

**STATEMENT OF CONVERSION
OF
MITCHELL INDUSTRIES, INC.**

Mitchell Industries, Inc., an Alabama corporation (the "Corporation"), for the purposes of converting the Corporation to a Delaware corporation pursuant to the provisions of Sections 10A-1-8.01 and 10A-1-8.04 of the Alabama Business and Nonprofit Entity Code (the "Alabama Act"), hereby executes the following Statement of Conversion:

1. The name of the Corporation is Mitchell Industries, Inc., an Alabama corporation. The Corporation's Alabama ID Number is 195 - 619.

2. Articles of Incorporation of the Corporation were filed with the Judge of Probate of Shelby County, Alabama on May 26, 1998, establishing the Corporation under and pursuant to the Alabama Act.

3. The Corporation has been converted to a Delaware corporation pursuant to Sections 10A-1-8.01 and 10A-1-8.04 of the Alabama Act, and Section 265 of the Delaware General Corporation Law (the "DGCL").

4. The name of the business entity to which the Corporation has been converted is "Mitchell Industries, Inc." and its Certificate of Incorporation and Certificate of Conversion are filed in the office of the Delaware Secretary of State.

5. The conversion of the Corporation has been duly approved in accordance with the provisions of the Alabama Act and the DGCL.

6. The conversion of the Corporation to a Delaware corporation shall be effective upon the filing of this Statement of Conversion.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the Corporation, has executed this instrument on the 23rd day of February, 2015.

MITCHELL INDUSTRIES, INC.

By: 
Name: Guy Mitchell, Jr.
Its: Chief Executive Officer

03067471.2

Secretary of State
State of Alabama
hereby certify that this is a true and complete
copy of the document filed in this office on

DATE: 2/27/15
3/2/15


Secretary of State

Alabama
Sec. Of State

Entity Change
195-619 D/C
Date 2/27/2015
Time 17:00
150302 9 Pg

File \$125.00
Ackn \$.00
Exp \$000.00

Total \$125.00
05/004

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "MITCHELL INDUSTRIES, INC." FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2015, AT 5:31 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

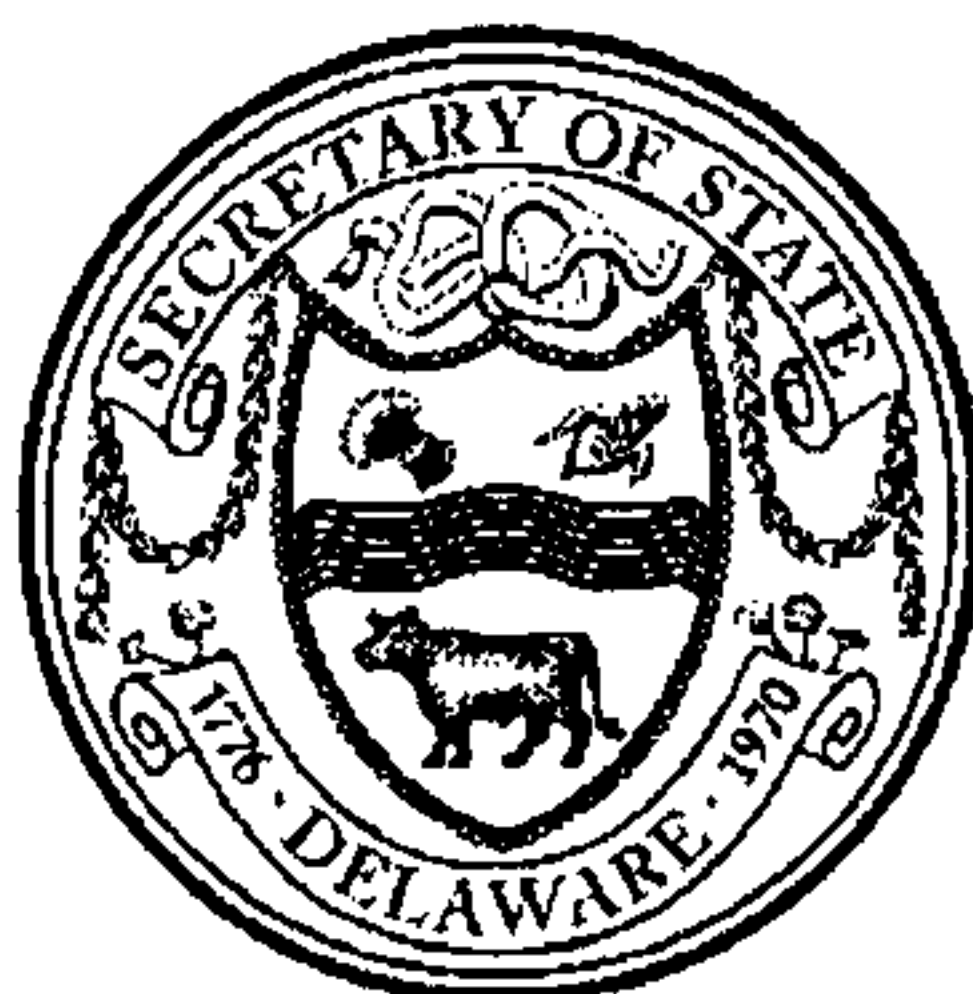


20150311000075470 2/9 \$58.00
Shelby Cnty Judge of Probate, AL
03/11/2015 12:06:32 PM FILED/CERT

