

ARTICLES OF INCORPORATION

OF

T AND D SALES, INC.

The undersigned, for the purpose of forming a corporation under the Alabama Business Corporations Act hereby adopt the following Certificate of Incorporation.

ARTICLE ONE

NAME

The name of the Corporation is T AND D SALES, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purposes for which the corporation is organized are:

- (a). To conduct an industrial sales business.
- (b). To conduct a general sales business.
- (c). To purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, grant a security interest in, pledge, hypothecate, deal in, and dispose of commodities, goods or services, and other real or personal property of every kind, and in any interest therein.
- (d). To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, goodwill, rights and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this Corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
- (e). To make any guaranty respecting dividends, shares, securities, indebtedness, interest, contracts, or other obligations so far as the same may be permitted to be done by corporations organized under the Alabama Business Corporation Act, or as hereinafter amended.
- (f). To enter into any lawful arrangements for sharing profits, union of interest, reciprocal concession, or cooperations,

*L. Morgan Williams*

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with any corporation, association, partnership, syndicate, entity, person or governmental, municipal, or public authority, domestic or foreign, in the carrying on of any business which the Corporation is authorized to carry on or any business or transaction deemed necessary, convenient, or incidental to the carrying out of any of the purposes of the Corporation.

(g). To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.

(h). To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or of the power herein set forth, either alone or in association with others, and incidental or pertaining to, or growing out of, or connected with, its business or powers, provided the same be not inconsistent with the laws of the State of Alabama; and to exercise all those powers expressly conferred on Business corporations and enumerated in the Alabama Business Corporation Act, Ala. Code Tit. 10, and particularly as set forth in Section 10-2A-20 thereof, together with all other rights bestowed upon such corporations under the laws of the State of Alabama.

(i). To do any and all things herein set forth, and in addition, such other acts and things as are necessary, or convenient to attainment of the purposes of this Corporation, or any of them to the same extent as natural persons might or could do in any part of the world, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a Corporation under any laws that may be now or hereafter applicable or available to this Corporation.

The provisions in the foregoing clauses are to be construed both as purposes and powers and shall be in no way limited or restricted by reference to or inference from the terms of any other clause of this, or of any other, article of this Certificate, but each of the purposes and powers specified in this Article Three shall be regarded as independent purposes and powers, and the specification herein contained or particular powers is not intended to be, and shall not be held to be, in limitation of the powers granted to corporations under the laws of the State of Alabama, but is intended to be, and shall be held to be, in furtherance thereof, nothing herein contained, however, shall be construed as authorizing this Corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

#### ARTICLE FOUR

The address of the registered office of the corporation is 115 Geronimo Circle, Montevallo, AL 35115 and the registered agent is

Ronald E. Johnson at the same address.

#### ARTICLE FIVE

The aggregate number of shares which the corporation has authority to issue is 500, all of which shall be common shares with a par value of \$1.00 per share.

#### ARTICLE SIX

The minimum amount of capital with which the corporation shall begin business is \$500.00.

#### ARTICLE SEVEN

##### DIRECTORS

The Board of Directors of the corporation shall consist of not less than two (2) members as fixed and determined from time to time by the shareholders.

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
William E. Barnett	91 Mountain Trail Warrior, Alabama 35180
Ronald E. Johnson	115 Geronimo Circle Montevallo, Alabama 35115

#### ARTICLE EIGHT

The name and post office addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
William E. Barnett	91 Mountain Trail Warrior, Alabama 35180
Ronald E. Johnson	115 Geronimo Circle Montevallo, Alabama 35115

#### ARTICLE NINE

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 if filed with the



minutes of proceedings of the Board or committee.

ARTICLE TEN

Attached hereto, marked EXHIBIT A and made a part hereof, is a statement under oath of Ronald E. Johnson, the person designated by the incorporators to receive subscriptions to the capital stock of said Corporation showing the amount of capital stock which has been paid in; and EXHIBIT B attached hereto and made a part hereof is a true and correct copy of the subscription list showing the amount of the capital stock subscribed by each of said incorporators, and the manner in which the same is distributed and has been paid.

18 IN WITNESS WHEREOF, We have subscribed our names this the January day of January, 1993.

William E. Barnett  
WILLIAM E. BARNETT

Ronald E. Johnson  
RONALD E. JOHNSON

I, the undersigned, a Notary Public in and for said County, and State, hereby certify that Ronald E. Johnson and William E. Barnett, whose names are signed to the foregoing Certificate of Incorporation of T and D Sales, Inc. and who are known to me to be party to same, acknowledged before me on this day that, being informed of the contents of said Certificate of Incorporation, they executed the same voluntarily on the day the same bears date and said instrument is the act and deed of the signer and the facts stated therein are true.

GIVEN under my hand and seal of my office on this the 18 day of January, 1993.

Dail Dickinson  
NOTARY PUBLIC

This instrument was prepared by:

L. Morgan Williams  
Attorney at Law  
1037 22nd Street South, Suite 102  
Birmingham, Alabama 35205

# STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

T and D Sales, Inc.

This domestic corporation name is proposed to be incorporated in <sup>Shelby</sup>~~Jefferson~~ County and is for the exclusive use of L. Morgan Williams, 1037 22nd Street South, Birmingham, AL 35205 for a period of one hundred twenty days beginning January 8, 1993 and expiring May 9, 1993.



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.

January 8, 1993

Date

Billy Joe Camp

Secretary of State

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION OF

T and D SALES, 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 T and D SALES, 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 T and D SALES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 25th day of JANUARY, 19 93.



Thomas A. Snowden Jr.

Judge of Probate

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02:12 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
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