


STATE OF ALABAMA     )  
SHELBY COUNTY         )

  
20120720000261800 1/8 \$156.00  
Shelby Cnty Judge of Probate: AL  
07/20/2012 02:54:23 PM FILED/CERT

**ARTICLES OF INCORPORATION  
OF  
CAHABA WATER SOLUTIONS, INC.**

The undersigned, acting as incorporator of a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Alabama Business Corporation Act of the Code of Alabama, 1975, as amended, does hereby file and adopt these Articles of Incorporation for such Corporation as follows:

ARTICLE ONE  
NAME

The name of the corporation shall be Cahaba Water Solutions, Inc.

ARTICLE TWO  
PRINCIPAL OFFICE

The location of the principal office of the corporation shall be at 1449 Stoneykirk Road, Pelham, AL 35124.

ARTICLE THREE  
CORPORATE DURATION

The duration of the corporation shall be perpetual.

ARTICLE FOUR  
PURPOSES FOR CORPORATE ORGANIZATION

The purposes, objectives and powers for which the Company is formed and organized are:

(a) To engage in any and all business activities, phases and aspects associated with and/or related or incidental to the operation of selling and installing pollution control equipment and to engage in or render such other services ancillary thereto in accordance with the laws of the State of Alabama.

(b) To engage in and carry on any other lawful business or activity for which *corporations* may be organized under the laws of the State of Alabama, it being the purpose and intent of this Article III to invest the Company with the broadest purposes, objectives and powers lawfully permitted a company formed, accordingly.

(c) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to companies by the laws of the State of Alabama.

(d) Without limiting the scope and generality of the foregoing and in addition to that which may be found set forth in the Company's Operating Agreement, the Company shall have the following specific purposes, objectives and powers:

(1) To have and to exercise any and all of the powers specifically granted in the laws of the State of Alabama, none of which shall be deemed to be inconsistent with the nature, character or objective of the Company, and none of which are denied to it by these Articles of Incorporation.

(2) To build, manufacture or otherwise process or produce; to acquire, own, manage, operate, improve or deal with; to sell, lease, mortgage, pledge, distribute or otherwise deal in and dispose of, property of every kind and wheresoever situated.

(3) To purchase, lease or otherwise acquire any interest in the properties and rights of any person, firm, company or governmental unit; to pay for the same in cash, in membership interests, bonds, or other securities, evidences of indebtedness or property of this Company or of any other person, firm, company or governmental unit.

(4) To be a promoter or incorporator, to subscribe for, purchase, deal in and dispose of, any stock, bond, obligation or other security, of any person, firm, company, or governmental unit, and while the owner and holder thereof to exercise all rights of possession and ownership.

(5) To purchase or otherwise acquire, to the fullest extent permitted by the Act, and to sell, pledge or otherwise deal in or dispose of shares of its own membership interest, bonds, obligations or other securities.

(6) To borrow money from any person, firm, company (business, public or non-profit), or governmental unit and to secure any debt by mortgage or pledge of any property of the Company; to make contracts, guarantees, and indemnity agreements and incur liabilities and issue its notes if not inconsistent with the provisions of the Constitution of Alabama as the same may be amended from time to time.

(7) To lend money, or aid or extend credit to, or use its credit to assist, any person, firm, company (business, public or non-profit), or governmental unit, including, without limitation, its employees and directors and those of any subsidiary, in accordance with the Act.

(8) To guarantee any indebtedness and other obligations of, and to lend its aid and credit to, any person, firm, company (business, public or non-profit), or governmental unit, and to secure the same by mortgage or pledge of, or security interest in, any property of the Company.

(9) To consolidate, merge or otherwise reorganize in any manner permitted by law; to engage in one or more partnerships and joint ventures as general or limited partner.

(10) To carry on its business anywhere in the United States and in foreign countries.