5697693 8100V

150244142

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2142998

DATE: 02-23-15

CERTIFICATE OF INCORPORATION OF
MITCHELL INDUSTRIES, INC.

I, the undersigned, for the purpose of creating and organizing a corporation under the provisions of and subject to the requirements of the General Corporation Law of the State of Delaware (the "DGCL"), certify as follows:

ARTICLE 1. The name of the corporation is Mitchell Industries, Inc. (the "Corporation").

ARTICLE 2. The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, New Castle County, Delaware 19801. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

ARTICLE 3. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE 4. The total number of shares of all classes of capital stock which the Corporation is authorized to issue is five thousand (5,000), of which fifty (50) shares, \$.01 par value, shall be designated "Class A Common Stock", and four thousand nine hundred fifty (4,950) shares, \$.01 par value, shall be designated "Class B Common Stock". The Class B Common Stock shall be identical to the Class A Common Stock in all respects except that the Class B Common Stock shall have no voting rights, unless otherwise required by the DGCL. The Class A Common Stock and the Class B Common Stock are sometimes referred to jointly as the "Common Stock" where no distinction is required.

ARTICLE 5. The name and mailing address of the incorporator of the Corporation are:

<u>Name</u>	<u>Mailing Address</u>
Guy K. Mitchell, Jr.	2055 Highway 87 Alabaster, Alabama 35007

ARTICLE 6. The names and mailing addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Mailing Address</u>
Guy K. Mitchell, Jr.	2055 Highway 87 Alabaster, Alabama 35007
Katharine I. Mitchell	2055 Highway 87 Alabaster, Alabama 35007

ARTICLE 7. Unless and except to the extent that the bylaws of the Corporation (the "Bylaws") shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE 8. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director. No amendment to, modification of or repeal of this Article 7 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE 9. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the board of directors of the Corporation. Any amendment, repeal or modification of this Article 9 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE 10. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws or adopt new Bylaws without any action on the part of the stockholders; provided that any Bylaw adopted or amended by the board of directors, and any powers thereby conferred, may be amended, altered or repealed by the stockholders.

ARTICLE 11. The Corporation shall have the right, subject to any express provisions or restrictions contained in the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") or the Bylaws, from time to time, to amend, alter or repeal any provision of the Certificate of Incorporation in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by the Certificate of Incorporation or any amendment thereof are conferred subject to such right.

ARTICLE 12. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL, the Certificate of Incorporation or the Bylaws or (iv) any action asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

[Signature page follows]



20150311000075470 5/9 \$58.00
Shelby Cnty Judge of Probate, AL
03/11/2015 12:06:32 PM FILED/CERT

I, the undersigned, being the incorporator, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate of Incorporation, hereby acknowledging, declaring, and certifying that the foregoing Certificate of Incorporation is my act and deed and that the facts herein stated are true, and have accordingly hereunto set my hand this 23rd day of February, 2015.

INCORPORATOR

By: /s/ Guy K. Mitchell, Jr.
Name: Guy K. Mitchell, Jr.



20150311000075470 6/9 \$58.00
Shelby Cnty Judge of Probate, AL
03/11/2015 12:06:32 PM FILED/CERT

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF AN ALABAMA CORPORATION UNDER THE NAME OF "MITCHELL INDUSTRIES, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2015, AT 5:31 O'CLOCK P.M.

