

1376

STATE OF ALABAMA

COUNTY OF SHELBY

CERTIFICATE OF INCORPORATION  
MOUNTAIN MECHANICAL CONTRACTORS, INC.

TO THE JUDGE OF SHELBY COUNTY, ALABAMA:

UNDER AND BY VIRTUE of the Alabama Business Corporation Act, the undersigned, PAUL D. JAMES and DAVID S. JAMES, hereby makes and files this Certificate pursuant to the provisions of said laws, to come thereunder a body corporate for the purpose of carrying on the business hereinafter named and hereby certify and declare as follows:

FIRST: The name of the corporation shall be:

MOUNTAIN MECHANICAL CONTRACTORS, INC.

SECOND: The address of the initial registered office of the corporation is 2321 Issac Street, Helena, Alabama, 35080 and the name of its initial registered agent at such address is PAUL D. JAMES.

THIRD: The object and purposes for which this corporation is formed are:

a. To engage in and pursue the general air conditioning and heating business; to sell, install, service and deal in all kinds of air conditioning and heating equipment, including the service of same, to lease, operate, conduct, manage, maintain and carry out all acts necessary to the operation of an air conditioning business; to locate and acquire all premises, equipment, inventory and supplies for the operation of said business. To execute and perform franchise agreements to enhance and facilitate the carrying out of the corporate purposes.

b. To own and acquire any real or personal property and to do any and all things in connection with the purchasing and renting and construction of structures and all other acts for the purpose of carrying on the business of this corporation.

c. To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, manage, operate, develop, control, build, erect, maintain for the purposes of said company, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, office, stores, warehouses, mills, shops, factories, plants, gas houses, machinery rights, easements, privileges, franchise and licenses, and to sell, lease, hire or otherwise dispose of any lands, buildings or other property of the company, or any part thereof.

d. To engage in any commercial and industrial enterprise calculated or designed to be profitable to this partnership and in conformity with the laws of the State of Alabama; to generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.

e. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account, or deal with all or any part of the property of the partnership, real and personal and from time to time to vary investment or employment of the capital of the partnership.

f. To purchase, own trade, or sell any and all necessary merchandise, fixtures, appliances, stock, equipment machines, vehicles, tools and other items necessary and incidental to the carrying out of the business of this partnership.

g. To own, buy, lease, mortgage, sell or otherwise acquire such real estate as may be necessary for carrying out the purposes of which this partnership is organized.

h. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes of attainment of any of the objects for the furtherance of any of the powers hereinabove set forth, either alone or in association with other partnerships, corporations, firms, or other individuals and to do every act or acts, thing or things, incident or pertinent to or growing out of or connected with the aforesaid business or power or any part or parts thereof, provided the same be not inconsistent with the laws under which this partnership is organized.

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Paul D. James      2321 Issac Street  
Helena, Alabama 35080

SIXTH: The number of directors constituting the initial Board of Directors of the Corporation is two, and the name and address of the persons who are to serve as director and officer until the first annual meeting of stockholders or until their successors have been elected and shall qualify is:

David S. James      4049 Noel Drive  
Birmingham, Alabama 35243

David S. James      Vice-President, Secretary

- SEVENTH: Said Corporation shall have perpetual existence.
- EIGHTH: Paul D. James is the person to receive subscriptions to the capital stock of the corporation.
- NINTH: The corporation shall have all the rights, powers, privileges and immunities as set out in the Code of Alabama, 1975, and Alabama Business Corporation Act, and all other laws applicable thereto, whether herein specifically set out or not, all of which are hereby referred to and made a part hereof as though set out fully herein.
- TENTH: The stockholders shall have the right to increase or decrease the capital stock to such sums as they may desire, and as may be permitted by the laws of the State of Alabama.
- ELEVENTH: The directors or stockholders may waive, in writing, any requirement under the By-Laws of the Corporation, or the Laws of the State of Alabama (where the law permits such waivers) to hold a formal meeting with respect to any business to be transacted by the corporation by resolution executed or consented to in writing by all of the directors or stockholders without the formality of a meeting, such resolution when so executed or consented to shall be valid and binding on the corporation in the same manner as if a meeting had been called with respect to such action and notice issued, as

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provided by the By-Laws of the Corporation of the laws of the State of Alabama. Meetings of the directors or stockholders may be held within or without the State of Alabama.

IN WITNESS WHEREOF, the incorporator has hereunto signed and subscribed his name, and files this Certificate for record in the Office of the Probate Judge of Shelby County, Alabama, on the 9 day of March, 1987.

