

**ARTICLES OF INCORPORATION  
OF  
MACHINE TOOL SALES, INC.**

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the Corporation is Machine Tool Sales, Inc.

**ARTICLE II**

The purposes for which the Corporation is formed are:

- (a) the purchase and sale of industrial machinery, equipment and other items; and
- (b) the transaction of any lawful business for which corporations may be organized under the Alabama Business Corporation Act.

**ARTICLE III**

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares, consisting of 1,000 shares of Common Stock, par value \$.01 per share.

**ARTICLE IV**

The address of the Corporation's initial registered office in the State of Alabama is 538 Elm Street, Helena, Alabama 35080 and the name of its initial registered agent at such address is George E. Scott, III.

Inst # 2002-01179

01/08/2002-01179  
09:08 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
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## **ARTICLE V**

The names and mailing addresses of the initial Board of Directors, to serve until their successors are elected and qualified pursuant to the Alabama Business Corporation Act and the Bylaws adopted by this Corporation, are as follows:

George E. Scott, III  
P.O. Box 430  
Helena, AL 35080

James M. Scott  
P.O. Box 430  
Helena, AL 35080

Peggy J. Scott  
P.O. Box 430  
Helena, AL 35080

George E. Scott, IV  
P.O. Box 430  
Helena, AL 35080

Jeffrey M. Scott  
P.O. Box 430  
Helena, AL 35080

Election of Directors need not be by written ballot.

## **ARTICLE VI**

A Director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a Director, except liability for (a) the amount of a financial benefit received by a Director to which he or she is not entitled, (b) an intentional infliction of harm on the Corporation or its shareholders, (c) a violation of Section 10-2B-8.33 of the Code of Alabama 1975, as amended, (d) an intentional violation of criminal law, or (e) a breach of the Director's duty of loyalty to the Corporation or its shareholders.

## ARTICLE VII

The name and mailing address of the sole Incorporator is as follows:

George E. Scott, III  
P.O. Box 430  
Helena, AL 35080

## ARTICLE VIII

No shareholder, by virtue of being a shareholder, shall enjoy any preemptive rights with regard to purchase of stock.

IN WITNESS WHEREOF, the undersigned, being the sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, does make these Articles and does hereby declare and certify that the facts stated herein are true, and accordingly does hereunto sign these Articles of Incorporation this 4<sup>th</sup> day of January, 2002.

  
George E. Scott, III

This instrument prepared by:

James C. Wilson, Jr.  
Baker, Johnston & Wilson LLP  
2501 20<sup>th</sup> Place South – Suite 250  
Birmingham, Alabama 35223-1747

# 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:

**Machine Tool Sales, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of ☒ Lois Mclean, One Independence Drive Suite 322, Birmingham, AL 35209-2634 for a period of one hundred twenty days beginning October 19, 2001 and expiring February 17, 2002.



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.

October 19, 2001

Date

A handwritten signature in black ink that reads 'Jim Bennett'. The signature is written in a cursive style with a large 'J' and 'B'.

Jim Bennett

Secretary of State

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