

✓ THIS INSTRUMENT WAS PREPARED BY:  
WILLIAM B. STEWART  
LANGE, SIMPSON, ROBINSON & SOMERVILLE  
417 NORTH 20TH STREET  
BIRMINGHAM, ALABAMA 35203

ARTICLES OF INCORPORATION

OF

TWO RIVERS, INC.

IN THE OFFICES OF THE JUDGE OF PROBATE  
OF SHELBY COUNTY, ALABAMA

The undersigned, being over the age of nineteen (19) years, desiring to become a body corporate under the laws of the State of Alabama for the purpose of carrying on the business hereinafter stated and set forth, does hereby make and file with Your Honor, as Judge of said Court, these Articles of Incorporation, in accordance with the provisions of the Constitution and Laws of Alabama (specifically, under the Alabama Business Corporation Act, Acts 1994, No. 94-245), and I hereby declare as follows:

1. The name of the corporation is:

TWO RIVERS, INC.

2. The period of duration of the corporation shall be perpetual.

3. The purposes for which the corporation is organized are:

- a. To include the transaction of any or all business for which corporations may be incorporated under Ala. Code § 10-2B-1, et seq. (1994 Repl. Vol.) and, more particularly, to provide professional engineering, materials testing and project management services within the State of Alabama.

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4. The aggregate number of shares which the corporation shall have authority to issue is Two Thousand (2,000), all of said shares to be common stock, par value One Cent (\$0.01) per share.

5. The corporation shall have one class of stock, which is common stock.

6. a. The board of directors may adopt, by resolution, a procedure whereby a shareholder of the corporation may certify in writing to the corporation that all or a portion of the shares registered in the name of such shareholder is held for the account of a specified person or persons.

b. The corporation may purchase its own shares, directly or indirectly, to the extent of unreserved and unrestricted capital surplus available therefor.

c. The number of directors may be increased or decreased by resolution adopted by a majority of the directors, but no decrease shall have the effect of shortening the term of any incumbent director.

d. The board of directors of the corporation may, from time to time, distribute to its shareholders out of capital surplus of the corporation a portion of its assets, in cash or property, if, after making such distribution:

(1) The corporation would be able to pay its debts as they become due in the usual course of business; and

(2) The corporation's total assets would be greater than the sum of its total liabilities plus the amount that would be needed, if the corporation were to be dissolved at the time

of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

7. The location and mailing address of the initial registered office, and the name of the initial registered agent at such address of the corporation is: 881 Tulip Poplar Drive, Hoover (Shelby County), Alabama 35244, Attention: Andrew D. Bussey, P.E..

8. The number of directors constituting the initial board of directors is one (1), 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 be elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Andrew D. Bussey, P.E.	881 Tulip Poplar Drive Hoover, Alabama 35244

9. The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
William B. Stewart	417 N. 20th St. Birmingham, AL 35203

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation on this the 21<sup>st</sup> day of June, 1996.

  
\_\_\_\_\_  
INCORPORATOR

# STATE OF ALABAMA

I, Jim Bennett, 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 10-2B-4.02, 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:

Two Rivers, Inc.

This domestic corporation name is proposed to be incorporated in ~~Jefferson~~ <sup>Shelby</sup> County and is for the exclusive use of William B Stewart, 417 20th Street N Ste 1700, Birmingham, AL 35203 for a period of one hundred twenty days beginning May 29, 1996 and expiring September 27, 1996.

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.

May 29, 1996

Date



Jim Bennett

Secretary of State



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