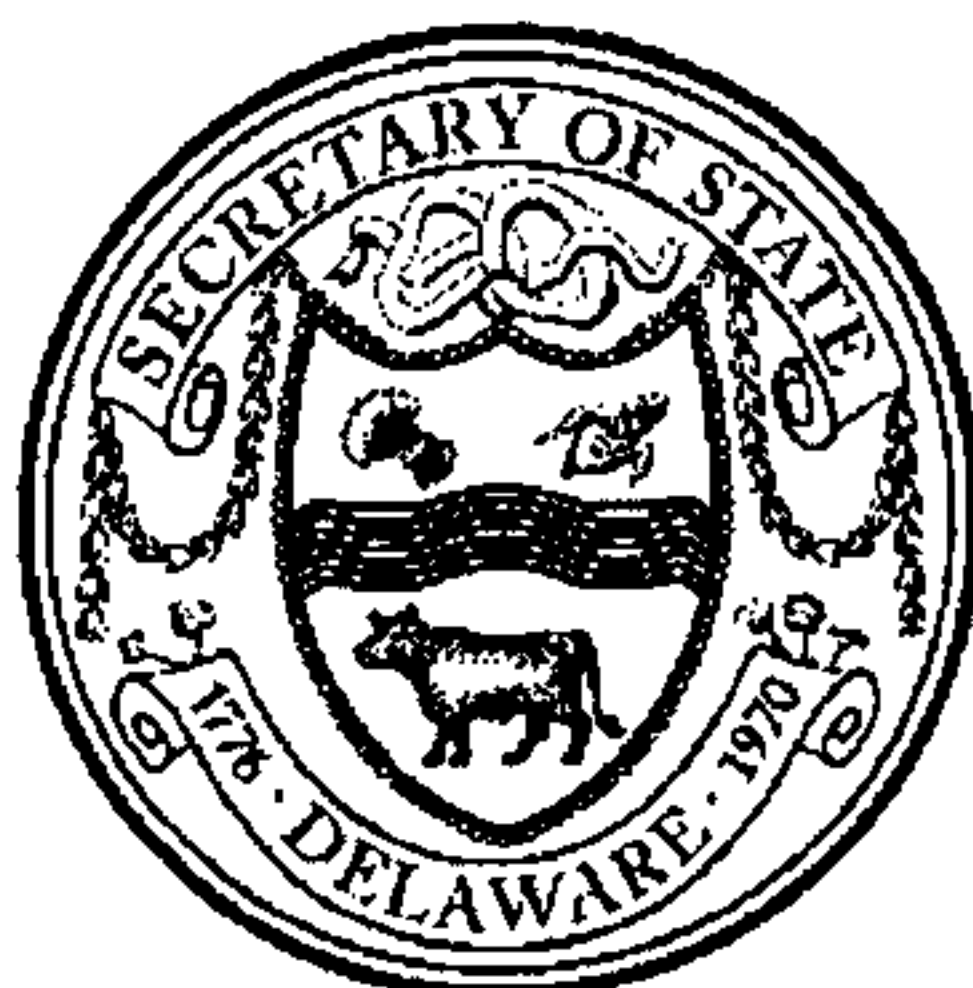
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

20150311000075470 7/9 \$58.00
Shelby Cnty Judge of Probate, AL
03/11/2015 12:06:32 PM FILED/CERT

5697693 8100V

150244142

You may verify this certificate online
at corp.delaware.gov/authver.shtml



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2142998

DATE: 02-23-15

**CERTIFICATE OF CONVERSION
TO A DELAWARE CORPORATION
OF
MITCHELL INDUSTRIES, INC.
(an Alabama corporation)
TO
MITCHELL INDUSTRIES, INC.
(a Delaware corporation)**

This Certificate of Conversion to a Delaware Corporation has been duly executed and is being filed by Mitchell Industries, Inc., an Alabama corporation (the "AL Corporation"), to convert the AL Corporation to Mitchell Industries, Inc., a Delaware corporation (the "DE Corporation"), under Section 265 of the Delaware General Corporation Law (the "DGCL").

FIRST: The AL Corporation filed its original Articles of Incorporation with the Judge of Probate of Shelby County, Alabama on May 26, 1998, establishing the AL Corporation under and pursuant to the Alabama Business Corporation Law (the "Alabama Act").


SECOND: The name of the AL Corporation immediately prior to filing this Certificate of Conversion is "Mitchell Industries, Inc.", an Alabama corporation

THIRD: The name of the DE Corporation into which the AL Corporation shall be converted as set forth in its Certificate of Incorporation is "Mitchell Industries, Inc."

FOURTH: The conversion has been approved in accordance with the provisions of Section 10A-1-8.01 of the Alabama Act, and Section 265 of the DGCL.

FIFTH: The conversion of the AL Corporation to the DE Corporation shall be effective immediately upon filing of this Certificate of Conversion to a Delaware Corporation.

[Signature page follows]


20150311000075470 8/9 \$58.00
Shelby Cnty Judge of Probate, AL
03/11/2015 12:06:32 PM FILED/CERT

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the converting AL Corporation, has executed this Certificate of Conversion on the 23rd day of February, 2015.

MITCHELL INDUSTRIES, INC.

By: /s/ Guy K. Mitchell, Jr.

Name: Guy K. Mitchell, Jr.

Its: Chief Executive Officer



20150311000075470 9/9 \$58.00
Shelby Cnty Judge of Probate, AL
03/11/2015 12:06:32 PM FILED/CERT