ATTEST:

[Signature] BY: [Signature]  
[Signature] WITNESS [Signature] PRESIDENT

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OF COUNSEL:

Cicio and Gleissner

BY: [Signature]  
Anthony L. Cicio  
2153 14th Avenue South  
Birmingham, AL 35205  
(205) 939-1327

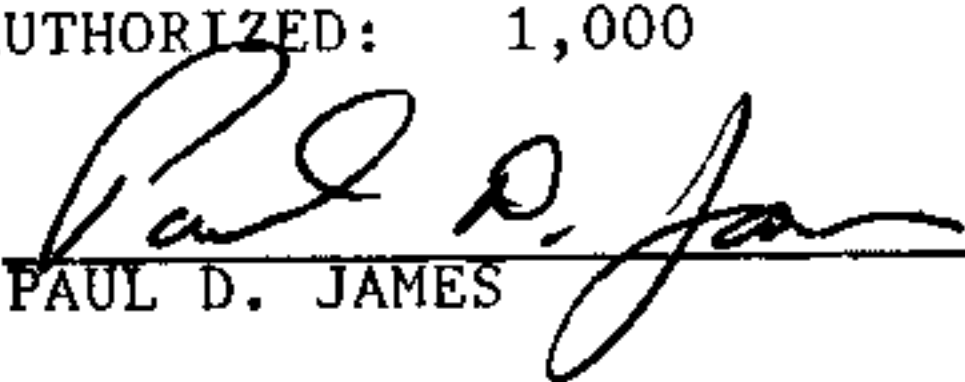
SUBSCRIPTION LIST


WE, the undersigned incorporators of MOUNTAIN MECHANICAL CONTRACTORS, INC., hereby subscribe for the number of shares of capital stock of said corporation set opposite our respective names, said stock to be paid for in equipment, materials and inventory.

Paul D. James	500 SHARES	\$500.00
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David S. James	500 SHARES	\$500.00
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TOTAL AMOUNT OF CAPITAL STOCK ISSUED:	1,000
TOTAL AMOUNT OF CAPITAL STOCK AUTHORIZED:	1,000

  
PAUL D. JAMES

  
DAVID S. JAMES

STATE OF ALABAMA )

SHELBY COUNTY )

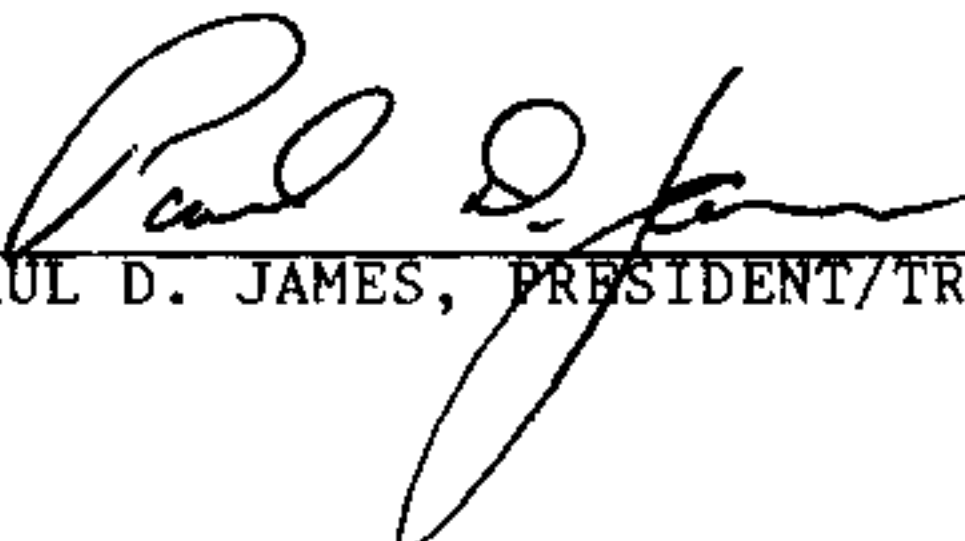
Before me, the undersigned authority, a Notary Public in and for said County, in said State, personally appeared PAUL D. JAMES, whose address is P. O. Box 43424, Birmingham, Alabama 35243, the Agent designated by the incorporators of MOUNTAIN MECHANICAL CONTRACTORS, INC., to receive subscriptions to the capital stock of the corporation, who is known to me, and who being by me first duly sworn, deposes and says on oath:

That he is the Agent designated to receive such subscriptions; that the foregoing is the Declaration of Incorporation of said Incorporation of said incorporators and that the same was signed by them, Paul D. James and David S. James.


That the total authorized capital stock of said corporation is \$1,000.00 divided into 1,000 shares of the par value of \$1.00 per share; and that the said corporation shall begin business with 1,000 shares of stock subscribed for; that the foregoing is a true and correct list of subscriptions to the capital stock

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of said corporation by the incorporator and that all of the said subscriptions have been paid for in full in cash.

  
PAUL D. JAMES, PRESIDENT/TREASURER

Sworn to and subscribed before me  
this the 9 day of March,  
1987.

  
NOTARY PUBLIC

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# STATE OF ALABAMA

I, Glen Browder, 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 Mountain Mechanical Contractors, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Mountain Mechanical Contractors, 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 hercunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

~~March 2, 1987~~ expires ~~7-1-87~~  
Date

*Glen Browder*

Glen Browder

Secretary of State



INC-1

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION OF

MOUNTAIN MECHANICAL CONTRACTORS, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of MOUNTAIN MECHANICAL CONTRACORS, INC., duly signed pursuant to the provisions 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 MOUNTAIN MECHANICAL CONTRATORS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 13th day of MARCH, 19 87.

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

1987 MAR 13 PM 1:54

JUDGE OF PROBATE

Thomas A. Brunden, Jr.

Judge of Probate

Recd 35.00  
Jud 1.00  
36.00