(11) To elect or appoint officers and agents and define their duties and fix their compensation; to pay pensions and establish pension plans, pension trusts, profit sharing plans, and other incentive or deferred compensation plans for any or all of its directors, officers and employees.

(12) To make donations for the public welfare or for charitable, scientific, or educational purposes; to transact any lawful business which the members shall find to be in aid of governmental policy.

(e) All words, phrases and provisions appearing in this Article Four are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed.

The nature, objective and purpose for which this corporation is formed shall be fulfilled as fully as to the same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under and by virtue of the laws of the State of Alabama.

#### ARTICLE FIVE GOVERNING LAWS AND POWERS

The Corporation shall be governed by and subject to the Alabama Business Corporation Act, pursuant to the laws of the State of Alabama. The Corporation shall enjoy the powers and privileges set forth herein pursuant to the laws of the State of Alabama specifically including, without limitation, the following:

1. To sell, exchange, purchase, construct on, rent or lease Real Estate.
2. To negotiate legal arrangements to be entered into for the purpose of a legal venture in anticipation of receiving or sharing profits and union of interests in combination with any person, partnership, corporation, association, organization, or any other such legal entity or body, whether such venture be with a domestic or foreign company, for the purpose of carrying on any business or transaction deemed necessary, convenient or incidental to the purposes of this corporation as found in this Articles of Incorporation.

3. To assume, guarantee or become surety for the payment and performance of any all debts and obligations of another or others and to guarantee the payment of dividends upon any security or securities.

4. To take, own, hold, deal in, mortgage or otherwise give lien against and to lease, sell, buy, exchange, transfer and, in any manner, dispose of or deal with real property or every class or description, and any and all interest therein, both within and outside the State of Alabama.

5. To manufacture, purchase or otherwise acquire, in any lawful manner, and hold, own, mortgage, pledge or otherwise to give liens against and to lease, sell, assign, exchange, transfer, or in any manner, dispose of, to deal and trade in and with, and to invest in goods, wares, merchandise and property of any and every class and description, both within and outside the State of Alabama, and in any part of the world.

6. For any of the purposes of the corporation and without any limitation as to amount, to borrow and raise monies, to draw, make, accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds and other instruments, whether transferable, and other evidence of indebtedness, whether secured by mortgage or otherwise, either alone or jointly with any other person or corporation; to confer upon the holders of any of its obligations such rights, powers and pledges as from time to time might be deemed advisable by the Board of Directors, except as may be specifically prohibited by law; to lend money with or without collateral or other security.

7. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality or body politic.

8. To purchase, insofar as the same may be done without impairing capital of the corporation, except as otherwise permitted by law, and to hold, pledge, and reissue shares of its own capital stock, as determined by the Board of Directors.

9. To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, trustees, or otherwise, and either alone or in the company of others.

10. In general, to carry on any other business in connection therewith and to do all things not forbidden by the laws of the State of Alabama and with all the powers conferred upon corporations by the laws of the State of Alabama. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Fifth Article of this Articles of Incorporation shall, except where otherwise specified, by no wise limited or restriction articles, but that the objects, purposes and powers specified in this article and in each of the articles and paragraphs of this Articles of Incorporation shall be regarded as independent objects, purposes and powers, and shall not be construed to restrict, in any manner, the general powers and terms of this corporation nor shall the expression of any one thing be deemed to exclude another, although it be of like nature.

ARTICLE SIX  
CAPITAL STOCK

1. The aggregate number of shares which the corporation shall have the authority to issue on One Thousand (1000) common shares of the par value of Zero and 10/100 Dollars (\$0.10) each, thus representing a total authorized capital of One Hundred Dollars (\$100.00) and consisting of such one class only.

2. Each outstanding share of stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders and such vote may be cast in person or by proxy.

3. The corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares.

4. No person shall have the power to bind the corporation within the scope of the business authorized and provided for within the Articles of Incorporation of the corporation limited by virtue of such person being a shareholder of the corporation.

