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ARTICLES OF INCORPORATION  
OF  
SHIELD CONSTRUCTION COMPANY, INC.

This is to certify that for the purpose of forming a profit corporation pursuant to the statutes of Alabama law, the undersigned have associated themselves together, have adopted the attached Articles of Incorporation, and have elected a board of directors thereunto as follows:

ARTICLE I

The name of this corporation shall be SHIELD CONSTRUCTION COMPANY, INC.

ARTICLE II

The address of the initial registered office of the Corporation is 2109 Arrowleaf Drive, Birmingham, Alabama, 35244, and the name of its initial registered agent at such address is James F. Traylor, Jr.

ARTICLE III

(a) The purpose for which this Corporation is formed is the transaction of any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act, including but not limited to general construction and pipeline construction.

(b) In furtherance, but not in limitation of the aforesaid purposes of this Corporation and without limitation of the powers conferred by statute or general rules of law, this Corporation shall have the following powers in addition to others now or hereafter conferred by law:

(i) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire and deal in real and personal property of any interest therein of any kind or character, wherever situated.

(ii) To borrow and lend money, without security, or upon the giving or receipt of such security as the board of directors of the Corporation may deem advisable by the way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real or personal property of every nature and description, or, by way of guaranty or otherwise.

(iii) To draw, make, accept, endorse, discount, excuse, and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferrable instruments.

Robert C. Sutton  
1736 Oxmoor Rd.  
Birmingham, AL 35209

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(iv) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same.

(v) To lend money and use its credit to assist its employees, offices, directors, suppliers, customers, subsidiaries or shareholders.

(vi) To be a promoter, incorporator, partner, member, trustee, associate or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.

(vii) To enter into any plan or project for the assistance and welfare of its directors, officers and employees, to pay pension plans and establish same, pension trusts, profit sharing plans, and other incentive plans for any or all of its directors, employees and officers.

(viii) To make donations for the public welfare of for charitable, scientific or educational purposes.

(ix) To transact any lawful business which the Board of Directors finds to be in aid of governmental policy.

(x) To have and exercise all powers necessary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

#### IV

The Corporation shall have the authority to issue 5,000 shares of common stock at \$1.00 per share par value.

#### V

The name and post office address of the officer or agent designated by the corporation to receive subscriptions to the capital stock is James F. Traylor, Jr., whose address is 2109 Arrowleaf Drive, Birmingham, Alabama, 35244.

#### VI

The names and addresses of the incorporators of the Corporation are as follows:

Rannell J. Jones

906 Breckenridge Park  
Helena, AL 35080

James F. Traylor, Jr.

2109 Arrowleaf Drive  
Birmingham, AL 35244

VII

The duration of the corporation shall be perpetual.

VIII

The number of directors constituting the initial Board of Directors of the Corporation is two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are named, elected and shall qualify are:

Rannell J. Jones

906 Breckenridge Park  
Helena, AL 35080

James F. Traylor, Jr.

2109 Arrowleaf Drive  
Birmingham, AL 35244

IX

That any share authorized and issued by the Corporation may be subject to any Agreement among the shareholders to restrict transfer of said share in accordance with the provisions of said agreement, except as prohibited by law.

X

The power to manage and control the Corporation shall be vested in the Board of Directors, subject to the bylaws, rules and regulations adopted by the stockholders of the Corporation.

XI

No contract or other transaction between the Corporation and any other firm, individual or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this Corporation is interested in or a member of, stockholder, director or officer of any such firm or corporation; and any director or officer, individually or jointly, may be a party to or interested in any contract or transaction of this Corporation, and no contract, act, or transaction of this Corporation with any person, firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of this Corporation is a party to or interested in said contract.

XII

(1) Holders of common stock shall be entitled to one vote for each and every share of stock standing in his or her name at any and all meetings of the stockholders of the Corporation, and said stock may be voted by the stockholders of record, either in person or by proxy

(2) Except as may otherwise be provided by the Shareholders, no holder or any shares of stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class not or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other

instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

IN WITNESS WHEREOF, we the undersigned, for the purpose of forming a corporation under the laws of the State of Alabama, do make, file, and record these Articles of Incorporation and do certify that the facts herein stated are true and we have, accordingly hereunto set our respective hands and seals on the date set out below.

DONE this the 6<sup>th</sup> day of September, 1988.

Rannell J. Jones  
Rannell J. Jones

James F. Traylor, Jr.  
James F. Traylor, Jr.



# 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 Shield Construction 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 Shield Construction 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.

September 6, 1988 - expires 1/5/88

Date

*Glen Browder*

Glen Browder

Secretary of State

# State of Alabama

SHELBY

County

## CERTIFICATE OF INCORPORATION OF

SHIELD CONSTRUCTION COMPANY, 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 SHIELD CONSTRUCTION COMPANY, 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 SHIELD CONSTRUCTION COMPANY, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 9th day of SEPTEMBER, 1988.

STATE OF ALA. SHELBY  
I CERTIFY THIS  
INSTRUMENT WAS FILED

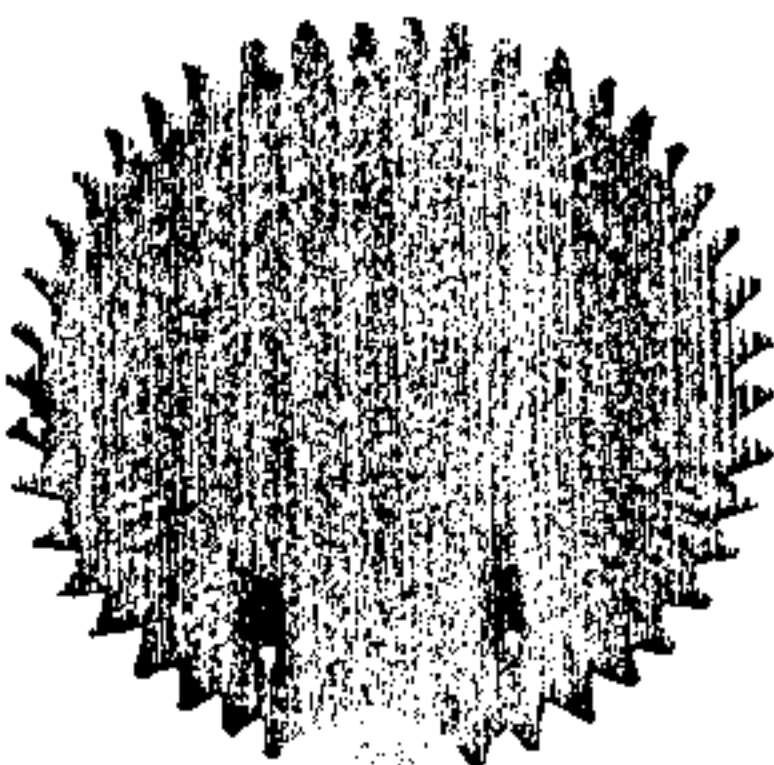
Judge of Probate

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35<sup>00</sup>  
1<sup>22</sup>

Thomas A. Snowden, Jr.  
JUDGE OF PROBATE

36<sup>00</sup>



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