama Plate Cutting Co., Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Alabama Plate Cutting Co., 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.

March 29, 1983 - expires 7-28-83
Date
Don Siegelman
Don Siegelman Secretary of State

BOOK 24 PAGE 316

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION OF

ALABAMA PLATE CUTTING CO., INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of ALABAMA PLATE CUTTING CO., INC., duly signed and verified pursuant to the provisions of Section _____ 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 ALABAMA PLATE CUTTING CO., INC., and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 7th day of APRIL, 19 83.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1983 APR -7 AM 10:01

Thomas A. Shouder, Jr.
JUDGE OF PROBATE

Thomas A. Shouder, Jr.
Judge of Probate