5. No shareholder shall have any preemptive right to purchase any proportion of any shares of the corporation, including treasury shares, that might be issued or sold by the corporation.

ARTICLE SEVEN  
REGULATION OF CORPORATION'S INTERNAL AFFAIRS

1. Meetings. Meetings of the Shareholders and Directors of this Corporation will be held either in or out of the State of Alabama, at such place or places as may be designed in the By-Laws or by the Board of Directors herein included in this Articles of Incorporation.

2. By-Laws. The initial By-Laws of this corporation shall be adopted by the Shareholders. The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be exclusively vested in the Shareholders. The affirmative vote of the majority shares of the outstanding shares of the corporation entitled to vote, at any regular or special meeting, where such meeting constitutes a quorum of the shareholders, will be necessary to amend or repel the By-laws. The By-Laws may contain any provisions for the management and regulation of the business and for the conduct of the affairs of the corporation which will be consistent with the powers an authority expressly provided by statute or these articles of the Articles of Incorporation.

3. Contracts Involving Directors. No contract or other transaction of this Corporation with any person or Corporation will be invalidated or effected by:

(a) The fact that the director has an interest in or is an officer of any other corporation;

or

(b) The fact that any director may be involved or has an interest in the contract or transaction.

A person who may become a director of the corporation is relieved of any liability arising by reason of his contract with the corporation for his own benefit or the benefit of any corporation of which he may have an interest.

ARTICLE EIGHT  
LOCATION AND MAILING ADDRESS OF  
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The location and mailing address of the initial registered office of the corporation is 1449 Stoneykirk Road, Pelham, AL 35124, and the name of the initial registered agent at such address is Timothy Boyne.

The corporation may maintain such other offices elsewhere, within or outside the State of Alabama, as its Board of Directors may from time to time determine.

ARTICLE NINE  
DIRECTORS CONSTITUTING INITIAL BOARD OF DIRECTORS

1. The number of persons constituting the initial Board of Directors of the corporation is one, 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 elected and shall qualify are:

DIRECTOR

MAILING ADDRESS

Timothy Boyne

1449 Stoneykirk Road  
Pelham, AL 35124

2. A member of the Board of Directors need not be a shareholder of the corporation to qualify.

3. Members of the Board of Directors shall be elected each year at the annual meeting of the Shareholders and shall hold office for one (1) year until the next annual meeting of Shareholders or until their successors have been elected and qualified.

ARTICLE TEN  
THE NAME AND ADDRESS OF INCORPORATOR

The name and post office address of the incorporator are as follows:

INCORPORATOR

Timothy Boyne

MAILING ADDRESS

1449 Stoneykirk Road  
Pelham, AL 35124

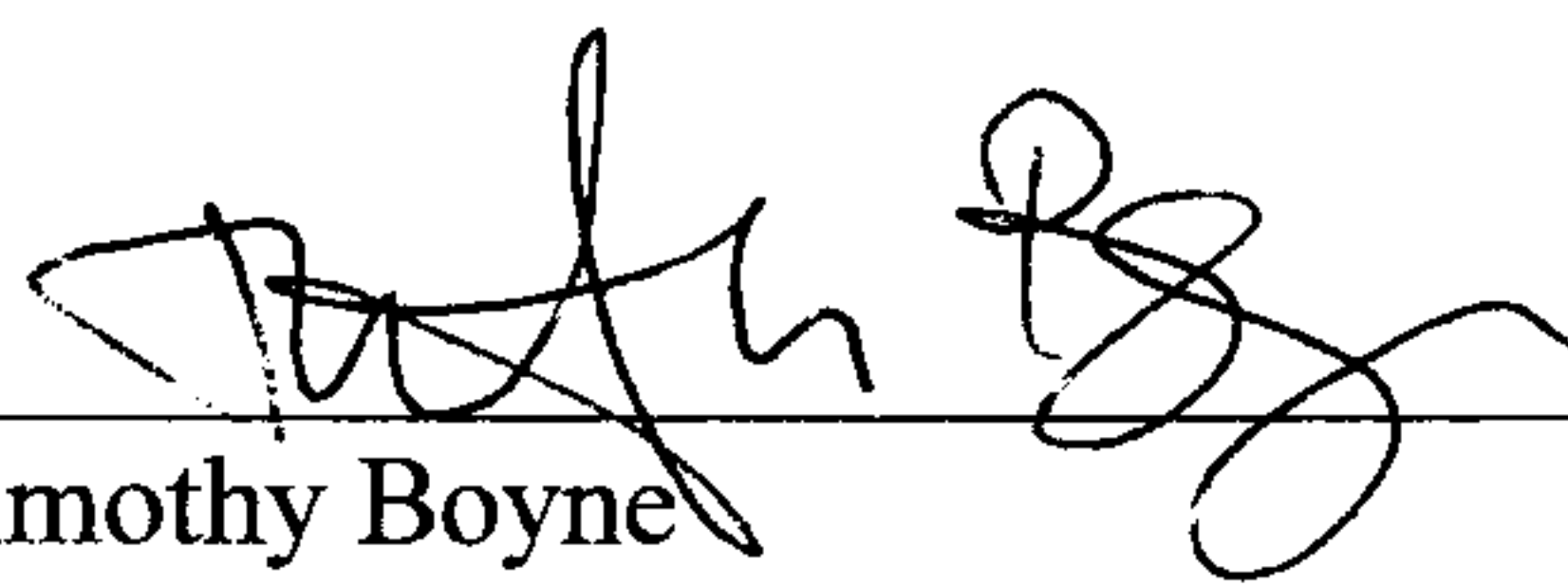
ARTICLE ELEVEN  
SPECIAL CLASS OF STOCKS AND BONDS

The corporation reserves the right to create any preferred or special class of stocks and bonds to amend or repeal any provisions contained in the articles of the Articles of Incorporation or any amendment thereof in the manner now or hereafter provided by the Laws of the State of Alabama. All rights of the stockholders of the corporation are created subject to the aforesaid reservations.

ARTICLE TWELVE  
PRICE OF STOCK

The purchase price of valuation of stock to which the Corporation or its Shareholders may purchase, or be obligated to purchase, the shares of stock of the corporation of a deceased, retired, expelled, or disqualified Shareholder shall be required to sell his shares to the Corporation or to its other Shareholders, may be fixed by the By-Laws of the Corporation, or by a private agreement entered into by the Shareholders.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation for the purpose of forming a corporation under the Laws of the State of Alabama hereunto subscribes his hand to this Articles of Incorporation this the 20<sup>th</sup> day of July, 2012.

  
\_\_\_\_\_  
Timothy Boyne  
Incorporator

**THIS INSTRUMENT WAS PREPARED BY:**

Ferris S. Ritchey III  
Dempsey, Steed, Stewart, Ritchey & Gaché, LLP  
Attorneys at Law  
1910 28<sup>th</sup> Avenue South  
Homewood, Alabama 35209

Beth Chapman  
Secretary of State

P. O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the  
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama*  
1975, and upon an examination of the entity records on file in this office, the  
following entity name is reserved as available:

**Cahaba Water Solutions, Inc.**

This domestic business corporation is proposed to be formed in Alabama and is for  
the exclusive use of Timothy Boyne, 1910 28th Avenue South, Homewood, AL  
35209 for a period of one hundred twenty days beginning July 16, 2012 and  
expiring November 13, 2012.



607-321

**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.**

July 16, 2012

Date

*Beth Chapman*

Beth Chapman

Secretary of State



20120720000261800 8/8 \$156.00  
Shelby Cnty Judge of Probate, AL  
07/20/2012 02:54:23 PM FILED/CERT